



Governance Committee August 6, 2019

MINUTES

Present: Kevin Berg; Beth Bird; Anita S. Duckor; Ralph Scorpio

1. **Prayer:** Ralph opened with a prayer.
2. **Minutes:** No suggested changes to the June 4 minutes. Beth moved to approve the minutes; Kevin seconded. All approved.

Agenda: No suggested changes. All approved.

3. Nominations

- Ralph distributed the board recruitment work sheet. He has reached out to four potential candidates; two appointments set up, still waiting to hear from the other two.
- It was suggested that we ask for candidate prospect suggestions at committee meetings as well as at the board meetings.
- Committee discussed and prioritized other candidate suggestions. As is our practice, this information is confidential until committee has had conversations with the people on the list. Ralph will update the working plan/status report for the committee and distribute it by the end of August.

4. Board Member Handbook

- Staff is still finishing this. Will be done in time for board meeting. Ralph will show Anita a draft before producing it.
- Policy Manual is complete. We will add a date to the cover sheet.

5. Resolution on minimum number of board members

According to our By-Laws, we have too few board members. The By-Laws state: .

Section 13 – Composition of Directors

The Board of Directors shall consist of not less than twenty-one (21) nor more than twenty-eight (28) Directors. At least five (5) Directors shall be professed Sisters of the religious order, the Sisters of St. Joseph of Carondelet. The Province Leadership Team Liaison shall be an ex-officio voting member of the Board of Directors. She is one of the five Sisters of St. Joseph on the Board of Directors.

The committee stated strongly in June and again in August 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 a waiver 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.

Ralph will draft a resolution that first will go to the Governance Committee, which will then recommend a resolution for the Executive Committee, which will recommend a version of the resolution to the full board. This won't be able to happen in time for the August board meeting but should be available for vote at the October meeting. The Governance Committee will need to approve a draft at its September meeting so the Executive Committee can move on it at its September 25 meeting.

6. Executive Director evaluation

- Anita will work with Beth and Bridget Sperl on the Executive Director evaluation and goals and will establish a tool to use for consistent use in the future.

7. Next meeting scheduled for Tuesday, September 17 from 4 pm to 5:30 in the North Conference Room.

8. Assignments:

1. Board member recruitment follow-up. Ralph to meet with two potential candidates in August while continuing to schedule meetings with two additional prospects. Will update report.
2. Ralph to draft a resolution requesting a waiver on number of board members for 2019-20. This
3. Finalize Board Member Handbook for August release.
5. Anita, Beth and Bridget Sperl will work on Executive Director evaluation.

9. Adjourned at 5:25 pm.