

LEADERSHIP DEVELOPMENT COMMITTEE MINUTES

FISCAL YEAR 2018

TABLE OF CONTENTS

LEADERSHIP DEVELOPMENT COMMITTEE MINUTES FY18

OCTOBER 25, 2017	1
February 26, 2018	3
March 26, 2018	5
May 21, 2018	7
June 21, 2018	



To: Members of the Leadership Development and Nominations Committee

Subject: Minutes of the 25 OCT 2017 Meeting, Providence, RI

Date: 25 OCT 2017

Chair Kate Wren Gavlak welcomed participants. The discussion focused on how the committee can develop a process to support the creation of an open and inviting process for any Commissioner to express their interest in a Commission leadership position.

Statement for start of the meeting:

Two components:

- Leadership Development and Nominations committee will move the following process forward.
 - Develop a proposal for a change to the bylaws
 - The committee will work with the bylaws committee to create the legally appropriate bylaws language
 - Rick Masters clarified that there is no need for a hearing.
 - The Committee will provide a 30 day notice of the proposed change to the bylaws.
 - Members can vote on the bylaws on the first day of the Annual Business Meeting.
 - If the proposed change to the bylaws passes, then
 - The Leadership Development and Nomination Committee would develop a slate of officers to be presented on the second day of the ABM.
- Current situation.
 - Here is the slate (seated officers) nominations from the floor.
 - If the slate is contested, each candidate has 2-3 minutes on the floor to explain their position

The committee desires to:

• Makes the Leadership Development and Nomination process more deliberate.

- Make the entire process highly visible for all commissioners who are interested in pursuing leadership positions.
- Provide more opportunity for purposeful planning for future leaders.
- Provide more clarity on the job requirements and the commitment required for elected positions.
- Involve diverse representation on the Leadership Development and Nominations Committee

Elected positions include:

- Chair, Vice Chair, and Treasurer.
- Chair has a two year term limit.
- Chair would have the expectation to serve a two year term.

The committee members identified the following as key steps:

- Create a survey to identify folks who are interested for the various positions
- Identify criteria for applying
- Develop and maintain timelines and deadlines for completing surveys, the application process, and the nomination slate
- Share detailed job descriptions so that interested parties know what is involved time, energy, expertise, and support of current employers for each elected position.
- Develop a group of folks who are in the pipeline to move into leadership positions.

Rick Masters clarified that our line of thinking is legal. The Commission must hold an election, but the election may be on a slate of officers.

Respectfully submitted: Shelley Joan Weiss, WI

LEADERSHIP DEVELOPMENT COMMITTEE MEETING MINUTES MONDAY, FEBRUARY 26, 2018

PRESENT Kate Wren Gavlak California Commissioner Chair

Laura AnastasioConnecticut CommissionerSarah ForsterMaine CommissionerGary HartmanWyoming CommissionerMarcy HermanAlaska CommissionerCraig NeuenswanderKansas CommissionerCheryl SerranoColorado Commissioner

Cherise Imai Executive Director Secretary

Richard Pryor Communications Associate

ITEM 1 – CALL TO ORDER AND WELCOME

- 1. Executive Director (ED) Cherise Imai called the meeting to order at 1:10PM EST. Roll call was conducted, and seven members and 2 staff were present.
- 2. ED Imai welcomed new members, Gary Hartman (WY) and Sarah Forster (MA) to the committee. She explained that when the Executive Committee (EXCOM) created the Ad Hoc in July 2017, they wanted to ensure that the EXCOM did not influence the Ad Hoc LDC discussion or decision making on the process of elections. For this reason, Daron Korte (MN) and Shelley Joan Weiss (WI), current members of the EXCOM, were replaced with Hartman and Forster by Commission Chair, Rosemarie Kraeger (RI).

ITEM 2 – AGENDA AND MINUTES

3. The agenda was moved for approval by Gary Hartman (WY) and seconded by Cheryl Serrano (CO). The motion carried. A motion to approve the minutes of the October 25, 2017 meeting was made motioned by Serrano and seconded by Craig Neuenswander (KS). The motion carried.

