

To: Governance Committee

From: Nancy Fischbach, Chair

Date: February 16, 2017

We will meet on

**Tuesday, February 21, 2017
8:00 AM
Community Foundation of Middlesex County
Downstairs Conference Room**

Our tentative agenda will include the following:

1. Minutes of November 8, 2016 meeting – Attached (Document A)
2. 2017 Priorities and Discussion Items – Attached (Document B)
3. Committee Self-Evaluations Updates
4. Board and Committee Planning
 - a. Leadership – Attached (Document C)
 - b. Demographic Composition
5. Youth Involvement
6. Advisory Councils – Role at CFMC
7. Fund Committee Guidelines – Update
8. Grant Policy Update – Multiple Applications/Single Fiduciary
9. Subcommittee Updates
 - a. National Standards
 - b. Nominating
 - c. Honors Program
10. Geographic Affiliates – Preliminary Planning – Attached (Document D)
11. New Business
12. Next Meeting Date – Wednesday, May 10, 2017

Please contact Cynthia at 860-347-0025 or Cynthia@MiddlesexCountyCF.org regarding your attendance.

COMMUNITY FOUNDATION OF MIDDLESEX COUNTY, INC.

Minutes of the Governance Committee
Conference Room
211 South Main Street—Middletown
November 8, 2016

Presiding: Nancy Fischbach, *Chair*

Present: Nancy Fischbach, Cynthia Clegg, Richard Tomc, David Director, Tim Geelan, Herb Clark, Anna Wasescha, John Biddiscombe and Wally Jones, *Ex Officio*

Absent:

Call to Order: Chair Fischbach called the meeting to order at 8:01am.

Minutes

Upon a motion made by Mr. Clark and seconded by Mr. Tomc the Governance Committee VOTED to approve the minutes of the meeting of October 5, 2016 as written.

Discussion on Nominating Subcommittee

There was a brief discussion regarding the Nominating Subcommittee. Andre McMillan is now a Board member. Deb Moore will also be on the Board and will be on the Development Committee. Ms. Fischbach discussed the proposed slate of officers (attached). The Board will consider the Slate of Officers at the next Board meeting.

Ms. Fischbach discussed the Committee composition and leadership. We are continuing with virtually all the same committee members. It was noted:

- Mr. Shaw has asked not to serve as co-chair of the Audit Committee.
- Jean LaTorre and Marc Levin have agreed to serve on the Audit Committee.
- Ms. Wasescha should be removed from Development and placed on the Finance & Investment Committee.
- Mr. Capece will be contacted as to whether he will continue as the Finance & Investment Chairman.
- Discussions were held regarding the diversity that is needed on the Finance & Investment Committee and whether it is now appropriate to have community volunteers (non-board members). It has been our policy to not have volunteers on Finance & Investment Committee. Mr. Clark stated that this was set up at the beginning this way for confidentiality. He feels it would be beneficial to now have volunteers on Finance & Investment Committee. Mr. Geelan agreed.

Upon a motion made by Ms. Wasescha and seconded by Mr. Director, the Governance Committee unanimously VOTED to recommend to the Board of Directors the addition of no more than two volunteers on the Finance & Investment Committee.

Other Committee Information

- The Grants Committee is represented by the community at large with its current makeup. One additional community volunteer should be considered.
- Marketing and Development will have Mr. Abely and Mr. Rainey as co-chairs. Ms. Gregory will be the liaison between the Marketing and Development Committees.

- Mr. Director will Chair the Personnel Committee.
- Strategic Planning is an ad-hoc committee that will be evolving.
- There was a discussion about a Board Member's father serving on the Audit Committee. There was a consensus by the Governance Committee that there is no conflict of interest.

National Standards

Ms. Fischbach thanked Ms. Wasescha for her help in writing the Education Award Policy. The policy was discussed.

Upon a motion made by Ms. Wasescha and seconded by Mr. Clark the Governance Committee unanimously VOTED to recommend the Education Award Policy dated 11/5/16 to the Board of Directors for their consideration.

Old Business

Committee Self Evaluation

The evaluation forms have moved online. All evaluations will be complete by the end of the first quarter 2017. There is an embedded box in the form for additional comments. The comments are to allow additional conversation by the Committee Chairs with their members. One comment box at the end was suggested rather than after each question. The evaluation should allow people who may not be comfortable talking in a meeting the ability to give their opinion. Open ended questions become difficult for staff to analyze. The Committee agreed that it is not beneficial to have names on the evaluation.

Upon a motion made by Mr. Geelan and seconded by Mr. Clark the Governance Committee unanimously agreed to have one comment box on the bottom of the existing form and to not include the name of the person submitting the form.

Old Business

By-laws Minor Updates

The By-Laws with minor changes have been sent to members via email. The Fund Committee Guidelines are still being reviewed.

New Business

Ms. Fischbach distributed a draft organizational chart of the Community Foundation. Suggestions for updates were discussed.

