

# RAP FOUNDATION

## BOARD OF DIRECTORS – APPROVED MINUTES

**9:00 A.M. Wednesday, December 7, 2016**

73-710 Fred Waring Suite 115 Palm Desert, CA 92260

667 N. Lovekin Blvd. Blythe, CA 92225

**I. CALL TO ORDER- Roll Call Present: Chair Mark Moran, Treasurer Jan Pye, Secretary Rose Mary Ortega, Larry Parrish, Claudia Galvez, Rudy Gutierrez, Bill Kroonen, Beatriz Gonzalez, Michelle DeArmond and by video conference Brandy Cox. Arrived at approx. 9:06 Van Tanner, Annica Meza Dawe and Joe Hayes.**

**Excused Absence: Vice-Chair Craig Borba, Ricardo Loretta, Ann Dew, and Tricia Gehrlein.**

## **II. CHANGES OR ADDITIONS TO THE AGENDA**

In order to meet Brown Act requirements, items may be added to the agenda only upon decision by a majority of the Board of Directors to add the item because of a need for immediate action.

Chairman Moran announced that there was a request to move the Closed Session item after the Consent Calendar to accommodate participants who would be participating in the discussion.

Motion by B. Kroonen and second by Treasurer Pye to change the order of items, moving Closed Session after item IV. Approve: unanimous, no abstentions.

Roll call vote taken on all items except V.G when B. Cox had to leave the meeting.

## **III. PUBLIC COMMENT / PRESENTATIONS**

**Public Comments:** All persons wishing to speak are requested to fill out a comment card so they may be recognized at the appropriate time. General comments regarding non- agenda items will be called for at this time. Specific comments regarding agenda items will be called for during discussion of each item. Please be prepared to limit your remarks to three (3) minutes. None

## **IV. CONSENT CALENDAR – Action Required**

**Staff Recommendation:** Approve the October 19, 2016 Minutes. Receive and file the Grant, TAP, CEO Reports and Financials as submitted.

Motion: B. Kroonen to approve staff recommendation Second: L. Parrish Approved: 10 Opposed: 0  
Abstention Name(s): 0 Arrived late and did not vote: V. Tanner, A. Meza-Dawe and J. Hayes.

**A. MEETINGS MINUTES of October 19, 2016 Board meeting (attach. #1)**

**B. GRANT/ PROGRAM OFFICER REPORT (attach. #2) – Receive and File.**

**C. CEO's REPORT (attach. #3) – Receive and File.**

**D. FINANCIAL REPORTS-Receive and File Draft Financials up to Oct. 31, 2016. (attach. #4)**

## **V. NEW BUSINESS ITEMS – Action Items**

**A. Change the RAP Bylaws – Action Required**

According to our current bylaws (Page 7 and 8, Section 19 f. attach. #5):

*The Board of Directors may delegate to such committees any of the authority of the Board except with respect to:*

*f. Any such transaction of business, relating to the expenditure of money or the commitment to expend money.*

The proposed changes:

1. Delete f. section listed above.
2. Add to Section 19 Advisory Committees. The Board of Directors may establish one or more advisory committees to consider issues raised by the Board of Directors and which shall report to the Board of Directors.

*“The Board may authorize specific advisory committees to expend money or commit to expend money.*

- a. The Executive Committee, made up of all board members only and includes the Chairman, Vice-Chair, Treasurer, and Secretary has the authority to expend money or commit to expend money. The amount will be ratified by the board at the following meeting.*
- b. The Facilities Committee, made up of three board members, including either the Chairman or Treasurer, and two non-voting board members, including the Chief Financial Officer/Controller has the authority to approve repairs, maintenance and capital improvements. The amount may not exceed the line item budget item previously approved by the full board. “*

Motion: Treasurer J. Pye to adopt Bylaw changes with the following changes:

- a. The Executive committee, made up of board members only and includes the Chairman, Vice-Chair, Treasurer, and Secretary has the authority to expend money or commit to expend money for the benefit of the board. The amount will be ratified by the board at the following meeting.
- b. Make a change in the following sentence “ ...two non-voting *committee* members...”

Second: L. Parrish Approved: 13 Opposed: 0 Abstention Name(s): 0

## **B. Approve the Facilities Committee (attach. #6)- Action Required**

The creation of a Facilities Committee is necessary if the property purchase is completed. The objective, process, membership and structure are defined. The Chairman will seek volunteers from the Board to serve at this time.

**Staff Recommendation:** The Board to create a Facilities Committee and the Chairman to appoint up to three RAP Board members to serve.

Motion: B. Kroonen to accept staff recommendation Second: V. Tanner Approved: 13  
Opposed: 0 Abstention Name(s): 0

J. Pye recommended to Chair Moran that the Chair serve on the Facilities Committee along with the RAP Controller. Chairman Moran asked for board members to volunteer and persons will be appointed at next board meeting.

## **C. Change the name of the Technical Assistance Program (TAP) to Center for Nonprofit Advancement (CNA) - Action Required**

John Epps, in his expanded role as a contract consultant, has taken on the responsibility to enhancing the TAP program to make it more effective to more nonprofits.

After almost a year of studying TAP, a plan has been created to implement changes. The reason to change the program name is to allow us to re-introduce the program to our client organizations with new services, and a new structure. John will provide a brief summary of proposed changes.

