

APPROVED



## Voices for International Business and Education

### Minutes

#### Governance Committee Meeting

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##### **Date and Time**

Tuesday March 20, 2018 at 6:00 PM

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Voices for International Business and Education [http://public.boardontrack.com/VIBE\\_1](http://public.boardontrack.com/VIBE_1)

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##### **Committee Members Present**

K. Katner, S. Thomas

##### **Committee Members Absent**

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

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#### **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