

## Governance Committee Meeting

Heart of Florida United Way  
1940 Traylor Blvd.  
Orlando, FL 32802-0112  
Wednesday, February 6, 2013  
1:00 p.m.

### MINUTES

**MEMBERS PRESENT:** Robert Brown, Greg Beliveau (via phone), Kevin Shaughnessy (via phone), and Rick Walsh

**MEMBERS ABSENT:** Eric Jackson

**STAFF PRESENT:** Pam Nabors and Kaz Kasal

### WELCOME & CHAIR'S REMARKS

#### Welcome

Mr. Brown called the meeting to order at 1:03pm and welcomed those in attendance.

#### Roll Call/Establishment of Quorum

Ms. Kasal reported that there was a quorum present.

#### Public Comment

None Offered.

### APPROVAL OF MINUTES FROM PREVIOUS MEETING (11/29/12)

After review, Mr. Shaughnessy made a motion to approve minutes from 11/29/12 Governance Committee Meeting. Mr. Walsh seconded, motion passed.

### ROLE OF GOVERNANCE COMMITTEE MEETING (revision)

Ms. Nabors reviewed the revisions, referring to the "WCF Board Governance Committee Description & Duties" in the meeting packet. Mr. Walsh commented that the revisions reflected the discussion from the 11/29/12 Governance Committee meeting. Mr. Beliveau concurred. Mr. Shaughnessy provided a few non-substantive edits to be made.

Mr. Beliveau made a motion that the Governance Committee bring to the WCF board for their approval the recommendation to adopt the "WCF Board Governance Committee Description & Duties" (to include Mr. Shaughnessy's edits). Mr. Walsh seconded, motion passed.

### COMMITTEE WORK

Board By-Laws – Proposed amendments

Mr. Brown reviewed proposed amendments on the draft of the By-laws. With regard to "Section 6 – Committees," Mr. Walsh suggested a Community Engagement Committee be created and become a standing committee. This committee would be very helpful to provide layout and benchmarks in areas of marketing, outreach, media, public relations – Mr. Walsh stated the importance of connecting WCF to the community. Also he added that the Program Committee should be included as a standing committee. Mr. Shaughnessy concurred and asked Ms. Nabors to create descriptions for both of these committees to be included in this section of the By-laws. Mr. Shaughnessy indicated he has a few more non-substantive changes and will send these to Ms. Nabors and Ms. Kasal.

**Mr. Walsh made a motion to bring to the WCF Board the draft By-laws, with amendments, for their review and provide 30 day notice for board approval in April 2016. Mr. Beliveau seconded, motion passed.**

Remedy for the two Business seats exceeding the State minimum threshold

Ms. Nabors stated that last week she and Mr. Katheder met with Deputy Chief Rachel Cone and Department of Economic Opportunity (DEO) staff in Tallahassee, FL. The purpose of these meetings was to see if the restrictions and high-risk designation could be lifted.

Ms. Nabors stated a notification was received from Ms. McNaughton, indicating that our region is two business board members over the required minimum. After discussing this issue with Mr. Hart, WFI, he encouraged that the WCF Consortium Chair put in a request for gubernatorial approval to add the two additional WCF business board members. Mr. Walsh stated that he did not support singling out to board members to go through the gubernatorial appointment process. Ms. Nabors commented it would not reflect well to have key board members step down before the high-risk designation is lifted. She suggested a letter to be sent to DEO and Mr. Hart, WFI, proposing that our region would correct this issue by June 2013, when an adjustment could be made via board member resignations and/or not renewing expiring board business seats. Additionally, Ms. Nabors stated that consortium agreement dictates the number of board seats in each county; this agreement will need to be amended with two less business board members. Mr. Shaughnessy indicated he will review this matter with Mayor Jacobs for her concurrence. Ms. Nabors stated she will draft a letter addressed to DEO and Mr. Hart, WFI for Mr. Shaughnessy's signature.

Board Recruitment Process – samples from other regions

Ms. Nabors reviewed samples of board recruitment processes from other regions. Mr. Walsh advised that our qualifications should not be too specific, WCF needs to have flexibility on this process. Mr. Brown concurred – the committee should utilize the main qualifications, consider individual talents, and also make sure that key industry sectors are represented that reflect this region.

**OPEN DISCUSSION**

Mr. Shaughnessy stated at the next board meeting he will ask the board for additional volunteers to serve on committees and also discuss the slate of officers for 7/1/13. Ms. Nabors added that the board also needs to discuss strategic vision – contingency budgets, policy decisions and alignment of resources. Mr. Brown stated this would be a discussion in the fall. Mr. Walsh added that the Governance Committee should work on: succession plan, provide a board evaluation instrument to collect before 7/1/13 to help with orientation process, a budget, contingency plan, and board recruitment.

**NEXT STEPS/UPCOMING MEETINGS**

Mr. Brown stated he will work with Ms. Nabors on what has been discussed today and prepare for upcoming board meeting. Ms. Kasal will provide a survey out for dates for next Governance Committee.

**CHAIRMAN'S CLOSING REMARKS**

Mr. Brown thanked those that attended today's meeting.

There being no other business, the meeting was adjourned at 2:03 p.m.

Respectfully submitted,

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Kaz Kasal  
Sr. Administrative Assistant