



Board Nominating Committee Meeting
July 12, 2019
4:00 PM
SDH San Mateo Center Board Room

MEETING MINUTES

1. **Director Young** called the meeting to order at 3:55PM
2. **Roll Call—Present:** Chair Taverner, Vice Chair Galligan, Secretary Hinshelwood, Director Young; **also present:** CEO Fecher, Administrative Assistant Barnard
3. **Action Items—Director Young** led the committee to come up with the following practical things to be completed:
 - a. The committee will recommend at the next board meeting:
 - i. That the bylaws are changed to reflect that the authorized number of directors shall be nine.
 - ii. That the board, and especially this committee, will set in motion the process of recruitment, with the vision of appointing a new board director by Q1 2020, and another near the end of 2020.
 - iii. Recommend forming a development sub-committee.
 - b. Float current names to the board of directors at the July meeting, and ask board members to submit names of possible candidates. The committee will sift through these recommendations.
 - c. Give recommendation to the board of directors for appointment or election.
 - d. Tracey will consult with attorney concerning board terms.
 - e. Staff to develop policies for nominating committees.

Director Young prefaced this meeting by saying that the committee is a follow-up to the discussion at the last board meeting, regarding adding new board members. Issues raised include the number of board numbers, terms, criteria for selection, and process for election/appointment. Director Helen was appointed to the nominating committee and the committee was asked to bring back recommendation for board approval.

CEO Fecher questioned whether the recommendation at the June board meeting for board member terms was appealing to the members overall? **Director Young** replied that the bylaws specify a term of three years. But there was no interest in term limits. From the conversation at the June board meeting, it was suggested to stagger the terms in the future.

Vice Chair Galligan gave background on the history of the board members at Sonrisas, including those appointed by PHCD. She expressed that originally the board members did not anticipate the amount of fundraising involved in the board role. She stated that



fundraising is a priority moving forward given the agency's strategic plan. **Vice Chair Galligan** explained that originally Sonrisas was in an emergency situation that necessitated more involvement from the district. However, at this stage, they want to keep two people from the PHCD board on the Sonrisas board.

4. **Board of Director Numbers** was discussed. There was general accord. **Chair Taverner** pointed out a couple of things. First, he said that there is always an option to change the bylaws. He also noted that it is no easy task to find two more people in the next couple of months. He added that if the board decides to go with subsidiary board committees, the number can be changed to 11. A couple members echoed their accord with this plan.
 - a. **Director Young** posed the following recommendation: *That the bylaws are changed to reflect that the authorized number of directors shall be nine.*
 - b. **Director Young** asked whether the current meeting location with work to accommodate nine members. It was determined that it would be manageable to accommodate up to 9 board members and 6 staff from Sonrisas.
5. **Timing and Pacing** of recruitment and onboarding new directors was discussed. She stated that 2019 is Liz's onboarding year. It was determined that recruitment would take place in the coming month to appoint an 8th board member by Q1 of 2020. Following this, a 9th board member would be appointed by the end of Q4 2020 or beginning of Q1 2021, totally an 18-month process.
6. **Vital qualities** developed by the committee in searching for a candidate include:
 1. Passionate about the mission of Sonrisas
 2. Possess networking abilities, and existing network
 3. Embraced development
 4. Skillset:
 - a. Someone with a background in dentistry
 - b. (added from the conversation below) an ambassador or advocate in the community.

Vice Chair Galligan shared that she might have a couple dentist contacts. Secretary Hinshelwood suggested that the board seek someone that is an ambassador, or has expertise in advocacy, especially regarding Sonrisas' connection to the state and county. It was also suggested to consider Dr. Milliken, Senator Jerry Hill, former Mayor Marie Chun, or Dr. Edward Zuckerburg.

Chair Taverner asked how board members were found at GatePath. She responded that it was done through other board members, and by keeping track of big issues that were coming up for the organization and recruiting experts in those areas. Recruitment



can be done through inviting candidates to advisory committees and later inviting them to be a board director. **CEO Fecher** suggested that the board explore the areas where Sonrisas needs extra support, such as the legal aspect of operations. **Director Young** noted that the biggest lawsuits issues in the community focus on diversity and inclusion. She said that it would be prudent to take that into consideration while looking for board members. **CEO Fecher** further suggested to invite a beneficiary of Sonrisas to an advisory committee, so that the organization is getting input from the people it serves.

7. **Process of Candidate Recruitment—Director Young** asked to review the process for identification and recruitment of board members. In the past, the committee came together, listed several people, talked about them in relation to the candidate criteria. She asked whether this process would work this time around as well. **Secretary Hinshelwood** suggested posing the names to the board as a first pass at recommendations and prioritizing the list parallel since there are the two slots. **Chair Taverner** added that while it is important to have board members who understand dentistry and will advocate for the organization, the vital priority is access to funds. To this comment, **Secretary Hinshelwood** stated that he will circle back with his contacts in venture capitalism. **Chair Taverner** and **CEO Fecher** said they were happy to attend these meetings if needed.
8. **Onboarding Process—**Each new director is recommended to complete the following as part of the onboarding process:
 - a. Meet with board chair to discuss board mission and financials
 - b. Meeting the CEO
 - c. Touring the centers
 - d. Volunteering for an event or activity
 - e. Meet with Judy Macias to go over the history of the organization and the non-profit world
 - f. The new candidate will make the introductions from their network of the people that the board should be talking to.

[Because of the time constraint of this committee meeting, **Director Young** suggested that the committee return and review this process for revision or approval.]

9. **Talking Point—Director Young** brought clarification to the question of whether Director Dodge needs to be part of this committee.
 - a. While it was noted that she was invited to join at the onset, Vice Chair Galligan is now on the committee to join together Sonrisas' and the District's nominating committee. **CEO Fecher** commented that Director Dodge expressed interest in fundraising on the coast and being an ambassador for Sonrisas. She wants to get Sonrisas' name out to the community and work on marketing. There was general agreement that



Director Dodge should not be asked to be part of the Board Nominating Committee.

10. Meeting was adjourned at **4:55 PM**