Next Meeting Date

The next meeting is February 21, 2017. Ms. Fischbach distributed a listing of meetings for 2017. It was suggested that it may be beneficial to use Outlook Calendar so that meetings are documented properly.

Adjournment

The meeting was adjourned at 9:00 am.

Respectfully Submitted,

Kelley Frazier, Board Clerk

**GOVERNANCE COMMITTEE
2017 TASKS AND PRIORITIES**

	ISSUE, TASK or QUESTION	COMMENTS
	Advisory Councils & roles at CFMC	NEW 2/21/17
	Committee Planning (leadership and demographic composition)	NEW 2/21/17
	Leadership Evaluations (grid)	NEW 10/5/16; NF & CC to simplify for consideration
	Youth Involvement	NEW 2/21/17
In Progress	Committee self-evaluations	3/8/16: Rating form to Governance prior to 5/18 meeting for discussion at that meeting. 6/27: Procedures for evaluation to be drafted for distribution at August board meeting. DONE Oct. 2016: Individual committee evaluations underway. Will continue into 2017.
ON GOING	How to address board and committee lack of diversity (age, race, gender, etc.)	important issue for Nat'l Standards. Must be in minutes as being discussed. Discussion should be on quality of candidates and needs of the organization, too. 3/8/16: discussed at length. Understanding of multiple "communities" which should be represented
DONE, but always on going	Pursuit of candidates (board and committee) from East of river (see 5/13/14 minutes for some names)	3/8/16: candidate for consideration to be asked to join Strategic Planning with potential of Board for 2017. Being addressed at 7/22/16 Nominating Subcomm meeting Candidate asked, accepted and voted by Board Oct. 2016
On Going	Menu of Board member criteria: skill set, circles of influence, geography, age, etc.	In discussing potential board members, the needs of CFMC as an organization should be front and center (i.e. skill sets) as well as geography, interest, diversity. 3/8/16: also noted skill sets which will be "lost" over next couple of years due to members rotating off board 6/27/16: to be addressed by Nominating SubCommittee

	ISSUE, TASK or QUESTION	COMMENTS
On Going	Do we need to get some physicians involved with CFMC? (mentioned at 3/11/14 meeting)	6/27/16: to be considered by Nominating Subcommittee
	Need to distribute to all the most current versions of all documents. (Generally we get revisions piecemeal, but not fully revised documents.)	To go on portal 3/8/17: Past directors to get Board agenda, minutes and President's Report
	Amend Bylaws to list and include duties of Vice Chairman/men. Include limit as to how many there can be. Include in duties "to serve as Chairman's delegate to committees"	NEW 7/14/16; to be part of next ByLaws package of amendments
	Create guidelines for fund committees. Include language advising "must adhere to fund agreements and donor intent as interpreted by senior staff".	NEW 7/14/16
	Policy regarding multiple grant applications from same fiduciary entity	NEW Oct. 2016; Governance to wait for comments from Grants Committee
	Recommendation for all directors to attend 1 - 2 committee meetings as guests each year	NEW 10/5/16;

Geographic Affiliate

While the term “geographic affiliate” is used in many different way, for the purposes of National Standards*, a “geographic affiliate” is defined as a component fund (or collection of component funds) established within or by the community foundations, serving a defined geographic region and under a common advisory group. These affiliates operate under the legal auspices of the Community foundation. For example, a fund that serves a particular county in your service area with its own advisory board but whose activities are under the auspices of the Community Foundation would fall under this definition. In contrast, a women’s fund serving the entire Community Foundation’s service area would not meet this definition. Separately incorporated charities are also not covered by this definition.

*Note: The Community Foundation of Middlesex County is accredited by the Council of Foundation’s National Standards Board

Killingworth Foundation
February 6, 2017
Overview Geographic Affiliates

Every community has its own unique set of issues, needs, and opportunities. The Community Foundation of Middlesex County's local (geographic) affiliates are center points from which families can more effectively target specific charitable objectives in their community.

While geographic affiliates leverage the benefit of pooled resources, experienced investment and administrative support, and credibility of the Community Foundation; it is still the home-grown, home town philanthropy that makes the difference in the communities they love. With its own advisory board of local leaders, a local geographic affiliate is organized as a permanent vehicle to enhance the quality of life for the citizens in a specific geographic region.

Our Affiliate Funds are designated to support a particular geographic area. Each affiliate is overseen by a committee of local leaders charged with educating their neighbors about creating a "charitable savings account" to benefit the community and making decisions about grant distributions based on an individual affiliate's priorities.

Affiliates benefit from the administrative and communications support and guidance and philanthropic expertise provided by The Community Foundation of Middlesex County, as well as the dedication and vision of local leaders within the communities being served.

Additional Information:

- Researched other options; many required additional IRS filing requirements.
- Sought advice of legal counsel on options. All recommended Local Geographic Affiliate Model.