

To: Governance Committee
John Biddiscombe, John Boccalatte, David Director, Tim Geelan, Rich Tomc,
and Wally Jones, Ex Officio

From: Nancy Fischbach, Chair

Date: September 5, 2017

We will meet on

Tuesday, September 26, 2017
8:00 AM
Community Foundation of Middlesex County
49 Main Street, Middletown

Our tentative agenda will include the following:

1. Minutes of August 8, 2017 meeting – (Document A)
2. Discussion Items
 - a. Report of Nominating Subcommittee – (Document B)
Committee and Board Recommendations - (Document C)
Leadership Recommendations – (Document D)
 - b. Former Board Guidelines – (Document E)
 - c. Technology Committee Guidelines –(Document F)
 - d. Committee Chair Questions – (Document G)
3. Old Business
4. New Business
5. Next Meeting Date – Tuesday, November 14, 2017

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

**Community Foundation of Middlesex County
Governance Committee
49 Main Street – Middletown, CT
August 8, 2017 8:00AM
Minutes**

Presiding: Nancy Fischbach, Chair

Present: Tim Geelan, Cynthia Clegg, John Boccalatte, David Director and Wally Jones

Unable to attend: John Biddiscombe, Rich Tomc

Ms. Fischbach called the meeting to order at 8:00 AM

1. Minutes of the June 6, 2017 meeting were unanimously approved on a motion by Mr. Jones and seconded by Mr. Director.

2. Discussion Items:

A. Report of Nominating Subcommittee

Review of the committees indicate that past directors serve on many subcommittees.

Nominating feels that past directors should not outnumber current directors and volunteers.

Ideas to manage this is may be to discuss having a suggested retirement age or length of service guideline. The guidelines currently state that the length of service guideline is 10 years.

Engagement in the community may also be considered, but this is subjective. There are critical committees which should not have more past directors than current directors. Finance and

Investment is currently being reviewed. Three choices to consider to meet the criteria is to grow the Board of Directors by 3 or 4 individuals, another consideration is to abandon our wish

to have a succession plan that is deep and lastly to change the requirement which has the committee chair also be on the Board of Directors. Mr. Jones feels that the committee chairs

need to be on the Board of Directors. He does agree that adding 3-4 board members would be beneficial. Succession planning can pigeon hole people into certain groups. It may be beneficial

to have people on committees which they have no previous experience. It was suggested that every Board member serve one year on the Finance and Investment committee. Size of the

committee will need to be considered. Mr. Geelan discussed getting new people acclimated while having a natural progression of past directors.

The Governance Committee unanimously VOTED to go into Executive Session at 8:30am.

Executive Session ended at 8:47am.

The Governance Committee will prepare a recommendation to the Board of Directors for the August meeting regarding rotating of past directors to develop a procession for planning for committees as well as the Board of Directors.

Upon a motion made by Mr. Jones and seconded by Mr. Director, the Governance Committee unanimously VOTED to approve the nomination of Sue Martin, CFO Middlesex Hospital, and to bring this nomination to the next Board of Directors meeting for approval.

B. Participation Guidelines/Terms

Fund guidelines for the Killingworth Community Fund were discussed. This will be taken to the Board for approval. This will be the template for all other grant funds.

C. Board/Committee Composition and Membership

Upon a motion made by Mr. Jones and seconded by Mr. Director the Governance Committee unanimously VOTED to recommend to increase the Board of Director members by 3 people. This will be presented to the Board of Directors at the next meeting for their approval.

D. Officers' Term Length

Nominating discussed the officers. Ms. Moore will give input in the Secretary and the Vice Chair positions and their responsibilities. Discussion was held regarding having two year terms. Ms. Clegg requested that Mr. Williams be moved to the Grants Committee. Development will need to find an additional person. Both Development and Marketing need depth. Please contact Ms. Clegg with possible candidates. Ms. Clegg will contact Sue Murphy for additional names.

3. Old Business

None

4. New Business

Ms. Fischbach will discuss with Committee chairs four strategic questions for committees to ask so that feedback is received. Mr. Director will work with Ms. Fischbach to develop the questions which will be used.

5. Next Meeting – Tuesday, September 26, 2017**Adjournment**

The Governance Committee agreed to adjourn at 9:12am.

