

**Akron Area Arts Alliance  
Governance Committee  
Report to the Board of Directors  
July 28, 2015**

The Governance Committee met on Friday, July 10. Those in attendance were:

Suzie Graham, Committee Chair  
Brenda Cummins  
Barbara Feld

Joanne Green  
Paul Jarrett  
Toby Ann Weber

The following items were addressed:

**1. Code of Regulations**

A new Code of Regulations is needed for the Akron Area Arts Alliance that reflects the new organizational model. Membership is no longer an element of AAAA governance and the new Code reflects that change. Other key changes include the establishment of board terms, requirements for taking board action, the addition of a non-discrimination statement, and clarification of the role of the executive director. Through the Code, the Committee's intent was to be specific when necessary, but to provide for flexibility as the organization's needs change.

The new Code was sent to board members on Thursday, July 16 to allow sufficient time for review.

The Governance Committee recommends the adoption of the new Code of Regulations.

**2. Conflict of Interest Policy**

A board-approved conflict of interest policy is needed. The Committee developed a policy that covers conflicts of interest for board members, staff and volunteers. The policy also includes a disclosure form that board and staff members will be asked to sign on an annual basis.

The Governance Committee recommends that approval of the Conflict of Interest Policy.

**3. Board Member Position Description and Statement of Responsibility**

Board members are entitled to understand what is expected of them when they join the board. The Board Member Job Description clearly states the duties of board members related to governance and development. The Statement of Responsibility affirms the board member's willingness to carry out his/her responsibilities to the board and to the organization.

The Governance Committee recommends the approval of the Board Member Position Description.

The Governance Committee recommends the approval of the Board Member Statement of Commitment.

#### 4. Nominations for New Board Members

The new Code of Regulations allows for 15-21 board members. The Board currently has 11 members; one of these members is expected to be leaving within the next few months.

The background, skills and perspectives of the board members who will lead the development of Summit Artspace are different than those needed by the board that led the Akron Area Arts Alliance in recent years. The current board needs representation from more sectors of the community, including arts, business, education, philanthropy and others.

An analysis of the gaps on the board led to the recruitment of the following individuals, all of whom bring new skills and connections to the board.

The Governance Committee recommends the appointment of the following individuals to three-year terms on the Board of Directors:

- Hans Dorfi, Ph.D. - Manager, Advanced Tire Technology, Bridgestone Americas
- Christy Page - President and CEO, Better Business Bureau
- Laurie Patterson - Organizational Ombudsman, Akron General Medical Center
- Hillary Stewart - Business Analyst, FirstEnergy
- Susan Yingling - Retired Arts Educator, Arts Advocate