

To: Governance Committee
John Biddiscombe, Herb Clark, David Director, Tim Geelan, Anna Wasescha
And Wally Jones, Ex Officio

From: Nancy Fischbach, Chair

Date: May 11, 2016

We will meet on

Wednesday, May 18, 2016
8:00 AM
Community Foundation of Middlesex County
Upstairs Conference Room

Our tentative agenda will include the following:

1. Minutes of March 8, 2016 meeting – (Document A)
2. Discussion Items
 - Governance Committee Self-Evaluation – (NOTE: Separate PDF with Guidelines)
 - Subcommittee Updates – Nominating and Past Directors
 - Governance Committee Guidelines – Proposed Revisions (Document B)
 - Committee Structure and Requirements
 - ✓ Composition –Current and Past Directors; Community Volunteers - (Document C)
 - ✓ CFMC Committee List - (Document D)
 - ✓ 2016 Tasks and Priorities - (Document E)
 - ✓ Term Limits/Attendance/Quorum Guidelines – (Document F)
 - Leaves of Absence/Terms
 - Guidelines (Past Directors)
3. Honorary Recognition Program Update
4. Board Mentoring Program
5. Preliminary Discussion on Board Openings, Potential Nominees
 - Board List with Terms – To Be Distributed
 - Discussion on Skills/Expertise Required
 - Potential Nominees
6. Committee Openings and Requirements
7. Old Business
 - Document Distribution
8. New Business
9. Next Meeting Date – Tuesday, September 13, 2016

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

March 8, 2016

Presiding: Nancy Fischbach, *Chair*

Present: Tim Geelan, Nancy Fischbach(via conference call), Cynthia Clegg, Herb Clark and Wally Jones, *Ex Officio*

Absent: John Biddescombe, David Director, Anna Wasescha

Call to Order:

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

1. Minutes

Upon a motion made by Cynthia Clegg and seconded by Herb Clark the Governance Committee **VOTED** to approve the minutes of the meeting of November 10, 2015 as written.

2. 2016 Priorities and Discussion Items

Ms. Clegg distributed the 2016 Tasks and Priorities List.

Committee Self-Evaluation

This task is a high priority. A ratings sheet will be sent to Governance members prior to the May 18th meeting for members to complete so that results can be discussed (without scores being compiled) at that meeting. If we find that a compilation of the information would have been beneficial, another committee will be picked as a test for June and a compilation will be done before the committee meets so that the results can be discussed. A full rollout will occur in July for all committees. Two years of agendas and minutes should be distributed to the committees via the portal, along with committee guidelines.

Establishment of Subcommittees – Nominating and Past Directors

Nominating and Past Directors sub committees will be formed. John Biddiscombe will chair the Past Directors Committee. The Past Directors Committee will gather input in a more formalized fashion and will provide valuable insights from former board members. This committee will have strategic high level input. Discussions ensued around whether this should be a subcommittee of Governance. All members agreed that this should be an Ad Hoc committee of the Board. At this time, Mr. Biddiscombe and Mr. Kirkpatrick are members of this Committee. Two or three other representatives will be chosen, but all will not be past directors. Mr. Jones and Ms. Clegg will contact other representatives for this committee.

The Nominating Committee is a subcommittee of Governance. This committee will recommend a slate of officers and potential board candidates. This committee should be formed in the next couple of weeks. It is appropriate to have past and present directors on the Nominating committee. We want some diversity of experience and geography. Mr. Jones will be the contact for any recommendations.

□ Board Recruitment/Board Attributes

All understood the Foundation must continue to be sensitive to the make-up of our community and pay close attention to representing the demographics of Middlesex County with respect to ethnicity, geography and gender. In addition, representation from the LGBT community, the major institutions/businesses (such as Wesleyan, Middlesex Hospital, Pratt & Whitney, Liberty Bank, etc.) and religious communities are considered. These should be added to the attribute list. Nominating will be charged with considering current board representation of various attributes, as well as looking forward to losses from board members who will be rotating off in a year or two.

