


Ronald McDonald House Governance Committee Minutes






Date: January 5, 2022; 8:00 – 9:00 a.m.

Attendees, Mary Basel, Brian Flad, Kathy Kostrivas, Wendy Lommen, Nick Shutwell, Kelly Ruppel


Meeting Objectives

1. Review & finalize Governance Committee Charter
2. Review & finalize Board Member Expectations Document
3. Develop Plan to rollout committee toolkit

Agenda Topic	Discussion	Next Steps/Recommendations
Approval of December minutes  12.1.2021 minutes	Motion to approve December 1 st Governance Committee Meeting minutes was made by Mary and seconded by Wendy. Motion was approved.	Minutes were approved as written.
Confirmation of Meeting Dates/Times	Regular meeting schedule was brought forward for discussion and finalization	Decision: keep meetings monthly on 1 st Wednesday at 8:00; goal to go to every other month later in the year.
Nomination & Appointment of Chair.	Nick made the nomination for the governance committee chair. Mary seconded the nomination. Motion approved unanimously; Kathy accepted the nomination as committee chair.	
Managing HR/Legal talent (feedback from Executive Committee)	<ul style="list-style-type: none"> Kathy mentioned known gaps in HR talent (i.e., Bonus, Evaluation, Performance) that was brought forward from Executive Committee. Kelly added that Legal is also an asset that we know is missing Wendy suggested a separate HR Adhoc Committee that could be non-Board Members with expertise – could be a committee or exist as a “just in time” group that could be convened as needed for HR issues. She also suggested McDonald’s HR/Legal would be available for advice as needed Kathy questioned TEG role in HR issues; Nick mentioned that TEG is our service provider and administer policy – they do not make policy. Nick appreciates having a consistent HR/Legal Advisory Committee – for consistency moving 	Next Steps: Bring Talent Management grid together and bring draft to Feb 2 nd meeting.

	forward. Kelly thinks that a HR/Legal Advisory Committee would look similar to Investment Advisory Committee.	
Review. Edit & Finalize Charter  11.19.2021 Governance Charter	<p>The Governance Committee charter draft was reviewed (see document attached). The following changes were recommended:</p> <ul style="list-style-type: none"> • Move mentoring check list into Q2 or Q3 • Wendy recommended moving mentoring checklist into Q3 and move Talent Assessment into Q1 or Q2 as we need to know where talents are today. • Nick supports April deadline for talent assessment. Goal to have a draft before then and to ensure we have other subcommittees of the Board have a chance to meet in the next couple of months to add to the list of talent needs for consideration before talent assessment is finalize, but then to have final version for Board Retreat. 	<p>Recommended edits in version noted in updated charter below (see measures of success)</p>  Updated Charter 1.5.2022
Board Member Expectations  Standards & Expectations of Board	No new edits recommended	Kelly will send out Standards/Expectations one more time with one week deadline for vote at January 26 board meeting
Review of Committee Toolkit	<p>The following toolkit documents were reviewed:</p> <ol style="list-style-type: none"> 1. Charter template 2. Agenda template 3. 1st meeting checklist <div style="display: flex; justify-content: space-around; align-items: center;">   </div> <p>Committee Charter Template Agenda template</p> <p>Discussion/Recommendations:</p> <ul style="list-style-type: none"> • Ask Board Members on January 26 Board Meeting /Committee Meetings to start thinking about Community Committee Members for Committees and legal/HR talent representatives they may know in their social/professional networks • During Committee 1st/2nd meeting – ask subcommittees to identify any additional “gaps” 	<ul style="list-style-type: none"> • Kelly will send the tool kit documents to the Interim Committee Chairs to start planning their meetings. • Kelly will also resend the Governance Committee Charter as a reference for subcommittees to use as they create their committee charters. • Add to first meeting checklist – have discussion regarding talent needs and community members. <i>Updated 1st meeting checklist document attached below:</i>



	<p>in skill set needed for board/committees or may fill a long-term need for the full board</p> <ul style="list-style-type: none">• “Gaps” in skills needed for board/committees will be included in the Talent Assessment Matrix• Ask Committees to have their Charters complete by March 16th, update the date on Checklist	 1st meeting Checklist - UPDATEC
Next meeting	Next meeting is Wednesday, February 2nd Agenda topics: <ul style="list-style-type: none">• Review draft of Talent Management Grid	

Future Topics to Address

1. Review drafts of other Committee Charters
2. Development of Board Grid – Primary/Secondary talents/strengths
3. 2023 BOD recruitment
4. Annual BOD assessment