MINUTES OF THE BOARD OF TRUSTEES
May 2, 2014
Grand Rapids, Michigan

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GUESTS:
Dr. Larry DeGroat, MDAIFG chair
Dr. Nathalie Dube, member, MDA Governance Work Group
Dr. David Golder, chair, MDA Governance Work Group
Dr. Diane Hines, member, MDA Governance Work Group
Dr. Kerry Kaysserian, member, MDA Governance Work Group
Dr. Connie Verhagen, co-chair, MDA Governance Work Group/past president

MDA REFERENCE COMMITTEE REPORT
Speaker Peters reviewed the report of the Reference Committee with the Board of Trustees and answered a few questions from the Board.
Consent Calendar
The Board is aware that any delegate can request that a resolution be removed from the consent calendar.

Resolution 09 – MDA Bylaws
A brief recap of the Reference Committee activity was provided. The Reference Committee met in executive session until 5:30 pm and the staff worked on the report until 8:00 pm. The reference committee reviewed every piece of testimony with regard to the Bylaws. All of the Reference Committee’s discussion is not in the report as it would be a lengthy report.

Any suggestions that attempted to undo what the House did in September were considered but not pursued by the committee.

The committee found three additional editorial corrections and those were noted in the report. Pending adoption of the Bylaws, editorial corrections can be made and will not require House approval.

Speaker Peters informed the Board that the MDA did meet the 45-day requirement. The Bylaws changes were posted online on March 19, 2014. The meetings of the House (Thursday and Saturday) are not continuous meetings; they are two separate meetings. The 45 day requirement is based on the meeting where the vote is taken, which will be May 3. Therefore, the 45-day requirement has been met.

If governance is passed, an email is ready to be sent to the components early next week with suggested language to assist the components in updating their Bylaws. Components should update their bylaws within a reasonable amount of time. The Board discussed the fact that some components will need to provide proper notice to their membership prior to finalizing any changes, and therefore there may be a delay in receiving updated component bylaws.

Resolution 15 – Roll Call Vote
The Reference Committee is requesting referral of this resolution as more study is needed. There are many resolutions the Board approves that are minor (i.e., approving a representative to attend a meeting). There is concern on the part of the Reference Committee that if the Board takes a roll call vote on every action it takes, it could slow down the Board meeting process considerably. By referring Resolution 15 to the Board, the Reference Committee thought the Board could come up with a process that meets the will of the HOD and yet is also efficient.

The Board understands that members of the HOD are seeking accountability with regard to individual board members so that the HOD, as the electing body, can determine which Board members are best meeting HOD expectations.

Legal counsel informed the Board that the only way this policy can be binding to the Board is if it is in the Bylaws. It cannot be added to the Bylaws as proper notice would not have been met at this time.

Minutes of the Board of Trustees
May 2, 2014
Page 2
The Board believes that a roll call vote on every resolution would be time consuming and lengthen the Board meetings. It discussed at length what resolutions would constitute a roll call vote. In addition, there are times when items in executive session are confidential such as legislative strategy that cannot be known to competitors.

With the exception of executive session, the Board believes that it can determine an efficient method of recording individual trustee votes. The Board felt that if a vote was unanimous, it would be noted as such in the minutes.

The following Board policy was adopted:

1-5/2/14 Resolved, that effective May 2, 2014, MDA trustee votes on all resolutions (excluding executive session) will be recorded such that individual trustee votes are known, in the Board meeting minutes.

The Board vote was 12 in favor and 5 against. The 5 trustees who voted against the resolution indicated that after one hour of discussion, it was clear the topic needed a lot more discussion by the Board.

The Board believes that individual trustees should discuss the new Board policy at their caucuses. Resolution 15 is the property of the House and it can choose to refer or withdraw the resolution if it feels the Board policy adopted today is adequate.

The Board requested that Speaker Peters inform the House of Board policy 1-5/2/14 via the Delegate Digest being emailed to House members today.

Governance Work Group
The Governance Work Group met on May 1 and it will propose new business at the HOD meeting on May 3, 2014 to appoint an evaluation committee to evaluate the gaps and whether the governance changes have addressed the gaps.

LEAD Program
The Board discussed the possibility of recruiting future trustees from those individuals that complete the LEAD program. However, it was made clear that one drawback to the immersion experience aspect of the LEAD program is that it is most attractive to those that live near the MDA headquarters. The Board was informed that the MDA has begun looking at this to determine ways to include individuals that are local through technology.

Nominating Committee
The Nominating Committee will discuss specifics such as:

- How will the trustee candidates be documented on the ballot?
- Will there be a question/answer period with the candidates?
• How will the NomCom assure there is diversity geographically?
• Will incumbents have a preference over other nominees?

A trustee was concerned that if the NomCom has three nominees for one position and one of them is a graduate of the LEAD program, that individual would have an advantage over the other nominees. However it was made clear that that would be only one aspect of consideration. The NomCom will evaluate the needs of the Board and recruit to fill the need.