

## **OBRA Board of Directors Meeting 01/27/2020**

Attendance: Anissa Cobb, Brad Ross, Christy Hawkins, Chuck Kenlen, Karsten Hagen, Saul Lopez, Stacy Westbrook, Steven Beardsley

- Introductions of new board members - Nissy, Christy, Stacy
- Executive committee appointments (discussion and vote)
  - President and Secretary appointed; Need other exec committee members; Asking for volunteers
  - Vice President - Stacy appointed
  - Treasurer - Brad appointed
- Board Appointment for Vacant membership appointed seat (discussion)
  - Clint Culpepper Appointed to Vacant seat.
- Financial oversight (discussion and vote)
  - Check Signing and Limits
    - Need to write checks for large amounts - up to \$50K
    - Need checks and balances for these types of amounts
    - Discussed with Treasurer only or BOD as well? What amount?
    - Treasurer to approve checks +\$5K; BOD to be informed; Any concerns to be discussed at future BOD meetings; Financials to be reviewed at every meeting; Treasurer to review NABRA transactions as well
    - Motion to vote: Approved!
  - Quickbooks Access
    - No need for Quickbooks access as Treasure in close proximity
  - 2020 Budget Review
    - Tabling 2020 until amended
    - Discussing Budget at the next monthly meeting
- OBRA Committee Structure & Board appointments (Discussion and vote)
  - Subcommittees: PVC, Marketing, Women's, Innovation & Technology, Competition; Board Member to have oversight + be a conduit between committee and Board
  - At next BOD work-session (February) to do a deep dive on these, including who is on the committees
  - Steven would like to step off of the PVC committee
    - Karsten & Nissy volunteered; Appointed; Steven to send email communication

- Women's committee has no appointment (Or Committee Chair as Kendra has stepped down as Chair) - need a Chair and a BOD member to represent
  - May be restructuring committee as 'Diversity and Inclusion' committee.
  - Christy volunteered as board rep; Appointed.
  - Committee to discuss chair appointment at next committee meeting
- Review other committee appointments for 2020 (Marketing & Competition)
  - Saul to continue on Marketing committee
  - Brad to continue on Competition committee
- Additional Committees for 2020?
  - Fundraising
- 8:15 - Board Responsibility language in Admin Rules (Vote)
  - See attached. To replace Admin Rules IV.A.
  - Motion to vote; Adopted
- Board Communication Policy (Task Assignment)
  - Expectations on how the BOD represents themselves within the community
  - We should have the ability to openly discuss when we don't agree
  - New BOD members to help draft policy.
  - Karsten - do we need a social media policy? How do you express yourself?
  - Media policy? Executive Director to serve this and can appoint staff
  - Follow Up: Saul/Steven to ask at next class about examples
  - Nissy, Christy and Stacy to work on policy draft
- Membership Vote of No Confidence Policy (Discussion)
  - See Draft Language below
  - "Board members may be removed by a 3/5 vote of all board members, or by 3/5 vote of the Club Representatives.

Club Representative vote may be initiated by 10% or 10 clubs (whichever is less) petitioning the Board President or Executive Director. Once Club Representatives are notified, they will have 10 days to cast their vote. 50% of the registered clubs must participate in the vote to make a quorum for the vote. Should the vote happen in the first two months of the calendar year, the prior calendar year's club list will be used for the petition and vote."

- Motion to adopt as written while we continue to draft language, as needed; Adopted
- 2020 Board meeting schedule (Discussion)
  - Schedule repeating time each month
  - January, April, July, October Board Meetings
    - Tuesday of the third full week of the month; 7pm-9pm
    - 4/21; 7/21; 10/20
  - Work sessions each other month
    - On phone, work sessions; 7pm
    - 2/18, 3/17, 5/19, 6/23, 8/18, 9/22, 11/17, 12/22
  - Open Board meetings to membership (Discussion)
    - Concerns expressed
    - However, looking to be more transparent to drive engagement
    - How do we get additional input?
    - Options
      - mid-year member meeting?
      - (Joel) send out agendas and solicit feedback from membership!
      - have people RSVP to enable planning
      - Do we require OBRA members to be on OBRA for a year before voting?

#### Other Business

- USAC Relationship
  - Chuck would like to move forward as it benefits jrs. Moving forward with this.

Attachment 1:

## **Admin Rules IV.A.**

### **OBRA Board of Directors**

OBRA Board members are fiduciaries who will steer the organization towards a sustainable future by adopting sound, ethical, and legal governance and financial management policies by making sure OBRA has adequate resources to advance its mission. OBRA's board members shall provide foresight, oversight, and insight to the organization.

OBRA does not and shall not discriminate on the basis of race, color, religion (creed), gender, gender expression, age, national origin (ancestry), disability, marital status, sexual orientation, or military status, in any of its activities or operations. These activities include, but are not limited to, hiring and firing of staff, selection of volunteers and vendors, and provision of services. We are committed to providing an inclusive and welcoming environment for all members of our staff, volunteers, subcontractors, vendors, and clients.

