Committee Agenda

Board Development & Nominating Committee
Wednesday, May 16, 2012, 8:30 a.m.
United Way Executive Conference Room or (916) 368-3011, Room 1

Special Telephonic Committee Meeting
(916) 368-3011, Room 1

I. Call to Order ......................................................................................Dr. Robert Harris

II. Additional 2012-13 Director Nominee* ........................................Dr. Robert Harris

III. Appointment to Foundation Board* .................................................Steve Heath

IV. Revised Election Process* .................................................................Steve Heath

V. Adjourn .............................................................................................Dr. Robert Harris

Next Meeting: June 29, 2012, Time to be determined, (Telephone)

* Action Item
Bold Denotes Enclosure
+ Handout
REQUEST

- To review the revised list of Director nominees below and submit any concerns or comments to Bob Harris or Steve Heath on or before June 15.

BACKGROUND

UWCCR only brings new directors onto its Board in January and July, with elections taking place in December and June. Likewise, voting on renewal of terms for current directors takes place only twice a year.

The bylaws require that a list of prospective new and returning directors be circulated to the full Board of Directors for a “first read” no fewer than 30 days prior to the date on which the vote will be taken.

Four current directors’ terms of office expire on June 30. All have been contacted and have expressed the desire to be re-elected.

Last week, a list was circulated containing the names of two new candidates. Subsequent to that list being circulated, a third candidate was identified and vetted and has been added to the list. Therefore, this new list is being circulated starting today with a response date of June 15.

Per our bylaws, we may have no more than 35 Board Members. With the recent resignation of Doug Kim and passing of Jerry Takehara, we currently have 29 directors. One more director, Rick Young, will be resigning effective June 30 in order to become a member of the Capital Region Foundation board. Assuming election of the seven candidates listed below, we will have 31 board members as of July 1.

ANALYSIS/OVERVIEW

During the recruitment period for this “class” of directors, we put a premium on finding people with ties to significant current or potential campaign partners who could also bring us expertise on key initiatives such as planned giving and further could help us with geographic and age diversity. Following are the three new director nominees selected through this process:
**Monica Baumann**, Associate, Greenberg Traurig LLP. A graduate of Ohio State University with a J.D. from University of California-Davis Law School, Monica generally represents clients in government enforcement actions and business litigation, including labor and employment matters ranging from discrimination to wage, hour and benefit claims. She has represented employers in single-plaintiff matters and prepared motions in support of class action defense. Monica is also very active in Kiwanis Club of Sacramento.

**Barry Brundage**, Senior Vice President & Managing Director, The Private Client Reserve, U.S. Bank. A resident of Rocklin, Barry is relatively new to the regional community but not to United Way, having served on the Campaign Cabinet of the United Way of Metropolitan Dallas prior to leaving Comerica Bank for his current position. Barry is a founding member of our United Way’s Planned Giving Core Group. He also leads the investment management team selected by Capital Region Foundation to manage its endowment portfolios.

**Jeremiah Smith**, Executive Vice President & Chief Financial Officer, First Northern Bank. Although First Northern Bank is headquartered outside our service area (Dixon, Solano County), most of its branches and much of its growth strategy are focused on our five counties. Moreover, Jeremiah, who comes highly recommended by current board member Lori Aldrete, is a resident of West Sacramento and is interested in becoming involved in the community in our region. He chairs the bank’s Asset/Liability Management and Profit Improvement Committees and has a keen personal interest in financial literacy. First Northern has been an early partner in our Planned Giving initiative.

In addition to the new director candidates, the following current Board members have terms expiring on June 30, 2012. All have been contacted and have expressed interest in being elected to new terms of office. They include (year shown in parentheses is the year they first joined our Board):


**Terry Myrrdin**, Chief of Facilities, Office of the Secretary of State, Sacramento (2009)

**Pam Stewart**, Owner, Cole Stewart Consulting, Sacramento (2009)

**Carolyn Turpin**, Regional Vice President, Liberty Mutual Insurance, Roseville (2006)

**STATUS**

The election will take place in June and newly elected directors will officially begin their terms of office on July 1. An orientation session has been tentative scheduled for the new directors (and any others wishing to attend) at 9 a.m. on Wednesday, July 18.
REQUEST

- To recommend that the United Way Board of Directors accept Rick Young’s resignation from the United Way Board and appoint Rick Young to the Board of Trustees of Capital Region Foundation.

BACKGROUND

United Way has the right, according to Capital Region Foundation bylaws, to appoint up to four members of the Foundation’s Board of Trustees and to replace members United Way has appointed when those members leave the Foundation Board.

Also pertinent is the fact that only one person—the United Way Board Chair—may simultaneously serve on both boards.

ANALYSIS

Rick Blumenfeld, who was appointed to the Foundation Board a year ago, has opted not to stand for re-election. His term of office on the CRF Board expires June 30.

(When the revitalized Foundation Board drew “lots” last year to determine initial terms of office and stagger the three-year terms, Rick Blumenfeld drew a one-year term.)

Upon learning of the impending vacancy, United Way staff polled current United Way board members for interest in filling the vacancy on the Foundation Board.

Rick Young was the only United Way board member to express interest. He is resigning from the United Way Board in order to accept appointment to a three-year term on the Foundation Board.

STATUS

If the request is approved today, the item will go to the United Way Board on May 23.
REQUEST

To review and be prepared to participate in the new election process shown below.

BACKGROUND

The Board of Directors has decided to adopt an every-other-month meeting schedule. That schedule does not include June or December meetings.

However, our bylaws currently call for directors to be elected in June and December and for officers to be elected in June.

United Way will eventually amend its bylaws to formalize a new process and altered timing, but in the meantime, Board Development & Nominating Committee has developed a new election process that maintains openness and transparency without necessitating that a board meeting be called just to conduct the election.

Following is methodology developed by staff and approved by the Committee for the June, 2012, election.

OVERVIEW

Ballots will be distributed to current board members by email, regular mail and through the board members’ portal on the United Way website.

Ballots will include blank spaces for write-in candidates for each office. Ballots will also include a space for the signature of the voting director.

Ballots may be returned by regular mail, facsimile or as an email attachment. Emails will not be accepted as ballots. To be counted, ballots must be signed.

In order to be elected, a board or officer candidate must receive affirmative votes from a majority of the current directors (15 votes).
The sequence of events will be as follows:

- May 9, lists of director and officer nominees were circulated via email and the online board portal to all current directors. May 16 an additional new director candidate was circulated; deadline for responses with concerns or other nominations is June 15.

- June 18, ballots will be distributed to all current directors using regular mail, email and the online board portal.

- June 28, all ballots must be received by close of business by regular mail, facsimile or email attachment. Ballots must be signed and dated by the voting director.

- June 29, staff counts ballots, reports results to the Committee via a telephonic meeting and the Committee will note to certify results.

**STATUS**

This process was approved by the Committee at its May 9 meeting and modified during its May 16 telephonic meeting because of the additional director candidate.