

MLAC Governance Committee meeting  
Monday, October 29, 2018  
5 to 6:15 pm  
MLAC conference room

### Minutes

Present: Jim Dugan, Julia Ingersoll, Julie Lange, Tom Rees, Thomas Scurto-Davis, Joyce Shenian

Discussion and decisions (following from agenda):

1. Thoughts on board meetings. Thomas noted that all board members attended the October meeting in person. Decisions about future board meetings:
  - (a) Board members should continue to be expected to attend in person, as remote participation is not effective.
  - (b) Meetings should start on time and be a maximum of 1 to 1 ½ hours long.
  - (c) Future board meetings should follow the model of the October meeting in having concrete goals.
  - (d) Meeting agendas should specify the time allotted for each topic.
  - (e) A timekeeper will be appointed to keep the meetings on track.
  - (f) At each board meeting, Governance will give a report on progress toward meeting the board's give/get goal for the fiscal year.
  - (g) Between meetings, social events will be arranged in order to build rapport.
2. Distribution and storage of meeting documents (e.g., agenda, minutes). As board secretary, Julie will consult with Pachy about updating the content of the password-protected board access page on the website. Anne will let board members know how to access the webpage.

Going forward:

- (a) Prior to each board meeting, Julie will post to the webpage the documents needed for that meeting, including the meeting agenda, the minutes of the prior meeting, the committee reports, the ED report and appropriate financial information.
  - (b) Committee chairs and Thomas should undertake to send these documents to Julie at least a week in advance of each meeting.
  - (c) At her discretion, Julie will also email these documents to the board to be sure board members see them.
  - (d) In the interest of tree preservation, hard copies of the above meeting documents will not be provided. Board members are invited to make copies at home or (better still) to eschew hard copies in favor of screen reading.
  - (e) Exception: Thomas will bring hard copies of the financial reports to the meeting, as these tend to be inappropriate for screen reading or home printing.
3. On-boarding our new Board members. There are 5 new board members: Julia, Alex, Nathalie, Ayanna and Jess. Jim and Julie offered to meet with them as a group for a couple of hours to fill in gaps in their understanding of the Center and their place in it. Anne will schedule this meeting. It was agreed that when we bring on new board members, on-boarding meetings

should be held as soon as possible, with a core group of existing board members in attendance at all of these meetings to ensure consistent messaging.

Thomas offered to arrange a training session on board responsibilities. To be discussed further.

[Update as of November 19, 2018: after efforts to find a single mutually-agreeable evening meeting date proved unsuccessful, it was decided to hold an on-boarding session following the December 11 board meeting.]

4. Board give/get commitments. Board members have not yet been asked to sign commitment forms this year because the forms used in prior years were offensive and new ones have yet to be developed. Anne had been reluctant to ask board members to sign any forms but has come around to understanding their value. Tom and Anne will work on this with a view toward sending new forms to the board members soon.
5. Understanding and applying our by-laws — ideas for training. We did not get to this item. After the meeting, Tom told Anne he has some ideas. Also, Julie has suggested adding bylaws training to regular board meetings, one bylaw at a time throughout the year. Need to revisit.

Let's consider these revisions for the next round of changes:

- (a) Adding ED to board ex officio
  - (b) Clarification of quorum status and voting rights of ex officio board members
  - (c) Ability of board members to vote by proxy
  - (d) Status of non-board committee chairs on Executive Committee
6. Conflict of interest forms — current status and future protocol. We did not get to this item. After the meeting, Thomas texted Anne a status report showing these forms still outstanding:

Board members

Sharon Bartmann  
Alex Hanevich  
Marcy Shoemaker  
Nathalie Wetzel

Forms were sent in September to all board members with stamped return envelopes.

Committee members

Alice Hardenbergh  
Luke Hoffman  
Tom Rees  
Joyce Shenian  
Robin Siegel  
New members of Fundraising and Advancement Committee chaired by Nathalie Wetzel

[Update: after the meeting, Anne emailed the above board members and the other committee chairs in an effort to collect all the forms. Laggard will be asked to sign forms at the December 11 board meeting. Thomas confirmed that these forms are necessary for 990 purposes. Let's

find a more efficient way to gather them. Perhaps board and committee forms should be the responsibility of Governance while Thomas takes care of staff. Other suggestions welcome.]

7. Strategic plan. The prior plan was prepared by Dunleavy and Associates and ran from FYE 2015 through 2018. Following the Governance meeting, the board voted by phone to hire Joe Kluger of WolfBrown as our consultant for the next strategic plan. [Update as of November 19: contract with WolfBrown is being finalized, led by Jim and Julia.]
8. Prospective board/committee members. Julie prepared a spreadsheet showing, and led discussion of, prospective board and board committee members. Julie will update the spreadsheet to show follow up with and by board sponsors.

Divided by board sponsor, these are the top prospects:

Lisa Liebman

Jill Huentelman [board]

Tom Rees

Jess Gulash [board]

Thomas Scurto-Davis

Sophie Arsenlis [board or committee] [Update: Jim, Thomas and Anne met with Sophie on November 8. Probably interested in committee service for now. Discussions ongoing to determine best fit.]

Anne Umbrecht

Michael Rosenthal [board] [Update: lunch tentatively scheduled for December 4.]

David Winograd

Judith Scarani [board]

Anizia Karmazyn [board]

[Update: David invited Judith and Anizia to the November 9 opening as an intro to MLAC and since David was to be away, Jim, Julie, Sharon and Thomas stepped up to do the honors. Follow up ongoing.]

Christina Ward [committee] —David thinks Christina is not quite yet able to add MLAC to her plate, but might play a useful role on a committee. David and Anne decided that Anne will give her a call to explore this possibility.

[Update: Anne has spoken with Christina, who expressed interest in helping with the May fundraiser. Plan is to schedule a meeting after Thanksgiving.]

9. December meeting agenda. Draft #2 attached, reflecting discussion. Governance committee members are invited to comment before it goes to the Executive Committee for input.

Respectfully submitted,  
Anne Umbrecht