

Governance Committee Minutes

Wednesday, May 15, 2024 via Zoom

Attendees: Chairperson Mary Hernandez, Jen Corning, David Dietrich, Clark Whitehorn;

Excused: Jeremy Carl

Mary called the meeting to order at 12:00 pm. A quorum was present.

Schedule Review and Update of Committee Charters

During the February board meeting each committee was tasked with reviewing their charter to ensure that it is in alignment with the strategic plan and determine if any by-law changes are necessary. Mary suggested that this committee determine a timeline to complete the process so that any by-law changes may be presented for a final vote at the September board meeting. After some discussion, the committee determined that they would ask for by-law updates from each committee be completed by June 30th. Mary will reach out to other committee chairs to follow up.

Schedule Nomination Duties for Fall 2024 Board Officer Candidates

Nominations will be presented at the September board meeting. The committee discussed next steps to address the Board skills assessment, Board matrix, and a self-evaluation tool. Mary and Jill will draft tools to be presented to this committee at its July meeting. Additionally, the members of this committee will individually contact all Board members by early August 2024 to ask them if they plan to continue to serve on the board in 2025.

Discussion: Community Engagement Committee

Board Chair Dave Dietrich reported that the Community Engagement Committee (CEC) had requested to dissolve. During the Executive Committee (EC) meeting, Chair Jeanette Fregulia reported that she met with Jill in April to discuss this committee's charter and further define its purpose yet struggled with clarifying the governance role of the committee separate from operations. Through this discussion, Jeanette concluded that perhaps we were trying too hard to create a committee and that with a development director now hired as well as an executive director, it is time for the board to reconsider its governance role.

The committee concluded that board oversight of programs and development is provided through the approval of the strategic plan, and the executive director supervises staff to ensure that the strategic goals are met. Additionally, it is the role of each board member to support fundraising and outreach for HM. Ad-hoc operational committees that include board involvement may be recruited whenever volunteer assistance is needed.

Concerns were raised about the ability of the board to support the program and development staff without having a community engagement committee. Jill reassured the committee that staff will still call upon board members for support as needed for specific projects and would keep the board informed of

programs, fundraising and special events. There will continue to be opportunities for board members to volunteer on staff-led committees as well.

The EC then discussed the next steps for dissolution of the Community Engagement Committee. The dissolution will require a change to the by-laws; therefore, the board should be informed of the recommendation from the CEC at the June 15th board meeting with a vote to be added to the agenda at the September 28th board meeting. Additionally, the board should consider the reassignment of the current committee members to serve on other committees between June and September.

Next Steps

With the June 30th deadline for committee changes to the by-laws, Mary requested a meeting in early July to review the recommended revisions as well as follow up on nominations work. The committee suggested either July 10th or July 17th at Noon. Since Jeremy Carl was unable to attend due to a last-minute work conflict, Mary will confirm the best July GC meeting time during a follow up call this afternoon.

Mary adjourned the meeting at 1:00 pm. JB