



Capital Workforce Partners
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Governance Committee Minutes

January 22, 2009

Present: Linda Agnew, John Boyd, Jon Colman, Ken Flanagan, Charles Smith, Carl Stephani, and Lee Erdman

Guest: Sylvia de Haas Phillips

Staff: Thomas Phillips, Alex Johnson, Sandra Rodriguez, Suzanne Dutilly

Proceedings:

- Meeting called to order at 8:30 AM by Co-Chairs Charles Smith and Jon Coleman
- Minutes from the 11/20/09 meetings were approved

Governance Committee Work plan:

- Committee reviewed the updated work plan and discussed next steps for 2008-09
- It was agreed that the Governance Committee would provide an update to the full Board at its February 2009 and receive feedback re: next steps. Consultant to prepare outline for Governance Committee co-chairs for presentation.

Communication:

- Committee reviewed draft website policy presented by Sandra Rodriguez. A discussion was held on "what constitutes sensitive documents" as well as the Freedom of Information Act and CWP's transparency to the public.
- The Committee also discussed ease of access to the website and reiterated that the Board could effectively operate with a single portal for all documents with a single password
- Committee recommended that senior management (Tom, Alex, Sandra) determine what constitutes "sensitive" information and determine what is placed on the public website.
- Amendments to the website policy were approved

Board/Management Memorandum of Understanding:

- The Committee reviewed the re-drafted Board/Management MOU and suggested revisions
- Consultant will produce the final draft, incorporating committee comments, forward to the Governance Committee, and then management will include the Board/Management Statement of Expectations in the Board manual and recruitment package

Conflict of Interest Policy:

- The consultant presented a draft Conflict of Interest Policy based on a "suggested" policy as outlined by the Internal Revenue Service in response to increased scrutiny as a result of new 990 regulations
- The Committee and Atty. Thom Page discussed the draft policy. Caution was advised in balancing the need to specific potential conflicts and the processes to use in acting on conflicts with a prudent standard of operation. Additionally, it was felt that the policy should apply not only to Board members but also include senior management of CWP. Although the current CWP

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conflict of interest policy meets IRS standards; a review will be made to determine the what revisions need to be made to align CWP with best practices in nonprofit governance.

- Consultant to forward information to Atty. Thom Page to review and develop final policy
- Policy to be sent to Governance Committee via email prior to the February 26th Board meeting
- Conflict of Interest policy to be presented to the full Board for review and approval on 02/26/09

Recruitment/Leadership Development:

- The Board of CWP is not self-perpetuating—the Consortium of Elected Officials appoints the members of the CWP Board of Directors. This is outlined in the Memorandum of Understanding
- Committee discussed the recruitment, nomination, and appointment practice that has been in place and has asked that this be assessed within the context of what is required by the MOU and CWP's requirements as a workforce development board. It was agreed that at the next Governance Committee meeting, the MOU will be reviewed and the appropriate steps in the nominating and appointment process will be outlined.
- Consultant discussed proposed steps in the nomination process and emphasized that the Board and Management each have a role in identifying and assessing the appropriate fit of potential new board members. More detailed information regarding recruitment goals, the Board/Management led recruitment, and nomination process, etc. will be on the agenda at the next Governance Committee meeting.

Other Business:

- A new recruitment and nomination package will be developed by the consultant for CWP and implemented in 2009.
- Governance Committee to work with consultant on strengthening the orientation process for new Board members
- Governance Committee co-chairs will seek input from the full Board in February on how new governance practices are working for the Board
- Management committed to: a) sending all Board and Committee materials to members one week in advance of planned meetings and b) sending finished documents for review at Board and Committee meetings and not to hand out revised documents at meetings.
- Small sub-group to meet one time to discuss details concerning recruitment for June 2009 for use by the full Governance Committee
- Next Governance Committee meeting: 03/04/09 at 8:30 AM; Governance Committee telephone planning meeting with co-chairs on 02/23/09 at 10:00 AM



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Governance Committee Minutes

March 4, 2009

Present: Linda Agnew, John Boyd, Jon Colman, Ken Flanagan, Charles Smith, Carl Stephani, Fernando Rosa, Bill Putt, and Lyle Wray

