

FINAL minutes, Governance Committee, June 7, 2012

Present voting members: Libbie Jae, Nancy Manning, Nancy Stearns, Evleyn Bless, Bob Kerns

Absent voting member: Sandra Harrington

Also present: John Miley, Paul Berg (midway)

Chair: Nancy S, Minutes: Evelyn. Called to order 1:14 p.m.

Approval of May 3 minutes: motion to approve: Evelyn. 2nd : Bob. Approved with no changes.

Action items:

- Bylaw recording: have been submitted (Paul)
- Website posting: will be in Beta, next week (Paul)
- Articles of Inc. questions: they are OK as is.
- Reelection requirement, signing of Commitment: is in Bylaws, so OK.
- Email requirement in settlement: Board members and committee members if they are not using CCC email must copy all email to a single custodian (this would be Paul). So cc him if using home email.
- Policies, bylaws etc. to HOA prez: not yet done; **Action item** for Paul.

Jon Dyer return to Board: we will follow our policy and ask him re-apply. **Action item:** Nancy S. will communicate with Jon.

Review revised ED form, process. Final printed version was not available. There was one more minor change, from Paul. We want to distribute to Board next meeting, so they can start assimilating. Therefore:

- Performance Review Form: **Actions:** 1) Evelyn will email to everyone. 2) Everyone on committee should email approval (or not) to recommend to Board to Paul. 3) If majority, Paul will send copies to Board for next meeting.
- In the future, Paul should send Board packets with all information each month to non-Board members of Governance (Nancy M., Libbie, Bob) so they can stay up-to-date on Center activities.
- ED Review process: **Action item** for Evelyn to draft for next month. Discussion of this tabled until next month.

Board composition matrix form. Evelyn got this from her seminar and passed out. After discussion, we decided not to use it. It duplicates what we capture in application process.

Agenda item for Development Committee and for Board meeting: it will be useful, however, to record what community associations/networks/contacts Board members have. Staff needs to know; Board will be taking more active role in promotion.

Strategic plan review process:

- **Agenda item for Board.** This should be a standing agenda item, separate from Paul's report, for every Board meeting. We may discuss what came up in this committee, revise the plan, discuss plan issues. It will be a way for Board to become familiar with the plan and grow the Board's sense of responsibility, as well as a way to monitor the plan more fully.
- Bring to Board's attention that the revised plan is not really a strategic plan because it does not have 3-year goals. The goals (except for last) go only through end of 2012. All we have is "vision for 2016", points, which are very vague. Paul suggested we need to do another session, at the time or shortly after we begin the budget, because strat. plan is tied to budget.
- Tactics under each major goal area have no dates, unlike the 1st plan.
- Board needs to approve this revised plan. Present to Board as a summary of what we need to work on. Committee will work on breaking it down to specific tactics/actions with dates.
- This replaces previous plan. Point was made that reporting on previous plan was vague in several areas. How specific do we want to be in measuring results/outcomes? Committee must look at this.
- **Actions:** 1) send electronic copy of Eddie Hamp's notes (the new Strategic Plan) to every Governance committee member (Evelyn); 2) Everyone on committee should read and be prepared with feedback next month 3) We will start building a matrix next month.

Code of conduct/audit: IRS audit requires this (there is box to check). An audit can be for performance as well as financial. BOD needs training in financial review, understanding. The Audit Committee examines any irregularities uncovered in outside audits. It is currently the same as the Finance Committee. It should perhaps be a separate group, composed of members of Finance and Governance.

- **Actions:** ask Ken Tinkler if he has code we can use (Nancy S.).
- Move Whistleblower policy to this committee. (John, Nancy S. bring up in Finance.)

How do we address whether people are following the Commitment to Service?

E.g., current issue is membership, paying annual contribution. **Agenda item for BOD meeting:** Nancy S. will remind everyone that it is midyear and if you haven't made the contribution, do so. Paul will send list of membership payments to Nancy S. Nancy S. will follow up individually if needed.

Adjourned 2:58 p.m.

Next meeting July 5, 2012 1 p.m.