

February 7, 2018

FRIENDS OF THE PUBLIC GARDEN

Governance Committee Report February 7, 2018

Commitment to Diversity

In this organizational year of 2017-2018 the Governance Committee is focusing on ways to increase the diversity of both the Board of Directors and the Friends Council to better reflect the diversity of our parks' users. The Committee is seeking to identify voices of influence and advocacy from communities beyond Back Bay and Beacon Hill. Committee members are reaching out to various individuals and organizations to help the Friends with this effort and suggestions from the Board are most welcome.

Organization

In addition to the long-term goal of increased diversity, the Committee has been working on improving and codifying the operational practices of the Board and Council. To this end, the chair and Executive Assistant Charlotte Bowden are assembling a Governance Committee Handbook. The Board and Council Term Grids and Demographic Charts are being revised and updated. A comprehensive list of individuals who have been proposed for the Council, including demographic information and whether or not they have been approved by the Board for the pool of potential Council members, is being compiled for ease of future reference.

Director Feedback

Friends Chair Leslie Adam has been apprised of the responses to the 2017 Board Assessment Surveys regarding Directors' personal Board experience and opinions of the workings of the Board and will confer with individual Directors as necessary.

Recommendations to be Voted

The Committee asks the Board to approve the Council and Board recommendations following this Report. Approved Board nominees who accept their nomination will be voted on by the General Membership at the Friends Annual Meeting in April. If the Board approves the new Council nominees, they will enter the Council pool and may be invited to join the Council at any time. The Committee will inform the Board of nominees' decisions at the next opportunity.

Finally, the Committee has slightly revised the Governance and Council charters and is submitting the changed wording for the Board's approval.

Respectfully submitted,

Patti Quinn
Chair

Recommendations for the Board of Directors for 2018-2019

(Board members have been apprised of their status. Eligible individuals have accepted nomination.)

Eligible for re-election to a second 3-year term:

Bear Albright
Linda Cox
Patti Quinn

Eligible to return to Board after one year off:

Kate Enroth
Barbara Moore
Anne Swanson

Must rotate off Board after serving two 3-year terms:

Margaret Pokorny

Ex-Officio, non-voting (1 year term unless reappointed by affiliated organization):

Council – Jim Hood
Beacon Hill Garden Club - Jeanne Burlingame
Garden Club of Back Bay - Sherley Smith

Board members have been apprised of their status. Eligible individuals have accepted nomination.

Confidential New Board Nominations:

Matt Dwyer- pending
Lee Pelton -pending

VOTE

Confidential New Council Nominations:

Once new Council members are approved by the Board, they will be contacted by Council co-chairs and asked if they wish to serve a 3-year term.

Joy Fallon
Chu Huang
Kerry Swords
William (Bill) Taylor
Tony Ursillo

VOTE

Change to Governance Committee Charter

The Committee recommends changing the 4th item of the list of the Committee's specific responsibilities to read as follows:

*4. at least annually meet with the Council co-chairs to review the membership of the Council **and assess the need for new members, bring to the Board new nominations for its approval, and at any time, after consultation with the Council co-chairs, invite any of the approved nominations to join the Council;***

VOTE

Change to Friends Council Charter

The Committee recommends changing the second sentence in the second paragraph to read as follows:

*All members shall be nominated by the Governance Committee, **in consultation with the Council co-chairs, and these names shall be put before the Board for its approval. Names so approved may be invited at any time by the Governance Committee, in consultation with the Council co-chairs, to become members of the Council.***

VOTE

Respectfully Submitted,

Governance Committee
Patti Quinn, chair
Leslie Adam
Bill Clendaniel
Katherine O'Keeffe
Margaret Pokorny
Liz Vizza, ex officio

Board Nominees

Matt Dwyer (currently on Council)

Began his commercial real estate career in 1977 at Spaulding & Slye in Boston, which merged with Jones Lang LaSalle (NYSE:JLL) in 2006. Matt served Spaulding & Slye in several leadership capacities, including as a member of the firm's Board and its Investment Committee. He joined Roseview Capital Partners as a partner in 2010 where he launched the firm's institutional property sales and participates in its investment activities. Lifelong lacrosse player and promoter, Matt became the founding owner of the Boston Cannons of Major League Lacrosse in 2001. He serves on the boards of several sports-based non-profits focused on youth character development and education. He coached at Phillips Exeter Academy. Matt and his wife, Meg, now live in Boston and Nantucket, MA. They have three children and one granddaughter.

