GOVERNANCE AND NOMINATING COMMITTEE

AGENDA

MONDAY, SEPTEMBER 21, 2026 @ 5:00 PM

ZOOM

Members: Kathy Wilkie (Chair), Lise Betteridge, Katherine Hauser, Thomas Hunter, Kim Wilson

Staff: Michelle Karker (CEO), Julie Spindler (Executive Assistant / Board Liaison)

Invited: Karen Fryday-Field, Meridian Edge Consulting

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1. CALL TO ORDER AND DISCLOSURE OF PECUNIARY INTEREST

2. APPROVAL OF THE AGENDA *(Motion)* Att 1

3. CONSENT AGENDA – OPEN *(Motion)*

3.1 Minutes of Meeting Held August 19, 2026 Att 2

4. NEW BUSINESS

4.1 Governance Policy Development – Karen Fryday-Field *(Motions)*

4.1.1 Proposed Refreshed Board Policy Manual Table of Contents Att 3

4.1.2 Board of Trustees Role Description - Governance Process Policy (GP #IV-05) and Individual Board Trustee Role Description - Governance Process Policy (GP #IV-06) Att 4

4.1.3 Accountability of the CEO - Board-CEO Relationship Policy (BCR #III-07) Att 5

4.1.4 Delegation to the CEO - Board-CEO Relationship Policy (BCR #III-05) Att 6

5. AUTHORITY TO MOVE INTO CLOSED MEETING *(Motion)*

5.1 **CONSENT AGENDA – CLOSED**

5.1.1 Minutes of Closed Meeting Held August 19, 2026 Att 7

5.2 Current Recruitment Update

6. MOTIONS FROM CLOSED MEETING *(Motions)*

7. NEXT MEETING - October 28, 2026

8. ADJOURNMENT