

Special Board Meeting Minutes
Wednesday, Jan 3rd at 3:30 PM
Via Zoom

Attendees: Jeremy Carl, David Cates, Jen Corning, Ray Ekness, Jeanette Fregulia, Lynda Grande, Carla Homstad, Mary Hernandez, Lathie Poole, Karen Reiff, Esther Beth Sullivan, Clark Whitehorn, Tim Wilson, and Jill Baker, Executive Director

Absent: Glory Blue Earth, Carol Bradley, David Dietrich, Arian Randall

Vice Chair Esther Beth Sullivan called the meeting to order at 3:35 PM. A quorum was present.

2024 Committee Nominations:

Beth provided some background about the process for committee nominations. She 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.

Lynda Grande explained that Dave, Beth, and Jill met in early December (December 5th) 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. Dave and Jill met with members of the 2023 ad hoc Governance Committee (since no official Governance Committee had yet been appointed) on December 18. This group unanimously approved the nominated committee roster as presented and moved to forward the roster to the full board.

Lynda moved approval of the 2024 committee rosters. Mary Hernandez seconded the motion. The board discussed the recommendations and answered questions. Beth called the question for a full board vote which passed unanimously.

Jill reminded the board about the upcoming Winter Board Meeting in Helena on Friday, February 23 and Saturday, February 24. She will be working with the committee chairs to schedule meetings over the next few weeks in preparation for the upcoming meeting, and asked the board to look for a message to come out soon regarding hotel accommodations.

Beth thanked everyone for attending today's meeting and adjourned the meeting at 3:45 PM. JB

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

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 d
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