



Governance Committee

Regular Monthly Meeting Report - May 2023

Committee Actions and Recommendations:

- The governance committee would like to nominate Katie Brown to chair the Governance Committee
- Note: The Governance Committee is considering applications from Dwayne Jones and Keisha Pressley as potential nominees to our board. Interviews are being scheduled and we plan to make a decision on any new nominees in our June 7th Governance meeting.
- Note: Since our meeting, Katie reached out to Willow Oak and Moore Montessori, and both extend job offers contingent on board approval. Catherine Oudjit shared a template that Maureen and Denise will use, and will set the start date after the scheduled board meeting. We will continue to use consent agenda for all HR activities unless concerns are raised about a specific hire. The board always retains the ultimate responsibility for all hiring and firing through this existing mechanism, but it to our knowledge has never exercised this to overrule any ED. In rare instances, Maureen may call a special meeting to approve an urgent hire. For this reason, we do not see a need at this time to draft a resolution further supporting Maureen's ability to make hiring decisions, unless Maureen feels she needs that extra confirmation of our support.



Minutes from May 3, 2023 Meeting:

Attendance and Call To Order

Virtual via Google Meet

Chair: Chris Morton

Board Members Present: Kim Elliott , Katie Brown , Elizabeth Uzzell

Others: Maureen Capillo

Meeting was called to order at 4:05 pm

Approval of Prior Minutes

At 4:05 pm, Chris made a motion to approve the minutes from March: Passed unanimously

Recruiting / Succession planning

✚ Current LHU Board Interest Matrix

- New: Dwayne Jones - I/V: Katie,
- New: Keisha Pressley - I/V: Kim,
- Outgoing: Chris Morton - final meeting Jun 21, 2023

Board Skill/Committee Gaps and transition planning:

- Technology Committee
 - We propose to use NetSmart to perform google domain / workplace admin tasks for the board and to dissolve the technology committee.
 - It is important that employees do not have direct access to board email or drives.
 - We plan to dissolve the committee in June unless there are any concerns?
 - Need to have meeting with NetSmart, Admin, and ED to document and hand-off tasks.
- Governance Committee
 - We propose to nominate Katie Brown as the new Governance Chair effective as of the May board meeting.

Discussion of June Annual Meeting

Potential agenda items:

- Election of officers
 - No planned changes in the executive committee.
- Ensure all board members sign CA, COI, and BA forms



- Chris will work with Denise and Maureen to start the ball rolling on electronic forms managed by the admin team.
- Betty is required to send these to DPI/OCS each year in July/Aug
- Review committee chairs
 - any potential changes?
 - re-affirm commitment

Discussion of hiring procedure and other contract approvals

Chris has agreed to draft a board resolution officially delegating hiring to the Executive Director. This will have to be brought to Donna and then Ashley from OCS. Note the board should review procedures and may want to draft a policy before voting on this.

Per OCS: *"Your board has the right to develop any hiring procedures it would like. So, given your concerns, you could certainly adopt a policy or internal procedure that allows your executive director/principal to make staff hires. Since it is different than what you normally do I would make sure the expectations are clearly laid out – how hires take place, how salaries are established, etc. Then you can empower her to hire and provide you a report at monthly meetings, etc."*

However, our charter agreement reads, *"4.4 The Nonprofit shall have ultimate responsibility for employment, management, dismissal and discipline of its employees. In no event shall the governing board delegate or assign its responsibility for fulfilling terms of this charter."*

Goal: Maureen needs the ability to extend job offers promptly for every open position under director. Maureen would like us to vote on this resolution in May board meeting. Interim: As long as the board sees the final slate of candidates we could vote ahead of time? Termination should be handled in lock step with Donna and the executive committee.

Meeting was adjourned at 5:08 pm.