

COMMUNITY FOUNDATION OF MIDDLESEX COUNTY GOVERNANCE COMMITTEE 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 December 17, 2013, 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 Governance Committee shall direct and oversee the nomination process to develop a board of directors, officers, and committees of the highest caliber, talents, and commitment to the mission of the Corporation and who are broadly representative of the Middlesex County community. The Governance Committee shall also focus on core governance issues, including the governing documents of the organization, the appropriateness of board and committee composition and sizes, leadership, committee structure, and codes of ethics.

The Governance Committee (“Committee”) shall assist the Board of Directors (the “Board”) of the Community Foundation of Middlesex County (“CFMC”) in: (1) developing and overseeing implementation of policies and procedures regarding Board size, leadership and composition, recommendations of candidates for nomination to the Board, Board guidelines and conflicts of interest; (2) determining qualifications and characteristics needed by directors; (3) identifying, screening and reviewing individuals who are qualified to serve as directors; (4) recommending to the Board candidates for nomination and appointment to the Board, and its committees; (5) assisting in orientation programs for newly appointed directors; (6) evaluating the effectiveness of directors; and (7) reviewing on a regular basis the overall governance of CFMC and recommending improvements when necessary to the Board.

II. MEMBERSHIP

The Committee shall consist of at least one current member of the Board of Directors, at least two other current or past directors, and the President & CEO. Members are appointed by the Chair of the Board with approval by the Board of Directors for a one year term running from January 1 to December 31. The Board Chair shall appoint a current Board member to serve as Committee Chair and shall her/himself serve as an ex-officio member of the Committee. Committee members shall be “independent”, should be interested in recruiting directors, and should have at least a basic understanding of organizational governance.

III. RESPONSIBILITIES AND DUTIES

The Committee is empowered to inquire into any matter it considers appropriate to carry out its responsibilities, with access to all books, records, facilities and personnel of CFMC.

The Committee shall:

1. Oversee the process of selection and nomination of directors, ensuring nominees meet the qualifications required by the certificate of incorporation, bylaws, and Board Guidelines and establishing other criteria that are desirable for directors;
2. Identify, screen and review individuals to serve as directors, consistent with applicable qualifications or criteria, and nominate candidates to the Board for appointment, and re-appointment;
3. Review annually the relationships between directors, CFMC and members of management, and recommend to the Board whether or not each director qualifies as “independent” under the definition of “independence” in the Board Guidelines;
4. Review annually with the Board the size and composition of the Board as a whole, its committees, and any advisory bodies, including whether the Board, its committees and advisory bodies reflect the appropriate balance of independence, sound judgment, business specialization, technical skills, diversity, fundraising and development ability, geographic representation, and other desired qualities;
5. Review the continued Board of Directors service by each director prior to the completion of a three year terms and consideration for his/her reelection to another term;
6. Coordinate and oversee a self-evaluation of the role and performance of the Board, its committees, advisory bodies, and individual directors, advisors and management at least every three years;
7. Review the size, composition, guidelines and mandates of the committees, recommend directors for committee assignments and recommend assignments for committee chairmen;
8. Review the functioning, performance and effectiveness of the Board of Directors, using self-assessment and other approaches found to be beneficial on an annual basis;
9. Oversee the implementation and effectiveness of, periodically review, and recommend modifications as appropriate to, CFMC’s committee structure and organizational documents, including the certificate of incorporation, bylaws, Board Guidelines, Code of Conduct, Conflict of Interest Policy, Whistleblower Policy and others, and recommend to the Board amendments as the Committee deems appropriate;
10. Review and evaluate the selection plans relating to the Chairman the Board of Directors, and make recommendations to the Board of Directors with respect to the selection of the individual to occupy this position. The reports submitted by the Committee should include such recommendations as the Committee may deem appropriate;
11. Review the charter, composition, functioning and effectiveness of each committee of the Board of Directors, using self-assessment and other approaches found to be beneficial, and make recommendations to the Board of Directors regarding the creation of additional committees or the elimination of committees of the Board of Directors;
12. Coordinate and oversee with the President and CEO, the orientation and training of new directors, including identification of experienced directors as appropriate mentors of new directors;
13. Consider governance issues that arise and make appropriate recommendations to the Board;
14. Recommend to the Board of Directors slates of offices of CFMC (Chairman, Vice-Chairman (men), Treasurer, Secretary and, if desired, Assistant Secretary).

In addition, the Committee has the following authority and responsibilities:

1. Review the adequacy of the Certificate of Incorporation and By-Laws and recommend to the Board of Directors, as conditions dictate, that it propose amendments to the Certificate of Incorporation and By-Laws for consideration by the members.
2. Keep abreast of developments with regard to corporate governance to enable the Committee to make recommendations to the Board of Directors in light of such developments as may be appropriate.
3. Review and evaluate the selection plan relating to the Chairman of the Board of Directors, and make recommendations to the Board with respect to the selection of the individual to occupy this position. The reports submitted by the Committee to the Board should include

IV. SUBCOMMITTEES

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

V. MEETINGS AND QUORUM

The Committee shall meet on a regularly scheduled basis, at least three times per year and additionally as circumstances dictate. A majority of the current members of the Committee shall constitute a quorum for the transaction of business at any meeting thereof, and the act of a majority of the members of the Committee present at any meeting at which a quorum is present shall be the act of the Committee.

A meeting may be in person or by telephone or video conference so long as all participants are able to simultaneously hear one another. Decisions taken outside of a regular meeting of the Committee shall be in the form of written consents, must be unanimous, and signed by each member of the Committee.

VI. MINUTES

The Committee shall maintain minutes of meetings and regularly report to the Board on Committee findings, recommendations, and actions, and any other matters the Committee deems appropriate of the Board requests.

