

**June 17, 2022**

**Board Meeting Agenda & Minutes - Approved**

- Opening Round - 10 min
- Board Roles & Responsibilities Presentation by Carla - 20 min
  - Mission, Vision, Values
  - Board Structure
  - Roles
  - Committees
  - Relationship with ED
  - Relationship with staff
  - Board Effectiveness/ Assessment
- Clarifying Question Round - 15 min
- Discussion - 20 min
- Chair Update - Follow-up from last board meeting - 10 min
- Next Steps - 10 min
- Closing Round - 5 min

**Attendees:**

1. Raghu - yes
2. Jenny - yes
3. Jay- yes
4. David - yes
5. Meghna - No (communicated in advance of absence)
6. Rania - yes
7. Guilbert - resigned from the board effective May 2022
8. Monica - yes
9. Audrey - no (communicated in advance of absence)
10. Cindy - yes
11. Francois - yes
12. Ashwani - no (communicated in advance of absence)

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**Opening Round**

- each participant checked in with highlights

**Minutes**

- Raghu still reviewing minutes from last board meeting and Executive Committee meeting. Will send electronically for approval.

**Presentation from Carla**

- The overall role of the board
- Top 15 board governance mistakes
- Where do we go from here

**Clarifying Questions**

- Jay is in his 7th year and our bylaws state directors should only serve 6 years

- We need to update our bylaws; this process has already started with a consultation with lawyers in MA that suggested we wait until we finish updating our strategic plan (as that will impact our bylaws).
- What about members not paying dues? This has happened before
  - Need to ensure bylaws are clear and enforce them
- Guidelines on board effectiveness and who makes what decisions?
  - Lots of info out there
- In the governance manual that was sent by Meghan a few weeks ago, we had a really clear table on delegation to ED with a series of tasks; you see what is supposed to be decided by ED vs board or chair, secretary, etc.
- Effectiveness regarding COVID and many of us not having a chance to spend a couple of days together in person. What have you seen other boards do in these circumstances?
  - It's all over the map. Some boards have decided they're going to meet virtually
  - Some boards have decided to meet in person and have testing protocols
  - No prescription. Has to do with tolerance for risk. All boards are not doing the same thing
- One challenge has been getting consistent board participation. Have you seen success with having retired folks serve on boards?
  - Sometimes it's written in the organization's bylaws to allow this or a certain amount of time after retirement
  - Not seen any consistent approach; unique to org
- What is the role of ED in recruiting board members?
  - It's the board and senior executive that are active in recruitment
  - Given the role of ED, they often meet good candidates
  - This is a board responsibility
- Francois - refer back to Gov Doc; currently lists the board

## Discussion

- Thanks to Carla for the presentation; really clarifies what the board is about
- What it is and what it isn't
- Could be interesting to put these slides in onboarding materials
- Is there a governance committee?
  - There was but it got absorbed by Executive Committee a few years ago
- Carla's suggestion is to have a governance committee
- Raghu thinks Raghu should be involved in governance
- Jenny is curious whether Ex Com should take on the role of governance
- Raghu thinks we need a specific governance committee
- Meghan thinks having a specific gov committee could help with board engagement (having folks outside of ex com having a particular role)
- Cindy thinks we should have a governance committee
  - At some points, there may not be active work but that's okay
  - Even if they ensure we're just adhering to our rules/protocol
- David is not sure this is worth our time or the best way to advance AASHE. The folks who have questions can work on solutions
- Monica helped Trina all those years ago. It can be a painful experience going thru all the details in governance and we need to find someone willing to do it. Not sure about Ex Com.
- Raghu sees governance as part of our job as board members
- Rania is not a huge fan of many committees; things get lost. Apart from who is willing, who has the skills to do the job. What is the right way to do this? How to engage the board to stay motivated and accountable to deliverables or is there something that you fail to deliver, are there

repercussions? The main focus should be the goals of AASHE; helping institutions promote sustainability

- Jay - fairly easy decision. Recruit folks who want to do this and make it happen. Connect this work with recruitment and ensure active board members who contribute meaningfully. A committee or task force sounds great.
- Francois - contrary to David, I'm interested in this topic. I'm not a lawyer or specialist in this but really interested in organizational governance and structures. We have 85 pages in the governance manual; even if the mandate is to revise this document and update them, my intention would be to trim this down significantly. There's no way anyone would get through this document. We need to embody them. See what we're proposing with the gov doc, tackle the 15 board mistakes that Carla presented, and identify governance items to ensure we don't make these mistakes. Matching our structure to ensure we're advancing best practices
- Jenny - thank goodness we have different strokes for different folks! Can we come up with a list of the problems facing our board and see if/how they align with the 15 common board mistakes that Carla presented? Are there governance strategies to address our current challenges? E.g. Expectations around attendance and participation.
- Outcomes: Meghan, Francois, Raghu & Allison will meet to address the next steps with Governance Manual and updating
  - Timeline - this group will share updates with a draft proposal in August
  - Final approval this fall.
- Jenny - include an annual assessment of board (including dynamics)

#### **Chair Update**

- Following up on the last board meeting about the ED review
- Raghu talked with Carla twice and Allison once since then
- Carla didn't know why the staff review and ED review were conducted at the times they happen
- Staff feedback should be anonymous
- During the meeting with Carla, Raghu had raised concerns about possible retaliation if staff feedback anonymity is not maintained

#### **Next Steps**

- Governance call with Raghu, Francois, Allison & Meghan
- Send minutes for approval from past several meetings

#### **Closing Round**