

Ford Scholar Alumni Association

Meeting of the Board of Directors – Summer Meeting
Saturday, June 29th, 2019

Opening:

The quarterly board meeting of the FSAA Board of Directors was called to order by Rozalyn Mock in Eugene, OR at Ford Family Scholarship Office. Rozalyn Mock moderated the meeting.

Board Members Present: Daina Tague, Rozalyn Mock, Aimee Fritsch, Thao Tu, Melissa Bellm, Hedy Payghambari, Andrew Over, Zach Jones, Marina Gross, William Miller

Board Members Absent: Jose Soto-Gates, Hailey Meekins, Bory Kea, Kinara Fender

TFFF Representative: Bonnie Williams

Thank you to Anne Kubisch, the Ford Family Foundation President for her remarks and thank you to Jess Hampton of the Center for Nonprofit Stewardship for her training! Thank you to Emilie Jensen for, once again, taking amazing photos for the FSAA!

The meeting was called to order at 8:06 am by Rozalyn Mock.

Item: Welcome

Presenter: Rozalyn

Discussion:

Welcome to the new Board Members- Andrew Over, Zach Jones, Marina Gross, and Bory Kea!

Introductions:

- Ford Item
- Why you joined?
- A fun fact about yourself

Planned: 8:00-8:20 (20 minutes)

Actual: 8:06-8:35 (29 minutes)

Item: Treasurer's Report and Minutes

Presenter: Thao & Daina

Discussion:

This portion was moved to after the Board Development section due to timing and having guest speakers.

Financials: from January to May 31st 2019 :

Account ending in 8685 is the Travel Fund account. The Scholarship Office had gathered for scholars to attend conferences. The goal of the FSAA is to spend this down as TFFF will start covering those expenses for the scholarship recipients.

The other two accounts, ending in 8156 and 2984, are going to sit idle until we have a formalized plan for community service and events as dictated by the Alumni Survey and Alumni Engagement work.

The account ending in 8165 needs to have a minimum of \$500 in the account or we are charged \$10/month by the bank.

Account 8156: Balance starting January 2019: \$301.35

Balance ending May 2019: \$530.90

Account 8685: Balance starting January 2019: \$823.50

Balance ending May 2019: \$527.90

Account 2984: Balance starting January 2019: \$6525.95
Balance ending May 2019: \$6526.76

Amazon Smile Account: still active and members of the community can choose the FSAA as their charitable organization. What do we need to do as a Board and 501(c)(3) now that we are no longer fundraising?

Spring 2019 Minutes: Moved by Roz, Seconded by William and Aimee. Motion passes to approve Spring 2019 minutes.

Planned: 8:20-8:30 (10 minutes)

Actual: 10:12-10:26 (14 minutes)

Action Items: Daina to post minutes from this meeting. Board of Directors to review and comment. Roz and Thao to connect regarding account 8685 and transferring funds. Development Committee to discuss Amazon Smile Account

Item: Board Development

Presenter: Jess Hampton of the Center for Nonprofit Stewardship

Discussion:

Jess Hampton is the Director of Programs for the Center for Nonprofit Stewardship (CNS). CNS has worked with nonprofits and agencies throughout Oregon and Washington for 17 years and has worked with TFFF in some capacity for the past ten years. Their mission is to strengthen and empower other non profits in delivering their missions. Jess has reviewed our bylaws and policies to give us a catered workshop at today's meeting after which she will be giving us a resource packet.

This training will center around the booklet "A Guide to Nonprofit Board Service in Oregon" put together by Oregon Department of Justice Charitable Activities and was distributed to the Board Members present at today's meeting.

The Roles of the Board of Directors:

1. Stewardship
2. Keep resources and efforts focused on the mission (The Ford Scholar Alumni Association's mission is to provide opportunities for alumni to connect and further their leadership and service in their communities).
 - a. Whenever there is conflict always look to the mission statement to guide the Board through the decision making process. A guide is to always post the mission statement where it is noticeable for easy reminding.
3. Management and compensation of the Executive Director
 - a. Typical of a 501(c)(3), but slightly different for FSAA

Responsibilities of the Board of Directors:

1. Legal Duties (individual)
 - a. "Duty of Care" or "Duty of Diligence" in performing their responsibilities. Implementing an engagement policy can be useful and a safeguard so that the Board can get the work completed. This includes active participation and reasonable inquiry.
 - b. "Duty of Loyalty" to the organization and its mission. This focuses on three main policies, 1) Conflict of interest, 2) Whistleblower, and 3) Document retention and destruction (templates will be provided).
 - c. "Duty of Obedience" to the law- federal and state laws, mission and procedures
2. Responsibilities (collective)
 - a. Approve budget and expenditure (larger expenditures)
 - i. The FSAA received the allocation from TFFF, but we do have accounts from when we fundraised as a Board.
 - b. Set Policies
 - c. Determine mission and monitor for accomplishment, Jess recommends taking a look at this every two years for change in community, needs, and desires
 - d. Ensure legal compliance
 - e. Select and manage Executive Director (once again, slightly different for the FSAA)
 - f. Monitor, evaluate, and refine programs and services. Ex] the online platform
 - g. Ensure effective organizational planning

- h. Fundraising- reframe fundraising as “how does it feel to give to something you are passionate about?”.
 - i. 100% Board giving: something that is good to have, especially when looking at trying to get grants. If a Board is 100% Board Giving then it is good to have the disclosure “at whatever you feel comfortable” and always keep the giving anonymous.
 - i. Financial controls/protection of resources- protections put in place financial such as “treasurer’s can’t sign checks” or having two signers on expenditures.
 - j. Enhance public image/connection with community, donors, members, and volunteers (stewardship role)
 - k. Board Development (identification, recruitment, orientation, ongoing training and assessment). Per Jess, we are ahead of the game for the orientation process. Having a good onboarding process and materials, like the binder, are huge for retention of Board members)
3. Procedures:
- a. Relationship to staff: Board→ ED→ Staff
 - b. Formal Board Resolutions:
 - i. Set or change basic mission and goals
 - ii. Establish budget and authorize the expenditure of funds
 - iii. Establish policies
 - iv. Authorize significant activities/events
 - v. Hire/terminate Executive Director
 - vi. Establish or change basic employee personnel policies and benefits
 - vii. Approve amendments to the articles or bylaws (membership organizations may need to get amendments approved by the members as well). Per Jess our bylaws look good!
 - c. Use Corporate Formalities
 - i. Bylaws (our constitution)
 - ii. Terms: Three years, no more than two terms in the same office. Jess indicated that we needed to check in at the treasurer job description for term vs. serving a year.
 - iii. Members: at least five, no more than 15
 - iv. Quorum: majority, we have good language about notifying members about our meetings/inviting members to our meetings.
 - v. Voting procedures
 - vi. Minutes (to be kept forever)
 - vii. Formally adopt minutes
4. Rights:
- a. Set the organization’s budget, establish/change its policies
 - b. Require accurate, thorough financial reports
 - c. INSpect any records of the organization, unless confidential (unusual)
 - d. Make reasonable inquiries of the Executive Director (and to be answered in a reasonable amount of time)
 - e. Cloaking law
 - i. To encourage citizens to serve as board members for charities, the law cloaks volunteer board members with qualified immunity. They cannot be sued for negligent acts. They may, however, be subject to lawsuits alleging that a loss was due to their gross negligence, or willful or fraudulent acts
5. D&O: Directors and Officers insurance: intended to cover wrongful acts that are “intentional” as opposed to “negligent” acts

Board Notebooks: Notebooks/binders and orientation is extremely valuable in welcoming and retaining Board Members. We should continue to utilize and improve this portion. These should include:

- Minutes (last three months)
- Financials (last three months)
- Important papers- bylaws and policies
- Strategic plan
- Action plans and committees
- Organizational chart

Committees:

- Alumni Engagement
- Development Committee (Governance)
 - Nominating Committee
- Ad Hoc
- Others?

Discussion on E-Vote/Email discussion: the Department of Justice states that organizations should not do email voting due to the removal for the opportunity for discussion. With emails/e-voting, there has to be a set time frame and the vote has to receive 100% affirmative for it to go through. If the vote is through phone/webex/in person there can be a quorum.

Effective Meetings:

- Group norms
- Begin and end on time
- Parking lot
- Follow up with action items

The Red "A Guide to Nonprofit Board Service in Oregon" are available for free from the Department of Justice and is available as a PDF.

Planned: 8:30-10:00 (90 minutes)

Actual: 8:44-10:00 (76 minutes)

Actions: Daina- discuss minutes and formalize basecamp vs google docs for keeping minutes. Development committee: look at Treasurer's job description. Development Committee: review financial controls.