Guest: Sylvia de Haas Phillips and Thomas Page

Staff: Thomas Phillips, Alex Johnson, Sandra Rodriguez, Suzanne Dutilly

Proceedings:

- Meeting called to order at 8:30 AM by Co-Chairs Charles Smith and Jon Coleman
- Minutes from the 01/22/09 meeting were approved

Governance Committee/Strategic Management Committee Planning:

- Management presented the draft Board-level goals as outlined by the Strategic Management Committee (as part of the long-range planning for CWP). It was agreed that the proposed goals were operational in nature and that the Board-level goals needed to be re-worked.
- The Governance Committee agreed that the framework for these goals include: Employer Engagement, Partnership Development, Resource Development and Organizational Capacity Building
- The focus of the Board's engagement should enhance management's assessment of what will strengthen the implementation of CWP's long-range goals.
- The Committee had a lengthy discussion on possible areas where the Board can add-value to the implementation of CWP's strategic goals. The list included:
 - + Facilitate connections to public and private organizations
 - + Focus on employers and employees in the cluster areas
 - + Assist CWP to seek Board members who can work with key partnership organizations
 - + Access hiring systems in the private and public sectors
 - + Assist in securing financial and other resources by pro-actively engaging in activities such as testifying at public hearings, writing letters of support, etc.
 - + Inform management of resource development opportunities aligned with priorities
 - + Access workforce system when hiring
 - + Provide opportunities for internships and youth career fairs
 - + Participate in job fairs
 - + Serve as an advocate for CWP—use elevator speech and seek opportunities to “sell” CWP
 - + Testify when it is not a conflict
 - + Connect CWP to networks such as local Chambers of Commerce, trade associations, other employers (including small and medium-sized companies)—management needs to prioritize areas and prompt Board members to make the connections
 - + Pro-bono staff training opportunities—if a Board member can provide training to CWP staff or a management expertise for example
- Governance Committee suggested that these goals be incorporated into the annual Board Assessment tool
- The Committee agreed that management will re-frame the Board-level goals and send to the Governance Committee for feedback via email before the next Governance Committee meeting on April 1, 2009

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CWP/Consortium Memorandum of Understanding:

- Atty. Page discussed the Memorandum of Understanding and reinforced that CWP is NOT a self-perpetuating board—the Consortium has a nominating committee that approves all CWP Board members. After reviewing the agreement it was determined that CWP can continue to operate within the confines of the existing agreement and no revisions are needed at this time.
- The Governance Committee discussed the role of the Consortium and the role of CWP in the board recruitment, nomination, and approval process

Communication:

- The draft “elevator speech” for Board members was presented and approved by the Governance Committee. Members complimented Ms. Rodriguez on the document and suggested it be forwarded to all current Board members and also included in the Board handbook
- The CWP website will place Board minutes and committee minutes in an html document format and will not require Board members to use a password to access the information. Once minutes are approved, they will become live on the website.
- To date 27 Board members have completed the Board Member Profile. The Governance Committee suggested that Ms. Rodriguez move forward with placing brief background information on each Board member on the website site along with a picture.
- Governance Committee co-chairs Colman and Smith presented an update to the full CWP Board in February outlining the accomplishments of the Governance Committee to date. The committee has made excellent progress implementing its 2008-09 work plan.

Board-Management Expectations:

- The final document was approved and will be a part of the Board handbook and recruitment package

Board Development:

- The role of the Governance Committee and Board members in recruitment was discussed. It was agreed that the members of the Governance Committee would work with management in the identification, interviewing, and vetting of potential Board candidates. Each candidate will meet with management and one member of the Governance Committee as part of the screening/interview process.
- An email will be sent to the full Board by the end of March 2009 to secure nominations for the board and for any openings on CWP Board committees. This email will identify gaps on the Board and what type of skills, background, geographic representation, and diversity CWP is targeting in recruitment.
- The Committee reviewed the proposed recruitment and nomination process as outlined in the February 13, 2009 memorandum from the consultant. It was agreed that CWP will not use a formal application but will ask each candidate to submit his or her resume and a brief statement on why the person is interested in becoming a member of the CWP Board of Directors.
- The Board recruitment grid to include Resource Development/Networking as a category of recruitment. Committee also suggested adding “passion for the mission” as a recruitment criterion.
- The recruitment, nomination and orientation process, as outlined in the attached memorandum, will be included in the Board handbook
- Suggestions for recruitment included tapping CWP alumni, previous stakeholders in the CWP system, and recruiting more Generation X people—too many Baby Boomers

