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**Minutes of the Governance Committee Meeting of January 22, 2020**

**Attending**:

Board Members--Linda Tripp (Chair), Jeff Rovitz, Scott Thomas, John Thompson (by phone)

Staff--Claire Parde

**Discussion Summary**:

1. **Reviewing the record of Board member attendance at Board and Committee meetings**

The Committee reviewed the attendance record of all board members at board and committee meetings. Four members were identified as failing to meet minimum expectations for attendance. Some of these members also repeatedly failed to contact the organization in advance of their absences.

1. **Determining which board members with expiring terms will be invited to recommit**

The Committee reviewed the list of board members with terms expiring in 2020. These are:

Robin Andrews, Chelly Hegan, Casey O’Brien, Art Proper, Beth Schuster, Tina Sharpe, Ken Stall, John Thompson, and Nancy Watrous. Robin Andrews, Chelly Hegan, Art Proper, Ken Stall, John Thompson and Nancy Watrous will all be invited to commit to another term of service; Claire will prepare the “recommitment letter” for Linda, as Chair, to sign and send.

The Committee requested that Claire contact Carlee Drummer, CGCC’s new President, to inquire whether she would like to represent CGCC directly or permit Casey O’Brien to continue doing so on the institution’s behalf.

The Committee requested that Claire contact Beth Schuster to determine if she would prefer to be elected to another term and resign at the time of her resignation from Twin County Recovery Services (TCRS) or permit the TCRS seat to be vacant until such time as a new Executive Director is identified and recruited to the Board.

The Committee requested that Claire prepare a letter to one member advising her that she is approaching the end of her term and, in view of her past participation, will not be nominated to another. The letter will also ask the member to recommend another person at her organization to serve as that Network Member’s representative to the Board.

It was agreed that at the next meeting of the Entire Board in early February the Governance Report will include a reminder to all members about minimum participation requirements and particularly the need to contact the office in advance if a member knows they cannot attend a board or committee meeting.

1. **Board representation from both CMH and ReEntry (both seats currently vacant)**

The Committee discussed board representation from both CMH and ReEntry, as both seats are currently vacant. Claire reported that she raised the idea of a Trustee of the Hospital serving as that Network Member’s representative to the Consortium Board; she initiated this discussion first with the CEO, Jay Cahalan, and subsequently with the Governance Committee of that body, of which she is also a member. The suggestion is being considered and it seems likely that there will be some decision made about representation in the near future.

As the leadership of ReEntry is currently in flux so, too, is that Network Member’s representation on the Consortium’s Board. The Committee will revisit that issue when the matter of ReEntry’s leadership is settled.

1. **Discuss any other additions to the slate of candidates for board membership**

The Committee agreed that HRHCare would be an important addition to the Network and representation, in the person of Sherry Wyckoff, would be a welcome addition to the Board. The Committee requested that Claire contact Sherry to determine if she was interested and able to serve on the Consortium’s Board of Directors. If yes, Claire will coordinate with Linda to schedule a meeting with this prospective member.

1. **Discuss potential candidates for office**

The terms of office expire for the following four officers:

* Robin Andrews, President
* Beth Schuster, Vice President
* Jack Mabb, Treasurer
* Linda Tripp, Secretary

The Offices of President and Vice President are term-limited; each may only serve two consecutive terms of two years each. Happily, these officers are only now completing their first term. All will be asked to recommit, with the exception of Beth Schuster, who is anticipated to retire later this year. Consequently, the Governance Committee identified another member who they thought would be an excellent candidate for the office of Vice-President; Linda Tripp will contact the member to inquire whether they are interested and able to fulfill the role.

**Next meeting: Wednesday, March 25th at 1:00 p.m.**