



Governance Committee Report
Prepared by: Steve Geist, Chair
Date Submitted: November 17, 2016

The Governance Committee is charged with the following

Basic Function: The Governance Committee is Responsible for managing the process of soliciting new board members. It has the direct responsibility for coordinating the board's composition, development, evaluation and internal processes.

Responsibilities: To prepare priorities for board composition.

Draft a recruitment plan and continuously cultivate new prospects.

To meet with prospective board members and recommend candidates to the board.

To recommend a slate of officers to the board. Develop job descriptions for board members

Orientate new board members and provide continuing education of all members on their responsibilities.

Ensure that the board regularly engages in self-assessment

To suggest new, non-board individuals for committee membership.

Related Strategic Initiatives:

The committee is presenting the restatement of the Declaration of Trust for board approval. Eric Smith and Barb Duke are staffing and supporting each of the standing committees. Standing committees have monthly or regularly scheduled conference calls.

Meetings:

| | | Oct 19 2016 | Nov 9 2016 |
|---------------------------|----------------|----------------|---------------|
| Attending | | | |
| Chair | Steve Geist | P | P |
| Trustee | Brent Asplundh | A | E |
| Committee | Dennis Beam | E | E |
| Trustee, treasurer | Ray Henning | P | P |
| Trustee | Tom Wolf | P | P |
| Guest | Randy Miller | | P |
| Staff | Barb Duke | P | P |
| Staff | Eric Smith | P | P |

P – present A – absent E – excused

Topics and Action Items

- Al West has offered several constructive comments and observations in regards to the Trust Agreement. Several members of the committee have contacted Al on specific pieces.
- Al West is being asked to draft a history of the TREE Fund.
- As a measure of board self-assessment, the Governance Committee is asking each of the standing committee chairs to assess how their committees supported the TREE Fund strategic plan in 2016.
- Restatement of Declaration of Trust. The Governance Committee will recommend to the Board of Trustees to approve this document via 4 motions as follows.
 - Change of trustee terms to (3) 2-year terms. Executive committee terms of 1 year each.
 - Permanently restricted funds are being held in perpetuity.
 - Omit trustee compensation.
 - All other verbiage changes.

Accomplishments:

- Tom Wolf accepted nomination for Vice Chair in 2017.
- Sharon Lilly nominee for TREE Fund Board of Trustees.
- Re-statement of Declaration of Trust.

Committee work supporting the 2015 – 2017 strategic plan.

The following is considering the 5 goals set forth for the committee:

- Engage trustees in our mission. Yes, I believe we have achieved this goal.
- Ensure that 100 percent of the trustees have the TREE Fund as 1 of their top 3 volunteer activities. Unknown.
- Trustee succession plan
 - The short answer is no, there is not a universal succession plan.
 - A strategic breakfast meeting was held at the ISA Conference in August. There we further defined who we are looking for in new trustees. Diversity and leadership experience is our focus.
 - A running list of potential trustees with contact information has been prepared and distributed to the governance committee.
 - We did revise terms of office that will further define a succession plan (Trust Agreement).
 - We do have and will have going into 2017; 13 – 15 qualified trustees on the board.
 - We are also revising our trustee orientation materials and processes.
- Committee succession plan
 - The short answer is no, there is not a succession plan for all committees.
 - The liaison committee documents have been revised and consolidated into 1 document. The liaison committee has been tasked with establishing terms for ISA chapter liaisons.

Objectives for the first quarter of 2017:

- Recruitment of another trustee.
- Seek a chair for Development Committee, if not accomplished in December.
- Look at the standing committee structures and standardize. The current committee staffing is not consistent with individual committee governing documents. Amend documents and / or adjust committee members.
- Put together a spreadsheet of pertinent TREE Fund documents and when the last revision date was.
- Challenge the committee chairs to identify a successor to chairpersonship.

Next Meeting Date:

December 14, 2016