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GOVERNANCE COMMITTEE MEETING

12.12.2023

8:00 PM

Minutes

CALL TO ORDER **8:06pm**

MASI MISSION STATEMENT

ATTENDEES **Dan Clough, Brendan McHugh, Patrick Mills, Jamie Platt, Mary Poletto**

Not in Attendance: Matthew Horner

MASI CONFLICT OF INTEREST STATEMENT

PREVIOUS MEETING MINUTES **Approved**

ANNOUNCEMENTS **No Announcements**

OLD BUSINESS

- CALENDAR
 - **Reviewed BOD Calendar and Previewed Gov Comm Calendar. Mary to review previous board minutes to fill in Gov Comm Calendar prior to next meeting.**
- COMMITTEE ADMINISTRATION & OPERATIONS MANUAL
 - Passed BOD 11.13.23
 - Review Committee Specifics
 - **Committee reviewed the Gov Comm responsibilities in detail, noting the following areas of attention:**
 - **To assist in periodic evaluation of the mission and vision statements and the Bylaws of MASI**
 - **To ensure that the Board's focus remains on the strategic plan.**
 - **To aid in the development of expectations and processes for accountability of Board Members.**
 - **To develop criteria for the qualities and required characteristics of Board Officers.**
 - **To lead periodic assessment of the Board's performance (as a whole and of individual members) and make recommendations to enhance Board effectiveness.**



NEW BUSINESS

- BY-LAWS
 - Annual Submission complete
 - Annual Review next
 - **Current by-laws include verbiage that conflicts with recent changes to MASI structure, as detailed in BOD's Governing Policy Manual (approved by BOD 3/23).**
 - **Next meeting: Using Governing Policy Manual, Mary to review by-laws with ED and present draft changes to Gov Comm**
- BOARD REPORT
 - Accountability
 - **Gov Comm is recommending that the Board's written performance standards be shared with the committee for review. If not available, Gov Comm recommends that an independent consultant to assist with the creation Strategic Plan (BOD Governing Policy Manual 2.2.2G)**
 - Qualities & Characteristics
 - **Gov Comm is exploring the creation of criteria for the qualities and required characteristics of Board Officers.**
 - **Possibly include this with aforementioned recommendation for creating Strategic Plan with independent consultant.**
 - Succession
 - **Identify needs from vacancies, incorporating duties detailed in MASI Policies & Procedures**
- HOD Election (Year 2)
 - Performance Vice-Chair
 - **Brendan to reach out to current Performance VC to determine interest level in running for re-election.**
 - Finance Vice-Chair
 - **Current Finance VC is not running for re-election.**

NEXT MEETING Tuesday, February 13, 8pm

ADJOURN **9:26pm**



Board of Directors Annual Schedule

(topics, events, etc.)

May	June	July	August
<ul style="list-style-type: none"> • New officers take over • Renew banking relationships • EZ May meeting • Appoint/reappoint Committee chairs & members • Board & committee chair orientation • Board Book update (if needed) • Conflict of interest • New meeting schedule <p style="text-align: center; font-size: 1.2em;">BOD Meeting</p>	No Meeting	<ul style="list-style-type: none"> • Lifetime recipient nominees requested • Approve committee membership • Select USAS ABM Voters • Set Governance Policy's Means/Ends • LC Championship Meets <p style="text-align: center; font-size: 1.2em;">BOD Meeting</p>	<ul style="list-style-type: none"> • End of fiscal year <p style="text-align: center; vertical-align: middle;">No Meeting</p>
September	October	November	December
<ul style="list-style-type: none"> • Beginning of fiscal year • USAS Annual Business Meeting • Strategic plan review • BOD self-assessment & review <p style="text-align: center; font-size: 1.2em;">BOD Meeting</p>	No Meeting	No Meeting	No Meeting
January	February	March	April
<ul style="list-style-type: none"> • SC schedule review • Budget discussion • File 990 by Jan 15th • April HOD plan approved • USAS Workshop plans <p style="text-align: center; font-size: 1.2em;">BOD Meeting</p>	No Meeting	<ul style="list-style-type: none"> • SC Championship meets • HOD legislation prepared • Slate of BOD nominees presented to BOD • Budget presented to BOD • Delegates to EZ May Meeting • Nominees for Outstanding Volunteer discussed & selected • Policy, by-laws & mission review <p style="text-align: center; font-size: 1.2em;">BOD Meeting</p>	<p>Meet Hosts meeting</p> <p>BOD Elections</p> <p style="text-align: center; font-size: 1.2em;">HOD Meeting</p>



Governance Committee – Annual Calendar

<p><u>May</u> No GC Meeting</p>	<p><u>June</u></p> <ul style="list-style-type: none"> Board & Committee Chair Orientation Conflict of Interest sign-off due 	<p><u>July</u> No GC Meeting</p>
<p><u>August</u></p>	<p><u>September</u> No GC Meeting</p>	<p><u>October</u></p> <ul style="list-style-type: none"> BOD self-assessment and review
<p><u>November</u> No GC Meeting</p> <ul style="list-style-type: none"> Nominating Committee 	<p><u>December</u></p>	<p><u>January</u> No GC Meeting</p>
<p><u>February</u></p>	<p><u>March</u> No GC Meeting</p> <ul style="list-style-type: none"> Advertise for upcoming board vacancies Slate of nominees due to board 	<p><u>April</u></p> <ul style="list-style-type: none"> Post slate of candidates 20 days prior to HOD meeting HOD Meeting (last Saturday of April) Conduct Elections <ul style="list-style-type: none"> Board Vacancies Coach Rep Athlete Rep Policy / Bylaw review (cycle)