



ST. PAUL OF THE CROSS PASSIONIST RETREAT AND CONFERENCE CENTER

Governance Committee Minutes of 2018-06-18 Meeting

Attending: John Bodary, Pat Brennan, Roger Frank, Patty Gillis, and Jim McKelvey

Regrets: None – but Patty had to leave at 5 PM. * = Attending via conference call.

Assignments are in bold print and policy decisions are both bold and underlined.

1. Call to Order. Jim opened the meeting at 4:30 PM and Roger read the reflection and prayer for today's date from St. Paul's "Living Wisdom for Every Day". Minutes from the May meeting were approved and the agenda accepted.
2. Review of open assignments:
 - a. Prepare vote for new board candidates. Jim reported he emailed Chuck Anway and requested time on board's agenda tonight to submit Cindy and Bob for election to the board. Inasmuch as copies of their resumes and info sheets were not attached to the board's agenda, Jim prepared those handouts for distribution at tonight's meeting. Patty will talk about Cindy's background and Jim will talk about Bob's.
 - b. Request a meeting with the Policy Governance Committee to resolve issues on their suggested revisions to the first 26 pages of the Board of Director's Policy Handbook. **Jim, after reviewing the latest version which was distributed at the board meeting, is to follow up with the policy committee before the Planning Day.**
3. Detailed Calendar Tasks:
 - a. Prepare an agenda for the New Board Member Orientation. Patty had emailed Jim the draft from last year which he failed to see. After a brief discussion on the agenda (most notably that the Policy Manual will not be available as yet), **Jim was asked to update Patty's draft and circulate it with the minutes. (Draft attached) COMPLETE.**
 - b. Review the updated board committee charters and, if necessary, take corrective action – **HOLD UNTIL AFTER THE PLANNING DAY.**
 - c. Compile annual performance appraisal for Director of Mission and Ministry - distribute at the June Board meeting. **This evening Patty will explain to the board the process for the current year since we are transitioning to the Policy Governance Model. COMPLETE.**
 - d. Review (compile) Board Self Evaluation results for distribution at tonight's Board meeting – Jim. The results were distributed to the committee members prior to the meeting and during the meeting Jim shared Toby's email comments on how he found the process to be confusing. There was a very candid discussion regarding: (1) a number of



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the questions in the evaluation which couldn't have been answered (but were) since the board members didn't have access to the policies currently under development and (2) the fact there are still board members who are "Catholic Nice" when providing feedback regarding either the board's self-evaluation or the annual evaluation of the Director of Mission and Ministry. **Jim, in addition to sharing the results with the board this evening, will also address these two issues. COMPLETE.**

As to Toby's comments regarding confusion over the form, **Patty, during the New Member Orientation Meeting, will remind the mentors of their responsibility to explain these activities to their mentees. She will also talk about the purpose of the form during the Planning Day Meeting.**

Further, **the form** (based on the new Policy Governance Model) **needs to be reviewed (and perhaps revised) next year.** Concerns which should be discussed at that time include: (1) Opportunities for how each board member would rate their own level of involvement, (2) Opportunities for qualitative statements such as, "What, if anything, would you propose to change ...", and (3) a review of the old form for items which should still be asked. **HOLD.**

- e. Review the board's goals for the upcoming year and, if necessary, incorporate any which apply to the committee – **HOLD.**
- f. Prepare "Board Member Agreement & Conflict of Interest" document for July board meeting – Jim. The document was distributed with the agenda and during the discussion it was mentioned that last year the finance committee had everyone sign a form regarding the non-disclosure of board financials. **Jim is to investigate and incorporate that form into our master form for signatures at the July board meeting. PARTIAL – Jim sent an email to Matt requesting a copy of that form.**
- g. Prepare and forward recommendations on topics to the planning committee for the annual planning day. Patty announced she wants to put together an ad hoc committee for this purpose and asked John and Pat to serve with her and representatives from some of the other board committees. John committed and Pat, since he is not able to attend the Planning Day, reserved his decision.
- h. Board Membership Selection and Election Process - critique the process. There was a lengthy discussion on the number of required board members under Policy Governance (suggested 12 to 14). We currently have 15 and 3 members will be term limited next June; accordingly, no additional action needs to be taken at this time.

As to the current process, it was suggested that given the smaller number of potential candidates which will be needed annually, the "Introductory Meeting" should be discontinued and in the future the then-current board chair and a representative of the



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Board Affairs committee would meet (two on one) with candidates and essentially cover the same information with them that was formerly done in the Introductory meeting. For those interested candidates, they would be invited to the Evening of Discernment and, if they're interested and if it can be arranged, attend a board meeting. In the event there was confidential information which needed to be discussed at the board meeting, that (those) item(s) would be held until the end of the meeting and the candidate would be asked to leave. **Jim will revise the current process and procedure and share it with the Policy Committee prior to the board's July meeting.**

- i. Update the contact sheet for the incoming and current board and distribute it at the July board meeting. **Jim will distribute the contact sheet via email to each board member for any corrections/updates (COMPLETE) and will distribute the final document by email – target date is prior to the July meeting.**
 - j. Update the committee matrix. **Jim will distribute the matrix via email to each committee chair for updating (COMPLETE) and will distribute the final document by email – target date is prior to the July meeting.** It was decided to keep the Management Committees on the matrix.
 - k. Review and provide feedback to the Board Chair on milestones for the board's agenda items for the coming year – HOLD pending items coming out of the Planning Day.
 - l. Develop a draft evaluation form for the upcoming Planning Day and review it with the Executive Committee – All. **Jim to follow up with Patty on the format (template) used for last year's Planning Day.**
4. New Business:
- a. The Board Affairs Calendar. The current calendar is no longer relevant in part due to the change to Policy Governance along with the changes in the Board's calendar. It was agreed **Roger and Jim will meet as a sub-committee prior to the Planning Day in an effort to reorganize the committee's calendar.**
 - b. Board Affairs Committee Charter. Patty requested the recently revised committee's charter be reviewed by all prior to the July Orientation so it can be included in the binder given to THE new board members. **Jim to distribute it to the committee members via email (COMPLETE) and get their input and return the results to Patty by Monday, July 2nd.**
 - c. Ends Policy Draft. Jim circulated to the committee his email to Dennis Wagener regarding the proposed Ends Policy draft. In the discussion which followed there was a



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general consensus the Ends Policies, as written, are too specific and some of the items could be/should be covered in the policies covering limitations on the CEO.

5. Meeting adjourned at 6:00 PM with a “brief” closing prayer by Pat Brennan.

Our next regular meeting is Monday, July 9, 2018 and it was agreed we’ll meet at 5:00 PM at St. Paul of the Cross Retreat Center for new member orientation.

Respectfully submitted,

Jim McKelvey, Chair
Board Affairs Committee