□ Committee Structure and Requirements

-Term Limits

In general, committee members to be limited to three 3-year uninterrupted terms on one committee. This will be phrased in the Guidelines to ensure flexibility. There are to be no lifetime limits. The ideal size of individual committees were also be reviewed.

-Composition-Current and Past Directors; Community Volunteers

There was lengthy discussion regarding the committee composition. See attached chart for committee detail. These guidelines will be proposed to the Board.

-Attendance

All members agreed that we need guidelines, but we need to accommodate those committee members who make significant contributions outside of the meetings. Ms. Fischbach will draft this section and present it at a future meeting.

-Quorum

If changes are made, this would require a change to the By Laws. The current By Laws require a quorum. All members agreed that a quorum requirement is not best for committees since they primarily make recommendations to the Board on policy, financial and similar matters. Since the By Laws will need an amendment, Ms. Fischbach and Ms. Clegg will review them along with Certificate of Incorporation for other implications of Section 2.7 of the By Laws on committees. Ms. Fischbach will contact Mr. Tomc for assistance.

3. Full Roll Out-Honorary Recognition Program

We are working towards a mid-September event. Staff wanted clarification as to whether they can nominate for the recognition program. It was recommended that staff should contact a Board member to suggest someone for consideration.

4. Preliminary Discussion on Board Openings and Potential Nominees

Board reviewed the five top-of-the list prospects. One prospect has been on a CFMC committee for sometime and will be invited now. Two others will be considered toward the end of the year. The other two are under consideration. It was confirmed that CFMC will continue to place board members in the class starting on the next January 1st. Someone starting on the Board mid-2016 would be a member of the class of 2019.

5. Committee Openings and Requirements

Discussed previously.

6. Old Business

-Document Distribution to former Board Member

The agenda and minutes are now available through the portal. Ms. Clegg will also post the Presidents' report in the portal.

7. New Business

None

8. Next Meeting Date

Tuesday, May 18, 2016. Note that this is a new date. We are adding a meeting June 21st or 22nd to cover the honorary recognitions.

Adjournment

The meeting was at 9:35am.

Respectfully Submitted,

Kelley Frazier, Board Clerk

**COMMUNITY FOUNDATION OF MIDDLESEX COUNTY
BOARD OF DIRECTORS
2016**

Wallace C. Jones
Chair

Moira Bessette Martin
Vice Chair

Nancy Fischbach
Vice Chair

David Director
Treasurer

Clodhna M. Coles
Co-Secretary

Anna M. Wasescha
Co-Secretary

Cynthia H. Clegg
President & CEO

Brian J. Abely
John L. Boccalatte
Vincent G. Capece, Jr.
Timothy P. Geelan
Diana Gregory
Sharon K. Griffin
Marc L. Levin

Gregory P. Rainey
Gary P. Salva
Susan E. Sawchuk
Eric W. Thornburg
Richard W. Tomc
Meghan E. Whelen
Frantz Williams, Jr.

Past Directors

Janice M. Atkeson
John A. Barr*
Susan G. Barrett
John S. Biddiscombe
James W. Bixler
Marcia W. Bromberg
Jim Cama
Jean H. Caron
William C. Chatman
Herbert T. Clark III
Patrick J. Crowley
Dr. A. Edward Couch*
Russell G. D'Oench, Jr.*
Winona S. Goings

Daniel A. Hurley III
W. Campbell Hudson III
Marcia L. Kalayjian
Robert L. Kirkpatrick, Jr.
Suzanne D. Kitchings
Jean C. LaTorre
Joseph G. Lombardo*
Lyn May
Jane S. McMillan
Willard M. McRae*
Susan D. Merrow
Deborah L. Moore
Thomas J. Pastorello
David Preston

