



Governance Committee
March 23, 2021
MINUTES

DRAFT

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

- 1. Prayer:** Ralph opened with a prayer.
- 2. Agenda:** Committee approved agenda with no changes.
- 3. Minutes:** No changes were suggested to the February 23, 2021 minutes. Minutes unanimously approved.
- 4. Board Resignation**

Ralph reported to the committee that Monica Cruz, who also serves on the SMHC Board of Directors, resigned on March 8. The MF board voted her onto the Ministries Foundation Board of Directors on February 18. She sent a resignation email to Ralph during the SMHC March 8 board meeting. Ralph was not included in the meeting. Ralph reported that he had spoken with both Suzanne and Sue Gehlsen about this. Both said that the SMHC board conversation was making Monica uncomfortable and that she may have felt that she did something wrong. Sue said that was certainly not the case.

The committee suggested writing and sending an official letter from the MF board chair asking Monica to reconsider. The letter could express our disappointment and state that we are still interested in her professional expertise, in her ability to help us better represent the communities we serve, and strengthen our relationship with SMHC.

First, it would be helpful to find out if this was an official SMHC board decision. Because no one on our Governance Committee was part of the SMHC board discussion, this would be a good first step. Ralph said he would get more information.

The committee also expressed interest in pursuing this again, with Monica or another SMHC board member. Joint membership is still seen as a good idea.

- 5. Board Recruitment**

Ralph reached out to but is still waiting to hear from Sister Mary Fran Allen and Rosario de la Torres, who was recommended by Sandy Vargas.

If all goes well, we will work toward presenting both Mary Fran's and Rosario's credentials to the board in April and voting on her nomination in June, with a July 2021 start date.

Committee discussed benefits of actively recruiting a Consociate for a seat on our board. It was decided that pursuing an active consociate, not necessarily just those in Consociate leadership, would be a good idea. Still need to look at the whole life experience – skills we need on the board. Two names emerged: Jill Garcia and Peg Schwendeman. We should wait to see how Consociate leadership process plays out this spring.

6. Board Matrix

Anita showed the revised board matrix. The new version includes Community Networks, intended to highlight that candidates not only bring themselves but those they are associated with, those they bring with them.

Committee discussed how best to phrase the “spirituality/religion/moral compass” attribute and decided that Moral Compass best describes what we're looking for: how do candidates describe their moral compass and express it in their life's work? When recruiting, it is important to ask the about these characteristics, especially the candidates' top three professional skill-sets and their moral/spiritual characteristics.

7. Board Chair Job Description

Committee engaged in a healthy discussion of the Board Chair's job description and reviewed it line by line.

Under “Responsibilities”:

Item #1: “Chairs meetings of the Board. Sees that it functions effectively, interacts with management optimally, and fulfills all its duties. With the Executive Director develop agendas.”
Change to two items: 1: “Chairs meetings of the Board and develops agendas for each in consultation with Executive Director.” 2. Sees that Board functions effectively, interacts with management optimally, and fulfills all its duties.”

Item #4: “Reflects any concerns management has in regards to the role of the Board.”
Change to: “Addresses any concerns Executive Director has in regards to the role of the Board of Directors and board members” and move up to become item #3.

Anita and Ralph will continue to work on this.

8. Bold Moves 2030

Jean updated the committee on the progress being made, especially in the Sister Cabinet. Ralph shared updates on the timeline and current movement. The CSJs are moving toward making decisions this spring.

9. Next Steps/Assignments:

1. Ralph will continue to reach out to Rosario de la Torres and Sister Mary Fran Carter.
2. Committee members will continue their Diversity Recruitment assignments.
3. Anita and Ralph will continue to refine the Board Chair Function and Responsibilities for committee's discussion and approval.
4. Anita and Ralph will continue to refine the board recruitment matrix including areas of expertise.

Next meeting: Tuesday, March 27, 2021 at 8:30 am.

Adjourned at 10:05 am.