Governance Committee Meeting
Wednesday, January 29, 2014
Meeting Minutes

Attendance: Susan Zaunbrecher co-chair, Bill Robinson co-chair, Sean McGrory, Bill Neyer, Margaret Valentine, Julie Heath and Lorrie Penner

I. Welcome
Susan Zaunbrecher welcomed the committee to her conference room at Dinsmore and Shohl.

II. Planning the work of the Committee
The committee reviewed the rough draft of the Governance and Nominating Committee document.

Motion 1: Susan Zaunbrecher moved to adopt the Governance and Nominating Committee document as policy, Margaret Valentine seconded the motion. Motion approved by unanimous vote.

ACTION ITEM: The Center will send out the rough draft document to the committee members in Word format. Feedback from the committee will be forwarded to Julie Heath. Edits will be returned to committee and the final documents will be recommended to the Executive Committee to approve at the Board of Trustees meeting on February 12, 2014.

ACTION ITEM: Susan Zaunbrecher has agreed to report on the Governance Committee and its activities at the Board of Trustees next meeting on February 12, 2014. She will be added to the agenda.

a. Roles and responsibilities of the Board of the Center and its Trustee members
The committee discussed the need to have more activities of the Center be volunteer-driven as opposed to primarily staff-driven.

ACTION ITEM: An item will be added to the Board of Trustees Meeting on February 12th to facilitate an open discussion of Board expectations.

b. Composition of the Board
Strides are being made in appointing trustees with a variety of skills, abilities and access to resources to accomplish future work. The committee pointed to the newly formed Young Professionals Council, led by Chris Habel and Adrijana Kowatsch as a good example of providing a natural pool of potential candidates.

ACTION ITEM: The Center will provide an overview of all the Board of Trustee members.

c. Board Knowledge
The committee reviewed Feedback from the Board Retreat. One thing that jumped out was the lack of understanding by the trustees of the work of the Center’s Research Team. It is clear that most of the members of the Board are comfortable with the Education side of the Center’s activities because economics and financial education is a real passion with most of them.
ACTION ITEM: Information about the Research activities will be included more frequently on the Board of Trustees agendas.

III. Memorandum of Understanding (MOU) with the University of Cincinnati (UC)
The committee requested a copy of the MOU that the Center currently has with UC. A preliminary meeting among Board of Trustee Chair, Margaret Valentine, Julie Heath, and several University attorneys that was to have taken place on February 4, 2014 was cancelled. The draft MOU written by Tom Heekin was re-sent to the UC general counsel’s office. UC wants to get a handle on the relationships they have with all of 501c3 entities that are currently considered an “Affiliate” or a “Center” at UC.
ACTION ITEM: Julie Heath will send to the Governance Committee the original, the proposed MOU from UC and the amended MOU that Tom Heekin produced.

IV. Bylaws update project
The Code of Regulations of the Center were established in 1977 and amended in 1998. The committee agreed that a copy of the document in Word format should be distributed to all the committee members for review.
ACTION ITEM: Susan Zaubrecher will have her assistant transcribe the document. She then will assign the current Code of Regulations to Chris Hammond, an associate in her office who is familiar with non-profits and regulations associated with them. Once his review is completed, the document with recommended changes will be circulated to the board members.
ACTION ITEM: The Center will change the Agent of Record and update the new Center address with the State of Ohio as soon as possible.

V. Conflict of Interest Forms ratified
The committee ratified the Conflict of Interest Forms for all Board of Trustee members with the exception of Peter Alpaugh and Carol Talbot. The Center will follow up with these two individuals and collect their forms to present to the committee at their next meeting.
Motion 2: Susan Zaubrecher proposed that the Conflict of Interest Forms be accepted in their entirety. Sean McGrory seconded the motion. Motion approved by unanimous vote.

VI. Next meeting
March 19, 2014  8am-10am  Dinsmore & Shohl Office / conference room

The meeting was adjourned.

Mission: As a thought leader in the community, the Economics Center provides the knowledge building blocks for a stronger economy through education and research. Our student-based programs, interactive tools and professional development improve the economics and financial literacy of school children and young adults. Our research and consulting empowers business and civic leaders to make informed policy and economic development decisions.