



Minutes of the USTA NorCal Governance & Ombuds Committee Meeting

Tuesday, June 1, 2021

Andrea Norman, chair of the Committee, called the meeting to order at 8:15 am and roll call was conducted. The meeting was held by teleconference.

Committee Members Present: Andrea Norman (chair), Chrissie Costamagna, Michael Cooke, and Jason Scalese (ex-officio member as President of NorCal).

- 1. Chair Report.** The goal of this meeting is to discuss best practices for meeting minutes, as well as any other meeting-related planning governance. Andrea noted that the Committee's unanimous written consent (approved before Michael joined the Committee) was approved by the NorCal Board on May 19, 2021. The charge as given to the Committee by President Scalese is attached as Exhibit A.
- 2. Meeting & Minutes Best Practices.** It was the consensus that as California opens up on June 15, 2021 following the pandemic, the Board will return to in-person meetings, but that many NorCal committees may choose to meet via video conference as it reduces the barrier to traveling to the office. The members felt this was appropriate, but that Committees should consider meeting in person when issues of great substance were being discussed, for sportsmanship hearings, when the Sanction & Schedule Committee meets to do the bulk of the sanctioning work for the upcoming year, typically in the fall of each year, and such other times as the Chairs and Staff Liaisons think it is appropriate.

Following discussion, the members agreed that the following would be recommended to NorCal staff and volunteers as best practices related to meetings and meeting minutes:

- Meetings should not be recorded.
- Meeting notes should be taken by a person designated before the meeting starts to write minutes. This can be decided on a committee-by-committee basis. For the Board, this will be the Secretary, or a designee who will work with the Secretary following the meeting to finish the draft.
- The first draft of a meeting's minutes should be completed and delivered within 7 days to Secretary and President (for Board minutes), and to the Committee Chair and Staff Member (for Committee Minutes).
- To properly inform members in advance of meetings, meeting packets should include written proposals that will be considered, including written out resolutions when possible.
- NorCal will develop a standard template for Board and Committee minutes, similar to what has been used since December 2020, but perhaps for easier use, in a form that does not use Word tables.
- Complete resolutions voted upon will be in minutes, along with proposer, person who seconded and the vote. The resolutions should include the proposed effective date. The rationale for the decision should also be included. If people recuse themselves, that must be noted, as those persons are not abstainers or no votes and do not affect whether a resolution is approved or defeated.
- Staff Liaisons and Committee Chairs should collaborate to set meeting times that allow for Committee Decisions to be submitted on time for the Board Packet.
- Staff Liaisons and Committee Chairs should collaborate immediately following a meeting to ensure that adopted resolutions that need to go in a Board Packet as Committee Decisions are prepared in a timely manner. The recorded vote and rationale are to be included, and other such information that may be needed to explain to the Board the substance of the proposal being recommended for adoption.
- When a Committee Decision requires a change or addition to the budget, Staff Liaisons and Committee Chairs should collaborate to set meeting times that allow for review by the Budget Committee prior to submission to the Board. Immediately following the adoption of such resolutions, the Staff Liaison and Committee Chair should collaborate to get the proposal before the Budget Committee.
- Committee Chairs should announce at the beginning of a meeting whether it's last Committee Decisions (if any) were approved, objected to, or sent back to committee.
- To preserve the legislative history of their adoption, Committee Decisions approved by the Board (those that were not objected to following the meeting at which they were presented) will be announced as part of the President's report at the following meeting and be attached as an Exhibit to that meeting's minutes.
- The Action Item template should be circulated to Board Members and Committee Chairs with the instructions for proper submission of proposals for consideration by the Board, which will include the instruction for a proposed resolution to be written.
- Board meeting packets should not be added to or changed without the prior knowledge of the President.
- The President and Chairs should consider adding to meeting agendas time frames for each agenda item to help keep the meeting on track to adjourn at the announced end time.

Additionally, the consensus of the Committee is that NorCal should consult with legal counsel to put in place a recording disposal procedure for those meetings that have been recorded to date and that such procedure should take into consideration that minutes for many meetings still need to be drafted from the transcriptions of the recordings.

With respect to the delivery of Board meeting packets, the consensus of the Committee is that NorCal should deliver the documents as separate documents, instead of one PDF, and use either a Zip file, post them to a Google Drive, or use some other technology that does not require re-sending the entire Board packet each time there is an addition or revision.

3. Agenda for Board Executive Session. At the May Board Meeting a question arose as to whether the Directors can and should be given the topics for Executive Sessions on the agenda. As past NorCal President, Michael Cooke shared that this was an issue he discussed with then legal counsel during his term and it was determined that detail should not be provided as only confidential issues are discussed in closed session. Chrissie Costamagna shared that in her job as a corporate governance paralegal, Executive Sessions are listed on an agenda without the topic. Following discussion, it was the consensus of the Committee that issues to be discussed in Executive Session should not be listed on an agenda, except that in some circumstances that do not relate to personnel or attorney-client privilege, the President should be given the discretion to list the topic, but not the substance of what will be discussed.

There being no further issues or discussion to come before the Committee, the meeting was adjourned at 9:30 am.

EXHIBIT A

USTA NORTHERN CALIFORNIA GOVERNANCE & OMBUDS COMMITTEE

CHARGE: The Governance & Ombuds Committee ("G&O Committee") will assist the Board of Directors of the USTA Northern California ("USTA NorCal") to effectively fulfill its duties and responsibilities regarding all matters related to governing the organization.

KEY RESPONSIBILITIES: The G&O Committee will perform all duties as requested or required by the President or the Board of Directors and it will specifically be responsible for the following:

1. Advise the Board on strategies to strengthen the organization and empower the Board to meet its obligations related to good governance and to fulfill the organization's mission.
2. Identify efficiencies and deficiencies and make recommendations for policies and protocols that reflect best practices for the overall good governance of USTA NorCal.
3. Advise the Board and Committees on proposals to ensure they are in proper form and are consistent with the USTA NorCal and USTA Constitution, Bylaws, and regulations.
4. Make recommendations to the Nominating Committee on the competencies and qualifications appropriate for election to the Board Directors.
5. Advise the President regarding Committee Chair and Committee member appointments.
6. Assist with the development of an orientation process for newly appointed Board Directors and Committee Chairs to ensure that they have adequate materials and understanding of their roles and responsibilities, and provide ongoing training as needed.
7. Work with individuals and groups to explore and assist them in determining options to help resolve conflicts, problematic issues, or concerns, and bring systemic concerns to the attention of the organization for resolution.

COMPOSITION: It is recommended that the G & O Committee be composed of at least three members, at least one of which should be a member (voting or advisory) of the Board of Directors.