



**Governance Committee
Teleconference Meeting
Monday, October 4, 2010**

Meeting Notes

Committee members present:

Chair: Chris Fliesser	√	Regrets:	
Don Young, St. Lawrence	√	Wanda Forsythe, Seneca	x
Rick Helman, Loyalist	√	Barbara Kelly, Conestoga	x
Resource: Diane Posterski	√		

Agenda Items & notes:

1. Welcome: Chris Fliesser welcomed everyone.

2. Committee Structure Review:

After some discussion it was agreed that the following committee structure should be recommended to the board:

Board Committees	Operations/Staff Committees
Member services	Annual PD Conference
Professional Development	Communications
Finance/Audit	Awards
Governance	Editorial Board
Notes: Business Development/Sponsorship and Advocacy will now become standing agenda items for the Board	

Motion: Don Young

Seconded: Rick Helman

Carried

3. Review vacancies/terminations

- Board member termination/vacancy policy

Board member evaluation: After much discussion about orientation and evaluation processes for boards, the following was decided:

- i) we don't need a complex policy
- ii) New board member welcome/orientation should include a letter outlining basic expectations of a board member, including the following:
 - a) regular attendance is expected
 - b) meeting materials should be read in advance of the meeting, that is, preparation for meetings is expected



<p>c) each board member is expected to also sit on a board committee or task force</p> <p>iii) Each new board member should be given a board “buddy” to help orient them</p> <p>iv) If a board member is not fulfilling his/her duties, then it will be up to the President to initiate a conversation with that board member to see if they can continue to fulfill their duties or not.</p> <p><u>Vacancy filling:</u> OCASA Bylaw 11 specifies how a replacement will be elected, but not how the replacement will be found. Again, it was agreed that the process should be kept simple:</p> <p>i) The process must ensure that diversity is maintained (i.e. region).</p> <p>ii) The vacancy should be posted for all membership to ensure transparency and fairness.</p> <p>iii) Where more than one person applies for the position, then the Governance Committee shall fulfill the nominating function and review the candidates. Based on the needs of the Board, and maintaining diversity, the Governance Committee will make its recommendation to the Board.</p>
<p>4. Job descriptions review</p> <p>It was agreed that the job descriptions are fine, as long as they include the expectations noted above in 3. In general, it will be stated that all board members must be a member of OCASA.</p>
<p>5. Board Evaluation processes: Discussion centred around how we would evaluate the board’s effectiveness, with a commitment to continuous process principles while remaining strategic rather than operational. Suggested topics included:</p> <ul style="list-style-type: none">• Activity• Quality of reports• Board education• Effectiveness of meetings <p>Rick suggested a model that he agreed to forward to Diane. Diane will collect samples and prepare sample criteria before the end of the month. The Governance Committee will then decide on a recommended Board Evaluation process to take to the board on November 18.</p>
<p>6. Next meeting: Last week of October. TBA.</p>
<p>7. Adjournment</p>