ITEM 3 – BACKGROUND, PURPOSE AND TIMELINE

- 3. Chair Gavlak reviewed the prior meeting minutes, background, purpose and the timeline of the Ad Hoc LDC. She noted that if the Ad Hoc LDC completes the work early, the remaining meetings would be cancelled. The hope is that the work can be completed sooner versus later.
- 4. Chair Gavlak said the EXCOM was aware of the concern about transparency surrounding the elections process and slate of candidates. Therefore, in July 2017 the EXCOM discussed the possible need to change the By Laws and layout the process more clearly. Also, the EXCOM thought because Chair (Kraeger) and Vice Chair (Gable) would be moving into their second term, that forming the Ad Hoc LDC would allow most of the 2018 year to examine the current process, develop recommendations for appropriate By-Laws and present it to the Commission at the 2019 Annual Meeting.

ITEM 4 – DISCUSSION

- 5. Historically, individuals have been elected into Commission leadership positions, such as the Chair and Vice Chair, with the understanding that they would serve two 1-year terms. (the Chair assumes the Past Chair position when a new Chair is elected) While the Commission had not codified this in the Commission By-Laws, this was the process followed since the start of the Commission.
- 6. The purpose behind this process was:



- Serving a 1-year term was considered too short, and too uncertain for a Chair to accomplish what needed to get done, while serving two 1-year terms seemed sufficient to provide continuity and accomplish the goals of the Commission.
- Would provide a training ground for new individuals (such as committee chairs and others) to become acclimated to the Executive Board, and possibly move up in leadership positions.
- Would ensure that leadership would be selected from a pool of experienced commissioners.
- 7. It was agreed that the incident at the ABM in Rhode Island was a step allowable under the By-Laws. However, it was not past practice as candidates for the Vice Chair and Chair usually served for a total of two years. She only served one year as Vice Chair. Members of the Ad Hoc LDC said the non-reelection of the Vice Chair was not a reflection of the individual or dissatisfaction with her work on the EXCOM. This was, however, the first time the slate of candidates was not accepted.
- 8. There is a perception that the Executive Committee is working in isolation and other Commissioners are only able to interface during committee meetings. It was asked if there is a way to "pierce the bubble". The ABM Survey results from the Florida meeting reflected members liking their Tier Groups, so it was suggested that it might be possible to hold mid-year conference call meetings for Tier Groups. The individual added that they are just one-state and was not sure how others felt about adding more meetings or others' desires to participate since everyone is busy. The individual said they agree with the two-year term and knows that there are still "raw" feelings from the ABM in Rhode Island. They are not talking about this group, or the leadership of MIC3.
- 9. There is a great need to formalize the process and make it more transparent and the goal of the Ad Hoc LDC is to lay out the process for members to clearly understand.
- 10. It was clarified that the Past Chair position would change if a new Chair is elected. The current Chair, if not reelected, would move into the immediate past Chair seat.
- 11. As elections are held and states change Governors, this could result in changes in Commissioners as well. With constant changes in political offices across the country, there is concern for consistency within the leadership of MIC3.
- 12. In conclusion, all members agreed that a term change from one year to two years is needed to ensure stability and continuity for the organization. Chair Gavlak asked the national office to draft By-Laws language to change terms from a one-year to a two-year term. The draft will be reviewed at the next meeting. (OPEN ITEM)

ITEM 5 – ALTERNATE MEETING DATE FOR MARCH

13. *Upcoming Meetings* – Commissioner Herman, Serrano and Neuenswander have conflicts on March 12th. ED Imai will follow-up with the Committee on an alternate meeting date.

ITEM 6 – ADJOURNMENT – With no further business to conduct, Serrano motioned to adjourn the meeting, seconded by Hartman. Motion carries. Chair Gavlak adjourned the meeting at 1:37 PM EST.