To: Governance Committee

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

From: Nancy Fischbach, Chair

Date: March 2, 2016

We will meet on

**Tuesday, March 8, 2016
8:00 AM
Community Foundation of Middlesex County
Downstairs Conference Room**

Our tentative agenda will include the following:

1. Minutes of November 10, 2015 meeting – Attached (Document A)
2. 2016 Priorities and Discussion Items
 - Committee Self-Evaluations
 - Establishment of Subcommittees – Nominating and Past Directors
 - Board Recruitment
 - ✓ Diversity
 - ✓ Geographic Considerations – Individual Towns or Regions
 - Committee Structure and Requirements
 - ✓ Composition – Current and past Directors; Community Volunteers
 - ✓ Attendance
 - ✓ Quorum
 - ✓ Term Limits
3. Full Roll Out – Honorary Recognition Program
4. Preliminary Discussion on Board Openings and Potential Nominees
 - Board List with Terms – Attached (Document B)
 - Discussion on Skills/Expertise Required
 - Potential Nominees
5. Committee Openings and Requirements
6. Old Business
 - Document Distribution
7. New Business
8. Next Meeting Date – Tuesday, May 18, 2016 – note this is a new date

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

To: Governance Committee
Herb Clark, David Director, Nancy Fischbach,
Bob Kirkpatrick, Willard McRae, Anita Ford Saunders, Richard
Tomc, Marcia Kalayjian and Wally Jones, Ex Officio

From: John Biddiscombe

Date: November 5, 2015

We will meet on

Tuesday, November 10, 2015
8:00 AM
Community Foundation of Middlesex County
Downstairs Conference Room

Our tentative agenda will include the following:

1. Minutes of September 24, 2015 meeting – Attached (Document B)
2. Minutes of October 28, 2015 Nominating Subcommittee Meeting – Attached (Document C)
3. Update - Honor Roll Initiative
4. Nominating Subcommittee Report – Attached (To Be Distributed)
 - o 2016 Slate of Officers
 - o Reappointment of Current Board Members for Additional Term
5. Discussion on Guidelines for Document Distribution
6. Discussion on Committee Composition
7. New Business
 - o Emerging CFMC Priorities
 - o Establishment of Advisory Committee(s)
8. Next Meeting Date – Tuesday, March 8, 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
November 10, 2015

Presiding: John Biddescombe, *Chairman*

Present: Bob Kirkpatrick, David Director, Rich Tomc, Nancy Fischbach, Marcia Kalayjian, Cynthia Clegg, Herb Clark and Wally Jones, *Ex Officio*

Absent: Willard McRae, Anita Ford Saunders (excused).

1. Call to Order: Chairman Biddescombe called the meeting to order at 8:01 am.
2. Minutes of the meeting of September 24, 2015 were approved.
3. Honor Roll Initiative. Fischbach reported that the Beacon of Philanthropy Award night in honor of Willard MacRae and Art Director will proceed on December 15th at the Wadsworth Mansion, and that planning is underway for next year's event. Next year's nominees will be selected at the June 28, 2016 Board meeting.
4. Nominating Subcommittee. The Subcommittee proposed the following slate of officers: *Chair*—Wallace Jones; *Vice Chairs*—Nancy Fischbach and Moira Besette Martin; *Co-Secretaries*—Clio Coles and Anna Wasescha; *Treasurer*—David Director; the reappointment of Marc Levin, Anna Wasescha and Sharon Griffin to three-year Board terms; and Timothy Geelan and Meghan Whelen as new Board members. The goal is to hire an outside stenographer take Board and Committee minutes.
5. Document Distribution. Biddescombe presented a draft regarding the distribution of Foundation information to current and former Board members, including Board minutes, announcements, grants and related information, using the Foundation's website portal or alternative means. Confidentiality statements will be required.
6. Committee Composition. Jones will solicit Committee members' inputs about expanding Committee positions for non-Board members and the possibility of either age or term limits to encourage greater involvement by younger people.
7. New Business. Biddescombe introduced the concept of an Advisory Committee consisting of former Board members to meet semi-annually with a prepared agenda to provide strategic guidance such as long-term planning and grant-outcome management.

8. Emerging Priorities. Clegg reported that non-profits contact the Foundation more and more as a professional resource. A list of potential Committee and Board members was circulated and reviewed; several will be contacted about their possible involvement.
9. Adjournment. The meeting was adjourned at 9:20 a.m.

Respectfully submitted,

Richard W. Tomc

Richard W. Tomc, *Secretary*

To: Governance Committee
Herb Clark, David Director, Nancy Fischbach,
Bob Kirkpatrick, Willard McRae, Anita Ford Saunders, Richard
Tomc, Marcia Kalayjian and Wally Jones, Ex Officio

From: John Biddiscombe

Date: September 17, 2015

We will meet on

Thursday, September 24, 2015
8:00 AM
Community Foundation of Middlesex County
Downstairs Conference Room

Our tentative agenda will include the following:

1. Minutes of May 12, 2015 meeting – Attached (Document A)
2. Update - Honor Roll Initiative
3. Discussion on Board Openings and Potential Nominees
 - o Board List with Terms – Attached (Document B)
 - o Potential Nominees
4. Appointment of Nominating Committee
5. Committee Evaluation Process/Forms
 - o Competitive Grants Committee – Attached (Document C)
 - o Executive Committee – Attached (Document D)
 - o Governance Committee – To Be Distributed
 - o Marketing and Communications – Attached (Document E)
6. Old Business
 - o Discussion on Guidelines for Document Distribution
7. New Business
 - o Emerging CFMC Priorities
 - o Establishment of Advisory Committee(s)
8. Next Meeting Date – Tuesday, November 10, 2015

