

Governance Committee Meeting Minutes

November 28, 2022

MINUTES taken by: Susan

Members in Attendance: Cathy, McKay, Susan, Ron

LTC Assignments & Report:

- Any trouble doing any of your assignments? *Susan reported that orientation for three new board members, Pierre, Ashton and Trent was complete. Clarification from all Governance committee members that everyone is getting copied on their respective board partners LTC assignments. The document should be used simply to check in with partners but not as a personal checklist for Governance committee.*

Any problems getting assignments done from the last meeting?

Susan reported that one of the assignments was not completed due to prioritizing orientation. Susan suggested that the orientation would be more effective with the outgoing board member present, either on Zoom or in person. This did happen for the Safe Sport Chair and was very worthwhile.

Another piece of feedback that came up from onboarding is the suggestion that Utah Swimming should consider a more formal retainer agreement with legal counsel going forward. It would be more reassuring for Senior board members to know they could reach out for advice before a crisis occurs.

- See also adjustments to Gov.Cmt. Member responsibilities at the end of this agenda.
- Terms: Welcome Ron for another 4 years! The athlete Rep on Gov. Cmt. is not automatically the SR athlete rep so Ellie will be with us through at least July.

Board Partners:

- When do(es) their committee(s) currently meet? Do they think this will change in the new year?
 - [List of committees under each board member](#)

There are still committees posted on the website that are not up to date or have volunteers that are unaware that they serve. Board partners will follow up to make sure all committee chairs update this info and the meeting schedule by the end of December. Please note standing committees may or may not want to meet monthly but should have the committee posted on the website so other members can reach out if they are interested.

GOVERNANCE COMMITTEE ADJUSTMENTS

- Debriefing Former Board Members

- Google Form? (Can McKay create?) *The committee discussed creating an outgoing board member google form for all outgoing board members. Requirement to keep this sustainable and simple. (See action items)*
 - *S/B quick and easy to complete w/ the option for longer answers if they want.*
- *What questions? Initial suggestions:-*
- *How would you rate your overall experience with Utah Swimming (1,2,3,4,5)*
- *What was the most positive part of your experience?*
- *What are the areas you think could be improved and how?*

SUCCESSION PLANNING: [Current Proposal](#) (includes feedback from some board members)

- *How to proceed? Board needs to approve which Activities they want to do. (#'s 7, 8, and/or 9 on the Current Proposal)*
- *The committee discussed that given that the Board is in transition we need to review the suggestions that were made regarding succession planning. We need to formalize some of the action steps and accountability for succession which may just be to encourage Committee Chairs to consider who within their committee could be in a person who should be in the pipeline for a broader role in Utah Swimming.*

December BOD Training Topic (Done by Ellie unless otherwise noted)

- *_See action item below.*

Committee Chair Election

The committee discussed the possibilities for a Governance Committee Chair Election for the coming year. There was a suggestion to consider a Co-Chair scenario given that our by-laws do not seem to indicate this is not possible. Cathy felt that this structure while well intentioned does not always result in clear accountabilities and can be messy. McKay was asked if he would take over the Chair position from Cathy. (See action items)

ACTION ITEMS

- Please contact your board partners (new and old) at least monthly. TIP: Use the LTC to cue a check-in. (I usually quickly review their LTC. If something causes a question or concern, I ask. If not, I let them know that I'm there to support them if they need it.)
- Request that all board partners establish and update their committee members and send to Todd to put on the website by the end of Dec.
- *The board partners need to get with their board counterparts by the end of Dec. The board members then have until the January Board meeting (Jan 10) to get the following to Todd (or Serena -- I've got an email out to them to clarify which and will let you know asap which one. I think in the recent past Serena updated the committee info given her from*

the board members.) The board members need to do the following 3 things in regard to each of their committees.

