

Trusteeship Committee

Meeting Minutes

05/22/2023

Humanities Montana serves Montana's multicultural communities through stories and conversation. We offer experiences that nurture imagination and ideas by speaking to Montanans' diverse history, literature, and philosophy.

Attending: Lynda Grande (chair), Carol Bradley, David Dietrich, and Clark Whitehorn. Kim Anderson represented staff. The Zoom meeting began at 11:02 p.m. and concluded at 12:16 p.m. **Absent:** none

1. Lynda Grande called the meeting to order at 11:02 p.m.
2. Review and recommendations on Code of Conduct. The committee reviewed the Code of Conduct with Liz Moore's suggested changes. Carol Bradley suggested rephrasing a few points to avoid negative language. **David Dietrich moved to recommend the Code of Conduct to the full board with Liz Moore and Carol Bradley changes. Clark Whitehorn seconded. The motion passed unanimously.** Kim noted that she would send a revision to Carol to make sure revisions were correct.
3. Update on ongoing ad hoc governance committee discussions. Carol noted that the ad hoc governance committee suggested changing the name of the trusteeship committee to governance committee and dropping the fundraising duties currently attached to trusteeship. Lynda shared the following general description of proposed governance committee duties:

Description of recommended new Governance committee major responsibilities

- 1) Develop Board Matrix for recruiting and maintaining a board with diverse backgrounds and skill sets representative of Montana.
- 2) Nominate new board members for election to the board and assist Executive Director in developing and coordinating new board member orientations.
- 3) Recommend committee assignments in coordination with Board Chair.
- 4) Nominate board members for election as officers.
- 5) Review and update bylaws at least every 3 years or as needed to resolve newly developed issues.
- 6) Create or review policies (i.e., Code of Conduct, Code of Ethics, Board Calendar) for full board approval on an annual basis.

There was prolonged discussion about makeup of other committees and Carol noted that the ad hoc governance committee wanted full board feedback on many of these issues before proceeding with work this summer.

4. Discussion of timing/process for replacing vice chair. David informed the group that after discussion with Jill he was willing to consider staying on as chair for another year in order to establish organizational stability. If the trusteeship committee and full board agreed, then he was not in a hurry to name a replacement vice chair for 2023. Kim noted that the chair and trusteeship committee would put forth the leadership slate for 2024 at the fall meeting. All trusteeship committee members spoke in favor of David staying on as chair and waiting to appoint a vice chair until 2024.
5. Discussion of board recruitment timeline and talent needs. The committee discussed their numbers (currently 17 board members with one governor's appointment still open) and needs (fiscal knowledge, legal knowledge). It was agreed that the board should be asked to fill out a new matrix at next week's meeting.

6. Discussion of response to trustees who miss multiple meetings. David had to leave the meeting but assured the committee he would abide by their recommendations on this matter. **After he left the meeting, Carol Bradley moved to recommend David have a conversation with Ramey Growing Thunder about her availability to and interest in serving on the board. Clark Whitehorn seconded. The motion passed unanimously.**
7. Kim gave the committee an update on fundraising and board giving. Individual donations for 2023 to date are \$20,660. Included in this total is a recent \$1,000 donation from a past board member, Carmen McSpadden. Average annual individual donations 2020-2022 have been around \$41,000. Board giving to date is \$5,420. At their January meeting, Trusteeship had set a goal of \$12,000 for board giving. Forty-seven percent of the board has given so far this year.

The meeting adjourned at 12:16 pm.