

Weston COA Governance Committee Meeting Minutes, 14 June 2022

The Zoom meeting was called to order at 9:00am by chair Linda Johnson. She read the extension of Governor Baker's March 12, 2020 Order Suspending Certain Provisions of the Open Meeting Law and then took attendance.

Present: Marge Ackerman, Sue Ruskin Friend, Joan Heilbronner, Linda Johnson, Tom Nicholson, and Prather Palmer

Absent: Mignonne Murray

Guest: Paul Foley

Resident Concerns and Comments: None.

Minutes of the 10 May 2022 Meeting

The date of the Next Meeting was corrected and the minutes were then approved unanimously.

Director's Report

There was no report.

Budget Report

Once again, there was no report provided for review. The group expressed the hope that there will be regular budget reports available with the new fiscal year starting July 1.

Discussion of 2022/2023 Committee Goals

Linda led a review of the 2nd draft of the Purpose and Goals document which includes an additional goal suggested at the May meeting and a few edits. A motion to approve the document was carried unanimously and this document will be shared with the full board on June 16.

2nd Draft, 8 June 2022

Red: 1st draft, May 8, 2022
Magenta: 2nd draft June 8, 2022

Purpose:

The purpose of the Governance Committee is to ensure that the COA Board fulfills its responsibilities through adherence to relevant laws and policies, establishment and periodic review of Board policies and procedures, development of Board member recruitment strategies and training programs, monitoring of Board activities, and evaluation of Board members' performance.

Core Members:

Chair
Vice Chair (also chairs this committee)
Treasurer
Secretary
Immediate Past Chair
COA Director (ex officio)

Goals:

- Review COA Board documents and procedures and up-date as needed.
- Establish orientation procedure for new Board members including written materials, training programs, and mentoring.
- Review Board committees and working groups and determine if any should be added, combined, or eliminated.
- Develop and propose a slate of officers for 2023/2024.
- Recruit, vet, and recommend 2023/2024 Board candidates to the COA Board and the Select Board to fill three vacancies.

- Review Associate Member roster and recommend candidates for one-year terms to the COA Board and the Select Board.
- In consultation with the Board, provide input regarding Director's annual performance review to the Assistant Town Manager.

Review of Board Member Job Description

Committee members discussed the 2nd draft of this document. Changes in red were accepted and suggestions made for the next draft. Linda said that the lack of timely budget reports have been frustrating this year and we need clarity from the Town about Board responsibilities with regard to the budget. Prather and Linda will follow-up with Leon. Paul asked a question about the use of gender pronouns (he/she/their). We will check with Mignonne about whether the Town has a policy regarding this language. Linda noted that most non-profit Boards have an expectation of a financial donation but she wasn't sure that was appropriate for a town board. After discussion, the group agreed not to add that as an expectation.

Board Member Job Description

2nd DRAFT, 13 June 2022

The COA Board consists of 9-13 residents of the Town of Weston. Board members are appointed by the Weston Select Board for a 4 year term which may be renewed for a second consecutive term.

Mission Statement

The Weston Council on Aging is dedicated to supporting the welfare and interests of Weston's seniors and those who care for them.

Expectations of the Board as a Whole

The Weston COA Board is an advisory body responsible for:

- Providing oversight of the mission, budget, and activities of the COA
- Approving and monitoring the programs and services offered by the COA

- Promoting awareness and support of the COA's programs and services in the community and beyond
- Establishing policies and procedures for the Board
- Strategic and organization planning
- Giving input into the selection of the Director and evaluating his/her performance
- Providing guidance and support to the Director
- Ensuring Board continuity and effectiveness by actively promoting Board service and recruiting qualified candidates for vacancies
- Assessing its own performance

Expectations of Individual Board Members

Each individual board member is expected to:

- Know the COA's mission, policies and procedures, programs, services, and needs
- Serve as an active COA advocate and ambassador in the community
- Fully participate in identifying and securing the resources and partnerships necessary for the advancement of the mission
- Review and understand the annual budget and financial reports
- Prepare for, attend, and fully participate in board meetings and when unable to attend, advise the Chair in advance
- Actively participate in at least one committee, working group or task force, and be willing to serve as a committee chair, liaison to another organization, and/or board mentor when requested by Chair
- Support and comply with all applicable laws, bylaws, policies, and board resolutions
- Attend/complete in a timely manner all offered training programs
- Disclose potential conflicts-of-interest
- Maintain confidentiality about all internal matters of the COA
- Track volunteer hours and provide that information to staff

Board members may not:

- Make written or oral representation on behalf of the COA unless authorized by vote of the Board.

- Conduct any business on behalf of the COA
- Make requests or assignments to any staff member other than the Director

Project Up-Dates

Linda noted that an orientation meeting for new Board members is scheduled for June 17. Mignonne will present an overview of COA programs and services, staffing, the budget, and give a tour of the facilities. Sue will talk about Board responsibilities and Linda will cover governance issues.

Other Business

Linda announced that the Select Board appointed our recommended slate of Associate Members for 2022/2023 at their recent meeting. GovCom agreed to defer the remaining agenda items for this meeting until July. Linda reminded everyone that Joan is the new Chair of GovCom and will lead the next meeting. She thanked Marge for her 8 years of Board service and for her hard work as Secretary this past year. Prather reminded everyone of the up-coming program on Surprise Medical Billings.

Next Meeting: Tuesday, July 12, 2022, at 9:00am on Zoom
The group agreed to retain the regular meeting time of 2nd Tuesdays at 9am for the coming year.

Adjournment: The meeting was adjourned at 10:03am.

Respectfully submitted by Linda M. Johnson
06.30.22