



## BOARD MEETING MINUTES | SEPTEMBER 15, 2016

Call to order: 6:38pm

### PUBLIC ITEMS

1. Board members present: Blair Ward, Rebeca Elliott, Rob Yackley, Cristiane Asiano, Brian Beevers, Jon Hall
2. Reading mission statement: Cristiane
3. Public Comments
  - a. Introductions
    - i. Donald
    - ii. Phillip, local attorney
    - iii. Allison, Shakti Rising
    - iv. Sue, Community Garden rep
      1. All previous issues have been resolved. Board member election will be at the October meeting (first Saturday in October)
      2. Requesting reimbursement for Rec Center - Rob will discuss this with her after
    - v. Christie
    - vi. Mari
    - vii. Sherelin
    - viii. Richard, local grower, new member
4. Agenda Modifications
  - a. Recognition of new members - under "new business"

### GENERAL BUSINESS

#### Committee Reports

1. Housing Committee
  - a. Golden Villas (Rob)
    - i. Explanation of ownership situation.
    - ii. Possibility of receiving annual asset management fee, but contract expired in Jan 2015. Waiting to hear if we are going to get the fee
  - b. Duplexes (Cristiane)
    - i. Working on curb appeal. Getting estimates to start the work. SDHC is a 50% partner with us. Waiting for a few more estimates before bringing to the board to get approval.
    - ii. Having some issues with maintenance. Doesn't think management is doing a good job. Has talked with the manager and saw that there is a landscaper, but the landscaper left leaves on sidewalk which we received a violation notice about.

## 2. Business Development

### a. Reader meeting (Rob)

- i. A few board members met with Reader. Got the check for Tacotopia. Don't think we're going to receive quite as much for Burgers & Beer. Blair and Pastor Sims did a lot of work to establish this relationship and we'd like to continue to cultivate this relationship.
- ii. Future events? No specifics at the moment.

### b. Upcoming events (Brian)

- i. Wants to reinstate the street festival. One of the reasons he wants to be on the board is that he has expertise in events. Realizes there are other pressing issues to address first at this time though.
- ii. Small business Saturday - On the table, but don't have all the details yet. Might be the weekend after or weekend before small business Saturday.

## BOARD BUSINESS

1. Blair brought up concern about not having approval of minutes listed on the minutes

## 2. Treasurer Report (Rob)

### a. Financial Position Statement (Balance Sheet)

- i. 6961: What CDC has that can be utilized. The rest needs to be used for the properties.
- ii. We're having to reconstruct financial statements but are a bit in the dark
- iii. Year-end closed August 31
- iv. Rob went over some questions about some of the categories to see if we could get further information from Blair
  1. 1209: Blair needs to see detail/expanded
  2. 1230: \$ Should have been received
  3. 2000: Blair needs detail/expanded (Architectural Foundation, perhaps?)
  4. 2012: Old Moose Lodge should have been received
  5. 2013: Check with Vintage Realty
  6. 2240: Move to property - The only thing that could have accrued that
  7. 2300: Should be called "Deferred Grant Funding"
  8. Total Equity: Probably underestimated by about \$300K because of properties
  9. 2600: Negotiated that off
    - a. LISC: One of the biggest economic development non-profits. Don't know what the loan was originally for

### b. Questions

- i. Sherelin had a question about the equities
- ii. Donald requested clarification on why the financials are currently a mess
- iii. Christie asked if we could hire a treasurer

