

Ronald McDonald House Charities of Greater Chattanooga

Governance Committee – Meeting Minutes

October 28, 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	N	Pat Roza	Y
Teresa Critchfield	N	Barbara Wofford	N
Mary Lynn Wilson	Y		
Karen Jolly	Y		
Tripp Stephens	Y		
Mike Brown, CEO	Y		

Agenda:

1. Governance Committee Overview

a. Responsibilities

- Ensure policies are established to provide appropriate governance and oversight of the operations of RMHC.
- The committee shall review policies as needed.
- The committee shall assess the structure of the Board organization annually, making recommendations to the Board of Directors about changes, including committee structure and candidates. Should also ensure that Board training is developed and implemented.
 1. Per Pat, Training typically happens at Board Retreat or New Board Member Orientation (paired new members with older to help them get footing)
 2. Per Mary Lynn, Board Chair and CEO have historically set up retreat – hasn't been in the hands of the Governance Committee but makes sense to give it to Governance. Mike agrees.
- The committee should meet at least quarterly.
- The Committee shall include at least one attorney and a business/community leader with management experience
- Ensure clear expectations are maintained for Board members, defining expectations of Time, Talent, and Treasure.
 1. Kim recommends the Committee creating documentation to track what counts as "Time, Talent, and Treasure" – spreadsheet, forms filled out to be turned in, etc.
- Identify leadership potential for committee chairs and officer positions.
- The group will continue collecting names of potential new Board members for consideration. Melanie has a spreadsheet.
 1. Mary Lynn says when suggesting potential new Board members, think about where their talents and expertise might fit within the Board.

- Karen asks if there are a certain number of Board members we are aiming for? The goal # of Board members is around 20 – we currently have 17, and we’re looking to add about 5 members at the turn of the Board year.

Farin will work with Melanie and Pat to collect Governance Committee documents that are currently on their personal computers. She will work on getting those centralized on the RMHC Board website.

Kim expressed how important it is to review the Governance Committee duties and responsibilities annually. This helps to outline the calendar and action items to help the group stay on track and help with historical record keeping. This will help future groups understand the flow of work, when different reviews should be completed, etc.

b. **Members**

c. **Meeting cadence – Proposed Dates**

- ~~Tuesday, October 28th 12:00 – 1:00p~~
- Thursday, November 13th 12:00 – 1:00p
- Friday, December 12th 12:00 – 1:00p
- 2026 Transition to 1st Thursday of each month, beginning January 8th

2. Plans to finalize RMHC updated By-laws

- a. We have a good, solid draft of the updated By-laws, Melanie just wants to have an in-depth review by Karen to help identify any topics for the Committee to review. This will be the first full refresh since 2019.

3. Policy Review – Set Cadence for future reviews

- a. Pat recommends reviewing policies in bundles – there are a lot of ‘see also:’ policy groups. She will “bundle” the policies into groups of 15 before the next meeting so the group can decide how best to approach.
- b. Previous flow: Governance committee reviews policies; policies are sent to Tiffany who disperses to the Staff for review. The policies are then passed to the Board for review and approval.

4. Legacy Circle – Review of approach and discuss process of nominations

- a. Board members designated as “Lifetime Board Members,” who technically were still voting members. The title was created to honor those who started and were fundamental to the opening of the House. For all practical purposes, there are no more Lifetime Board Members. The Legacy Circle includes Lifetime Board Members, previous Board chairs, and the first significant group of Volunteers.
- b. Mike and Melanie have discussed that the Governance Committee could be the best group to “own” the Legacy Circle and oversee the criteria and select new inductees. Mary Lynn would be happy to help outline the general criteria for the Legacy Circle.

5. Board member recruitment

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

End of Meeting Discussion:

- Kim says, in her non-profit experience, boards often hold 1-2 events for previous chairs/members/stakeholders to keep them involved. Those actions are also outlined in our Legacy Circle resolution, and Mary Lynn agrees we should have more Legacy Circle-specific events. Kim says all previous board members should also be targeted, which is something Mike is working on currently.

Next Meeting: Thurs. November 13th @ 12PM (Teams meeting)