Lee Pelton

Lee is the 12th President of Emerson College in Boston. He is a nationally and internationally known speaker and writer on the value of a liberal education and the importance of leadership development, civic engagement, and diversity in higher education. He came to Emerson on July 1, 2011, after serving for 13 years as the president of Willamette University in Salem, Oregon. Over the years, Pelton has been active in several higher education associations and cultural organizations. He also serves on the Board of Trustees at WGBH and the Board of Directors for the Boston Chamber of Commerce; Museum of African American History (Boston); Boston Arts Academy (chair); the Association of Independent Colleges and Universities in Massachusetts; the Boston Municipal Research Bureau; and Facing History and Ourselves; and the Barr Foundation, one of the nation's leading philanthropic organizations.

Council Nominees

Rev. Joy Fallon

Senior Minister at King's Chapel since 2013.

A minister's daughter, Fallon was raised in Maryland, Minnesota and New Jersey as her father served at different churches. She earned a bachelor's degree Harvard-Radcliffe College and then went on to graduate from Harvard Law School. In her role as senior attorney for the U.S. Attorney's Office for the District of Massachusetts, Fallon oversaw the U.S. Attorney's Boston Jobs Project, a coalition of African-American ministers and other city leaders that secured a multi-million dollar federal grant to educate and employ Boston youth. Fallon left the legal profession in 2002 to serve as associate for urban and justice ministry and later managing director of the Trinity Boston Foundation. Afterwards, Fallon worked on the staff of several local churches before completing her clinical pastoral education at Brigham and Women's Hospital in 2011; winning the scripture reading prize from Harvard Divinity School that same year. She was approved for ordination by the Metropolitan Boston Association, UCC.

Chu Huang

Chu Huang is the Community Program Manager at Northeastern Crossing at Northeastern University. Prior to this she was the Youth Program Associate for more than four years at the Boston Chinatown Neighborhood Center (BCNC). Chu also spearheaded the Chinese Immigrant Student Leadership (ChISL), a pilot leadership program that develops and supports youth leadership development for English Language Learners who are native Chinese speakers to create positive changes in their community. She is also a digital storyteller who has been recognized by the Boston Asian American Film Festival as a Short Waves Finalist on a short about the impact of gentrification. Chu continues her civic leadership and creative projects as she serves on the ONEin3 Council, Asian American Women's Political Initiative Advisory Board, Chinatown Resident Association At Large Steering Committee, a mentor in the College Access Program of BCNC and a film curator.

Kerry Swords

Green & White co-chair 2015 and 2016. BC undergrad and MBA from Harvard Business School
Trustee of Nativity Preparatory School in Jamaica Plain, co-chair of the MassGeneral Hospital for Children
advisory board and is also a member of UNICEF New England's regional board. She recently completed five
years of service on the Park School board of trustees. In addition to the Green & White Ball, she has co-chaired
many Boston fundraising galas including the MGH Storybook Ball, the UNICEF Boston Gala, the Big Sister
Association of Greater Boston's "Big in Boston" event and as a committee member on Camp Harborview's
Beach Ball.

Bill Taylor

Regional Vice President and General Manager of Four Seasons Hotel Boston, 25 years with Four Seasons
hotels. From Newcastle, England, he holds a B.S. in Hotel and Business Administration from the University of
Surrey, London. An avid skier and frustrated yet fanatical fan of the Newcastle United Football Club, Taylor
spends his downtime with his three children or working with several local charitable organizations, including
The Greater Boston Food Bank and the Massachusetts General Hospital's Cancer Leadership Council. He is also
an active member of the Back Bay Association.

Tony Ursillo

Lives at 45 Province Street in Downtown Crossing. He facilitated the Friends resident event there this past fall.
He is a global equity analyst and portfolio manager in the technology sector at Loomis, Sayles & Co. and is on
the board of Boston Preservation Alliance.

