



**DRAFT**

**Governance Committee  
November 22, 2022**

**MINUTES**

**Present:** Kevin Berg; Beth Bird; Anita S. Duckor; Ralph Scorpio; Kristine Smyth; Jean Wincek, CSJ  
**Absent:** Stacy Jacobson

**Via Zoom**

1. **Prayer:** Kris opened with a prayer.
2. **DEI:** Ralph read aloud the Ministries Foundation’s Modified Racial Equity Statement.
3. **Agenda:** Committee unanimously approved agenda.
4. **Minutes:** Jean suggested the committee follow best practices by adding page numbers to the minutes and concluding with the “Respectfully submitted by. . .” line. Then, after the committee approves the minutes, the person respectfully submitting the minutes would sign the minutes, indicating they have been approved. Committee approved the September 27 minutes with these suggestions.
5. **Newly Designed Organization Board Member Terms**  
No further discussion requested on the action plan.
6. **Board Resolution on Board Terms**  
Kris asked to be included in the list. She was inadvertently left off.

Anita named three potential options for board terms in the NDO and highlighted some advantages and disadvantages of each option. No decisions were made at this meeting; discussion will continue at the December meeting.

**Option 1:** Continue MF Board terms; new MF Board members have two three-year terms.

<b>Board Member</b>	<b>End Second Term for MF Board Members Carried Over to NDO</b>
Anita Duckor, CSJC	6/30/23
Kay Egan, CSJ	6/30/23
Colleen O’Malley, CSJ	6/30/23

Bridget Sperl	6/30/23
Mary Lydon	6/30/24
Jean Wincek, CSJ	6/30/24
Brian Dillon	6/30/25
Stacy Jacobson	6/30/25
Brian Mullen	6/30/26
Maya Missaghi	6/30/27
Mark Richards	6/30/27
Gabrielle Rohde	6/30/27
Kristine Smyth	6/30/27
Jill Underdahl, CSJ	6/30/27
Rosario de la Torre	6/30/28
Steve Kenney	6/30/28
Susan Oeffling, CSJ	6/30/28
Kevin Berg	6/30/29
Father Larry Snyder	6/30/29

**Advantages**

- No change, business as usual.

**Disadvantages**

- Newly Designed Organization startup phase may be hindered by the loss of institutional knowledge and the presence of several persons who did the analysis and planning of the Newly Designed Organization.

**Option 2:** An additional 3-year term is offered to those whose MB Board terms end in June 2023 if they possess critical knowledge. All other terms remain the same. \*Assume critical knowledge

Mary Lydon	6/30/24
Jean Wincek, CSJ	6/30/24
Brian Dillon	6/30/25
Stacy Jacobson	6/30/25
Brian Mullen	6/30/26
*Anita Duckor , CSJC	6/30/26
*Kay Egan, CSJ	6/30/26
*Colleen O'Malley, CSJ	6/30/26
*Bridget Sperl	6/30/26
Maya Missaghi	6/30/27
Mark Richards	6/30/27
Gabrielle Rohde	6/30/27
Jill Underdahl, CSJ	6/30/27
Rosario de la Torre	6/30/28
Steve Kenney	6/30/28

Susan Oeffling, CSJ	6/30/28
Kevin Berg	6/30/29
Father Larry Snyder	6/30/29

**Advantages**

- Retains critical institutional knowledge and/or critical skill, the Newly Designed Organization planning and start up knowledge.
- Ensures that key board members will remain in place for the Newly Designed Organization during its critical start-up phase.

**Disadvantages**

- Limits the flexibility; it addresses board members with critical institutional knowledge only in the approval of board members in June 2023.

