

APPROVED



Voices for International Business and Education

Minutes

Governance Committee Meeting

Date and Time

Tuesday March 20, 2018 at 6:00 PM

Voices for International Business and Education http://public.boardontrack.com/VIBE_1

Committee Members Present

K. Katner, S. Thomas

Committee Members Absent

B. Schilling, C. Allen, D. Batiste, R. Keller

I. Opening Items

A. Record Attendance and Guests

B. Call the Meeting to Order

S. Thomas called a meeting of the Governance Committee of Voices for International Business and Education to order on Tuesday Mar 20, 2018 at 6:02 PM.

C. Approve Minutes

K. Katner made a motion to approve minutes from the Governance Committee Meeting on 11-07-17 Governance Committee Meeting on 11-07-17.

S. Thomas seconded the motion.

The committee **VOTED** unanimously to approve the motion.

D. Approve Minutes

K. Katner made a motion to approve minutes from the Governance Committee Meeting on 04-04-17 as amended to include that Dr. Thomas was present. Governance Committee Meeting on 04-04-17.

S. Thomas seconded the motion.

The committee **VOTED** unanimously to approve the motion.

II. Governance

A. Discussion of Board meeting evaluation

- 2.3.8 Policy Manual states that each board member should complete an evaluation at least twice a year.
- In the November minutes, this committee talked about doing the board evaluation. CA suggested making sure we get it done before the end of the year.
- The committee will look for a tool to evaluate the board.
- ST suggested to try to get a copy of the evaluation that H. Blumenthal used during his tenure.
- ST suggested to distribute the evaluation by May and have it done/returned by June.
- KK will talk to the Director of Xavier to invite him to the board

B. Discussion of Strategic Plan items we must present to the board for charge

- **GOAL 1.** stays as is
- **OBJECTIVE:**
 - 3. Annually, assess needs and conduct board training to enhance board members professionalism and performance. - stays as is.
 - 4. By August 2015 ~~Annually~~, assess the efficiency and effectiveness of board meetings using an established protocol.
 - 5. By September 2015, ~~Annually~~, assess and implement the protocol for onboarding new board members
 - 6. Annually, conduct board retreats to discuss key strategic decisions facing IHSNO.
- **OUTCOME:**
 - IHS's diverse and high-performance board demonstrates and understand... stays as is.
- **OUTPUTS:**
 - ~~Quarterly~~, Semiannually, board members take feedback protocol assessment to ensure board meetings are being run efficiently and effectively.

- ~~By the fourth quarter of 2015;~~ By November 2018, develop a new member orientation process and implement has been developed and implemented annually thereafter at the start of each term.
- **GOAL 2.** Stays as is
- **OBJECTIVE:**
 - **1. By June 2015,** Annually, ensure that all board policies and procedures are documented, and available in an electronic archive.
- **OUTCOME:** Annually, board demonstrates compliance with all laws and policies as measured by an annual performance audit conducted by a qualified and experienced CPA firm.
- **OUTPUTS:**
 - ~~Annually by March 31st~~ Semiannually, 100% of board complete board performance assessment.
- **GOAL 3:** Stays as is
- **OBJECTIVES:**
 - **3. Ensure and provide proper training** to all board members regarding their role and responsibility as a fiduciary. ~~assessed through board assessment.~~
- **OUTCOME:**
 - stays as is
- **OUTPUTS:**
 - Annually, 100% of targets for sustainability have been met. (~~targets taken from Org and sustainability team suggestions~~)
 - Annually by August 31st, at the board retreat, 100% of board trained on their fiduciary responsibility
 - By June 30th, 2015 Financial Controls, Policies, and Procedures document is created and in use. **(Check with the finance committee)**
- **GOAL 4:**
- **OBJECTIVES:**
 - 1. Develop and adopt a method to annually review progress against performance metrics in the Strategic Plan.
 - 2. Annually, review and discuss progress against annual on the performance metrics, and submit a comprehensive written review regarding course corrections if needed possible
 - 3. Develop board policy to require the majority vote of the entire BOard to adopt and/or amend the Strategic Plan
 - 4. ~~Quarterly, review progress against stated performance metrics...~~
 - 5. ~~Quarterly, submit comprehensive ...~~
 - 6. ~~Annually, review progress against annual performance...~~
 - 7. ~~Annually, submit comprehensive writtten ...~~
- **OUTCOME:**
 - ~~By June 30th, 2015 a Strategic Plan is approved by VIBE Board and administration; and by July 1, 2015, the start of BOard member terms for the 2015-2016 year, the Strategic Plan is in use. Annually, review and revise the strategic plan as needed.~~

- **OUTPUTS:**

- ~~By June 30th, 2015 the board has adopted the use of OBard on Track and 100% of board members are using it. Annually the board is trained in the use of board on track~~
 - ~~By September 2015, Annually, methods for reviewing and revising the Strategic Plan are in place.~~
 - ~~Annually, review Strategic Plan performing metrics.~~
- KK suggested to let board members know that the school is paying for board members retreat, this would let them make a more informed decision about RSVP for the event.
 - CA mentioned a suggestion from Fr. Carter to include in each of the committee meetings to keep the committee focused on their goals.
 - LL will ask SW about the profile Sheet for board members and list that RK reads of everytime that board members are interviewed

KK recommended making a motion to recommend to amend the agenda.
ST seconded and it moved unanimously.

III. Closing Items

A. Adjourn Meeting

K. Katner made a motion to adjourn the meeting.

S. Thomas seconded the motion.

The committee **VOTED** unanimously to approve the motion.

K. Katner made a motion to adjourn the meeting.

S. Thomas seconded the motion.

The committee **VOTED** unanimously to approve the motion.

There being no further business to be transacted, and upon motion duly made, seconded and approved, the meeting was adjourned at 7:00 PM.

Respectfully Submitted,

L. Lopez