



ST. PAUL OF THE CROSS PASSIONIST RETREAT AND CONFERENCE CENTER

Governance Committee Minutes of 2019-02-11 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 December meeting were approved and the agenda accepted.
2. Review of open assignments:
 - a. Updated Policy Handbook. Open issues:
 - 1) Record Retention. Jim reported we're still waiting on the Policy Committee to give us feedback on a couple of possible changes in the handbook – specifically the "Record Retention and Document Destruction" section (pages 18-19) and corresponding wording in EL9 – Asset Protection, item 5 (page 23). Jim will follow up with Sandra. **ON GOING**
 - 2) Emergency Operation – CEO Succession (EL12 and GP 12). Need to resolve the differences in the Policy Manual. GP12 (on page 18) states, "the Committee Chairs, with the Board's and Owner's approval, will designate an interim Director of Mission and Ministry" and EL12 (on page 23) states, "the CEO shall not fail to have an emergency CEO succession plan which identifies two other administrators ...". After a lengthy discussion, it was agreed the two policies can exist with some minor **wordsmithing to GP12** as follows:

"In order to protect the Board of Directors and the Retreat Center in the case of a sudden loss of the Director of Mission and Ministry's services, the Board will designate an interim Director of Mission and Ministry until such time as the Director of Mission and Ministry can return to work or a replacement is hired. (Reference EL12)" **COMPLETE**
 - 3) Attachments to the handbook (reference page 4 of the handbook). Jim provided a handout which gave a definition of policies, procedures, and forms as well as a list of those used by the board. The purpose of handout was to provide a foundation for a discussion on what should be included in this section of the handbook.
 - a) Annual Evaluation of the Director of Mission and Ministry. In view of the on-going monitoring process under Policy Governance, this procedure will be



ST. PAUL OF THE CROSS PASSIONIST RETREAT AND CONFERENCE CENTER

removed. **NOTE:** Upon reflection, *it's the opinion of the writer* there still needs to be a procedure to “flesh out” exactly how the Board Affairs Committee will “facilitate the annual evaluation” as called for in our Board Affairs charter (reference Scope, item 6.) **ON-GOING**

- b) Forms - Conflict of Interest, Commitment, and Confidentiality. The question was raised as to the possibility of combining and streamlining the three forms. Patty explained the “Board Member Commitment Statement” really is more of a ceremonial document and doesn’t need to be listed. **An Ad Hoc committee (Pat and Jim) will work on combining the other two documents** (the “Board Member Agreement & Conflict of Interest Form” and the “Confidentiality Agreement”). **ON-GOING**
- 4) Supplemental Document listing (reference page 26). There was agreement this section should be retained for reference purposes. However, the headings will read “These Topics can be found in ... (either the Bylaws or the Provincial Policies).

Comments made prior to and during the review of the policy handbook:

- Overall progress on policy governance has been very good and, while other retreat centers may be ahead of us in some areas, we’ve been breaking ground in other areas.
 - While we should be cognizant of what the other retreat centers are doing, it’s also important we don’t arbitrarily incorporate their policy language; we need to ensure the policies serve our center.
 - We will need to add a Vocation Policy to the handbook once one is drafted and approved by the Province.
- b. Board Committee Charter Guidelines. Inasmuch as all the Board Committee Charters need to be reviewed (and updated if necessary), the following questions on the Membership section need to be resolved:
 - 1) Will membership be restricted to only board members? Answer – membership may include board members, former board members, and non-board individuals.
 - 2) How many members? Answer – left to the Board Chair and the Committee Chair.
 - 3) Is the Committee Chair elected by the committee members or appointed by the board chair? Answer – elected by the committee members
 - 4) How long can the committee chair or vice chair serve (2 or 3 years)? Answer – three (3) years.



ST. PAUL OF THE CROSS PASSIONIST RETREAT AND CONFERENCE CENTER

5) Must the chair or vice chair be a board member? Answer – yes.

Accordingly, the Membership section of **the Board Committee Charter Guidelines will be revised as follows:**

“This board committee will consist of a minimum of one Board member and may include former board members or other non-board individuals all of whom will be appointed by the Chair of the Board of Directors. Board members can request to be on this committee when they complete their Board Nomination form each spring, but the composition of the Committee is at the discretion of the Board and Committee Chairs. The board committee will be chaired by a committee member elected by his/her peers. In order to develop future leaders:

- Individuals may serve only three (3) years as the Chair or Vice Chair
- Individuals may serve on the committee for no more than eight (8) years; they may rejoin the committee after a minimum period of one year off the committee.

