

**MINUTES OF THE MEETING OF THE GOVERNANCE COMMITTEE OF THE
BOARD OF DIRECTORS, LOUISIANA STATE MUSEUM (LSM)
NEW ORLEANS JAZZ MUSEUM AT THE OLD US MINT
400 ESPLANADE AVENUE
Friday, August 15, 2025
11:00 am**

MEMBERS PRESENT: Benjamin Dupuy, Mary Coulon, R. Duncan Brown, Sandy Shilstone, Wendy Lodrig.

MEMBERS ABSENT:

LSM STAFF PRESENT: Becky Mackie, Cody Scallions, Damond Francois. Nicole Coleman.
A quorum was present.

1. **Call to Order** – R. Duncan Brown called the meeting to order at 11:04 am.
2. **Adoption of the Agenda** – Wendy Lodrig requested a motion to approve and amend the agenda for minutes approvals to include the dates of January 13th and March 17th, 2025. Benjamin Dupuy motioned to adopt and amend the agenda. Mary Coulon seconded the motion, and it was unanimously approved.
3. **Adoption of the Minutes** – Benjamin Dupuy motioned to approve the minutes. Mary Coulon seconded the motion, and it was unanimously approved.
4. **Welcome and Introduction** – Wendy Lodrig thanked R. Duncan Brown for accepting the Chair position of the Governance Committee. She emphasized the importance of the committee's work, noting that it plays a critical role in reviewing materials before they are presented to the full board. She encouraged members to be proactive in identifying and addressing issues that warrant the committee's consideration.

Duncan Brown introduced himself and expressed his enthusiasm for working with committee members. He conveyed his eagerness to collaborate on enhancing the committee's overall effectiveness, with a focus on establishing a clear structure and consistent operational cadence. He also highlighted the importance of reviewing and updating the current bylaws to ensure alignment with recent legislative changes.

5. **Review of the Committee Charter** – Wendy Lodrig explained the reasoning behind developing a committee charter and shared that she had asked Becky to prepare a one-page document outlining the scope of the Governance Committee. Although the charter was not yet ready for presentation, she noted that a similar version had already been adopted by the Education Committee. The forthcoming charter will include key elements such as the committee's purpose, composition, meeting cadence, and governance structure. It is intended to communicate the committee's vision and mission, providing a clear scope of its responsibilities. Wendy also noted that all permanent committees will receive this one-page document, prepared by Becky and her team, and each committee will have the opportunity to review and revise it as needed.
6. **Chairman's Report** - Duncan Brown stated that, at this time, he did not have any additional updates other than the committee's ongoing review of the bylaws.
 - a. **Review of LSM Board By-Laws** - Duncan Brown, the committee, and Julia George Moore conducted a page-by-page review of the bylaws. Julia George Moore informed the committee of the objectives behind the current bylaws update. The first goal is to incorporate the mission statement recently adopted by the Board. The second goal involves revisions Julia has made to clarify ambiguities and ensure compliance with Senate Bill 210, which has now been enacted as Act 450.

Her revisions aim to eliminate unclear or confusing language, integrate the requirements of Act 450, and streamline the document by removing redundant language that simply restated existing state law. These updates are intended to enhance the clarity, efficiency, and legal alignment of the bylaws.

Becky Mackie noted that the Comprehensive Usage Plan needs to be amended, as it currently only covers commercial use. Wendy Lodrig requested that this item be placed on the agenda for the Irby Finance Committee.

Julia George Moore informed the committee that the quorum for board meetings has been officially revised to 10 members, reduced from the previous higher threshold. She explained that this adjustment is intended to facilitate more efficient decision-making by allowing for easier assembly of the board. The change is expected to enhance participation and streamline governance processes within the organization.

In addition to the revisions that were included in the redline version of the bylaws provided prior to this meeting, the following revisions were added:

- Page 7 Article 3, Section 4(g). Added commas to mirror HB 108/Act 485 re: the minimum qualifications for the LSM Director.
- Page 19 Article 5, Section 10. Removed the requirement to keep a physical "book" of meeting minutes on site. Added that the meeting minutes shall be retained "in accordance with law."
- Page 22, Article 6, Section 5. Good news: Act 450 repealed the mandatory requirement ("shall") that the executive committee meet in those months the Board does not. So edit to say *may* meet in those months the Board does not OR at the call of the Chair.

Benjamin Dupuy motioned to amend the bylaws per the redline edits provided and the additional changes noted. Sandy Shilstone seconded the motion, and it was unanimously approved.

7. Open Discussion Q & A – There was an open discussion regarding the timing of future committee meetings, specifically whether they should be scheduled before or after the full board meetings. The committee requested that meetings be added to their calendars for the 2nd Monday of the last month of each calendar quarter. It was agreed to coordinate with Nicole to poll members on their preferred dates and ensure the proposed schedule aligns with the committee's agenda and upcoming board meetings.

8. Adjourn – Meeting adjourned at 12:24 PM.

Minutes Accepted



R. Duncan Brown, Chair