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KMC Governance Committee – February 24, 2022 Report to Board

KMC Governance Committee (GC) was held on February 24, 2022.

In attendance were committee members Bailey Finley, Kristin Dangelmaier and Graham Specht, and Board Governance *Subject Matter Expert*, Nicholas Adams.

Nicolas provided an overview of **Governance Best Practices**, specifically focused on Documentation/Policies and Document Control. After a detailed discussion the following actions are recommended to be undertaken by the Governance Committee:

- 1. Compile an inventory of all Board Documents**
- 2. Review documents for known updates/revisions**
- 3. Create a simple Document Tracking tool for Document Management**
- 4. Brainstorm a list of missing documents and/or policies (such as a Terms of Reference for Board Members)**
- 5. Create a document hierarchy: Constitution ->Bylaws->TORs->Policies & Procedures**
- 6. Review and simplify bylaws; move content from Bylaw/TORs into Policies & Procedures**
- 7. Catalogue what Kim currently manages and identify what is a KMC Exec. Director responsibility and what is a Board responsibility. This should then be clarified in Board TORs/Policies.**

(Whew!)

The GC also reviewed questions posed by the Board President, which are summarized as follows:

Q1: We need to better delineate what is handled by President and what is handled by the Executive Director.

A1: Agreed.

Recommendation: see point number 6 above.

Q2: We'd like to use online voting, in particular for consent agendas.

A2: Online, or email, voting is an accepted practice for Board decisions; especially those that are time-sensitive and do not need discussion. Recommend that a 24 hour window be allotted for any vote-by-email. This can also be applied to Consent Agendas, including financials, as long as no discussion is needed.



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Recommendation: Board to discuss preferred voting method for various circumstances and this should be in KMC policy documents.

Q3: Can chairs/presidents sit on committees?

A3: Yes. Most boards have presidents/officers sit on at last one committee.

Recommendation: All directors should sit on at least one committee and this should be in KMC policy documents.

Final Recommendation: Convene a Board Development Committee for training/professional development of board members. Step one of that committee would be to compile a Board Skills & Assets Inventory.

The next meeting of the Governance Committee is scheduled for March 31 at 6:30pm. The focus of the next meeting will be to begin work on Actions 1 through 7, as noted above.

Kristin Dangelmaier, Governance Committee Chair