

KMC Governance Committee – Minutes

Regular Meeting 1 – 2022 Jan. 12th (Wed) 6:30pm

Call to Order

Difficulties starting Zoom/Cisco meetings. Called to order **7:00pm**

Attendees/Introductions

All members present. No Guests.

Old Business

None.

New Business

Assign committee roles:

- Chair: Kristin
- Secretary: Graham
- Bailey (staff) advised not to be secretary
- Reports to Board (next report due Jan 17th 2021) → Secretary or Chair?

Create [Governance Committee Terms of Reference](#)

- Kristin shared draft Governance TOR on-screen
- Want to know definition of ‘Governance’ (in this context) in order to know how to establish ‘good governance’
- Graham: Understood a main point from the Committee TORs is that Committee’s authority is BELOW that of the E.D.
- **Kirstin proposed** tentatively **adopting** TORs largely as written, but go through it first
- Mandate = Update: → Remove ‘annually’, add line:
 “To review and update Board and committee governance documentation and materials”
- Kirstin expresses that we are not experts on governance
- **Graham moved** we take a training/webinar on Governance & best practices
- **Seconded by Kirstin – all in favour**
- Kirstin lead us through the Committee TOR document (on-screen)
- **Graham proposed** ‘Homework’ for committee members: each member to search for information and training resources on Governance BPs, and report back to members.
All in favour.
 -----TORs Review:-----
- Appointments & Duration:
 Reviewed Kim’s **proposal** to have positions occupied by members for multiple years
 - o Added a line to TORs to reflect that
- Reporting: Kirstin suggested we may need to meet more than 4 times per year.
 We agree, due to the scope of the tasks assigned to the committee
- Old Business: Attempted to clarify the section instructions
- Responsibilities: Updated section wording

- Goals for Current Year: Updated section wording
- Briefly looked at tasks (for next meetings)
- **Graham proposed** we always attempt to balance 'Formal Documentation language' with 'plain speech'. **All in favour.**
- Timeline: Kirstin skeptical that we can get through it all by September
Kirstin proposed not adding additional tasks to list of goals for the year. **All in favour.**

Next Meeting: Feb. 24th, 6:30pm

- Bailey to send out calendar invite, including links to relevant documents
- Bailey to send materials to Megan to upload to portal
→ Committee Report, resulting Committee TORs, meeting minutes
- All commented on possibility of cleaning up formatting of the google docs,
And document organization on Board Portal
- Bailey to take produced documents and put them on KMC letterhead (logo)
- **Assigned Tasks:** (Members' Homework)
 - o **All:** Seek out NP board governance resources and trainings
Questions: What is NP board 'Governance?' → and therefore
What is 'Good Governance'?
 - o Email follow-up, settle on selections
 - o **Kirstin:** Consult Kim, inquire about training from Chamber of Commerce
 - o Review updated *Gov. Committee TORs* and *Board Member Code of Conduct* directly prior to next meeting
- Kirstin requested we share contact information with each other
- Graham asked for board member contact info to be shared in an internal contact section in board portal – General Documents section
- **Meeting Report Jan 17th:** Bailey to look for a template for creating meeting reports to submit to board. Otherwise, a report can be relatively short – a few sentences.
- **SET AGENDA FOR NEXT MEETING**

Adjournment

Adjourned 8:25pm

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