PPHFH Governance Committee

PPHFH Business Office

May 24, 2018

11:00 AM-12:00 PM

In attendance: Martha Johnson Kris Medina

 Chuck Smith Linda Stahnke

Excused absence: Peter Scanlon

Prayer – Ms. Medina

Bylaws Discussion

* Ms. Medina shared the new information from our attorneys, including what we can and cannot cover in the Annual Meeting on June 4. Some items the committee would like to recommend to the Board for changes will have to be addressed with a separate special meeting with 14 days prior written notification of the members. (Probably August) The content items/changes will have to be available for voting members to review in advance.

A discussion followed about who usually attends the annual meeting.

Ms. Medina referred to page 3 of the email from the attorneys – red print are his responses to Kris’ questions (from the committee as well).

One concern is the wording about if the affiliate were to close, resources would go to HFHI. Bylaws language is that resources would go to a like-minded organization.

Language on amendments to the bylaws – set it up so that Board can approve with 2/3 majority. Articles do not say that presently.

Language concerning whether the Board Commitment should be included in the articles or outside them as a policy.

Matters concerning proxy votes – see attorney email page 2

Executive Director is not a voting member of the Board. Confusing language on that in the bylaws.

Discussion about the language on how many members must be on the Board. At one time, they did not have enough people to do business as one too many persons resigned. The committee discussed changing the language from “12 to 18 members” to between 1 and 18. When current term-limited Board members roll off, the Board will be down to 13 members.

The committee would like to see a change in the broad description of members who may attend the annual meeting. It presently includes homeowners, vendors, volunteers and donors.

The committee would like to take up consideration of closing Board meetings.

The committee discussed how Board members roll off and potentially back onto the Board after being off for one year. They discussed present members on the Board who have done that. The committee would like to recommend that that change to two years. Board members who roll off could still serve on committees.

Ms. Medina will talk with the Executive Committee about changes being considered and about having a special meeting.

Mr. Smith expressed concern with Board members who abstain from voting on a matter (unless there is a conflict of interest or they are uninformed about a matter). Being on the Board means that you participate, you express your opinions and vote accordingly. You are there to serve.

Ms. Medina noted that if Board members do not speak up in opposition, it is taken as agreement. Should this be in the bylaws?

Discussion about Committees

* Ms. Medina also shared that some committees are meant to assist the Board (Finance, Governance) and some are meant to assist the staff with operations (Site Selection and Building Committee for example. Clarification is needed in the Committee Position Descriptions regarding which report to staff and which report to the Board.

The committee discussed potential additions to several committees.

The committee reviewed a first draft of the Governance Committee Position Description and made some revisions.

Discussion about Board Assessment

* The committee reviewed the previous assessment document and reported results used by the Board. It was agreed that they would like to update this document.

The consensus was that this document does not fit the present Board and would not reveal its strengths well. Ms. Johnson would like to add some open-ended questions. She will do some research to find another tool. There was further discussion about whether the Board members would be fully honest about their evaluations on some questions.

Discussion about Board Training

* The committee discussed several ways to provide training for the Board

Ms. Medina noted that there have been several opportunities for the Board members to attend training or to participate in webinars, but they have been underutilized. The committee discussed ways to increase involvement with more of the Board.

The committee also discussed whether a facilitator was needed or not. Ms. Medina offered to check with Habitat Colorado and see if there was someone there who could assist with this. The committee also discussed budget needed for this.

Adjourn - noon

Handouts:

Agenda

Attorney email

Position Description: Governance Committee Member

Board Assessment document

Board Assessment results

Copy of Amended and Restated Bylaws (from attorney) – not yet adopted

Future Meeting Dates Adjusted:

* ~~May 24 11 AM-12 PM~~
* June 14 11 AM-12PM
* June 28 11 AM-12 PM
* July 12 11 AM-12 PM
* July 26 11 AM-12 PM
* August 9 11 AM-12 PM
* August 23 11 AM-12 PM
* September 6 11 AM-12 PM
* September 20 11 AM-12 PM

Continuing on to end of year? – Will change as needed.