



# MSAC Governance Committee

## MEETING MINUTES

November 15, 2019  
175 W Ostend Street, Suite E | Baltimore, MD 21230

---

The Governance Committee shall enhance the engagement and participation of Council members, and to ensure the effective operation of the lay leadership structure.

---

### 1:35 Call to Order

- The Meeting was called to order by John Schratwieser
- Attendees: Ken Skrzysz, Timothy App, Julie Madden, John Schratwieser, Sumita Kim, Shaunte Roper

### 1:45 By-Laws

- The by-laws were reviewed and updated by the committee.
- Item (v) Councilors responsibilities were clarified and updated.
- Item (i) Councilors are responsible for attending 50% of full council meetings. Committee member John feels that councilors should attend at least 3 full council meetings.
- Committee member Timothy questioned - Is there a procedure where councilors are relieved of their duties? What is the process of removal of an executive director (ED)?



- ED clarified: Item (v) language was changed to include the process of installment or removal of an Executive Director of the Council must be in accordance with HR policies.
- Item (iii) was added to the by-laws to document the need for councilors to be more active in their local art and county art agencies of Maryland
- Item (c)- nominating committee reviewed, should there be a phrase about the rejection or acceptance of a nomination? Can the nominee remove themselves? This language was updated. The nominee should confirm acceptance of nomination.
- Item (d)- finance committee line item discussed- no changes were made
- Item (e)- John feels that we need more tracking of councilors who attend events. Committee member Sumita and ED feel that more examples are needed to be included so expectations are clear to councilors. More examples were added to item (e).

Committee member Timothy questioned:

Item (e)

- What happens when someone does not show up to the meetings? The Secretary of appointments handles removing councilors. The governance committee has determined that they need to reach out to councilors who are inactive. There has to be accountability.

Committee member Sumita recommendation to clarify governance committee order of duties:

Item (e) Governance Committee

- Primary duty- to ensure the effectiveness of the operation and leadership
- Secondary duty- to increase participation in (MSAC) sponsored events throughout the state

Committee member John suggested:

- A final review of the by-laws will be completed to determine if any additional changes are needed.

Committee member Timothy suggested:



- Should the by-laws state the committee responsibilities for reviewing by-laws? This language is already included. No changes were made.

Committee member Sumita suggested:

- An update to item (e)- language: by encouraging the attendance of Councilors at MSAC-sponsored events throughout the state.

Committee member Timothy questioned:

- Should the language state councilors attend events based on your expertise? The language states that councilors attend events in their region. No changes were made.

Final committee thoughts:

- The bylaws will be sent to the committee members to review. Two weeks will be allotted for this review. This information will be presented at the next full council meeting.

2:25 New Business:

- Councilors Volunteer Fund. Cash/Checks are given to the ED for reimbursement of gifts made by the councilors.
- Committee recommendation: The account will be closed and the councilors will handle the purchase of gifts.

2:28 Future Actions:

- ED will forward recommendations by the committee to the Attorney General's office for review and then to full council meeting for a vote.

2:30 Adjourn

- The Meeting was adjourned by John Schratwieser