



## Governance Committee Meeting Minutes

September 18, 2019  
3:00 – 4:00 PM

Portland Downtown office  
Portland, Maine

**Directors Present:** Kim Farrar, Denine Leeman, Sarah Martin

**Committee members present:** Kim Farrar, Denine Leeman, Sarah Martin

**Staff present:** Casey Gilbert, Taffy Eaton

**Minute 1.** Chair Kim Farrar called the meeting to order.

**Minute 2. Approval of August 21, 2019 meeting minutes:** Sarah Martin made a motion to review and approve the minutes. Denine Leeman seconded the motion and the vote was unanimous.

**Minute 3. Update on information from attorneys regarding public documents; discussion –** Casey Gilbert updated the committee on the Executive Committee meeting with Chris Smith of Verrill Law. He will complete the memo and provide it to the Executive Committee for their review.

- The PD budget and 990's are already public information, since they are presented as part of the annual packet that goes to City Council for approval. Casey added that the budget shows what the organization was planning on doing and the 990 shows the outcome. Denine added that we will follow-up with the Board on our final year-end financials, once the 990 is complete.
- Kim Farrar asked whether we need an audited financial statement. Denine Leeman replied that only the City can ask for that and they have always been satisfied with the 990. Kim Farrar suggested that the requirement of an audited statement every 3 years could be added to the Bylaws. After discussion, the committee decided there is not a need to formalize a requirement for this.
- The memo will go to the Executive Committee and Governance Committee for approval then will be added to the policies and procedures manual under development

**Minute 4. Explore board and officer training best practices, propose structure (policy development) –** Kim Farrar said the general idea is that we have Board members who have varied experience when they get elected onto the PD board. Kim Farrar feels it can be difficult to have well run meetings and good decision making if our training or onboarding is lacking. How do we get the most value from every member? Those who contribute too much can burn out. Casey added that her report about Board check-ins may assist the committee with identifying areas of opportunity for improving Board member onboarding and training. For example, mentoring was mentioned as something Board members would like.

- Kim Farrar feels that the idea is to encourage Board members to feel comfortable contributing to meetings. If everyone is engaged, there will not be as big of a gap if someone leaves the Board. Casey said succession training is important.
- Sarah Martin reminded everyone that not every Board member is a property owner. They may be representing a smaller group and may not be interested in some of the topics. There is not the same level of engagement throughout the Board.

- Casey mentioned the internal survey the Strategic Planning Committee will be doing. If the Governance Committee felt it would be helpful, we could add a question to collect specific feedback.
- Kim Farrar asked what can we do to support the major contributors so that they don't burn out? Denine Leeman said in her case, it comes from within herself to participate as much as she does.
- Casey suggested we need to look at the whole organization – how it can benefit from having the most well-functioning board. The Board is a steward of the organization and staff.
- Sarah Martin added that it is hard to stay involved and engaged when there is such a steep learning curve and not all topics are relevant to each Board member.
- Denine Leeman suggested if you feel good about what you've accomplished and you're recognized for your contributions, you are likely to stay involved
- Kim Farrar would like to come up with best practices for training and other resources. This committee will look at the Board feedback from the check-ins then revisit this topic. A best practice is to let Board members know that highlighting their strengths is what we're looking for.
- Sarah Martin mentioned financial reviews being confusing and there could be a way to present them in a way that is more easily understandable.
  - It was suggested that Denine Leeman send her summary report ahead of the Board meeting.
- Casey suggested the budget could be reviewed and discussed in more detail at a Board meeting prior to it being approved in the Spring.
- Taffy asked Mary Eshelman to send the Excel of our monthly budget so that we can include it in the Board Resources section of the website.

**Minute 5. Update on draft Organizational Policies & Manuals** – Denine Leeman believes there should be 3 manuals: 1) an employee and benefits manual, 2) an Operations manual and 3) a Board policies and procedures manual. Kim Farrar said that her feedback concerned the employee and benefits manual and Denine confirmed that is the section she is currently working on a draft of. Casey thanked Denine for working on this. Adam is working on event manuals which Casey will distribute to this committee. Denine said that her concept for the Operations manual is to start with a calendar. Taffy will provide the existing employee manual to the committee.

#### **Minute 6. Other Business**

- a. Review qualifications for potential board members regarding disqualifying items such as protection orders, historical context, an abusive person, criminal history. This comes into play during the time when nominations are considered. Should there be a requirement in the Bylaws section of having to be in good standing with the organization?
  - a. Casey suggested that a thorough review of the candidates needs to take place before accepting their nominations. The Governance Committee needs to take the time to research each nominee.
  - b. Kim Farrar added that there needs to be a provision in the process that allows a person's nomination form to be rejected. Background checks could be done on every nominee. Casey will reach out to other nonprofit executive directors to see if anyone has policies that would be helpful as we develop our own. Perhaps the Governance Committee could circulate the slate to current Board members to see if anyone has any knowledge of any reason one or another nominee should not be on the Board.

Kim Farrar adjourned the meeting at 4:00pm.

Respectfully Submitted,  
Taffy Eaton, Recorder