

Board of Directors and Foundation Trustees
September 28, 2021
Joint Meeting Agenda

- I. Call to Order – *Barb Karper, President and Russ Sturtz, Foundation Chair*
- II. Consent Agenda
 - A. Board
 - 1. August 17, 2021, Board of Director's Meeting Minutes
 - 2. Agency Financial Statements –August 2021
 - 3. Agency Finance Committee Minutes
 - B. Foundation
 - 1. August 10, 2021, Foundation Meeting Minutes
 - 2. Foundation Financial Statements –August 2021
 - C. Joint Executive Committee Meeting September 13, 2021
- III. Gala – Denise McGraw and Valerie Cushman, Co-Chairs
- IV. 12 Men Model- John Huhtala and Darrell Buckingham
- V. Co-Executive Directors' Report
 - A. Values Overview
- VI. New Business
- VII. Unfinished Business
- VIII. Adjournment
- IX. Retreat- Anti- Racism Work

Next Board of Directors Meeting: October 19th at 5:30 p.m. on Zoom

Next Foundation Trustee Meeting: November 9th at 4:00 p.m. on Zoom

Joint Board of Directors and Foundation Trustees Executive Committee

September 13, 2021

Zoom Meeting Minutes

Present: Barb Karper, Sarah Fitzgerald, Carolina Cordero Dyer, James Branche, Darrell Buckingham, Elaina Wellstead, Russ Sturtz, Jim King, Angela Douglas

Guests: Sara Tucker, Cindy Britz

The meeting was called to order by Barb Karper and Elaina Wellstead at 12:07.

Review the Agenda:

- Cindy presented the idea to do a consent agenda for all of the minutes that need to be approved. Angela and Randi will do a longer discussion about where things are currently in the agency during the Co-executive director's report. We should add in a reminder about the 12 Men Model. All of this should be around 45 minutes.
- Consent agenda- send all the minutes ahead of time and people should review them ahead of time. We will open for questions during the meeting and then vote.

Retreat Information:

- Attending the retreat will be all foundation, board, and representatives from the staff caucuses (around 6).
- This will be held on zoom.
- Retreat is based on the White Middle Class Dominance
- There will be items sent out about this please review documents and come prepared so that we can keep the discussion going.

Other Business Discussed:

- Russ and others needing help with Gala speech can reach out to Cindy or Shannon for help editing or drafting.

The meeting was ended by Barb Karper and Elaina Wellstead at 12:25 PM.

Respectfully submitted by

Sara C. Tucker, Development/Executive assistant

VERA HOUSE, INC.
BOARD OF DIRECTORS' MEETING
August 17, 2021
ZOOM MEETING MINUTES

Present: Sheri Rodriguez, Nakeia Chambers, Natalie Hempson-Elliott, Joelle Margery, Rebecca Ortiz, Jalyn Clifford, Marissa Sanders, Barbara Karper, Darrell Buckingham, Otis Deluca, Ashlea Schad

Staff: Randi Bregman, Cindy Britz, Angela Douglas, Sara Tucker

Excused: Carolina Cordero Dyer, James Branche, Ali Adan, Kate Chmielowiec, Sarah Fitzgerald, John Huhtala, Talina Jones, Katie McBride, Yara Osman, Sarah Konwahahawi Rourke

Call to order: Barb Karper called the meeting to order at 5:35.

Consent Meeting Minutes: A motion to accept the June 15, 2021, Board of Director's Meeting Minutes, and the minutes of the Board Executive Committee Meeting on August 9, 2021, was made by Sheri Rodriguez and seconded by Nakeia Chambers. All voted to accept the minutes.

Treasurer's Report – *Randi presented for Carolina*

- Audit: we discussed the deficiencies that were found during the audit. Management prepared a response that addresses these. Most of the problems were the receivables that happened during a transition year- new financial team members and a new system. There was a joint finance committee between the foundation and the board, and they voted to approve the audit.
- Agency Financial Statements –July financials were presented and discussed. Note that the foundation income has not been added yet.
- We are in the process of getting positive pay on all accounts to protect from further fraud.
- Motion to approve the financials was made by Jalyn C. and was seconded by Marissa S. All voted to approve.
- Credit Card resolution- (*proposing a credit card for the Director of Advocacy Jolie Moran with a credit limit of \$1000*)
 - James B motioned to approve and Darrell B. seconded. All voted to approve.

Co-Executive Directors' Report-*Angela*

- Transitions: Staff transitions have been over 50% in part due to the pandemic. We have come to realize we are experiencing much of what the rest of the country is. There have been many exits, our work is tough and is essential during the pandemic.
- Advocacy- in general there is turnover 18-36 months, and it is what we are experiencing now. We are looking at some restructuring and what we can do.

