

July 28, 2022

Governance Committee Meeting Notes

Attending

Chair: Megan Schultz

Members Present: Mike Goldman, Natisha Knight, Megan O'Neill, Scott Zaremba

Members Absent: Beth Nash

Staff: Laura Bennett

Announcements

- Megan welcomed new members and went over the agenda.
- Laura referenced the Governance Committee section of the board portal and encouraged feedback on functionality, which can always be changed. Meeting notes will also be uploaded here in the future.

Discussion

- Mentorship of New Members
 - Scott Golden asked this committee to address mentorship of new board members. The committee likes the idea of mentorship, but wants concrete guidance and purpose before making assignments. Megan O'Neill will share a document her board uses for mentorship, which is simple and clear. The mentorship relationship does not require much time or commitment on either side, nor should it. Laura will upload this document to the portal for further discussion and refinement but in the meantime, to ensure new board members have someone to talk with and check in with, this committee will reach out to new members; **Megan will make these assignments.**
- Overall Goals
 - The committee discussed overall goals for the year, which include focusing on board-related policies and procedures, the role of committees and chairs, and board recruitment/succession planning, with DEI as a priority.
 - Policies/Procedures:
 - The first policy the committee is tackling is performance review and compensation of the Executive Director.
 - A draft policy was presented and discussed – edits were suggested which Laura will make; she will upload the edited version on the portal.
 - It was noted the minutes taken during ED performance review would only be high-level and inclusive of IRS requirements – it wouldn't reflect a detailed exchange of the conversations among the Executive Committee (EC).
 - As part of this, Megan O'Neill recommended a title change to President and CEO – this is strategic and gets Hunter in front of a more influential audience. As part

- of the Executive Committee who will be reviewing performance, Megan Schultz and Scott Zarembo will ensure this issue is addressed.
- Metrics need to be developed for ED review as well; self-assessment should also be part of this. Laura used a simple tool for herself and other staff recently that included self-assessment – she can share on the portal, and if anyone else has metrics/benchmarks they can send to Megan Schultz.
 - The goal is for the EC to review Hunter by early January so any compensation adjustments can be accounted for in the budget planning for next fy.
 - Next steps: **the committee will review and finalize the policy and Megan will present to the EC for implementation. The policy should be in effect by January 1, 2023.**
- Committee Roles:
 - The current descriptions were reviewed and it was agreed they need to be updated and need to include a separate description of the EC. This document will be useful for incoming chairs and committee members and should be clear and focus on the high-level work of the committees, including committee work goals and benchmarks for the year. These should be reported out routinely to the board.
 - Terms for each chair should also be added to this document.
 - The chair of each committee should also focus on succession planning for the incoming chair; reflect this in the descriptions.
 - Mike offered to share committee charters that may be helpful to the group.
 - **Megan Schultz will work on the Governance description first and determine how to assign out the rest of the committee descriptions; it might be best to give each chair that task.**
 - Board Recruitment/DEI
 - The committee agreed DEI was critical, but we need to better define this term. It's more than race, disability, gender, etc. – it also encompasses professions, skillsets, age, geography, etc. We also need to be more strategic about DEI efforts and use benchmarks to measure ourselves against.
 - The board also needs to be educated on what DEI is and why it's important. Natisha asked about the DEI work plan which included a goal of training the board and staff; Laura responded Josh reached out to some contacts but it was on hold, due in part to funding. The committee agreed we shouldn't wait for funding to start the education progress – **Megan O'Neill has an expert on her staff and she will talk with her to see if she can provide training to the board.**
 - Hunter has generally taken the lead on board recruitment and while he should always be involved with this, the rest of the board needs to actively recruit and recommend potential candidates – this will help better reflect the community we serve and expand diversity, and relieve some of the workload from the ED.
 - We need to clearly identify the gaps in demographics, skills, etc. on the board – Dohn had created a document listing potential candidates with some metrics – Laura will find this document and upload it to portal – this can be refined and expanded to be more useful to DEI efforts. Terms should also be included in this document so we can easily see who is rotating off and when. This document

doesn't need to be discussed at every committee meeting – but it will be at the next meeting to make sure the document is edited to meet our needs.

Old Business

- Self-Assessments
 - Megan and Laura let the committee know the self-assessments were informing current and future practices including reducing frequency of meetings, having information in a timely and accessible manner, and focusing on DEI. The information will continue to be used.
- Short-Term Disability
 - Laura has the draft STD policy from Scott and it's on her list of policies to address in the coming months; we prioritized retirement benefits and now that this is in place, STD will be tackled. Scott offered to help Laura with this.