Mark W. Richards
Liz P. Riley
Sari A. Rosenbaum*
David M. Royston
David E. Sams, Jr.
Anita F. Saunders
Ralph H. Shaw II
Judith D. Schoonmaker
Susan Townsley
Patti A. Vassia
Charles W. Wiltsie, Jr.*
Joan S. Youngs

**deceased*

COMMUNITIES SERVED

Chester, Clinton, Cromwell, Deep River, Durham, East Haddam, East Hampton, Essex, Haddam,
Middlefield, Middletown, Portland, Killingworth, Old Saybrook, and Westbrook

2016 CFMC Committees

Board:

Wally Jones, Killingworth (*Chairman*)
 Brian Abely, Lyme
 John Boccalatte, Middletown
 Vincent Capece, Middletown
 Cynthia Clegg, Essex (*President & CEO*)
 Clio Coles, Deep River (*Co-Secretary*)
 David Director, Cromwell (*Treasurer*)
 Nancy Fischbach, Deep River (*Vice Chair*)
 Timothy Geelan, Old Saybrook
 Diana Gregory, Ivoryton
 Sharon Griffin, Durham
 Marc Levin, Haddam
 Moira Martin, Essex (*Vice Chair*)
 Greg Rainey, Ivoryton
 Gary Salva, Middlefield
 Susan Sawchuk, Clinton
 Eric Thornburg, Clinton
 Rich Tomc, Middletown
 Anna Wasescha, Middletown (*Co-Secretary*)
 Frantz Williams, Middletown
 Meghan Whelen, Old Saybrook

Standing Committees

Executive Committee:

Wally Jones, Killingworth (*Chair*)
 Vin Capece, Middletown (*Chair, FIC*)
 Clio Coles, Deep River (*Co-Secretary*)
 David Director, Cromwell (*Treasurer*)
 Nancy Fischbach, Deep River (*Vice Chair*)
 Moira Martin, Essex (*Vice Chair*)
 Anna Wasescha, Middletown (*Co-Secretary*)

Audit Committee:

Board

Brian Abely, Lyme
 Wally Jones, Killingworth (*Ex Officio*)
 Eric Thornburg, Clinton

Past Director(s)

Bob Kirkpatrick, Middletown
 Biff Shaw, Essex (*Co-Chair*)

Community Volunteer(s)

David Reynolds, Clinton

Bill Russell, Portland (*Co-Chair*)

Development Committee:

Board

Wally Jones, Killingworth (*Ex Officio*)
 Diana Gregory, Ivoryton
 Marc Levin, Haddam
 Gary Salva, Middlefield (*Chair*)
 Meghan Whelen, Old Saybrook
 Frantz Williams, Middletown

Past Director(s)

Deb Moore, Killingworth

Community Volunteer(s)

Lisa LeMonte, Old Saybrook
 Mauricio Salgar, Essex
 Kate Wolter, East Haddam

Finance Committee:

Board

Wally Jones, Killingworth (*Ex Officio*)
 Vincent Capece, Middletown (*Chair*)
 Rich Tomc, Middletown
 Anna Wasescha, Middletown

Past Director(s)

John Biddiscombe, Durham
 Herb Clark, Essex
 Bob Kirkpatrick, Middletown
 Deb Moore, Killingworth
 Dave Royston, Old Saybrook
 Biff Shaw, Essex

Community Volunteer(s)

Grants Committee:

Board

Wally Jones, Killingworth (*Ex Officio*)
 John Boccalatte, Middletown (*Chair*)
 Clio Coles, Deep River
 Nancy Fischbach, Deep River
 Sharon Griffin, Durham
 Susan Sawchuk, Clinton

Past Director(s)

Bob Kirkpatrick
Joan Youngs

Community Volunteer(s)

Laura Colebank, Clinton
Rona Malakoff, Ivoryton
Larry Marino, Portland
Penny Robiner, Durham
Sandy Rogers, Essex
Bill Russell, Portland
Elliott Zieky, East Hampton**

