



Board Nominating/Governance Committee

Zoom Meeting

Tuesday, October 20, 2020

Attendees: Kandy Tranghese, Meg Beturne, Gordon Quinn, John Morse, John Pappas, and Mark Germain

Staff Present: Will Dávila and Colleen Callan

The meeting began at 8:06AM, which Kandy as the new Chair welcomed all. The following was discussed during the meeting.

John Morse proposed the change in Article 5 Committees, Section 2 (vi) of the By-Laws from the terminology “mentoring/ coaching” to “partnership”, which is more status neutral.

- Mentoring implies a position of authority
- A mentee may feel as if they are in a passive position
- This helps to avoid any problems with new and diverse members going forward
- A “partnership” challenges all those involved to do their best

Kandy makes the motion to approve the change in wording of the By-Laws to the following:

- (vi) Identify Board of Directors partnerships for newly elected Directors.

Mark Germain second the motion and all approved. The change in the By-Laws will be brought to the full Board at the next Board of Directors meeting for all to approve.

Kandy discussed another update to the By-Laws in Article 5 Committees, Section 1 Executive Committees, to add language around the seat that Darcy Young just accepted as the addition to the Executive Committee, which she is not currently a chairperson of any other Committee.

(d) The chairperson of each of the Committees set forth in Sections 2 through 6 of this Article V shall serve on the Executive Committee. All Committee Chairs shall be members of the Board of Directors. Co-Chairs may be community members, but would not serve on the Executive Committee. If a Committee has more than one Co-Chair, only one shall serve on the Executive Committee, and the determination of which Co-Chair shall serve on the Executive Committee shall be made solely by the President.

Meg noted that this is an important seat on the Executive Committee, as the Board is looking for someone long term and is a critical position that thinks futuristic. Darcy was recently chosen for the seat on the Executive Committee as they saw potential in her, which she has showed a lot of interest about the organization and eager to know more.

Meg suggested that John Morse take a look at the verbiage and make a copy suggestion if needed for (d). In reviewing the By-Laws and the previous Sections 2-6, the Committee realized that Section 3 was missing. Later Colleen reviewed By-Laws from past years and confirmed that the By-Laws are simply misnumbered. John noted that he will look at the wording to acknowledge that The Board Nominating/Governance has the freedom to add one or two members to the Executive Committee as they see fit. Mark noted that he has seen other organizations add an “at large member” to the Executive

Committee. John will take a look at the wording more closely and suggest any changes at the next Committee meeting.

In FY2019 a diversity chart was drafted to improve the Board of Directors' diversity by recruiting from a wider selection of individuals. Meg noted the importance of having a diverse Board, which would give more credibility to CSH. The current columns (Race/Ethnicity, Gender, City/State, Generation, and Top 3+ Areas of Expertise) of the diversity chart was discussed. Mark noted that past Board experience is another important area to add. Further, it is important to be able to add Board Members that are somehow connected with CSH staff or clients, such as a past foster parent or graduate of Mill Pond School.

Will noted that one of the best diversity charts he has seen was from the Public Health Institute. The chart had all the characteristics in the top header, which presented the information clearer and showed the gaps in the areas that required more representation when looking for new Board Members. Will noted that the diversity chart will be reviewed, reformatted, and presented at the next Committee meeting. Once the new diversity chart is complete, then the Committee can look to see what is needed and revisit.

In the March 2020 Nominating Governance Committee Meeting, the Committee thought the President (Gordon) should be in attendance for the Nominating Governance meetings. It was supposed to be voted on at the last BOD meeting, which there is no record of. Kandy noted that she thinks it is important for the President to be included in the meeting but cautions that Gordon likely has many meetings already. Meg and John Morse believe that it is important that Gordon be included on the meeting invites but if not available, he will be provided the Minutes. Will noted that he has discussed with Gordon his meeting schedule and suggests that if Gordon is unavailable to attend the Board of Nominating/Governance that any important topics are brought to him at the Executive Committee Meetings.

The Board Nominating/Governance Committee was adjourned at 8:59am.