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



**COMMUNITY
FOUNDATION**
of Middlesex County

Philanthropy • Leadership • Legacy

To: **Executive Committee Members**
From: Wallace Jones
Date: September 17, 2015

We will meet as previously announced on:

Tuesday, September 22, 2015
8 – 9 AM
Community Foundation of Middlesex County
Downstairs Conference Room
Middletown, CT

Our agenda includes:

- 1. Minutes of the March 24, 2015 Meeting – Attached – Document A**
- 2. Chairman's Comments/Update**
 - 2016 Planning and Priorities
 - Committee Priorities/Deliverables
 - 20th Anniversary Preparation
- 3. President's Update**
 - New Fund Development
 - Strategic Plan Tracking – Strategic Plan Attached – **Document B**
- 4. Development Committee Update – Document C**
- 5. Finance & Investment Committee Update -08.31.15 – Attached**
 - Statement of Activities - **Document D**
 - Balance Sheet - **Document E**
 - Admin Budget to Actual - **Document F**
 - Cash and Invested Assets - **Document G-1 and G-2**
 - Cash Flow – **Document H**
- 6. Governance Committee Update**
 - Governance Subcommittee – Committee Evaluations Update
 - Honorary Recognition Awards
- 7. Personnel Committee Update**
- 8. Next Meeting – TBD (CFMC, Middletown)**
- 9. Executive Session**
- 10. Adjournment**

If for any reason you should not be able to attend this meeting,
please leave a message for Doretta at 860- 347-0025 or email Doretta@MiddlesexCountyCF.org

Thank you.

COMMUNITY FOUNDATION OF MIDDLESEX COUNTY, INC.

Minutes of the Governance Committee

Conference Room

211 South Main Street—Middletown

September 24, 2015

Presiding: John Biddiscombe, *Chairman*

Present: Bob Kirkpatrick, David Director, Nancy Fischbach, Marcia Kalayjian, Willard McRae, Cynthia Clegg and Wally Jones *Ex Officio*.

Absent: Rich Tomc, Herb Clark, Anita Ford Saunders (excused).

1. Call to Order: Chairman Biddiscombe called the meeting to order at 8:02 am.
2. Minutes of the meeting of May 12, 2015 were approved.
3. Honorary Recognition Program. Nancy stated that a committee has been established to implement the program. The committee consists of second term Board members (per guidelines), Sharon Griffin and Gary Salva, plus Board members Clio Coles and Frantz Williams. The initial program will incorporate CFMC's holiday party and will be held at the Wadsworth Mansion on Tuesday, December 15th. Current and Former Board members and one significant other will be invited, along with the honorees and their families.
4. Board Development. After reviewing a list of potential candidates, the committee voted to recommend the appointment of Timothy Geelan, president, Guilford Savings Bank, and Meghan Whelen, an active member of the 365 Giving Circle, to CFMC's Board of Directors. These appointments will fill the two open slots. On a motion by Nancy Fischbach and a second by Willard McRae, the vote was unanimous.
5. Future Board Candidates. The committee reviewed a list of potential board candidates presented by Marcia Kalayjian and several others. The Committee again concluded the need for more youth, gender and racial diversity, and skills in the areas of fund-raising and investments. The Committee also wishes to identify a media personality with "star power" to promote the mission of CFMC. After much discussion, it was decided that a comprehensive list would be developed with names prioritized for future reference and cultivations purposes.
6. Nominating Subcommittee. The Committee reviewed the purpose of this subcommittee and it was suggested that it have a past director as a member which would provide a historical perspective of CFMC. This past director should be actively engaged in the community. Wally Jones, Herb Clark, Deb Moore, Marc Levin and Cynthia Clegg will serve on the Nominating Subcommittee, John Biddiscombe will chair the Committee.

7. Committee Evaluation Process. Nancy suggested a new format which will be incorporated into the documents. Dave Director suggested that the evaluations be conducted as a committee to ensure active dialogue and engagement by each committee member. The group agreed.
8. Adjournment. The meeting was adjourned at 9:45 am.

Respectfully submitted,

Cynthia H. Clegg
President & CEO

To: Governance Committee
Herb Clark, David Director, Nancy Fischbach,
Bob Kirkpatrick, Willard McRae, Anita Ford Saunders, Richard
Tomc, Marcia Kalayjian and Wally Jones, Ex Officio

From: John Biddiscombe

Date: May 6, 2015

We will meet on

Tuesday, May 12, 2015
8:00 AM
Community Foundation of Middlesex County
Downstairs Conference Room

Our tentative agenda will include the following:

1. Minutes of March 10, 2015 meeting – Attached (Document A)
2. Update - Honor Roll Initiative
3. Preliminary Discussion on Board Openings and Potential Nominees
 - Board List with Terms – Attached (Document B)
 - Discussion on Skills/Expertise Required
 - Potential Nominees
4. Committee Openings and Requirements
 - Grants Committee – R. Malakoff (Document C)
5. Discussion on Guidelines for Document Distribution
6. Old Business
 - Review of Executive Committee Responsibilities (Document D)
7. New Business
 - Opportunities for Former Board Members and Volunteers to be involved with CFMC – 2015 Volunteer List (Document E)
 - Performance Evaluation Update - Committees/Chairs; Board/Chair
8. Next Meeting Date – Tuesday, September 15, 2015

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
May 12, 2015

Presiding: John Biddescombe, *Chairman*

Present: Bob Kirkpatrick, David Director, Rich Tomc, Nancy Fischbach, Marcia Kalayjian, Cynthia Clegg, Herb Clark and Wally Jones *Ex Officio*

Absent: Willard McRae, Anita Ford Saunders (excused).

