

Nomination Committee, Jan. 6 meeting proposed minutes

Voting members present: Nancy Stearns, Nancy Manning, Evelyn Bless, Robert Kerns, Dale Nederhoff, Libbie Jae. (all voting members present)

Also present: John Miley, Paul Berg, Ellia Sliwiak

Chair: Nancy Stearns; **Minutes:** Evelyn Bless

Minutes from last month's meeting. Nancy M. read the minutes to the group for approval. It was pointed out that the minutes are given to the Board before formal approval. We do not want to wait until approval, because then they would be six weeks old when given to the Board.

Action item for this and other committees: Therefore, from now on the minutes should be labeled "proposed minutes." The Board can "accept", rather than "approve". At the next committee meeting, minutes can be approved and will then be posted online and archived.

Minutes approved and motion passed unanimously.

Composition and voting members of Nomination committee: Board: Nancy S., Evelyn, Dale; non-Board: Nancy M., Libbie, Bob Kerns. Paul Berg is expected attend and is non-voting.

Renewal of committee existence from Board every year: Dale requested this be put to the Board yearly, at the first Board meeting of the year. Except for Finance, which is stated in the bylaws as being chaired by the Treasurer, the committee chairs are appointed by the President. The composition and number of voting members are up to each committee. The exception is Nomination, which spells out voting membership in its policy. Names of committee chairs and members do not have to come before the Board.

- **Board agenda item:** Ask Board approval of the three formal committees: Nomination, Programs/Marketing and Development.
- **Action item for this and other committees when preparing minutes:** From now on, in the minutes identify voting members present and other people present.

New Board Member Orientation. The orientation program suggestion submitted by Ron Manning at the November Board meeting was read aloud by Nancy S. After discussion, we accepted the orientation program as written with the following changes:

- 1) Add "Sunshine law orientation if needed" to the website and email accounts orientation statement.
- 2) Change complimentary tickets to "two free complimentary tickets to any regular Center event."
- 3) The Orientation is to be scheduled by the Executive Director with new Board members when they join the Board.

Orientation is to be offered to Jon, Dawn, Tom, Evelyn and Kathy at the next Board meeting. Nancy M. pointed out that non-Board committee members need the email orientation—they can perhaps join in that part.

Motion to recommend to Board: Evelyn. 2nd: Bob. Passed unanimously.

- **Board agenda item / action item:** Paul will incorporate changes to the written orientation and provide to Board at next meeting. An agenda item for the next Board meeting will be a recommendation that the Board accept this orientation for new Board members.
- **Action items for Board member accessibility via email:** Paul: Make the emails available on web. Make a list of contact info available in the office. Tell people they can write to general carrollwoodcenter.org address or to office and it will be forwarded to Board member(s). Evelyn: Include list of Board members and emails in newsletter.

Advisory Board. Frank LaRosa has requested appointment to the Advisory Board. His request brings up the general issue of Advisory Board composition and how people get on it. We discussed that the current Advisory Board was put together by Mary Ann Scialdo as an artistic advisory board. It should be up to the new Artistic Director to make decisions on its usage and composition. Paul suggested that we could have an Honorary Advisory Board that would consist of esteemed members of the community, such as the late George Steinbrunner and Don Pippin. In addition, the bylaws allow for an Advisory Board to be appointed by the Board (article 5) to provide assistance; the purpose of this is unclear.

- Since the Advisory Board issue in general requires much more thought and discussion of the entire Board, the committee is tabling it for now. **Motion passed unanimously.**
- A person does not have to be on the Advisory Board to offer advice and help. We thank Frank and ask him to please get involved with committees and offer his help to the Board.

Bylaws changes. Nancy M. introduced the first draft of the bylaws changes proposed by SAG and included the several reasons that the bylaws need to be examined and cleaned up. The committee has adopted the approach of requesting SAG to identify the changes needed, having the committee discuss and vet changes, and ultimately presenting a final version to the Board.

- **Should this committee address this issue?** John Miley suggested an ad hoc committee. We discussed the reasons that Nomination is tackling what will be a difficult and long task: 1) it is a natural outgrowth of looking at Board member responsibilities and definitions 2) the committee has the time to do it, between nominations 3) the balanced Board/non-Board membership of this committee works well together and provides a comprehensive, more inclusive look at the changes needed.
- **HOAs appoint or nominate members?** This issue—whether all potential Board members must go through the Nomination committee—was discussed at length. The committee came up with the following compromise:
 1. HOAs appoint members. (The current wording stays.)
 2. HOAs are to be made aware of the requirements and duties of Board membership so that anyone appointed knows what they will be getting into. This may be an informal process, as Nancy S. observed; there needs to be, in John Miley’s words, a figurative “memorandum of understanding” between the HOAs and the Center on what Board members will do.
 3. We request all new Board members to read and sign the Commitment to Service and to go through the Orientation process. This will ensure they understand their duties and more about the Center.
- Everyone present contributed to this compromise. It is not clear if this needs to be formally stated in the bylaws. SAG will take a look at it.
- **Should the committee meet more frequently to address bylaws?** Dale pointed out that bylaws examination is a very, very long process. Evelyn observed that Nomination was able to create a nomination policy quickly because, in part, it met every week. This kept the issues fresh in everyone’s mind. Should the committee meet every 2 weeks? No decision at this time. It was decided to wait until the next meeting to determine this.
- **Is there a conflict between being on the Board of an HOA and FCCC?** We need to ask Ken Tinkler this. The conflict was with federal laws, not within the HOA or FCCC.
- **Other bylaws points mentioned:** Eliminate nomination process wording from the bylaws; keep vague when possible—don’t be too specific.
- Evelyn noted that SAG has done a tremendous amount of very good work on the bylaws and this is a great service to the Board. We are grateful and when this is done, we should acknowledge their efforts.

Next steps:

- SAG will incorporate comments from today's meeting and issue a new draft before the February meeting.
- Everyone will review the draft and be prepared to discuss at the meeting.
- We will keep a running list of questions for Ken Tinkler (over 2-3 months) and present them to him all at once.

Next meeting: Feb 3, 1 p.m.