

# GOVERNANCE COMMITTEE

Wednesday, August 23, 2023

## MEETING MINUTES

**CALL TO ORDER:** 5:33 PM

**ROLL CALL:** Mike Lyons, Holly Price, Dave Wehner

Also in attendance: Board Chair Anita Gantner and about 5 other attendees

### WORK SESSION:

#### 1) Bylaws

Mr. Lyons presented revisions to the bylaws based on the discussion at the previous meeting. These refer to the establishing documents from the Village and Township.

The committee discussed the eligibility of people to be appointed as trustees, described in Article II, Section 2. Section 2 could be eliminated by revising Section 1.

Notification of meetings was discussed, and the differences between regular meetings and special meetings including the organizational meeting.

Roberts Rules are a guideline to follow for a board of the size of RJRD, but they don't compel strict compliance.

Article V, officers and their responsibilities were discussed.

- a) Secretary: This position should be rewritten to accurately reflect current practice, including minutes and other documents prepared by "designated district staff". A discussion followed regarding the secretary overseeing district correspondence. This should be better defined, since secretary has no insight into "all" district correspondence.
- b) Treasurer: Responsible for all transactions, reports, voting on reports or not, and the annual financial statement prepared by an outside firm, which must be voted on and approved by the board. This also was redefined, and it should allow for a delegate.

Article VI covers finance, determining who signs checks and defining the fiscal year.

A brief return to Article V, Officers, covered a discussion of election of officers. Ms. Price questioned vacancies on the board and if that vacancy is an officer. This section was revised to allow for flexibility in timing of board appointments and officer elections to fill vacancies.

Amendments: Defined comment period and 30-day requirement.

Ms. Gantner asked about notice of meetings and particularly of special meetings. Mr. Lyons replied that this was already covered and revised.

Ms. Gantner asked if the board chair's presence at committee meetings creates a problem by presenting a quorum of the entire board. Mr. Lyons said that it does not create an issue because a committee meeting is a public meeting. A committee has the authority to

deliberate, but it cannot make any decisions. The bylaws don't speak to committees, but this allows the committee policy to be revised more easily without amending the bylaws.

Next step is to prepare a final version with redline for the board, with 30 days' notice before the following board meeting. This will happen by the October board meeting, since that is more than 30 days before the November board meeting.

## **2) Friends MOU**

Mr. Lyons introduced the commented MOU document and the list of proposed changes.

A suggestion was made that the board may want to start over on the MOU rather than modifying an outdated document.

A review and discussion of Mr. Selig's written comments on the MOU took place.

Ms. Price stated that the work project plan section is no longer required now that there is a park director in charge of park projects. Mr. Wehner concurred that this reference should be removed throughout the document.

Ms. Price said that the MOU document was created at a time when the Friends and RJRD organizations were very different. Mr. Lyons said that he's inclined to start over and avoid all of the flowery language, simplifying the document so that it is better defined and more easily understood.

Ms. Gantner suggested a discussion of what would serve the park well in terms of a Friends group, possibly at a regular board meeting. Mr. Lyons said that this needs to be reviewed in committee first. Committee can strike a lot of the background already covered in RJRD bylaws.

Mr. Lyons commented on some points.

- a) Nature of the organization should be identified in the first paragraph.
- b) The joint responsibilities section is currently just a purpose statement. The first group of points aren't specific. Point 7 gives an assignment, but it is not clear how this is carried out.

Ms. Gantner stated that the Friends have been good about getting documents regarding official fundraising and programs approved before public distribution. Mr. Wehner mentioned social media.

Mr. Lyons mentioned the mutual responsibilities of RJRD and the Friends. He reviewed the list of responsibilities of both parties. The document lists a procedure, but RJRD does not want to be subject to the procedure because park operations are under the direction of the park director. Also, RJRD does not necessarily need to govern the Friends' fundraising. Sections to be deleted were discussed, along with the reasons.

Ms. Price offered the opinion that the committee cannot complete this document right now and asked whether it should be revised or started over. Mr. Lyons replied that he is inclined to rethink the whole agreement, finding the sections that are salvageable.

## **Comments from the floor**

Sandy Norris offered that a previous RJRD board member wrote the document. Mr. Lyons stated that it really doesn't matter; the committee is only looking at the language.

Polly Wheeler asked, in the bylaws, how we determine when the roll is to be called for a vote and when it is not necessary. Mr. Lyons responded that it's necessary when clarification is needed on who voted yea or nay. The only time it is required by statute is in executive session.

Sandy Norris drew attention to the mention of schools in the bylaws document, explaining that this is left over from documents drawn from elsewhere.

Polly Wheeler asked about the requirement that appointees be over 18, asking if this should say age 18 years or older.

Rob Richardson stated that he is encouraged by the idea of redoing the archaic portions of the MOU. He did say that the aspirational portions of the MOU should be recognized because they help define an attitude that each group should have toward the other. Friends would like to be brought into the deliberations with a working group as soon as possible.

## **REGULAR MEETING**

### **Approval of Minutes**

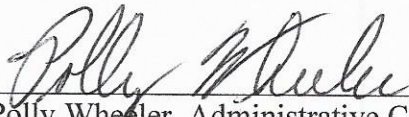
Ms. Price moved to approve minutes of the June 14, 2023 committee meeting. Mr. Wehner seconded. Motion passed: Mr. Lyons (yea), Ms. Price (yea), Mr. Wehner (yea).

Ms. Price asked what the next steps are on the Friends MOU. Ms. Gantner suggested a discussion about how the board and the Friends see the Friends' role in the park. Do these viewpoints agree? Mr. Lyons asked if the board has a common understanding of what the Friends' role should be. Ms. Price agreed and said that the governance committee should present recommendation to the board that the entire document should be reworked, asking for board's permission.

Mr. Lyons said that part of the discussion should be whether this document is useful to capture what is important in the relationship and a meeting of minds. Another part should be how to frame a discussion with the Friends. Specific topics and a process for discussion are needed, whether it's the governance committee or some other portion of the board that works with Friends on this. Document needs to include more than aspirations and should be unambiguous.

**ADJOURNMENT:** Ms. Price motioned to adjourn and Mr. Wehner seconded. Voice vote was unanimous. Meeting was adjourned at 7:52 p.m.

Submitted By:

  
Polly Wheeler, Administrative Coordinator

Approved:

  
Mike Lyons, Governance Committee chair

  
Holly Price  
Governance Committee member

