

RICHMOND SYMPHONY · NOMINATING AND GOVERNANCE COMMITTEE MEETING
Notes of the meeting held April 6, 2020 at 4:00pm, via Zoom

Present: John Braymer, David Fisk, Elizabeth Cabell Jennings (Chair), George Mahoney, Maura Scott, Jill Bussey Harris, Rebeca Horner, Mark Wickersham

Regrets: Steve Girard, Debra Pollack (VC) **In attendance:** Frances Sterling, Chris Valdez

I. Welcome and apologies for absence.

II. Reminder of 2019/20 work plan and review of notes of last meeting: it was noted that the date was wrong on the previous minutes, and should read February 10, 2020 for the previous meeting not January 10, 2020.

III. Nominating:

(i) **Review of updated slate of members by class:** David led the discussion of the slate of board members by class. He noted that Debra Pollack has submitted her resignation with an effective date of June 30, 2020 so we have time to try to replace her. Her view was that now that we have SunTrust and BB&T merging, it is unnecessary for the Symphony to continue to have two executives from the merged Truist and has deferred to Elizabeth. With Steve Girard, David said that Steve feels that his work at Markel makes it nearly impossible to participate in our meetings but he knows we need a member from there to maintain our connection. There is hope that he will continue serving until we can find a suitable replacement. David also gave an update on Earl Ferguson's serious ill-health. As for the slate of new members for election, it will include John Bock as planned, now Valentina Peleggi too as Music Director, and we had hoped to include Katharine Whitney too. Elizabeth spoke to Katharine and determined that she would rather participate as a member of a committee than as a full Board member, for Warren Whitney has a policy against its leaders serving on the board of organizations that they have worked for within the last 12 months. Considering that there is no formal restriction to having an outside individual serve on the Nominating & Governance Committee, it was suggested Katharine be invited to join it.

(ii) **Decide whether to seek out candidates to fill the 45th place:** The group moved on to discuss if an HR expert was still the desired skillset for a new member should Katherine join the committee, as her expertise could be leveraged there already. David noted that the next priority would be recruiting to broaden the representation of various Richmond communities, both geographically and ethnically. It was decided to focus on the African American, Asian American, and Latino communities for potential candidates to fill any other vacancies.

(iii) **Consider Board Committee structure for 2020/21 to recommend to Board:** George has asked David to look at the number of committees and the number of board meetings per year and critically assess them. As for reducing the number of committees, David had two suggestions: First, to disperse the work of the Revenue Development Committee to Nominating & Governance, Gala, and a lesser extent, Financial Health. Second is to merge Audience Building and Public Relevance due to their synergistic goals. Maura agreed that Audience Building and Public Relevance could be merged, but suggested a broader approach to the Gala committee to generally be focused on individual donor engagement. It was determined that the next step be for David to sit down with Maura and Frances to determine new terms and names for these merged committees and share those with this committee prior to the April board meeting. George suggested that the August Kick-off meeting be skipped in favor of an early September meeting which Valentina would be able to attend, in lieu of a later September meeting. He also suggested doing away with the January board meeting which can be served with just an Executive Committee check in with Valentina instead.

IV. Governance - Review draft Board survey: Maura presented the draft Board survey and suggested, in addition, that a Board Engagement Survey be done early in the season to determine what parts of the mission and aspects of the Symphony resonant most with them, but that it be done separately. After some feedback, a final draft would be prepared for circulation to the Board immediately after its upcoming meeting.

V. Review and report progress in Board engagement: subs, AF pledges, fundraising plans, attendance: David reported that we are just waiting for 3 final Board pledges to the Annual Fund, but we are not close to 100% participation in subscriptions at this point; which should be addressed more fully at the next meeting.

VI. Proposed date of next meeting and any other business. *June 8, 2020 at 4:00 PM.*