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Thursday March 10<sup>th</sup>, 2016

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**Attendees:** Larua Heery, Eliza Harris Juliano, Marcy McInelly (Vice Chair), Doug Farr (Chair), Dan Slone, Bob Chapman, Lee Sobel, Jack Davis, Matthew Lewis, Jennifer Hurley (Treasurer), John Torti, Laurie Volk, Chris Elisara, Michael Pride, and Lynn Richards (President & CEO)

**Virtual Attendees:** Sarah Lewis and Erin Christensen Ishizaki

**Absent:** Scott Polikov, Russ Preston (Secretary), Ken Voigt, and Scott Bernstein

**CNU Staff:** Abby Sheridan, Will Herbig, Alex McKeag, Sam Warlick, and Kristen Dunphey

Doug Farr, Chairman of the Board called the meeting to order at 1:15pm. A quorum was present.

**1. Approve the Consent Agenda – presented by Doug Farr, Chairman**

**Motion:** to approve by Matthew Lewis. Seconded by Bob Chapman.

**Vote:** Scott Polikov, Russ Preston, Ken Voigt, and Scott Bernstein absent from vote. All in favor, motion passed.

**2. Diversity – presented by Jennifer Hurley, Treasurer**

Board members participated in small group activities to begin their discussion of diversity in the CNU.

**3. Discuss CNU26 – presented by Lynn Richards, President & CEO**

**Presentation:** Groups from Savannah and St. Louis presented their cities to the Board to be considered as hosts for CNU26. Due to time constraints, further discussion and the vote were postponed until the afternoon on Friday, March 11<sup>th</sup>.

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Friday March 11<sup>th</sup>, 2016

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**Attendees:** Laura Heery, Eliza Harris Juliano, Marcy McInelly(Vice Chair), Doug Farr (Chair), Dan Slone, Bob Chapman, Lee Sobel, Jack Davis, Matthew Lewis, Jennifer Hurley (Treasurer), John Torti, Laurie Volk, Chris Elisara, Michael Pride, Erin Christensen Ishizaki, Lynn Richards (CEO & President)

**Virtual Attendees:** Sarah Lewis, Scott Bernstein (joined for the Governance discussion), Liz Plater-Zyberk (joined for the Governance conversation), Ken Voigt (joined after the Governance discussion)

**Absent:** Scott Polikov and Russ Preston (Secretary)

**CNU Staff:** Abby Sheridan, Will Herbig, Alex McKeag, Sam Warlick, and Kristen Dunphey

Doug Farr, Chairman of the Board called the meeting for order at 9:10am. A quorum was present.

## 1. Governance – presented by Dan Slone

**Motion 1A:** to adopt the amendments to the By-laws as recommended by the Governance Committee by Dan Slone. Seconded by Michael Pride.

**Proposal:** The By-laws of the CNU are hereby amended to affect the following, replacing existing provisions as appropriate:

- The Board officers of the CNU shall be the Chair, the Chair-Elect, the Treasurer and the Secretary;
- The term of each office shall be for one year;
- The Chair-Elect shall automatically become the Chair for the next year, and
- The roles currently described in the By-laws will be replaced with the descriptions set forth on Exhibit A to this report;

**Vote:** Scott Polikov, Russ Preston (Secretary), and Ken Voigt absent from vote. All in favor, motion passed unanimously.

**Motion 1B:** to approve the policy statement regarding the “Chair’s Journal” as recommended by the Governance committee by Dan Slone. Seconded by Matthew Lewis.

**Proposal:** The policy of the CNU shall be that each Chair, at the beginning of their term, shall receive and steward the “Chair’s Journal”, in which shall be written the thoughts, insights and guidance of prior Chairs. They will add their own contributions and pass the journal along to the next Chair promptly at the end of their term.

**Vote:** Scott Polikov, Russ Preston (Secretary), and Ken Voigt absent from vote. Motion passed with 18 votes in favor and one abstention (Laura Heery).

**Motion 1C:** to approve the creation of a policy proposal for the election of Board officers as recommended by the Governance Committee by Dan Slone. Seconded by Bob Chapman.

