

RHS Foundation Special Board Meeting Minutes

11/1/21, 5:30pm on Zoom

Present (17): Kate Mead, Bryan Huggins, Heather Puri, Marie Gernes, Abby Zegers, DeMario Luttrell, AJ Johnson, Charlotte Lozier, Erik Lundy, Haliegh Biancalana, Jack Christensen, Jackson Dahlquist, Julianne Hilmes-Bartlett, Mak Suceska, Nate Nielsen, Sam Aden, Ted Stroope

- *Rose Green voted via email on 11/1 to approve policies and 1023*
- *Needed for quorum: 11 (of 21 total)*
- *Needed to amend By-Laws: 14 (2/3 of total)*

Also attending:

Gordon Fischer, Legal Counsel Gordon Fischer Law Firm, P.C;
Steve Schappaugh, Principal of Roosevelt High School
Kari Stone, Project Manager

1. **Welcome/ Call to Order**

- a. Huge thanks to all for coming and for your time in reviewing.
- b. Last-min changes: no votes on 2 governing policies so that we can thoroughly review; and also Form 990s are still in progress with Accountant.
 - i. Huge thanks to HEather for organizing and setting things up for success for years to come.
- c. Also planning to vote on remaining policies individually; will still go quickly

2. **R Party Updates (Jackson/Kate)**

- a. 11/13 is coming up quickly - 6-9pm @ Curate, info up on Portal
 - i. Silent Auction donation tracking is posted on Portal from Molly Charley
- b. Focus right now is on TICKET SALES: if possible, please plan to buy a ticket or table to get numbers up as much as possible.
- c. Year 1 is going to be a great foundational step for this model and bringing back the R Party; planning will begin 5-6 months in advance for 2022

3. **Amended and Restated (Revised) By-Laws:** Also on the Board Portal under 11/1/21 (Gordon)

- a. Highlighting most recent changes as suggested by Exec Committee & Adam Claypool: Board numbers, Exec Committee compositions, clarification on Secretarial role, increasing scope of Loans to include more financial possibilities, fiscal year updated
- b. Call for clarification, discussion, other edits or revisions?
 - i. None presented
- c. **Vote:** AJ moves to approve; Marie 2nd, all approve

4. **Five (5) new governance policies to approve:** All posted on the [Board Portal](#) under 11/1/2021; Investment and Financial Management Policies are still under review by Exec. Going individually rather than a block vote per Gordon's recommendation.

- a. *Confidentiality Policy*: no changes to note; Gordon clarified that best practices indicate all board members should sign and return (as with Conflict of Interest) * Please do this ASAP
 - i. Questions/ concerns? None
 - ii. **Vote**: Julianne motion to approve, Abby 2nd; all approve
 - b. *Compensation Policy*: suggested change to note: Exec Committee is more appropriate to current organization than a separate “Compensation Committee”; Gordon clarified that generally, under IRS and other laws, we have to make sure our compensation is reasonable and no conflicts of interest
 - i. Questions/ concerns?
 - ii. **Vote, including revision of Exec for current “Compensation Committee”**: Erik motions; AJ 2nd; all approve
 - c. *Fundraising Policy*: no substantive changes to note to doc; suggestion to substitute Exec Committee for separate Development Committee; Gordon explained that this document outlines transparency and ethics around fundraising best practices
 - i. Questions/ concerns? Exec Committee has some oversight in this document, how is that handled? Or are duties shared with events and fundraising?
 - 1. Thought was that they’re usually shared by a development officer; most development does support events
 - ii. **Vote, including Events Committee revision**, AJ motions, Erik 2nd, all approve
 - d. *Gift Acceptance Policy*: Foundation has a process set up for procedures for donors and substantive gifts. Best practice is to also include 2 exhibits: a Donor Bill of Rights (from Association of Fundraising Professionals), and the Model Standards of Practice for the Charitable Gift Planner. Gordon suggests these exhibits be included on the Portal. Again, could be a separate committee or could be within Exec Committee’s duties.
 - i. Questions/ concerns?
 - 1. Is Iowa State Law consistent with these or is anything else recommended? Yes- consistent with both Iowa Law and IRS Regulations
 - ii. **Vote, including revision to Exec Committee**; Jackson motions, Sam 2nd, all approve
5. **Articles of Incorporation**: Gordon noted Rose filed in person with IA Secretary of State, last week
6. **The IRS Form 1023 (Gordon)**
- a. PDF shared with Board, but will be an online submission when fully filed.
 - b. Reminder: cannot be filed until 990s are submitted, but preparing as much as possible to be ready to submit ASAP
 - c. Many questions and schedules, some required attachments.
 - i. *Highlights to note for Schedule E*: this is application for retroactive reinstatement; was sent out but Gordon is currently revising to include more legal/ regulation language and to more specifically follow the detailed steps IRS sets forth.

- ii. Appendix was not yet provided but includes the policies and procedures Board has been reviewing, agreement with independent contractor (Kari), Capital Campaign documents
- iii. Any current holes or missing info will be included directly from 990s when completed
- d. Discussion & questions:
 - i. When Board votes to accept, it will be to support this document with understanding that further revisions are coming from the 990s and Schedule E, and revisions will be shared with Exec and full Board if needed.
 - ii. Attaching these policies and docs as Appendices is a standard part of the process.
 - iii. Erik noted consistency with City process
 - iv. Gordon- no guarantees, but at this point confident in chances for retroactive reinstatement. Current question is *when*- making an expedited handling request as well but no telling at this point if decision will be in 2021 or 2022
 - v. Do we need a separate motion for the \$650 fee? Yes, just to be sure
- e. **Vote: accept 1023 with integrity, subject to revision from 900s and revisions to language of Schedule E;** Erik motions, Jackson 2nd, all approve
- f. **Vote: authorize expenditure of \$650 for form filing;** AJ motions, Charlotte 2nd, all approve

7. Updates on 990s (Heather)

- a. Kathy, our accountant at RSM, is working to reconcile a few balances with general ledgers, goal is to complete within the next few business days.
- b. Exec will share as soon as received
- c. Discussions: does Exec have authority to spend necessary funds to file 990s?
- d. **Vote: motion to authorize Exec Committee to pay for 990s to be filed;** AJ motions, Ted 2nd, all approve

8. Upcoming meetings (Kate)

- a. Exec is meeting Wednesday 11/3
- b. Next Board meeting is Monday 11/8 @ TRHS
- c. Email updates at the end of the week
- d. Last reminder for R Party - tickets! Donations! Many thanks!