



# Navigator Schools

## NS Governance Committee

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### Date and Time

Tuesday May 28, 2019 at 10:00 AM PDT

### Location

Navigator Schools, 650 San Benito Street, Suite 230, Hollister CA 95023

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### Teleconference Locations

- 827 Broadway, Suite 300, Oakland, CA 94607
- 1065 Byers Street, Gilroy, CA 95020
- 1827 Clifford Street, Santa Clara, CA 95050

Anyone who needs a disability-related accommodation, modification, or auxiliary aid/service, should direct their request to Sean Martin, Executive Assistant to the CEO. Mr. Martin may be reached by telephone at (831) 217-4894 or by [email](mailto:smartin@navigatorschools.org) (smartin@navigatorschools.org).

An archive of board meeting agendas and minutes is available for public view at the Navigator Schools Support Office, 650 San Benito Street, Suite 230, Hollister CA 95023.

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### Agenda

#### I. Opening Items

Opening Items

A. Record Attendance and Guests

**B.** Call the Meeting to Order

**C.** Approve Minutes

Approve minutes for NS Governance Committee on April 16, 2019

## **II. Topical Items**

Governance

**A.** 2019-20 Board Goals

The committee will develop a plan to determine 2019-20 Board and Governance Committee Goals.

**B.** Review 2019-20 Board Dashboard

S. Martin will present an updated prototype for the Board Data Dashboard.

**C.** Board Member Recruitment

C. Wright will provide an update on board member recruitment efforts.

**D.** Strategic Direction: Next Steps

K. Sved will share staff takeaways from the April board meeting for committee feedback.

**E.** 2019-20 Draft Board Meeting Schedule

K. Sved will seek committee guidance for scheduling of the February 2020 board meeting.

## **III. Closing Items**

**A.** Schedule Next Governance Committee Meeting

Members will choose a date and time for future meeting(s).

**B.** Adjourn Meeting

# Coversheet

## Approve Minutes

**Section:** I. Opening Items  
**Item:** C. Approve Minutes  
**Purpose:** Approve Minutes  
**Submitted by:**  
**Related Material:** Minutes for NS Governance Committee on April 16, 2019

APPROVED



## Navigator Schools

### Minutes

#### NS Governance Committee

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#### **Date and Time**

Tuesday April 16, 2019 at 10:00 AM

#### **Location**

Navigator Schools, Support Office (Zoom), 650 San Benito St., Suite 230, Hollister, CA 95023

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#### Teleconference Locations

- 827 Broadway, Suite 300, Oakland, CA 94607
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#### **Committee Members Present**

Alicia Gallegos Fambrini (remote), Caitrin Wright (remote), JP Anderson (remote)

#### **Committee Members Absent**

*None*

#### **Guests Present**

John Flaherty (remote), Kevin Sved (remote), Sean Martin

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#### **I. Opening Items**

##### **A. Record Attendance and Guests**

##### **B.**

### **Call the Meeting to Order**

Caitrin Wright called a meeting of the Governance Committee of Navigator Schools to order on Tuesday Apr 16, 2019 at 10:02 AM.

### **C. Approve Minutes**

Alicia Gallegos Fambrini made a motion to approve minutes from the Governance Committee on 02-14-19 Governance Committee on 02-14-19.

JP Anderson seconded the motion.

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

#### **Roll Call**

Alicia Gallegos Fambrini Aye

JP Anderson Aye

Caitrin Wright Aye

## **II. Topical Items**

### **A. Brown Act Updates and Reminders**

S. Martin reviewed notes and reminders concerning the Brown Act. Committee members asked questions and suggested ways to integrate Brown Act education into future board meetings on a more frequent basis. S. Martin will research key questions generated by the committee members.

### **B. Review of Board Terms**

The board reviewed member terms. S. Martin will maintain the terms list on BOT and remind the board when a term is nearing its expiration.

### **C. Board Member Recruitment**

Members shared and discussed key attributes of prospective ideal board members. These included connections with communities and businesses, fundraising abilities; expertise in facilities, finance, and real estate; consensus-building and inquisitive nature; and experience with scaling (expanding) projects. K. Sved will provide an updated list of potential board member candidates at the next meeting.

### **D. April 29th Board Meeting Planning**

The board discussed the participation and role of Marci Cornell-Feist, CEO of Board on Track, at the upcoming regular board meeting. Committee members generated a list of most-important questions to ask regarding board roles and responsibilities. Topics included effectiveness, decision-making, continuity, performance and benchmarks, mission, and vision. Members discussed the topic of dissemination, and provided suggestions and clarifications on the subject for NS directors to consider.

### **E.**

### 2019-20 Draft Board Meeting Schedule

This topic was not discussed.

### III. Closing Items

#### A. Schedule Next Governance Committee Meeting

The next meeting will be scheduled via an online survey.

#### B. Adjourn Meeting

Caitrin Wright made a motion to adjourn the meeting.

Alicia Gallegos Fambrini seconded the motion.

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

#### Roll Call

Caitrin Wright            Aye

Alicia Gallegos Fambrini   Aye

JP Anderson            Aye

There being no further business to be transacted, and upon motion duly made, seconded and approved, the meeting was adjourned at 11:03 AM.

Respectfully Submitted,  
Sean Martin

# Coversheet

## 2019-20 Board Goals

**Section:** II. Topical Items  
**Item:** A. 2019-20 Board Goals  
**Purpose:** Discuss  
**Submitted by:**  
**Related Material:** NS Board Goals Draft 052819.pdf

# Discussing Navigator Board's 2019-2020 goals

Governance Committee

May 2019



# Process for developing 2019-2020 board goals

June

- Governance committee launches self-assessment and goal-setting process
- Board takes self-assessment after board meeting as input into our understanding of where we are as a board
- Board reviews and approves organizational priorities

July

Governance committee meeting (timing TBD). Discussion topics:

- Results of board assessment (to be scheduled)
- Draft board goals given board assessment input, Kevin's input and the organization-wide priorities and CEO's priorities
- Begin to discuss what the related governance committee goals might be. Gov committee goals will serve as an example for other committees

August

Board meeting (August 18<sup>th</sup>)

- Governance committee recommends board 2019-20 goals
- Potential for conversation and not approval, then come back in Oct.

Governance meeting (timing TBD). Discussion topics:

- Governance committee goals

# Reminder: draft 2018-19 Board Goals

- Grow to a board of nine members; with focus on representation in new geographies and competencies needed
- Develop and maintain four fully-functioning committees: Finance, Governance, CEO Support and Evaluation, Academics
  - Add at least one non-board member to appropriate committees to strengthen committee structure and develop an expanded pool for new board members
  - Develop a task force to support facilities specifically
- Evolve our governance approach to ensure governing not managing (e.g. ensure the systems, structures and evolve to support this - strong dashboard, right questions posed to board)
- Other?

# Draft 2018-19 Board Goals and Measures

- Grow to a board of nine members; with focus on representation in new geographies and competencies needed
  - # of members = 9
  - Competencies/geographies covered
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- Develop and maintain four fully-functioning committees: Finance, Governance, CEO Support and Evaluation, Academics
    - Add at least one non-board member to appropriate committees to strengthen committee structure and develop an expanded pool for new board members
    - Develop a task force to support facilities specifically
  - # of committees as of 6/2019
  - Frequency of meetings
  - Composition of committees
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- Evolve our governance approach to ensure governing not managing (e.g. ensure the systems, structures and evolve to support this - strong dashboard, right questions posed to board)
  - Dashboard in place that the board frequently refers to
  - Survey measure of board meeting effectiveness
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- Other?