

## ***Nomination committee, minutes 2/3/2011***

Voting members present: Nancy Stearns, Libbie Jae, Nancy Manning, Bob Kerns, Evelyn Bless, Dale Nederhoff

Also present: John Miley, Paul Berg, Ellia Sliwiak

Chair: Nancy Stearns, Minutes: Evelyn

**Adoption of minutes from January meeting:** Nancy Manning asked that wording be changed to “contributed to compromise but this was not finalized or put to a vote”. Evelyn: motion to accept minutes with change. Libbie: 2<sup>nd</sup>. Minutes were accepted unanimously.

**Residency requirements.** County has no objections to deleting the residency requirements from bylaws. However, caution is urged in implementing selections from outside the County. Dale asked if this is in the “agreement with County” also. Answer: no. To be further discussed during bylaws discussion later in this meeting.

**Paul Sterzinger** has applied for the Board. Evelyn will take lead on setting up an interview. She, Dale, Nancy Manning and Paul Berg will participate in the interview. Evelyn will explain to Paul S. that his application processing is related to bylaws changes and thus will take longer than usual. Nancy Stearns noted that he may not be available full time until May. She recuses herself from the process with him, since she supports his candidacy. John Miley noted that for us to waive the residency, the assumption would be that there were unusual talents needed by the Board, such as a finance background.

**Dawn Johnson** has sent an email of resignation. Will be on agenda for next Board meeting.

**We need more arts people on the Board.** Nancy S. made the point that she has been actively recruiting people such as Tom and Paul, and that this is what is needed to find people who can contribute and have the passion for contributing. The rest of us need to see what we can do. Jim Burge would be an exceptional arts representative. Evelyn will talk to Dolores Parra, who may have contacts with the Hispanic community, to see if she has suggestions. We would like someone from Ybor area. What about Ybor City organizations? Artists and Writers Group, that puts on Deep Carnevale and Festival of the Moving Image in HCC Ybor? Hillsborough County Arts Council? Dale mentioned one of the architects, Henry Woodruffe, from South Tampa who worked on our building.

- **Action item for everybody:** look at your arts councils and connections; if you know or hear of someone who would be good, seek them out and woo them.

**Orientation for new Board members:** this is being implemented. Use of CCC email discussed; some Board members are still not using; non-Board Committee members haven’t been set up.

- **Motion by Nancy M. that by next meeting,** all Board and non-Board Committee members will be set up and using CCC addresses. Evelyn: 2<sup>nd</sup>. Motion was passed unanimously.

**Bylaws revision.** Nancy M. presented the Stakeholders Advisory Group’s drafted revisions and summarized changes and rationale. We need to review and determine if we agree with changes and if anything is missing. They did not check for consistency with other documents, such as “agreement with County” or “charter.”

John Miley pointed out that there is also the issue of whether some changes belong in bylaws or in policies. Policies are just as binding as bylaws. It's better not to be too specific in bylaws. Evelyn said that if we decide that something belongs in a policy rather than bylaws, we need to immediately change the policy to cover the point. Nancy M. said that a book containing all the FCCC policies and procedures needs to be compiled and kept current. Libbie noted that this manual should be available at all Board meetings.

We decided to discuss all changes. John Miley said it's better to eliminate all contention where possible—to take them off the table, so to speak—so the Board only needs to look at a few points. We decided that where there is disagreement, we will vote so as to provide a record to help guide the Board. The full Board will make a final decision on all changes.

**Three or five minimum Directors?** This was the first point of contention. After some discussion, the Committee voted: 2 in favor of three Director minimum; 4 in favor of five Director minimum.

**Residency requirement, meeting date.** In order to make changes that let us move forward without waiting for all the bylaws reviews to be finished, Nancy S. made a motion to bring two Bylaws changes before the Board at the next meeting: 1) delete “shall be a resident of Hillsborough county” from qualifications and 2) change line 93, the date of the Board meeting, to “date to be agreed upon annually by the Board.” Bob: 2<sup>nd</sup>. Passed unanimously.

Paul said that Bylaws changes, after Board approval, go to Carlton Fields, which takes about a month to vet them. Then they are filed with the Country (about \$70 fee).

**Director requirement to attend 10 Board meetings.** We agreed that this should be stated in a policy (listed in the Commitment to Service, which is under the Nomination policy), rather than in the bylaws. The Bylaws should say that part of the “duties” of a Director should be to abide by the Commitment to Service. There was discussion about whether this should state “policies” (instead of Commitment to Service) and/or “and other policies of the Board,” and which “duty” it should be under.

- **Action item:** think about where this belongs before next meeting. We will take up revision from this point, next month. Nancy M. observed that this is going to be a long process; it's not going to happen quickly.

**Other duties:** John Miley noted that the Directors' “duties” to supervise and set compensation of employees does not fit with the Center as currently operating and are a leftover from when the Center wasn't yet operational. The SAG committee hadn't changed this. Libbie noted that that is the value of this group review: There was discussion of the meaning of this section and the related section under the Executive Director's duties. There was agreement that correct, non-ambiguous wording should be found. This is an example of why we need to take our time.

**Meet more frequently?** Evelyn suggested we meet every two weeks; this decision is put off until the next meeting, as the committee must interview Paul Sterzinger this month.

**Revision date:** Nancy M. notes that Bylaws revisions need a revision date, perhaps by line. She will redraft the first page, based on today's comments.

**Goal of committee:** Evelyn observed that in addition to vetting Board candidates, Bylaws revision is the major—and very important—goal to be accomplished by this committee this year.