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 (GREEN ROOM)
400 ESPLANADE AVENUE
MONDAY MARCH 9, 2026
11:00 am

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

MEMBERS ABSENT:

LSM STAFF PRESENT: Becky Mackie, and Nicole Coleman.

OTHERS PRESENT:

A quorum was present.

1. **Call to Order** – R. Duncan Brown called the meeting to order at 11:07 am.

2. **Adoption of the Agenda – Benjamin Dupuy requested a motioned to adopt the agenda. The motion was seconded by Mary Coulon, and it was unanimously approved.**

3. **Adoption of the Minutes – Benjamin Dupuy motioned to approve the minutes from the December 8, 2025 committee meeting. The motion was seconded by Mary Coulon, and it was unanimously approved.**

4. **Chairman's Report –** Duncan Brown reported on efforts to clarify the nomination process. After review of the Bylaws, Roberts Rules of Order, and prior customs, and following discussion with leadership, it was determined that proposed guidelines will be added to the bylaws rather than a separate policy.

   The proposed approach allows the committee to review nominations, confirm candidate interest, and bring forward one or more nominees to the board. This balances transparency with flexibility, ensuring the committee can select which candidates to bring forward while preserving the board's option to make nominations and for final voting authority. The proposed amendment states:

   > Article 6, Section 10. The Governance Committee shall advise the Board on the selection of the principal officers of the Board, the nominating process, succession planning for the principal officer positions, and recommendations to the Chairman for appointments to committees. When a principal officer position becomes vacant, or in anticipation of an officer's term ending, the Governance Committee shall request nominations from the Board for members to be considered for the position. Nominations will be accepted for a minimum of 14 days. The Governance Committee shall review the list of nominees at its committee meeting and vote on one or more nominees to bring to the next Board meeting for a vote. The committee shall also review the bylaws annually and recommend revisions thereto as needed.

   Duncan Brown noted that the proposed bylaws amendment does not include specific submission requirements for nominations. It was discussed that formal materials, such as resumes, are not necessary, and that the committee chair may informally follow up with nominees to confirm interest and request relevant information as needed.

Benjamin Dupuy motioned to recommend the amendment to the bylaws. The motion was seconded by Mary Coulon, and it was unanimously approved.

Due to the bylaws not yet being adopted, both nominees for Vice Chair will be submitted to the board for a public vote. Sandy Shilstone recused herself from the discussion.

It was agreed that nominators will speak briefly on behalf of their candidates to maintain decorum. The resumes of both nominees will be circulated in advance, and a roll call vote will be conducted at the upcoming meeting to ensure transparency.

Wendy Lodrig moved to submit Sandy Shilstone and Christen Losey Gregg as nominees for the vice chair position. The motion was seconded by Mary Coulon, and unanimously approved.

Wendy Lodrig requested to invite Sandy Shilstone back into the room to participate in further discussion regarding the nomination process.

Nomination Process Discussion:
It was clarified that the call for nominations will come from the chair, with 14 days minimal. The Director's office will follow up with collecting nominations and supporting materials, and the chair will confirm each nominee's interest prior to the committee meeting. It was also noted that the term length for the position must be determined in advance so it can be clearly stated at the time of the board vote.

Governance / Legislative Update:
New legislation removed limits on consecutive terms for board members appointed by the Lieutenant Governor, allowing unlimited reappointments. Beginning in 2029, four members will be assigned staggered terms of one to four years by lot.

The committee noted the need to update bylaws and election timing to reflect these changes and emphasized clear communication of term lengths and reappointment processes. The Vice Chair elected at the next meeting will serve a full two-year term. Discussion also included aligning officer terms with the staggered schedule to improve continuity and streamline future elections.

The committee agreed to address term scheduling and election timing at the next governance meeting. A detailed tracking document of current terms and appointments will be prepared to support planning and decision-making.

Regular quarterly governance meetings were also proposed to address ongoing compliance and operational matters.

5. **Old Business – No old business**
6. **New Business – No new Business**
7. **Adjourn –** Meeting adjourned at 12:01 PM.

Minutes Accepted

R. Duncan Brown

R. Duncan Brown, Chair