Governance Committee:Board

Wally Jones, Killingworth (*Ex Officio*)
David Director, Cromwell
Nancy Fischbach, Deep River (*Chair*)
Timothy Geelan, Old Saybrook
Rich Tomc, Middletown
Anna Wasescha, Middletown

Past Director(s)

John Biddiscombe, Durham
Herb Clark, Essex

Community Volunteer(s)**Personnel Committee**Board

Wally Jones, Killingworth (*Ex Officio*)
David Director, Cromwell (*Chair*)
Greg Rainey, Ivoryton

Past Director(s)

Bill Chatman, Essex
Deb Moore, Killingworth
Dave Royston, Old Saybrook

Community Volunteer(s)**Ad Hoc Committees****CBP Committee:**Board

Wally Jones (*Ex Officio*)
David Director (*Chair*)
Marc Levin

Past Director(s)Community Volunteer(s)

Cindy Bailey
Colin Burr
Owen Flannery
David Gilbert
James Mahoney
Bill McCann
Shawn McCann
Sue McCann
Bill McMinn
Laura Pedersen
Nancy Raczka
Ted Rossi
Mauricio Salgar
Dave Shulman
Liz Shulman
John Sullivan
Dan Zimmerman

Goodwin CommitteeBoard

Wally Jones (*Ex Officio*)

Past Director(s)

Bob Kirkpatrick
Patti Vassia

Community Volunteer(s)

David Bingham
Anthony Irving
Sue Merrow (*Chair*)
Judy Preston

Marketing Committee**Board**

Wally Jones (*Ex Officio*)
 Brian Abely (*Co-Chair*)
 Diana Gregory (*Dev. Cmte. Rep.*)
 Greg Rainey (*Co-Chair*)

Past Director(s)**Community Volunteer(s)**

Susan Daniels
 James Gomes
 Ralph Guardiano
 Sarah Wadle

Swaim Arts Committee**Board**

Wally Jones (*Ex Officio*)

Past Director(s)

Jane McMillan

Community Volunteer(s)

Mel Ellis
 Ashley Fong
 Marco Gaylord
 Jennifer Hadley
 Ellen Lukens
 Lee McQuillan
 Melissa Schilke
 John Hennelly

WF Grants**Board**

Wally Jones (*Ex Officio*)

Past Director(s)**Community Volunteer(s)**

Tracey Ohaus
 Barbara Edelstein
 Gail Gorton
 Christine Hall
 Kathy McRae
 Connie O'Brien
 Laura Pedersen
 Cathy Probolus (*Chair*)
 Jessica Scheff
 Marcia Wrubel

Boys Grants Committee**Board**

Wally Jones (*Ex Officio*)

Past Director(s)**Community Volunteer(s)**

Stephen Rednak
 Gary Parrington
 Bill Guerra (*Chair*)
 Alice Proctor
 Richelle Nelsen
 Clyde Hartson

ARF!**Board**

Wally Jones (*Ex Officio*)

Past Director(s)

Judy Schoonmaker (*Chair*)

Community Volunteer(s)

Chaleen Abely
 Nancy Cronin
 Melissa Lowrey
 Lindsay Lowell
 Kate Wolter

Katchen Coley Grants Committee**Board**

Wally Jones (*Ex Officio*)
 Anna Wasescha

Past Director(s)**Community Volunteer(s)**

Laney Bank
 Bill Wasch
 Christina Wasch
 Jane Harris

Honorary Recognition**Board**

Wally Jones (*Ex Officio*)
 Nancy Fischbach (*Chair*)
 Sharon Griffin
 Gary Salva

Meghan Whelen
Frantz Williams

Past Director(s)

Community Volunteer(s)

Former Board Members Committee

Past Director(s)

John Biddiscombe, Durham, (Chair)
Bob Kirkpatrick, Middletown**
Deb Moore, Killingworth (TBD)**
Dave Preston, Essex/Old Lyme**
Judy Schoonmaker, Essex**

