



401 E. Chapman Avenue
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MINUTES
Foundation Meeting
March 13, 2016

- 1. Meeting Called to Order** by Chair at 7:26 a.m.

- 2. Roll Call:**
 - Present: Kathi Baldwin, Kevin A. Larson, Vivian Perez, Brenda Emrick, Dwayne De Rose
 - Leave of Absence: Danya Rafiqi
 - City Staff: Veronica Ortiz, Community Services Supervisor

- 3. Public Comment:**

Mayor Craig Green updated the Foundation members on the status of the 2016 misappropriation of funds.

- 4. Consideration to approve meeting minutes from the January 31, 2017 meeting.**

Board Member Baldwin pointed out that she was not present at the last meeting and needed to be removed from the roll call. Chairperson Perez **MOTIONED** for the board to approve the January 31, 2017 minutes. Board Member Emrick **SECONDED** the motion. The motion was approved.

- 5. Treasurer's report. Board member Larson to provide the Foundation with a brief treasurer's report.**

Board Member Larson reported that one deposit was received in the month of February for \$500.00, which is designated for the Holiday Tree Lighting ceremony. Board Member Larson also reported that \$1,405.00 is owed for reimbursement to the City for the Holiday Tree Lighting event. The Foundation currently has \$41,000.00 in the bank with one outstanding check to the City through the Police Department. Board Member stated that the budget was amended. Money was added to the memorial bricks project, and grant amounts were scaled back to remain conservative. This adds \$4,200.00 in net surplus into the reserves and bottom line that the Foundation maintains. Board Member DeRose questioned the necessity for the amount that the Foundation maintains in financial reserves. Board Member Larson reasoned that the excess reserve amount fulfills the minimum budget amount for \$20,000 that would not be touched in the case that the foundation is dissolved then this money would be used for run on expenses. Chairperson Perez discussed that the money was intended to be used to contract with a web designer. However, the Foundation has decided not to go that route this year and instead will be making small changes on its own. By the end of the year, the foundation is going to use some of that \$20,000 for other expenses. Board Member Larson added that the foundation is also accounting for possible special events. Board Member Emrick added that having higher funds improves the foundations ability to obtain other grants. There are currently no fundraising absolutes. Chairperson Perez stated that fundraising

may come through the Memorial Bricks program. The Memorial Bricks Program is anticipated to bring in about \$5,000 a year.

6. Review and approval of any deposits and approval of any payments.

Board Member Larson **MOTIONED** for the board to approve the final dispersion of \$1,405.71 to the City for the Tree Lighting event. Chairperson Perez **SECONDED** the motion. The motion was approved.

7. Review and discussion of the Community Services Department events calendar and designation of Foundation Board members.

Community Services Supervisor Veronica Ortiz explained the calendar is a snapshot of each month of what the Community Services Department is doing. Nearly all events and meeting are listed on this calendar. If the Foundation would like to participate in anything, the information is available. Chairperson Perez wants to use the events calendar as a marketing strategy. Members are able to split themselves up to go to these events to represent the foundation. Board Member Baldwin made it a point that nametags should be worn and shirts as well to clearly identify themselves. Board Member Emrick inquired about the Placentia Community Collaborative meeting and suggested adding this to the calendar of events. This meeting takes place the third Tuesday of every month.

8. Review and discussion of Foundation meeting and events calendar.

No Comment.

