

**Regional Arts Commission
Governance Committee Meeting
February 16, 2022 @ 10:00 a.m. via ZOOM**

Attendees

Lyah LeFlore, Kellie Trivers, Cheryl Walker

Staff: Vanessa Cooksey, Lea Sutherlin

Absent

David Wilson, chair

Walker led the meeting in the absence of Wilson.

Call to Order: Walker called the meeting to order at 10:10 a.m.; thanked everyone for attending.

Approval of the Minutes, December 1, 2021

Walker noted that approval of December 1, 2021 minutes will be held and included, along with approval of the February minutes (from this meeting) as part of the next Governance Committee Meeting agenda.

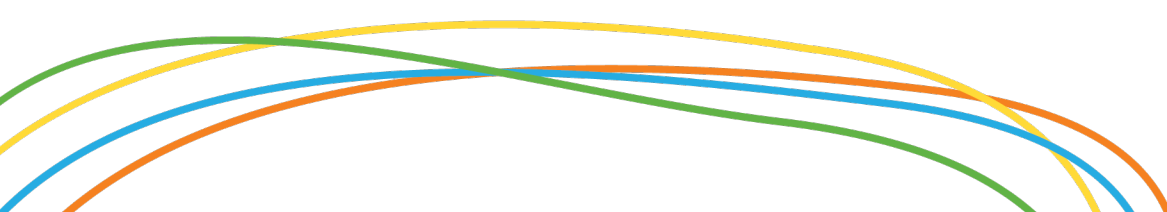
2022 Committee Structure

Walker reviewed the 2022 Committee Structure and highlighted committee member updates. Walker noted that in her review of the committee structure, the members of the Grants Committee, chaired by Andréa Purnell, and the Strategic Initiatives Committee, chaired by David Wilson, were identical except for the chairs of each; she then noted that Purnell and Wilson did not object to Walker's suggestion of combining the two committees as Grants & Programs Committee, with Purnell as Chair. Walker further noted that the work of the Ad Hoc Facilities Committee has concluded (as reported during the February 10th Board meeting), and any future matters concerning facilities and maintenance will be addressed by the Executive Committee.

Walker noted that the 2022 Committee List will be shared with the full Board.

Proposed Bylaw Change

Walker reminded that the current bylaws' Annual Meeting Timing Requirement, states that the annual meeting is held 30 days prior to the end of the fiscal year; proposed change to 90 days out to provide flexibility in timing of appointing slate of officers and other important work, and in the event future chairs prefer to hold the annual meeting in October.



Motion made by LeFlore, seconded by Trivers and unanimously approved to change Bylaws - Article III, Section 1 - Annual Meeting Timing Requirement to 90 days prior to end of the fiscal year.

2022 Retreat – Date & Structure

Walker called for discussion regarding date and structure of the 2022 Retreat.

Discussion held whether all day retreat or two half days would be a more suitable format; possibility of early start with an early afternoon completion; agreed that a one day meeting was preferable, but would ask for commissioners’ input at next full board meeting.

Commissioner Recommendation - City Vacancy

Walker reminded that Soluadé announced his relocation at the February Board meeting; noted that this leaves a City opening; shared her recommendation to consider Dr. Dwayne Proctor, CEO of Missouri Foundation for Health; shared Proctor bio <https://mffh.org/news/missouri-foundation-for-health-names-dr-dwayne-proctor-as-its-new-president-and-ceo/>. It was agreed that Walker would meet with Dr. Proctor to determine his interest in joining the Commission because the Committee believed he would be a good addition.

Discussion held regarding importance of continuing to develop a list of additional potential candidates for City and County for terms concluding in 2022 and beyond.

Adjournment

Motion made by LeFlore, seconded by Trivers and unanimously approved to adjourn the February 17th Governance Committee meeting at 10:38 a.m.

Submitted by Lea Sutherlin
Executive Assistant & Commission Administrator

ATTACHMENTS:

- Minutes, Governance Committee, December 1, 2021
- 2022 Committee Structure
- Proposed Bylaw Change – Annual Meeting Timing Requirement