

# APPROVED minutes from 2021 November Board of Directors Meeting

## Board Meeting Minutes - 2021 November 8

### I. Attendance at Board of Directors Meeting

#### Board Attendees:

- Kaitlin Thaney (joined at 9:45am PT)
- Jonathan Cain
- Jochai Ben-Avie
- Kari Jordan (Interim Board Chair)
- Shannon Dosemagen
- Josh Greenberg (Board advisor)

#### Non-Board Attendees:

- Danielle Robinson
- Kris Wade
- Keith Chreston

Not in attendance: Joe Hand

### II. Proceedings

- Called to order.
- Motion to approve the agenda. No additions and one edit to adjust time slots by one hour. Motion seconded with edit. Agenda approved.
- Motion to approve 2021 July board meeting minutes. Motion seconded. Minutes Approved.
- The Strategic Plan was reviewed and it was agreed that project leaders and key partners will provide feedback on the plan.
  - The request for feedback will be specific in content and provide a deadline for submission.
  - Other suggestions to the plan included adding specific impact from increased funding, outlining future key capabilities and staff needed to achieve these goals.
- Program review included updates on Digital Infrastructure, Event Fund, DAIR as well as the CS&S website update and annual report.
- Q1 2021 (July-Sept) financials were presented, providing budget versus actual analysis.

- The current audit is underway and the draft report will be ready at the end of November.
- CS&S has engaged with a new insurance partner, G2 to review the organization's risk and recommend appropriate coverage to match its growth.
- In an unanimous vote, the board approved the policy for a board-designated reserve of nine months.
- The board reviewed the draft investment policy and discussion ensued regarding ethical considerations for where/how the money would be invested.
- The Board Chair role description was approved and Kari Jordan voted in as Board Chair.
- The FSP Board Seat and its role is still in development; it was decided to review and vote on it at a later date.
- It was agreed to move recruitment of new board members to Q1 2022.
- Requests for board demographics are increasing. The board agreed to develop a policy that allows for collection, consent and retention.
- The board unanimously voted to ratify the January 2021 resolution on the Executive Director's salary increase.
- The board approved the list of "Highly Compensated & Key Employees" and agreed to send out notification to any employees whose salaries may be included on the 990.
- Meeting adjourned at 12:03 PT

### III. Summary of Action Items

- Danielle to provide a timeline for Strategic Plan feedback and finalization that doesn't conflict with holidays.
- Keith to quantify differences between FSP fee "discounts" versus timing in future financial reporting.
- Danielle to add "mission-aligned" language to the investment policy and send it out to the board for review.
- Danielle to remove "interim" from Kari's board chair title on the website.
- Danielle to send out the Vice Chair role description to the board for comments.
- Danielle to draft a Directors and Officers Data Policy to address requests for board demographics.
- Add Keith Chreston to the "Key Employees" list.
- Send out notifications to employees whose salaries may be listed in the 990.