

**August 23, 2022**  
**Full NCECA Board**  
**Zoom**

In attendance: NCECA Board members Rhonda Willers (President), Pete Pinnell, Chanda Zea, Alex Hibbitt, Brett Binford, Ife Williams, Heidi McKenzie, Jen Gordon, PJ Anderson, Michelle Castro, Dina Perlasca, Jeff Vick, Pam Kravetz, Cal Cullen, Rick Rogers, ex officio board members Adam Chau, Angelique Scott and Shoji Satake, NCECA Staff; Edith Garcia, Executive Director Josh Green.

Absent: MaPó Kinnord

5.08pm meeting called to order by NCECA President Rhonda Willers

### **Announcements**

1. Conflict of Interest Forms are due this Friday, August 26.  
These are needed for the audit process.
2. Fall Board Meetings via zoom in October
  - **Tuesday, October 4:**  
**Session 1:** 12pm - 2pm, **Session 2:** 3pm-5:00pm - Eastern
  - **Wednesday, October 12:**  
**Session 1:** 12pm - 2pm, **Session 2:** 3pm-5:00pm - Eastern
  - **Friday, October 21:**  
**Session 1:** 12pm - 2pm, **Session 2:** 3pm-5:00pm – Eastern
3. November travel to Richmond is Relationship Building and Community Connections.
  - Board Members Traveling: Rhonda, Ife, Heidi, Chanda, PJ, Shoji (maybe), Adam (maybe), Rick (maybe), Jeff & Angelique (OSCLs-Richmond)
  - Staff Traveling: Josh, MeLisa, Edith, Allyson  
Early visit to the convention center, meeting with some leaders at VisArts, the Virginia Museum of Fine Arts, and other venues.

### **Business**

The board approved the Spring Board Meeting Minutes by unanimous consent.

### **Members Meeting Preparations & Overview (Rhonda and Alex)**

The annual members meeting will be held virtually again this year, the Sunday opening the Cultivating Community week of specially curated free online programming.

Sunday September 25th, 2022: noon PDT / 1pm MDT / 2pm CDT / 3pm EST

**Format:** Zoom. Please plan to attend. Prerecorded updates from Board and Staff will be followed by a moderated Q&A. Alex asked board members to add any topics or ideas for the

member meeting onto the planning document. Rhonda gave the Board background information about the members meeting.

### **Board Processes for New proposals and for Communications Initiatives (Rhonda and Josh)**

Rhonda took the board through a draft document outlining a process by which to bring initiatives to the board. This is to aid in making the process clearer and more manageable for board review. This document requires those who wish to bring a proposal to outline background information and justification of the project, a description of planning, timeline and resources needed (financial and board and staff labor), and preparation for presentation to the board (this would include a discussion with Board President and Executive Director). Josh stated that this process also allows for the presentation of initiatives directly to the board as a whole, that may not have initially been taken up by the president to move forward to a board vote of support. This document puts in place a set of checks and balances to support board individual and committee initiatives through changing board environments. Rhonda asked the board to start using this document as a template for any new proposals that may be brought to the Fall Board meeting. Simon raised the concern as to whether this process might hinder a more nimble and responsive process of adopting and advancing new initiatives. Rhonda responded that we should still be able to implement and support new ideas and move through things quickly. Josh added that often, time-sensitive initiatives are sent to ad hoc committees or task forces to work on a formal proposal and bring it to the board for a vote - we have the option to work on ideas in a number of ways. Jen added that this document is important in terms of transparency and is particularly useful for those new to the board.

The Board discussed the document and agreed that it could use a little more work and clarification.

Action Item: finesse and edit this document. (Rhonda, Josh)

### **Executive Committee proposed makeup change (Rhonda and Alex)**

Rhonda led the board through discussion of proposed changes to the Executive Committee. This committee has become too large for purpose. The executive committee is intended to meet quickly when the full board cannot address time sensitive issues and to be a sounding board and support to the Executive Director when needed. There was discussion as to the makeup and the remit of the executive committee. Rick voiced the concern that the executive committee not become a replacement for the board. Rhonda drew the board's attention to section 9.3.A.i. which describes how the power of the executive committee is limited in matters of decision making.

Proposed Bylaws text:

*9.3 A. Executive Committee of the Board. The Executive Committee of the Board shall consist of the President, President-Elect or Past-President, Steward of the Board, Secretary, Treasurer, the Governance, Advocacy, and Policy Director, and one Elected Board Member who serves a one-year term. The Executive Director of NCECA shall be an ex-officio, non-voting member of the Executive Committee.*

*i. Duties. The Executive Committee acts as a steering committee for the entire Board. Its main purpose is to facilitate decision-making between board meetings or in urgent and crisis circumstances. It has the power to act on behalf of the full board and is a steering committee for the board. In alignment with Colorado law governing nonprofit organizations, the Executive Committee shall act on behalf of the Board of Directors when it is necessary to take action on unanticipated business that requires action between Board meetings and that cannot be resolved through special meetings of the Board of Directors. The Executive Committee shall meet at the call of the President or upon the written request of*

*two Officers. The Executive Committee may execute all functions of the Board with the prior written consent of a three-fourths majority of the Board. Such authority may be given with regard to specific issues and may remain in effect until the election of new members to the Board, whether at the annual meeting of the members or as otherwise provided by these bylaws. All actions by the Executive Committee shall be reported in full to the Board of Directors as soon as practicable.*

*ii. Consults with the Executive Director in matters related to hiring and supervision of full-time and part-time staff members. The Executive Director will furnish rationale behind such decisions in writing to the NCECA Executive Committee, who shall hold such information in confidence. It shall be the responsibility and obligation of the NCECA Executive Committee to keep and maintain a permanent record of all such correspondence.*

*iii. A quorum of the Executive Committee shall be defined as two thirds of the Executive Committee. A two-thirds vote of the quorum of the Executive Committee is required for all actions.*

*iv. The election of one Elected Board Member of the Executive Committee will take place during the Spring Board Meeting. Prior to the Spring Board Meeting, the President and Secretary will collect nominations (self-nominated or peer-nominated by board members). The Secretary will prepare an e-ballot for board members to cast their vote for one of the nominees. The elected nominee will serve on the Executive Committee for one year, beginning at the Spring Board Meeting and continuing until being replaced at the following Spring Board Meeting. The Elected Board Member serves a one-year term and may be reelected once by full board ballot to serve a maximum of two consecutive years on the Executive Committee.*

*v. Vacancy of Elected Board Member on the Executive Committee: In the event that a vacancy occurs of the Elected Board Member of the Executive Committee, the President and Secretary may seek nominations from the full board and implement an e-ballot to fill the position between Spring Board Meetings.*

The board unanimously adopted the **motion: To approve the advancement of bylaws changes to article 9.3 in order to clarify the purpose and reconstitute the make-up of the executive committee of the NCECA Board of Directors. Additional bylaws language pertinent to individual board roles will be prepared for the September board meeting.**  
(Moved by Chanda, seconded by Simon, 12 votes in favor.)

No New Business

6.00pm EDT, Meeting Adjourned by NCECA President Rhonda Willers.