

**May 27, 2009 Governance Committee Call
Notes**

Committee members present: Patty Miller, Nancy Ridout, Michael Moore, Don Mehl, Sean Fitzgerald, Anthony Thompson

Terms of Office

We resumed our discussion from the last week with the final question from our list of questions about the Board and officers: How long should Board members' terms be and when should they be elected?

There was much discussion on this topic, with Michael and some others advocating for 3-year terms, with the rationale that three years, rather than two, gives a board member more time to get up to speed and operating at full capacity before the term is over. Nancy thought this would be especially useful for a president. However, there was a view that officers should only be allowed to serve one three-year term and board members could be re-elected for a second three-year term.

However, by the end of the discussion, there was a consensus to agree with Anthony's expressed view that USMS is in its first cycle of the staggered election years and terms for officers and at-large board members, including the first cycle with a board of this configuration. We decided that rather than complicate things at this early time in the development of the board and larger government process, and given that there have not been any major problems identified with the current term system, we will not recommend any changes to terms and will wait 2-4 years to see if the need for change becomes apparent.

In the course of discussion, we noted several times that it has been difficult to get a full slate of candidates for national office. Nancy suggested, and the committee agreed, that between this year and the next election, the Board needs to address why so few people run for office. This may include polling the House of Delegates about perceptions and motivations (or lack thereof).

Comments on Articles 505 and 506 from Rob Copeland

The group discussed proposed changes to Articles 505 and 506 that had been forwarded from Rob Copeland.

Rob suggested that a section about board committees be added to Article 506 and that all Board committees be listed in that section in code. We discussed varying views, including on the one hand that committees are created by the board and therefore should be in the policy manual and not in code, making any changes to the board committees only possible with legislative changes by the HOD. On the other hand, some were of the view that at least listing a few core board committees in code would openly show how the board is operating. In the end, the group decided that board committees should not be

listed in code. We will recommend that a provision be added to 506 stating that the Board has the authority to create board committees and perhaps define the general purpose of board committees. We agreed that board committees and their charters should be set forth in the Policy Manual. The Policy Manual should also describe staffing of Board committees, stating that their membership may be not just from the Board but they may also be staffed with SMEs in relevant areas from the elsewhere in the organization as needed.

With the exception of listing the board committees in code, we agreed with all of Rob's other proposed amendments except two. We decided not to make a change to 507.1.3.A that Rob suggested to specify that the EC manages only the volunteer operations of USMS. We thought this is not strictly the case at this point and it would lead to confusion. We also decided not to change 504.3.D at this time regarding making dissolving the corporation a non-delegable power of the HOD because this may involve larger issues of the articles of incorporation that we are not prepared to look into at this time.

We also agreed that 506.4, which sets forth the powers of the Board, should be reformulated to show a list of powers, similar to how 504.2 is formatted for listing HOD powers. Patty will prepare a draft of 506.4 in that format.

Changes to 505 and 506 suggested by Don Mehl

After our last meeting, Don took the comments related to 505 and 506 and drafted proposed changes to those articles based on the comments. We discussed those proposed changes. We decided not to make a proposed change in 505.3 that would have given the President to fill a vacancy on the board, as that was proposed in error. We did decide, however, to propose changing "shall" to "may" in the first sentence, giving the Board the discretion to fill a Board vacancy, as situations may arise where it may not be necessary to fill a vacant position. We agreed with the concept of adding wording to make the VPLO next in line if the VPNO cannot fill in for the President, but we need to change the wording somewhat.

We decided not to list board committees in 506.1.3. In 506.2.2, we agreed with the proposed change to eliminate the reference to at-large board members elected in 2005, as that is now moot.

Michael Moore will draft proposed new rules to address removal and resignation of board members before our next meeting.

Changes to 507.4 (Appointments) suggested by Nancy Ridout and Michael Moore

We then discussed changes to the appointments section of 507 that Nancy and Michael suggested. We agreed that the reference to Coordinators having all the same rights and responsibilities of committee chairs may not apply to all Coordinators, so we will

recommend changing the language of 507.4.1 in this regard and stating these rights and responsibilities explicitly within the rules describing the applicable Coordinators.

We were not sure whether to retain the Convention Coordinator, so Nancy Ridout will contact Rob Butcher to see whether or not this is a role that staff intends to take on.

We decided to strike the reference to the Insurance Coordinator (507.4.1.B) because this will now be a staff responsibility. We also decided to strike the reference to the Controller (507.4.2) because this is not an appointment but a staff position. We decided to eliminate the rule addressing the Internal Auditor (507.4.3) because that function has not been operating since the institution of external auditors and because that is a role that the Board Finance and Audit committee will fulfill. We agreed to with Nancy and Michael's suggestion to add a reference to the Legal Counsel section (507.4.4) stating how that role is filled.

Next meeting: Wednesday, June 4, 7:00 pm Eastern