



GOVERNANCE COMMITTEE MEETING SUMMARY
June 3, 2019
1:00 PM – 2:30 PM

Voting Board Attendees:

Dr. Barbara Darby, Committee Chair
Rebekah Davis
Non- Voting, Dr. Wells

Staff:

Mary Tobin, Adam Miller, Cynthia Nixon, Dae Lynn Helm, Delores Williams, Jennifer Blalock, John Everett, Donnie Horner, Ruth Waters, Katoia Wilkins and Rodger Belcher

COJ Staff:

Julia Davis, Office of General Counsel

Call to Order

The Governance Committee meeting was called to order at 1:00 p.m. by Dr. Darby. Dr. Darby thanked everyone for coming today and gave instructions for evacuation in the event of an emergency. Dr. Darby asked for a motion to approve the reflected changes to the Governance Summary presented today. Ms. Davis made the motion and Dr. Darby seconded it. Dr. Darby asked all in favor to signify by the sign of “aye”. All were in favor and the motion passed.

Governance Report and Work plan

Dr. Darby stated that the work plan has been updated to reflect items that have been completed and asked if anyone had any questions. Dr. Darby asked Mr. Miller to update the work tracker for the CEO Evaluation. Ms. Tobin asked Dr. Darby about her expectations when it comes to KHA Ordinance being updated or revised. Dr. Darby stated we need to have a comprehensive meeting to discuss this. Dr. Darby asked staff to develop a list of items that needs to be changed or updated as they come up. The Governance Committee will then work with staff and the Office of General Counsel to create a plan for moving the recommended changes forward.

Action Items

Adam Miller introduced the Board Officers’ Election Process and Slate of Candidates.

Mr. Miller stated that the Board chair tasked the Governance Committee with coming up with a slate of candidates to present to the Board. Mr. Miller stated this is aligned with the Boards Bylaws and that he has worked with the Office of General Counsel to come up with a written process for approval that will ensure transparency. Mr. Miller contacted each board member to discuss their interest in serving as an officer. From that conversation, Mr. Miller presented a slate of candidates to the Governance Committee to use to make recommendations to the Board. Ms.



J. Davis stated the Governance Committee does not have to approve the draft policy for how the members are selected, and Ms. Tobin stated that she would like approval of the policy so it would be in place for years to come. There was discussion from the Committee around voting considering they are also candidates themselves. Ms. J. Davis assured them of the process and that this is only their recommendations and the slate of officers would still need full Boards approval. Ms. J. Davis went on to say that some Board members could decide they wanted to make their own recommendations, in which case, the recommendation would have to be amended and then a vote taken for approval of the new nominees.

There was discussion on amending the recommendations and how that process would work. Dr. Wells stated that in his opinion this is a unique situation since half of the members are being nominated for officers but if someone is interested, we should consider that. Dr. Wells also does not feel that an incoming Board member should be considered for an officer position until they have served some time on the Board.

Ms. R. Davis asked to remove her name as a candidate for Vice Chair and Treasurer and said she would be happy to serve wherever she was needed. After all conversation and consideration, Ms. R. Davis recommended the following list below to move to the full Board and Dr. Darby seconded it.

Chair- Kevin Gay

Vice Chair- Dr. Barbara Darby

Treasurer- Tyra Tutor

Secretary- Rebekah Davis

Dr. Darby opened the floor for further discussion and public comments. With none being heard, Dr. Darby asked all in favor to signify by the sign of “aye”. All were in favor and the motion to move the list of candidates to the Board was passed.

Nomination and Election Process & Slate of Candidates Process

Ms. R. Davis made a motion to approve the policy for nominating and electing board members as officers and Dr. Darby seconded it. Dr. Darby opened the floor for discussion and public comments. With none being heard, Dr. Darby asked all in favor to signify by the sign of “aye”. All were in favor and the policy on the process to nominate and elect candidates was passed.

Ruth Waters introduced the Youth Travel Trust Fund Request.

The Committee is asked to approve the Travel Trust Fund Request from River City Science Academy to send fifteen students to New York. The students were selected for the Science Olympiad National Competition. Ms. Waters said that the travel has already been completed and the reimbursement amount is for \$3,375.00 which is 25% of the total cost trip. Ms. R. Davis made the motion to approve and Dr. Darby seconded it. Dr. Darby opened the floor for discussion and public comments. Dr. Darby stated she was happy to see the funds being used. With no other comments being heard, Dr. Darby asked all in favor to signify by the sign of “aye”. All were in favor and the Travel Trust request was passed.



With no other action items, the Governance Committee moved to discussion.

Mr. Miller went down the list of items for discussion. The topics were around KHA internal policies. Mr. Miller, Ms. Tobin, and Dr. Blalock explained the intent of each policy as it pertains to what we are doing now.

1. Contract Amendments and the importance of having a policy around this item.
2. Contract compliance, corrective action plan and contract termination
3. Authority to file legislation
4. Annual Report
5. Small Providers Program
6. Updating Essential Services Plan

The Governance Committee tasked staff with coming up with a list of priorities from the policies mentioned and preparing the framework for that policy according to the needs and the Essential Services Plan. Once they have a draft, they are to bring back to the Governance Committee for discussion and recommendations.

Public Comments

No public comments

Adjourn

The meeting was adjourned at 2:30 p.m.