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**Governance Committee**

**Minutes of January 11, 2021**

**Call to Order and Roll Call**

The meeting convened at 11:03 a.m.

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

**Excused:** Helen Evans

**Temporary Leave:** Bryan O’Donovan

**Staff Member:** Sara Wall Bollinger

1. **Approval of Minutes**

The minutes for the meeting of 12/21/20 were tabled to the next meeting.

1. **Board Member Independence**

The Fiscal Policies and Procedures Manual approved by the Finance Committee identifies the Executive Committee as the entity responsible for the Audit. However, according to this Committee’s interpretation of the Nonprofit Revitalization Act Section 102(a)(21) of the Not-for-profit Corporation Law, the Executive Committee has a number of non-Independent members, making this approach untenable.

An alternative option is to create an Audit Committee composed of 3-5 Independent members. However, there was a concern raised that this approach rests the audit authority with too few people.

Yet another alternative is to keep with the current practice of vesting the audit authority in the Entire Board. Were this the approach taken, non-Independent members may receive and hear the audit presentation, but they may not participate in deliberation or voting. In practice, therefore, this approach may result in a numerical minority [the Independent members] taking board action on behalf of the Association. Nevertheless, this option was viewed more favorably by the Committee than a stand-alone Audit Committee.

During this discussion, it was noted that the Nonprofit Revitalization Act requires that the Board approve Related Party Transactions. It was determined that this clause should be added to the Bylaws, as well as to the Fiscal Policies and Procedures Manual.

1. **Legal Consultation**

A motion was made, seconded [Ann/Gertrude] and approved to request a legal opinion.

***Action Step:***Claire will request authorization from the Executive Committee to engage NYCON for a legal opinion, not to exceed $500.

1. **Annual Bylaws Review**

Using the ‘share screen’ function, the Committee reviewed the Bylaws together, making comments and suggestions from page 1 to page 3. The Committee will continue this process at the next meeting.

**Adjournment:** The meeting adjourned at 12:02 p.m.

**Next Meeting:** February 8th at 11 a.m.

Respectfully submitted,

Sara Wall Bollinger