Governance Committee Meeting Minutes

August 30, 2022

Meeting began at 7:30pm
In attendance: Cathy Vaughan, Ron Lockwood, Susan Andrews Winter, McKay Larsen

MINUTES taken by: Susan

LTC Assignments & Report:

- Susan: Please work on Orientation items (LTC #324, 81)

Any problems getting assignments done from the last meeting?

None raised.

Board Partners:

- Anything concerning your board partners?
    - If you haven't checked in with them since LC State, please do.

Cathy requested that we all check in with board partners this month to make sure they are on track.

Outstanding Service Award: If you want to make a nomination for this award, please get it to Mo before Friday.

Ron requested how to go about nominating Mo Schiffman for this award. It was suggested by Cathy that this nomination goes to Jen Nielson by Friday.

NOMINATIONS: Ron reports and leads a discussion

- Do we have suitable nominations for all positions up for election? (Do all qualify for position? Have they accepted their nomination?)
    - If not, how will we get them?
- Next Step: Ron gets bio information from each candidate to Serena before 9/24. Remind her that there are candidates for BOTH the Board of Directors AND the Administrative Review Board
    - Send them the link this week and give them a deadline of 9/10 – You will likely need to follow up with them to get it into Serena by the deadline.
    - Ask Serena to compile the information (excluding contact info for each candidate) and
        - Email it to all delegates
        - Post it on the UTSI website

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Governance committee discussed the fact that we have nominations for all positions. There was discussion that we needed to confirm if the current Finance Chair was still running. McKay would follow up. Ron discussed the process for getting the bios of nominees collected. Reviewed the HOD nomination questionnaire.

Board Member Positions up for election in Fall 2022

- General Chair
- Senior Vice Chair (eligible for re-election)
- Finance Chair (eligible for re-election)
- Coach Rep (eligible for re-election)
- Safe Sport Chair (eligible for re-election)

Administrative Review Board Positions up for election in Fall 2022

- 2 Non-Athlete Members
- 1 Athlete Alternate
- 1 Non-Athlete Alternate
- ***2022 Nomination Calendar***
- 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

NOMINATION AND SUCCESSION PLANNING: We report to the board in Sept. on our recommendations for Succession Planning. Is there anything else to add to our KEY POINTS ALREADY DETERMINED ideas?

- ***Susan agreed to present the recommendations that the Governance Committee had collected regarding succession planning. Added a new idea to have volunteer names surface through committees by designing a Meet Director's report for State level meets and/or inviting clubs to highlight a volunteer at future Board Meetings***

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

- ______**Succession Planning**___________________

NEXT MEETING: September 27 @ 7:30 pm **MINUTES to be taken by**: Ron
Governance Committee Meetings Are Held: *Last Tuesday of each month @ 7:30 pm*
Minutes Rotation Starting w/ Next Meeting first: Ron, McKay, Ellie, 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 Tu each month unless highlighted)

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
(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;
    (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;

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*

ACTION ITEMS

McKay to follow up with Shane to see if he is still wishing to run for Finance Chair.

Ron to reach out to all nominees to get their bios ahead of HOD. Serena to be asked to compile a PDF spreadsheet of the nominees to provide delegates at HOD.

Susan to prepare Board training.

Susan will continue to review orientation materials and draft a checklist for outgoing board members to share with incoming new board members.