### **Appointment**

Six (6) members of the Board of Directors of the Corporation shall be elected by a majority vote of the Club Representatives at the annual meeting of the Corporation. Up to five (5) members of the Board of Directors ("At-large Directors") of the Corporation shall be appointed by a majority vote of the directors then in office. Each OBRA Club shall appoint a single Club Representative to vote in the election of directors, as these terms are defined and in a manner consistent with the applicable OBRA administrative rules. Each director shall hold office for three (3) years and until their successor shall have been elected and qualified. A director may serve only two (2) successive terms. A former director may serve as a director if such former director has not been a director for one (1) year.

Board members may be removed by a 3/5 vote of all board members, or by 3/5 vote of the Club Representatives.

Club Representative vote may be initiated by 10% or 10 clubs (whichever is less) petitioning the Board President or Executive Director. Once Club Representatives are notified, they will have 10 days to cast their vote. 50% of the registered clubs must participate in the vote to make a quorum for the vote. The voting process will take place in an electronic form. Should the vote happen in the first two months of the calendar year, the prior calendar year's club list will be used for the petition and vote.

### **Volunteer Position**

OBRA's board members serve the organization as volunteers without any compensation.

### **Board of Directors Duties**

OBRA's board of directors has three primary legal duties known as the "duty of care," "duty of loyalty," and "duty of obedience."

1. **Duty of Care:** Take care OBRA by ensuring prudent use of all assets, including facility, people, and good will;
2. **Duty of Loyalty:** Ensure that OBRA's activities and transactions are, first and foremost, advancing its mission; Recognize and disclose conflicts of interest; Make decisions that are in the best interest of OBRA; not in the best interest of the individual board member (or any other individual or for-profit entity).
3. **Duty of Obedience:** Ensure that OBRA obeys applicable laws and regulations; follows its own bylaws; and that OBRA adheres to its stated purposes/mission.

### **Conflict of Interest**

OBRA's board members shall serve without conflicts of interest. Our board shall **(a)** require those with a conflict (or who think they may have a conflict) to disclose the conflict/potential conflict, and **(b)** prohibit interested board members from voting on any matter in which there is a conflict. In addition to our policy on conflicts of interest, we shall determine whether board members have conflicting interests through open, honest, and transparent conversations, and we shall use a voting process, if necessary, to resolve any questionable situations as to avoid any sanctions or reprimands to the organization. Minutes of board meetings will reflect when a board member discloses that s/he has a conflict of interests and how the conflict was managed, such as that there was a discussion on the matter without the board member in the room, and that a vote was taken but that the "interested" board member abstained (board members with a conflict are "interested" – board members without a conflict are "disinterested").

### **Performance expectations of OBRA board members**

Each Board member of our organization affirms the expectations outlined here and strives to perform accordingly. We treat all Board members the same when it comes to these expectations.

Specific performance expectations are:

1. Believe in and be an active advocate and ambassador for the values, mission and vision of the organization.
2. Work with fellow Board members to fulfill the obligations of Board membership in performance expectations, and in keeping with all other policies.
3. Act in a way that contributes to the effective operation of the Board – and work with fellow Board members and staff to assure that the Board

- functions well. This includes – but is not necessarily limited to the following:
- a. Focus on the good of the organization, independent of personal agenda, self-interest, or the influence of others.
  - b. Maintain confidentiality of committee, board, and organization work unless authorized otherwise.
  - c. Support Board decisions once these are made.
  - d. Participate in appraisal of own performance and the performance of the Board and its committees.
  - e. Support the organization's policies and procedures for conducting business
4. Regularly attend Board and committee meetings. Prepare for these meetings by reviewing materials and bringing the materials to meetings. Use conversation as a core business practice, asking strategic questions and participating in dialogue.
  5. Keep informed about the organization, its issues, and its connection to the community through active participation within the organization and conscientious connection outside the organization.
  6. Help support the charitable contributions operation of the organization. Specifically:
    - a. Reach into diverse communities and help identify and cultivate relationships to support the organization as donors, volunteers, and advocates.
    - b. Give an annual financial contribution to the best of personal ability. Consider this organization one of your top 2 – 3 charitable commitments. If the organization launches a capital program, give to that, too.

- c. Participate in the fund development by taking on various tasks tailored to your comfort and skills.
  - d. As appropriate, use personal and professional contacts and expertise to benefit the organization, without compromising ethics or trespassing on relationships.
  - e. Be available to serve as a committee or task force chair or member. Be a prepared and active participant.
7. Inform the Board of Directors of the organization of any potential conflicts of interest, whether real or perceived, and abide by the decision of the Board related to the situation.
  8. Respect the authority of the chief executive officer and staff; and, adhere to the limitations of the Board, its committees and individual Board members.
  9. Agree to step down from Board position if unable to fulfill these expectations. BOD members can remove board members with 3/5 vote of board.

It is the board's job to hire the chief executive officer. It is not the board's job to manage day-to-day operations. The board should periodically review the chief executive's performance and has the authority and responsibility to replace the ED if necessary. Part of ED oversight requires setting ED's pay. Compensation should be reasonable for the job and compare favorably to similar executives. The ED's salary, and the salaries of key executives, may be important to donors, beneficiaries and the community-at-large. Compensation will be reported and will be publicly available.