



Committee Minutes

Board Development and Nominating Committee

Wednesday, May 9, 2012, 7:30 AM

United Way Executive Conference Room

Attendees

John Johnson, Carolyn Mullins, Jim Shetler

Conference Phone

Robert Harris

Staff

Steve Heath, Vicki Spano

Call to Order:

There being a quorum present, Committee Chair Robert Harris called the meeting to order at 7:31 AM.

Approval of Minutes for the March 14, 2012 Meeting: Robert Harris

Recommendation/Motion: To approve minutes from the March 14, 2012 meeting.

Jim Shetler moved to approve the recommendation/motion. Motion seconded by John Johnson.
Motion carried 4-0.

2012-13 New Directors: Robert Harris

Director candidate Kevin Barri withdrew his name. There will be a total of 30 Board members with the two new Directors.

Recommendation/Motion: To approve the four returning and two new directors listed below for new three-year terms on the UWCCR Board of Directors and authorize staff to circulate the list to the full Board of Directors via email on or before May 18 for a "first read" 30 days prior to the date on which the election will take place.

New Director Nominees:

Barry Brundage, Senior Vice President & Managing Director, U.S. Bank

Jeremiah Smith, Executive Vice President & Chief Financial Officer, First Northern Bank

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Returning Directors:

Ruth Miller, Vice President, Wraith Scarlett Randolph Insurance
Terry Myrrdin, Chief of Facilities, Office of the Secretary of State
Pam Stewart, Owner, Cole Stewart Consulting
Carolyn Turpin, Regional Vice President, Liberty Mutual Insurance

John Johnson moved to approve the recommendation/motion. Motion seconded by Carolyn Mullins.
Motion carried 4-0.

2012-13 Officers: Robert Harris

Recommendation/Motion: To approve the officer nominees listed below for new terms and authorize staff to circulate the list to the full Board of Directors via email on or before May 18 for a "first read" 30 days prior to the date on which the election will take place.

Officer Nominees:

Board Chair: Carolyn Mullins
Vice Chair: Jim Shetler

Continuing Officers:

Treasurer: Mark Hoag (Currently completing the first year of his second term as Treasurer and Chair of the Finance Committee. His position does not need to be voted on at this time).
Secretary: Steve Heath (Currently Corporate Secretary and will remain so as long as he remains United Way CEO or until the Board modifies the bylaws to change the process for selection of the Secretary. His position does not need to be voted on at this time).

John Johnson moved to approve the recommendation/motion. Motion seconded by Carolyn Mullins.
Motion carried 4-0.

Election Process: Steve Heath

The Committee discussed starting the board election process earlier next year possibly in April. Board or officer candidates must receive affirmative votes from a majority of the current directors (15 votes) in order to be elected.

Recommendation/Motion: To adopt the methodology described below for election of officers and directors:

- May 11, lists of director and officer nominees circulated via email to all current directors; deadline for responses with concerns or other nominations is June 4.
- June 4, paper ballots mailed to all current directors using regular mail; deadline for returning the ballots (by regular mail) is June 18.
- June 19, staff counts ballots, reports results to committee on telephonic committee meeting. Committee votes to certify results and notify electees.

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Jim Shetler moved to approve the recommendation/motion. Motion seconded by John Johnson.
Motion carried 4-0.

Other Items: All

Several items were discussed:

- Rick Young will be leaving the Board of Directors June 30th, he is interested in being a member of the Foundation Board of Trustees.
- Possible replacement to lead the Emerging Leaders group.
- Board members committee participation.
- Possibly reactivating the buddy system for new board members orientation.

Adjournment:

Robert Harris adjourned the meeting at 8:10 AM.

Next Meeting:

Wednesday, July 11, 2012 at 7:30 AM at La Bou's on Rockingham Drive.

Minutes Taken By

Minutes Approved By

Vicki Spano 7-11-2012
Vicki Spano Date
Administrative Manager

Robert M. Harris 7-11-2012
Dr. Robert M. Harris Date
Committee Chair