

**GOVERNANCE COMMITTEE**

Of Florida Humanities

**Minutes of ZOOM Meeting of September 15, 2021**

**Members Present:** Tom Luzier (Chair), Frank Biafora, Makiba Foster, Janet Snyder Matthews,

**Staff Present:** Nashid Madyun, Brooke Dressler

*Luzier called meeting to order at 3:07 PM.*

1. **Call to Order/Approve Prior Minutes.** Luzier called for approval of 5/13/21 minutes. All in agreement, Snyder-Matthews abstained, did not read/receive minutes
2. **Board Matrix.** Luzier provided template example, which specifies various categories, such as geography, demographics, expertise, experience, academic background, etc., in which to identify current (and potential) board members. Discussion was had regarding desired representation on the board (i.e., consistent with state demographic trends), and need to better cover FH geographic areas. Matrix will be a tool for helping identify the needs of the organization and how prospective board members might best serve, and to help the members of the board better identify potential candidates. Consensus was to move the concept forward, and Luzier will connect with Patricia Putman to begin fleshing out the matrix, then circle back with the committee to collaborate on next steps to implement.
3. **Board Application Materials and Self-Assessment.** Discussion was had on implementation of self-assessment materials, to assist with board member training, goal setting, expectations for giving, participation etc. Committee agreed to the efficacy of the concept, and to focus on how to tailor expectations in a way that all contributions are properly assessed and recognized. Madyun stressed the importance of board members accounting for their participation in support of the organization's cost-share match requirements.
4. **Bylaws and Revisions.** Committee discussed and agreed that current Bylaws have sections that may be ambiguous. Madyun suggested, and the committee agreed, that a third-party consultant may be retained to offer a best practices review of the bylaws as a stepping off point for future, recommended revisions. Committee agreed to review the Bylaws in this light and further discuss.
5. **Slate of Officers.** Slate of 2021-2022 officers proffered by Board Chair Harbaugh:
  - Tom Luzier – Chair (2-year term)
  - Maria Goldberg – Vice Chair (2-year term)
  - George Lange – Treasurer
  - Makiba Foster – SecretaryMotion to accept recommend for Board approval slate of officers passed on vote of Biafora and Snyder-Matthews (Luzier and Foster excused from deliberations and voting).

*Meeting adjourned at 4: 14 PM*