

**Cincinnati Preschool Promise
Governance Committee Meeting**
United Way of Greater Cincinnati
Minutes of December 5, 2017, 1:30 – 3:00 PM

Board Members Present:

Deborah Mariner Allsop, Tim Fogarty, Micah Kamrass, Sally Westheimer

Board Members Absent:

None

Cincinnati Preschool Promise Staff Present:

Stephanie Byrd

1. Welcome, Call to Order:

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

ACTION: A motion to adopt the minutes was with the revision of the correct spelling of Deborah Allsop first name. The motion was unanimously approved.

2. Status of Return for Disclosure Statement:

Stephanie provided the following update on the status of return on the Conflict of Interest Disclosure Statements and the next steps:

- Twelve statements received.
- Three not received.
- Emails were sent to all who had replied as of the November 16 meeting.
- Committee discussed how to address the remaining two board members who had not submitted the disclosure statements was discussed. Disclosure Statements will be available at the next Board meeting on December 13, 2017 for their completion. Sallie and Micah will individually address this with the two Board members.
- Each member of this committee received a packet of the completed statements.
- Micah discussed the best practice for addressing conflicts of interest which is to avoid the appearance of impropriety.
- The committee discussed how to manage conflicts of interests. It is not absolute that Board members cannot be on the Board. They may have to recuse themselves from certain votes.
- Board members have completed the forms to the best of their ability. Will interpret the language literally. The Committee will change the language /forms for next year.
- The committee reviewed each submitted Conflict of Interest Disclosure Statement and noted that revisions are needed in three instances:
 - Laura Sanregret who is a teacher at Cincinnati Public School needs to indicate this in the disclosure statement;
 - Kimya Moyo who is a retired teacher, contracting with the District (Cincinnati Public Schools) should indicate this in the disclosure statement.
 - Terri England, who is owner and director of New Horizons, a participating preschool provider, should have indicated this in response to question 1 of the statement.

- The committee will follow up with the three Board members to revise the statements. Sallie will draft a letter to each of the Board member whose forms need to be revised.
- The committee will ask Mark Jahnke of Katz Teller Brant to review each of the submitted forms and make recommendations, as necessary. Specific instances that the committee believes will require his input are:
 - Deborah Allsop's agency has a contract with CPS as a Resource Coordinator for After School Programming.
 - Laura Sanregret, who is a teacher at Cincinnati Public School;
 - Kimya Moyo who is a retired teacher, contracting with the District (Cincinnati Public Schools).
 - Terri England, who is owner and director of New Horizons, a participating preschool provider should have completed possibly number 3 on the statement as she is an owner.
 - Pastor Tait role as Treasurer, overseer of CWFF.

3. Conflict of Interest Definitions:

The committee discussed definitions provided in an email Micah sent out to the Committee on November 21 from the Ohio Attorney General and NASWOH.

- Micah discussed and summarized the content;
- Sallie suggested a Board Development/Education session on Conflict of Interest to help inform and educate board members. Need to develop/educate on:
 - New Member Orientation
 - Conflict of Interest
 - Open Meetings.
- Documents from Micah will become part of the orientation.

4. CPS Nominee's Membership and Next Steps for Replacement:

- The Committee discussed Jasmine Jones' board seat.
- Deborah sent the Conflict of Interest reminder.
- Deborah sent a letter/email to Cheryl Broadnax about a possible replacement for Jasmine Jones and Stephanie Byrd has followed up.
- Cincinnati Public Schools is looking for a replacement.
- Deborah referenced the Governance Principles Provision.
- Stephanie to follow up with Laura Mitchell. Committee would like a person in place for January 11th Board meeting. The nominee will need CPS Board approval and United Way of Greater Cincinnati approval.

5. Governance Calendar:

- The Committee discussed the nine Governance functions with a start and end timeline.
 1. Annual Review of Governance Principles; September -November
 2. Collect Conflict of Interest Statements; June-September
 3. Notify Nominating Organizations of Board needs; April-September
 4. Orientation of Board Members. August – October
 5. Board Education/Development; January
 6. Board Self Evaluation; April-Sept; The committee will review board attendance as part of this responsibility.
 7. Develop Governance Calendar; November

8. Annual Review of CEO; April-June; Committee will recommend transferring this responsibility to the Executive Committee at the December 12 meeting.
 9. Planning/Implementing Nominations of Board Chair, and officers; August – September
 10. Annual Meeting Planning; June-September
- The calendar will enable the Committee and CPP Board see the whole picture of what the committee is responsible for and what it needs to accomplish.
 - The committee will flush out the calendar details at the January 9th meeting.

6. Schedule of 2018 Governance Calendar:

Based on review of Board and Executive Committee meeting schedules, the Committee decided on the following 2018 Committee meeting dates:

- January 9, 2018 at 8:30 am
- April 10, 2018 at 8:30 am
- June 12, 2018 at 8:30 am
- August 14, 2018 at 8:30 am
- September 11 at 8: 30 am
- November 13 at 8:30 am

7. Adjourn:

ACTION: A motion to adjourn was made by Sallie Westheimer at 2:52 PM and seconded by Micah Kamrass. The motion was approved

Submitted by Lesley Nunn, Administrative Assistant
Cincinnati Preschool Promise