Further, either the Chair or Vice Chair must be a board member.” **COMPLETE**

- c. Jim to circulate the revised charter guidelines to the committee chairs for compliance with the guidelines and updating. **COMPLETE**
- d. Board Affairs Charter. The following were questions about this committee’s charter:

Scope 3 - Succession Planning. There was confirmation of the committee’s responsibility for conducting the succession planning for both the Director of Mission and Ministry and the election of board officers. Accordingly, listing the Board Chair is redundant and will be removed. There are existing procedures for both of these activities. **COMPLETE**

Scope 5 – Board’s Self Evaluation. Patty’s suggested **language change was approved as follows:**

~~Oversee the board’s self evaluation by collecting monitoring data.~~ “Ensure the Board’s compliance with Governance Policies by monitoring the policies throughout the year. Information gleaned by this process is shared with the Board and may be used by the Committee in the following year to better facilitate Board training/communication.” **COMPLETE**

The current procedure, one suggested by the Holy Cross Province, and Exhibit 8.4 – A Board’s Self-Assessment need to be reconciled by an Ad Hoc committee yet to be assigned. **ON-GOING**



ST. PAUL OF THE CROSS PASSIONIST RETREAT AND CONFERENCE CENTER

Scope 6 - Annual Evaluation of the Director of Mission and Ministry. The board's existing procedure and the one provided by the Province were reviewed and will be assigned to an Ad Hoc committee at a later date to reconcile the two documents. **ON-GOING**

Membership. This section of the Board Affairs charter doesn't comply with the guidelines and will be amended as follows:

"This board committee will consist of a minimum of one Board member and may include former board members or other non-board individuals all of whom will be appointed by the Chair of the Board of Directors. Board members can request to be on this committee when they complete their Board Nomination form each spring, but the composition of the Committee is at the discretion of the Board Committee Chairs. The board committee will be chaired by a committee member elected by his/her peers. In order to develop future leaders:

- Individuals may serve only three (3) years as the Chair or Vice Chair.
- Individuals may serve on the committee for no more than eight (8) years; they may rejoin the committee after a minimum period of one year off the committee.

Further, either the Chair or Vice Chair must be a board member." **COMPLETE**

- e. Review Mater Dolorosa job descriptions for Director of Mission and Ministry (attached). The task of rewriting a job description for St. Paul's Director of Mission and Ministry will be assigned to an Ad Hoc committee at a later date. **ON-GOING**
- f. Proposed Planning Day – June 22nd. Patty explained how and why June 22nd was chosen for the Board's planning day. She will make a similar announcement to the board at this evening's board meeting. **COMPLETE**
- g. Holy Cross language on Monitoring the Director of Mission and Ministry. Already covered in 2.c. Scope, item 6 above.
- h. Procedure for Exit Interviews for Outgoing Board Member. Jim's suggested procedure was reviewed and the following suggestions were incorporated (**attached**).
 - Title – Exit Interviews for **All** Outgoing Board Members
 - The interviews will be conducted **separately**.
 - Patty's suggestions (**highlighted** in the attachment) were incorporated.
 - Add the following language: "... **summaries of the interviews will be entered into the Board Affairs committee meeting minutes.**" **COMPLETE**
- i. Revise the Board Self-Evaluation form (attached). Already covered in 2.c. Scope, item 5 above.



ST. PAUL OF THE CROSS PASSIONIST RETREAT AND CONFERENCE CENTER

3. Detailed Calendar Tasks:

- a. Election of officers. The committee reviewed the election process and determined those who are term-limited and Jim will so advise the board at tonight's board meeting as well as explain the election process. **COMPLETE**
- b. Monitor compliance of the Policy Handbook (pgs. 9 thru 26) – decide at which BOD meetings it makes sense to evaluate which policies. This activity has already been done by the Audit/Finance Committee (reference the board calendar). **COMPLETE**

4. New Business: None

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

Our next regular meeting is Monday, April 8, 2019 at 4:30 PM at St. Paul of the Cross Retreat Center.

Respectfully submitted,

Jim McKelvey, Chair
Board Affairs Committee