



FOR YOUTH DEVELOPMENT
FOR HEALTHY LIVING
FOR SOCIAL RESPONSIBILITY

Board Governance Committee AGENDA

February 21, 2023

1. 2023 Slate of Officers Discussion

- a. Matt Gerlach recommendation

2. March Board Retreat Discussion

- a. Diversity Gaps/Gap Analysis – discussion regarding what/how to present this to full board

3. Board Expectations Document

- a. Please review to ensure expectations are clear and representative of our needs and mission

4. Board Training

- a. Discussion to ensure consistent, ongoing training is implemented



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Board Governance Committee MINUTES

January 20, 2023

**BOARD GOVERNANCE COMMITTEE
MEETING MINUTES
January 20, 2023**

Present: Juliette Meunier, Sean Peasley, Rosanna Coveyou, Dolores Daly, Christine Salas, Anna Romiti, John Rochford, Michael Hahn, Jeff McBride
Absent: David Lamb

- Meeting Minutes – October 21, 2021
 - Michael Hahn motioned to approved the minutes as presented
 - Sean Peasley seconded the motion
 - Approved, no nays or abstentions
- Jeff McBride notified the committee of the recent news regarding the Santee YMCA
- Board Survey Results
 - Anna gave a high-level overview of the results
 - 100% participation
 - Results indicate our board is almost in complete alignment
 - Survey will be sent out on an annual basis to all board members
 - Neutral option will be removed
 - Anna to create a snapshot of “focus items” to present at next board meeting
 - Engagement ideas
 - Board Members to see the Y in Action
 - Childcare
 - Youth Sports
 - Social Events (no board agenda)
 - Board Engagement task force to plan/organized 2-3 events per year
 - Ask board for volunteers for members
- Strategic Planning Discussion
 - Committee discussed the need to bring on a strategy consultant to help to analyze what YOC currently has, identify what the needs are and to help build a strategic plan



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Board Governance Committee 2022 Report out for Retreat

The purpose and strategy of the board governance committee is to ensure the Board of Directors are in consistent alignment with the Board's Mission as well as the Mission of the YMCA. The committee was commissioned in 2019 by the Board of Directors to strengthen the Board by evaluating existing board and establishing guidelines for board development.

2022 Accomplishments

- CEO Succession Task Force
- Board Chair Succession Process
- Board Survey
- Board Member Recruiting Plan

2023 the committee will continue work on CEO Succession Planning task, board member recruiting as well as putting items and suggestions from the board survey into action.



Board of Directors Member Expectations Agreement

I _____ understand that as a member of the YMCA of Orange County Board of Directors, I have a legal and ethical responsibility to ensure that the organization does the best work possible in pursuit of its goals. I believe in the purpose and the mission of the board and organization, and I will act responsibly and prudently as its steward. My behavior as a board member will be consistent with the values and mission.

- I. BOARD OF DIRECTORS MISSION STATEMENT:** This is the Board of Directors' **enduring Purpose**. It is a direction, a **perpetual guiding star** on the horizon. It answers the **"Why"** question of the Board of Directors existence. Our statement is as follows:

Advancing the YMCA's Mission through vision and governance to ensure a strategic, sustainable and impactful organization.

- II. BOARD OF DIRECTORS VISION STATEMENT:** This is a picture of a **desired future** that supports the Mission. It answers the **"What"** question for the Board of Directors Mission Statement. "This is **WHAT** we will do to accomplish Our mission." Our statement is as follows:

Servant Leaders working together to be the best nonprofit board by:

- **Challenging the status quo with inspirational ideas**
- **Promoting the brand and protecting its resources**
 - **Shaping strategic direction and priorities**
- **Striving to reflect the diversity of the communities we serve**

- III. BOARD OF DIRECTORS VALUES:** These are the basic and fundamental beliefs that guide or motivate attitudes or actions. **Values are the motive behind purposeful action**. They are the **"how"** the board will do the work. Our values are:

FAITH

Courageously living and preserving our Christian Principles

PASSION

Enthusiastically committed to service

RESPECT

Demonstrating openness and collaboration

RESPONSIBILITY

Owning our leadership roles



Board of Directors Member Expectations Agreement

Understanding the why, what and how of this board. I agree to meet and/or exceed the following commitments: (Please initial next to each statement)