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Next Steps:

- Management and consultant to meet as soon as possible to outline Board recruitment targets
- Email to all Board members by the end of March for solicitation of recruits to fill gaps
- Management to draft new Board Level Goals statement and mail to Governance Committee for input by March 31, 2009
- Consultant to work with management to update and finalize all Board recruitment tools
- Board orientation process to be updated by consultant and management for use in the recruitment of new Board member for the 2008-09 fiscal year
- Board leadership development plan outlining short and long-term goals to be developed
- CWP stills needs to develop: a Code of Ethics, a Whistle Blower Policy, and a document retention policy
- Board assessment tool to be drafted and reviewed by Governance Committee and management



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Governance Committee Minutes
April 15, 2009

Present: Lee Erdman, Ken Flanagan, Charlie Smith, Carl Stephani, and Lyle Wray
Guest: Sylvia de Haas-Phillips
Staff: Thomas Phillips, Alex Johnson, and Suzanne Dutilly

Proceedings:

- Meeting called to order at 10:00 AM by committee Co-Chair Charles Smith
- Minutes from the March 4, 2009 Governance Committee meeting approved

Board Recruitment:

- Committee discussed board members whose terms are over in June 2009, reviewed attendance and other considerations (e.g. WIA requirements, industry representation, etc.) and determined which current board members to be contacted to determine future interest in serving on CWP board. Also, determined which members may not be able to make a future commitment to CWP.
- Discussion on recruitment targets for 2009-2010 based on board recruitment grid (women, Latinos, people under 40, manufacturing representatives, health industry representatives)
- Targets for recruitment are organizational decision makers to enable CWP to form strategic alliances where appropriate and to be able to move a joint agenda forward with the right “level” of decision maker in the organization. Committee discussed, but did not reach agreement on, what level of decision maker to target in board search --pros and cons to securing president/CEO level versus senior management level.
- Committee suggested CWP secure referrals from community resources such as Leadership Greater Hartford.
- Committee recommended management re-send the board recruitment email memorandum to the board to secure referrals from current board members.

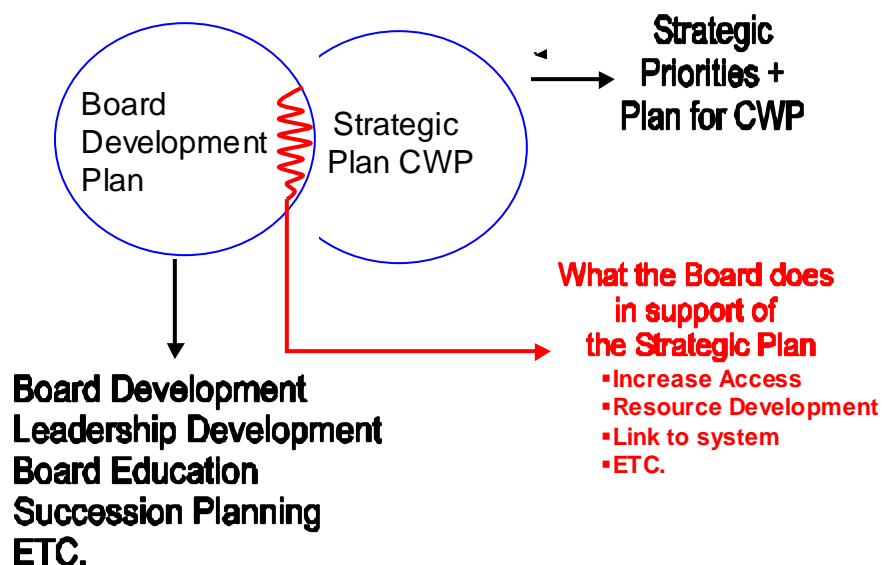
Committee Membership and Leadership:

- Governance Committee agreed that each board committee should have a chair and a vice-chair for consistency and also to develop board leadership.
- Discussion on role of committee chair positions in relationship to overall board leadership development-no decisions made however, committee cautious not to box CWP into a rigid leadership progression.

