

**Governance Committee Meeting**

**Heart of Florida United Way  
1940 Traylor Blvd.  
Orlando, FL 32802-0112  
Wednesday, May 8, 2013  
2:00 p.m.**

**MINUTES**

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

**MEMBERS ABSENT:** Rick Walsh

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

**WELCOME & CHAIR'S REMARKS**

Welcome

Mr. Brown called the meeting to order at 2:00pm 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 (2/6/13)**

After review, Mr. Jackson made a motion to approve minutes from 2/6/13 Governance Committee Meeting. Mr. Beliveau seconded, motion passed.

**INFORMATION/DISCUSSION ITEMS**

Slate of Officers

Mr. Brown stated that below is the proposed slate of officers. All of these individuals have agreed to serve in the capacity as indicated, if they are nominated and elected:

Position	Nomination
Chair	Thomas Katheder
Vice Chair	Wendy Brandon
Treasurer	Bill Merck
Secretary	Greg Beliveau

After review, Mr. Shaughnessy moved to approve bringing the above proposed slate of officers, on behalf

**of the Governance Committee, to the Board for review and approval. Mr. Jackson seconded, motion passed.**

#### 2013-14 Calendar

Ms. Nabors referred to the "Proposed Board, Consortium and Committee Meeting Date 2013-2014" calendar - this is a first draft with proposed dates for board, committee and consortium meetings. These proposed dates were kept fairly in line with the board and committee dates in this program year, which were primarily based on the preferences from board and committee chairs. The Community Outreach Committee is the only committee with no dates scheduled yet, as it has not formed. Mr. Shaughnessy suggested waiting until new program year, when the new officer group is elected - then the new board chair can appoint a chair for this committee. Ms. Nabors added that the goal of this committee is to find ways to connect strategically to community stakeholders. Ms. Nabors indicated that Mr. Walsh expressed an interest serving on this committee. Mr. Jackson stated he would also like to serve on this committee.

The committee concurred to bringing the proposed calendar to the 6/20/13 joint meeting of the consortium and board for their review and approval, respectively.

#### Fall Retreat

Ms. Nabors stated that a fall retreat for the board is being planned tentatively for early October. With the resolution of outstanding financial issues, the board can begin focusing on strategic planning. At this retreat, the board will: work on laying out a strategic vision for the region, review priority of services to targeted populations, understand the impact of sequestration and constraints of the federal budget - what to maintain, what to move forward on, aligning to growth, and new & emerging sectors. Ms. Nabors indicated that she and Mr. Brown discussed potential facilitators for this retreat and are suggesting Mark Brewer as a possible facilitator. Ms. Nabors added that Mr. Brewer indicated he would be available. As for location, Ms. Nabors indicated that Valencia College has a conference retreat center which would be a viable option.

Mr. Jackson suggested that either lunch or reception snacks be offered - this "socializing" element brings members together in a positive, motivating way. Ms. Nabors indicated that sponsor will be needed to provide the food. The committee concurred that Mr. Brewer would make a great facilitator. Ms. Nabors stated that she will contact Mr. Brewer to begin preliminary planning.

#### Proposed Board Roster

Ms. Nabors reviewed the "Proposed Board Roster and Committee Assignment" document. Due to Florida legislation, there is a 16 private sector seat limit. If the Interlocal agreement is not changed, then each county would hold at least two seats - proposed counts are as follows:

- Lake County - reduce from 3 to 2 seats
- Orange County - reduce from 10 to 8 seats
- Osceola County - keep at 2 seats
- Seminole County - reduce from 4 to 3 seats
- Sumter County - keep at 2 seats

Ms. Nabors stated that she spoke with Commissioner Carey in Seminole County and Commission Campione in Lake County with regard to these private sector seats. Both commissioners indicated that they will research and provide status with regard to seat extensions/expiration next week. Ms. Nabors has also

spoken with Osceola County about the need for an additional appointment. With regard to Sumter County, Ms. Nabors will get with Commissioner Breeden about reappointing Mr. Madsen. With regard to Orange County, Ms. Nabors stated that Mr. Shaughnessy and Mr. Walsh offered to move into ex-officio, non-voting roles; and seats held by Mr. Katheder, Mr. Bough and Ms. Diaz are being proposed for extensions. Orange County will also take the lead finalizing (appointments/extensions) of the public seats. Ms. Nabors stated that once the roster is finalized, she will forward to Mr. Ushkowitz in Orange County in preparation for the joint consortium and board meeting on 6/20/13, where the roster will be reviewed and approved before the board elects the officers.

#### Board Leadership – Long Term Succession Plan

Mr. Shaughnessy advised the importance of having a policy in place to prepare/orientate board members, as well as additional training for officers to prepare them for their specific roles and responsibilities. Mr. Brown concurred and added that instead of automatic succession, it is better to elect officers based on their performance and leadership skills. Ms. Nabors suggested that a board orientation could be provided to board members in conjunction with the September board meeting, preferably just before the meeting. After further discussion and based on committee concurrence, Mr. Brown stated that the following should be accomplished: develop job descriptions for officers and responsibility of each committee; ask new board chair to appoint and/or reappoint committee chairs; provide board orientation in conjunction with September 2013 board meeting and update the committee roster to include target numbers and skill sets. Mr. Brown asked Ms. Nabors to prepare packets with aforementioned information and the Governance Committee will meet and review this over the summer.

#### OPEN DISCUSSION/NEXT STEPS

Mr. Shaughnessy asked Ms. Nabors to let Mr. Katheder and Ms. Brandon know about the proposed appointments and Mr. Merck about the proposed reappointment. Also, to work on an agenda for officer transition.

Ms. Nabors indicated she will work with Mr. Brown on date options for next Governance Committee Meeting and will send a survey out to committee.

#### CHAIRMAN'S CLOSING REMARKS

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

There being no other business, the meeting was adjourned at 2:34 p.m.

Respectfully submitted,

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Kaz Kasal  
Sr. Administrative Assistant