FRIENDS OF THE PUBLIC GARDEN

Governance Committee Charter

Revisions recommended by Governance Committee and ED Elizabeth Vizza to be presented to the Board of Directors for approval on Wednesday, February 7, 2018

The purpose of the Governance Committee (the Committee) is to ensure the effective functioning of the Board of Directors (the Board) of the Friends of the Public Garden (the Friends) in accordance with the Friends bylaws. The Committee shall consist of at least five members, including the Chair. The other members shall be appointed in accordance with Article VI, section 6 of the bylaws. Only Directors and Officers are eligible to be members of the Committee. The Governance Committee acts under the supervision of the Board in accordance with Article VIII, Section 3 of the bylaws.

The specific responsibilities of the Committee are to:

1. manage the nomination and election process pertaining to the Board of Directors, including Officers, in accordance with Article V of the bylaws, and soliciting nominations from the Friends membership;
2. evaluate the demographics and skills represented by members of the Board, evaluate the areas of expertise needed by the Board, and recruit new Directors accordingly;
3. conduct orientation sessions for new and existing Board members and provide ongoing education, including assisting in the preparation and updating of the Directors Handbook and other materials relevant to Board service;
4. *at least annually meet with the Council co-chairs to review the membership of the Council, help solicit new members, and bring to the Board new nominations in accordance with the Board-approved charter of the Council;*
5. obtain feedback periodically through a written assessment on the experiences and satisfaction level of Board members and Council members with their service to the Friends;
6. monitor the Conflict of Interest policy;
7. periodically review the Board's committee structure and committee charters so that they best support the needs of the organization and recommend to the Board the creation of any additional committees; and
8. review any proposed amendments to the bylaws and make recommendations to the Board.

FRIENDS OF THE PUBLIC GARDEN

Council Charter

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The purpose of the Council is to support the work of the Friends in protecting, preserving and enhancing the Boston Common, the Public Garden and the Commonwealth Avenue Mall and to help increase the public's awareness and appreciation of that work. In accordance with Article VIII, section 4, of the Bylaws the Council shall have no governance role but shall be advisory only.

The Council shall be made up of no more than 40 members, including its chair or co-chairs. *All members shall be nominated by the Governance Committee and elected by the Board.* The Chair of the Friends shall after consulting the Executive Director, nominate the chair or co-chairs of the Council from the elected members, who shall then be appointed by the Executive Committee. Council members will be drawn from the Members of the Friends; retiring Directors; committee members; community, professional, corporate and foundation leaders; and anyone interested in advancing the mission of the Friends. Members of the Council need not have any previous formal relationship with the Friends.

The Council shall meet twice a year, and its members shall provide guidance to the Executive Committee and the Board, which may seek its advice, opinions and ideas, either collectively or individually. The chair or co-chairs shall coordinate Council meetings, schedules, agendas, and requests for staff help with the Executive Director. Members of the Council are a source of vitality and creative thinking, informed by experience and community contacts. Members may serve as committee members of the Friends.

The responsibilities of the Council members shall include:

- becoming knowledgeable about the projects and programs of the Friends;
- providing advice and support to the leadership of the Friends;
- serving as ambassadors for the Friends, actively promoting the mission of the Friends and seeking to promote its visibility and aid the community in understanding its value;
- providing financial support to the Friends consistent with their individual capacities;
- attending Council meetings; and
- attending at least one additional Friends meeting or event each year.

Service as a member of the Council may be a prelude to taking on other responsibilities within the Friends, such as becoming a member of the Board of Directors or a member of a committee, or it may be an opportunity for those who have served in other capacities within the Friends to continue their association with the Friends.

If there are co-chairs, at least one will normally be a member of the Board. Members will normally be elected to a three-year term unless a shorter term is necessary to accommodate the commitments of an individual or to ensure a regular turnover of members. Members may be re-elected for a second three-year term at the end of which they may not serve again for one year. They may then be re-elected to one or more three-year terms with one year off every six years.

Approved by the Board of Directors on September 22, 2014