



Board Governance Committee

Item Number 3 – Open Session

Subject: Review of Board and Committee Meeting Format and Meeting Materials
– Remote Meeting Environment and Policy Discussion

Presenter(s): Amy McDuffee, Catherine Jackson, Mosaic Governance Advisors,
LLC

Item Type: Information

Date & Time: January 27, 2022 – 45 minutes

Attachment(s): None

PowerPoint(s): Board Meetings and Materials Review – Developing Consensus
Board Operating Preferences.

PURPOSE

The purpose of this item is for the Board Governance Committee (Committee) to arrive at a set of operative principles that can be used to develop alternative frameworks for future board meeting formats and materials. While this is not an action item, the consensus direction of the Committee will be sought.

DISCUSSION/SUMMARY

The Committee is leading an initiative through its FY 21/22 workplan to identify ways to continually increase its transparency, effectiveness, and efficiency in board operations and engage in creative thinking given lessons learned from the pandemic and the changing business context. This topic has received much focus over the past year and was part of the October 2021 offsite board self-evaluation discussion.

Two specific items are within scope as follows:

1. How can the board take advantage of a hybrid meeting format in the future to leverage lessons learned from the pandemic in a manner consistent with open meeting laws?
2. How can the board meeting materials be enhanced to continue to support the delivery of relevant, decision-useful information to the board and its committees in a manner consistent with open meeting laws?

The approach recommended by Mosaic, and directed by the Committee in November 2021, to address the scope included the following activities.

- Surveying the full board to better understand specific preferences.
- Researching peers and/or other related entities for insights.
- Discussing the survey results with the Committee to develop consensus operating principles to guide the development of options.
- Liaising with the leadership and staff of the board and its other committees to identify ideas and suggestions to bring forward.
- Presenting options to the Committee for its consideration and recommendation to the full board.

Mosaic surveyed trustees in December 2021 to gauge perspectives and preferences. In collaboration with staff, Mosaic researched peers and/or other related entities for insights.

At the Committee meeting, we will share insights from the research results with the Committee. Based on our analysis of the trustee survey, Mosaic will present the areas where perspectives and preferences were aligned as well as areas of dissimilar views. Through Committee discussion, we hope to arrive at a set of consensus operative principles that can then be applied to the next step in the process.

Mosaic and staff expect that the Committee could undertake a first reading of options at its May 2022 meeting. At that time, some of these recommendations may move forward for consideration by the full Board, should the Committee feel comfortable. Other recommendations may require adjustments and a second reading at a subsequent Committee meeting during FY 22/23.

RECOMMENDATION

Mosaic recommends that the Committee receive the information presented and provide direction on operative principles, which will be used to develop alternative frameworks for future Board meeting format and materials consistent with applicable laws.