

Committee Agenda



Board Development & Nominating Committee
Special Meeting Thursday, June 28, 2012, 8:30 a.m.
United Way Conference Line (916) 368-3011, Room 1

- I. Call to OrderDr. Robert Harris
- II. **Minutes of May 9 and May 16 Meeting***Vicki Spano
- III. **Election Process & Timeline**Steve Heath
- IV. Ratification of Election of 2012-13 Officers+*Dr. Robert Harris
- V. Ratification of Election of Directors+*Dr. Robert Harris
- VI. Other Items.....All
- VII. AdjournDr. Robert Harris

Next Meeting: July 11, 2012, 7:30 a.m., La Bou

* Action Item

Bold Denotes Enclosure

+ Handout



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 Date
Administrative Manager

Dr. Robert M. Harris Date
Committee Chair



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Board Development and Nominating Committee

Wednesday, May 16, 2012, 8:30 AM

Special Telephonic Committee Meeting

Conference Phone Attendees

Robert Harris, John Johnson, Carolyn Mullins

Staff

Steve Heath, Vicki Spano

Call to Order:

There being a quorum present, Committee Chair Robert Harris called the meeting to order at 8:32 AM.

Additional 2012-13 Director Nominee: Robert Harris

Recommendation/Motion: To approve the revised list of Director nominees below and submit any concerns or comments to Bob Harris or Steve Heath on or before June 15.

New Director Nominees:

Monica Baumann, Associate, Greenberg Traurig LLP

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

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

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

Carolyn Mullin moved to approve the recommendation/motion. Motion seconded by John Johnson. Motion carried 3-0.

Appointment to Foundation Board: Steve Heath

Recommendation/Motion: 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.

Carolyn Mullin moved to approve the recommendation/motion. Motion seconded by John Johnson. Motion carried 3-0.

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Revised Election Process: Steve Heath

Recommendation/Motion: To approve the revised new election process shown below:

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

Robert Harris moved to approve the recommendation/motion. Motion seconded by John Johnson.
Motion carried 3-0

Adjournment:

Robert Harris adjourned the meeting at 8:47 AM.

Next Meeting:

Friday, June 29, 2012, time to be determined, (Telephone)

Minutes Taken By

Minutes Approved By

Vicki Spano Date
Administrative Manager

Dr. Robert M. Harris Date
Committee Chair

2012-13 Election Process & Timeline

- May 9 Board Development & Nominating Committee approves staff proposal for new election procedures:
- Candidate lists to be circulated for 30-day review no later than May 11
 - Responses to First Read due by June 4
 - Ballots to be circulated to full Board June 4 by mail, email and website posting
 - Deadline for ballots to be returned: June 19
 - Telephonic Committee meeting to ratify election outcome (date not set)
 - Notify Board, candidates of results by June 27
- May 9 Committee approves proposed slate of Board Officers and new and continuing Directors for circulation to full Board for the required 30-day first read.
- May 9 Staff circulates proposed slate to full Board for 30-day first read.
- May 10 One additional Director candidate is brought forward and interviewed
- May 16 Committee holds a telephonic meeting to add the new Director candidate and modify the timeline as follows:
- Candidate lists to be circulated for 30-day review no later than May 16
 - Responses to First Read due by June 15
 - Ballots to be circulated to full Board June 18 by mail, email and website posting
 - Deadline for ballots to be returned: June 27
 - Telephonic Committee meeting set to ratify election outcome (8:30 a.m. June 28)
 - Notify Board, candidates of results by June 28
- May 23 Board of Directors approves election process as proposed by the Committee
- June 15 No responses received to First Read lists.
- June 18 Ballots mailed, emailed and posted on Board website
- June 27 As of 8 a.m., 23 of 29 ballots had been returned; minimum for “quorum” is 15.