

EXECUTIVE COMMITTEE

APPROVED MINUTES

September 20, 2021 at 9:00 AM

41550 Eclectic St. Palm Desert, CA 92260

To Join Zoom Meeting: <https://us02web.zoom.us/j/86054740749>

Call-In: 1 669 900 6833 Meeting ID: 860 5474 0749

I. CALL TO ORDER by **C. Borba and ROLL CALL: C. Borba, M. Gonda, M. Gialdini, J. Pye, A. Wilson, J. Hayes, B. Kroonen, M. Moran.** Staff: **L. De Lara, M. Reyes.**

II. APPROVAL OF 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.

Motion: J. Hayes to approve as submitted. Second: M. Moran Approved: 8 Opposed:0 Abstention Name(s): 0

III. PUBLIC COMMENT / PRESENTATIONS - **None**

IV. Approval of the Draft Minutes for June 12, 2021 (#1), July 15, 2021 (#2) and Sept. 2 (#3).

Motion: M. Moran to approve the 3 Meeting Minutes listed with no changes. Second: B. Kroonen Approved: 8 Opposed: 0 Abstention Name(s):0 Except J. Hayes abstained from approving the July 15 Minutes because he was absent.

V. New Business – Action May Required

A. The CEO Performance Template (attach.#4)

The Executive Committee provided feedback at the last meeting. The decision was made to direct the Governance Committee to prepare information on performance measurements. The Governance Committee met and provided input to the Committee Chair and Board Chair for them to incorporate. The document was modified, shared with Governance and Executive Committee members with a request for comments. R. Gutierrez and C. Borba met to consider comments and made changes as presented.

Staff Recommendation: To review and provide input and make a recommendation for the Board to adopt template to be used for the next CEO evaluation.

Motion: J. Hayes to move this tool forward to the Board for consideration. However, will make the following 3 changes: 1. Change the Title of Document, 2. List number of Satisfactory and Unsatisfactory and 3. Add a summary of all ratings at the end. Second: M. Moran Approved: 6 Opposed: 2 (MM, BK) Abstention Name(s): 0

B. Request for Proposal for Information Technology – No action needed at this time

The Information Technology 3 year contract with Acorn is due to expire in October. RAP staff created an RFP, with input from board members M. Gonda and M. Moran. It was sent to seven entities recommended or discovered on the internet. The proposals were due Sept. 10 at 5 PM. However, it appears that there was a problem which resulted in only two responses. We have decided to open up the process for two more weeks. Staff will make a recommendation at the Oct. Exec. Committee meeting.

C. Current RAP bylaws addresses Advisory Committees' authority. The Executive Committee will consider possible changes, for example: requiring that all potential legal issues be directed to the Executive Committee prior to the item being addressed by the Board. The Governance Committee directed staff to shared the following with the Executive Committee for input before moving forward for board consideration and if possible for the item to advance to the Board in September:

All potential/evident legal issues will be directed to the Executive Committee prior to being directed to the Board. All unbudgeted expenses will go to the Finance Investment (FI) Committee, then the Executive Committee, prior to being directed to the full board. Keeping in mind that if there is a timing issue, that there be a joint Executive and FI committee meeting to ensure that their input is considered prior to advancing to the Board.

The Bylaws state:

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 advisory committee shall consist of no more than a number constituting one less than a quorum of the full Board. Board members are allowed to act as the Chair or Vice-Chair and are entitled to vote on any action and recommendation taken by the committee.

The committee will make recommendations to the full Board. All Directors, including those serving as committee members, may vote on all action items.

Upon receipt of a report or recommendation of any advisory committee, the Board shall review and consider the recommendation and take one of the following actions within a time frame established by the Chairperson of the Board of Directors:

- a. Adopt the advisory committee's recommendations in whole or in part;
- b. Reject the advisory committee's recommendations in whole or in part.

If the advisory committee's recommendations are not accepted as a whole (i.e., the recommendations are rejected or adopted in part), the Board shall state the reasons discussed by one or more Board Members as possible reasons for not accepting the recommendations as a whole. Failure to so state shall not invalidate the actions of the Board of Directors.

The Board may authorize specific advisory committees to expend money or commit to expend money such as the Executive Committee, which is made up of only board members and includes the Chair, Vice-Chair, Treasurer, and Secretary. It has the authority to expend money or commit to expend money. The action will be ratified by the board at the following meeting.

The Facilities Committee, made up of five board members, including either the Chair or Treasurer, and two non-voting committee members, including 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. The two non-voting committee members may propose repairs, maintenance and capital improvements, but have no authority to vote on expenditure.

