



## Board of Directors Meeting Minutes

Tuesday, December 15, 2020 (5:00pm – 7:00pm ET)  
Virtual Conference call via RingCentral

Minutes unanimously approved by all members present at the meeting via email on January 11, 2021

**Board Members in Attendance:** CE Pugh, Dave Blackburn, Rosemary Mahoney, Erik Davis, Nancy Muller, Kip Ritchey, Zoila Rivera, Talethia Edwards

**Board Members Absent:** Amber Hall

**Others in Attendance:** Mark Regni (CEO), Benjamin Goldberg (CFO), Dawn Rowney (Board Admin)

**The Meeting was called to order at 5:00pm ET**

**Agenda Review** – There were no changes to the agenda. The November 10, 2020 meeting minutes were unanimously approved via email.

### **CEO Reporting**

Mark Regni provided the Board with a monthly update report, as well as quarter and year-to-date financial reports, and an update on the remodel. It was requested that the last column on the Monthly Financial Report summary chart be changed to a comparison from Actual to Budget expressed in dollars and as a percentage change.

### **New Business**

#### **Board Terms**

Terms for Patron Board Members were determined by a lottery process and are as follows:

Amber Hall:	term ending 2023
Zoila Rivera:	term ending 2023
Kip Ritchey:	term ending 2022
Nancy Muller:	term ending 2022
Talethia Edwards:	term ending 2021
Erik Davis:	term ending 2021

#### **Board Nominations & Election Process**

The Nominating & Governance Committee charter, process, and timeline were approved, with the exception that the May 2021 Board orientation may be moved to its own meeting for those who need it. Dave, Nancy, and Zoila have volunteered to be on the first Nominating and Governance Committee.

CE Pugh moved to accept the proposal. Rosemary Mahoney seconded, passed unanimously

### **CCM Bylaw Change**

The First Amendment to the Bylaws resolution was discussed and approved by the CCM Board of Directors. It will now go to the investor Board of Directors for their approval. Once approved by both Boards of Directors the changes will be considered adopted and the amendment will be distributed to the members no later than ten days after adoption and the notice of the annual meeting of the Members must contain a summary of, or the actual language of the amendments to these Bylaws adopted by the Board as per Section 10.4 of the Bylaws.

Nancy Muller moved to approve the resolution. Erik Davis seconded, passed unanimously

### **Board Policy Review**

#### Policies Reviewed

#### **C7 – Board Committee Principles**

After discussion, the Board accepted the policy unanimously. It was decided that the Nominating and Governance Committee should provide the Board with their Chair nominee recommendation for appointment following the Committee's first meeting.

#### **C8 – Governance Investment**

After discussion, the Board accepted the policy unanimously. To encourage inclusion, it was decided that additional meetings focusing on Board development should be planned, the first one to occur between the February and May meetings in 2021. A list of education topics will be created in the coming weeks.

### **Closing Thoughts**

Everyone felt that the meeting was productive and that the overall meeting process has tightened up significantly.

**The meeting adjourned at 6:30pm ET**

**Executive Session followed for Board members only**