

**Cincinnati Preschool Promise
Governance Committee Meeting**
HELD VIA ZOOM VIDEO CONFERENCE
Minutes of October 29, 2020, 9:00AM – 10:00 AM

Board Members Present:

Committee Members: Deborah Mariner Allsop, Terri England, Micah Kamrass, Marcia Futel
CPP Board Member and Chair Community Engagement Committee: Bishop Ennis Tait

Members Absent:

None

Cincinnati Preschool Promise Staff Present:

Chara Fisher Jackson, Executive Director and CEO
Héctor Polanco, Finance Director

Guests and Members of Public:

Crystal Kendrick- The Voice of Your Customer

1. Welcome, Call to Order:

Deborah Allsop welcomed the Governance Committee members and opened the meeting at 9:00 AM.

The following was read out to the Governance Committee before proceeding to the agenda approval.

Please note that in conjunction with Ohio State's revised Sunshine Laws and the rule limiting the number of people who may meet in a space and who may so meet, CPP has decided to convene the meeting via video conference. In accordance with Ohio Public Records and Open Meeting laws, CPP has advertised the meeting on it's website in advance, and has provided a link for members of the public to listen and view the meeting. This meeting will be recorded. Documentation distributed at this meeting will be made available via the CPP website, under the area Board of Directors, Approved Meeting Minutes as soon as possible after the meeting.

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

ACTION: A motion to approve the minutes of September 10, 2020 was made by Terri England and seconded by Marcia Futel. The motion was unanimously approved.

2. Role of Non-Board Committee Members

Deborah read an email to the Governance Committee from Bishop Ennis Tait, Chair, CPP Community Engagement Committee expressing interest in a review and potential change to the Governance Principles regarding membership of standing committee which would expand the roles of non-board community members on standing committees to have voice and vote.

Bishop Ennis Tait gave an explanation of the situation in the Community Engagement Committee where low board member attendance was delaying progress. The committee has priority and time sensitive action items which it cannot vote on due to lack of a quorum. Since several non-CPP Board community committee members had excellent attendance, he thought they could be given voting rights which would also show them that their expertise is valued and could help solve the quorum matter. Since the committee was working on their charter, it seemed a good time to ask about these changes.

Micah Kamrass stated that after speaking with CPP legal counsel allowing non-board committee members to vote causes governance issues based upon the manner in which the CPP board was set up by the trusted entity. Questions arise about the fiduciary role of non-board members as well as equal representation by each of the three nominating organizations.

After discussion of the attendance issues, Micah Kamrass suggested that the appropriate actions would be:

1. Add a 5th board member if there is interest by another board member in serving on the Community Engagement Committee.
2. Explore using Doodle Polls and rescheduling meetings to a time such as an evening that might be better for those with irregular attendance. Any member that cannot attend meeting regularly should consider removing themselves from the committee.
3. If three board members are present, then a quorum is present.

All members agreed upon the suggestions. Deborah Allsop said the committee will respond in writing to Bishop Ennis Tait which would convey the status response to the committee's inquiry. The committee expressed appreciation to Bishop Tait for taking the time to attend the Governance Committee and clarify the concerns which were expressed in the email which he sent on behalf of the committee.

3. Review of Annual Governance Task Calendar with discussion on:

Evaluation process of the CEO has been completed by Father Graham and Deborah. There will be a meeting with Chara to obtain her feedback and her comments along with the final evaluation and will be presented to the board on November 17, 2020 in an executive session.

A CPP Board Self Evaluation should be done early next year and should be discussed at the January 2021 meeting.

The Conflicts of Interest forms for the board are nearly completed. Chara presented the name of one board member who has not completed the Conflict of Interest form as of October 29, 2020. Deborah Allsop said she will personally contact him about the form after that it will be a staff responsibility to ensure that the form is received before the end of the 2020.

Orientation of the new board member at the request of Chara Fisher Jackson needs a member of the Governance Committee to provide a half hour peer orientation. Task Calendar needs to be done after the meeting dates are chosen. Deborah Allsop said she will work Chara Fisher Jackson on the completion of the task calendar and board member orientation.

3.1 Debrief on process of nomination of board chair person and officers

Micah Kamrass asked if it is necessary to have balance between the nominating parties anymore or it is possible to choose the three best people from across the board to fill the spots in the future. This is a matter that we should consider in 2021 moving toward the discussion of renegotiating the 2017 Master Agreement.

Chara Fisher Jackson agreed that this is a good issue to discuss when the review of the 2022 Master Agreement come up in the near future.

3.2 Update on the development of the committee charters

- Finance Committee is on track to have their charter completed by November.
- Community Engagement is working on the communication and messaging goals for activities including heightened education and education outside of the classroom.
- Governance Committee Charter draft is completed with the references to the governance principles noted.
 1. Edit is requested by Marcia Futel on the first page under Key Responsibilities the word “cote” should be changed to “vote”.

ACTION: A motion to approve the Governance Committee Charter with edits was made by Micah Kamrass and seconded by Marcia Futel. The motion was unanimously approved.

3.3 2021 Meeting Dates

Changes requested:

1. Cancel April meeting.
2. Add a meeting on March 4th to replace the April meeting to allow discussion on the completed Finance and Community Engagement charters.
3. September meeting needs a missing day added. September 2, 2020 is the correct date.
4. Cancel the July 29th meeting.

4. Executive Director Update- Chara Fisher Jackson

1. New board member orientation has been completed. The half hour peer review new member orientation needs a volunteer from the governance committee.
2. Staff will complete the Conflict of Interest form as well in November.

5. Adjourn

A motion to adjourn was made by Micah Kamrass and seconded by Terri England.

Future Governance Committee Meetings:

January 7, 2021

March 4, 2021

June 3, 2021

August 19, 2021

September 2, 2021

November 2, 2021

Submitted by Tanya Del Valle, Senior Administrative Assistant
Cincinnati Preschool Promise