



THE DELAWARE SYMPHONY ORCHESTRA

DAVID AMADO, MUSIC DIRECTOR

Nominating and Governance Committee Meeting – April 13, 2017
DSO Office, 100 W. 10th Street, Suite 1003, Wilmington, DE 19801
Meeting Minutes / DRAFT

The meeting was called to order at 12:02 am by David Kubacki, Chair. In attendance were Kubacki, Charles Babcock, Lanny Edelson, Elena Norman, Teresa Pietrucci (telephonic), and Executive Director Alan Jordan.

By consensus, the minutes of the March 28, 2017 meeting were approved as presented.

Jordan will send the DANA Self-Assessment Survey Report to the board electronically, to be discussed at the April 17, 2017 Board meeting. He will include Babcock's "Review of Basic Ground Rules" e-document created to affirm director election and term policies.

Kubacki suggested the revised Board Expectations Statement be deferred until September, unless revisions recommended by Committee members be prompt and non-controversial. Jordan will re-send the samples along with the current DSO statement, and members should respond with reactions. The term limits discussion was deferred.

The Committee discussed a more formal recruitment process:

- 1) The Committee receives and considers candidates recommended by directors, staff, and others.
- 2) The considered candidate(s) provide background materials.
- 3) The Committee identifies candidates under consideration to the Board.
- 4) Committee members meet with candidates to discuss expectations and answer questions.
- 5) Recommended candidates are presented to the Board, who then recommend these at the DSA Annual Meeting. (For vacancies, the full Board elects candidates to partial-terms, and identifies their class status and who they replace.)

The Committee discussed 12 possible candidates and will identify 10 to the Board April 17, 2017.

The Committee also recommends the following for the Board's consideration on April 17, 2017:

- 1) The Board should determine the number of directors, as described in the Bylaws.
- 2) A vacancy is defined as an empty seat, based on the number of directors identified in no. 1.

The Committee should also refer to the Bylaws for guidance regarding requirements of informing DSA Members about partial-term directors elected by the Board.

The next meeting will be scheduled by e-mail poll. There being no further business, the meeting adjourned at 1:05 pm.

Respectfully submitted,

Alan Jordan, Executive Director