



ST. PAUL OF THE CROSS PASSIONIST RETREAT AND CONFERENCE CENTER

Governance Committee Minutes of 2018-10-22 Meeting

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

Regrets: None . * = Attending via conference call.

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

Attachments to the minutes are highlighted in yellow.

1. Call to Order. Jim opened the meeting at 4:30 PM and John Bodary read the reflection and prayer for today's date from St. Paul's "Living Wisdom for Every Day". Minutes from the June meeting were approved and the agenda accepted.
2. Review of open assignments:
 - a. Cloud technology for record storage. Patty reported that in the near future the Province will provide a portal for each retreat center where they can post all their documents. COMPLETE
 - b. Passionist Charism via a Google group. Patty reported the same site will have the capability of sharing Passionist Charisms – more details to come. COMPLETE
 - c. Review/Approve Board Affairs Calendar – The calendar was approved (knowing full well there will be revisions as the first year under Policy Governance progresses). Jim will revise the April committee meeting date (**attached**) and update the agenda form as well. COMPLETE
 - d. Updated Policy Manual with new Ends, Board/ Executive Linkage, and Executive Limitation policies (pages 26 – 31). The committee reviewed the Policy Manual and concluded it needed to be reformatted in order for it to be more "user friendly". **Further, all changes to the Policy Manual and the Bylaws must be done in such a way that board members can track those changes prior to approving them. Jim and Patty will meet offline to accomplish that task and will distribute their update to the committee members with the agenda for our December meeting.**

The committee also reviewed the job descriptions of the board (page 14 – 15) and found them to be acceptable. COMPLETE

The committee reviewed the job description of the Director of Mission and Ministry (see handout dated 2016-08-15) and found it to be excessively long. Rather than approve it, **Patty volunteered to talk with Elizabeth and secure copies of the job description for both Houston and Serra Madre and forward them prior to our December meeting.**



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- e. Review the updated board committee charters and, if necessary, take corrective action (pages 19 – 25). The committee reviewed the charters and Jim will make the necessary corrections in red (add Bob Salter to the Charism Committee and show John Bodary as the Vice Chair of the Board Affairs Committee - **attached**). COMPLETE
 - f. Revised Board Membership Selection and Election Process – accepted by the committee. COMPLETE
 - g. Review the board's goals for the upcoming year and incorporate any which apply to this committee. The goals for the board this year are to develop the applicable policies of Policy Governance and then devise ways to monitor the policies (this committee will monitor Executive Limitations and Ends Policies). This is a work in progress and will be considered COMPLETE at this time.
 - h. Review and provide feedback to the Board Chair on milestones for the board's agenda items for the coming year. It was agreed this item should be removed from the calendar. COMPLETE
3. Detailed Calendar Tasks:
- a. Review evaluation results from the Planning Day and identify areas for improvement. In general the feedback on the Planning Day was favorable with the exception of the days involved. The committee was in agreement that the Planning Day next year should be held on a Saturday. If it's impossible to hold the Planning Day at St. Paul, an alternative site needs to be secured. **Patty will talk with Sandra about scheduling a Saturday in September of 2019.** Jim will inform the board at tonight's meeting of our recommendation to have a one day Planning Day. COMPLETE
 - b. Monitor compliance of the Policy Handbook (pgs. 6 thru 19) and report to the board at the December board meeting. After much discussion about the formatting of the Policy Handbook (see item 2.d. above), it was agreed this task will not happen in December. **Jim is to place this task is to go on the Outstanding Assignment list (attached).**
 - c. Board Membership Selection and Election Process - Review & Update
 - 1) Update Board Service and Skill Set Matrix for presentation to the Board in December. In keeping with Elizabeth's recommendation on Board size (no more than 12), it was decided that in the absence of finding someone who could represent the archdiocese, there was no need to recruit replacements for the three individuals who will rotate off the board next June. **Jim will bring copies of the updated Board Service matrix to the December meeting.**



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- 2) Ask the Board at the Oct. meeting to suggest board candidates at the December meeting - see item 3.c.1).
 - 3) Distribute "What Makes an Exceptional Board Member" at the Oct. board meeting - see item 3.c.1).
4. New Business:
- a. Review of the Governance policies (in the Policy Handbook) and the Bylaws. See item 2.d. above for the discussion on the Policy Handbook. There was a lengthy discussion on the Bylaws and, as noted by Pat Brennan, revisions to them should be accumulated and done all at once given the process we have to go through in order to secure approval with the Province and then file them with the applicable state agency. **Pat will provide suggested verbiage for the changes he's already identified and Patty, Sandra, and Jim will incorporate those suggestions and any other changes and distribute them to the committee by November 17th so the committee can approve them for distribution at the December meeting.**
5. Meeting adjourned at 5:58 PM with a "brief" closing prayer by Roger.

Our next regular meeting is Monday, December 10, 2018 at 4:30 PM at St. Paul of the Cross Retreat Center.

Respectfully submitted,

Jim McKelvey, Chair
Board Affairs Committee