



DRAFT

**Governance Committee
December 22, 2020**

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 November 24, 2020 minutes. Minutes unanimously approved.
- 4. Vice Chair and Development Committee Chair Selection Process**
With Jane Stevenson's resignation from the Board of Directors in December, the Board needs to find replacements for Vice Chair and Development Committee Chair. Committee engaged in conversation about the Vice Chair role. Currently Ministries Foundation policy states:

Section 23 – Board Officers and Organization

The Board shall elect from the Directors a Chair and Vice Chair. The Chair or, in his or her absence, the Vice Chair, shall preside at all meetings of the Board. In the absence of both, a Director chosen by a majority vote of Directors present shall preside at meetings of the Board. The Chair and Vice Chair shall be elected for a one- year term by a majority vote of Directors at each annual meeting. The Chair shall be an ex-officio member of all Board committees. The Chair and Vice Chair shall be Board representatives only and shall not be designated as Corporate officers.

In practice, in the past the Board has elected a board member as Vice Chair the first year and changed the role to Chair Elect for the second year. The committee concluded that this is not official Board policy. Committee discussed *Proposed Selection for Vice Chair and Development Committee Chair* that was attached to the agenda:

- 1. Do we desire to have one person hold either positions or both?*
- 2. Send an invitation to all board members asking them to self nominate or another board member for Vice Chair and Development Committee Chair, nominations due mid January 2021.*

3. *Governance Committee to review the candidates and forward a recommendation to the Executive Committee.*
4. *Elect the Vice Chair and affirm the Development Chair position at the Ministries Foundation Board meeting in February.*
5. *Welcome the newly elected Vice Chair.*

The committee decided that it is not necessarily looking for one person to fill both roles. Bridget and Ralph will pursue a process for recruiting and selecting a Development Committee Chair.

Committee suggested adding “with the nominee’s approval” to item #2 above. All agreed to the rest of the proposal.

Committee discussed whether the Foundation is looking for Vice Chair or Vice Chair/Chair Elect. Committee concluded that it is looking for a Vice Chair to serve from February through June 2021 but we need to be transparent that the Board will also need a Vice Chair in 2021/22 and a new chair in 2022/23. However, it is not automatic.

Bridget and Ralph will prepare an email for Board members the first week of January to “solicit interest” of those willing to serve and not “nominations.” They will ask for a response by January 15.

5. New Board Candidates/Board Recruitment Plan

Ralph shared an updated report. We continue to work year-round to bring people forward.

- Mark Richards’s nomination was approved at the December board meeting.
- Maria Bonnie, Monica Cruz and Steve Kenney were presented to the board at the December meeting for consideration for a February vote.
- Ralph and Bridget will conduct a Zoom board orientation in January for Mark and Maya Misshagi, who were elected in October. This will also be connected to our every-other-month board continuing education so it’s not a “one-and-done” but have several checkpoints. Ralph and Bridget will outline the process.
- Even with five new Board members elected this year, we will still be one shy of the policy of minimum of 21 (due to a resignation). We will continue to strive to get to 21 this year.
- Ralph will update and distribute the chart of Board member terms.

6. 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 reported that the recruitment letter went to all board members.

Jean reported on a rich conversation with Sandy Vargas. She found the Board Member Handbook very helpful. Sandy is connected to a wide network of people who represent the people CSJ ministries serve and will help us find people with the right experiences that we need.

Committee members reported that they are still working on their lists. Ralph heard from Vineeta Sawker that she isn't currently interested in board work, but Ralph will keep this connection going and ask her for other suggestions. He will follow-up with Sister Catherine Mary Rosengren about Julia Davis from US Bank.

Also, Ralph will check with Martha Nemesi about possible contacts within the Somali community. Anita will check with Colleen O'Malley to tap her relationships with Ascension parish. Ralph will send the suggested board letter to Pam Wheelock and to Latifah Kiribedda. Bridget suggested we should also look at former St. Kate's board members.

7. Sponsorship and Governance

Always good to keep this as an agenda item, even if not discussed!

8. Next Steps/Assignments:

1. Bridget and Ralph will prepare a "soliciting interest" email to Board members about a new Vice Chair. Committee will follow proposed work plan.
2. Bridget and Ralph will schedule onboarding/orientation with Maya Missaghi and Mark Richards.
3. Bridget and Ralph will plan the Board member continuing education series.
4. Committee members will review Diversity Recruitment plan and complete assignments.
5. Ralph will update and distribute the chart of Board member terms.
6. Committee will evaluate policy on Chair and Vice Chair roles and selection process.

9. Next meeting: Tuesday, January 26, 2021 at 8:30 am.

10. Adjourned at 10:11 am.