

Ronald McDonald House Charities of Greater Chattanooga

Governance Committee – Meeting Minutes

March 6, 2025

Committee Members 2025-2026 Board Year			
<u>Board Members and CEO</u>	<u>Attendance (Y/N)</u>	<u>Volunteer</u>	<u>Attendance (Y/N)</u>
Melanie Farrell, Chair	Y	Kim Coffey	Y
John Critchfield	Y	Pat Roza	Y
Theresa Critchfield	N	Barbara Wofford	Y
Mary Lynn Wilson	N		
Karen Jolley	Y		
Tripp Stephens	Y		
Mike Brown, CEO	Y		

Agenda:

1. Status update on RMHC Background checks (Mike)

80 total background checks initiated including staff, board members, vendor employees, and weekend managers:

- 70 completed
- 5 still in progress
- 5 not started but continuing to follow up.

Mike stated that we are working with our cleaning service contractor (CMS) with two of their employees. Both are doing an outstanding job for RMHC and we would like to retain them as we assist with their paperwork. More to come.

One hiccup we've encountered is the accumulation of additional charges for county searches the employee/board member may have never lived. The package we have with Verified Credentials runs names through the National Criminal Database, which is designed to check the database for information that might not have been supplied. Checks might be conducted in counties they have never lived in because of common names, small offenses like parking or speeding tickets, etc. Some counties have additional fees, and some do not. We are invoicing board members and vendors the full amount of the background check, including any additional county fees.

Karen asks if the expansive search is slowing down the process: yes and no. Most background checks come back within 1-2 days, but additional county searches do add on time. We plan to continue with the expansive search with the understanding that there is a wait time involved in receiving the report.

Governance committee will get another update at our May meeting to ensure all required checks have been completed within the stated 90-day period.

2. New IT Policy discussion (Mike)

Global is undergoing a chapter excellence project, and ours began last week. Part of chapter excellence includes the development and implementation of IT policies and procedures, which we do not currently have in place. We met with WYRE yesterday and should have policies and procedures in-hand in the next week or so. Mike will get a high-level, executive summary as well as the full policies for review by the Governance committee. After they are reviewed by the Governance Committee, it is important that we document the adoption of these policies and procedures in the board meeting minutes.

During the month of March, Ellen Pinkett-Early, our Global Associate Director, will be visiting several Tennessee chapters to focus on the Chapter Excellence framework. Ellen will join us at the March 24th board meeting to discuss chapter excellence and give feedback.

3. In-Kind Donations guidance – see attachment (Kim)

It's agreed that clear "give or get" and in-kind guidelines are documented for current and future board members. Kim suggests tracking board giving for a year, then revisiting her in-kind guidelines to make any adjustments based on feedback.

Pat asked how best we can communicate what we are willing to accept? The wish list on our website might cover that, but documenting specifically for board members would be helpful.

The board giving requirements and guidelines should be presented to board members before they even agree to join the board. We can add that information to the existing board recruitment documents, as well as the legal responsibility of RMHC board members.

Kim reminds the group that a board/governance calendar would be helpful. Recently, yearly objective calendars were created for all board committees including dates and deadlines, which will work for the time being.

Action Item: Melanie will add the in-kind donation guidance to the Board Expectations document by 4/30.

4. Board member recruitment (Melanie)

- Review Board tracking spreadsheet
- Discuss potential individuals for consideration
 - *Accounting/Finance (1) – Chris George (Pinnacle)*
 - *McDonald's Partners (2) – Jabari Daughtry (or wife), Stephen Overby*
 - *Community Leaders (2-3) – Kella Rivers (WWS committee), ~~Greg Pawson (Card-Monroe)~~, Diane Hoilman (ADPi UTC), Allen Bible (Siskin)*

Jabari Daughtry's wife, Keonna, might take the spot on the board while Jabari focuses on expanding his business. Keonna is part of Jabari's business.

The Governance committee approved the recommended slate of new members to present to the full Board for consideration.

	Board Membership stats 12/12/2025
17	Current Board Members 2025-26 Year (16 Active / 1 Lifetime)
(2)	Board Members rolling off June 2026 - Mary Lynn Wilson (legacy circle); Brad Moore
6	Targeted new Board Members to be approved at April 2026 Board meeting
21	Anticipated Total Board Members for 2026-27 Year
15-25	Targeted Total Board Membership