

dLCV Board, Governance Committee
October 3, 2022

Present: Donna Gilles, CW Tillman, Angela Thanyachareon, Sierrah Chavis, Harry Gewanter, Clyde Mathews, Terry Smith

Absent: Heidi Campbell, Lance Elwood, Diana Crosswhite, Cameron Lynch, Carrie Knopf, Colleen Miller

Board Behavior:

The committee discussed options for avenues to take when Board members do not follow the expectations that are laid out for them at the beginning of their tenure as Board members.

The prominent issue is when Board members do not show up for meetings. This could potentially put the entire organization in jeopardy because when one misses meetings, then the Board member is not participating by voting – this could be construed as negligence. Board members have a legal responsibility to ensure the health of the organization, there are two ways to participate in meetings: In-person and via Zoom.

Absenteeism is an indication that perhaps the Board member misunderstood something; possibly does not understand what their fiduciary duty is, they are no longer interested, or they have something going on in their life and are unable to participate right now.

How many meetings can a Board member miss before a discussion is had with said Board member to see what is going on? Perhaps, if you miss three meetings, you are counseled, removed from the Board, or are given the opportunity to resign. The discussion with the Board member could include 'this is not the right time for you to be with the Board and we are open to you coming back in the future'.

Sierrah asked if there were evaluations of Board members she serves on boards that use them (she will send an example to Donna). It is like a Google document and shows their contributions, areas they want to grow in, and areas they do not want to be a part of. Maybe the Executive Committee would be a good committee for this.

CW described a Board dashboard and when their participation is front and center, it allows for self-reflection: board attendance, readiness to participate, participation; i.e., duties of care, loyalty, obedience. 1) Duty of Care, 2) Duty of Loyalty, and 3) Duty of Obedience as three areas Boards look at. The work that they do and how they participate --that is Duty of Care. Being informed of what the activities are that they are participating in; they are acting in good faith. The Loyalty part is exercising power in the interest of the organization and not of themselves. And then the Obedience is just complying with any laws that affect the Board.

Angela: idea of prevention (the goal) combined with duties — referring to article about dysfunction on boards. Keep lines of communication open. Make people feel valued — how can we do that? Angela spoke about strategic planning and how it is another prevention tool and to discuss what are the fiduciary duties? What do they mean? What does it look like? And if we have strategic planning that focuses on, not just what the organization should be doing in five years. Suggestions made to get the Board together before or after a meeting to really get to know one another: Board social or retreat —

non-business — who we are — get to know each other. Dinner night before the meeting; Happy hour after the meeting, go bowling, etc.

CW feels we should be careful with making any Bylaw changes. That is what the Board Operating Policies and Procedures can be for. Having the conversation with someone and giving them a chance to step back and resign. And be open for them coming back when their life situation changes and they can engage and participate.

CW — two-step process: look at recruitment materials; orientation materials are checked; reviewing those expectations with current board members; 2) policies when not fulfilling obligations. Harry added that probing to see what members find difficult and strategizing how to make it easier for members who are having trouble.

For Next Meeting:

Review evaluation tool, which Sierrah sends to Donna.

Read articles Angela sent

CW will look for the dashboard

Committee members read the Board Operating Policies and Procedures

BEST QUOTE OF THE DAY: “When we go through the trouble to recruit the right person, we should go through the trouble of keeping them.”

Next meeting, Monday, November 7 at noon.