- Update on Finance Director- the CFO position is open, and we have changed that back to finance director. The position has been accepted by Sherry Jones, she has a background in nonprofit. She will begin September 1.
- Please keep an eye out for potential candidates who would be a good in our open positions or might be interested in volunteering.
- An open orientation begins September 13th.
- Friday is the staff retreat, 9-3 at Highland Forest to help with self care and building community.
- Fraud on checking account: Fake checks were being used and we are working on protections for the accounts. Bankers are saying its common and all the money has been refunded.

Program Committee Update- Angela

- Full data reports from survey, and there is a good completion rate. This will be shared with the consultant we will hopefully be working with. There are 6 proposals and not all are from NYS. They are all within \$20,000 and they are meeting tomorrow at 6 to discuss. Hope to start interviews in early September and to start work in early October. We are looking for funding.
- Board Development Committee Update- *Marissa Saunders and Jalyn Clifford*
 - New Candidates: 14 candidates from various places such as social media and personal referrals. Interviews are scheduled for next week. There's 4 men, 4-5 people of color, 1-2 property management, a few survivors, many from Gifford Nourishing Tomorrow's Leaders.
 - Retreat brain storming: Rebecca O-Great to come together and discuss what is happening in the caucuses. That was also a suggestion from the caucus of color. Also discussed having a theme for the retreat with topics for it to revolve around. Randi asks if we should cancel the in-person option? Many people said they would be more comfortable with a virtual option.

Anti-Racism Work

- IDI plans- Started with the foundation, 11 have finished it and we hope to have them all done by September 13th. We are using Marissa for the interviews but can bring in someone else to review with you. Some of the trustees shared that they grew from the 1st time taking it to the second time. It takes about an hour to do it and then you get a development plan.
- Caucus Updates-
 - Caucus of color: Darrell B.- small group met and their goal was to help board development with the retreat. They want to revisit why they are meeting, and they want the meetings to be more intentional. Board development team also discussed elements of the white centered culture. Nakeia mentions how she feels like she is constantly onstage to talk about this. Marissa asks if we can use the board portal to put together resources to help.
 - Angela mentions the life cycle of a director of color. What does it mean to be a white led organization? Black led organizations

tend to lose 38% of funding. We need to recognize consequences as we move forward with a succession plan.

- White caucus: Rebecca O.-Important to discuss our white privilege, how can we use this to help Vera House? Agree they need to make meetings more intentional.

New Business

- Sara T. asks about the portal use. Do people use it, and would they prefer to use it over the many emails? Some do use it, others like the frequent emails. We will keep sending material and remind people about the portal with hope of using it more.

Unfinished Business

Adjournment

Motion to adjourn was made by Marissa S. and seconded by Nakeia C., meeting ended at 6:36 PM.

**Next Board of Directors Meeting- joint retreat with Foundation
3:00 PM- 7:00 PM-September 28-Joint Meeting- One Group or Virtual**

Respectfully submitted,

Sara Tucker for

Darrell Buckingham, Secretary

VERA HOUSE FOUNDATION TRUSTEES MEETING MINUTES
August 10, 2021, 4:00 P.M.

In attendance: Jim King, Martin Hewitt, Darrell Buckingham, Elaina Wellstead, Denise McGraw, Tim Giarrusso, Russell Sturtz, Monique Wright-Williams, Buster Melvin, Gwen Sanders, Barbara Karper, John Huhtala, Randi Bregman

Excused: Kathy Alaimo, James Borer, Amy Breuer, Calvin Corriders, Jodi DeAugustine, Bishop Ronald Dewberry, Julie Flack, Alexandra Gorski, Lynn Horowitch, Erica Wynn-Kearse, Pierre Morrisseau, Tracy Porter, Anne Ruffer, Marissa Saunders, Gloria Barbano Weyl, Yvonne Scott-Younis, Angela Douglas

Staff: Sara Tucker, Cindy Britz

Call to order at 4:33 pm by Russ Sturtz

A motion was made to approve the previous meeting's minutes by Denise M. and seconded by Martin H. All were in favor and the motion was passed to accept the minutes as presented.

Agency Update-

- This was presented by Randi Bregman since Angela was unable to attend. The Co-Executive Director's Report will be coming out soon. Staff transitions have been frequent and having a significant impact. People are moving to new positions quickly so there are some staffing gaps, and people need time to train.
- We are looking for a new finance director and have offered the position to someone. We are low on volunteers due to COVID. If anyone knows someone who would make a good volunteer or employee send them our way! We have an amazing team who are holding it together and we are maintaining all services.
- There was some fraud on the agency account. Someone outside of the agency got ahold of our bank acct. number and was writing fake checks. All the money has been given back and we are putting fraud protection on the accounts.
- Russ S. reassured everyone that the staff is doing well with the fraud.
- John H. asked if we were doing exit interviews. Randi responded that we are and mostly the transitions are due to burnout, moving, different opportunities (positions closer to what they originally wanted to do) and more money. John H. asks if we are losing to similar roles that pay better. Cindy said that they looked at the market and the pay is comparable to other similar positions. Some people are leaving to go to for-profit jobs.
- Strategic Plan RFP update-the proposals are due Friday. We have received 1, People Rocket, and it's not local. The RFP is posted on the website.