Respectfully submitted,

Kelley Frazier, Clerk

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COMMUNITY FOUNDATION OF MIDDLESEX COUNTY, INC.

Minutes of the Nominating Subcommittee

49 Main Street, Middletown

July 21, 2017

Presiding: Marc Levin, *Chair***Present:** Nancy Fischbach, Gregory Rainey, Cynthia Clegg, staff**Unable to attend:** Moira Martin**Call to Order:** Chair Marc Levin called the meeting to order at 9:05 am.**Discussion Items**

1. Board/Committee Compositions
 - a. The Committee discussed the “Board Attributes Summary” as revised by Nancy. The committee also discussed Middlesex County demographics during this review to ensure that the composition of the Board and Committees reflects not only the community at large, but also the skills needed to grow and strengthen CFMC for the benefit of all.
2. State of Officers - 2018
 - a. The Committee discussed the state of officers for 2018 and potential successors to those officers. D. Moore will be nominated for a two year term as Chair. She will be asked to consider potential candidates for Vice Chair(s). (**Action: Nancy and Cynthia.**)
 - b. D. Director will be asked to serve as Treasurer. (**Action: Marc.**)
3. Officers’ Terms
 - a. The Committee suggested that the officers serve for a two year term in order to be consistent with the term of the Board Chair. (**Action: Nancy will bring this to the Governance Committee.**)
4. Past Chair on Executive Committee

- a. The Committee decided the immediate Past Chair may be invited to Executive Committee meetings. It does not recommend this position be a permanent seat on the Committee.
5. Committee Chairs and Committee Appointments
- a. Finance and Investment Committee
 1. W. Jones has confirmed he will serve as Chair.
 2. V. Capece has confirmed he will remain on the committee.
 3. Marc will ask B. Wrang to join the committee.
 4. Marc will ask Rich if he wants to stay on.

 - a. Governance Committee
 1. Mark will ask R. Tomc to stay on the committee.
 2. W. Jones will be asked by Marc if he would serve on this committee.

 - b. Development Committee
 1. M. Whelen is asking J. Scheff to join.
 2. Cynthia will reach out to J. Schoonmaker to rejoin this committee. She will also ask FD. Williams if he would chair the committee in the future.

 - c. Grants Committee
 1. G. Wallace has joined the committee.
 2. Nancy and Cynthia will ask S. Sawchuk to serve as chair of this committee in 2018 or 2019.
 3. The Grants Committee will be encouraged to get mentors for Gary and M. Whelen.
6. Additional Discussions on Committees
- a. Facilities Committee
 1. B. Abely will chair. R. Clegg has agreed to serve on the committee. Brian will provide additional names in the near future.
 2. Cynthia will ask R. Sayward to join.

 - b. Technology Committee
 1. Nancy and Cynthia are approaching potential members.
 2. C. Coles has agreed to chair this committee.
7. Board Membership
- a. S. Martin will be recommended to the Governance Committee to serve on the Board as of 1/1/18.

- b. Nancy will confirm with C. Coles and S. Sawchuk that they will serve a second term.
 - c. Marc will confirm with B. Abely that he will confirm a second term.
8. Items to Recommend/Discuss with the Governance Committee
- a. S. Martin as a Board member as of 1/1/18.
 - b. Discussion on age restrictions for committee participation.
 - c. Officers to serve a two year term instead of one year.
 - d. Discussion on committee guidelines and reducing the number of Past Directors serving on any committee.

Next Meeting Dates

Friday, September 22, 2017

Friday, October 27, 2017

Adjournment: There being no further business, the meeting was adjourned at 10:20 am.