- iv. Rob: We're going to work with an accounting firm to clean up the books
  - v. Blair: The bookkeeper was cherry-picked by the city by the office of small business administration due to her experience in event bookkeeping
  - vi. Donald: The CDC is likely to be audited
- c. Statement of Financial Income and Expense
- i. 4999: Blair needs breakdown
  - ii. 8405: E&O?
  - iii. 8400: Golden Villas?
  - iv. Past 2 years the management company (Jasco) didn't pay insurance in a timely manor, so the CDC payed it and needed to be reimbursed
  - v. Cristiane: Question about Gregory residual income
    - 1. Rob: used up by the water bill, but will follow up with Isabelle
  - vi. Blair: \$10K stuffed away in operations to specifically pay for a federal audit in order to go after large federal grants
3. Blair brought up the fact that three of the Directors met with the Reader. After Blair talked awhile, Cristiane raised her hand and said that she had something to say about that. She mentioned that the Brown Act requires transparency and openness regarding such meetings and she wanted to put in the minutes that this meeting occurred without her being notified. Then Philip elaborated and said the Reader meeting was not a violation of the Brown Act, but if there had been a quorum it would have been a violation.
- a. Philip explained:
- i. Under the Brown Act, everything must be transparent. Hub and spokes communications are not allowed. All decisions have to be made publicly. If you have a quorum of board members and you're discussing board business, the entire board must be notified and must be public.
  - ii. Allison: The point of the CDC is to serve the community. There's clearly some tension where the board isn't experiencing community. Best to come back to shared commitment instead of rehashing the past.
- 4. Election of new Board of Directors**
- a. **Blair: Read resignation letter. Philip asked for him to clarify if he was resigning as the president or also resigning from the board. He said both. He handed his resignation letter to Jon (the new president pro-tem) before leaving the meeting**
- b. Members:
- i. New:
    - 1. Donald Ingressi
    - 2. Allison Hjele
    - 3. Christie Kong
  - ii. Current Members (in addition to current board):
    - 1. Sherilin
    - 2. Richard
    - 3. Sue - needs to pay dues
      - a. Philip: dues are the rent of this room!

- iii. Rob: Dues/Membership tracking is on the honor system at the moment. Bec has set up a new online CRM system that's accessible to all board members to track dues/membership moving forward.
  - 1. Sue: there used to be an online system where you could sign up online to become a member. Jon suggested we should reach out to Paul Broadway to ask him about it.
- c. Current Officers:
  - i. Two meetings back we had elections with the previous board. Rob was elected pro-the Treasurer, Rebeca was elected pro-them Secretary, and - upon Blair's resignation - Jon was elected to become pro-the President.
  - ii. New officers will be elected in November
- d. Current status/how terms and seats work (Rob)
  - i. Staggering/terms:
    - 1. This is essentially a "reboot". Current board members were filling seats until this election. In order to recreate staggering, we have agreed to the following terms:
      - a. New members = 3 year term
      - b. Brian: 1 year
      - c. Jon, Rob, Bec: 2 year
  - ii. Elections are held in September. We're required to maintain 7-15 board members. If we drop below 7, we will seek someone to fill the empty seat(s).
  - iii. Board member responsibilities:
    - 1. manage the business of the CDC
    - 2. Forming of committees
    - 3. Monthly meetings and occasional special meetings
    - 4. Expect to spend 10 hours a month on CDC business
    - 5. The hope is to get to a place of health and homeostasis
    - 6. Sue: Question about the rule of attending 3 meetings.
      - a. Jon: This is not in the bylaws, but seems like a good policy
      - b. Philip: Recommends dropping the 3 meeting requirement in order to meet the 7 member requirement
    - 7. Allison: Has a sense this is a re-birthing process. Wants to know what the CDC's relationship with engaging volunteers and openness to take on new initiatives is
      - a. Brian: I've been involved with the CDC for the past 7 years since I started the farmer's market. Volunteers were always welcome. We wholeheartedly want volunteers. First initiative: get things in order. Once things are in a more steady flow, we'd like to take on new initiatives.
      - b. Cristiane: One of my goals is to make sure our finances are in order so we can get grants.

- c. Jon: One of my hopes is that the board can take a look at the mission statement and take an honest assessment of our resources and have people help vision what we can do. Openly and honestly figure that out together with the community.
- d. Cristiane: Need support of volunteers/community. One of my goals is to increase membership.
  - i. Donald: I own the Pawn Broker and Shipping Store. I don't think the community knows about you guys.
    - 1. Brian: When Paul Broadway was on the CDC, there were monthly business mixers. Once Paul left, those fell. That was one of the best recruiting mechanisms. Would like to bring those back.
      - a. Sherelin: Suggested this should be discussed at the next meeting in order to move things along.
- iv. Introductions/bios:
  - 1. Each nominee gave a brief introduction/bio and then a secret ballot was taken. All 8 nominees received a majority vote to be on the board:
    - a. Cristiane Asiano
    - b. Brian Beevers
    - c. Rebeca Elliott
    - d. Jon Hall
    - e. Allison Hjele
    - f. Donald Ingressi
    - g. Christie Kong
    - h. Rob Yackley

MEETING ADJOURNED: 8:10pm