

Governance Conf Call Meeting Minutes  
Sunday 5-June-11  
5-6:15pm Eastern Time

FINAL

Present – Anthony Thompson(chair), Hugh Moore, Dave Diehl, Patty Miller, Sean Fitzgerald, and Michael Moore  
Minutes by: Anthony Thompson

MSA: Governance recommended no changes to article 503.3.2

MSA: Motion to reconsider recommendation to delete Rulebook Coordinator from USMS Rulebook (507.3.1B & 504.1.5) based on clarification from the EC on the role of the new contractor being engaged by the national office. The motion passed, so Governance will recommend not changing the current wording of 507.3.1B & 504.1.5. (Minutes from 17-April-11 will be updated with a note to this action before they are submitted to be published on USMS website).

MSA: Discussion the Leadership Development/Succession/Leadership Planning Task Force or Committee proposal was tabled.

MSA: A report on conflict of interest of BOD members holding leadership positions will be presented to the BOD at the July BOD meeting in Sarasota.

MSA: Governance will refer the topic of conflict of interest in LMSCs to the LMSC Development Committee as a best practice item to educate LMSC leadership on conflict of interest, as well as to the Finance Committee.

MSA: A discussion on LMSC Bylaws was tabled.

1. Previous meeting minutes Minutes from the last two meetings were discussed and minutes from 17-April-11 were approved. These minutes will be provided to the USMS Secretary to post of the website. Some corrections to the 15-May-11 meeting minutes were needed, and the committee will e-mail to the chair after the meeting. The committee will work to get these approved before the next meeting.

Governance Conf Call Meeting Minutes  
Sunday 5-June-11  
5-6:15pm Eastern Time

FINAL

2. Old Business – Part 5

a. Article 503.3.2 – Sean reported that this article was last updated in 2009 from a recommendation from Governance that was amended by Legislation. The topic of residency within the Zone predates the changes made in 2009. Governance will recommend no changes to article 503.3.2

b. Article 504.1.6 & 504.3.4 – USMS operates under Roberts Rules and any additional Parliamentary procedures which are approved at the beginning of each convention. Therefore, Robert's Rules or the approved parliamentary rules would cover the powers of non-voting delegates. The differentiation between non-voting delegate and non-delegate that enroll at the convention was reviewed. Governance will recommend no changes to 504.1.6 or 504.3.4. The chair will consult with the USMS Parliamentarian on the role & powers of non-voting members of House of Delegates and the difference from non-delegates at convention.

c. Article 504.1.1 In a previous meeting, a concern was raised that as USMS grows to 100,000+ members, then the LMSC Delegate entitlement to HOD will continue to grow. Anthony started gathering data on the entitlements from the USMS Secretaries, but has not completed compiling the information. It was suggested that a good estimate can be made on entitlements from the LMSC annual statistics and a growth projected. Anthony will continue to compile the data, as well as data on at-large appointments and automatic delegates, so we can have a complete picture.

d. 507.3.1B & 504.1.5 - Motion to reconsider the committee's previous recommendation to delete the Rulebook Coordinator from the USMS Rulebook (507.3.1B & 504.1.5) based on clarification from the EC on the role of the a new contractor being engaged by the national office. The motion passed, so Governance will recommend not changing the current wording of 507.3.1B & 504.1.5. In light of this change, the yet to be published minutes from the 17-April-11 will have a note added that the recommendation was changed in the 5-June-11 meeting based on update information.

Governance Conf Call Meeting Minutes  
Sunday 5-June-11  
5-6:15pm Eastern Time

FINAL

3. Proposal for Leadership Development/Succession/Leadership Planning Committee/Task Force

With several topics intertwined in this proposal, Governance will revisit this topic at the next meeting to sort through the ideas. Once a more detailed review of these topics has occurred, a proposal may be created. The item tabled.

4. Conflict of Interest - BOD members holding leadership positions in LMSCs and Zones need to report to BOD at July 2011 meeting. It was initially on the June BOD meeting agenda, but has been removed in order to have it discussed at the July BOD meeting to be held in Sarasota. Hugh suggested that we might discuss the topic of conflict of interest for LMSC officers. Both Anthony and Patty thought that might be more under the jurisdiction of LMSC Development Committee, and Patty clarified that the basic conflict of interest concern is financial, so Finance Committee might also want some say in conflict of interest in LMSC matters. Governance will refer the new item to LMSC Development as a best practice item to educate LMSC leadership on conflict of interest, as well as to the Finance Committee.

5. LMSC Bylaws - LMSC Development Committee has asked for Governance Committee help to review and recommend updates to the model bylaws. Governance should be working with the "task force" on "LMSC Board of Review" that was charged to work on the model grievance procedures that are also posted on the website under the LMSC bylaws section. Due to a lack of time, this item was not fully discussed and tabled to the next meeting.

6. Other roles and responsibilities of Governance from our charter

The Governance Committee should lead a periodic assessment of BOD performance. The process of reviewing the exercise of the powers of the BOD from the Rulebook (article 506 and related references), review of meeting minutes, actions of the BOD and a survey of members of the BOD were proposed.

7. Next meeting: Sunday 24-July-11 at 5pm Eastern