



Mission: The Roosevelt High School Foundation/Alumni Association is organized to celebrate the tradition and shape the future of Roosevelt High School by advancing and supporting the students, faculty, alumni and Roosevelt community.

Roosevelt Foundation Board Meeting: October 11, 2021

Total Board Members: 22 (+1 since 9/21 minutes)

Total Present: 19 ([Attendance spreadsheet](#) for 2021-22)

1. **Welcome & Call to Order-** Kate
 - a. Attendance linked above
2. **President's Report -** Kate
 - a. *Reminders of confidentiality needed from the board as the issue to be discussed tonight is rapidly changing and we need to proceed with care.*
 - b. TRHS Foundation's nonprofit 501(c)3 status due was revoked due to not filing taxes and is working to regain it. There is a grace period for retroactive reinstatement period that we are within.
 - i. Exec Committee knew this was a possibility in June but was told by then-Treasurer that the matter was taken care of and filings were in place.
 1. 990s (nonprofit tax returns) have not been filed for 3 years, during Scott Nelson's tenure as treasurer. This is a breach of fiduciary responsibility.
 2. We are currently in a grace period to reapply, but do not have nonprofit status.
 - ii. Exec Committee learned last week when Capital Campaign Consultants reported that employee-matched funds could not be accepted because TRHS Foundation was not a 501(c)3 due to three years of 990's not being filed.
 - iii. Tonight: the Exec Committee is presenting current status as we know, and next steps to the board. This includes introducing Gordon Fischer, attorney we recommend working with moving forward to resolve this issue.
 - c. Gordon Fischer Introduction and Overview
 - i. Confidentiality- Please remember it is important to balance transparency and confidentiality to maintain donor trust and ensure accurate communication of next steps. We are working through confidential material in order to be able to communicate with clarity.
 - ii. Introduction - Mr. Fischer specializes in nonprofits and estate planning, worked in DSM for many years and is currently based in Cedar Rapids.
 - iii. Overview of Legal Issues- IRS's Form 990 must be filed every year; after 3 years of not filing the IRS revoked 501(c)3 status.

1. This happens and there are next steps to remedy and reinstate. We have to file:
 - a. IRS Forms
 - i. Perfect 990s for the past 3 years
 1. These were filed by Scott in September 2021, but will be audited by legal and accounting teams. They were mailed but there is no receipt of the mail.
 - ii. Form 1023 to reapply for 501(c)3 status. Form 1023 can be written to request expedited status and relief, and our status can be reinstated retroactively if done perfectly.
 1. These were filed by Scott in September 2021, but will be audited by legal and accounting teams as at initial review the forms were not complete.
 2. How to Handle Fundraising Moving Forward
 - a. 3 Time Periods of Concern
 - i. Revocation- Public Notice (January 1- April 13, 2021)
 - ii. Public Notice- Exec Board Awareness (April 13- October 8, 2021)
 - iii. Board Moving Forward
 - b. Planning Communication: What to tell donors and when
 - c. Restructuring TRHS Foundation Policies and structures, to ensure more checkpoints and clarity in roles, so that this does not happen again
 3. In Mr. Fischer's estimation and with his perspective and experience, this is a solvable problem but will require diligence and careful filing.
 - a. There is a 15-month grace period after status is revoked, to resubmit a new Form 1023 and 3 Forms 990, which we are still well within (4.5 months).
 - b. It will likely be retroactive but we will not know for sure until forms are filed and IRS reviews and responds.
- iv. Fundraising for Now:
 1. Potential Role of the Greater Des Moines Community Foundation (Rose)
 - a. Angie Trenton of GDMCF is our current contact
 - b. The Community Foundation can assume the role of our fiscal agent and maintain custody of funds and fundraising in this interim period.
 - c. Ongoing questions about how that would look, be done, and how we would be aware of gifts and organize responsibilities.
 2. R Party could be fundraising by Roosevelt High School's tax number
 3. Mr. Fischer can provide messaging to Board moving forward as well.
- d. Determining Legal & Accounting Representation

- i. Legal Rep will oversee entire process.
 - 1. Hiring research so far: Exec Committee reached out to Mr. Fischer as well as other nonprofit attorneys on the recommendations of Connie Isaacson and Nikki Syverson
 - 2. Mr. Fischer's engagement letter was shared in Zoom Chat
 - ii. For Accounting: we need to work with CPAs who specialize in nonprofits
 - 1. Conversations are ongoing and Board will be updated, but currently speaking with Michelle Leonard and Kristin Clayton @ McGowen, and accountants at LWBJ, and Drake Legal Clinic
 - iii. Marie- Motion to retain Gordon Fischer, Kate R. 2nd
 - 1. Vote: all approve, 0 oppose
- e. Next Steps for Board:
- i. Determine whether to engage Mr. Fischer, and terms
 - ii. Please check email regularly
 - iii. October 20 via Zoom @5:30pm to update, as things are moving very quickly
 - iv. Bryan- commendations for Exec Committee's work over the weekend to move forward, reach out to specialists and professionals, and take diligent steps to ensure this doesn't happen again.

3. R Party Discussion - Board

- a. In the past it's been just the Foundation's event, with Mr. Schappaugh's guidance this year's event has expanded to include Roosevelt Activities and also feeder elementary and middle schools.
- b. Steve: working to build relationships on an ongoing basis K-12 and celebrate all that Roosevelt brings to the community, based on feedback to maintain relationships that aren't
 - i. This year is about laying the foundation for the event and building the tradition
- c. Masks will be encouraged/ required when not eating and drinking
- d. Blair: questions about how to proceed given 501(c)3 status and how to maintain long term donors' trust, how thanks and tax documentation will proceed
 - i. Heather- raising funds through TRHS will be consistent with fundraising in a joint manner with TRHS
 - ii. Bryan- has been a larger project throughout, so looping into TRHS's EIN will make sense as well.
 - iii. DeMario- reminder of facing a solvable problem but also need to move forward
 - iv. Nate- was intended to be an annual event, moving forward even at a smaller scale seems important
 - v. Jackson- agreed moving forward even with event being smaller, it's important to handle it delicately and it could still happen
 - vi. Erik- agrees to move forward but would like clear policy from Exec about securing sponsorships.
- e. Molly Charley is handling silent auction donations, will get receipt prepared so that it's TRHS's EIN number

- i. Working on desserts for dessert auction, too- please keep soliciting!
- f. How many tables/tickets have been sold? - Kari needed to leave but we can update at 10/20 meeting

NEXT MEETINGS:

Board Update 10/20/21- Zoom Invite will be sent out

Ongoing emails and questions are welcome, please reach out to Kate Mead

Board Meeting 11/08/21