



THE DELAWARE SYMPHONY ORCHESTRA

DAVID AMADO, MUSIC DIRECTOR

Nominating and Governance Committee Meeting – November 18, 2015 Young Conaway Stagatt & Taylor, LLP, Wilmington, DE Meeting Minutes / DRAFT

The meeting was called to order at 5:32 p.m. by Elena Norman, Chair. In attendance were Norman, Lanny Edelsohn, Teresa Pietrucci, and Executive Director Alan Jordan.

Norman addressed the Board Requirement document distributed in advance. That document was prepared by the committee last year and shared with the the new board members prior to inviting them to join the Board. It was discussed that the goal of the document is to set forth in one place the requirements and expectations for members of the DSO board. Some changes/updates to the document were suggested. These will be incorporated into a revised draft that will be distributed to the committee. Once approved, it will be recommended to the full board for adoption. The updated draft will be sent in advance of the board meeting with a cover memo from Norman.

Our certificate and bylaws require the board to re-allocate directors so classes are as evenly distributed as possible. The current allocation has four directors in the class of 2016, four in the class of 2017, and six in the class of 2018. The committee discussed the deliberations by Charley Babcock, Elena Norman, and John Paschetto on this matter.

Jordan noted the different committee description documents distributed, and asked committee members to review all three and provide feedback. He will draft a new version based on members' input (to be shared via-email prior to the meeting) and share in advance of the next committee meeting.

Norman shared her opinion that the current size of the board (14 members) works well from a governance perspective. While the bylaws allow up to 30 members, she did not believe that was a near-term target. Pietrucci agreed, saying 20 was a more reasonable short-term goal. Jordan added that 30 might make more sense if we were to expand programming geographically. It was agreed that there was no reason to add people to the board at this time simply to increase the size of the board. But there may be a reason to pursue promising candidates at this time.

Norman mentioned recent board candidate suggestions that she has received from board members, David Amado and DSO staff: Dr. James Ellison, Arreon Harley, Jan Jessup, George Meldrum, Erich Parker, Frank Winchester, and Rod Ward, Sr. It was agreed that priority should be given to Ellison and Ward. Cultivation efforts will be discussed at the next meeting.

The committee agreed that a group orientation session for new directors would be wise—and that veteran directors might also be welcome. Edelsohn and Jordan offered to explore a holiday social event for directors during December.

The next meeting will take place Wednesday, January 20, 2016 beginning at 5:30 pm at the law offices of Young Conaway Stargatt & Taylor, LLP.

There being no further business, the meeting adjourned at 6:30 pm.

Respectfully submitted,

Alan Jordan, Executive Director