New Subcommittees

Nominating

Board

Wally Jones (Ex Officio)
Nancy Fischbach, Deep River
Marcia Kalayjian, Clinton
Marc Levin, Haddam
Greg Rainey, Ivoryton

Community Outreach

Board

Timothy Geelan

National Standards

Past Director(s)

Bob Kirkpatrick, Chair

Community Volunteer(s)

Alison Mitchell**
John Talbott

Endowment Committee

Board

Wally Jones (Ex Officio)
Diana Gregory
Frantz Williams
Moiria Martin
Gary Salva
Meghan Whelen
Others (TBD)

Strategic Planning Committee

Board

Wally Jones (Ex Officio)
Moiria Martin
Sue Sawchuk

Past Director(s)

John Biddiscombe (Chair)

Community Volunteer(s)

Andre McMillian
Melinda Smith Miramant
Others TBD

20th Anniversary Gala

Board

Meghan Whelen

Past Director(s)

Deborah Moore (Chair)
Judy Schoonmaker

Community Volunteer(s)

Adam Calkins
Christine Hall
Dennis Pough

** Need to confirm with individual

GOVERNANCE COMMITTEE 2016 TASKS AND PRIORITIES

PRIORITY LEVEL (A - C)	ISSUE, TASK or QUESTION	COMMENTS
	Committee self-evaluations	3/8: Rating form to Governance prior to 5/18 meeting for discussion at that meeting.
	Formation of Nominating subcommittee and Past Director subcommittee	3/8: Past Directors to be ad hoc committee of Board. Nominating to be ready in a few weeks.
	Quorum rules for committees (mentioned at 5/22/13 meeting)	should it be the same as for the board? Agenda item for the March meeting. 3/8: Agreement quorums not needed for committees. By Laws change needed.
	Full roll out of Honors program	Proceeding toward a mid-September award event
	Committee term limits (mentioned at 10/2/13 meeting)	3/8: To be in guidelines as a guide, not hard fast rule.
	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: discussed at length. Understanding of multiple "communities" which should be represented
	Pursuit of candidates (board and committee) from East of river (see 5/13/14 minutes for some names)	3/8: candidate for consideration to be asked to join Strategic Planning with potential of Board for 2017.
	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: also noted skill sets which will be "lost" over next couple of years due to members rotating off board

PRIORITY LEVEL (A - C)	ISSUE, TASK or QUESTION	COMMENTS
	In considering geography for board and committees, should we look at individual towns or at regions?	3/8: mentioned towns are important
	Do we need to get some physicians involved with CFMC? (mentioned at 3/11/14 meeting)	
	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: Past directors to get Board agenda, minutes and President's Report
	Attendance "requirement" for Board, committees, such as must attend 50% / 70% (number to be determined) of meetings in any 12 month period unless "excused". What constitutes "excused"?	3/8: Guidelines to be added, allowing flexibility within 50% attendance requirement for committees
	Composition of each committee as to number of current directors, past directors and other volunteers.	3/8: Recommendation finalized subject to review by rest of committee then approval of Board for adding to individual committee guidelines

IDEAS REGARDING COMMITTEE COMPOSITION, TERM LIMITS AND ATTENDANCE

TERM LIMITS:

- Up to 10 years on any one committee, with flexibility

COMMITTEE COMPOSITION:

	TOTAL	CURRENT DIRECTORS	PAST DIRECTORS	VOLUNTEERS
Finance & Investment	10 +/-	no more than 70% of total	no more than 70% of total	none
Grants	10 - 15	no more than 4	no more than 2	at least 50% of total
Audit	5 - 7	at least 2	no more than 2	up to 2 if CPAs
Development	8 - 12	cumulatively with past directors, no more than 50% of total	no more than 2	at least 50% of total
Governance	6 - 8	at least 50% of total	no more than 50% of total	none
Personnel	4 - 6	no more than 60% of total	no more than 60% of total	none
Strategic Planning	5 - 8	cumulatively with past directors, at least 70% of total	no more than 3	no more than 30% of total
Marketing	5 - 10	cumulatively with past directors, no more than 50% of total	no more than 2	at least 50% of total

ATTENDANCE:

Failure to attend, either in person or by phone, at least 50% of meetings for any one committee during any 12 month period other than for medical reasons shall be considered a resignation from that committee unless, as determined by the committee chairman, Chair of the Board, and/or CFMC President, that individual makes significant contributions to the work of the committee outside of the meeting structure.