Respectfully submitted by,

Cherise Imai

(honor Ann)



LEADERSHIP DEVELOPMENT COMMITTEE MEETING MINUTES MONDAY, MARCH 26, 2018

PRESENT Kate Wren Gavlak California Commissioner Chair

Sarah Forster Maine Commissioner
Gary Hartman Wyoming Commissioner
Craig Neuenswander Kansas Commissioner
Cheryl Serrano Colorado Commissioner

Cherise Imai Executive Director Secretary

Rick Masters General Counsel

Richard Pryor Communications Associate

EXCUSED Laura Anastasio Connecticut Commissioner

Mary Herman Alaska Commissioner

ITEM 1 - CALL TO ORDER AND WELCOME

1. Chair Kate Wren Gavlak called the meeting to order at 12noon EST. Roll call was conducted by Executive (ED) Cherise Imai and quorum was established.

ITEM 2 – AGENDA AND MINUTES

2. The agenda was moved for approval by Gary Hartman (WY) and seconded by Cheryl Serrano (CO). The motion carried. Sarah Forster (ME) motioned to approve the minutes of the February 26, 2018 meeting and seconded by Gary Hartman (WY). The motion carried.

ITEM 3 – REVIEW REVISED BY-LAWS LANGUAGE

3. Chair Gavlak referred to the By-Laws and the term change from one to two years, and service of one-term. General Counsel Masters said to add the word "a" before the "two-year term", otherwise the language is fine. He added that a 30-day notice is required for the Commission to review the By-Laws change. Members agreed that a transition period from the current process to the new one is needed to avoid confusion by the Commission. If the current Past Chair, Chair, Vice Chair, and Treasurer remained in place for an additional term over the next year (2018-19), the new process would be implemented and would allow for continuity. They recognized the need to check with these individuals to see if they would be willing to do this, as they may be expecting their term to end. An additional concern was this would perpetuate the idea that the Executive Committee (EXCOM) is predetermined, and someone may be expecting to take the Chair next year. Also, we have followed our two-year term process since the Commission began and this would deviate from this process. General Counsel Masters said we could make the change to the By-Laws, but we haven't yet, and this process would require a change. Chair Gavlak will bring this item up to the EXCOM in April and ask for feedback

ITEM 4 - LEADERHIP SURVEY, PROCESS, AND NOMINATION FORM

4. Chair Gavlak said we agreed in October the need to develop a survey to identify members that are interested in serving in leadership positions - as a committee chair, leadership position, or helping with various initiatives. Members agreed that surveying is a good annual practice and often members don't volunteer, however they agree to serve if you ask them. The proposal is to first survey members, then identify possible candidates. All agreed that survey should be short and succinct, reviewed the draft sample and made several revisions.

ITEM 4 – OVERALL PROCESS AND TIMELINE

5. Chair Gavlak reviewed the draft overall tasks, timeline for the process. All agreed that the timeline is transparent, and deadlines must be upheld and be clear to all. The revised process is not mandatory, however if it

is presented transparently, with the goal of ensuring that we are regularly cultivating good leaders with experience, to avoid thrusting someone with very little experience into a leadership position. He cautioned again that the current election process must be followed, until these changes are amended in the By-Laws. He added that the proposed process can be circumvented. The difficulty is balancing organizational best interest and democracy. Concerns were that we have consistent turnover of Commissioners, and elections are coming up and Commissioners may change. It was agreed that a breakout at the Annual Business Meeting may be helpful to get the information to Commissioners.

ITEM 4 – PROCESS OVERSIGHT

6. This Committee is an Ad Hoc Committee, which is temporary and designed to address the election process. Is this the right structure to oversee the election process? The Chair is the Past Chair of the Commission. Is this appropriate? Members agreed that a Committee overseeing the process is a good idea, however they support a "trial run period" of the proposed process to see if it works. This would allow is to revise it if needed. General Counsel Masters agreed and said we would eventually need to adjust the By-Laws to covert the Ad Hoc to add a new committee. He agreed that someone from the outside could do a nomination from the floor.

