DRAFT

Nomination & Governance Committee
February 16, 2025
MINUTES

Present: Kevin Berg; Anita S. Duckor, CSJC; Karen Gervais; Steve Kenney; Jean Wincek, CSJ

Staff: Lacy Sietsema; Matt Halley

Excused Absence: Anne Weyandt

Location: Via Zoom – Meeting began at 8:30 a.m.

DEI: Kevin read the Accola DEI Statement.

Spiritual Centering: Karen led the committee in spiritual centering.

Approval of Agenda
Anita presented the agenda for approval. Hearing no changes to the agenda, Karen moved to approve and Jean seconded. All present members voted to approve the agenda.

Minutes
The December minutes were presented for approval. Hearing no changes or corrections, Steve moved to approve the minutes and Karen seconded. All present members voted to approve the minutes.

Board Committee 2025-2026 Goals
Anita reviewed the goals and reported that the committee is on track to meet its goals.

Guidelines for Executive Sessions
Jean reviewed the new guidelines for future Executive Sessions. She stated that the purpose of these sessions is to provide the Board with the time and opportunity to address sensitive and confidential issues. She explained when the President should be included, and the role of the Board Secretary and Corporate Secretary will play in maintaining and making available Executive Session minutes.

The committee discussed having staff attend Board meetings, as well as the possibility of having the President attend Executive Sessions and Corporate Secretary remain to take notes. Jean stated that if the President and Corporate Secretary are called to remain in the Board meeting, it needs to be clear that Directors can leave the regular meeting.

There was a discussion about the importance of transparency and the need to balance openness with confidentiality. Feedback was given regarding the guidelines. Jean will revise the guidelines and bring this to the next Nomination and Governance Committee meeting.

Inclusion and Equity Statement
The committee discussed refining Accola's DEI Statement. Karen will share the CSJ Justice Commission's inclusion and equity statement. It was suggested that the refined DEI Statement be presented to the Executive Committee, which will allow all committee Chairs to provide feedback.

2026 Committee/Board Survey Questions
The committee reviewed the Board and Committee Survey Questions. There was a discussion about the appropriate number of questions to ask Board and Committee members and the appropriate length of time for each survey. Jean reported that she took the time to review the Board Survey and narrowed down each category to two main questions. She will send these suggestions to Anita. There was a discussion about the data collection process and how this will be organized and summarized.

The Committee Survey will be reviewed at the March Nomination and Governance Committee meeting.

Conflict of Interest Policy
Matt reported that the Investment Committee is revising its policies and procedures and that Tiffany has identified some gaps in required language in the Board Conflict of Interest Policy. There needs to be some language that specifically pertains to the Investment Committee. The committee discussed revising the current Conflict of Interest Policy for the whole Board, as any potential conflicts need to be disclosed. It was decided that the Nomination and Governance Committee would make a recommendation to the Executive Committee, which would then approve on behalf of the Board.

The approved policy will be updated in the Board Handbook. The bylaws will need to be revised and presented to the Board. This will be added to the June Board agenda.

Board Attendance
Lacy reported that overall Board and Committee attendance is good. Angela Schreiber, CSJ has requested an extension of her leave of absence due to health reasons. Steve reported that Brian Mallaro has resigned from the Board. The committee discussed potential Board nominations, especially since the Finance Committee Chair position is open. Steve will serve as Chair until a replacement is appointed.

Board/President Performance Process
Anita reported that she would like to work with Matt on the President's Performance Survey and incorporate questions that would provide meaningful feedback for him. She

and Matt will work on this and present a list of questions at the April committee meeting.

Meeting concluded at 9:47 a.m.

Respectfully submitted by: Lacy Sietsema, Accola