

Ronald McDonald House Charities of Greater Chattanooga

Governance Committee – Meeting Minutes

November 12, 2025

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

Agenda:

1. Governance Committee Meeting dates - Melanie

- Friday, December 12th 12:00 – 1:00p
- 2026 Transition to 1st ~~Thursday~~ of each month, beginning January 8th
 - Thursday does not work for Karen – could we shift to first Friday at lunchtime?
- Transitioning to Noon on 1st Friday except for Jan 2nd (will be on Jan 9th)

2. Policy Review Future Cadence – Pat

- Pat assembled the policies into 4 groups of 15-16 connected policies. Group A – Admin policies, Group B – admissions focused, resident guidelines and criteria, Group C – Safety/Security, Group D – Crisis management and facility management.
- Review process: Melanie suggests that the committee is given roughly 60 days per policy group. If there are no changes, then we move on. If there are changes, then policies are red-lined and moved to the Board for review and approval.

First policy group review due - March 30 and Second policy review due - October 30

3. Plans to finalize RMHC updated By-laws

- Discussion points:
 - Term limits of Board members and elected officers (Article II, Section 1.A)
- There is not currently a term length defined in the Bylaws for officer roles, excluding Board Chair. Mike thinks that the lack of term limits for officers is too loose, but Theresa believes that the member's term as an officer runs concurrent with their term as a director – it does not affect the length of their term on the board. Mary Lynn thinks we need to have protections in place to keep officers from remaining in their roles for far too long, so it is super important to clarify that language. The committee agrees that the language needs to be clarified that the role of Board Chair is the only officer role that adds time onto the member's term on the board.
- Theresa suggests we need to seek out a Labor and Employment Attorney to serve on the board to help cover any knowledge gaps in that area.

- Recommend eliminating Chair Elect role and just utilize Vice Chair
- Do we need the Chairperson-Elect role defined? Mike believes it is important to have the role of incoming Chair-Elect, so they are able to learn the structure of the board and get a good understanding before taking on the role of Chair. Theresa says in Junior League, the chairperson-elect is nominated, voted on and confirmed one year before they become Board Chair.
- Chair-Elect will supersede the role of Vice Chair and language is updated to reflect that the Chair Elect will take the role of Board Chair instead of “it is anticipated they will assume the role of Board Chair.”
- Open questions in Committee charters
- Do we have a policy including a contingency plan to fill a board vacancy in case of emergency?
- Do we have “accounting policies”?
- Send current version to Alan Cates by November 17th
- Share with full Board on December 9th
- Seek Board approval January 27th

4. Board Planning Calendar

- We should create a calendar for the Governance Committee like the current Board calendar

	Board Membership stats 10/07/2025
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