

Governance Committee Meeting MINUTES

April 26, 2022

Meeting called to order at 7:30 by Cathy

Welcome Ron Lockwood: Governance - taking Stan Crumps position

FOR REFERENCE: 2022 Governance Committee Goals

1. **BOARD ORIENTATION:** *Use and hone orientation materials* as needed. Get checklist(s) posted on the website.
2. Orientation given to Ron on April 25th 2022
3. **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 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;
 - (7) To lead Board succession planning by assessing current and anticipated needs for Board composition and identifying and recruiting potential Board members;
 - (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;*
-

MINUTES taken by: Ellie

- PLEASE INCLUDE ACTION ITEMS IN SEPARATE SECTION
- **Ellie:** Please email minutes to Gov Cmt for review by Friday **4/29**. (Please do NOT include the Zoom link as minutes are posted online)
- **EVERYONE:** Reply to all with any changes before Tuesday **5/3**. No notification means minutes accepted as written.
- **Ellie:** Please email minutes to Todd before Friday, **5/6** and ask him to post them online. (registration@utahswimming.org)

WELCOME RON!

- Alignment of Governance Committee Roles – See last page

USA Swimming Workshops

- Reports from Ellie & McKay

-Report by McKay: representing the governance committee

Swims 3.0 session was good- system is still needing some work, updates will be putting a lot more work on each LSC. Swims 3.0 will release in August 2022. Legislative review went very well: discussion on legislative discussions for upcoming HOD. Biggest legislative review was on the 120-day room proposed by the AEC. Each general chair will be invited to HOD for the annual business meeting. No voted given by athletes.

-Report by Ellie: very good trip. All 4 athletes reps are very excited and prepared to propose new ideas to the board in the next couple of meetings. Athletes learned a lot of new information and Utah was well represented. Prepared to give information and congratulations to LSC about all the accomplishments we have been able to achieve the past year. Legislative meeting was very interesting

LTC Assignments & Report:

- #57 -- ~~STAN~~ Now Ron(Rules and Regs update – any needed?)
- #75 -- SUSAN : New board member orientations: Athletes & Zach?
 - Both athletes were able to get orientations by Susan, reviewing with Olivia again after convention. Zach will have training before Utah board meeting on May 10th
- #115 -- EVERYONE --Make sure your board partners are aware of policy #430 (Financial) and their responsibilities under it. Even just reading the Table of Contents to know what's in it would be helpful for all board members, including athletes.

Any problems getting assignments done from the last meeting? (See [March 29 Minutes](#))

Board Partners:

- Check w/ Board Partners – are their committee rosters listed online correct? (Need to count athletes/coaches and ensure adequate representation in May – LTC #152)
 - Ellie is working on updating athlete committee and committee members

Governance Committee Business

Nominations Plan Review & Update: Cathy

2022 Nomination Calendar

- June 28: Governance Committee reviews plans for upcoming election. Finalizes call for nominations and invitation ideas.
- July 18: Call for nominations (Use face time at LC State too)
- August 29: End of nomination period
- August 30: Governance Committee starts to finalize slate of candidates and collect candidate biographical information to share with delegates
- October 1: Deadline to submit names of candidates to Secretary
- October 22: HOD

Board Member Positions up for election in Fall 2022

- General Chair
 - (Paul has termed out – cannot run again)
- Senior Vice Chair (eligible for re-election)
 - (Opted to give Zach a couple of months in the position before checking)
- Finance Chair (eligible for re-election)
 - Shane is not sure if he'll run again or not
- Coach Rep (eligible for re-election)
 - Nikki is willing to run again
 - Concern that the coaches lose their vote on the board if she is elected but can't attend board meetings
- Safe Sport Chair (eligible for re-election)
 - Mo is not running again

Administrative Review Board Positions up for election in Fall 2022

- 2 Non-Athlete Members
- 1 Non-Athlete Alternate
- 1 Athlete Alternate

Discussion: Succession Planning

- **Board Member Job Descriptions**

Explains how and what each position will delegate for LSC. Description of each member will do on the job that will be helpful for incoming board members. Every member is in agreement that description will be useful.

- CATHY will update policy #20 with delegation cues (Tasks that could be delegated to committee members)
- Also discussed the idea of having board members elected in fall at HOD, but not having them start their term until Jan 1 or Dec 1. CATHY will take this proposal to the board and ask them to discuss it.
- ~~(If time) How to get the skill-sets needed onto the board and ARB? (See bylaws notes (7) & (8) at top of agenda) did not discuss~~
- KEY POINTS ALREADY DETERMINED

- Other Notes from Previous Discussions: [Notes on Nominating Pipeline/Matrix](#) (Succession Planning)

Nomination committee- discussing voted in into board in October- onboarded in December/ January for training?

May BOD Training Topic (Done by McKay unless otherwise noted)

- McKay will be using the list of discussion and training item. Will pick a topic by end of april- Early may

NEXT MEETING: May 31 @ 7:30 pm **MINUTES to be taken by:** Susan

Governance Committee Meetings Are Held: Last Tuesday of each month @ 7:30 pm
Minutes Rotation Starting w/ Next Meeting first: Susan, McKay, Ron, Ellie

Items for Future Discussion

- From bylaws:
 - To lead 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 Tu each month unless highlighted)

Jun 28, 2022 7:30 PM

Jul 26, 2022 7:30 PM

Aug 30, 2022 7:30 PM

Sep 27, 2022 7:30 PM

Oct 25, 2022 7:30 PM

Nov 29, 2022 7:30 PM

Jan 3, 2023 7:30 PM

Jan 31, 2023 7:30 PM

OTHER CALENDAR ITEMS FOR THE GOVERNANCE COMMITTEE

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 referenced in board meeting at least quarterly, Promote effective Board of Director meetings, Ensure the board addresses LTC agenda assignments in a timely way.
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](#)
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

Meeting adjourned at 8:11 pm by Cathy