

Personnel/Governance Committee Meeting Minutes

February 11, 2019

Attending: Danielle, Shaheed, Zale

Absent: Ani (excused)

1) Check-in:

Last week was difficult for Danielle, but she feeling better now. Shaheed feels the non-Snowpocalypse was a media-created emergency. Also, he substituted for Jay Jay last Sunday, which was interesting to remember how to work the board and pick out the “right” music. Zale is sad there wasn’t much snow, but happy she could visit De’s Uncle Stu.

2) January minutes:

approved

3) Bylaw revisions

a) three more proposed revisions approved by the committee:

BYLAWS OF THE KBOO FOUNDATION

ARTICLE VI: BOARD OF DIRECTORS

CURRENT:

Section 2. Number. The Board shall consist of twelve members.

PROPOSED REVISION:

Section 2. Number. The number of Board members may vary between a minimum of six and a maximum of nine.

CURRENT:

Section 5. Election. At each annual election, the members of the corporation shall by ballot elect one-third of the members of the board, the nominees receiving the most votes being elected.

[No proposed revision to the rest of the section]

PROPOSED REVISION:

Section 5. Election. At each annual election, the members of the corporation shall by ballot elect Board members to fill the Board seats that are open. The number of open seats shall be determined by the Board by majority vote at a regular meeting no later than April of each year. The Board’s determination of open seats shall be based on the number of Board seats with terms ending that year, and seats opened by increasing the size of the board, if any, so that the total number of Directors in office following the annual election will be no fewer than six and no more than nine. No more than one-third of the Directors may be elected each year. [Rest of section remains unaltered.]

CURRENT:

Section 9. Quorum. A quorum at a Board meeting shall consist of a majority of the number of Board positions.

PROPOSED REVISION:

Section 9. Quorum. When the total number of board positions is six or seven, four shall be quorum at a Board meeting. When the total number of board positions is eight or nine, five shall be quorum at a Board meeting.

3b) Rationale for the above:

In the interest of fulfilling our responsibilities, in order to enable KBOO to fulfill

In these trying times

Community members are working hard on our current times of resistance, and it has been difficult to recruit and retain 12 board members. The Personnel/Governance Committee, after doing much research and deliberation, propose that the number of board seats be reduced to a range of between six and nine members.

Zale will send Danielle final version, and Danielle will send the revisions to the board for their approval as early as the February Board meeting.

3b) Committee members will think about wording for the rationale that will appear on the ballot for requesting these changes, to report back at the March 11 meeting.

3c) Committee members will think about wording for the rationale that will appear on the ballot for requesting the previously approved revision (email, text communication), to report back at the March 11 meeting.

3d) other bylaw revisions (electronic voting):

Zale will reach out to People's to learn what they did in their last board elections. Is there a piece of software?

4) No other business at this time

Meeting adjourned 7:35.