



**DRAFT**

**CSJ Ministries Inc. [Placeholder Name]  
Nomination & Governance Committee  
July 15, 2024  
MINUTES**

**Present:** Kevin Berg; Anita S. Duckor, CSJC; Karen Gervais; Stacy Jacobson (joined at 9:16 a.m.) Jean Wincek, CSJ

**Staff:** Lacy Sietsema; Matt Halley

**Excused Absence:** Beth Bird

**Location:** Via Zoom – Meeting began at 8:32 a.m.

**DEI:** Kevin opened with the CSJ Ministries, Inc. Modified Racial Equity Statement.

**Prayer:** Jean led the committee in prayer.

**Approval of Agenda**

DEI and a Board Handbook Update will be added to the agenda. With this modification, Jean moved and all present members voted to approve the agenda.

**Minutes:** The June minutes were presented for approval. Jean would like to correct the section below:

On page 2, step four – This should read that Anita will revise this section.

With this correction, Jean moved and Karen seconded to approve the minutes. All present members voted to approve.

**Proposed Nomination & Governance 2024-2025 Workplan**

Anita reviewed the committee work plan. Each committee should submit a plan that lists goals and a calendar. This plan can be customized. This will help committees determine their agendas. This work plan should list all committee members, ongoing projects, and accomplishments. Karen moved to approve the work plan and Kevin seconded. All present members voted to approve the work plan.

**Proposed Committee Annual Report**

The Nomination and Governance Committee has previously discussed having committees do an annual report. Jean provided Anita with a template that the Sisters use for their work. This report should be submitted at the end of the fiscal year. Karen stated that this template is straightforward and has great structure. Jean moved to approve the annual report template and Kevin seconded. All present members voted to approve the annual report template. Both the work plan and the annual report will go to the Executive Committee for discussion. These will also be added to the handbook.

## **Board Relations Networking Plan – Diversity Focus**

Matt has reached out to two people but hasn't heard back from them at this time. Anita will reach out to a couple of people as well. She is going to keep collecting potential names and resources.

## **Meeting w/Marjie Blevins**

Kevin has met with Marjie and she is ready to begin her term of service. She has done her homework and understands the challenges facing the NDO. Lacy will send her the Board Portal information. Marjie will look at the Committee Charters and determine where she would like share her expertise.

Matt asked for clarification of the process to introduce a potential new Board member. He has a connection who has expressed interest in joining the Board. This connection is a former St. Paul City Council member, she's well-connected, and knows how to access government systems and resources. Kevin knows this potential candidate and stated that a high impact candidate can help the NDO reach its long-term goals. Jean stated that the next step would be to ask for her to submit a resume. Matt will ask for this material and share it with the committee.

## **Revised Finance, Audit & Investment Committee Description**

Anita presented the Finance, Audit and Investment Committee description. The Finance Committee has come forward and would like the Investment portion to become its own committee. Anita has separated out the responsibilities and there will now be a Finance and Audit Committee and an Investment Committee. Brian Mallaro will be the Chair of Finance and Mary Lydon will Chair the Investment Committee. This will be brought to the Executive Committee this month and to the Board in August. There was a discussion about the bylaws. Jean suggested drafting a purpose for both committees. This will establish a clear delineation between both committees. Anita will draft this.

## **Committee Assignments**

Kevin reported no changes to the committee assignments. There is still an opening for the Advancement Committee Chair. Kevin suggested combining the Marketing and Advancement Committees. Kevin will discuss this with Joel Rainville, the current Chair of the Marketing Committee. Anita suggested moving forward with combining the bylaws.

Kevin stated that the CSJ Mission and Education Committee met last week and it went well. Matt reported that he and Anne Weyandt (Chair – Programs and Opportunities) will be meeting with potential consultants on the Wisdom Ways project.

## **Board Attendance**

Board attendance was excellent overall for the 2023-2024 fiscal year. Only one committee has meet for the 2024-2025 fiscal year.

## **Board Recruitment**

There was a discussion and review of the Board Recruitment process. Karen suggested incorporating the elements in steps 1 and 5. Karen reread step 1 and thinks it needs to be reworded: "...inventory of skills and the diversity of the current Board." Karen added that step 6 should list who is responsible.

## **Board Handbook**

Karen would like to review the elements within the Conflict-of-Interest form. She would like to discuss this with Jean. She has a possible conflict due to her work with MN Center for Healthcare Ethics. Jean and

Anita will set up a separate meeting to talk through this with Karen.

Karen stated that she is part of the Sarah's... an Oasis for Women advisory group and Cheryl is currently working on developing a Code of Ethics. Karen has offered to share her expertise in this area.

Karen reported that she is still in the gathering phase on the DEI project.

**Other**

Anita stressed the importance of the upcoming Board Education session. There will be a Board meeting within this session. Matt said that the NDO name will be presented and there will be a presentation on the importance of branding and marketing.

**Meeting concluded** at 9:51 am.

**Respectfully submitted by:** Lacy Sietsema, CSJ Ministries Inc.