

**Governance Committee Meeting
Wednesday, January 11, 2023 / 3:00 p.m.**

MINUTES

- MEMBERS PRESENT:** Richard Sweat, Kari Conley, Keira des Anges, John Gill, and Jeff Hayward
- MEMBERS ABSENT:** Eric Jackson
- STAFF PRESENT:** Pam Nabors, Leo Alvarez, Lance Willingham, Sean Masherella, Sheril Capleton, James Bloodworth, Merline Ulysse, and Kaz Kasal
- GUESTS PRESENT:** Heather Ramos / GrayRobinson

Agenda Item	Topic	Action Item / Follow Up Item
1	Welcome Mr. Sweat, Committee Chair, called meeting to order at 3:03 p.m.	
2	Roll Call / Establishment of Quorum Ms. Kasal reported a quorum present.	
3	Public Comment None offered.	
4	Approval of Minutes: <u>Approval of Minutes</u> <ul style="list-style-type: none"> Reviewed draft minutes from 8/10/22 Governance Committee meeting (attachment). 	Mr. Hayward made a motion to approve the minutes from the 8/10/22 Governance Committee Meeting. Mr. Gill seconded; motion passed unanimously.
5	Information / Discussion / Actions Items	
	<p><u>Board Compliance to CSCF's Bylaws</u></p> <p><u>Bylaws Review</u></p> <ul style="list-style-type: none"> Ms. Ramos with GrayRobinson, CSCF's attorney, reviewed the proposed, updates to the Bylaws (attachment). <p><u>Board Demographics 2023 vs. 2016</u></p> <ul style="list-style-type: none"> Reviewed Board demographics 2023 vs. 2016, in comparison to demographics of the region 2023 vs. 2016. <p><u>Board Member Recruitment, Participation, Engagement and Development</u></p> <p><u>Board Engagement (7/1/2022 thru 12/31/2022)</u></p> <ul style="list-style-type: none"> Reviewed metrics on Board Engagement for mid-year (attachment). 	<p>Mr. Hayward made a motion to move to Board for final approval the proposed updates to the Bylaws, as presented (redlined). Mr. Gill seconded; motion passed unanimously</p> <p><i>Staff to include previous years so Committee can review trends – i.e. year-to-year line graph.</i></p>

6	Other Business <ul style="list-style-type: none">• None offered.	
7	Adjournment Meeting adjourned at 4:08 p.m.	

Respectfully submitted,

Kaz Kasal
Executive Coordinator