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**Governance Committee Meeting of September 28, 2020**

**Call to Order and Roll Call**

Meeting convened at 11:03 a.m.

Board Members Present at Roll Call: Claire Parde, Ann Battaglia, Gertrude O’Sullivan

Helen Evans, Bryan O’Donovan

Staff Member: Sara Wall Bollinger

**Discussion topics:**

Annual Conflict of Interest training and review of Disclosure Forms; 2020-2021 Governance Calendar; Governance Committee Priorities for 2020-21; and, Standard Operating Procedures Document

**Discussion Summary:**

1. **Approval of Minutes**

The minutes for the meetings of 8/3 and 8/17 were approved

1. **Annual Conflict of Interest Training and review of Disclosure Forms**

Claire has recorded a training regarding our Conflict of Interest Policy. Board members will be asked to attest to watching the training and completing the Disclosure of Financial Interest Forms by October 16th.

1. **2020-2021 Governance Calendar**

The members suggested adding the following items:

* + Conducting a board assessment on a biennial basis in March-April; this will include a member’s assessment of the board’s function and a self-assessment of their own participation; additionally, it was decided to also ask for the member’s assessment of the admin services vendor at this time
  + Annual review of strategic plan in January-February
  + Review & renew management vendor contract in May-June
  + Conduct an annual review of NYSARH’s written policies
  + Conduct an annual review of NYSARH’s corporate bylaws in January
  + Committee Chairs submit budget items to Treasurer in October

1. **Governance Committee Priorities for 2020-2021**

* Complete Standard Operating Procedure (SOP) for the Governance Committee and provide it as an example and template for other Committees to develop their own
* Develop and oversee the assessment of the board & admin services vendor
  + Succession planning for board leadership, as several officers need to rotate off in 2021
* Conduct ongoing evaluation of board member engagement and performance
* Further formalize on-boarding of new Board Members
  + Create electronic ‘board manual’ on board portal
  + Conduct Zoom orientation with new members
  + Identify mentors for new members; suggested:
    - Jack Salo for Scott Emery
    - Helen Evans for Tony D’Agostino
    - Claire Parde for Victoria Reid
    - Mandy Qualls for Bryan O’Donovan

1. **Standard Operating Procedure**

Claire provided a draft for members to review. Are we moving in the right direction?

The goal of the SOP is to *supplement* existing documents, such as the Committee Charter, and should focus on how we operationalize our core functions.

* Add ‘Related Work Products’ under each area
* Add to #6 enhancing board member experience: How do we take care of each other?

**Action Items:**

* Claire: Revise the Governance Calendar based on input from this meeting and share
* Claire: Distribute a sample board assessment tool to committee members
* Executive Committee: Consider changing term of management vendor contract to calendar year to match NYSARH’s fiscal year
* Finance Committee: Review and confirm Fiscal Policies
* Executive Committee: Review and finalize Resource Development Policy
  + Suggest consultation with NYCON re: tax questions
* Finance Committee: Ask Chairperson of each Committee to share their 2021 Budget requests to Ann Abdella by 10/29
* Claire: Send link to google drive with draft SOP document for amendment
* Claire: Ask for volunteers to be Board Mentors at the board meeting on Monday

**Adjournment:** Meeting adjourned at 12:05 p.m.

**Next Meeting:** October 19th at 11 a.m.

Tentative Agenda Items: Board Training; Review Disclosure Forms; Suggested changes to Standard Operating Procedures

Note: We will be joined by Susan Weinrich of NYCON to plan the Board Training scheduled for November 30th at 11:30.