



DRAFT

**Governance Committee
January 26, 2021**

MINUTES

Present: Kevin Berg; Beth Bird; Anita S. Duckor; Jean Wincek, CSJ; Ralph Scorpio; Bridget Sperl
Via Zoom

1. **Prayer:** Ralph opened with a prayer.
2. **Agenda:** Committee approved agenda.
3. **Minutes:** No changes were suggested to the December 22, 2020 minutes. Minutes unanimously approved.
4. **Development Committee Chair**
Bridget announced that Kris Smyth stepped forward and agreed to serve as chair of the Development Committee.
5. **Vice Chair**
No board member self-nominated or nominated anyone else to serve as Vice Chair, in response to the invitation sent to board members in early January. The question arose whether we truly need to fill this position for the next five months. Committee concluded that while it's highly desirable, it's not a "must have." Therefore, the committee agreed to leave the position vacant for the remainder of the fiscal year and to actively recruit a Vice Chair for 2022, with the idea that the Vice Chair's succession to Chair in 2023 will be presumptive but not conclusive. The committee will discuss this further in February.

The committee also discussed that it needs to closely examine the expectations of chairs of committees and be explicitly clear that they are annual appointments made by the Board Chair in consultation with the Executive Director.

Committee also suggested a review of the role of officers of the corporation and officers of the board. For all of these issues, committee will check for alignment among the Bylaws, the Policy Manual, and the Board Member Handbook.

6. New Board Candidates/Board Recruitment Plan

Ralph shared an updated report. The Board will vote on three candidates in February: Maria Bonnie, Steve Kenney, and Monica Cruz.

If they are elected, we will have six new Board members elected this year, back in line with the policy of minimum of 21.

Ralph displayed an updated chart of Board member terms. Two Board members will term-out this June: Kay Egan and Beth Bird. We need to recruit a CSJ to replace Kay. We will work to bring at least one non-CSJ to the Board in July, also.

Ralph and Jean are preparing a list of possible CSJ sister candidates to bring forward to this committee in February.

7. Diversity Recruitment Plan

Anita presented an updated draft of the Board Recruitment Plan, which highlights our focus on recruiting toward diversity, and walked us through it.

Anita will proceed with lining up a conversation with Earl Ross from CultureBrokers.

Committee members updated their lists. Bridget suggested we should also look at former St. Kate's board members; we will add this to the spreadsheet.

8. Sponsorship and Governance

Jean provided an update on the St. Paul Province's work on addressing the question of governance. There will be three Province meetings before the end of this fiscal year. The Sisters are working on a canonical decision, not a civil decision at this time.

9. Next Steps/Assignments:

1. Anita, Jean and Ralph will review Board officer policies and check alignment among the Bylaws, Policy Manual and Board of Directors Handbook.
2. Anita, Bridget and Ralph will clarify and update committee chair expectations and terms.
3. Jean and Ralph will bring a list of potential CSJ Board candidates to the February meeting.
4. Committee members will continue their Diversity Recruitment assignments.

Next meeting: Tuesday, February 23, 2021 at 8:30 am.

Adjourned at 9:31 am.