**Governance Committee Report**

**Committee:** Governance
**Members: J. Mattison, Chair, P. Hunt, J. Lamb, R. Fourdraine**

Invited Guests: J. Weiker, J. Durr, R. Cooper
**Meeting Date/Time:** July 28, 2025
**Prepared By:** Cooper

**1. Purpose of the Meeting**

This was the inaugural meeting of the newly appointed CDCB Board of Director’s Governance Committee. The purpose was to review the Terms of Reference and determine the scope of work that they are responsible for.

**2. Key Discussions & Decisions**

* **Reviewed the Terms of Reference and discussed the roles between the board and various committees, stakeholders, mgmt, etc.**
* **Discussed the need to develop delegated authority documents and to ensure that the terms of reference and delegated authority synch with one another. The delegated authorities’ document has been started by management and will incorporate suggestions discussed and then will be shared for additional input.**
* **Discussed the need to review by-laws and offer any changes.**
* **Discussed need for term limits as it relates to board succession planning.**
* **Discussed asking K. Garvey or appropriate counsel to join the call in the future to ensure we are properly addressing governance issues.**

**3. Action Items and Follow-ups**

* **Provide committee most recent copy of by-laws - gathering input and feedback on any areas of concern or potential changes.**
* **Finish draft of delegated authority document.**
* **Invite Garvey to join future calls.**
* **Inventory of current committees, committee meetings for past 18 months**
* **Review Terms of Reference for all groups to ensure they have been delegated the proper authority and are acting within scope of authority.**
* **Look at interplay of key committees/groups/board.**
* **Provide make-up of board.**
* **Locate and share the previous board performance assessment tool.**
* **Calendarize board performance assessment for every two years**
* **Create a section in Redmine for this working group.**

 **4. Financial Implications** (if applicable) No financial implications currently

**5. Recommendations – Board Action**

No board action is needed currently.

**6. Next Meeting Date** (if scheduled)

After Sep 19, 2025, exact date is to be determined via doodle poll.