- Set a regular meeting time that will be posted on the website
 - Contact each person listed as a committee member on the website and either thank them for their service or verify that they are on the committee and can attend the meetings.
 - Recruit new committee members as needed.
- Susan to send McKay some suggestions for the outgoing board members questions on a google form by Friday Dec 2nd. McKay will prepare a draft document to be beta tested with the three outgoing board members in December. The google form once tested will need to be integrated as an action item into the LTC for the Governance Committee.
 - Susan to follow up with Gail Goodman on creating a Meet Director's report with specific emphasis on volunteers that may consider a broader role with Utah Swimming.
 - Cathy and McKay will meet in December to work through a transition plan for the Chair position to make sure they are both comfortable and to ensure effective role clarification for McKay to step up March or April.
 - McKay Larsen was informally elected to become the new Governance Chair in March or April. He is now the "Chair-Elect."
 - Since this transition has never occurred before, we are working through a transition period as noted already in the minutes.
 - Cathy and McKay to meet with Trent in February to review the Governance Committee role and manage Chair transition.
 - Cathy to prepare a presentation to the Board regarding succession planning.
 - Ellie is requested to use the board training time on next month's agenda to have a hands on request to go to the Utah Swimming website in real time, go to governance, select committees and see what is currently posted regarding participants and meeting times. Give an action item to update this info by the end of Dec.

NEXT MEETING: Monday, Jan. 9th @ 7:30 pm **MINUTES to be taken by:** Ellie

Minutes Rotation Starting w/ Next Meeting first: Ellie, Ron, McKay, Susan

Items for Future Discussion

- From bylaws:
 - To lead a periodic assessment of the Board's performance (as a whole and of individual members) and make recommendations to enhance Board effectiveness.

Governance Committee Meeting Dates (Last Monday of each month unless highlighted)

Jan 9, 2023

Jan 30
Feb 27
Mar 27
April 24
May 22
Jun 26
July 31
Aug 28
Sep 25
Oct 30
Nov 27
Jan 8, 2024
Jan 29, 2024

OTHER CALENDAR ITEMS FOR THE GOVERNANCE COMMITTEE
(None)

FOR REFERENCE: 2022 Governance Committee Goals

1. **BOARD ORIENTATION:** Use and hone orientation materials as needed. ~~Get checklist(s) posted on the website.~~
2. **NOMINATIONS and SUCCESSION PLANNING:**
 - a. Research Board of Director Succession Planning options and create a recommendation to present to the board by September 2022.
 - b. The board then decides what succession plan to adopt.
 - c. The Governance Committee and others as needed work to implement the succession plan in both documentation and organizational culture.
 - d. The succession plan itself will be long-term in nature and likely won't be fully accomplished for at least 4+ years out, depending on what is decided. The intent is to help prepare board members for service and to help ensure people with needed skill sets are on the board.

Select Governance Committee Responsibilities FROM BYLAWS:

(6) To develop criteria for the qualities and required characteristics of Board officers; DONE: See Policy #20 (Board of Directors) & #50 (Committee Handbook) for what they need to do.

(7) To lead Board succession planning by assessing current and anticipated needs for Board composition and identifying and recruiting potential Board members; DONE: We do this in our Nominating Committee function

(8) To nominate Board members, Administrative Review Board members, and other coordinator or chair positions to be elected by the House of Delegates consistent with the matrix of skills, demographics, and talents needed; DOING OUR BEST. :)

REFERENCE: 5 Responsibilities of the Gov Cmt (From Jane Grosser)

1. RON: Board **Composition** (Get the right people on the board and Administrative Review Board (ARB)--nominating cmt function)
 - Blind Spots,-Diversity, Recruitment, Nominations, Succession Planning,
2. CATHY: Board **Documents** (Monitoring and maintaining governing docs)
 - Bylaws, Rules and Regs, P&P, USA-S Compliance. Also integrating LEAP and the Affiliation Agreement into LSC Governing Docs. Ensure the LTC correctly lists items to help board members and committees keep in compliance with legal, USA Swimming, and LSC Governing Document requirements. Ensure governing docs posted on the LSC website are the most recent version. When needed, email membership notification of important governing doc changes.
3. ELLIE: Board **Monitoring** (Keep the BOD on track)
 - Strategic Emphasis at meetings, Ensure Strategic Plan is referenced in board meetings at least quarterly. Promote effective Board of Director meetings. Ensure the board addresses LTC agenda assignments in a timely way. **Monthly board training.**
4. McKAY: Board **Health** (Monitor the health of the board)
 - **Monthly Board Training,** Mission/Vision/Core Values Review, Evaluation, Minutes reflect mission focus, Debriefing former board members, BOD dashboard/portal, **Update Board Partner Roster as needed.**
5. SUSAN: Board **Improvement** (Provide opportunities for BOD Improvement)
 - Teambuilding, BOD attendance, Developing and managing Board Orientation material, On-Boarding, Orientation--organizing and verifying that it got done by Board Partner and (hopefully) previous board member