**Proposal:** The Executive Committee shall create a proposed policy for the election of Board officers which shall specify the annual date of elections (which shall not vary from year-to-year), the process for nominations for office (including whether self-nominations are permitted), a process by which a candidate can present their qualifications to the Board and answer questions, and a ballot process for the election. Such proposed policy will be subject to Board approval and amendment.

**Friendly Amendment:** requested by Eliza Harris Juliano to change “annual date of elections” to “annual time of elections.”

**Vote:** Scott Polikov, Russ Preston (Secretary), and Ken Voigt absent from vote. All in favor, passed unanimously with the inclusion of the friendly amendment.

**Motion 2:** to adopt the amendments to the By-laws as recommended by the Governance Committee by Dan Slone. These proposed changes will not take effect until after the next board meeting (June 2016). In the meantime, the board will consider term extensions for Laura Heery, Bob Chapman, and Scott Bernstein. If the Board approves their extension, Bernstein, Heery, and Chapman will be extended through 2018. Seconded by Eliza Harris Juliano.

**Proposal:** The By-laws of the CNU are hereby amended to affect the following, replacing existing provisions as appropriate:

- All Board members shall serve a three-year term, subject to a maximum of six years on the Board;
- The term and maximum service of a Board member who has been elected to serve as Chair-Elect in the last year of their term shall be extended by one year so that they can serve as chair, and
- The terms of existing Board members shall be used, to the extent possible, to achieve a term expiration of approximately one-third of Board members each year. The term provisions implemented hereby shall not be deemed to extend or shorten the present term of any Board member.

**Discussion:** Prior to CNU24, the Board will hold a call to make this decision.

**Vote:** Scott Polikov, Russ Preston (Secretary), and Ken Voigt absent from vote. All in favor, passed unanimously.

**Motion 3:** to approved the amendments to the By-laws with regard to the size of the Board as recommended by the Governance Committee by Dan Slone. Seconded by Lynn Richards.

**Proposal:** The maximum number of Board members shall be 12 (13 in any year where the Chairman’s term has been extended by a year); If, at the time or this amendment, the size of the Board exceeds 12, then the Board may take up to two years to achieve the required size of Board, using voluntary resignations and the natural attrition of term ends to reduce the numbers.

**Vote:** Scott Polikov, Russ Preston (Secretary), and Ken Voigt absent from vote. All in favor, passed unanimously.

**Motion 4:** to approve the amendments to the By-laws with regard to the elected positions on the Board as recommended by the Governance Committee by Dan Slone. Seconded by Michael Pride.

**Proposal:** One quarter of the Board members shall be elected from the membership (for a Board of 12 that would be two at-large elected positions and one Chapter Election), provided that (i) all candidates shall meet the minimum standards established by CNU policy, (ii) there shall be at least two candidates per open seat for at-large elections, (iii) in the event a quorum of the members fail to vote, no candidate shall be elected, (iv) elections shall be distributed over three years with one at-large seat open in each of two years and the election of the Chapter Representative occurring in the third year, and (v) the Board may appoint someone meeting the minimum standards established by CNU policy to fill any unfilled seat for the term of such seat.

**Vote:** Scott Polikov, Russ Preston (Secretary), and Ken Voigt absent from vote. All in favor, passed unanimously.

**Motion 5:** to approve the amendments to the By-laws with regard to the CEO’s vote as recommended by the Governance Committee by Dan Slone. Seconded by Jennifer Hurley

**Proposal:** The By-laws of the CNU are hereby amended to affect the following, replacing existing provisions as appropriate:

- The President/CEO shall be a non-voting ex-officio member of the Board, but shall retain the right to vote on all Board committees.

**Vote:** Scott Polikov, Russ Preston (Secretary), and Ken Voigt absent from vote. Motion passed with 11 votes in favor, one abstention, and one opposition.

**Discussion:** Ex-officio status is best practice for a nonprofit president/CEO. It allows the individual to participate in board discussion, but not to vote, thereby avoiding an accumulation of power.

**Motion 6:** to approve the minimum standards in nominating new Board members as recommended by the Governance Committee by Dan Slone. Seconded by Laurie Volk.

