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Governance Committee Agenda and Minutes for March 13, 2025

Members: A. Galati, J. Johnson, J. Santini, T. Gulbransen

Absent:

Location: Room 288, Middle School

Agenda

1. Election Update - J. Johnson
 - a. [Board Election Process and Procedures](#)
2. Nomination of a Board Clerk
 - a. A. Galati - change title to Board Secretary on-line
 - i. The Secretary shall maintain the records of the Office of the Corporation and shall:
 1. (a) Attend all meetings of the Board of Directors and all committees as required;
 2. (b) Record all proceedings in the Minutes of the Board of Directors and committees in a book to be kept for that purpose;
 3. (c) Preserve all documents and records belonging to the Corporation;
 4. (d) Give or cause to be given notice of all meetings of the Board of Directors and its committees; and,
 5. (e) Perform such other duties as may be prescribed by the Board of Directors.
 - b. Board Clerk - Volunteer? Stipend?
 - c. Board Clerk Duties
 - i. BoardBook -
 1. Create Agenda
 2. Set time and location for meeting
 3. Gather and attach all board reports and any additional information for agenda items.
 4. Post meeting minutes before and after the meeting.
 5. Print a hard copy of the agenda and documents
 - ii. Alert community of any changes to location, time, or participants.
 - iii. Manage facility requests
 - iv. Manage Board Retreat and any additional meetings

- v. Update and manage Annual Board Calendar
 - vi. Work with the Technology Director to keep the SCPA Board website information updated.
 - vii. Work to ensure that all components are within SCPA Board Bylaws, The Open Meeting Law (Minnesota Statutes Chapter 13D)
- d. J. Johnson will make a motion to nominate Nicole Donnay as Board Clerk with a stipend of \$120 per meeting. Additionally, we will change A. Galati's title to Board Secretary on the SCPA website.
- 3. Succession Planning Committee
 - a. Change of Composition: Moving on to Onboarding
 - b. Chair: Terri Gulbransen
 - c. Onboarding- responsibility of the SCPA Board
- 4. Approve Open Enrollment Period for next year - Moved to April
- 5. Approve Board Calendar - Moved to April
- 6. Cell Phone Policy - See Stillwater's
 - a. First read at March 18, 2025 meeting.
- 7. Board Bylaw Training - August, 2025

Respectfully submitted by A. Galati