

# DRAFT minutes from 2022 March Board of Directors Meeting

Board Meeting Minutes - 2022 March 30

## Attendance at Board of Directors Meeting

### Board Attendees:

- Kaitlin Thaney
- Jonathan Cain
- Jochai Ben-Avie
- Kari Jordan (Interim Board Chair)
- Shannon Dosemagen

### Non-Board Attendees:

- Danielle Robinson
- Joe Hand
- Keith Chreston

### Not in attendance:

- Josh Greenberg (Board advisor)

## I. Proceedings

- Called to order , Mar 30, 2022 12:35
  - Seconded
- Agenda review
  - [https://docs.google.com/document/d/1o4D8ZLwiqTPNT4TT32LwFXVRV1BjyphF\\_Kr1LCdxt1j0/edit#](https://docs.google.com/document/d/1o4D8ZLwiqTPNT4TT32LwFXVRV1BjyphF_Kr1LCdxt1j0/edit#)
- No changes to agenda requested
  - Move to Approve
  - Seconded
  - All votes in favor
- Motion to approve minutes from previous meeting
  - Seconded
  - All votes in favor
  - **Minutes from previous meeting approved**
- Executive Remarks
  - Review of annual report 2021
  - Status of Strategic Plan

- Next steps on strategic plan
  - Map out end game for strategic plan approval
    - Timeline for remaining feedback
    - Final board for approval
    - Aim for beginning of upcoming quarter
- Program Updates
  - Timeline for new project onboarding discussed
- Governance & Personnel Committee Report
  - Comments/Questions from board on policy related to Roles and Expectations document for new board members
  - Agree to create a high-level handbook for board along with roles and expectations.
    - Give expectations via roles & responsibilities while retain flexibility
  - Discussion of Data policy
    - Advise a legal review along Document Retention Policy
  - Vice Chair Policy
    - Motion to approve
    - Seconded
    - Votes in favor (majority)
    - Approved
    - **Vice chair policy approved**
      - [Copy of Vice Chair Role Description 2021](#)
  - Recruitment
    - Danielle to share timeline with board
- Audit and Finance
  - Financial Highlights
  - FSPs have positive net assets and fundraising successfully
  - Questions on financial trends
    - Do we look at similar nonprofit organizations in thinking about comparisons and projections?
    - Considering the space of fiscal sponsors, do we think about performance versus their finances?
- Audit FY 2021 completed in December 2021
  - Clean audit with good feedback
- Public Support Test progress
  - Anticipated to pass at 47%
  - Discussion of process for regular Public Support Test updates to the Board and Audit & Finance Committee
- Policy Development
  - Investment Policy
    - Amendment:
      - Change review period from “Periodically” to “annually”

- Move to vote to approve.
    - Seconded.
    - Votes in favor
      - All in votes favor
      - **Investment Policy Approved**
  - Non-operational cost center policy
    - Motion to approve policy
      - Seconded
      - All votes in favor
      - **Non-operational cost center policy Approved**
- Closing
  - Look out for emails from Seema for booking future meetings
  - Communications on recruitments, etc.
  - Closing
    - Move to adjourn at 2:32PM PT
    - Seconded
    - **Adjourned via consensus.**

## II. Summary of Action Items

- Next steps on strategic plan
  - Board wants; what management has learned from the process. Choices we have made.
- Danielle
  - Map out end game for strategic plan approval
- Governance & Personnel Committee Report
  - Danielle Robinson follow up with explicit asks for board about roles & expectations
  - Create a high-level handbook for board along with roles and expectations.
- Data policy
  - Get legal review, then put to board
- Recruitment
  - Share timeline with board
- Audit and Finance
  - Email to audit and finance for \$4,983 foundation negative balance on FYE Q2 financial statements