- I will know my legal responsibilities for this organization and those of my fellow board members. I accept the By-Laws and understand that I am morally responsible for the health and wellbeing of this organization.
- I will fulfill my 3-year commitment to the board.
- I will maintain the confidentiality of board deliberations and will publicly support the decisions of the board, including those with which I might have disagreed.
- I will respect and support the CEO's and staff's authority, communicate ideas about program or administrative activities to the CEO rather than to line staff, refrain from making special requests of the staff and avoid discussion of personnel matters with staff.
- I will not schedule meetings, lunches or dinners with YMCA staff directly; all meetings with YMCA staff must be communicated to CEO to ensure confidentiality, appropriate content and transparency
- I will participate in and take responsibility for making decisions on issues, policies, and other matters. I will not stay silent if I have questions or concerns.
- I will participate and be a member of a board committee and further acknowledge the Board does its work through Committees.
- I will work at completely understanding the YMCA's history, present programs and outreach.
- I will attend a minimum of sixty-five percent (65%) of regularly scheduled Board meetings. Board meetings are at 7:30am on the last Thursday of each month, or as scheduled with advance notice.
- I will review all Board meeting materials prior to each meeting and will arrive prepared.
- I will make every effort to attend the Annual Meeting; held each December.
- I will make every effort to attend board retreats (as scheduled)
- I will participate on a minimum of one committee and will provide expertise and leadership.
- I will represent the Board with "one voice" outside of Board meetings
- I will facilitate linkages with other community organizations.
- I will know what our budget is and take an active part in reviewing, approving and monitoring the budget and fundraising to meet it.
- I will identify one (1) potential prospect for the Board of Directors annually.
- I will participate in YMCA special events as an organizer, donor or solicitor.
- I will participate as a leader in the Annual Fundraising Campaign to raise sustaining funds, including, but not limited to: recruiting and cultivating donors, personally, raising funds and/or taking a leadership role in the annual campaign.
- I will joyfully contribute my time, talent and treasures for the YMCA to encourage others to do the same.
- I will give a financial donation as a personal gift at least at the Chairman's Roundtable level. Please choose/circle one and identify exact amount to be donated.



Board of Directors Member Expectations Agreement

— I will donate to the YMCA in the exact amount of \$ _____

ROUNDTABLE LEVEL	DONATION RANGE
GOLD TRIANGLE	\$10,000 & Up
SILVER TRIANGLE	\$5,000 - \$9,999
BRONZE TRIANGLE	\$2,500 - \$4,999
CHAIRMAN	Up to - \$2,499

In return, YMCA of Orange County is responsible to you in the following ways:

1. Board meetings will be well-run and productive, with a focus on collaborative discussions and decision making rather than reporting.
2. YMCA will provide me with orientation tools, including an organizational and committee overview.
3. Prompt and straightforward replies from board members and staff to questions that I feel are necessary to carry out my fiscal, legal, and moral responsibilities to this organization.
4. An open-door policy to arrange time with the CEO and/or the Board President to discuss the organization's programs, goals, activities, and status.
5. YMCA will keep me updated with materials/talking points, and a schedule of events where I might represent the organization.
6. Appreciation for my dedication and commitment through support of the exercise of my talents and expertise on behalf of the organization, and making efficient use of my time.
7. If the organization does not fulfill its commitments to me, I can call on the Board President and CEO to discuss the organization's responsibilities with me.

My signature below indicates I have read, understand, and agree with the YMCA of Orange County’s Board of Directors Member expectations. Should I fail to fulfill these commitments to the organization, I understand that the Board President and CEO will discuss with me my responsibilities. If I am no longer able to fulfill my obligations to the organization, it will be my responsibility to resign my position as a member of the Board of Directors.

