

Governance Committee Meeting

8:00pm, October 21, 2024, via Zoom

Committee Members Present (P)/Absent (A)

Kevin Hogan (UN)	P	Shelley Archer (VABR)	P	Bella Levin (757)*	P
Cat Leach (TIDE)	P	Amina Serir (CCA)	P	Hannah Mizuba (VABR)*	A
Kelly Warnagiris (WST)**	P	Chris Sowers (RAYS)	A	Floyd Young (SRVA)	P

* athlete member

** 2024-2025 chair (TBE)

Meeting Minutes

1. The Governance Committee Meeting minutes from May 8, 2024, were approved with no changes
2. Committee chair election: Kelly Warnagiris was nominated for committee chair and seconded. She was then elected unanimously as the chair.
3. Kevin reviewed how the VSI Bylaws specify committee membership as follows:
 - a. 9 members with at least 2 athletes
 - b. 3-year term, staggered so that one-third of the members are appointed each year; two-term limit after which must be off committee for at least 2 years before reappointment; a portion of any term served to fill a vacancy in the position shall not be considered in the computation of successive term limitations
 - c. No more than half of the committee can serve concurrently on the BOD; the General Chair may not be a member
4. Kevin reviewed committee responsibilities as specified in the VSI Bylaws. The bolded items below are generic headings under which related responsibilities are gathered.
 - a. **Provide BOD Orientation and Education**
 - i. Design and implement BOD orientation, education, and development
 - b. **Assist in Strategic Planning and Tracking**
 - i. Assist in periodic evaluation of the mission and vision statements and the bylaws
 - ii. Ensure the BOD's focus remains on the strategic plan
 - c. **Develop and Review Standard Operating Procedures**

- i. Aid in the development of operating policies regarding conflict of interest (Board and staff), document retention, ethics, whistle-blower, procurement, contract review, grievance and other employment-related practices, etc
 - ii. Aid in the development of personnel practices procedure including job descriptions and annual review of staff
 - d. **Develop and Track BOD Accountability Metrics**
 - i. Aid in the development of expectations and processes for accountability of Board members
 - e. **Lead Succession Planning and the Nomination Process**
 - i. Develop criteria for the qualities and required characteristics of BOD officers
 - ii. Lead BOD succession planning by assessing current and anticipated needs for BOD composition and identifying and recruiting potential BOD members
 - iii. Nominate BOD members, Administrative Review Board members, and other coordinator or chair positions to be elected by the HOD consistent with the matrix of skills, demographics, and talents needed
 - iv. Publish the slate of candidates to the VSI membership
 - f. **Evaluate BOD performance**
 - i. Lead periodic assessment of the BOD's performance (as a whole and of individual members) and make recommendations to enhance BOD effectiveness
- 5. Kevin reviewed communications with athlete members. The important things to remember are the following:
 - a. Electronic communications (includes, but not limited to, phone calls, emails, videoconferencing, video coaching, text-messaging, social media, or any other electronic medium)
 - i. May only be sent between 5:00am and 10:00pm local time for the location of the minor athlete
 - ii. Include another committee member, the General Chair, or the athlete's parent/legal guardian (no one-on-one communications permitted—another adult must be included)
- 6. The committee agreed to meet on the third Tuesday of each month at 8:00 pm through the spring BOD elections.