1. Call to Order: Chairman Biddescombe called the meeting to order at 8:03 am.
2. Minutes of the meeting of March 10, 2015 were approved.
3. Honor Roll Initiative. Now that the Board has approved the draft Guidelines, they will be referred to the Marketing and Development Committees for additional input. The Governance Committee will then appoint a subcommittee consisting of the Board Chair and two Board members to supervise the honoree selection process.
4. Board Development. After reviewing a summary of board attributes and list of desirable skills and interests, the Committee concluded that the Board is in need of more youth, gender and racial diversity, and greater depth in the areas of fund-raising, budget preparation, investments, leadership development and strategic planning. The Committee wishes to identify a media personality with “star power” to promote the mission of the Foundation, and formed a subcommittee consisting of Biddescombe, Director, Jones and Clark to develop the idea.
5. Committee Candidate. A candidate was presented for an opening on the Grants Committee. On motion by Biddescombe and second by Director, the Committee VOTED to invite Rona Malakoff to serve on that Committee.
6. Document Distribution. Ways of disseminating meeting materials more efficiently were discussed, such as posting them on a secure portal of the Foundation website or using a proprietary product such as Boardbooks. The Committee noted the importance of keeping former board members “in the loop” while maintaining the confidentiality of such matters as investments and personnel issues.
7. Executive Committee. Biddescombe led discussion concerning the appropriate size and composition of the Executive Committee. The consensus was to limit the Committee to

the Foundation officers, with the option of inviting other persons to participate as needed. On motion by Fischbach and second by Director, the Committee VOTED to limit the standing members of the Executive Committee to the Foundation officers, *i.e.*, Chair, Vice Chairs, Treasurer and Secretary.

8. New Business. Clegg circulated a list of Committees and their members. (*Director departs at 9:20 a.m.*). Biddescombe distributed a draft format for a Committee assessment which he recommended to be conducted every three years. The Committee believes that the process should start with a Committee self-assessment, perhaps in questionnaire form and with verbal input from staff (*Kalayjian departs at 9:30 a.m.*). Biddescombe and Clegg will develop an assessment questionnaire. The Committee discussed the need to identify Fischbach's successor as Chair of the Grants Committee when her term expires at the end of next year.
9. Adjournment. The meeting was adjourned at 9:40 a.m.

Respectfully submitted,

Richard W. Tomc, *Secretary*

To: Governance Committee
Herb Clark, David Director, Nancy Fischbach,
Bob Kirkpatrick, Willard McRae, Anita Ford Saunders, Richard
Tomc, Marcia Kalayjian and Wally Jones, Ex Officio

From: John Biddiscombe

Date: March 4, 2015

We will meet on

Tuesday, March 10, 2015
8:00 AM
Community Foundation of Middlesex County
Downstairs Conference Room

Our tentative agenda will include the following:

1. Minutes of November 12, 2014 meeting – Attached (Document A)
2. Review of Governance Committee Guidelines – Attached (Document B)
3. Update - Honor Roll Initiative
4. Update – Revisions to By-Laws – Attached (Document C)
5. Preliminary Discussion on Board Openings and Potential Nominees
 - Board List with Terms – Attached (Document D)
 - Discussion on Skills/Expertise Required
 - Potential Nominees
6. Committee Openings and Requirements
7. Discussion on Guidelines for Document Distribution
8. Old Business
9. New Business
 - Opportunities for Former Board Members and Volunteers to be involved with CFMC
 - Performance Evaluations - Committees/Chairs; Board/Chair
10. Next Meeting Date – Tuesday, May 12, 2015

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 10, 2015

Presiding: John Biddiscombe, *Chairman*

Present: Herb Clark, David Director, Nancy Fischbach (via phone), Bob Kirkpatrick, Rich Tomc, Wally Jones, *Ex Officio*, and Cynthia Clegg.

Absent: Willard McRae and Marcia Kalayjian.

1. Call to Order: Chairman Biddiscombe called the meeting to order at 8:05 am.
2. Approval of Minutes: The minutes of the November 12, 2014 meeting were unanimously approved on a motion by Bob Kirkpatrick, seconded by David Director.

Discussion Items:

- Committee Guidelines. Chairperson Biddiscombe led a discussion on the responsibilities of this committee with reference to the Guidelines approved in 2014. After review and discussion, the Governance committee voted to make adjustments to the guidelines as listed below:
 - Section III – Add #15 to read:
15. Appoint a separate Nominating Subcommittee to nominate a slate of officers. No one on the Nominating Subcommittee shall be considered as a candidate for an officer position.
 - Section V – The last sentence will now read:
Decisions taken outside of a regular meeting of the Committee shall be consented to in writing, even electronically, and must be unanimous.

These revised guidelines will be presented to the Board for approval at its April meeting.

- Honorary Recognitions.
 - Nancy led a discussion on the criteria for the Herbert and Sherry Clark Philanthropy Award and other Honor Roll designations:
 - ✓ The criteria must emphasize the lasting impact of the candidate on CFMC.
 - ✓ The award and honor roll are to recognize various types of impact on CFMC.