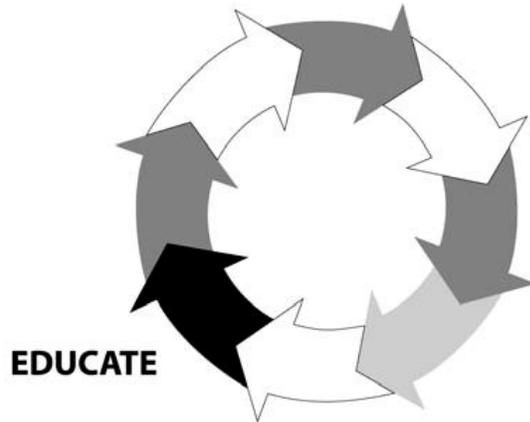
BOARD MEMBER SIGNATURE

DATE

CHIEF EXECUTIVE OFFICER SIGNATURE

DATE

Step 6: Educate



We get so tied up in today's needs that we don't reserve a realistic part of our resources for developing the talent and dedication necessary to carry out and expand the organization's efforts tomorrow.

— Brian O'Connell
The Board Member's Book

Real learning gets to the heart of what it means to be human. Through learning we re-create ourselves. Through learning we become able to do something we never were able to do.

— Peter Senge
The Fifth Discipline

CREATE REGULAR OPPORTUNITIES FOR BOARD EDUCATION

To survive and thrive in a rapidly changing and ever more complex society, education and continued learning are keys to making good decisions, yet this step is often overlooked by boards. While most board members were asked to join the board because of their knowledge and success, they often come to the board lacking an understanding of the intricacies of the nonprofit organization they are asked to serve. For instance, board members of a ballet company — even the most avid fans — may have no idea how a ballet company is run and may be embarrassed to ask. Consumer board members of a community health center may know a lot about the services provided by the center but may lack an understanding of national health care policy. Board members of a national membership association may be aware of what the membership wants, but have little sense of the financial implications involved in various service options. In some cases, board members may be unaware of issues facing the nonprofit sector in general or of the need for strategic leadership.

As pointed out in the BoardSource publication, *The Source: Twelve Principles of Governance That Power Exceptional Boards*, continuous learning is a key characteristic of boards that stand out from the crowd. Such boards understand the need for expanding and deepening their members' knowledge about factors that will have an impact on the organization's success in the long run. They build educational activities into board meetings, schedule retreats for exploration of complicated issues, and encourage their members to attend outside workshops and seminars. In such ways the board stays well informed and supported in its planning and decision-making responsibilities. In such ways organizational leaders learn and grow, and in turn their organizations learn and grow.

Topics for board education might range from internal issues such as fundraising, strategic planning, liability issues, or how to read a financial statement to external issues such as demographic trends, mission-related challenges, and emerging competition. Instead of looking at financial statements only to discover whether income and expenses are in balance, forward-looking boards learn to look for information that gives clues about the organization's long-term financial health. Instead of looking at changes in the community's population from the perspective of who will need the organization's services, learning-oriented boards seek to understand how such changes will have an impact on economic and political structures as well as on the community's culture. Hospital boards need to learn not only about new developments in health care but also about factors that influence the supply of physicians, nurses, and other health care personnel and about health care financing.

STRENGTHEN FROM WITHIN

In addition to learning about big societal issues and developments, each board also needs to keep learning about how it can strengthen its own performance. This, like the board building cycle, is a never-ending process. No board can afford to believe that it has arrived at perfection, that it has no more to learn about being a great board. Jim Collins says that "good is the enemy of great" and implies that greatness is as much a process as a destination. When a group feels that it has arrived and can begin to coast, circumstances can change and the sands can start to shift underneath the group.

Some topics can be scheduled for discussion as part of regular board agendas throughout the year; others may emerge suddenly because of decisions that need to be made. For example, board consultant Bruce Lesley suggests that if a board realizes that it needs to develop or revise its conflict-of-interest policy, a short educational piece on the board's legal duties might be very effective because of its immediate relevance. If a local hospice is approached by a hospice in a neighboring community about merging the two organizations, the board needs to learn quickly about issues related to mergers and about the other organization.

To keep a board in a learning mode, members should be encouraged to suggest topics that would help them and the board do a better job. To keep suggestions coming, ask for ideas during meeting evaluations, board self-assessments, and exit interviews conducted when board members step down. In their book *Improving the Performance of Governing Boards*, Richard P. Chait, Thomas P. Holland, and Barbara E. Taylor cite an

independent school that used a “pop quiz” to prompt suggestions. The quiz contained 30 basic questions about the school, such as gender balance and curriculum requirements. The board members were not required to share their scores because the object of the quiz was to show them where there were important gaps in their knowledge and to encourage them to request programs and activities to fill those gaps.