Respectfully Submitted,

Cynthia H. Clegg,
President & CEO

BOARDS AND COMMITTEES - 2018
COMMUNITY FOUNDATION OF MIDDLESEX COUNTY
 (Guidelines Committee Size and Composition noted in parentheses;
 all numbers exclude President and Board Chair Ex Officio member)
Includes Prospects

BOARD (up to 25)Brian Abely, Lyme (*Mktg. Co-Chair, Audit, Facilities*)*John Boccalatte, Middletown (*Grants Chair, Governance*)Cynthia Clegg, Essex (*President & CEO*), *Ex Officio*Clio Coles, Deep River (*Grants, Technology Chair*)*David Director, Cromwell (*Treasurer*)*(Governance, Finance, Personnel)**Nancy Fischbach, Deep River (*Vice Chair*) (*Gov. Chair*)Tim Geelan, Guilford/Old Saybrook (*Gov., Finance*)James Gomes, Middletown (*Marketing*)Diana Gregory, Ivoryton (*Marketing., Development*)*Sharon Griffin, Durham (*Secretary*) (*Grants*)*Wally Jones, Killingworth (*FIC Chair*)Marc Levin, Haddam (*Nominating Chair, Audit, Development*)Sue Martin, Middletown (*Finance*)Andre McMillian, East Hampton (*Finance, Strategic Planning*)*Deb Moore, Killingworth (*Chair*)Greg Rainey, Ivoryton (*Marketing Co-Chair*)Gary Salva, Middlefield (*Development Chair*)Susan Sawchuk, Clinton (*Grants, Strategic Planning*)Meghan Whelen, Old Saybrook (*Development*)Frantz Williams, Middletown (*Development, Grants*)*Prospects: John Ivimey (Chester) (Governance)**Laura Colebank, Clinton (Grants)**Tom Gezo (Old Saybrook) (Governance)**Moira Martin, Ivoryton (Finance, Governance)**Needs: Development****EXECUTIVE COMMITTEE**Deb Moore, Killingworth (*Chair*)Sharon Griffin, Durham (*Vice Chair*)Nancy Fischbach, Deep River (*Vice Chair*)David Director, Cromwell (*Treasurer*)John Boccalatte, Middletown (*Secretary*)Wally Jones, Middletown (*FIC Chair*)**AUDIT** (5 - 7)**Board** (at least 2)

Brian Abely, Lyme

Marc Levin, Haddam

Deb Moore, K'worth (*Ex Officio*)**Past Director(s)** (no more than 2)

Bob Kirkpatrick, Middletown

Jean LaTorre, Durham NEW

Community Volunteer(s)

(up to 2 if CPAs)

David Reynolds, New Haven

Bill Russell, Portland (*Chair*)

Joe Wollack, Old Saybrook

DEVELOPMENT (8-12)**Board** (cumulatively with past directors, no more than 50%)Diana Gregory, Ivoryton (*Mktg. rep.*)

Marc Levin, Haddam

Gary Salva, Middlefield (*Chair*)

Meghan Whelen, Old Saybrook

Frantz Williams, Middletown

Deb Moore, K'worth (*Ex Officio*)**Past Director(s)** (no more than 2)

Prospect: Judy Schoonmaker, Essex

Community Volunteer(s)

(at least 50%)

Mauricio Salgar, Essex

Kate Wolter, East Haddam

Prospect: Jessica Scheff

Needs: 1-2 volunteers

FINANCE (10 +/-)**Board** (no more than 70%)

Dave Director, Cromwell

Tim Geelan, Guilford/Old Saybrook

Wally Jones, Killingworth (*Chair*)

Sue Martin, Middletown

Andre McMillian, Portland

Deb Moore, K'worth (*Ex Officio*)**Past Director(s)** (No more than 50%)

John Biddiscombe, Durham

Vincent Capece, Middletown

Bob Kirkpatrick, Middletown

Dave Royston, Old Saybrook

David Sams, Old Saybrook NEW

Rich Tomc, Middletown

Community Volunteer(s)

(no more than two)

Prospect: Jill Honeycomb (late 2017)

Bill Wrang

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GOVERNANCE (6 - 8)**Board** (at least 50%)

John Boccalatte, Middletown
 Nancy Fischbach, Deep River (*Chair*)
 David Director, Cromwell
 Tim Geelan, Guilford

Deb Moore, K'worth (*Ex Officio*)

Past Director(s) (no more than 50%)

John Biddiscombe, Durham

Community Volunteer(s) (none)**NOMINATING SUB-COMMITTEE**

NOTE: Board Chair is not Ex-Officio member

Board (Governance Chair plus at least 1)

Nancy Fischbach, Deep River
 Marc Levin, Haddam (*Chair*)
 Greg Rainey, Ivoryton

Past Director(s) (no more than 2)

