

**Board Assurance Committee
Meeting Minutes
December 4, 2019**

Board committee members present: Jenni Frazer, Chairperson, Sharon Woodrow, Pat Prendergast, Rahul Gupta, Marsha Wagstaff

MHRS 'staff present: Colleen Chamberlain, Kelley Brown

Committee members discussed the responsibilities of the Assurance Committee and agreed to recommend a change in the committee name to the Compliance Committee, and to include as their responsibilities the review of MHRS' Year-End Financial Statement, Annual Operating Budget, and Annual Contracts both fiscal and programmatic.

Motion: Gupta Second: Woodrow Motion carried.

Colleen recommended some edits to the Governance Process Policies B-1 through B-15. These changes include combining some policies, simplifying some of the language in others (without losing the essence) deleting duplications and removing outdated references. Committee members will recommend the suggested edits to the full board along with the following changes/additions:

- Direct inspection and monitoring of compliance with governance process policies will continue to be done annually or as needed vs. the recommended triennially.
- Clarification was added under 4.8 of Policy *B-5 Committees Purpose & Function* to make clear that the Executive Committee will review all of the board established committee responsibilities and not just their own.
- To accept the removal of the reference "annual" (agenda) in Policy *B-12 Agenda Planning*. Committee members instead suggested listing the annual agenda items alongside the corresponding dates on the board meeting schedule that is voted on by the full board during the June board meeting.

The committee reviewed and edited the new Policy Monitoring Form to be used for future policy review.

Committee members established their future schedule of meetings/topics:

- February - date TBD – Review and monitor Board Governance Policies Part I.
- June - date TBD – Review Audit Results, Review Tax Budget, Annual Operating Budget, and Annual Contracts/Budgets.
- November - date TBD – Review and monitor Board Governance Policies Part II.

Chairperson, Jenni Frazer, suggested that the committee propose a set of financial metrics to the full board to help them understand the health of the organization. Jenni will meet with Karen and Colleen to discuss further and then bring ideas back to the committee for review.

To adjourn the December 4, 2019 Board Assurance Committee meeting.

Motion: Gupta Second: Wagstaff Motion carried.

RESOLUTION:

To accept the Board Assurance Committee's recommendations for changes to Governance Policies B1-B15 as written in the December 4, 2019 Board Assurance Committee meeting minutes presented to the full board on December 11, 2019.