Some form of education should be on the agenda of nearly every board meeting, whether a presentation by an outside consultant or a briefing by a staff member on developments in the organization’s mission area. A museum board might enjoy a presentation about the way another museum increased attendance. Someone from an affiliate across the country might talk about industry trends. A funder might make a presentation about the need to measure and document outcomes or about factors used to evaluate grant proposals. A government official could provide an update on pending legislation on an issue such as tax deduction for charitable contributions. Or an educational researcher might present new findings related to gender issues in elementary education.

In another approach, board members might be assigned as individuals or as groups to explore certain subjects and then report their findings to the full board. For example, an adult literacy board preparing for a strategic planning retreat might assign a group of board members to dig up statistics on changing demographics and employment issues. The board of a local YMCA might assign several of its members to gather and present information about financing options for a major renovation of the facilities.

Whatever approach is chosen for particular topics, set aside time for discussion. Rather than just asking for questions and comments after a presentation, it is usually more effective to ask the board to discuss the possible implications of the information presented, to consider how the topic relates to the strategic plan, or to brainstorm questions that need further exploration.

Some educational activities might need to be conducted in executive session behind closed doors if there is a need for off-the-record information sharing or an exploration of emerging issues or topics of a sensitive nature, such as a possible merger or options that may have legal implications. These sessions will usually include the chief executive. However, the board’s meeting with the auditor to review the annual audit and to learn how to make more effective use of financial statements ought to take place in executive session without the chief executive present. Meeting in private can allow board members to talk more candidly and to raise questions. However, organizations in states with “sunshine laws” will need to ensure that such sessions do not violate the open meetings requirements.

EXPERIENCE SOME HANDS-ON EDUCATION

Field trips are an excellent way to help the board understand the organization’s programs and the needs they address. Having board members see programs and services in action, meet with individuals benefiting from these programs, or travel to the organization’s different sites has a way of making the issues and needs come alive. Participating as a group in one of the organization’s programs will serve the same

purpose. When board members of a public television station staff the phone bank for an evening during pledge week, or board members of a theater company serve as ushers on a Saturday evening, or board members of a homeless shelter put on a holiday party for clients, they not only learn but gain personal satisfaction from making a tangible contribution.

Wise organizations put money in the budget for board development activities. For example, the Association of Fund Raising Professionals, based in Arlington, Virginia, holds frequent workshops across the country to help people learn fundraising techniques and trends. Resources for board education related to the craft of organizational governance include BoardSource, local management support organizations, some colleges and universities, and individual consultants. Such resources can be brought directly to an individual board, but board members can also be encouraged to attend more public events. National and regional associations frequently include workshops related to governance in their conferences. In collaboration with local partner organizations, BoardSource sometimes holds workshops in different parts of the country on a variety of subjects, providing board member training and opportunities for board members from different organizations to meet and share ideas. The BoardSource annual Board Leadership Forum brings together board leaders from around the country to learn about latest developments in nonprofit governance and to learn about the experience of other boards.

MAKE THE BEST USE OF TECHNOLOGY

More and more boards are keeping connected electronically. Many are putting money in the budget for laptops, modems, and printers for board members who do not already have access to such equipment. Some boards may only consider nominating individuals who can communicate electronically. Computers are used for information sharing on issues, updates, and routine decisions, among other things.

New technologies can free the board to do what authors Chait, Holland, and Taylor refer to as the “new work of the board” — discovering the issues that really matter, establishing institutional priorities, and having meetings driven by goals rather than established procedures. The following are examples of information technologies that can help keep the board connected and can contribute to the education of the board:

- **Teleconferencing** can bring together groups of board members for discussions between meetings, but it is not always a good idea to use this medium for conducting larger meetings.
- **Distance-learning programs** via the Internet or satellite technologies can be used for board orientations and leadership training.
- **E-mail**, particularly for boards that are spread out across a state, the country, or throughout the world, may be the most cost-effective way of staying in touch between meetings. By now, even for the technologically challenged, e-mail is no longer unthinkable. It can greatly speed up a board’s ability to communicate and provide quick feedback on issues. However, important or lengthy board discussions should not be relegated to e-mail communication, but rather reserved

