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**Cincinnati Preschool Promise
Governance Committee Meeting**

Minutes of Meeting, Thursday, November 16
12:30 – 2:00 PM

United Way of Greater Cincinnati, Success By 6 Conference Room

Board Members Present:

Deborah Allsop, Tim Fogarty, Micah Kamrass, Sallie Westheimer

Board Members Absent:

None

Cincinnati Preschool Promise Staff Present:

Stephanie Byrd, Interim Executive Director

United Way of Greater Cincinnati Staff Present:

Leslie Stevenson

1. Welcome, Call to Order

Deborah Allsop, Committee Chair called the meeting to order at 12:40.

The agenda was reviewed

ACTION: A motion to approve the agenda was made by Tim Fogarty and was seconded by Micah Kamrass. The motion was unanimously approved.

2. Composition of Governance Committee

The members reviewed the charge of the committee as described in the approved Governance Principles on pages 4 and 5. They identified 9 specific functions that are assigned to the Governance Committee.

Committee discussed the possibility of having non-Board members as committee members. It was agreed that subject matter experts might be invited to attend the meetings; however membership on the committee will be limited to Board members.

3. Status of 2017 Annual Conflict of Interest Disclosure Statements

Stephane noted that the Conflict of Interest Disclosure Statements were to be returned by September 1st; only 6 have been submitted—9 are outstanding.

Debbie will email members and request submission before November 28 meeting; She will email the form to the members who have not responded. Completed statements will be returned by email to Stephanie. Blank copies will also be provided at the Board meeting. Stephanie will give a status report at the Board meeting.

The committee recommended a consultation with Mark Jahnke for guidance on how to notice Board Members about conflicts after the Committee makes a determination about disclosures

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and appearance of conflict. The committee agreed that the sequence should be to review all the disclosures statements, send them to Mark Jahnke for review and provide follow up as indicated. The definition of a conflict was discussed. Micah will send the committee the state definition of Conflict of Interest. The need for Board training on handling conflicts will be considered.

4. Governance Calendar

Debbye reported that Fr. Graham would like the governance calendar as soon as possible. The calendar would reflect relevant board commitments during the year, culminating in the Annual meeting on September 18, 2018.

Committee will work backwards to determine schedule of activities and meeting times for work to be delivered by Annual Meeting

Discussed scheduling Committee work by month of meetings

Focus of December meeting will be to put start and end dates to the following charges of the committee, along with developing meeting dates for committee:

1. Collect Disclosure Statements
2. Review Governance Principles
3. Notify Nominating Organizations of Board Needs (review attendance of board and committee members)
4. Orientation of Board Members (around Annual Meeting)
5. Board Education Program
6. Board Self Evaluation
7. Develop Governance Calendar
8. Annual Review of CEO
9. Planning/Implementing Nominations of Board Chair, and other roles

Committee discussed the frequency of meetings in order to accomplish the deliverables. Committee discussed holding meetings in January, February; April, June (to prepare for annual meeting); July Board Meeting will be added; late August meeting to prepare for September meeting

It was noted that alignment of policies between CPP and CPS is being discussed by the CPS Board Policy Committee. Dan Hoying, General Counsel at CPS, will present a report of relevant policies to the CPS Policy Committee and to Stephanie. The CPP Executive Committee will review for any further action or consideration

Discussion about process of engaging Board Members and Nominating Organizations about appointments, involvement and fulfillment of terms:

Class of 2018 Appointee-1 year and 9 months and then 2—3 year terms, optional

Class of 2019 Appointee-2 years and 9 months and 2—3 years terms, optional

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Class of 2020 Appointee-1—3 year term and 9 months and one additional 3 year term

Stephanie will reach out to CPS to ensure parent representation at meetings and responsiveness to ongoing communication; will report updates at December 5 meeting

Communication with Laura Mitchell will come from Stephanie (staff to staff); Communication with Ericka Copeland-Dansby will come from Father Graham (board to board)

5. Proposed Schedule of 2018 Meetings

2018 Board, Executive and Finance Committee Meetings

Committee was provided with meeting dates for CPP Finance & Audit Committee in order to plan 2018 dates for Governance Committee Meetings

Next Governance Committee Meeting will be December 5 at 1:30pm

6. Adjourn

Motion to Adjourn by Sallie Westheimer, seconded by Micah Kamrass; all approved.

Meeting adjourned at 1:29 pm