Moira Martin, Centerbrook

Community Volunteer(s) (none)**GRANTS (10 - 15)****Board** (no more than 4)

John Boccalatte, Middletown (*Chair*)
 Clio Coles, Deep River
 Sharon Griffin, Durham
 Susan Sawchuk, Clinton
 Meghan Whelen, Old Saybrook

Deb Moore, K'worth (*Ex Officio*)

Past Director(s) (no more than 2)

Bob Kirkpatrick, Middletown
 Joan Youngs, East Hampton

Community Volunteer(s)

(at least 50% of total)
 Laura Colebank, Clinton
 Rona Malakoff, Ivoryton
 Penny Robiner, Durham
 Sandy Rogers, Essex
 (possibly last year)
 Bill Russell, Portland
 Gary Wallace, Middletown

MARKETING (5 - 10)**Board** (cumulatively with past directors, no more than 50%)

Brian Abely, Lyme (*Co-Chair*)
 James Gomes, Cheshire/Mtown
 Diana Gregory, Iv'ton (*Dev. Rep.*)
 Greg Rainey, Ivoryton (*Co-Chair*)

Deb Moore, K'worth (*Ex Officio*)

Past Director(s) (no more than 2)**Community Volunteer(s)**

(at least 50%)
 Susan Daniels, Essex
 Ralph Guardiano, Madison/Essex
 Sarah Wadle, Ivoryton

Need: 1-2 volunteers

PERSONNEL (4 - 6)**Board** (at least 2)

David Director, Cromwell (*Chair*)
 Greg Rainey, Ivoryton

Deb Moore, K'worth (*Ex Officio*)

Prospect: Laura Colebank

Past Director(s)

Bill Chatman, Essex
 Dave Royston, Old Saybrook

Community Volunteer(s) (none)**TECHNOLOGY****Board**

Clio Coles, Deep River (*Chair*)

Past Director(s)**Community Volunteer(s)** (none)

Greg Pliney (Essex Savings)
 Ali Eslami (IT, A & AOffice)
 Greg Tisdale (Computer Mgmt Sys)
 Alex Donovan (A2)

FACILITIES

Board

Brian Abely, Lyme (*Chair*)

Past Director(s)

Community Volunteer(s)

Randy Clegg, Essex

STRATEGIC PLANNING (5 - 8)

Board (at least 2)

Andre McMillian, East Hampton
Sue Sawchuck, Clinton

Deb Moore, K'worth (*Ex Officio*)

Past Director(s) (no more than 2)

John Biddiscombe, Durham (*Chair*)
Jean LaTorre, Durham
Moira Martin, Centerbrook

Community Volunteer(s)

(no more than 2)
Melinda Smith Miramant

ENDOWMENT

Board

Prospect: Frantz Williams

Past Directors

Community Volunteer(s)

2018 committee chair - ask list

COMMITTEE	2017 CHAIR	2018 CHAIR	OK'D BY DEB	NOMINATION ACCEPTED
AUDIT	Bill Russell			
DEVELOPMENT	Gary Salva			
FINANCE & INVESTMENT	Vin Capece	Wally Jones		
GOVERNANCE	Nancy Fischbach	Nancy Fischbach		
GRANTS	John Boccalatte	John Boccalatte		
MARKETING & COMMUNICATIONS	Brian Abely & Greg Rainey	Brian Abely & Greg Rainey		
PERSONNEL	Dave Director	Dave Director		
TECHNOLOGY	Clio Coles	Clio Coles		
FACILITIES	Brian Abely			
STRATEGIC PLANNING	John Biddiscombe			
ENDOWMENT				
NOMINATING	Marc Levin			
ARF GRANTS	Judy Schoonmaker			
JANVRIN	_____			
WOMEN & GIRLS				
WOMEN & GIRLS GRANTS				

COMMUNITY FOUNDATION OF MIDDLESEX COUNTY PAST DIRECTORS COUNCIL GUIDELINES

INTRODUCTION: Nothing in these Guidelines shall be construed to supersede the By-Laws or Certificate of Incorporation of the Community Foundation. Every effort has been made to align the three documents, but should any conflicts occur, the By-Laws and Certificate of Incorporation shall prevail. As stated in the By-Laws of April 28, 2015 which may be further cited below, “all provisions in the Certificate of Incorporation, [the] By-Laws or the Act that govern meetings, action without meetings, notice and waiver of notice, and quorum and voting requirements ... shall apply to committees of the Board and their members.”

