

Governance Committee Meeting Minutes
Tuesday, July 25, 2023 via Zoom

Attendees: Lynda Grande, Committee Chair; David Dietrich, Chair; Carol Bradley, Clark Whitehorn, Carla Homstad, Ad Hoc Governance Committee Chair, and Jill Baker, Executive Director

Absent: None.

A quorum was present.

Chairperson Lynda Grande called the meeting to order at 3:29 pm.

Board Recruitment

There is an opening on the board with the recent resignation of Vice Chair Jamie Doggett. A press release was sent out by staff in early July to assist with recruitment. It has been published both online and in newspapers statewide.

Committee members reported on conversations with potential board members, with an emphasis on legal, business and/or financial expertise. Applications for consideration would ideally be received by the end of August for a review and recommendation by the Governance Committee to the full board at the September meeting.

The Committee agreed that they could potentially nominate 1-2 candidates to the full board for consideration at the September 21-23, 2023 meeting. The bylaws require between 15-20 directors and with Ms. Doggett's resignation the board will have 17 members. Even if no additional directors are nominated this year the board will still remain within the required number.

Potential Board Member Removal

The Committee discussed that Ramey Growing Thunder has been absent for more than two consecutive meetings without notice. The bylaws state that the board chair may ask for a director's resignation under these circumstances. In an effort to provide an opportunity for feedback to the board, David will call Ms. Growing

Thunder to have a conversation about her absenteeism and offer her the opportunity to resign rather than vote on her removal at the next board meeting. The board will remain within the required 15-20 directors as stated in the by-laws even with Ms. Growing Thunder's potential departure from the board.

Board Exit Interviews

A more formal process for exit interviews with board members was discussed. The committee agreed that it was a good practice and could offer insight into how to make improvements as well as an opportunity for reflection for outgoing board members. Jill will research and develop a draft questionnaire for the committee to review at the next meeting.

Nomination of Officers

The committee discussed the procedure for nominating officers at the September board meeting. It was decided that Governance Committee members may make recommendations to David and Jill for the Vice Chair position for the remainder of 2023 and the upcoming 2024 terms. David and Jill will also discuss potential candidates and reach out to the recommended directors to gauge interest and availability. David will make a recommendation of 1-2 candidates for the Vice Chair position at the August Governance Committee meeting for consideration. The Committee will then vote to recommend a slate of officers to the full board at the September board meeting.

Ad Hoc Governance Committee Report

Chairperson Carla Homstad reported that the Ad Hoc Governance Committee has made progress with the formation of the Governance Committee from the former Trusteeship Committee which removed the oversight of development and fundraising from its primary responsibilities. The Grants, Finance/Audit, and Executive Committees will move forward without significant changes in responsibilities. However, this leaves the focus areas of programs and development for further consideration. Conversations among board members has demonstrated that there is still interest in participating in these focus areas, but perhaps there could be a change in board responsibilities. Carla presented the recommendation of a "Community Engagement Committee" which would focus on board outreach and marketing of HM programs, grants and special events which would be inclusive of both programs and development focus areas. The responsibilities would be focused on assisting staff with making connections with

potential stakeholders, supporters and funders for programs, grantees and events as well as volunteering to support upcoming special events like the Humanities Awards. The Governance Committee was agreeable to this recommendation. Carla will present this recommendation to the Ad-Hoc Governance Committee at their August meeting and report back to the Governance Committee via email about their recommendation and final decision. Jill reported that she and John would be meeting with Program Committee Chair Jeanette Freguli this week and update her on the committee's discussion.

Board Giving Recommendation

With the separation of duties of the former Trusteeship Committee, Lynda expressed concern over the responsibilities of oversight for board giving and achieving organizational fundraising goals. Board Chair, David Dietrich expressed his vision that fundraising and development be included as a function of all board committees in each of their focus areas. For example, the Finance/Audit Committee will approve and recommend the budget which is inclusive of fundraising goals through grants and restricted and unrestricted donations. Additionally, the Governance Committee will be responsible for approving policies related to board giving. The Committee was agreeable to this vision.

There was also a discussion about how to best achieve a goal of 100% board giving. There was a general consensus that participation in board giving is more important than a specified dollar amount.

The meeting was adjourned at 4:20 pm. JB