

**Cincinnati Preschool Promise
Governance Committee Meeting**

United Way of Greater Cincinnati, Strong Families Room
Minutes of January 9, 2020, 9:00AM – 10:00 AM

Board Members Present:

Deborah Mariner Allsop, Terri England, and Marcia Futel

Members Absent:

Micah Kamrass

Cincinnati Preschool Promise Staff Present:

Chara Fisher Jackson, Executive Director

Members of Public:

Paul Briedenbach
Sandra Ward

1. Welcome, Call to Order:

Deborah Allsop welcomed the Governance Committee members and opened the meeting at 9:04 AM.

ACTION: A motion to approve the agenda was made by Marcia Futel and seconded by Terri England. The motion was unanimously approved.

Deborah Allsop requested a motion to approve the minutes of November 7, 2019.

ACTION: A motion to approve the minutes of November 7, 2019 was made by Terri England and seconded by Marcia Futel. The motion was unanimously approved.

2. Review of Revised Governance Principles for January Board Approval

The committee discussed the revised governance principles and agreed:

- With the addition of the Board Chair term limitation in the Governance Principles, succession planning will needed to be defined along with a timeline for any future incoming Board Chairs.
- As the officers were originally appointed by the trusted entity, the role of the trusted entity will also needed to be reviewed and revised if necessary in the Principles.
RECOMMENDATION: Look at teeing up the discussion of trust entity at the Executive Committee in the next couple of months.
- With reference to Board Committees in the Principles, each standing committee should have a written charter which should be reviewed and approved by the CPP Board.

ACTION: Draft of each standing committee charters to be presented to the Governance Committee for review at the March 4 meeting.

- Evaluation of the present CEO/ED will occur after her one year anniversary which will be an agreed upon date nearest October 28, 2020. The Governance Committee should recommend a process and tools for conducting the evaluation.
- With reference to page 6 of the principles document, under Executive Sessions, the guideline sheet around Executive Sessions should not be included in the revised principles.

3. Review of Annual Governance Task Force Calendar with specific discussion on Board Education/Professional Development:

The committee reviewed the annual governance task force calendar.

- With reference to the CEO/ED contract, there is a 120 days plan that will be reviewed and discussed by the Executive Committee. This is more of a conversation/discussion and is not a formal evaluation. The committee does not need to do anything in this regard.
- Under Board education/professional development program, CPP will like to implement a joint CPS training for Board members and staff.

ACTION: Governance Committee to recommend at January 28 Board meeting that all board members attend the joint CPS training. The purpose of the training is to ensure messaging and positioning is uniform as CPP prepares for what it is coming in the Fall.

- Preparation of the board for CEO evaluation will be probably in November.
- A draft of the present skills matrix will be shared with the committee in March and put on the agenda for the March 4 meeting.

ACTION: Chara to share the skills matrix with Marcia Futel and send an update to Deborah Allsop for review.

- Board self-evaluation to be put on the March 4 meeting agenda.
- Nomination of board officers is done by the Governance Committee. Deborah Allsop has requested to resign as a secretary. Each entity has an officer (Chair – UWGC, Treasurer – PF and Secretary – CPS). The next secretary will need to be a CPS elected CPP Board member. The Committee to work on identifying a new secretary before September 2020.

ACTION: Chara and Lesley to sync the committee meetings dates with the calendar and bring back to the Committee in March.

4. Update on Conflict of 2019 Conflict of Interest Forms:

- 2019 Conflict of Interests was reviewed by Deborah Mariner Allsop who will note to Jacob Purcell that this set of forms do not seem to require his reviews because there were no conflict found. Deborah will apprise the committee of Jacob's response with respect to any further review.
- It has requested that Katz Teller draft a conflict of interest form for staff.

5. Appointment of Katz Teller Attorney as Agent for Service of Process:

- It is recommended that Katz Teller Attorney act as agent for service of process. This requires formal approval by the CPP Board. Item to be put on January Board meeting for approval.

6. Executive Director/CEO Update:

Chara Fisher Jackson presented a brief update to the committee.

7. Adjourn:

A motion to adjourn was made by Terri England and seconded by Marcia Futel. The motion was unanimously approved.

Future Governance Committee Meetings:

- March 4 – 9:00 to 10:00 AM – Strong Families, 4th Floor
- May 7 – 9:00 to 10:00 AM – Strong Families, 4th Floor
- August 6 – 9:00 to 10:00 AM – Strong Families, 4th Floor
- September 10 – 9:00 to 10:00 AM – Strong Families, 4th Floor;
- October 29 – 9:00 to 10:00 AM

Submitted by Lesley Nunn, Senior Administrative Assistant
Cincinnati Preschool Promise