- Committee to identify their own needs in terms of membership, recruitment of new people, and leadership development. This data to be included in the Governance Committee recommendations on committee leadership for June 2009-July 2010.
- Brief discussion on board succession planning—what type of experience should the board chair have in the organization? Knowledge of the program side and administrative side of the business? How do we develop new board leaders without over-looking fresh opportunities? This was not resolved but agreed to be discussed at a future meeting.

Board Goals:

- Lengthy discussion on what are board-level goals versus management goals.
- Lyle Wray facilitated a conversation with the committee that resulted in a visual to be shared with the full board on how to differentiate between board and management goals and objectives. The following chart illustrated the point:



Next steps:

1. Management to contact existing board members and determine interest in continuing with the CWP board.
2. Email to board to be sent out again to recruit new board and/or committee members.
3. Governance Committee to send out board survey to determine board education agenda for 2009-2010 fiscal year.
4. Consultant to draft a Board Development Plan for review and approval by the Governance Committee (this will include an annual board assessment tool.)
5. Governance Committee to meet in May 2009 to finalize Board and committee recruitment process, candidates, and assignments for the due diligence process.
6. Governance Committee to meet in early June 2009 to put together final recommendations to go to Consortium for review and a vote.
7. Consortium to vote on new board in June 2009



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Governance Committee Minutes

May 27, 2009

Present: Linda Agnew, John Boyd, Jon Colman, Ken Flanagan, Charles Smith

Guest: Sylvia de Haas Phillips

Staff: Thomas Phillips, Alex Johnson, and Suzanne Dutilly

Proceedings:

- Meeting called to order at 10:00 AM by Co-Chairs Charles Smith and Jon Coleman
- Minutes from the 04/15/09

Board Recruitment:

- Governance Committee reviewed and approved the board recruitment process to be implemented in 2009 and going forward
- Governance Committee reviewed and approved the new board member screening questions to be used in the recruitment and due diligence process of bringing on new CWP board members
- Management presented an outline of both current board members and their status regarding going forward on the CWP board and the list of people still to be contacted- Governance Committee agreed that existing board members that have not been engaged in the work of CWP be given an opportunity to rotate off the board
- Committee discussed potential new board members recommended by a number of CWP board members. Additionally a recommendation was made by John Boyd to consider Mark Weatherstay the CIO from Jefferson Radiology for board membership
- After a discussion on each proposed candidate the following people will be interviewed to determine their appropriateness for the CWP board and/or a CWP board committee: Dave Brown, Maxim Health Care; Sheldon Bustow, Hospital for Special Care; Jeff Chitester, St. Francis Hospital; Deborah Gogliettino, Eastern CT Health Network; Cherie Griffith-Dunn, VLO Group; Denise Whitford, TD Bank North; Mark Weatherstay, Jefferson Radiology; and Diane Randall, Partnership for Strong Communities. Cindy Scoville, Bristol Chamber of Commerce will be recruited to participate in a CWP board committee
- The Governance Committee also encouraged committee members and management engaged in the board member vetting process focus on three key areas : A) Does the potential candidate have a passion for workforce development work or in other words the mission of CWP? B) What traits do the candidates bring to the table? C) The history proposed candidate has in community engagement--have they shown a passion to participate in the community through previous volunteer work?
- Governance Committee members agreed that each board candidate interview will include management and a Governance Committee member and that all interviews will be completed by June 8, 2009

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Board Leadership:

