

Governance Committee Meeting Minutes  
Monday, December 18, 2023 from 4-4:30 PM  
Via Zoom

Attendees: Lynda Grande, Committee Chair; David Dietrich, Chair; Carol Bradley, Clark Whitehorn, and Jill Baker, Executive Director

Committee Chairperson Lynda Grande called the meeting to order at 4:05 PM. A quorum was present.

### 2024 Committee Nominations:

Lynda asked Jill to provide some background about the process for committee nominations. Jill explained that the recent updates to the by-laws include the additional steps of approval through the Governance Committee and a full board vote.

*From the Revised Bylaws:*

*Governance Committee: There shall be a Governance Committee. The Governance Committee shall consist of directors and a chair **nominated by the board chair and appointed by a resolution of the board.** This committee shall recommend board chair and vice chair and election of new directors to the board.*

*The specific duties of the Governance Committee include:*

*A. Develop a board matrix for recruiting and maintaining a board with diverse backgrounds and skillsets representative of Montana;*

*B. Nominate new board members for election to the board and assist the Executive Director in developing and coordinating new board member orientation;*

*C. **Recommend committee assignments in coordination with the board chair;***

*D. Nominate board members for election as officers;*

*E. Review and update the bylaws at least every 3 years or as needed to resolve newly developed issues;*

*F. Create or review board policies (e.g., Code of Conduct, Code of Ethics, Board Calendar) for full board approval on an annual basis.*

Jill went on to explain that she, Dave and Beth met virtually on Tuesday, December 5<sup>th</sup> to review the board committee survey results and make nominations for the 2024 committees. The nominations were based on board members' first or second choices whenever possible as well as their expressed interest in leading a committee.

The committee members reviewed the nominations and discussed the roster for each committee. They agreed with the roster nominations, so Lynda called for a vote to approve the nominated committee rosters and leadership as presented. Clark made the motion and Carol seconded. The motion passed unanimously.

The committee discussed next steps for full board approval. It was determined that a special meeting would be called with at least 10 days' notice as per the by-laws. Jill will send out a survey to determine the best meeting time for the board to meet the first week of January.

Lynda adjourned the meeting at 4:35 PM. JB

Name2	Committee Preference: (Committee descr	What is your second committee preference?	What is your third committee preference?	What is you fourth committee preference?	Are you interested in a
Esther Beth Sullivan	Community Engagement Committee	Finance & Audit Committee	Governance Committee	Grants Committee	No
David Cates	Finance & Audit Committee	Governance Committee	Grants Committee	Community Engagement Committee	No
Lynda Grande	Governance Committee	Grants Committee	Finance & Audit Committee	Community Engagement Committee	Yes
Mary Hernandez	Governance Committee	Finance & Audit Committee	Community Engagement Committee	Grants Committee	Yes
Jeanette M Fregulia	Community Engagement Committee	Grants Committee	Governance Committee	Finance & Audit Committee	Yes
Jen Corning	Grants Committee	Community Engagement Committee	Finance & Audit Committee	Governance Committee	No
Carol Bradley	Governance Committee	Finance & Audit Committee	Community Engagement Committee	Grants Committee	No
Tim Wilson	Grants Committee	Finance & Audit Committee	Governance Committee	Community Engagement Committee	No
Arian Randall	Community Engagement Committee	Grants Committee	Governance Committee	Finance & Audit Committee	No
Karen Reiff	Grants Committee	Finance & Audit Committee	Community Engagement Committee	Governance Committee	No
Ray Ekness	Grants Committee	Governance Committee	Community Engagement Committee	Finance & Audit Committee	No
Carla Homstad	Grants Committee	Governance Committee	Finance & Audit Committee	Community Engagement Committee	Yes
W. Clark Whitehorn	Governance Committee	Community Engagement Committee	Finance & Audit Committee	Grants Committee	No

Dave Dietrich	Governance
Jeremy Carl	Governance
Lathie Poole	Community Engagement
Glory Blue Earth	Grants

	<b>Grants</b>	<b>Finance</b>	<b>Governance</b>	<b>Community Engagement</b>
Chair	Carla	Lynda	Mary	Jeanette
	Tim	David Cates	Jeremy	Jen Corning
	Karen	Beth	Clark	Lathie Poole
	Ray		Dave Dietrich	Arian Randall
	Glory		Carol	