F

T E R M	Class of 2016	Class of 2017	Class of 2018	Class of 2019	Class of 2020	Class of 2018	Class of 2019	Class of 2020	Class of 2021
	Jan 1, 2014 - Dec. 31, 2016	Jan 1, 2015 - Dec. 31, 2017	Jan 1, 2016 - Dec. 31, 2018	Jan 1, 2017 - Dec. 31, 2019	Jan 1, 2018 - Dec. 31, 2020	Jan 1, 2016 - Dec. 31, 2018	Jan 1, 2017 - Dec. 31, 2019	Jan 1, 2018 - Dec. 31, 2020	Jan 1, 2019 - Dec. 31, 2021
1	J. Boccalatte (Middletown)	Sue Sawchuk (Clinton)	Meghan Whelen (Old Saybrook)						
1	Eric Thornburg (Clinton)	Brian Abely (M'town, Lyme)	Tim Geelan (Old.Saybk,G'ford)						
1	Frantz Williams (Middletown)	Clio Coles (Deep River)	Diana Gregory (Ivoryton)						
1	Greg Rainey (Ivoryton)								
2	Gary Salva (Middlefield)	Wally Jones (Killingworth)	Marc Levin (Haddam)	J. Boccalatte (Middletown)	Sue Sawchuk (Clinton)	Meghan Whelen (Old Saybrook)			
2		Moira Martin (Centerbrook)	A. Wasescha (Middletown)	Eric Thornburg (Clinton)	Brian Abely (M'town, Lyme)	Tim Geelan (Old.Saybk,G'ford)			
2				Frantz Williams (Middletown)	Clio Coles (Deep River)	Diana Gregory (Ivoryton)			
2				Greg Rainey (Ivoryton)					
3	N. Fischbach (Deep River)	Vinnie Capece (Middletown)	Sharon Griffin (Durham)	Gary Salva (Middlefield)	Wally Jones (Killingworth)	Marc Levin (Haddam)	J. Boccalatte (Middletown)	Sue Sawchuk (Clinton)	Meghan Whelen (Old Saybrook)
3	Dave Director (Cromwell)	Rich Tomc (Middletown)			Moira Martin (Centerbrook)	A. Wasescha (Middletown)	Eric Thornburg (Clinton)	Brian Abely (M'town, Lyme)	Tim Geelan (Old.Saybk,G'ford)
3							Frantz Williams (Middletown)	Clio Coles (Deep River)	Diana Gregory (Ivoryton)
							Greg Rainey (Ivoryton)		
	7 total: 1F, 6M	7 total: 3F, 4M	6 total: 4F, 2M	5 total: 0F, 5M	5 total: 3F, 2M	5 total: 3F, 2M			
	3 down, 2 Mtown, 2 up	4 down, 3 Mtown, 0 up	3 down, 1 Mtown, 2 up	2 down, 2 Mtown, 1 up	4 down, 1 up	3 down, 1 Mtown, 1up			

2016: 20 total / 8 female, 12 male / 10 down county, 5 Middletown, 4 up county / none east of river

Down County: Clinton, Westbrook, Old Saybrook, Essex/Ivoryton/Centerbrook, Deep River, Killingworth, Chester
 Up County: Haddam, East Haddam, Middlefield, Portland, Cromwell, Durham, East Hampton

*Italics: resigning at end of term

as of 4/19/16