YOUTH ON THEIR OWN BOARD MEETING

Thursday, April 26, 2018 – 5:00pm

YOTO Office

**Board Members In Attendance:** Tom Hoyt, Tony Cazzato, Deb Salaiz, Bill Stoffers, Jay Peskoe, Elizabeth Nielsen, Will Taylor.

**Staff Members in Attendance:** Nicola Hartmann, Matthew Palmer, Bethany Neumann, Daniela Zasa, Douglas Plecity

**Call to Order:** Tom Hoyt, Board President, called the meeting to order at 5:33

***Approval of Meeting Minutes:***

* Jay Peskoe motions to approve February 2018 meeting minutes, seconded by Will Taylor. All voted in favor of the motion, none opposed. Motion passed.

***Mission Moment & Program Update: Daniela Zasa***

* Presentation on community resources and YOTO partnerships; see attached.

***Finance Report: Deb Salaiz***

* Intact conversion is complete.
* 2018-2019 Budget is underway now, more details to be presented at a later date
* Spring lunch: the match was net (50K); Netted approximately 150K
* Share the Love campaign through Subaru brought in $78,376.
  + This is a national campaign where Subaru picks a few national charities and the local dealer picks a local charity to support. When a customer buys a car, they can elect for the money to go to one of the charities, up to $250. The agencies can elect to match also up to $250.
  + It looks like Subaru will chose YOTO again for next year’s campaign
* April Financials look good: revenue is up, grants in 15K; looking into segregating checking balance to an account that is 100% insured.
* Spending more on students: Special needs spending up 40K from LY, Gift Cards up 23k from LY, stipends up 15K compared to LY. Enrollment ending at around 1740 students served.
* Home Store sale 40% off this week, 50% next, then 75% off. Taking some inventory and keeping it for students, just a few items that students tend to request or need (such as microwaves, irons, pots and pans, etc.)

***Approval of April 2018 Financials***

* Bill Stoffers motions to approve April Financials, seconded by Jay Peskoe. All in favor, none opposed. Motion passed.

***Board Development Committee Report: Bill Stoffers***

* Two board members have resigned from the board, Bob Villamana and Glynda Underwood
* Need to work on recruiting more board members. Looking to be more selective about who joins the board. Looking for:
  + Bankers
  + CPA
  + Estate Attorney
  + Builder
  + More diversity
  + People who are committed and willing to invest their time
* Elizabeth: suggestion that we look at people who are serving on committees but not the board to see if they are good candidates to move to the board.
* Looking two have two members join in the summer and two to join in the fall.
* Potential candidates can be on committees first, then move up to the board
* Let Nicola, Bill, or Tom know if you have any people they should reach out to

***CEO: Nicola Hartmann***

Policies and Bylaws that need updating were sent via email to all board members.

Summary of changes to the bylaws (please see details that are more accurate in the documents that were sent out previously):

|  |  |
| --- | --- |
| Section | Proposed Change |
| Article IV. Section 4 | Change terms to 3 years, with a second term of 3 years (total of 6 years). May return after a 1-year break. Previously it stated that people could have 3, 3-year terms (total of 9 years). Former board members can serve on committees. |
| Article IV. Section 8 | Change annual board of directors meeting to January |
| Article IV. Section 10 | Reduce board meetings from 8 to 6; board reports still go out monthly, but no meetings in Feb, Mar, Jun, Jul, Sept. With an Annual board retreat in Jan. |
| Article IV. Section 11 | 30 day notice for board meetings |
| Article IV. Section 12 | Voting can occur via electronic mail |
| Article V. Section 1 | Allow board members to hold two positions for times when board members resign or term out to be able to fill those positions to meet board requirements. |
| Article V. Section 12 |  |
| Article VII | CEO is the only employee of the board, staff are employees of the CEO |

* Clarification on voting: need 2/3 of the quorum (members present makes up the quorum) of the board to approve motions

Tom moves to approve proposed changes to the bylaws, Bill firsts the motion, Tony seconds, all in favor. Motion passed.

Policies:

* Whistle blower policy: Motion to approve amended policy, Elizabeth firsts, Bill seconds, all in favor, and none opposed. Motion passed.
* Conflict of Interest: No changes to the policy. Motion to approve the conflict of interest policy as is, Jay firsts, Bill seconds the motion. All in favor, none opposed. Motion passed.
* Board Succession: Puts back in place the Executive Committee:
  + Two year term for Board President
  + Two year term for Incoming Board President
  + One year term for past Board President

Elizabeth: we should consider removing the Vice Chair/Vice President role in the board as it is redundant to the three on the executive position. It seems unnecessary to have it.

Tom: how will this impact check signing? Who is allowed to sign?

Nicola: That will not change current policy, the Board President and Treasurer have check signing authority.

Motion to approve the Board Succession policy with the amendment to remove the Vice Chair position in 2018.2019. Elizabeth firsts the motion, Jay seconds. All in favor, none opposed. Motion passed.

* Code of ethics: new policy, hold off until the annual meeting so everyone has a chance to review it.

Annual meeting/board retreat for 2018 will be held on June 16.

The Home Store is in process of becoming the Student Success Center that houses the mini-mall. Expenses have been worked on by Matt Schmidgall (Program Manager) and Matthew Palmer (Director of Finance, Ops, and HR). The biggest cost will be the data ports/internet cabling and electrical outlets.

* Preliminary numbers: about 35K, this is outside projected budget for the current fiscal year.
* Cabling the Home Store will be beneficial for future plans because currently the internet comes through the radio tower, signal is weak or spotty. Electrical outlets need to be added. The number of internet ports is not what drives the cost.
* There will be cubicle areas for program staff
* This will be a stopgap in between this and the capital campaign as we will still need more space. We could potentially earn back the investment put into this temporary space.
* Eva will help with space planning. Christie will also advice. Both are not paid vendors but are being consulted.
* No major structural changes right now
* Look at hiring 2 YOTO youth to help with the move
* Nextrio has been consulted to help guide the process to ensure cabling and internet capacity for future expansion.
* Telephones and server do not need upgrading.
* We will be able to reuse equipment and furniture, this cost will be low.

Deb: This seems in line with the strategic plan and growth. It is a relatively low cost project for the benefit.

Seems to be agreement between board members that the budget seemed reasonable.

***Other business:***

* Feasibility study will likely happen later in the year when our donor base is in town
* No decision yet on who our consulting agency will be
* Bethany: Thank you notes do not have to be done by mail. If board members prefer to call donors and thank them instead of writing a note, they need only email Bethany and she can provide a list of phone numbers.

**Meeting Adjourned at 7:04pm**