Governance Committee Meeting Minutes

June 15, 2026

Attendance

Members Present: Matt Smith (Chair), Abby Melampy, Nate Strange, Benjamin McCall
Staff Present: Becky Ehling
Guests Present: Amy Miller, Paige Sheridan, Josh Hisle
Absent: Jennifer Pittman, Traci Stivers

I. Welcome & Attendance

A. Call to Order

Chair Matt Smith called the meeting to order at 11:00 a.m.

B. Approval of Previous Meeting Minutes

The April 20, 2026, Governance Committee meeting minutes were reviewed. No corrections were noted, and the minutes were accepted as presented.

II. Roles & Responsibilities

A. Review and Confirm Member Roles and Responsibilities

The Committee reviewed the Governance Committee roles and responsibilities document provided in the meeting packet. No changes or concerns were raised regarding the Committee's responsibilities related to Board member recruitment, policy oversight, governance, and succession planning.

III. Policies

A. Update on Policy Review for 2026

Matt Smith provided an update on the Board's policy review process.

Staff, OhioMeansJobs Directors, and Easterseals continue reviewing the second third of the Board's policies as part of the established three-year review cycle. The review includes incorporating updates from recently issued state policy letters, clarifying language, and addressing operational issues identified during implementation.

Staff anticipates presenting approximately 13 to 14 revised policies to the Governance Committee in August. The goal remains to complete Committee review and forward recommendations to the Executive Committee and Board in September.

Governance Committee Meeting Minutes

June 15, 2026

Members discussed the importance of receiving policy revisions in advance of the meeting. Staff agreed to distribute the policies and a summary document identifying all significant changes prior to Committee review.

IV. Board/Committee Roster

A. Review of Current Board Openings

Staff provided an update on current Board recruitment efforts.

Mark Lippert, President and CEO of Hamilton Casters, has agreed to fill the vacant Butler County Business Representative position. Becky Ehling reported that she and staff met with Mr. Lippert to review Board responsibilities, committee expectations, and workforce initiatives. She noted his enthusiasm for workforce development and interest in participating in Board activities.

Staff also reported that outreach continues regarding the Adult Education and Literacy (WIOA Title II) representative position, with discussions underway with Jeff Brandt of Butler County ESC. Recruitment efforts also continue for the vacant Clermont County business position with Jennifer Ho of Design Within Reach.

Committee members discussed the value of receiving candidate biographies prior to appointments. Staff agreed to include candidate biographies in future Governance Committee meeting packets to assist members in their review and recommendation process.

No objections were raised regarding the appointment of Mark Lippert. The Committee agreed to recommend his appointment to the Executive Committee for approval.

Staff also advised the Committee that Jeff Gambrell may be leaving Serve City. While no official notification has been received, the Committee discussed the potential need to recruit a new Community-Based Organization representative should the position become vacant. Members reviewed potential organizations that could qualify for representation and were encouraged to provide recommendations for future candidates.

Staff noted that once current vacancies are filled, the Board will be positioned to pursue Board recertification with the State.

V. Discussion Items

A. Discussion on How to Disband the 501(c)(3)

Matt Smith provided an update regarding discussions held with the Executive Committee, Board, and Chief Elected Officials concerning the future of the Board's 501(c)(3) organization.

Governance Committee Meeting Minutes

June 15, 2026

Members discussed the challenges associated with utilizing the 501(c)(3) while operating under a county fiscal agent structure and acknowledged that there is currently no clear path for leveraging the organization for fundraising or grant administration purposes.

Becky Ehling presented information outlining the process required to dissolve the 501(c)(3), including:

- Board approval through a formal motion;
- Notification and approval requirements involving the Ohio Attorney General and Secretary of State;
- Filing final IRS Form 990 reports;
- Closure of the Employer Identification Number (EIN);
- Documentation and transfer of organizational records; and
- Retention of records in accordance with applicable requirements.

Staff reported that the organization currently holds no active bank accounts and that prior grant funds received through the organization have been fully expended. Any remaining organizational assets would be transferred in accordance with applicable state requirements.

Committee members discussed preserving all organizational records, bylaws, filings, and standard operating procedures should future circumstances support reestablishing a nonprofit entity. Members agreed that maintaining the documentation would reduce future administrative costs and effort if a similar structure is pursued at a later date.

Discussion also focused on the importance of dissolving the entity rather than leaving it inactive, thereby avoiding unnecessary regulatory scrutiny and administrative requirements.

The Committee supported presenting the matter directly to the full Board for consideration and action at a future meeting.

B. Open to Committee

Committee members discussed several opportunities to strengthen Board engagement, committee participation, and future Board recruitment efforts.

Members discussed the possibility of establishing a formal process whereby Governance Committee-reviewed policies would be forwarded to the Executive Committee and subsequently presented to the full Board on a quarterly basis. The intent is to provide a structured and predictable process for policy review, approval, and communication to Board members.

The Committee also discussed the potential creation of non-Board committee positions. Members noted that allowing interested community members, workforce partners, and subject matter experts to participate on committees could provide valuable perspectives while creating a pathway for future Board service.

Related to this discussion, members expressed support for inviting non-Board committee participants to attend Quarterly CEO/Full Board meetings. This would allow prospective Board members to become more familiar with the Board's work, strategic priorities, and governance structure while increasing engagement with community stakeholders.

Additionally, the Committee discussed developing a survey for current Board members to identify individuals within their professional and community networks who may have an interest in serving on committees or future Board vacancies. Members noted that creating a pipeline of engaged committee participants could assist with succession planning, improve recruitment efforts, and provide a pool of qualified candidates when Board positions become available.

Staff will explore these concepts further and provide recommendations for future Committee consideration.

VI. Adjourn

A. Next Meeting Date

The next Governance Committee meeting is scheduled for August 17, 2026, from 11:00 a.m. to 12:00 p.m.

B. Next Quarterly CEO/Full Board Meeting

The next Quarterly CEO/Full Board Meeting will be held on September 3, 2026, from 8:00 a.m. to 9:30 a.m. Location to be determined.

There being no further business, Chair Matt Smith adjourned the meeting at approximately 11:40 a.m.