BOARD EDUCATION ACTIVITIES AND RESOURCES

The following are ways that boards can incorporate board education on a regular basis:

- Invite outside consultants or internal experts to discuss trends in the organization's mission area, the community, or the larger society.
- Conduct a periodic review of how the mission statement is related to the organization's programs and services.
- Present special board training workshops on topics such as fundraising, planning, and finances.
- Distribute articles, videos, CDs, and links to Web sites that individual board members may view at home.
- Plan a discussion on a facet of the board's operations, such as the committee structure, the content and conduct of board meetings, or how to increase board diversity.
- Promote team building by scheduling and carefully planning a board retreat that combines educational activities with work and social interactions.
- Attend governance workshops offered by management assistance providers or other experts.
- Create a well-crafted Web site with links to other sources of information related to the mission or guidance about governance policies and practices.

for face-to-face meetings. The board should also establish a policy on what kinds of topics and decisions the board should address online.

- **Listservs** and chat technology are online vehicles for engaging like-minded people in issue-oriented conversations and can benefit an organization's membership as well as its board. While this technology can be slower in achieving responses, it can also allow for better information distribution between board meetings.
- **Web sites** can engage board members and help keep them apprised of an organization's programmatic accomplishments. In addition, some organizations designate special password-protected areas of their Web sites for specific communication to board members, making information available to the board when it is needed. This site may include links and information about the community or industry, new developments or regulations affecting the nonprofit sector, or internal documents for the board's review.

New technologies can provide opportunities for learning and for the exchange of ideas and information, but they can never replace the human factor that the board experiences in face-to-face interactions. This is particularly true when a board consists of a wide diversity of perspectives and backgrounds where members may not express themselves in the same way, share the same assumptions, or define words in the same way. What one person might perceive as a rude brush-off, another might consider being admirably succinct.

STEP 6: ACTION STEPS

- Build in opportunities for the board to expand its knowledge, awareness, and understanding.
- Educate board members on external issues that might affect the organization and the mission as well as on specific board functions.
- Make information readily available to board members through e-mail or on a password-protected Web site.
- Organize activities that get board members involved and teach them things outside of the regular boardroom context.



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Board Governance Committee

Open Action Items

FEB/MARCH

- Board Diversity Report
 - An Annual analysis will be performed to evaluate and identify the diversity gaps within our board, gap analysis will be presented at board retreat which will be captured in the minutes
- Committee Members/Potential Board Seat
 - Discuss (new) committee members, solicit feedback from committee chair/taskforce to determine if candidate is a good fit for board seat
 - Matt Gerlach – Joined advisory committee in June 2022, has taken assessment and we are awaiting assessment results

ONGOING

- Board Engagement
 - Board Members to see the Y in Action
 - Childcare
 - Youth Sports
 - Social Events (no board agenda)
 - Board Engagement task force to plan/organized 2-3 events per year
 - Ask board for volunteers for members
 - Recommendations
 - Would like to see each board member get family membership to a local Y to encourage understanding of the operations and all the activities offered
 - Generative discussions strategic planning facilitated at the board level with experts
 - Celebrating the success of a team member or management
- Board Member Evaluation
 - Create a formal evaluation for board members
- Board Member Recognition
 - Development and Implement plan/process to recognize outstanding board and/or committee members
- Succession Planning taskforce



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GOVERNANCE COMMITTEE

Commission

The Governance Committee is a standing committee commissioned by the Board of Directors to strengthen the Board by evaluating the existing Board and establishing guidelines for Board Development. It mounts a year-round effort to enlist new Board members in order to ensure that a full complement of seats is filled under the Association bylaws. The committee monitors Board participation and takes necessary steps, including separating inactive and/or ineffective members, to maintain high levels of Board involvement. It also evaluates the quality of the experience of serving on the Board and acts to make improvements.

Composition

The Committee is made up of members of the Board members who are well acquainted with the YMCA's goals and current challenges. Committee members must be able to operate without undue influence from the status quo or a power element of the Board. The committee members should be sufficiently secure in their own professional and community positions to evaluate the Board objectively.