- Governance Committee had a lengthy discussion on proposed board leadership for 2009-2010 and 2010-2012. *For 2009-2010, the Committee is recommending the following candidates: Chairman of the Board: Rich Cohen, Vice Chairman: Ken Flanagan; Treasurer: Charlie Smith; and Secretary: Carl Stephani.* Ken Flanagan has assumed a new role in support of CWP as a member of the Connecticut Employment and Training Commission. As a result, he feels it would difficult for him to balance all of his volunteer work with the Chairmanship of CWP in 2010-2011 and has asked instead to be considered as Board Chairman in 2012-2013. Charlie Smith, current board Treasurer and Co-Chair of the Governance Committee has agreed to be nominated as Board Chairman for the 2010-2011 term. *The Committee recommended that board officers for 2010-2011 include Charles Smith, Chairman of the Board, Ken Flanagan, Vice Chairman, Jon Coleman, Treasurer, and Secretary-to be determined.*
- As a follow-up to previous discussions on board leadership development, the Governance Committee confirmed its intent to have each CWP board committee consist of a Chairperson and a Vice-Chairperson. For 2009-2010 the following committee Chairperson and Vice-Chairperson will include: **Governance:** *Chairman: Charlie Smith and Vice Chairman: Jon Coleman;* **Finance and Audit:** *Chairman: Charlie Smith and Vice Chairman: Jon Coleman;* **Future Workforce Services:** *Chairman: James Stanley and Vice Chairperson: to be determined;* **Strategic Management:** *Chairman: Lyle Wry and Vice Chairperson: to be determined;* **One Stop Services:** *Chairman: Bill Putt and Vice Chairperson: to be determined.*
- The Governance Committee recommended that management discuss potential candidates for Vice Chairpeople with the committee chairs and then present its list to the June 9, 2009 Governance Committee for their review and final recommendation to the CWP Board of Directors on June 17, 2009.
- Governance Committee agreed that a “formal” succession plan to develop the board was a good path but with a caution for flexibility; a proposed plan will be outlined and presented to the Governance Committee at the June 9, 2009 meeting.

Board Development Plan:

- Governance Committee received an updated 2008-2009 governance work plan and agreed that at its next meeting a proposed 2009-2010 plan will be presented for discussion and input at its June 9, 2009 meeting

Other Business:

- Governance Committee discussed the development of a Board calendar for 2009-2010 to include all Board meetings as well as committee meetings. Suzanne Dutilly has agreed to put the calendar in place, after consulting with committee chairpeople, and will have the annual Board Calendar placed on the CWP website
- The Governance Committee agreed that it will schedule its meetings for the first Thursday of the month from 8:30 AM until 10:00 AM—it was also agreed that if the committee did not have work that month the meeting would be cancelled
- Management and the Governance Committee acknowledged that as part of the 2009-2010 Board Development/Governance Plan it will be important to think through and recommend how CWP can develop a closer connection to the Consortium to support its work



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Governance Committee Minutes

June 9, 2009

Present: Linda Agnew, John Boyd, Jon Colman, Ken Flanagan, Elliot Ginsberg, Charles Smith, Carl Stephani, and Lyle Wray,

Guest: Sylvia de Haas Phillips

Staff: Thomas Phillips, Alex Johnson, and Suzanne Dutilly

Proceedings:

- Meeting called to order at 10:00 AM by Co-Chairs Charles Smith and Jon Coleman
- Minutes from the 05/27/09 Governance Committee approved

Board Recruitment:

- Board members interviewed a number of potential candidates with either Tom or Alex to determine the fit between the candidates' interests and backgrounds with the Board recruitment needs of CWP. Paul Desson and Diane Randall, two suggested candidates, are not yet ready to assume the role of a board member and are off the recruitment list at this time. Diane Randall has agreed to serve on the Strategic Management Committee. The Governance Committee noted that placing new people on a standing committee is an excellent way of building the pool of new board members for the future.
- After a lengthy discussion on each individual candidate interviewed for this year's board elections the following pool of candidates were recommended to the CWP Board and to the Consortium for their approval:

Deborah Gogliettino, Senior Vice President, Human Resources, Eastern CT Health Network. The Committee felt she was a strong candidate for the Audit Committee.

Cheri Griffith-Dunn, President & CEO, VLO Group New England

Sheldon Bustow, Director, New Business Development, Hospital for Special Care

Carlos Figueroa, Director of Talent Acquisitions/University Relations, Travelers

Denise Whitford, Vice President-Store Manager III, TD Bank North

- Committee members felt the recruitment and interview process went very well and were very pleased with the slate of candidates for the June 2009 Board election
- There was some discussion about additional candidates that would result in an increase in board membership over the membership target set by the Board. There was some concern about the reduction in hospital representation and the Governance Committee recommended that there be one representative on the CWP Board from the area

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hospitals this year. Tom Phillips agreed to vet a potential candidate and to include this person in the 2009 slate.