I. PURPOSE

The Past Directors Council shall provide historical perspective while looking to the future to aid strategic and long range planning initiatives and assist in the cultivation of donors and recruitment of board and committee members. Members of the Council shall serve as ambassadors for the Foundation.

II. MEMBERSHIP

Members shall be those past members of the Board interested and willing to participate. Invitations to join the Council shall be issued to directors upon retirement from the Board. The Board Chair shall appoint a past director to chair the Council, such appointment to run coincidental with the calendar year and to be for a one year term, with a limit of no more than five consecutive years.

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

III. RESPONSIBILITIES AND DUTIES

The Past Directors Council’s purpose shall not be a shadow board but rather will serve to bring perspective and context to matters before the Board. Its members shall

1. Advise leadership of changing community needs;
2. Assist in the identification and cultivation of donors, both prospective and current;
3. Assist in the identification and cultivation of potential board and committee members, advising the Nominating Subcommittee of such potential candidates;
4. Periodically review these Guidelines and recommend any changes to the Governance Committee.
5. Conduct a performance evaluation of the Council every other year and report finding to the Chair of the Board; and
6. Attend to such other matters as the Board may from time to time determine.

The Council does not have the authority to commit funds for projects, advisors, consultants, etc.

IV. SUBCOMMITTEES

The Council may appoint subcommittees, but no subcommittee will have final decision making authority on behalf of the Council to the Board. The Chair of the Committee shall designate the Chair of any subcommittee.

V. MEETINGS AND QUORUM

The Council shall meet at least twice a year, preferably in late spring and early fall.

Since the Past Directors Council makes recommendations to the Board but does not take action itself, a quorum is not required. However, it is recommended that judgment be used by the Chair as to making a recommendation to the Board when most members of the committee did not participate in the discussion.

VI. MINUTES

The Council shall maintain minutes of meetings recording not only discussions but also attendance. Its shall regularly report to the Board on Council findings and recommendations. Minutes are to include list of members present, absent, and/or excused.

CFMC Technology Committee

Purposes and Authority

The basic purpose of the Committee is to research and advise the Foundation on technological matters in a manner the Committee members reasonably believe to be in the best interest of the Community Foundation of Middlesex County (CFMC).

The Committee will review, guide and make recommendations to the Foundation and Board relating to the CFMC's technology strategy, initiatives and investments in support of overall Foundation strategy and performance.

Membership

The Committee shall consist of

Meetings

The Committee will meet at least three times a year, with additional meetings as it may deem appropriate. A quorum for the transaction of business at any meeting of the Committee shall consist of a majority of the Committee members.

Responsibilities

The Committee shall be responsible for, but not limited to, the following responsibilities and roles:

1. To review the current status of technology at the CFMC in the following areas:
 - a. Physical building security (*essentially the building committee's area of expertise*)
 - b. General Technology
 - i. Acceptable Use Policy
 - ii. Network & Data Security
 - iii. Incident Response Policy
 - iv. Disaster Recovery Policy
 - c. Hardware
 - d. Software
 - e. Digital Marketing
 - f. Website development
 - g. Assistance with applications for the Non-Profit Resource Center
 - h. Other Applications that might become appropriate
2. To provide input and guidance to management and Board of the CFMC addressing both opportunities and challenges relating to these areas
3. To identify, evaluate and promote plans for IT projects and decisions and submit them to the Board for approval
4. To address budgeting for equipment, software and training
5. Maintain minutes of Committee meetings and report regularly to the full Board on the Committee's findings and recommendations

Committee Chair Performance Discussion Points

All Chairs are asked to set time aside at your meeting to please have a discussion and report back to the board on the following committee performance review:

- Are the agendas for meeting out far enough in advance to allow you to give thought for the subject discussed?
- Are the issues discussed what you feel are most important for your committee?
- Are the materials provided helpful in understanding or resolving the issues?
- Do you think your input is both heard and reacted to?
- Is enough time allotted for meetings? Do meetings run longer than expected?
- What would you change to improve your committee effectiveness?