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A Michigan Works! Agency

MEETING:	DESC Executive Special Committee Meeting	DATE:	May 9, 2023
ATTENDEES:	DESC Executive Committee Members: Alice Thompson, Chris Uhl, Nicole Sherard-Freeman DESC Staff: Terri Weems, Chanelle Manus, Elizabeth Hennessey, Robert Shimkoski, Nneka Carter-Young	LOCATION:	DESC Corporate Offices
		CALLED TO ORDER:	11:01 am
ABSENT:	Excused: Maria Woodruff-Wright Unexcused: None	ADJOURNED:	11:41 am
PUBLIC ATTENDEES:	None		
FACILITATOR:	Alice Thompson, Board Secretary	DATE MINUTES APPROVED/ADOPTED:	

ITEM	DISCUSSION	OUTCOME/ACTION ITEM(S)
I. Welcome & Introductions	Alice Thompson, Board Secretary, called the meeting to order.	
II. Agenda & Minutes Approval	<p>Alice Thompson, Board Secretary, asked for approval of the agenda for the May 9, 2023, meeting:</p> <p style="text-align: center;">Motioned: Chris Uhl Seconded: Nicole Sherard-Freeman Motion Carried – Approved Unanimously</p> <p>Ms. Thompson asked for approval of the meeting minutes from the December 13, 2022, meeting:</p> <p style="text-align: center;">Motioned: Nicole Sherard-Freeman Seconded: Chris Uhl Motion Carried – Approved Unanimously</p>	
III. DESC Board Chair Report	<p>Alice Thompson, Board Secretary:</p> <ul style="list-style-type: none"> Acknowledged the work of Nicole Sherard-Freeman and wished her well in her departure with gratitude. 	



<p>IV. DESC President Board Report</p>	<p>Terri Weems, DESC President:</p> <ul style="list-style-type: none"> • Welcomed Nneka Carter-Young, who will be serving as Executive Director of the Community Health Corps (CHC). • Shared with the retirement of several of our Board Members, the difficulty of meeting a quorum for our Board and Committee meetings. <p>Committee discussion ensued.</p>	
<p>V. DESC Board Composition and Structure</p>	<p>Terri Weems, DESC President:</p> <ul style="list-style-type: none"> • Provided a thorough overview of the composition of the Board of Directors and each of the Committees outlined in the organization's By-Laws. • Detailed the challenges faced by Board and Committees as it related to retiring of officers and the challenges it presented to organizational operations – particularly in signing documents. • Requested that the Committee consider appointments, to allow for continued business until the Board holds annual elections. <p>Committee discussion ensued.</p> <p>Alice Thompson, Board chair requested nominations for Board Officers to serve. The following nominations were made:</p> <ul style="list-style-type: none"> ○ Alice Thompson, Board Chair at the Mayor's appointment; ○ Dannis Mitchell, Vice Chairperson; ○ Lena Barkley, Board Secretary; ○ Chris Uhl, retaining the Board Treasurer role <p style="text-align: center;">Motioned: Alice Thompson Seconded: Chris Uhl Motion Carried – Approved Unanimously</p> <p>Alice Thompson, Board Chair called for elections. The following elections were made:</p> <ul style="list-style-type: none"> ○ Alice Thompson, Board Chair at the Mayor's appointment; ○ Dannis Mitchell, Vice Chairperson; ○ Lena Barkley, Board Secretary; ○ Chris Uhl, retaining the Board Treasurer role <p style="text-align: center;">Motioned: Chris Uhl Seconded: Nicole Sherard-Freeman Motion Carried – Approved Unanimously</p>	

<p>VI. Updates to DESC Bylaws</p>	<p>Terri Weems, DESC President:</p> <ul style="list-style-type: none"> • Provided an overview of our By-Laws as it related to Board members in “Good Standing” and what was required for a quorum to conduct DESC Business. She requested that the Board consider adopting language in the By-Laws that would better define “Good Standing” and what constitutes a quorum. <p>Committee discussion ensued.</p> <p>After Committee discussion, it was recommended that the Committee make proposed language updates to the existing DESC By-Law Section 4.4:</p> <ul style="list-style-type: none"> ○ Proposed language: <i>For purposes of this Section 4.4, a Director is in "Good Standing" when the Director: (a) has submitted the Director's annual written consent to abide by the corporation's Code of Conduct policy regarding conflicts of interest, as provided in Section 4.10 and/or; (b) has not exceeded two consecutive unexcused absences at Regular Meetings of the Board (an unexcused absence occurs when a Director fails to inform the meeting convener that the Director will not be attending a scheduled meeting in advance of the meeting); and/or (c) has not exceeded four excused or unexcused consecutive meeting absences.. If a Director has been deemed not to be in “Good Standing”, a Director must sign a letter of recommitment, and attend two consecutive meetings to regain “Good Standing” status.</i> <p>Alice Thompson, Board Chair, requested a motion to update the By-Laws with the attached language:</p> <p style="text-align: center;">Motioned: Alice Thompson Seconded: Chris Uhl Motion Carried – Approved Unanimously</p> <p>Ms. Weems continued:</p> <ul style="list-style-type: none"> • I would like to take a moment to recognize that this may be Nicole Sherard-Freeman's last Executive Committee meeting, and to thank her for her leadership, guidance, and mentorship in her time both as a leader at DESC and on this Board. <p>Committee discussion ensued.</p>	
<p>VII. Public Comments</p>	<p>There was no public comment.</p>	
<p>VIII. Adjournment</p>	<p>Alice Thompson, Board Chair, called to adjourn the meeting:</p> <p style="text-align: center;">Motioned: Chris Uhl</p>	

	Seconded: Nicole Sherard-Freeman Motion Carried – Approved Unanimously	
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DRAFT SUBMITTED BY:

Printed Name: Elizabeth Hennessey

Title: Administrator, Special Projects

Signature: /s/ E Hennessey

Date: 05/10/2022

DATE MINUTES APPROVED/ADOPTED: _____

Initials: _____

NEXT MEETING: Tuesday, June 27, 2023 @ 9:00 AM