The Board may delegate to any of the authority of the Board as stated above, except with respect to the following:

- a. The approval of any action for which the California Nonprofit Public Benefit Corporation Law also requires approval of the member or approval of a majority of all members (such limitation of committee action shall apply whether or not the Corporation has Members);

- b. The filling of vacancies on the Board or in any committee;
- c. The amendment or repeal of Bylaws or the adoption of new Bylaws;
- d. The amendment or repeal of any resolution of the Board which by its express terms is not amendable nor can it be repealed; or
- e. The appointment of other committees of the Board or the members thereof;

Staff Recommendation: Review and recommend changes to the Bylaws to the Board at the October Board Meeting since there is no urgency to have it included in the September agenda.

Motion: J. Hayes to recommend that all potential/evident legal issues will be directed to the Executive Committee prior to being directed to the Board. Unbudgeted expenses of \$5,000 or more will go to the Finance Investment (FI) Committee, then the Executive Committee, prior to being directed to the full board. Keeping in mind that if there is a timing issue, that there be a joint Executive and FI committee meeting to ensure that their input is considered prior to advancing to the Board.

Second: M. Gialdini Approved: 8 Opposed: 0 Abstention Name(s): 0

D. Change the Health Care benefit eligible amount for RAP employees.

RAP currently contributes \$1100 a month towards health benefits. If a person has other health benefits, he/she can choose to pass on the health insurance and instead receive a cash payment of \$880/a month. Health Insurance rates increase as a person ages. The amount for people over the age of 60 exceeds \$1100 a month. The proposed change is:

RAP will contribute up to \$1100 a month for health care benefits which can be used for the employee or eligible family member, *or at a minimum the cost for the employee's coverage, consistent with other employee's coverage. An employee is required to apply for Medicare upon reaching the age of 65.*

If an employee has health care insurance through other means, the employee can choose a cash out option which cannot exceed 80% of \$1100.

No action taken. The Committee directed CEO to check with our attorney on the legal implications and to have the Finance Investment Committee address the fiscal implications.

E. Selection of the Vice-Chair for Committees

The Governance Committee directed staff to forward the following for review and a recommendation for the Board to make changes to the Bylaws at a future Board meeting (October).

The Vice-Chair has to be a RAP board member. The Committee Chair will select and appoint the Vice-Chair. Terms for Chair and Vice-Chair will be two years, with the opportunity to serve more than one term.

Motion: M. Moran to recommend approval of the following: For all Standing Committees, the Vice-Chair has to be a RAP board member. The Committee will select and appoint the Vice-Chair. Terms for Chair and Vice-Chair will be two years, with the opportunity to serve more than one term. to be effective at the Annual Meeting. The Vice-Chair will not necessarily be promoted to Chair. Second: J. Hayes Approved: 8 Opposed: 0 Abstention Name(s): 0

F. Annual Board Retreat scheduled for October 27 from 8 AM – 1 PM

1. Itinerary: 8:00- 9:00 Board Meeting
10:00 –11:30 Board Assessment on how well we did and areas to work on
11:30-12:00 Lunch
12:00 – 1:00 Results Based Accountability and use in Grantmaking Priorities

By Committee Consensus, they are recommending that we plan to have the Strategic Planning meeting on Oct. 27 from 8 AM- 2 PM. There was a request that we integrate a topic about the impact of COVID into the agenda.

G. Establish a Policy authorizing the CEO to make funding decisions on an emergency basis.

Is there support for doing this, what is the criteria, amount, reporting, etc.?

Motion: M. Moran to direct the Finance and Governance Committees to review and return final to this committee. Also, include CEO and Board Chair authorized to make funding decisions. Emergency basis in the Fourth District and the amount to be \$25,000. Second: 8 Approved: 0 Opposed: 0 Abstention: 0

VI. Board Member/Staff Comments

M. Gialdini mentioned that Armando with Get in Motion will be recognized as Nonprofit Founder of the Year at the National Philanthropy event in November. Requested that this be included in the next Newsletter.

J. Hayes inquired about the monument sign on the corner of Hovely and Cook.

M. Gonda requested that the committee meeting calendar be updated. Also, that the agendas be sent in a PDF format and attachments be bookmarked for easy access.

Lastly, that the Committee names be given alias names so they are easy to find when the board members are looking for emails.

Update on the Fiscal Sponsor Agreement status

VII. Discuss altering the meeting date for future Committee meetings.

The Committee previously approved changing the date to the 3rd Monday of the month at 9 AM.

However, it is necessary to make a change when the third Monday coincides in the same week as the 4th

Wednesday, the change is to set meetings on the second Monday of the month to avoid having the Committee and Board meet on the same week.

SCHEDULE next meeting for October 18, 2021 at 9:00 AM MEETING

VIII. ADJOURNMENT: ***at 10:40 AM***