Governance Committee Meeting Minutes

May 31, 2022

Meeting called to order by Cathy at 7:30pm
Members in Attendance: Cathy, McKay, Susan, Ron

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;
    (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: Susan

- EVERYONE: Reply to all with any changes before Tuesday 6/7. No notification means minutes accepted as written.
- Susan: Please email minutes to Todd before Friday, 6/10 and ask him to post them online. (registration@utahswimming.org)

LTC Assignments & Report:

- Policy review: 20, 21, 401 – any changes needed? (+ Bylaws)
- ***Policy 20 and 21 passed with no ammendments. Cathy will add the URL for Safe Sport***
    - 21 (Standards of Practice):
    - 401 (Workforce Policies):
    - ***Bylaws: Discussed that Cathy had reached out for some input from Herb Schwab (USA Swimming) regarding amending our by-laws to reflect that new UTSI board members will be elected at HOD but not assume the office until two months later. Herb thinks this is a good idea. Everyone thinks this will be helpful and allow new board members to be oriented in a timely way and have an opportunity to work with the outgoing member.***

- 20 **Any problems getting assignments done from the last meeting?** (See April 26 Minutes)

Board Partners:

- How are monthly check-ins going with your board partners? Do you feel like there is open, mutual communication?

  Governance committee reports that while many of the partners are up and running independently because of changes in key personnel in some positions such as the Senior Chair and Championship steering committee there have been some gaps. Ron brought up that this looks like we are not following up on ideas and issues brought up at the Coaches meeting that occurred at Age Group State. It was suggested that the board partners reach out to the responsible chairs involved, (Senior Chair, Age Group Chair, Championship Steering Cttee Chair, Coaches Rep). Ron can bring forward the concept of an early Dec prelims finals meet for seniors at the next UTSI board meeting June 14th. The topic will need to be sent for the agenda by June 8th. McKay will talk to Paul regarding the process that has happened so far and explain why we need to move the issue forward onto the UTSI agenda.

Governance Committee Business

<u>NOMINATIONS</u>
Assignments:

- ***RON: Read and understand policy #110 (Nominations) before June Gov Cmt Mtg. (You are in charge of this)***
- ***ALL: Find possible nominations who could fill the following positions. Start talking with them about the idea. If they want to find out more, policies 1, 1a, 20, and 50 on the UTSI Policies & Procedures page are good starting points.***

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)
  - Niki 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 –RON: Can you talk with her about this and brainstorm ideas?
- 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 (currently filled by Adam Caldwell & Lonn Johnson – both are eligible for re-election if willing)
- 1 Athlete Alternate (currently filled by Rachel Butler. She is eligible for re-election if willing)
- 1 Non-Athlete Alternate (empty–Yolanda Bates appointed to fill Michelle Kiser's remaining term)

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

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

- ______________________________

(IF TIME) Discussion: Succession Planning

- ***How to get the skill-sets needed onto the board and ARB? (See bylaws notes (7) & (8) at top of agenda)***
- KEY POINTS ALREADY DETERMINED
  - Other Notes from Previous Discussions: *Notes on Nominating Pipeline/Matrix* (Succession Planning)

NEXT MEETING: June 28 @ 7:30 pm **MINUTES to be taken by**: McKay

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

Items for Future Discussion

- JUNE- SEPT: Nominations Plan Review & Update
- 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 Tu each month unless highlighted)

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 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.*
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*