ITEM 5 – 2017 ANNUAL BUSINESS MEETING ELECTIONS

7. Members discussed if last year's election incident was: 1) a one-time occurrence and someone didn't want to follow past practice, or 2) are there a group of people that are dissatisfied and is there someone waiting in the wings wanting to be nominated? It was agreed that this incident is unfortunate, and it was not communicated clearly to the Commission that we operated under two-year terms since the inception of the Commission. Members didn't know what they didn't know. All agreed that going forward that we need to clearly communicate the expectations and the process.

ITEM 6 – SLATE OF CANDIDATES AND VOTING

- 8. ED Imai reviewed the current protocol for elections. Slate of candidates are announced on the first day, and voting is conducted on the second day.
- 9. Historically (with the exception of last year), the slate of candidates was always accepted by the Commission. Last year was the first time we held a paper ballot vote which were manually counted by staff. All agreed that:
 - the slate of candidates would be provided to the Commission prior to the meeting
 - an opportunity would be provided for commissioners to meet the candidates
 - voting would be conducting at the meeting as the second to the last item on our agenda
 - since we only see each other once a year, providing the opportunity to meet the candidates
 - the outgoing Chair would close the meeting and the Chair elect would assume duties
 - inquire on electronic voting options

ITEM 7 – ADJOURNMENT – With no further business to conduct, Chair Gavlak adjourned the meeting at 12:57 PM EST.

Respectfully submitted by,

Money Ann

Cherise Imai



LEADERSHIP DEVELOPMENT COMMITTEE MEETING MINUTES MONDAY, MAY 21, 2018

PRESENT Kate Wren Gavlak California Commissioner Chair

Laura AnastasioConnecticut CommissionerMarcy HermanAlaska CommissionerCraig NeuenswanderKansas CommissionerCheryl SerranoColorado Commissioner

Cherise Imai Executive Director Secretary

Lindsey Dablow Training and Operations Associate

Richard Pryor Communications Associate

EXCUSED Sarah Forster Maine Commissioner

Gary Hartman Wyoming Commissioner

Rick Masters General Counsel

ITEM 1 - CALL TO ORDER AND WELCOME

1. Chair Kate Wren Gavlak called the meeting to order at 1:02PM EST. Roll call was conducted by Executive Director (ED) Cherise Imai.

ITEM 2 – AGENDA AND MINUTES

2. The agenda was moved for approval by Commissioner Craig Neuenswander (KS) and seconded by Commissioner Cheryl Serrano (CO). The motion carried. A motion to approve the minutes of the October 25, 2017 meeting was made motioned by Commissioner Serrano and seconded by Commissioner Neuenswander. The motion carried.

ITEM 3 – APRIL EXECUTIVE COMMITTEE (EXCOM) MEETING DISCUSSION

- 3. Chair Gavlak reported that at the EXCOM in April, they realized several states adopted the model language of the Compact in their state statute, which included the provision of having an annual election, as well as the elected office terms of one (1) year. Based on this, the LDC's discussion to extend elected terms to two (2) years and limit terms is not possible. Therefore, Chair Gavlak said it is important to establish the process and timeline based on the having an annual year election in which all members could vote and there would be a record of the vote in Commission documents. It was also suggested to research the feasibility of having an electronic election.
- 4. Members expressed concern that if the election process is developed, a nomination from the floor could still be made and there was no way to prevent this. All agreed that educating members on the process of annual elections, providing clear expectations and documentation that elected positions are historically (based on past practice) for two (2) single year terms is very important.
- 5. When asked about how the EXCOM feels about the LDC's direction so far, Chair Gavlak responded that the EXCOM understands that the LDC: is a separate entity from the EXCOM; and will make a recommendation independent of and is not influenced by the EXCOM
- 6. Chair Gavlak added that she was made aware that LDC discussion has been shared with members of the EXCOM. She reminded members that the LDC was created because there was a perception that the EXCOM was a closed group and that leadership positions were predetermined. In response to this, the EXCOM wanted the



LDC to be independent group, the election process would be fair and transparent, and provide any member the opportunity to serve. Chair Gavlak asked members to help discourage this perception again.

