**Family & Children’s Trust Fund of Virginia**

Board of Directors Nominating Committee Meeting

Agenda

September 19, 2019, 10:15 am

1. Approval of Minutes[[1]](#footnote-1)
2. Report out – Current Officers willingness to extend their Terms through June 2020
3. Define Extenuating Circumstances for extending Officer terms through June 2020
4. Review of Officer’s roles and responsibilities[[2]](#footnote-2)
5. Assignments – Engage Board Member s interest in serving as Officers
6. Discussion – Creation of a Governance Committee[[3]](#footnote-3)

**Family & Children’s Trust Fund of Virginia**

Board of Directors Nominating Committee Meeting Minutes

August 14, 2019, 10am

Robert Bolling, committee chair, began the meeting at 10:08am. Robert Bolling and Nicole Poulin joined from ChildSavers, 200 N 22nd St, Richmond, VA 23223; and Tarina Keene and Jennifer Gillyard joined from Ellen Coolidge Burke Branch Library, 4701 Seminary Rd, Alexandria, VA 22304 on a conference call.

Meeting attendees referenced the FACT Charge, page 2, section 6 to review the responsibility of the Nominating Committee. Attendees then reviewed the current slate of officers: Mary Riley as Chair, Allison Lawrence as Vice-Chair, Judy Kurtz as Treasurer and Frank Blechman as Secretary.

After a discussion, the committee agreed on the following **next steps:**

* Robert Bolling will reach out to the current slate of officers to ask if they are willing to extend their term until the end of FY2020 (June of 2020).
* FACT Staff will provide a write up outlining the roles and responsibilities of each FACT Officer to the Nominating Committee.
* Nominating Committee will meet on September 19th at 10:15 am, the meeting will have the following agenda items:
	+ Assign each committee member with Board Members to reach out to, to gauge their interest and availability to becoming a FACT Officer for FY2021
	+ Determine extenuating circumstances to present to Board at the October 2nd meeting for the extension of the current slate of officers’ terms
	+ Discuss extending this committee’s purview or creating a new committee around Board Governance. Robert will put together a short explanation of what that could look like.
	+ Discuss processes for navigating the possibility of two Board members wanting an Officer position
* Between October and March Board Meetings, Committee will contact every board member to gauge their interest in becoming a FACT Officer.
* Committee will bring a slate of officers to present to the Board for comment at the March 2020 Board Meeting
* Committee will bring final recommendations for a slate of Officers at the June 2020 meeting for a Board vote.

Meeting was adjourned at 11:02am

**FACT Board Executive Committee Roles and Responsibilities**

**Board Chair:**

*Subject to the control of the Board of Trustees and to the provisions of the By-Laws, the Chair shall have general charge, supervision and control of all the business and operations of FACT. He or she shall make annual reports showing the condition of the affairs of FACT, making such recommendations as he/she thinks proper and shall, from time to time, submit to the Board of Trustees such information as may be required relating to the business and property of FACT. The Chair shall preside at all Board of Trustee meetings of FACT at which he/she may be present and shall coordinate the work of the officers and committees of FACT in order that the purpose of FACT may be promoted. The Chair shall appoint the chair of each committee of FACT.*

* Facilitate FACT Board Meetings, present Chair’s report at each meeting
* Consult with FACT Staff for Board Meeting planning
* Work closely with FACT Executive Director on various action items between board meetings
* Occasionally represent FACT in events and meetings

**Board Co-chair:**

*The Vice Chair shall act as aide to the Chair and shall perform the duties of the Chair in the absence or disability of that officer to act.*

* Facilitate FACT Board Meetings if Board Chair cannot attend
* Occasionally represent FACT in events and meetings

**Treasurer:**

*The Treasurer of FACT shall present a financial statement at every meeting of the Board and such other times when requested by the Board of Trustees.*

* Review FACT’s financial records with FACT Executive Director (using Quickbooks and Department of Treasury Statements) before quarterly Board Meetings
* Present financials at each Board Meeting
* Occasionally represent FACT in events and meetings

**Secretary:**

*The Secretary or his/her delegate, shall give notice of all meetings of the Board, shall record the minutes of all meetings of the Board of Trustees and shall perform such duties as may be delegated to him/her.*

* Take minutes at each FACT Board Meeting
* Coordinate with FACT Staff on writing and disseminating of Board Meeting minutes notice of meetings.
* Occasionally represent FACT in events and meetings

Suggested Governance Committee Language

**Governance Committee** - Creates and implements a process that will integrate board member input and result in a committed, effective and knowledgeable Board by:

* 1. Conducting nomination process for board officers;
	2. Orienting new board members to FACT;
	3. Identifying skills sets, knowledge needs required to conduct board business;
	4. Conducting an annual evaluation of the board’s work;
	5. Managing board members through rotation, evaluation and celebration identifying, cultivating and recruiting members;
1. Attachment -- August 14, 2019 meeting Minutes [↑](#footnote-ref-1)
2. Attachment – FACT Board Executive Committee Roles and Responsibilities [↑](#footnote-ref-2)
3. Document – Sample Governance Committee Language [↑](#footnote-ref-3)