**Proposal:** The Executive Committee will create a new nominating committee who will develop prerequisite standards for the appointment, reappointment, or election of Board members and, in conjunction with the Diversity Committee, develop a process for the nomination of Board members. Such standards and process will be subject to approval by the Board. Until substitute standards are approved by the Board, the standards outlined above will apply to each undertaking. The nominating committee will utilize second term Board members to review and make recommendations regarding the reappointment of Board members and shall include non-Board members in its process of considering new Board members. The timing and procedures for election and appointments shall be set by policy approved by the Board.

**Friendly Amendment:** It was decided the minimum standard that requires an elected position to have at least two years' experience serving on the board of a non-profit include "or equivalent experience". The final requirement is as follows:

- They have at least two years' experience in serving on a board of a non-profit, or equivalent experience;

**Vote:** Scott Polikov, Russ Preston (Secretary), and Ken Voigt absent from vote. Motion passed with 15 votes in favor and one abstention.

2. **Approve the proposal regarding speaker diversity – presented by Dan Slone, Jack Davis, and Michael Pride.**

**Motion:** to direct the CEO & President to improve gender and ethnic diversity of session panels and tours at future Congresses by Dan Slone, Michael Pride, and Jack Davis. Seconded by Jennifer Hurley.

**Proposal:** The board of the CNU believes that increasing the diversity in its annual Congress and programs is important and, as an initial step, instructs the CEO to take steps to improve the gender and ethnic diversity of session panels and tours at future Congresses, including Detroit. To support this effort, the CEO is to solicit the names of potential speakers and tour guides from board members and other sources and utilize these in working with session and tour organizers.

**Vote:** Scott Polikov, Russ Preston (Secretary), Ken Voigt, and Scott Bernstein absent from vote. All in favor, motion passed.

**3. Elect the new Board Chair – presented by Doug Farr**

**Nomination:** Marcy McInelly, by Lynn Richards

**Motion:** to approve Marcy McInelly for Board Chair by Dan Slone. Seconded by Doug Farr.

**Vote:** Scott Polikov, Russ Preston (Secretary), and Ken Voigt absent from vote. All in favor, motion passed.

**4. Elect the new Chair-elect – presented by Doug Farr**

**Nomination:**

- Matthew Lewis, by Chris Elisara
- Jennifer Hurley, by John Torti (Respectfully declined)
- John Torti, Jennifer Hurley (Respectfully declined)
- Eliza Harris Juliano, by Erin Christensen Ishizaki
- Michaele Pride, by Marcy McInelly (Respectfully declined)

**Motion:** to elect Eliza Harris Juliano as Chair-elect by Doug Farr. Seconded by Erin Christensen Ishizaki

**Vote:** Scott Polikov, Russ Preston (Secretary), and Ken Voigt absent from vote. Motion passed with two abstentions.

**5. Elect the New Secretary – presented by Doug Farr**

**Nomination:**

- Michaele Pride, by Lynn Richards (Respectfully withdrew)
- Dan Slone, by Laura Heery

**Motion:** to elect Dan Slone as Secretary by Doug Farr. Seconded by Laura Heery.

**Vote:** Scott Polikov, Russ Preston (Secretary), and Ken Voigt absent from vote. All in favor motion passed.

**6. Elect the new Treasurer – presented by Doug Farr**

**Nomination:**

- Jennifer Hurley, by Laura Heery
- Sarah Lewis, by Matthew Lewis (Respectfully decline)

**Motion:** to re-elect Jennifer Hurley as Treasurer, by Doug Farr. Seconded by Laura Heery.

**Vote:** Scott Polikov, Russ Preston (Secretary), and Ken Voigt absent from vote. All in favor, motion passed.

**7. Fellows Report – presented by Lynn Richards**

**Discussion:** The Board will hold a call before the June Board meeting to nominate and select new Fellows. The selected Fellows will be invited to CNU24 in Detroit for an inaugural event.

**8. CNU26 Vote – Presented by Doug Farr**

**Motion:** to approve the host location for CNU26 by Dan Slone. Seconded by Doug Farr.

**Vote:** Scott Polikov, Russ Preston, Ken Voigt, and Scott Bernstein absent from vote. All in favor, motion passed.

**9. Theory of Change – presented by Jennifer Hurley**

**Discussion:** Board members broke into small groups to participate in an activity. This activity is used by many organizations to identify and map out a process for future organizational change. Digital copies of the mapping exercise are forthcoming.

Meeting adjourned at 5:15pm.