Governance Committee - March 11, 2019

CEO Evaluation sub-group

Thanks to those of you who were at the meeting in person or on the phone. Below is a recap of what we discussed. Please let me know if you have any changes or questions. I have also attached the revised timeline based on our discussion today. I’ve kept the timeline that Joe created intact and added revisions where they were made.

1. GC agreed that the full committee will participate in running the process this year and we will reform a subcommittee once we have more board members join the GC. A request for additional committee members will be made at the March board meeting.

2. There are no changes to the CEO job description or Mary Kay’s goals for 2018-2019 so the job description as currently written will form the basis for the survey.

3. All board members will be asked to participate and an in-depth explanation of the process will be given to help get new board members up to speed. Danielle will attend this board meeting and also agreed to hold a zoom meeting on 4/2/19 for anyone who may have additional questions once they receive the survey. Danielle will research the zoom protocol.

4. It was also decided to conduct a 360 review since it is a measurement item for one of Mary Kay’s goals. Danielle presented a list of questions that will form the survey. It will be sent electronically and confidentially to Mary Kay’s direct reports, who are Jasmine, Beth, Mindy, Diane and Dave. Susan will review this with Mary Kay on the phone and when that is complete, Danielle will reach out to these staff members to schedule a time to explain the process to them. It was assumed that Mary Kay will be fine with the 360 since it is part of the goals on which she signed off. NOTE: after discussion with Mary Kay it was decided to include the full leadership team in the 360 review.

5. Board members will be given until 4/19/19 to complete the survey and the committee will meet at 9:00am on 5/2/19 to review raw survey data. Reminder emails will be sent between 3/29 and 4/19 to encourage survey completion.

6. Future time line dates were left tbd for now.

Susan Fromm