

The Center for Youth Services, Inc.

GOVERNANCE COMMITTEE MEETING MINUTES – EXECUTIVE SESSION

May 9, 2022

Meeting held by electronic video screen communication (Zoom)

Committee Members Present:

Bruce Kielar, Chair
Lauren Burruto (left the meeting at 1:30 pm)
Teresa Johnson (left the meeting at 1:15 pm)
Jessica Naclerio (left the meeting at 1:20 pm)
Mike Piccolo
Martin Weingarten

A quorum was present.

Following the conclusion of the regular meeting of the Governance Committee, the members of the Committee went into an Executive Session commencing at approximately 1:05 pm. Bruce Kielar presided; Martin Weingarten recorded the minutes.

The Chair reported that:

- Christian Hancey had indicated his willingness to continue to serve as Chair of the Human Resources Committee for an additional two-year term commencing at the Annual Meeting in September 2022. As noted at the Committee's meeting on April 11, 2022, since Mr. Hancey has already served two successive 2-year terms as HR Chair, serving an additional 2-year term as HR Chair would require a By-laws waiver.
- Cheryll Gossin had indicated her willingness to serve as Vice President of the Corporation for a two-year term commencing at the Annual Meeting in September 2022. This would be in addition to her continuing to serve as Chair of the Program Committee during the same two year period.

ED Annual Review

Mike Piccolo presented his thoughts about the ED Annual Review process. Noting the special circumstances existing this year and various delays occurring as a result, he proposed that the review process be simplified -- that the evaluation form typically sent to all Directors and all senior staff not be utilized this year. Rather, he suggested that this year's evaluation be based upon the ED's Annual Performance Review dated 1/18/21, the Action Plan for Strategic Priorities identified by that Review, and the ED's Response to the Action Plan – in memo dated July 2021 and in actual actions taken. The Evaluation will identify achievements as well as items that the Board believes still need to be addressed. It is contemplated that the President and the Chair of Governance will prepare a draft of such report and present to Governance and Executive Committees for review. Timeline needs to be determined. After discussion, the proposal for the ED Review Process for 2022 was approved.

At this point various members of the Committee left the meeting at the times noted above. No further business was conducted.