- ✓ The recipient(s) would be of the highest caliber and standing in the community.
 - ✓ The award and honor roll would be a way to say ‘THANK YOU’ to individuals who have made a difference for CFMC.
- Dave Director suggested starting a Fund in honor of the award recipients.
 - It was also noted that the award and honor roll would help keep people engaged and involved with CFMC.
 - Rich Tomc expressed concern about keeping all information and documentation confidential. Herb also mentioned that the subcommittee would have to be discrete and discerning during deliberations.
 - The Committee recommended that Nancy work to fine tune the process and that this be presented to the Board at its April meeting for approval of the concept, process, and procedures.
- By-Laws.
 - R. Tomc presented draft revisions to current By-Laws, which incorporated approved committee guidelines. After much discussion, several changes will be made. Rich will forward those to the committee for review, approval and recommendation to the Board.
 - The changes will be:
 - Section 2.7.1 (D) Audit Committee - use *engage* not *recommend*
 - Section 2.7.1 (H) Personnel Committee – delete *paid consultants*.
- Distribution of Documents.
 - The committee reviewed distribution of documents, keeping in mind a balance of transparency, informing and involving former board members and the legal obligations of CFMC. It was decided that documents could be distributed to any former board member who expressed an interest in receiving information.
 - Several options were discussed, included a board portal on the website with access codes for board members. Cynthia will investigate best practices and will report back to the committee.

3. Adjournment. There being no further business, the meeting was adjourned at 9:45 am.

Respectfully submitted,

Cynthia H. Clegg
President & CEO

To: Governance Committee
Herb Clark, David Director, Nancy Fischbach, Marcia Kalayjian,
Bob Kirkpatrick, Willard McRae, Anita Ford Saunders, Richard
Tomc and John Biddiscombe, Ex Officio

From: Wally Jones

Date: November 5, 2014

We will meet on

Wednesday, November 12, 2014
8:00 AM
Clark Group
25 Middlesex Turnpike (Saybrook Road)
Essex

Our tentative agenda will include the following:

1. Minutes of September 10, 2014 meeting – Attached (Document **B**)
2. Discussion on Board Openings and Potential Nominees
 - o Update on Meetings/Conversations with Candidates
3. Discussion on Potential Slate of Officers
 - o Chair
 - o Vice Chair (s)
 - o Treasurer
 - o Secretary
 - o Assistant Secretary
4. Discussion on Committee Chairs
5. Review of Audit and Governance Committee Guidelines and Whistle Blower Policy – Attached (Documents **C**, **D** and **E**)
6. Old Business
7. New Business
 - o Establishment of Legal Subcommittee
 - o Governance Effectiveness Initiatives
 - o Staff Serving on Nonprofit Boards
8. Next Meeting Date – Tuesday, March 10, 2015

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

COMMUNITY FOUNDATION OF MIDDLESEX COUNTY, INC.

Minutes of the Governance Committee

Conference Room

Clark Group, 25 Middlesex Turnpike—Essex

November 12, 2014

Presiding: Wally Jones, *Chairman*

Present: Bob Kirkpatrick, Marcia Kalayjian, David Director, Rich Tomc, Nancy Fischbach, Cynthia Clegg, Herb Clark and John Biddiscombe, *Ex Officio* (by phone)

Absent: Willard McRae, Anita Ford Saunders (excused).

1. Call to Order: Chairman Jones called the meeting to order at 8:05 am.
2. Minutes of the meeting of September 10, 2014 were approved as modified.
3. Director/Committee Openings. The Committee reviewed director and committee openings and highlighted the need to increase Board representation by women and persons “East of the River”. Committee members reported on efforts to contact potential candidates, noting especially gaps on the Development Committee. Bill Russell will serve with Biff Shaw as Co-Chairs of the Audit Committee. With the withdrawal of a skilled member of the Finance and Investment Committee, the Foundation needs a qualified replacement, possibly reaching beyond the confines of Middlesex County; several candidates were identified, and Chairman Jones will contact them in a specified order. Fischbach recommended that Committee Chairs be contacted before assigning a candidate to those Committees.

Slate of Officers. The Committee reviewed the roles and functions of the Vice-Chair, Treasurer and Secretary under the Bylaws, determined that keeping minutes at Board meetings should be delegated to a non-Board member and that the office of Assistant Secretary would not be filled. On motion by Kirkpatrick and duly seconded, the Committee unanimously nominated the following to serve as Foundation officers for the next calendar year: Wally Jones, *President* (two-year term); Moira Martin and Nancy Fischbach, *Vice-Chairs*; Dave Director, *Treasurer*; Rich Tomc, *Secretary*. Each nomination was voted on separately during which the candidate the left the room and recused from voting. The slate will be presented to the Board for election in December. The Committee also recommended that John Biddescombe be honored as an immediate past Chairman of the Foundation.

4. Whistleblower Policy. After discussion, the Committee voted that whistleblower complaints should be reported in the first instance to the Audit Committee.

5. Bylaws Amendments. The proposed amendments to the Bylaws to accommodate the Committee Guidelines were reviewed and approved with several technical changes and will be recommended to the Board for adoption at its December meeting.
6. Legal Subcommittee. Clegg reported that the Subcommittee (Martin, Boccalatte and Tomc) recommended engaging Pro Partnership of Hartford to provide the Foundation with *pro bono* legal services concerning certain wage and hour and intellectual property matters, and surveyed several central Connecticut laws firms specializing in non-profit organizations for possible future consultation concerning Foundation legal matters
7. Staff on Non-Profit Boards. Clegg reported that Thayer Talbot has been invited to serve on the Board of The Coalition for Children. The Committee sees no conflict of interest in this instance, but recommends such matters be referred to the Chair and/or the Executive Committee for evaluation.
8. Adjournment. The meeting was adjourned at 10:00 am.