**Staff Recommendation:** Approve the name change, give direction to staff to proceed with proposed changes.

Motion: R. Ortega to approve staff recommendation Second: J. Pye Approved: 13  
Opposed: 0 Abstention Name(s): 0

**D. Funding Requests (Small, Performance, Grants, Sponsorships) - Action Required**

**1. Palm Springs High School Choir will be performing at Carnegie Hall in April 2017. \$500**

Twenty two students will be traveling to New York to perform at Carnegie Hall. The cost per student is approximately \$2,000. The \$500 request will be used to offset traveling costs. (see attachment #7). The application is supported by the Foundation for Palm Springs USD as required to utilize RAP's Education Fund.

**Staff Recommendation:** For the Board to support this group of students and contribute \$500. Funds would be allocated from the Education Fund included in the annual budget.

Motion: B. Kroonen to accept staff recommendation Second: V. Tanner Approved: 13  
Opposed: 0 Abstention Name(s): 0

**E. Ratification of funding request from Building Healthy Communities (BHC) \$296.21 – Action Required**

BHC's Youth Organizing Council hosted a speech competition on Dec. 1 aimed at persuading the audience and Judges to a call to action related to school climate, mental health, infrastructure, transportation and access to health care. A request was made for \$296.21 to purchase an Ipad Mini 2.

**Executive Committee Recommendation:** The Executive Committee met on Nov. 14 and recommended approval of the amount, with ratification by the Board at next meeting.

Motion: J. Hayes to accept the Executive Committee's recommendation. Second: J. Pye  
Approved: 13 Opposed: 0 Abstention Name(s): 0

**F. Request to serve as fiscal agent for the Desert Highland Gateway Health and Wellness Committee- Action Required.**

Ron Oden, Project Coordinator submitted a written request (attach. #8) for RAP to serve as fiscal sponsor for 12 to 18 months as they work towards incorporating as a 501© 3.

The Board has approved previous requests in the past, conditional on it be for a limited time while undergoing the process to become an independent nonprofit. The estimated cost to administer future grants would unlikely exceed \$500 (10 hours x \$50).

**Staff Recommendation:** To authorize CEO to prepare an agreement to act as fiscal agent for up to 24 months. To provide it as an in-kind services, \$0 cost.

Motion: J. Hayes to approve staff recommendation. Second: J. Pye Approved: 12 (L. Parrish left the room momentarily) Opposed: 0 Abstention Name(s): 0

**G. Adopt 2017 Board Meeting Calendar – Action Required**

**Proposed dates, third Weds. of the month: Jan. 25, Feb. 22, Mar. 22, Apr. 26, May 24, Jun. 28, Jul. 26, Sept. 27, Oct. 25 and Dec. 13. Dark in the month of Aug.**

Motion: B. Kroonen to approve staff recommendation. Second: J. Pye Approved: 12 (B. Cox left meeting) Opposed: 0 Abstention Name(s): 0  
Note: Board is Dark in the months of Aug. and Nov.

**VI. INFORMATIONAL ITEMS– No Action**

**A. Final report of 2016 Conference & Desert Fast Pitch and early plans for next year’s event.**

- View video – 10 minutes
- Review 2016 Report, 2017 Plans -(Attach. #9A and #B)

**B. Schedule the annual Strategic Planning meeting for March (8 AM- 1 PM) instead of May.**

**VII. COMMITTEES**

- A. EXECUTIVE COMMITTEE – Met on November 14. Next meeting to be determined (TBD).**
- B. NOMINATION COMMITTEE – Will meet in early January to interview candidates.**
- C. MENTAL HEALTH COMMITTEE- Will meet on Dec. 15 at 3 PM.**
- D. GRANTS COMMITTEE- Has not met since July. Next meeting TBD.**
- E. AUDIT COMMITTEE – Scheduled for March immediately after RAP Board meeting.**
- F. FINANCE - INVESTMENT COMMITTEE – Possibly in early January. Next meeting TBD**
- G. POLICIES PROCEDURES/PROCESS & BYLAWS COMMITTEE – Next meeting TBD**
- H. TECHNICAL ASSISTANCE PROGRAM (TAP) – Will meet on Dec. 8 at 10:00 AM.**

**VIII. BOARD MEMBER / STAFF COMMENTS**

Building Healthy Communities Dec. 1 event attended by Rosemary Ortega.  
R. Ortega shared her experience acting as a Judge for the BHC event.

Palm Springs Mental Health Facility opening on Nov. 21 attended by Craig Borba.  
Board member letters for the “Give or Get” contribution by Dec. 31 to receive a tax credit.

**IX. CLOSED SESSION**

**Pursuant to Government Code Section 54956.8  
Property APN 624-290-001**

Report out: The board unanimously agreed to move forward with the plan to purchase the building as submitted by staff with a closing escrow date of Jan. 3 (2<sup>nd</sup> is a legal holiday) unless something unexpected happens.

**VIII. ADJOURNMENT:** The next regularly scheduled Board meeting will be held at **9:00 A.M.** on January 25, 2017 at **73-710 Fred Waring Dr., Ste. 115 Palm Desert.**

**Agenda Posting:** Agendas will be posted on the Foundation website – [www.regionalaccessproject.org](http://www.regionalaccessproject.org) - a minimum of 72 hours prior to the meeting date. All public record documents for matters on the open session of the Agenda are available for inspection at the meeting listed in this Agenda, and at the following location three (3) days prior to the meeting date: Regional Access Project Foundation, 73-710 Fred Waring Dr., Palm Desert, CA 92260. If a public record document that relates to a matter on the open session of the Agenda is distributed less than 72 hours prior to the meeting date, the public record document shall be available for inspection, at the same time it is distributed, at the address listed above. Upon request, this agenda will be made available in appropriate alternative formats to persons with disabilities, as required by Section 202 of the Americans with Disabilities Act of 1990.