



Board Nominating/Governance Committee

Zoom Meeting

Tuesday, December 1, 2020

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

Staff Present: Will Dávila and Colleen Callan

The meeting began at 8:06 a.m., which Kandy Tranghese welcomed all. Kandy asked for a motion to approve the October 20, 2020 Board Nominating/Governance Committee meeting minutes. The motion was made by Mark Germain; John Morse seconded and all approved.

The following was discussed during the meeting.

The Committee reviewed John Morse's suggested wording change for the By-Laws in regard to the Executive Committee and who makes up the Committee membership (Article 5 Committees, Section 1 Executive Committees).

John suggested the below underlined addition, which all the Committee members agreed.

(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. In addition, the Board Nominating/Governance Committee may at its discretion appoint up to two at-large members to the Executive Committee.

The Committee also addressed whether or not the at-large members need to be members of the Board or whether they can be community members. The Committee decided that a community member should not be on the Executive Committee due to the sensitivity of some organization information. Therefore, it was decided to add the below underlined as well to the By-Laws. Both additions to the By-Laws will be brought forward to the next Board of Directors meeting in January 2021.

At-large members of the Committee must also be members of the Board of Directors.

Next, Will reviews his newest draft of the diversity grid. The grid has all the characteristics in the top header, which presents the information clearer and shows the gaps in the areas that required more representation when looking for new Board Members. The grid also provides percentages of each column at the bottom. Will noted that with this version of the grid, CSH can begin to look at a snapshot of where we are with Board diversity and what areas need to be recruited. With the new grid, the overall question is asked, "Is CSH looking to increase the size of the Board or the attrition?". Kandy believes the Board is a good size and CSH should look at attrition unless a 'star' comes along. Meg Beturne completely agrees with Kandy but further noted, "that we should not just take someone that

fits in the 'box', but to look at someone as a whole, that will benefit CSH". Mark Germain suggested adding a couple rows to the bottom of the grid, "How does the BOD compare to staff? and How does the BOD compare to the community?" These questions will allow CSH to be more in line with principal stakeholders.

The Committee members approve of the overall new grid format and request that Will begin to fill in the grid for each Board Member and present the initial findings of the grid at the December 4th Board of Directors Meeting.

Regarding any new business for the Committee to discuss, Kandy asked Will if he will be reviewing the current Strategic Plan. Will noted that it is not a good time to design and implement a plan during a pandemic and such fluid times. He plans to review the Strategic Plan in the spring and potentially create a new process, as he believes the current Strategic Plan is not as inclusive and detailed as it should be. Will discussed that the Strategic Plan may be more situational to be reviewed every 12-18 months instead of committing to another 3-year plan.

The next Board Nominating/Governance Committee meeting will be held on March 2, 2021 at 8:00 a.m.

The Board Nominating/Governance Committee was adjourned at 8:31 a.m.