Respectfully submitted,

Rich Tomc

Assistant Secretary

To: Governance Committee

Herb Clark, David Director, Nancy Fischbach, Wally Jones
Bob Kirkpatrick, Willard McRae, Anita Ford Saunders, Richard
Tomc and John Biddiscombe, Ex Officio

From: Wally Jones

Date: September 3, 2014

We will meet on

**Wednesday, September 10, 2014
8:00 AM
Community Foundation of Middlesex County
Downstairs Conference Room**

Our tentative agenda will include the following:

1. Minutes of August 6, 2014 meeting – Attached
2. Discussion on Board Openings and Potential Nominees
 - o Additional Names for Consideration
3. Discussion on Status of Committee Guidelines
4. Discussion on Potential Slate of Officers
5. Discussion on Potential By-Law Revisions
6. Discussion on Recognition/Honorary Designations
7. Old Business
8. New Business
9. Next Meeting Date – Wednesday, November 19, 2014

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

COMMUNITY FOUNDATION OF MIDDLESEX COUNTY, INC.

Minutes of the Governance Committee
Conference Room
211 South Main Street—Middletown
September 10, 2014

Presiding: Wally Jones, *Chairman*

Present: Bob Kirkpatrick, Marcia Kalayjian, David Director, Rich Tomc, Nancy Fischbach, Willard McCrae, Cynthia Clegg and Herb Clark

Absent: Anita Ford Saunders (excused).

1. Call to Order: Chairman Wally Jones called the meeting to order at 8:05 am.
2. Minutes of the meeting of August 8, 2014 were approved as modified.
3. Director/Committee Openings. One director will not renew her term due to additional job responsibilities. Director suggested communicating with a prospect's employer about the benefit of a prospect's service to the Foundation. Director candidates should live, work or do significant charitable work within the County. Kalayjian will contact a prospect for the Development Committee. Kirkpatrick urged finding a Wesleyan representative to serve on the Finance Committee. Director is to contact an "East of the River" prospect. Clegg will contact an Essex Financial Services prospect.
4. Committee Guidelines. Bill Russell commented extensively on the Audit Committee Guidelines. Jones will circulate the Guidelines with collected comments and changes to the Governance Committee one more time before it acts on them at its next meeting. In response to a comment by Kirkpatrick, it was agreed the Guidelines will incorporate the conflict of interest language of the Bylaws by reference.
5. Slate of Officers. Jones has contacted all the incumbent officers who indicated their willingness to continue to serve in those positions, noting that the Chair is now serving the second year of the traditional two-year term. After some discussion it was agreed that selecting a Chair by ballot was less preferable than establishing a scouting team comprised of Clegg, Jones and Biddescombe to identify and meet with prospective Chair candidates. Committee members are asked to contact the team with their recommendations by September 17th. The Vice-Chair position, while not an automatic successor to the Chair, is important as a back-up and assistant to the Chair. A Chair candidate should have served at least one full three-year term before taking office.

6. Adjournment. The meeting was adjourned at 9:40 am.

Respectfully submitted,

Rich Tome

Assistant Secretary

To: Governance Committee

Herb Clark, David Director, Nancy Fischbach, Wally Jones
Bob Kirkpatrick, Willard McRae, Anita Ford Saunders, Richard
Tomc, Marcia Kalayjian and John Biddiscombe, Ex Officio

From: Wally Jones

Date: July 31, 2014

We will meet on

**Wednesday, August 6, 2014
8:00 AM
Community Foundation of Middlesex County
Downstairs Conference Room**

Our tentative agenda will include the following:

1. Minutes of May 13, 2014 meeting – Attached (Document B)
2. Committee Guidelines- Templates Attached (Documents C - J)
 - Audit Committee (Document C)
 - Development Committee (Document D)
 - Executive Committee (Document E)
 - Finance and Investment Committee (Document F)
 - Governance Committee (Document G)
 - Grants Committee (Document H)
 - Marketing & Communications Committee (Document I)
 - Personnel Committee (Document J)
 - Strategic Planning Committee (Document K)
3. Discussion on Skills/Expertise Required –Board Attributes Summary – To Be Distributed
4. Preliminary Discussion on Board Openings and Potential Nominees
 - Board List with Terms – To Be Distributed
 - Potential Nominees
5. Preliminary Discussion of 2015 Slate of Officers
6. By-Laws – Discussion on Possible Revisions
7. Discussion on Donor Honor Roll Criteria
8. Old Business
9. New Business
10. Next Meeting Date – Wednesday, September 10, 2014

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

COMMUNITY FOUNDATION OF MIDDLESEX COUNTY, INC.

Minutes of the Governance Committee
Conference Room
211 South Main Street—Middletown
August 6, 2014

Presiding: Wally Jones, *Chairman*

Present: Bob Kirkpatrick, Marcia Kalayjian, John Biddiscombe *ex officio* (by phone), David Director, Rich Tomc, Nancy Fischbach, Willard McCrae and Cynthia Clegg.

Absent: Anita Ford Saunders (excused).

1. Call to Order: Chairman Wally Jones called the meeting to order at 8:05 am.
2. Minutes of the meeting of May 13, 2014 were approved.
3. Committee Guidelines. The Committee reviewed the draft Committee Guidelines; Chairman Jones will forward them to the Committee Chairs for further input. Minor changes to the Bylaws will be required to reconcile the two documents. Refined drafts will be presented at the August Board meeting with the objective of adopting them at the December Board meeting.
4. Board Attributes. Spreadsheets showing Board members' skills, demographic data and terms of office were reviewed. Two Directors whose terms expire in December affirmed their willingness to serve additional terms and one is considering doing so.
5. Director Prospects. The following prospects were suggested: Elliott Zieky of East Hampton (Director); Brian Abely who serves on the Development Committee and is active with Xavier and Middletown High Schools; Bryan Pollard, an attorney with Otis Elevator and a former YMCA director; Jackie Williams, a local realtor (McCrae); Tim Geelan, President of Guilford Savings Bank; Ray Allen of Cromwell (Director); and Maureen O'Grady, a realtor (Fischbach). Director candidates must either live or work in Middlesex County.
6. Officer Succession. There was consensus that the Foundation Chair should serve a minimum of two years to be maximally effective and that prior service on the Grants Committee Chair is invaluable. Less clear is whether the Vice Chair should be expected to succeed the Chair. Kirkpatrick and Clark emphasized that the Chair have a good working relationship with the CEO and staff. Clegg noted that the selection process should be made in the context of the Foundation's strategic plan.