Relationship with the Consortium:

The Governance Committee discussed options to increase the connection between the CWP Board of Directors and the members of the Consortium. It was agreed that this would be a task for the 2009-2010 fiscal year and the committee felt that the following questions needed to be part of this process:

- How can CWP better use its connection to the Consortium to support its work?
- Is there a role for local outreach between CWP and the Consortium?
- Is there a way to connect with Consortium members to further extend the reach of CWP beyond its (predominant) urban constituency?
- How can the Consortium and CWP work together in the board recruitment process?
- Charlie Smith and Jon Colman will attend the next Consortium meeting on June 24, 2009 and begin the conversation around a closer alignment between CWP and the Consortium.
- The proposed slate of new CWP board members will be presented to the Consortium on June 24, 2009 for their approval.

Future Board Recruitment and Leadership Recruitment:

- Carl Stephani has accepted the nomination to be the Board Secretary for 2009-2010 but informed the Governance Committee that he is intending to step down after this fiscal year and suggested the Governance Committee and the Board begin to plan for his replacement.
- There was also a discussion on beginning the process of identifying new Board leaders for 2010-2011 early in this current fiscal year (and beyond). Charlie Smith has agreed to be nominated for Board Chair, Jon Colman has agreed to be nominated for Board Treasurer, and Ken Flanagan has agreed to be nominated for Board Vice-Chair
- Elliott Ginsberg encouraged the Governance Committee to focus its efforts on a board size of 37 and not to increase the size to 42 (as allowed by the by-laws revisions approved in 2009). The Committee felt that it wanted some flexibility to “weed out” people not engaged and to groom new people. It was agreed that a board composed of 37 engaged members was the long-term goal for the Governance Committee.
- The Committee also discussed the level of time commitment board members have to CWP, how they coordinate their work with other board commitments, etc. It was suggested that CWP secure the board calendars from key area nonprofit organizations that may overlap in board membership with CWP and try to coordinate where possible CWP Meetings with other commitments board members may have.
- It was also suggested that the Governance Committee review CWP’s committee meeting schedule and try to consolidate meetings as much as possible to streamline and focus the time commitment of CWP Board members.

Board Orientation:

The Governance Committee will organize and host a new Board Member orientation to occur before the September Board meeting. Historically, CWP has combined the new member orientation with this meeting but has decided to develop an orientation for new members that will

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give them a broad understanding of CWP's work, its relationship to the Consortium and the different committees that may be of interest to new members.

Year-end Report to the full CWP Board:

It was suggested that the Governance Committee Co-Chairs provide the full Board with a year-end report on the accomplishments of the Governance Committee to date and some suggested next steps for 2009-2010. The Co-Chairs charged the consultant to write the report for the Committee for presentation to the June 2009 CWP Board Meeting.

The consultant had a conversation with Governance Committee members to discuss their views on the changes that have occurred and what additional work they feel needs to be done in 2009-2010. Responses included:

Changes that have been implemented:

- Re-organized the committee structure and empowered the committees to fully vet and make recommendations to the full Board
- Changed the role of the Executive Committee to reduce the vetting process and further empower the Board of Directors to make the strategic decisions impacting CWP
- Began the process of changing the Board approach to its work from a "management" approach to a more "strategic" approach
- Strengthened the recruitment process which resulted in five board members who matched the needs of CWP and will hopefully ensure a high degree of engagement in the board's work
- Consent agenda implemented although the Governance Committee suggested it should be evaluated by the full board to be certain it is accomplishing the meeting management goals that were originally envisioned
- Committees are working better and providing the full board with the information they need to make informed decisions

Areas for Future Growth:

- Consent Agenda—work with the full board to determine and secure their agreement on what should and should not be placed on the consent agenda to be certain Board members get the information they need while at the same time allowing the Board to have time to engage in strategic discussion at their meetings
- After-Action analysis—look at instituting a process to review and assess new governance practice after they have been implemented
- Board meetings need to include more policy-level discussions
- Have not found a balance yet between the "old" Executive Committee and where we want to be—discuss with the full Board
- Still appear to be too many reports—can they be streamlined?
- Develop a board education plan that includes external and internal educational presentations—have a topic for every Board meeting in 2009-2010. Suggested ideas include: discussion on the CWP education agenda, senior staff presentations on the full scope of CWP's work, policy discussions focused on the strategic (and current) issues facing CWP, etc.