**Option 3:** Establish NDO Board with two three-year terms

	<b>First Term Ends</b>	<b>Second Term Ends*</b>
Rosario de la Torre	6/30/26	
Brian Dillon	6/30/26	
Anita Duckor, CSJC	6/30/26	
Kay Egan, CSJ	6/30/26	
Stacy Jacobson	6/30/26	
Steve Kenney	6/30/26	
Mary Lydon	6/30/26	
Maya Missaghi	6/30/26	
Brian Mullen	6/30/26	
Susan Oeffling, CSJ	6/30/26	
Colleen O’Malley, CSJ	6/30/26	
Mark Richards	6/30/26	
Gabrielle Rohde	6/30/26	
Bridget Sperl	6/30/26	
Jill Underdahl, CSJ	6/30/26	
Jean Wincek, CSJ	6/30/26	
		<b>End Second Term for Newly Elected NDO Board Members</b>
Kevin Berg	6/30/26	6/30/29
Father Larry Snyder	6/30/26	6/30/29

\*To enable rotation off the Board of approximately 1/3 of Board members each year, the length of the second term (one, two or three years) would be determined by lot. The proposal for Board of Directors terms in the Newly Designed Organization (NDO) includes a 3-year first term followed by the option of a 3-year second term. Currently, the Ministries Foundation has a 4-

year second term option.

### **Advantages**

- It reflects that it is a NEW DAY for both board and staff.
- Establishes a new nonprofit organization board with a new 501 (c)(3) designation with agreed to new board terms – two three-year terms. Staggers the terms second by a lottery: 1/3 of the board with one three-year term and a second one-year term; 1/3 of the board with one three-year term and a second two-year term; 1/3 of the board with one three-year term and second three-year term.
- New Board members have two three-year terms.
- Each current MF board member commits to the Newly Designed Organization
- Strategic Framework, the outlined board responsibilities (working board), and the success of the organization.
- Retains critical institutional knowledge.

### **Disadvantages**

- Additional commitment of three-plus years may not be possible for some Board members

Committee members had no additional input to the advantages/disadvantages of Options 1 and 2. For Option 3, questions emerged about whether it is assumed that all the current MF board members would be invited to have a seat on the NDO board, and it is their decision to accept. Or will not every current member be invited? This will be worked out later. The current board is seen as the primary list of candidates for the NDO board.

It was also suggested that something similar to “the length of the second term will be determined by individual choice and by lottery” to Option 3.

The committee seemed to be leaning toward Option 3.

## **7. Newly Designed Organization Board of Directors – Potential Candidates**

The Board will vote on the nominations of Father Larry Snyder and Kevin Berg at its December 15 board meeting.

The committee reviewed the prepared list of potential candidates, including a list of potential former members of the board who match the expertise the NDO needs. Several will be approached after the MOU decision. Some need further evaluation/research.

Jean reported that Sister Adele O’Sullivan from the LA Province deferred a conversation about board membership until January.

The list has much potential. As the committee proceeds, it will be important to keep in mind how the number of CSJs on the board matches with our policy. We won’t know this until we activate

one of the board-term policies and see who remains on the board.

Anita will match the prospects' expertise and skill sets against the needs of the NDO committees.

A one-pager on the NDO is needed.

Regardless of which option prevails, needs for additional board members will continue, so we need to proceed.

## **8. Newly Designed Organization Policy Book – Investment Policy and Procedure**

Anita reminded the committee that the NDO will need a new and updated Policy Manual and Board Member Handbook. This is a major undertaking and includes these four parts. The Articles of Incorporation and the By Laws are included in the Policy Manual; the Board Member Handbook is a separate publication.

**a. Articles of Incorporation**

Attorneys (Taft) will handle most of this.

**b. By Laws**

This hinges on the MOU. Need legal counsel on this.

**c. Policy Manual**

Complete overhaul for the NDO.

**d. Board Member Handbook**

Complete overhaul for the NDO.

We will start this work as soon as possible.

## **9. New Board Member Onboarding Guide**

Kris and Ralph reported that the onboarding plan is update and there are no further additions.

## **10. Action Items**

- Jean will revise Options 1-3 based on committee feedback.
- Anita will match potential board candidates against the NDO committee needs.
- Anita will review Policy Manual and make an outline for a new Board Member Handbook.
- Ralph will work with Anita on the investment policies in the Policy Manual.
- Anita will continue conversations with Neal Buehe about potential board candidates with legal background/expertise.
- Kris and Anita will develop a one-pager on the NDO.
- Kris will meet with current MF board members in January to begin to assess their continued interest in the NDO.

**Meeting concluded** at 9:50 am.

**Next meeting:** December 27, 2022

**Respectfully submitted by:** Ralph Scorpio