7. Honor Roll. A subcommittee will be appointed to develop award criteria with input from the Marketing and development Committees. Clegg will ask Moore and Rainey for nominees, and Jones will select a nominee from the Governance Committee.
8. Citizens Bank Closing. The branch will close on October 16th, but the Foundation may continue occupancy until the building is sold. Clegg has made preliminary inquiries regarding other space and a subcommittee will be appointed to assist in the search. It was noted that Jackie Williams would be an excellent resource in that effort.
9. Form 990. Due to new reporting requirements, the Foundation's fund-raising efforts appear weak. Kirkpatrick suggested countering this impression with an appropriately worded statement on the Foundation website.
10. Adjournment. The meeting was adjourned at 9:35 am.

Respectfully submitted,

Rich Tome

Assistant Secretary

COMMUNITY FOUNDATION OF MIDDLESEX COUNTY, INC.

Minutes of the Governance Committee

Conference Room

211 South Main Street—Middletown

August 6, 2014

Presiding: Wally Jones, *Chairman*

Present: Bob Kirkpatrick, Marcia Kalayjian, John Biddiscombe *ex officio* (by phone), David Director, Rich Tomc, Nancy Fischbach, Willard McCrae; Cynthia Clegg; Herb Clark

Absent: Anita Ford Saunders (excused).

1. Call to Order: Chairman Wally Jones called the meeting to order at 8:05 am.
2. Minutes of the meeting of May 13, 2014 were approved.
3. Committee Guidelines. The Committee reviewed the draft Committee Guidelines; Chairman Jones will forward them to the Committee Chairs for further input. Minor changes to the Bylaws will be required to reconcile the two documents. Refined drafts will be presented at the August Board meeting with the objective of adopting them at the December Board meeting.
4. Board Attributes. Spreadsheets showing Board members' skills, demographic data and terms of office were reviewed. Two Directors whose terms expire in December affirmed their willingness to serve additional terms and one is considering doing so.
5. Director Prospects. Various prospects were suggested. Director candidates must either live or work in Middlesex County.
6. Officer Succession. There was consensus that the Foundation Chair should serve a minimum of two years to be maximally effective and that prior service on the Grants Committee Chair is invaluable. Less clear is whether the Vice Chair should be expected to succeed the Chair. Kirkpatrick and Clark emphasized that the Chair have a good working relationship with the CEO and staff. Clegg noted that the selection process should be made in the context of the Foundation's strategic plan.
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9. Form 990. Due to new reporting requirements, the Foundation's fund-raising efforts appear weak. Kirkpatrick suggested countering this impression with an appropriately worded statement on the Foundation website.
10. Adjournment. The meeting was adjourned at 9:35 am.

Respectfully submitted,

Rich Tome

Assistant Secretary

To: Governance Committee
Herb Clark, David Director, Nancy Fischbach, Wally Jones
Bob Kirkpatrick, Willard McRae, Anita Ford Saunders, Richard
Tomc, Marcia Kalayjian and John Biddiscombe, Ex Officio

From: Wally Jones

Date: May 9, 2014

We will meet on

Tuesday, May 13, 2014

8:00 AM

**Community Foundation of Middlesex County
Downstairs Conference Room**

Our tentative agenda will include the following:

1. Minutes of March 11, 2014 meeting – Attached (Document B)
2. Committee Guidelines- Template/Timeline Discussion and Assignments – Template Attached (Document C)
3. Discussion on Skills/Expertise Required
 - Accounting – Follow up from March Meeting
 - Development
4. Preliminary Discussion on Board Openings and Potential Nominees
 - Board List with Terms – Attached (Document D)
 - Potential Nominees
5. By-Laws – Revisions and Assignments
6. Old Business
7. New Business
8. Next Meeting Date – To Be Determined

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

COMMUNITY FOUNDATION OF MIDDLESEX COUNTY, INC.

Minutes of the Governance Committee

Conference Room

211 South Main Street—Middletown

May 13, 2014

Presiding: Wally Jones, *Chairman*

Present: Bob Kirkpatrick, Marcia Kalayjian, John Biddiscombe *ex officio* (by phone), David Director, Rich Tomc, Nancy Fischbach and Cynthia Clegg.

Absent: Anita Ford Saunders and Willard McRae (excused).

1. Call to Order: Chairman Wally Jones called the meeting to order at 8:05 am.
2. Minutes of the meeting of March 11, 2014 were approved.
3. Template for Committee Guidelines. The Committee reviewed in detail the template for Committee Guidelines which will be circulated to each of the committees for their input and further refinement. The Committee will report on the status of the Guidelines project at the June Board meeting and seek approval of the Guidelines at the December Board meeting. The relative roles and composition of the Executive and Governance Committees were discussed, and it was noted that the implementation of the Guidelines may require amending several provisions of the Bylaws.
4. Audit Committee Prospects. Nancy will follow up with Nick Lewis, a CPA in Old Saybrook; Cynthia and Marcia reported that Drew Richards, also a CPA and Mark's son, is a possible candidate; Jeff Dunn, a CPA in Old Saybrook, was mentioned; Cynthia and Dave Director will follow up with Dave Reynolds; and Sue Martin, CFO of Middlesex Hospital is a possibility, subject to Wally's speaking with Vin Capece.
5. Development Committee Prospects. Marcia suggested Christine Chesenak of *Fromage*; John indicated that we should cultivate prospects from the listening forums, particularly in the under-represented communities of Cromwell, East Hampton and East Haddam; Dave urged tapping into the TPC, and Nancy noted that TPC would be an excellent venue for a future Party with a Purpose; Cynthia complimented the work of Kate Wolter of Moodus; Herb pointed out that Jim Cama is well-connected in East Hampton; Marcia will encounter many "East of the River" folks in her work with the Goodspeed.
6. Future Board Composition. It is hoped that Deb Moore will continue as a Board member if her Committee duties are reduced; Wally will contact Vin Capece about his

