PPHFH Governance Committee

PPHFH Business Office

May 14, 2018

2:00-3:15 PM

Present:

Martha Johnson Kris Medina, *Executive Director/CEO*

Chuck Smith Linda Stahnke, *Exec. Assistant*

Peter Scanlon

**INTRODUCTION**

Prayer – Peter Scanlon

Review Purpose of a Governance Committee

Ms. Medina explained that the Governance Committee had been created one year ago via board approving Bylaw revisions. Unfortunately, it never really took off.

Historically, Ms. Medina and board president recruits Board Members. This is ok, but not optimal. Present Board Members may roll off for a year, then come back. Their commitment is appreciated, but that doesn’t bring new connections or new ideas to the organization.

**ITEMS FOR THE COMMITTEE TO CONSIDER**

* Create and manage a board development plan (to be adopted by full board)
  + Orientation – current process discussed
  + Cultivating; selecting; training; and motivating board members – Ms. Medina thinks this is our weakest area.
  + Timeline of governance items – every quarter?
  + Evaluation (board and individual board members) – past assessment included in committee packet
    - We have a summary of the compilation, but individual data was not saved.
    - Mr. Scanlon remarked that he doesn’t remember the assessment results being fully discussed after the initial board presentation.
* Suggested projects (from Ms. Medina) for this group to take up (now in recommended priority)
  + Review current bylaws (Amended June 2016) – these are presently with Ireland Stapleton (attorneys) – changes being made, to be taken to the Annual Meeting in June
    - Membership presently too broad; potential risks
    - Board originally may have thought this was requirement of Colorado law
    - Mr. Scanlon – Due to various organization’s business being discussed, should we consider having future board meetings closed
      * This committee could make recommendations to the Board for potential change to charter, by-laws
  + Review previous board assessment results
    - Policy changes that have been passed by the board are being incorporated
    - Board responsibilities
  + Create board recruitment process
  + Identify needed board training and determine consultants/education budget
  + Establish a new board member mentoring process
  + Review and update ( if needed) board manual
  + Annual board retreat
* Elect governance committee chairperson
* Set meeting schedule

**DISCUSSION**

Ms. Johnson asked how Ms. Medina would rank these projects. Ms. Medina responded that these are in the order she would place them, based on results of Board assessment. The Board Manual could move down in priority.

Mr. Scanlon asked if the committee needed to discuss and establish what seats are needed on the bus. Four Board members will roll off in June 2019. Two are up for renewal this June. These need to be discussed by the Executive Committee. Recommendation as to retention of board members includes current engagement with board meetings, ground blessings and dedications.

A discussion followed about how to increase church involvement through the Faith Relations Committee. Some knew of meetings of groups of pastors. Need to build relationships, connecting through known individuals who are church members. Have we asked our Board members to connect us to their churches? Can they make an appointment with a pastor for us in the next 60 days?

Mr. Smith discussed the Youth Clean-up Day. He would like to include the “pitch” as part of the June Board packet. We must include what is in it for the churches. We must build connections.

The committee decided to move the Board Manual to next to last, just above the retreat.

Once the governance committee completes the primary focus of bylaw review and revisions; board self-assessment; board member recruitment; board member training; and board mentor process in place, this committee might only need to meet twice per year. Adding Board members will be put on hold until after the Committee gets these processes in place.

**RESOURCES FOR THE COMMITTEE**

Board Source (online) – Ms. Medina will provide access for this committee’s members

*Dos and Don’ts of Recruiting Nonprofit Board Members*

Having a Board that reflects the makeup of our community – more women, more people of color.

*Board Recruitment Matrix*

What types of industries/expertise are we needing?

We need to offer substantive ideas to the Board.

We presently cycle four to six Board members off every 2 years. Does that need to be changed?

*Board Member Job Description*

Do we want to add this to the Board Manual?

Includes an info sheet for candidate to fill out, a rating form

Ms. Medina would like to get a copy of Metro Denver’s rating form for potential candidates

*Board Responsibilities –* from the PPHFH manual

*New Board Member Orientation – packet from January 2018 training*

*PPHFH By-Laws*

Discussion of mentoring of new Board members. Mr. Smith would like to have that himself.

Discussion of new Board Portal – it is presently in development.

Discussion of makeup of Executive Committee. Immediate past President should be on this committee to help new President. Should become standard procedure. That person would need to be able to adjust to a new role.

Discussion of current tradition of Vice President becoming President. Also, consider having 2-year roles for Board President. Ms. Medina changes bosses every year.

Mr. Scanlon suggested that the committee reconsider the three term pattern, rolling people off that we need. We are losing too many good, smart people at the same time. Plan is to look at by-laws by the next meeting, put together changes to be recommended to the full Board by September.

Ms. Johnson suggested that the first project should also be to revamp the nomination process.

Mr. Smith suggested that criteria for good Board members should be passion for our mission; having the right reason for wanting to be on the Board; would they be good to work *with,* and would they be good to work *for?*

Ms. Johnson suggested that the committee provide 5-minute, bite-sized training at each Board meeting, choosing topics from the assessment. Ms. Medina suggested a training on “Conflict of Interest.” Mr. Scanlon suggested a training on how Board members could be undercutting management. Ms. Medina also suggested “Duty of Care” and running ideas up the flagpole. Communications training and Media training were other ideas considered.

The group discussed professional assistance for training and assessment.

The committee discussed how often to meet. There is a lot of work for the near term. The group agreed to meet every two weeks.

Next meeting – Thursday, May 24, 11 AM to Noon.

Ms. Johnson agreed to be the Chair of the committee.