9. Discussion and vote of newly revised Community Foundation by-laws and attachments.

Chairperson Perez met with three other members during December 2016. Brenda and Danya were brought in to help revise the by-laws. A copy of the by-laws went to the City attorney and he gave the approval to move forward, stating that the Foundation is in compliance with nonprofit planning and strategy; there was nothing out of the ordinary. Some of the basic updates include the expectations for board members, which were never in the original by-laws, and a log sheet for each member to keep track of what they are doing and how they are representing the Foundation, which is meant to be used in house. The by-laws were meant to provide details and provide a description for each of the board members' roles. Councilmember Shader vocalized her concern about there being a conflict in the by-laws because it states this should not be a regular part of City business. However, there are Councilmembers assigned to the Foundation as liaisons. Mayor Craig Green clarified that they are not assigned; they are volunteers. Councilmember Shader stated that under the new by-laws, they are members of the board. Chairperson Perez further clarified that they are representatives, but under the new by-laws, they would be members. Mayor Craig Green and Councilmember Shader stated that this would be a conflict of interest. Community Services Supervisor Veronica Ortiz noted that City staff are considered liaisons and Councilmembers should be recognized as liaisons as well. Councilmember Shader suggested that better wording of the by-laws would be to state that the Foundation is still working with the City at the same time that the goal is to transition to an independent entity. Chairperson Perez stated that the current by-laws are in place, in which Councilmembers are nonvoting

members and Community Services Supervisor Ortiz is recognized as an executive director, whereas under the new by-laws she would be an Executive Secretary. The Foundation wanted to provide an opportunity for City Councilmembers to be voting members. The Foundation wishes to further discuss this and take a vote in the future. Chairperson Perez stated that Councilmembers are considered board members; whether they are allowed to vote is still undecided. Mayor Craig Green claimed that this Foundation is supposed to be an independent entity, and under the by-laws they are not liaisons. They are board members. Councilmember Shader recommends softening the wording in the by-laws. The Foundation is operating under the previous by-laws but is continuing to review new ones to move forward in the transition process. Term limits have been updated: the ask is three years and there is no term limit. Article 6 under the proposed by-laws concerns a shift in the dynamics of officers. Officers are provided with descriptions of what they do; vacancy, leave of absence, and resignation are covered. In the treasury section, a change was made on page 10 concerning deposits and disbursements of money and valuables. This change was proposed after losing the potential grant from Southern California Edison. The Foundation must be included in opportunities for receivable grants by the City. The meetings have been changed to amend the rules of order. The Brown Act is no longer applicable, but the agenda will be posted on the Foundation website. The place of the meetings has also been an issue. In the previous by-laws, members had to be present; with the updates in technology, there is a possibility to include members who cannot be present.

The Foundation also began to discuss the meeting dates and time. The Foundation has decided to try meeting the last Wednesday of the month in the mornings. The Foundation will be testing out the new dates for the months of March, April, May, and June.

Councilmember Shader would like the City attorney to review the by-laws again to soften the language for the transition period and ensure that there are not any violations. The Foundation is in agreement that support is needed during the transition. Board member Perez stated that the expectations were compiled with best practice in mind. Councilmember Shader questioned whether there was a certain monetary donation required. Board member Perez responded and stated that other resources are accepted and there is no required monetary donation in place. Once the by-laws have been approved and voted on then the Foundation will begin bidding on D&O insurance. On March 29th, there will be a final decision and vote on the by-laws.

10. Board Members comments or requests.

Board member Perez encouraged the Foundation to review the calendar to single out events to expand interests and fundraising opportunities.

11. Staff / Department comments and updates.

Community Services Supervisor Ortiz updated the Foundation about the Heritage Festival. A presentation was made to council on the 21st of February that detailed the three different options for cost recovery of the event. City council advised that they should not make too many changes as the foundation is transitioning. The current focus

is centered on growing the Heritage Committee. Two new members were recently appointed and now there are officially seven members.

12. Agenda Building and Meeting Schedule. Board to review agenda items and schedule upcoming meetings.

Board member Perez discussed the importance of the Memorial Bricks being an opportunity to market and fundraise. The Foundation is also connected with the Heritage Festival because they award the grants. This acts as another opportunity to market. There will be a vote on the by-laws later this month. Board member Perez will be making the changes in language and then it will be forwarded to the City attorney.

13. Adjournment. The Placentia Community Foundation Board of Directors adjourns to their next regular meeting on March 29, 2017.

Veronica Ortiz, Community Services Supervisor/Interim Executive Director