

MINUTES OF THE RIDA
GOVERNANCE COMMITTEE MEETING

January 24, 2017 12:30pm

PRESENT: Bob Kern
Lori Ann Pipczynski
Lou Kalogeras

OTHER IN ATTENDANCE: Tracy Stark-James
Dick Ehlers

Due to the expiration of the board term for Dawn Thomas, Lou Kalogeras acted on the board committee's behalf.

Lori Ann Pipczynski motioned to open the meeting at 12:32. Bob Kern seconded.

I. A. Annual Review of Policies and Reports

The annual reports will be reviewed during the next committee meeting. The Committee members individually reviewed the following policies prior to the meeting: Disposition of Real Property, Procurement, Statement of Board Responsibilities, Code of Ethics, Whistleblower, Bylaws, Time and Attendance, Governance Charter and the Mission Statement and Measurement Report.

After reviewing the Bylaws it was determined that incorporating section numbers within Article's III and IV would be consistent with the structure of the remaining document. Also, a correction to Article III under "Composition and Selection" was noted in the first sentence. The sentence should refer to "Article II, Section 10" not Section 10.1. Section 10.1 does not exist. This same change should apply to Article IV under "Composition and Selection" as well.

Counsel reported that filing the Bylaws on the PARIS is constitutes filing them to the State.

In reviewing the Statement of Board Duties, Lori questioned Agency compliance with the need for the Chair to specifically countersign checks signed by the Treasurer as outlined in the Treasurer's duties. This compliance was confirmed through and within the annual adoption of a resolution authorizing signatories for the Agency. However, it was recommended that the full board further review the level of amounts that requires CFO authorization for purchase orders which is currently up to \$3000. It was suggested that the CFO provide a 3 year look back on expenses that had to be authorized outside of recurring expenses. It was suggested to lower the authorization amount to \$1000. Lori Ann Pipczynski motioned to bring the review to the full board. Bob Kern seconded. Motion carried.

Lori noted that the Governance Charter included personnel committee duties and questioned whether it was necessary to have an additional personnel committee. The ED will confirm that the separate committee is not dictated by the ABO. The committee agreed that if it is not an action regulated by the ABO, then the Personnel responsibilities should revert back into the Governance Charter.

Committee to coordinate next meeting tentatively Feb 28th at noon.

Lou Kalogeras motioned to adjourn the committee meeting. Lori Ann Pipczynski seconded.

Meeting adjourned at 1:16pm