Treasurer's Report – Russ Sturtz

- *Foundation Financials*-good news! Investments are up to 5.3 million. The income is doing well and investment portfolio is going up. Martin H. asked if we are protecting from crashes. Russ said we do have some cash allocation, 5%, and Vera House is overall cash rich over the investments. The duration on the bonds are short. The equity allocation is neutral and that is something they want to take another look at. Monique asked why the income statement says 0 for the beginning fund balance. This is something that will be looked into. Martin H. asks who is in charge of the investments. Vera House is using RBC for managing investments and it is a traditional money management system. They are engaged and good donors.

- *Audit*-It's a green shade of yellow. The issues identified, primarily with receivables, have been resolved. Management was quick to deal with the issue. The deficiency was 3 receivable accounts were moved to 1. It shouldn't affect our funding unless this is repeated. Tim G. asks if this was an issue before. This was not. Russ said that we started a new financial system in the beginning of 2020 and then had a staff leadership transition in finance. Martin H. said the handoff was the problem. Russ agreed saying if we had the same staff or the same system this wouldn't have happened. Carolina, agency treasurer, said she will do periodic checks to address this as well.

A motion was made to approve the Treasurers' report by Tim Giarruso and seconded by John Huhtala. All were in favor and the motion was passed to accept the report.

Committee Reports

- *Gala: Denise McGraw*- The save the date was sent out. The Gala is December 4th and will be hybrid of online and in person. John H and his wife Kim are the honorees. The Silver Arrow Band will play the gala. The silent auction asks will go out this week, experience items do really well. Please let Denise M. or anyone on Gala committee know if you have any ideas. Budget is going well \$65,000 to our \$90,000 goal. \$525 in ad revenue, \$840 in tickets, \$1,000 in donations. Media sponsors are Cumulus and CNY Central. We need people to donate wine for the wine pull, around \$20 for the wine. Please bring wine, silent auction items and companies you can think of that might donate or purchase tickets etc. Sponsors need to be in before the 31st to be on the invite. Table is \$2,100 or patron level \$2,500. Vaccinations or a negative test are required for the gala. There is no capacity restraint right now. The table purchases usually begin in September. A survey went out to see if people wanted an in person event given the COVID worries. Those who responded, wanted that. Solon Quinn and team will do the video again this year. The online portion will be prerecorded like you're there and then have some activity.
- *Strategic Work Group: Russ S*- Encouraged all trustees to reach out to one person you haven't talked to about Vera House and to someone to join you in monthly donations. "If I can do it so can you," Russ stated.

Ongoing Business

- *Anti-racism work*
 - Caucus Updates: *Barb Karper*- Caucus of color will meet Thursday and will discuss ideas for the joint retreat. *Elaina Wellstead*- White Caucus doesn't have much to report. It's ongoing work to become an ally and support each other. She mentioned to have the difficult conversation with your "Racist Uncle". It becomes easier each time you do it. Please let them know if you'd like to join the caucus. Barb K. went over that last year the board decided they needed to do a deep dive into anti-racism work. The 2 boards are working together well and there is a trust factor. We are allies and accomplices and she thinks we can spend time together to have a deeper conversation. Sept 28th joint meeting 3:00 PM-7:00 PM. Sara T. will be looking into a hybrid option.
- Intercultural Development Inventory: *Elaina Wellstead*- Everyone on the foundation has been invited to do so, 11 have taken it so far. It's an investment, Elaina had her whole management team take it and it has changed how they have managed. Elaina took it twice. Darrell took it twice and found he got more out of it the second time. Especially after the last year and a half. Please do it!!!! \$175 per test, if you want to donate to do this it would be appreciated.

- Elaina recommends reading “Rising Out of Hatred” by Eli Saslow.
- Trustees of color shared their experience about waiting in their cars before coming to the meeting out of fear of being in the right place. We will be more intentional planning ahead for these realities in the future.

New Business

- *12 Men Model: John H.* - 5 two hour sessions for all male identifying trustees and board members. He will send out a doodle poll to find the times that work best for everyone. Darrell said it’s a right of passage and necessary.
- Tim G. asks after Randi and Angela’s conference in September. Mentions that occasionally board members will travel with agency staff to conferences to provide support. Something to think about for the future.
- Martin Hewitt brought up that his law firm has an anti-racism alliance with a subcommittee on reproductive justice. What work does Vera House need done? Think of something and let Martin know and he can link with someone who can help.

Executive Committee Meetings:

September 13th, noon – Joint with Board

November 2nd, noon

Foundation Trustee Meetings:

September 28th from 3:00 – 7:00 p.m. – Joint Board & Foundation Retreat

November 9th at 4; 00 p.m.

Martin Hewitt moves to adjourn the meeting and Denise McGraw seconds it. The meeting is adjourned at 5:45 PM.