DRAFT
Governance Committee Teleconference
Wednesday, May 6, 2020 / 2:00 p.m.

MINUTES

MEMBERS PRESENT:	Richard Sweat, Steve Ball, Jeff Hayward, Eric Jackson and Mark Wylie
MEMBERS ABSENT:	Orlando Alancastro, John Gill and Rick Walsh
STAFF PRESENT:	Mimi Coenen, Leo Alvarez, Lisa Burby, Steven Nguyen and Kaz Kasal

Agenda Item	Topic	**Action Item** / *Follow Up Item*
1	**Welcome** Mr. Sweat, Committee Chair, called meeting to order at 2:01 p.m.	
2	**Roll Call / Establishment of Quorum** Ms. Kasal reported a quorum present.	
3	**Public Comment** None Offered.	
4	**Action Item:** Approval of Minutes • Reviewed draft minutes from 1/15/20 Governance Committee meeting (attachment).	**Mr. Jackson approved the minutes from the 1/15/20 Governance Committee Meeting. Mr. Hayward seconded; motion passed unanimously.**
5	**Information**	

	Board Compliance to CSCF's By-Laws
	• Mr. Sweat stated due to COVID-19 impacts, discussion on the Bylaws will be deferred to next fiscal year. The Committee concurred.
	
	Board Member Recruitment, Participation, Engagement and Development
	• Proposed roster for FY 20-21 (attachment)
	   o Committee reviewed status on seat renewals, replacement, and new business seat in Osceola County.
	
	• Approval of Slate of Officers
	   o Reviewed proposal to renew current officers for FY 2020-2021 (attachment)
	
	• Approval of Board Engagement Metrics
	   o Reviewed proposed draft of Board Engagement Metrics and results 7/1/19 through 3/31/20 (attachments)
	
	Committee feedback:
	
	– Have a big kick-off event with Board to promote this
		Mr. Jackson approved forwarding to Board the proposed slate of officers, as presented. Mr. Hayward seconded; motion passed unanimously.
		
		Mr. Hayward made a motion to move proposed Board Engagement Metrics to Executive Committee and then to Board for final approval. Mr. Wylie seconded; motion passed unanimously.

	- Under "Contribution" should add member introduces someone who donates - More in spirit vs. to the letter - This gives opportunity for Ms. Nabors to sit with each member to review their performance on Board. - Most grant applications ask about Board engagement. So these metrics will help to prove how heavily engaged this Board is. - Board engagement/performance scorecard provides opportunity to recognize/celebrate those with increased engagement. - Self-report: on a monthly basis, send an email to each Board member with a list of engagement activities and they can quickly check off what they did - Review to make sure descriptions are properly allocated under appropriate category. Also see if some activities captured under "Participate" should be moved to "Demonstrate " - Board engagement scorecard presented at Board meetings under Chair's Report. Committee discussed forming a task force made up of 4 – 5 Board members to visit the counties and communicate CSCF's value to community and solicit county investment toward CSCF's initiatives such as youth and those affected by COVID-19. Enterprise Risk Assessment - Updates - Mr. Nguyen provided an update on the COOP (Continuity of Operations Plan) what went well and opportunities for solutions since CSCF went virtual mid-March. Also reviewed CSCF's phased approach re-opening plans in alignment to Orange County's Economic Recovery Task Force's / CDC guidelines. Committee concurred to schedule an additional Board meeting prior to 6/25/20 meeting to update Board on CSCF's current activities, reopening plans and the impact of the major unemployment in the future.	*Staff to review descriptions per "Participate" "Demonstrate" and "Contribute" to make sure appropriately allocated and capturing all data points.* *Staff to put together a communication plan and incorporate; include monthly self-reporting process.* *Staff to send out survey to Board to poll for dates for a Board meeting towards end of May.*
6	**Other Business** Mr. Alvarez, CFO, reviewed timeline of 990 Return for FY 18-19. Draft 990 Return will be emailed to Governance and Audit Committees for review and comments prior to IRS deadline	
7	**Adjournment** Meeting adjourned at 3:32 p.m.	

Respectfully submitted,

Kaz Kasal
Executive Coordinator