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## **Governance Committee Meeting Minutes of June 2, 2022**

Governance Committee Chair Dennis Weller called the meeting to order at 3:02 p.m. In attendance were Dennis Weller, Jamie Ganter, and Jack Stopper. Ethics Officers Doug Rogers and Executive Director Kristi Dippel were also in attendance. Chris Bogenschutz and Bobby Cantwell were excused.

On motion by Jamie Ganter, second by Jack Stopper the committee unanimously approved the minutes of the meeting of November 4, 2021.

Chairman Weller presented an overview of two example Conflict of Interest Policies. The committee had a discussion on the comparison of the two example policies and their applicability to the Clayton LDC. The committee decided to move forward using the policy that included a disclosure. Kristi will work on the draft policy, including disclosure, to make it applicable to the Clayton LDC. The draft will then be sent to the committee for review. The committee will present a draft to the full CLDC Board at the next scheduled board meeting.

The committee then discussed the potential benefits of having the Ethics Officer as a member of the Governance Committee. Dennis Weller made a motion to have the designated CLDC Ethics Officer as a member of the Governance Committee. Jamie Ganter seconded the motion. All were in favor.

Adding the Ethics Officer to the Governance Committee creates the need for an update to the CLDC By-Laws and Governance Committee charter. Kristi will work on revisions to both documents to reflect the Ethics Officer being on the Governance Committee. Both draft documents will be sent to the committee members for review and be presented to the full CLDC board for review and approval.

The committee also discussed the need to update the Governance Committee Charter to remove the reference to a self-evaluation in two places. This will be included in the draft revisions.

On motion by Jack Stopper, second by Jamie Ganter, the Chair declared the meeting adjourned at 3:38 p.m.