

**Governance Structure Committee
Minutes
October 13, 2017
Legislature Chambers**

Present: Judy Drake, Kevin Levine, Mack Cook, John Fracchia, Bud Shattuck
Excused: Rich Goldman, Olivia Hersey
Guests: Don Barber, Executive Director; Steve Locey, Consultant (via conference call)

Call to Order

The meeting was called to order at 3:38 p.m.

Approval of Minutes – August 18, 2017

It was MOVED by Mr. Cook, seconded by Mr. Shattuck, and unanimously adopted by voice vote by members present, to approve the minutes of the August 18, 2017 meeting. MINUTES APPROVED.

Discussion of Input by Board of Directors

The Committee discussed comments made by Directors at the September 28 Board of Directors meeting. Mr. Levine questioned if moving to a representative model was being removed from consideration and if focus was now going to be on a model where every participant has a seat and the best way for that to happen. There was agreement by the Committee that there was no interest expressed by the Board of Directors in pursuing the representative type of model. Mr. Cook said he does not think the Consortium has reached a point where it has a non-functioning Board but that may likely come at some point in the future. If that happens the work this Committee has done will be useful. He thinks the option to give committees more authority is a good option and that could be pursued in the future.

Mr. Fracchia suggested considering a threshold at which the Board would take another look at this. Based on comments at the Board he suggested exploring 1) an option for someone who wants to be engaged but is challenged due to the geographic location and 2) looking at alternative meeting locations. TC3 was suggested as a possible meeting location that could be looked into. Ms. Drake said she likes the Rice Conference Room and suggested a different layout of the space for Board meetings.

It was noted that for 2018 it is already known how many Directors will be on the Board and Mr. Barber said in mid-2018 information will be available on potential new participants in 2019 which will allow time to prepare.

Following discussion, there was consensus to recommend to the Board that meetings be held in March, June, August (informational budget meeting), September, and November. Mr. Cook said he doesn't expect this to be a long-term solution and can also see other work for this Committee in the future. Mr. Barber spoke of the Joint Committee on Plan Structure and Design and said there are many municipalities coming into the Consortium that do not have labor unions and for a variety of reasons there are also many labor unions that are not participating. There are five labor seats on the Board of Directors and efforts to fill all of those seats have been unsuccessful and in 2019 labor will be entitled to another seat on the Board of Directors due to the formula that is set in the Municipal Cooperative Agreement. Mr. Barber said the work of the Board will continue if labor seats are not filled but labor will have fewer voices and this point has been made and discussed at the Joint Committee meetings.

Ms. Drake said this was also discussed by the Executive Committee and concerns raised included whether this would impact quorum at some point and non-attendance by participants being included as a finding in the State audit. She thinks at some point the formula for labor representation on the Board needs to be addressed by either stipulating a maximum or tying it to the number of municipalities that have a labor union. Mr. Cook said he was a member of the subcommittee that recommended the revisions to the formula for labor participation. At that time they did not anticipate the growth the Consortium has experienced as well as the number of small municipalities without unions that would join. Ms. Drake said she suggested to the Executive Committee that language be drafted to present to the Joint Committee for discussion that would revise the formula for labor participation.

Strategies for Achieving Informed Board Members

There was discussion of other work this Committee could do. Regarding having an informed Board, Mr. Barber said there is the Newsletter, retreat, and face-to-face and webinar meetings but there are other things that can be done, including setting expectations for commitment by Board members. During discussion of the importance of having an informed Board of Directors it was noted that a municipality can appoint a Director who is not an elected official or a resident of that municipality; the only stipulation is that a Director cannot represent more than one municipality.

Ms. Drake suggested changing the format of the next retreat to include a social time and Mr. Barber said he will prepare some options that the Board can consider that will perhaps include using TC3 as a venue. A question was raised as to whether an alternate location would allow for the retreat to be videotaped and Mr. Barber said that could still be done. Mr. Fracchia suggested consideration could be given to videotaping Board meetings as another form of communication.

Mr. Fracchia questioned whether there is a way to find out how much experience a new Board member has for the purpose of determining where there may be gaps in onboarding Directors and developing a meaningful way to help with that. He also suggested that a personal conversation could be held during the onboarding process to inform new Directors of Committees and to talk about serving. Mr. Barber said all of these items are included in the New Director Orientation which occurs in February. Mr. Cook noted the Board of Directors has experienced good attendance and has not had a problem with quorum.

In response to a question by Mr. Fracchia of whether there should be discussion of the Consortium's rate of growth it was stated that the Audit and Finance Committee is starting to discuss looking at things other than financial data of a municipality that is requesting to join. Ms. Drake added that the Executive Committee also discussed expanding the structure of committees in a strategic way to ensure there is broad representation.

Next Steps

There was consensus to report to the Board on this the Committee's discussion and to:

- Provide a recommendation to the Board of Directors at its November 16 meeting that meetings be held in March, June, August (informational budget meeting), September, and November;
- Recommend that this Committee not to disband;
- Defer discussion of the participation of Directors to the Executive Committee; and
- Encourage discussion continue at the Joint Committee on Plan Structure and Design about labor participation

Adjournment

The meeting adjourned at 4:51 p.m.