

**MINUTES**

**Cultural Council of Greater Jacksonville**

**Governance Committee Meeting**

**Tuesday, August 15, 2023, 10 a.m.**

**Location: The Jessie, 3rd Floor Conference Room**

Present:

Members - Chair Lisa Johnson, David Faliszek, Karen Feagins, Ari Jolly

Staff – Diana Donovan, Amy Palmer

1. The meeting was called to order at 10:39 a.m. by the chair, Lisa Johnson, following an Executive Session of the members present, to discuss ways the board can provide more support to the staff and organization.
2. A motion to approve the minutes of the April 6, 2023 and June 12, 2023 Governance Committee meetings was made by Karen Feagins and seconded by Ari Jolly. Motion carried.
3. The current board slate was reviewed.
   1. Chair Johnson confirmed that the three elected members currently in their pilot year all wish to continue into their first three-year terms as board members. These members are: Mike Freed, Laura Schepis, and Tim Snyder. They all had favorable things to say about their board experience and are excited to continue their service.
   2. A board matrix of skills and demographic profile was provided to help inform future board member openings.
   3. Matt Swanson has resigned from the board, effective immediately, as he has taken a new job out of Duval County. This creates an elected board member opening, as well as, the need to replace Director Swanson as board Treasurer and Finance Committee Chair.
      1. An interested prospect for this position was discussed. This person has the requisite skills needed to come on the board as Treasurer/Finance Committee Chair as well as local government experience. The Governance Committee requests that prior to the October Governance Committee meeting, there will be a meeting with him and a board application submitted, with the possibility of the recommendation being made by the Governance Committee for his approval to the board at the October board meeting.
      2. Chair Johnson will resume her prior role as Treasurer/Finance Committee Chair for the interim.
4. Chair Johnson put forward a proposed slate of board officers for the Governance Committee’s approval. The slate is as follows:
   1. Chair – Lisa Johnson
   2. Immediate Past Chair – Ari Jolly
   3. Vice Chair – Laura Schepis
   4. Secretary – Tim Snyder
      1. All of the proposed board officers have indicated their willingness to serve in these roles. The Governance Committee members were supportive of the nominations.
      2. David Faliszek made a motion to recommend the board slate to the board of directors for approval. Karen Feagins seconded the motion. Motion carried.
      3. The slate will be brought to the board at its October meeting for approval. If approved, those officers will be seated as the last action item of the October board meeting.
5. Diana Donovan provided an update regarding Mayoral appointees to the board. Due to the change in administration there could be some changes to existing appointed board members. The Deegan Administration has already made some changes to other city boards and commissions. They are assessing all members for alignment with Mayoral priorities versus “cleaning house.” This will take some time. Diana was able to meet with the appropriate Mayoral administration staff to review current appointees and to make recommendations for future appointees, if needed.
6. Amy Palmer reported on the status of CSGP and APP Committee members:
   1. An unexpected resignation of a CSGP Committee member necessitated a quick appointment approved by the board chair and CSGP Committee chair, as required by ordinance. Sondra Fetner, a program office with the duPont Fun, has completed the city appointment process and was able to join the operating grant review process in a timely manner.
   2. There are two openings on the APP Committee. Since those appointment originate with the Mayor’s Office they may take some time to fill, given the hundreds of city board/committee/commission positions currently under review.
7. There was a discussion about the bylaws, which are being updated by the Governance Committee:
   1. Amy Palmer reported back her findings from consulting with the Cultural Council’s attorney on the question of the Articles of Incorporation and the two sections on bylaws that the committee would like to strike (Articles III and IV).
      1. Attorney’s opinion: CCGJ Articles of Incorporation need to be restated and amended and resubmitted to the State of Florida in order to align with draft revised bylaws. Articles of Inc. come first, then bylaws in terms of board approval. Sections III and IV can be completely removed with no reference once Articles of Incorporation are restated and amended.
         1. The committee determined that the restated and amended articles would be sent to the state with a certification that the board of directors has approved them
         2. Amy has a quote from the attorney to amend and file the articles once the draft bylaws are ready. This work should occur after the start of the fiscal year as it is an unbudgeted expense.
         3. Due to the cancellation of the August board meeting, the draft bylaws will now go before the board in conjunction with the October board meeting. There will be a side by side comparison of the original and revised bylaws with a summary of changes being recommended by the Governance Committee. The board will have the opportunity to provide feedback via a survey. After that, the bylaws will be finalized and the articles can be drafted accordingly.
   2. Changes suggested at the last meeting were reviewed and approved.
8. New and Old Business included:
   1. The next meeting of the Governance Committee will be at 11:30 -1 p.m., Thursday, Oct. 5 at The Jessie.
9. There was no public comment.
10. The meeting was adjourned at 11:20 a.m.