



Governance Committee June 4, 2019

MINUTES

Present: Kevin Berg; Anita S. Duckor; Jean Wincek, CSJ; Ralph Scorpio

1. Prayer: Ralph opened with a prayer.

2. Minutes: No suggested changes to the March 20 minutes. Kevin moved to approve the minutes; Jean seconded. All approved.

3. Agenda: No suggested changes. All approved.

4. Nominations

- Ralph reached out to each of the expiring first term members (Susan Jasko, CSJ; Sue Owen; Colleen O'Malley, CSJ; and Bridget Sperl) to invite them to a second term. Susan Jasko and Sue Owen have declined. Colleen and Bridget accepted the invitation to a second term of four (4) years. In addition, Paul Pribyl informed Ralph that he would like to leave the board in June, a year before his second term expires.
- With Paul Donovan's scheduled exit this year, that means four (4) board members will be leaving the board this June.
- We are in conversations with two board candidates. Ralph should have answers this week.
- Committee discussed and prioritized several other candidate suggestions. As is our practice, this information is confidential until committee has had conversations with the people on the list. However, Ralph will produce a working plan/status report for the committee and distribute it this week.
- Committee discussed the issue that the by-laws require a minimum of 21 board members. With this year's departures and possibly only one or two replacements, the board will be at 15 or 16 at the start of the new fiscal year. This is not the first time this has happened, but it is the first time the committee is addressing it.

The committee stated strongly that it just doesn't want to fill the board hastily or prematurely just to satisfy the minimum. Committee suggested having the full board vote on a resolution

allowing for fewer than 21 members this fiscal year and also continue to work on recruiting candidates who could join the board throughout the year, not just in July.

5. Updates

- **New Board Handbook:** Committee discussed suggested corrections and edits to the first draft. Ralph will update. This draft still needs the new charters, in a consistent format, as well as lists of the 2019-20 board of directors and board and staff bios. The goal is to introduce this handbook to the board at the August 2019 meeting.
- **Policy Manual:** Committee approved latest draft. Committee will bring to board for approval at June board meeting.
- **Board Self-Assessment:** Committee reviewed the draft of the 2019 self-assessment, which is an edited version of the 2018 document. Once edits are made, the self-assessment will be created in Survey Monkey and emailed to all board members. They will have one week to complete it, giving the committee enough time to compile data for the board meeting. There will be an Executive Session about this at the end of the June 20 board meeting.

Committee also prepared a separate self-assessment exclusively for the Executive Committee, assessing its role and activity in evaluating the Executive Director. This will be mailed to the Executive Committee and mailed back directly to Anita S. Duckor.

6. Assignments:

1. Board member recruitment follow-up. See report.
2. Prepare resolution for board vote on number of board members for 2019-20.
3. Finalize Policy Manual for vote at June board meeting.
4. Update Board Member Handbook for August release.
5. Finalize and distribute Board Self-Assessment and Executive Committee Self-Assessment.

7. Adjourned at 5:55 pm.