Duties

1. Conducts evaluations of the current Board in order to identify areas of strength and weakness.
2. In light of the YMCA's goals, strengths and weaknesses of the current Board, the committee will determine the characteristics that new Board members must have in order to improve Board performance.
3. Reviews current Board members and determines whether or not they should be retained, separated or challenged to become more involved and acts to do so.
4. Identifies qualified candidates to fill vacancies on the Board.
5. Recommends a slate of Board officers & new Board members for annual terms of service.
6. Holds all discussions of those under consideration for recruitment in strict confidence.
7. Cultivates and recruits candidates elected to fill vacancies. While recruitment and cultivation is concentrated in one quarter of the year, it is carried out year-round.
8. Monitors the proper orientation and mentoring of new Board members.
9. Ensures that consistent, ongoing training is implemented throughout the year.
10. Works to maintain high levels of involvement in Board committees, meetings, fund raising and special projects.
11. Reviews for possible change "Board member expectations" annually.

12. Develops and implements a plan to recognize outstanding performance of Board members.
13. Evaluates Board of Directors meetings for regular and constant improvement.
14. Annually evaluates the Board Committee structure and makes recommendations for improvement.
15. Holds (1) governance "Summit" annually.
16. Regularly reports to the Board the activities of the Governance Committee.

Calendar for 2023

Month/2023	Agenda items
January	<p>Calendar & Charter – Vote</p> <ul style="list-style-type: none"> - Draft Calendar & Charter created at the December 2022 GC meeting <p>Prepare for Annual Meeting (March 2023)</p> <ul style="list-style-type: none"> - Committee Accomplishments - Diversity Gaps/Recruiting of Board Members - Finalize presentation Re: Board Survey Results - Review Board Expectations Document to ensure expectations are clear and representative of our needs and Mission <p>Strategic Planning Discussion</p> <ul style="list-style-type: none"> - Begin discussions on how to begin the creation of a strategic plan, identify what we have, what are our needs? What do we want to achieve? Etc.
Feb	<p>Planning for 2023</p> <ul style="list-style-type: none"> - Slate of Officers Recommendations, including any new members > 6mos on committees - Prepare GC for the Retreat report out (see March topics) - Request all committee chairs to be ready for retreat topics below <p>Prepare for Annual Meeting</p> <ul style="list-style-type: none"> - Diversity Gaps/Gap Analysis -prepare presentation - Review Board Expectations Document to ensure expectations are clear and representative of our needs and Mission. (cont. from Jan)
March	<p>Board Governance is DARK</p> <p>Retreat:</p> <ul style="list-style-type: none"> - Committee chairs report out to the board: <ul style="list-style-type: none"> o Purpose/strategy of committee o What they achieved during the year, and celebrate o What still need to do, which will carry into the next year & new items o Review committee charts of work; Are agenda items on calendars achieving the goals? o Review committee composition, and desired committee characteristics; committees should have some “non-experts” on them as well as those who specialize in that field - Board diversity report out – Results of annual analysis to evaluate and identify the diversity gaps within our board presented at the board retreat
April	<p>CEO Succession Planning Taskforce</p> <ul style="list-style-type: none"> - Update <p>Board Member Evaluation</p>

	<ul style="list-style-type: none"> - Create a formal evaluation of board members - Data on each board member presented based on Board Expectations document - Discussion of current board members and committee members – should members be retained, separated or challenged to become more involved? Do we need to actively recruit this year?
May	CEO Succession Planning Taskforce <ul style="list-style-type: none"> - Update Board Vacancies <ul style="list-style-type: none"> - Update from Leadership on current candidates - Discuss recruiting new board members and addressing whole board
June	Board is DARK in June
July	Branch Boards Taskforce Update Develop and implement plan/process to recognize outstanding board and /or committee members
August	Board is DARK in August
Sept/Oct	Planning for 2024 Annual Meeting (December 2024) <ul style="list-style-type: none"> - Slate of Officers Recommendations - Board Meeting Evaluation – Survey - Committee chairs report out to the board: <ul style="list-style-type: none"> o Purpose/strategy of committee o What they achieved during the year, and celebrate o What still need to do, which will carry into the next year & new items o Review committee charts of work; Are agenda items on calendars achieving the goals? o Review committee composition, and desired committee characteristics; committees should have some “non-experts” on them as well as those who specialize in that field
November	Board is DARK in November
December	Board Governance is DARK in December Board Retreat – December 1st