BREAK: 10:00-10:10

Item: Position Description Documents

Presenter: Aimee, Rozalyn, Daina, & Bonnie

Discussion:

New Board members reviewed and signed job descriptions. Signed by Secretary. Submitted to Bonnie.

Questions: are there formal evaluations in place for Board Members: this is an aspirational goal to create and give input on board members for continued growth.

Further conversation around the relationship of FSAA/TFFF to be continued.

THANK YOU to HEDY and JOSE and HAILEY for your service on the FSAA Board of Directors- thank yous and FSAA Water Bottle.

Thank you to Rozalyn and Daina for re-applying and continuing the work!

The water bottles are Fifty/Fifty brand out of Wilsonville, OR with the engraving completed by Willamette HS students out of Eugene, OR!

Planned: 10:10-10:30 (20 minutes)

Actual: 10:26-10:44 (18 minutes)

Actions: Bonnie to copy signed job descriptions

Item: Important Dates

Presenter: Rozalyn & Bonnie

Discussion:

This was pushed to after The Ford Family Foundation section due to having a guest speaker.

Important dates have been included in the binder: board meeting dates, get-togethers. The Leadership Conference is in a few weeks and is celebrating 25 years! Lodging Friday and Saturday is provided for Board members. Board members are asked to distribute name tags and check people in for the alumni reception. There will be 35 alumni in attendance this conference with more contact with scholars.

The Fall Board meeting is the traveling board meeting: Ashland, October 6 to include open board meeting and networking with Southern Oregon/Siskiyou County, CA alum.

Planned: 10:30-10:45 (15 minutes)

Actual: 11:15- 11:20 (5 minutes)

Actions:

Item: The Ford Family Foundation

Presenter: Anne Kubisch, President of the Ford Family Foundation

Discussion:

Anne Kubisch: President and CEO of TFFF. She came to TFFF in 2013 after both national and international work. Anne is nationally recognized for her work.

Remarks from Anne:

Thank you from TFFF for serving on the FSAA Board. We couldn't do this work without Bonnie, and Bonnie's position indicates the level of interest and focus on Alumni from TFFF. The creation of this position and hiring of Bonnie was a pivotal point in the history of the foundation. Five scholarship alumni now work for TFFF, which is very important to TFFF. Norm Smith, the original president of TFFF built this organization in 1997 from an aluminum desk at the back of Roseburg Forest Products to what it is today. When the Board hired Ms. Kubisch, the Board asked TFFF as a major philanthropic organization in the State of Oregon and Northern California to expand in the next 20-30 years. To invest in people and rural communities. To be more than just a grant maker and scholarship provider, "more than a check writer".

Connecting with the FSAA is a part of the bigger picture. We can utilize that base to make a difference in the State of Oregon. So TFFF is really promoting the partnership of the FSAA/TFFF.

Question: TFFF and creating civic and civil discourse. Is this something that the Foundation is looking into or wanting to do? This is "core" to who we are. The Ford Institute for Community Building" is to support rural communities to succeed and thrive, and the communities lead the reigns. Now there are 6,000 trained people in 70 rural communities and TFFF is hoping to double that number. TFFF is also launching a rural voices survey- what are the priorities, vision for the future, what is and is not working well to establish data driven work.

Question: Boom and bust cycle in rural communities, and the distrust for corporations- has this affected TFFF? Foundations and organizations can sometimes follow the political flow, but TFFF has a particular desire for consistency and wants to live up to the expectations of the community. This is where the FSAA can support through consistent connections, networking, and spokespeople.

TFFF is no longer connected to Roseburg Forest Products or The Ford Family. TFFF is stand alone and we have to be mindful of our relationship with Roseburg Forest Products and the perception (which can become reality)

Planned: 10:45-11:15 (30 minutes)

Actual: 10:44-11:14 (30 minutes)

Action Items:

Item: Business Meeting Adjourns

Presenter: Rozalyn

Reminder that Roz will introduce board members at the lunch

Discussion:

Planned: 11:15-11:20 (5 minutes)

Actual: 11:20-11:20 (1 minute)

Action Items:

Item: Ford Scholars Welcome Back Luncheon and Board Photos

Presenter: All Members

Discussion:

Following the meeting at the Valley River Inn: Lunch with outgoing Ford Scholars and FSAA Board introductions followed by group and individual photos taken by Ford Scholar Alumna Emilie Jensen.

Planned: 11:30-1:30 (two hours)

Actual: 11:30-1:00 (90 minutes)

Action Items:

Meeting adjourned at 11:20pm by Rozalyn Mock