ITEM 4 - PROPOSED PROCESS, APPLICATION, TIMELINES DRAFT

- 7. The Committee wanted to keep the process simple. They reviewed the process draft and clarified the information. They agreed:
 - the Treasurer requires a specific skillset and therefore all agreed on no term limit for this position
 - the succession from Vice Chair to Chair is important for continuity and learning
 - the process from Vice Chair to Chair to Past Chair is a six (6) year commitment
 - on member commitment descriptors, and eliminated the Spring EXCOM meeting time allotment
 - the nominee qualifications were reasonable. A nominee should meet the terms of the Compact, be an active member, and attend standing committee meetings. Standing committee engagement was included due to recent challenges with low member participation in some groups.
- 8. On timelines and deadlines, they agreed the slate of candidates should be released to the Commission no later than 30 days prior to the Annual Business Meeting, and separately from any public notices or information. An initial survey of interest would be distributed by June 1 and applications on July 1. In August, the LDC would review and assemble the slate of candidates, forward the list to staff by September 1, and release the slate to the Commission by September 15th. All agreed submittal deadlines are firm and would be adhered to.
- 9. There were no changes made to the position descriptions.
- 10. On the application, they agreed that candidates would provide evidence of contributions to MIC3, contributions to other organizations they have served on, and define why they would be a good leader for MIC3. They agreed it was important for the candidate's employer/organization to be aware and supportive of the nomination, as it would require additional time away from work.
- 11. On oversight, all agreed that the Past Chair will continue to lead the LDC and the Commission Chair would appoint the members on staggered terms. They felt it was wise that appointees are seasoned Commissioners.

ITEM 5 - NEXT STEPS

12. National staff will revise the documents and forward to LDC members for a final review. The initial survey with documents, with a cover letter from Chair Gavlak, would be distributed to the Commission. An additional LDC meeting will be scheduled in June. Staff will inquire on availability. Staff will also update the standing committee meeting attendance report for reference when the LDC conducts its review of candidates. (OPEN ITEM)

ITEM 6 – ADJOURNMENT – With no further business to conduct, Chair Gavlak adjourned the meeting at 1:49 PM EST.

Respectfully submitted by,

(penso Anni)

Cherise Imai



LEADERSHIP DEVELOPMENT COMMITTEE MEETING MINUTES WEDNESDAY, JUNE 21, 2018

PRESENT Kate Wren Gavlak California Commissioner Chair

Laura Anastasio Connecticut Commissioner
Sarah Forster Maine Commissioner
Marcy Herman Alaska Commissioner
Gary Hartman Wyoming Commissioner
Craig Neuenswander Kansas Commissioner
Cheryl Serrano Colorado Commissioner

OBSERVER Rosemarie Kraeger Rhode Island Commission Chair

Cherise Imai Executive Director Secretary

Lindsey Dablow Training and Operations Associate

Richard Pryor Communications Associate

EXCUSED Rick Masters General Counsel

ITEM 1 – CALL TO ORDER AND WELCOME

1. Chair Kate Wren Gavlak called the meeting to order at 1:01PM EST. Roll call was conducted by Executive Director (ED) Cherise Imai.

ITEM 2 – AGENDA AND MINUTES

2. The agenda was moved for approval by Commissioner Craig Neuenswander (KS) and seconded by Commissioner Gary Hartman (WY). The motion carried.

ITEM 3 – DISCUSSION – Email from Commissioner Deanna McLaughlin (TN)

- 3. Chair Gavlak asked if there was a member of the Committee who would facilitate the discussion as she intended to recuse herself from further discussion regarding the response to the email from Commissioner McLaughlin. Commissioner Cheryl Serrano (CO) volunteered to lead the meeting as Acting Chair.
- 4. Commissioner Serrano said she was shocked because when she received the email and she asked if anyone else felt there had been a misunderstanding of the LDC on the original intent of what we had been asked to do by the Commission in formalizing this process. We certainly have some trust issues that weren't there until recently. We were pursuing originally seeking a change in bylaws, however were told we couldn't do it that way due to state statutes. Therefore, we pursued this as a solution. Commissioner Laura Anastasio (CT) asked if the proposed process by the Leadership Development Committee (LDC) had been disseminated, Executive Director (ED) Cherise Imai responded that the note from Chair Gavlak was released last week which prompted the email from Commissioner Deanna McLaughlin on Sunday, June 17th.
- 5. Commissioner Serrano asked the committee if they felt the process wasn't fully communicated so it was clearer to everyone. Commissioner Sarah Forster (ME) indicated she thought this was not the case. Commissioner Anastasio added that the perception was that the LDC didn't get together and approve this process.

