

Committee Name: Governance	Session #:	Report #:
Committee Chair: Hugh Moore	Vice Chair: Leianne Crittenden	
Minutes recorded by: Leianne Crittenden	Date/time of meeting: February 2, 2014 12:00 pm EDT	

Motions Passed:

1. Approval of January minutes

Number of committee members present: 7	Absent: 0	Number of other delegates present: 0
Committee members present (list all, including chair and vice chair): Hugh Moore, Anthony Thompson, Patty Miller, Sean Fitzgerald, Jim Wheeler, Carl Bromer, Leianne Crittenden		

Minutes

Governance Committee Conference Call

1. **January Meeting Minutes** were reviewed and approved.
2. **Charter Discussion.** Composition of Governance Committee—Hugh would like to optimize the Committee, expects the Committee to have governance expertise and a connection to the Board. Currently most members do not have membership or participation on Board. BoardSource *Ten Basic Responsibilities of Nonprofit Boards* indicates that a governance committee should have some former board members on it. Patty indicated that book wants past members, including former president and board members. Can we remedy that by becoming experts in governance and do we supplement in some way to pull in expertise of past members? She gets the sense that this committee is not central to board activities. Hugh thinks we should add one or two past presidents. Leianne suggested more activities and involving past presidents would make it more central. Jim commented that the book is not gospel, and focuses on fundraising organizations, and we need to look carefully at what it suggests. Leianne suggests that committee listen to board meetings. Anthony—was on committee several years ago and it had past board members, he thinks that USMS wants a mix, and that makes the committee more responsive to members. Rule Book says we need at least one non board member (now there are more). Carl indicated that he would like to continue on even though he is not a governance expert.

Hugh will be providing board training next weekend at the face-to-face meeting. As part of the training he will ask the board to review structure and composition of the current Permanent Committees of the Board as that is one of their responsibilities. Hugh asked if it would be good to have one or two past presidents on Committee. Anthony, Jim, and Carl agreed. Leianne suggested one past president and one current board member. Anthony points out that we already have current and past board members. Patty thinks it should be a past president or current Board member that is a veteran board member. Other Board Committees are composed as follows: Audit (majority is non board members), Investment (USMS members with finance back ground), Finance (12 members, chair is non board, ¾ are not board members), and Benefits (5 members, no required board membership).

Charter Revisions. Anthony points out that there is overlap with LMSC Development (they explicitly have task of spelling out borders). Carl suggests in performance reviews, to specify when they are done “minimum once a year”. Jim thought that periodic assessment should be regular to assure continued high performance of Board members. We did self assessment two years ago, last summer Hugh had them address their low scoring areas. Leianne’s point was that this is useful, but not as useful as independent and measurable reviews by independent people. We agreed to reorder the bullets (see marked copy, changes are highlighted). Leianne suggests that maybe this Committee also be used to identify potential candidates –for helping in committees and eventually acting on the Board. Anthony thinks that the Board is tasked with developing future leaders for the organization. Anthony indicates that Committees are being reviewed and that review is not transparent and (per Patty), is not coordinated. Hugh indicated that since this is a Board responsibility, he can raise succession planning and see if they want to delegate any part of this. Patty added that making Board materials for training available will give potential members an idea of what Board membership would entail. Hugh thinks we need a better coordinated training program. Hugh wants to set up an education subcommittee to include Patty, Jim Miller, Hugh, and others. Anthony and Leianne agree to participate. Patty suggests getting the Board to prioritize topics for training. The committee agreed that the responsibilities should be reorganized with education first, Board assessments second, review of Board practices third, and evaluation of USMS governance processes fourth.

3. **New Business**
None

Next meeting scheduled for Sunday 3/2/14 at 7:30 EST

The meeting was adjourned at 1:00 pm Eastern