

dLCV Board, Governance Committee  
January 9, 2023

In attendance: Angela Thanyachareon (chair), Donna Gilles, Heidi Campbell, CW Tillman, Harry Gewanter, Colleen Miller,

Absent: Sierrah Chavis, Lance Elwood, Diana Crosswhite (excused), Terry Smith (excused), Cameron Lynch (excused), Clyde Mathews (excused).

The committee reviewed the map of Virginia where members are located. It is very crowded in the Richmond area. This is Tom Walk's last year, so the far southwest portion of the state will not be represented after that. This year, the committee should focus on the far southwest, the Shenandoah Valley, and the DC metro area. As far as racial and ethnic diversity, the Board does not have any members who identify as Asian or Hispanic. Also, we do not have anyone who identifies as having a developmental disability.

Harry will invite a potential candidate from the Tidewater Area to consider volunteering with dLCV as a way of learning more about us.

We reviewed the timeline for applications – between now and July, we will invite interested candidates to check out a committee or other volunteer tasks, and to have a short informational interview with a Board member. In July, typically, the application goes live. The Governance Committee makes its recommendations in early September, and the Board makes its selection in time for the member to start in October.

The committee suggested that we involve former Board members in recruitment. Colleen will verify whether they are included in our email distribution list.

The committee continued its discussion about Board members who are struggling to meet expectations of all Board members. The committee recommends adoption of a "board advocate," as described in the attached document.

The committee recognized that, under our existing bylaws and article of incorporation, a member can be removed by a three-fourths vote at a meeting that is specifically called for that purpose. The bylaws also state that vacancies so created must be filled within 60 days if there are fewer than 10 members. The committee felt like that process is sufficient, except to note that we need to file an amended annual report with the state corporation commission if we remove someone.

Angela may attend the Board meeting. If not, we will ask Sierrah to present for the Committee at the Board meeting.

The next committee meeting will be Monday, February 6, 2023 at noon.