

MINUTES AND ACTION ITEMS
 Resulting from the
Governance Committee Conference Call
February 10, 2015

In Attendance:

Jim Fiedler, ASC/SFEI Chair
 Dave Williams, ASC/SFEI Vice Chair
 Barbara Salzman, SFEI Vice Chair
 Alan Ramo
 Pamela Creedon , SFEI Secretary

Absent:

Staff:

Warner Chabot
 Joanne Cabling

Consultant

Leyna Bernstein

Status Updated 2/13/15

Action Items	Who	When	Status
<ul style="list-style-type: none"> • In addition to the minutes from the Governance Committee meeting, a memo will be prepared for the March Board meeting to: <ul style="list-style-type: none"> • Incorporate the Governance Committee memo defining the Purpose, Composition & Activities for each of the Board Committees • Add bullets for ‘suggested’ first year work priorities for each committee • Update committee membership roster • Urge Board members to volunteer for committee membership & leadership • Illustrate Board member distribution among interest groups to help evaluate “balance.” 	Warner C. & Leyna B.	Before March 6 Board meeting	In Progress
<ul style="list-style-type: none"> • The full Board’s March Agenda will include a general 	The Board	March-June 2015	In Progress

discussion the above topics. The Board will be asked to provide direction to the committees who will meet again between the March and June Board meetings			
<ul style="list-style-type: none"> A doodle poll will be sent out to determine alternative possible dates for a late March or April Governance Committee meeting, a May Executive Committee and June full Board meeting. 	Joanne C.	Late February	In Progress
<ul style="list-style-type: none"> Prepare a draft orientation packet for new Board members. 	Warner C. & Leyna B.	TBD	In Progress
<ul style="list-style-type: none"> An email will be distributed to Board Members asking to update contact info and verify Board Information 	Joanne C.	Before March 6	In Progress
<ul style="list-style-type: none"> Existing DRAFT Board Roster will be enlarged and submitted to Board members for their review, further corrections and approval at the March Board meeting. 	Joanne C.	Before March 6	In Progress
<ul style="list-style-type: none"> Review and discuss term limits policy at the next Governance Committee meeting 	Warner C & Leyna B	Next Gov. Comm. meeting	In Progress

Next Governance Committee Meeting

TBD

(Regular meeting conducted via conference call. Notice of Meeting given via e-mail.)

The meeting was called to order at 8:03 AM.

1. Review Action Items and Minutes: Jim Fiedler motioned to approve the April 24, 2014 action items and summary, Dave Williams seconded, and the summary was unanimously approved.
2. Discussion of Committee Charter: Leyna stated the existing Committee description were accurate and did not require more text other than suggested work plan for each committee. The plan might simply be in bullet form. Also, with the exception of the Governance and Executive Committee, Non-board members can be on a committee. Non-members can be past board members, SFEI-ASC staff, or a person

of expertise in a given field. Full board meetings will continue to have a standing agenda item on reporting from committees and include updates to the progression of the committee's work plan.

3. Review, Consider Board and Committee Roster: Committee members agreed that the Gov. Committee would also constitute the nominating committee. Warner expressed his intent to coordinate with the Governance Committee to compile and present a list of candidates to the Committee for their discussion and consultation. The Committee agreed that the timeline for nominations should be:
 - March 6th - Nominations solicited from all Board members
 - Between March and June Board meetings – Governance Committee to vet candidates and recommend a list to the full board
 - June Board Meeting – Board votes on a list of proposed candidates.
 - Between June and September – New Board members attend their first Committee meetings.
 - September – New Board members attend their first full Board meeting.

4. Current Term Limit Requirements: Warner led the discussion of committee members regarding the status of term limits. He requested that the Governance Committee review the term limits policy adopted at the September Board meeting re: continuing terms for another 6 years, from the point of adoption of the 2013 Bylaws. Board consultant Leyna Bernstein suggested that the Committee should establish clear term limit policies to prevent any appearance that individual board members do not wield undue influence on the Board. Dave Williams requested that Warner and Leyna bring some options to the next Governance Committee meeting (to be scheduled soon after the March Board meeting).

The meeting was adjourned at 9:05 am.