- 6. Commissioner Anastasio added that the Vice Chair of the Commission had called her shortly after the release of the email and questioned the legality of the process, suggesting that as a lawyer, "she should know better". The Vice Chair also questioned if General Counsel Rick Masters had advised the committee. Commissioner Anastasio added that she was offended and violated by this approach.
- 7. Commissioner Marcy Herman (AK) suggested there should be a united professional response to the email. She added that she had also received calls following the release of the draft LDC Process.
- 8. Commissioner Rosemarie Kraeger (RI) reminded the committee that at the end of the 2017 Annual Business Meeting (ABM) she promised the commission members that we would develop a clear and transparent election process for the 2018 (ABM). She felt the LDC had worked diligently on this process and the minutes reflected the work done.
- 9. Commissioner Anastasio questioned why Commissioner McLaughlin's email was sent the entire commission. She felt it caused more consternation among them members when the matter could have been addressed direct to the LDC. Commissioner Craig Neuenswander (KS) suggested that the response should be to the entire commission as the email had been initially directed to everyone.
- 10. General Counsel Masters suggested that the committee clarify to the commission this is an attempt to place some structure on the process. The bylaws and statute clearly require that an election be held annually. The only qualification is that the person only needs to have held office. The LDC's work is an attempt to encourage leadership in a deliberate way to provide opportunity for any Commissioner to pursue a leadership position. This is not to say that we are trying to dictate to, supersede or conflict with what the bylaws and statute permit.
- 11. Commissioner Gary Hartman (WY) proposed that General Counsel Masters drafts a letter outlining the discussion and the purpose of the LDC that would be signed by the committee chair. Commissioner Anastasio suggested that the whole committee should sign the letter.
- 12. Commissioner Forster spoke on the issue of the Vice Chair of the Commission contacting a member of the committee questioning their professionalism and that this was a separate issue. She added they could not let a member of the elected leadership disparage another member of the commission. Commissioner Anastasio added she thought members of the Executive Committee (EXCOM) were not allowed to influence in any way the actions of an LDC member. Commissioner Kraeger agreed it was and added this was because there was a perception the EXCOM was a closed group and not transparent which is why the LDC was charged not to have an EXCOM member involved. The Chair of the LDC is the past Chair as it is the role of that position.
- 13. Commissioner Serrano excused herself from the meeting.
- 14. Commissioner Hartman made a motion for General Counsel Masters to draft a letter to be sent to all commissioners explaining what the LDC was attempting to achieve. Seconded by Commissioner Neuenswander. Motion passed unanimously less for Commissioner Serrano who had been excused. (OPEN ITEM)
- 15. Commissioner Anastasio asked if the committee felt there should be an initial response acknowledging that the matter was being addressed. Commissioner Anastasio motioned that the Chair of the Commission draft an initial response to all Commissioners that they are aware of the concerns raised and would be responding in the near future. Seconded by Commissioner Herman. Motion passed unanimously. (OPEN ITEM)



16. Members deferred to General Counsel Masters on the way forward regarding a Commissioner's earlier statements regarding a call she received by the Vice Chair of the EXCOM. General Counsel Masters stated that the aggrieved party should contact the EXCOM detailing in what way they had been aggrieved, this would allow him to provide an official response.

ITEM 4 – ADJOURNMENT – With no further business to conduct, Commissioner Hartman adjourned the meeting at 1:45 PM ET.

Respectfully submitted by,

(poner Anni)

Cherise Imai