continued service; Moira Martin, Jean LaTorre and Judy Schoonmaker will be contacted regarding their service for additional terms; Nancy will speak to Sue Sawchuk to ask her to join the board, and Marcia will contact Sonny Whalen about possible Board service.

7. Next Meeting. A Committee meeting was scheduled for August 6th at 8 am to review the respective updated and refined Committee Guidelines.
8. Adjournment. The meeting was adjourned at 9:35 am.

Respectfully submitted,

Rich Tome

Assistant Secretary

To: Governance Committee
Herb Clark, David Director, Nancy Fischbach, Wally Jones
Bob Kirkpatrick, Willard McRae, Anita Ford Saunders, Richard
Tomc, Marcia Kalayjian and John Biddiscombe, Ex Officio

From: Wally Jones

Date: March 4, 2014

We will meet on

Tuesday, March 11, 2014
8:00 AM
Community Foundation of Middlesex County
Downstairs Conference Room

Our tentative agenda will include the following:

1. Minutes of November 13, 2013 meeting – Attached (Document A)
2. Discussion on Skills/Expertise Required
3. Preliminary Discussion on Board Openings and Potential Nominees
 - Board List with Terms – Attached (Document B)
 - Potential Nominees
4. Committee Charters - Prioritization and Template Charter discussion – Attached (Documents C through K)
5. Old Business
6. New Business
7. Next Meeting Date – To Be Determined

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

COMMUNITY FOUNDATION OF MIDDLESEX COUNTY, INC.
Governance Committee Meeting Minutes
March 11, 2014

Presiding: Wally Jones

Present: Willard McRae, Bob Kirkpatrick, Marcia Kalayjian, John Biddiscombe, David Director, Rich Tomc and Nancy Fischbach (by phone).

Absent: Anita Ford Saunders and Herb Clark (excused).

1. **Chairman Jones** called the meeting to order at 8:05 am.
2. **Minutes** of the meeting of November 13, 2013 will be revised to conform to corrections suggested by Nancy Fischbach.
3. **Committee Skillsets.** The Committee reviewed the skillsets needed for each of the Committees. Regarding the Development Committee, Marcia reported that Deb Moore may stay another year and Cynthia stated that Kate Wolter of East Haddam has done a wonderful job. Dave Director indicated that Kathleen Hickey will provide access to a whole new group of Foundation friends, and recommended that the Foundation tap into the school systems, specifically coaches, for greater Foundation exposure. It was noted that teachers may find attending early morning meetings difficult, but that school administrators have greater scheduling flexibility. Cynthia indicated that the Foundation could use more development and marketing people.
4. **Audit Committee.** Cynthia reported that Bill Russell will join the Audit Committee for a one-year term. Bob expressed the view that only Board members should be on the Audit Committee. Eric Thornburg does not have an accounting background, but is very knowledgeable concerning audits given his capacity as a CEO. It was noted that the primary function of the Audit Committee is to review the Foundation's annual financial statements in March, a time which conflicts with the busy tax season for most CPAs. Possible candidates for the Audit Committee were suggested, including: Nick Lewitz, a CPA in Old Saybrook (Nancy); Sue Martin, CFO of Middlesex Hospital, subject to discussion with Vin Capece (Rich); a representative of Guilford Savings Bank which has been very supportive of Foundation activities (Cynthia); Dave Reynolds, who has been active in United Way (Dave Director). Cynthia will also contact Mark Richards for his suggestions.
5. **Physician Involvement.** It was noted that there is relatively little physician involvement in Foundation activities, and discussion ensued about reversing that

situation. Marcia indicated that Tom Larson, MD, while generous with dollars has limited time. Possible physician candidates for Foundation involvement include Dave Kalayjian and Brad Wilkinson of Durham.

6. **Committee Charters.** Committee charters were discussed in depth. Cynthia and Wally were thanked for assembling specimen charters from other organizations. The Committee agreed that the drafts should be designated “Guidelines” rather than “Charters” and should be reconciled with the Foundation’s Certificate of Incorporation and Bylaws. Wally, Nancy and Cynthia will refine and simplify the drafts for further review and discussion by the Committee. Bob expressed the view that Foundation governance should be “bottom up” rather than “top down”.
7. **Old Business.** Nancy inquired regarding the implementation of the Foundation Honor Roll, and Wally responded that the procedure for designating that status is under review.
8. **New Business.** Wally and John recommended that requests for amending the Bylaws should be routed through the Governance Committee. Bob urged that the parameters of the Governance Committee’s authority should be carefully defined. Wally will ask Board members whose terms are about to expire whether they are available to serve for additional terms.
9. **Upcoming Meeting Dates.** Due schedule conflicts, upcoming Committee meeting dates were changed to May 13, September 10 and November 12.
10. **Adjournment.** The meeting was adjourned at 9:15 am.

Respectfully submitted,

Rich Tomc

Assistant Secretary