



April 5, 2022 from 5:30 - 7:30pm
Meeting via Microsoft Teams, Invitation in Outlook

Board Members Present:

Mike Malloy

John Feeney-Coyle

Elissa Hardy

Jennifer Biess

Carla Respects-Nothing

Joey Willet (6:26 pm)

Staff Present:

Jamie Rife

Sierra Trujillo

Jackie Hernandez

1. Welcome – Mike Malloy

Mike began the meeting 5:36. Mike reviewed a bit of information regarding last month's DEI session and reflecting on it. Mike proposed that the rest of his term is committed to the governance work and finish the work by June by the end of his time as board chair.

2. Land and Cultural Acknowledgement

Jennifer Biess shared the land and cultural acknowledgement for the meeting.

3. Consent Agenda

Elissa Hardy moved to approve the consent agenda and John Feeney-Coyle seconded. The motion passed unanimously with no abstentions.

4. Signatory Approval

Dr. Jamie Rife, MDHI's Executive Director, has full signatory authority regarding all contracts and corresponding documents associated with agreements entered into by MDHI. Furthermore, if applicable, this statement certifies and hereafter delegates Dr. Jamie Rife, Executive Director, an agent of MDHI for the purpose of authorizing and signing Payment Requests, Quarterly Financial Status Reports, Quarterly Project Performance Reports, Monitoring Documents, or other ESG documents.

Jennifer Biess moved to approve the motion with Elissa Hardy as the second. The board approved it unanimously with no abstentions.

5. Governance

John Feeney-Coyle shared an update on recruitment. Jenna Hanson has resigned from the board. This puts the board below the minimum threshold in the bylaws, which requires 9 to 13 board members. Section 4.6 states that if a resignation causes us to fall below that level, it must be filled as quickly as possible. There was discussion on how to fill the vacancy caused by resignation, we can fill it immediately.

John shared that there needs to be an effort to fill Jenna's slot.

Board recruitment is also a priority. Several other board members expire at the end of June and others expire at the end of the year. John asked that each person on the board try to find a person to fill the slots. Jamie will create a template for board recruitment for board members to recruit and send it out. He also shared the need for new officers.

Mike Malloy asked about bringing on past applicants. John suggested they reapply and former board members who have had at least a one-year hiatus. He also suggested that we create a provision around this.

Jennifer suggested reaching out to Emily about her board matrix and John reminded the board about looking for those with lived experience and regionality, as well as diverse communities.

5. Work Session: Finalizing Ends Policies

Mike transitioned the Board to the parking lot with Charney.

The first section the board reviewed is the Land and Cultural Acknowledgement, section 12. There was discussion on whether it should be included in the packet or in the policies and/or read aloud. John suggested that the policies read that there should be an acknowledgement, but not include the actual wording the policies.

Jennifer suggested adding wording to number 11, perhaps 11a. Carla wanted to separate to avoid confusion. Elissa also did not want to see it lost under something else. Mike liked keeping it separate but not include the actual wording.

John made the motion to include as a separate number 12 in policy 2.1 that a land and cultural acknowledgment shall be included and read at all board meetings. Elissa seconded. The motion passed unanimously with no abstentions.

The next section is 4 iv regarding staff employment for board members and the policy. John agrees the concept should be included. He does not agree that the board member should have to resign. He suggested that the board have flexibility on this to approach each situation uniquely. Elissa agreed that particularly with the limited board members, it puts the board members at risk of losing members. John suggested that the wording be along the lines that this is a temporary resignation and that board member may only return upon approval of the board. John moved to edit it to: Should a board member apply for staff employment, they must temporarily resign from the board and may only return upon approval of the board.

Elissa seconded and the motion passed unanimously.

The next section is 3, Preparation and Participation.

John was worried about the last sentence. Jennifer also suggested that there is already wording in the bylaws. John agreed this was unnecessary. Jennifer also felt the last sentence is punitive. John moved to accept #3 absent the last sentence. Elissa seconded. The motion passed unanimously.

Next was participation in part 10 B, the Point in Time. There was discussion around how to encourage participation in these events. Jennifer suggested adding it to i by adding it to read, "As able, to participate in trainings, events such as the annual Point in Time, and fundraising events."

John motioned to include the wording above and Elissa seconded. The motion passed unanimously.

Next was ED Compensation and the Committee. Jamie shared Brendan's comments that there was no reason to form this committee. Jennifer agreed.

At this point Joey Willet joined the meeting.

John suggested that the search committee in the future serve as the compensation committee. Jennifer suggested that this is an ongoing process that is seasonally for a quarter. Mike felt like it was finance, but John reminded the board there is also the oversight that is not traditionally finance. Jennifer suggested pulling people from all the committees to set this.

John suggested they move all of this to the Governance and have the chair of the Governance committee chair this and recruit others for this annual review process. John moved to move ECC as a subcommittee of the Governance Committee. Elissa seconded. The motion passed unanimously.

Next was Community Linkage Committee, and Jennifer and Carla shared background. There was discussion on the role of this committee. John suggested Jennifer and Carla make a recommendation after a discussion with Jamie for more information in the May board meeting.

Policy 2.9 Board Nominations

John suggested that he and Elissa look at this policy and come back with specific revisions for the May board meeting.

10. Finance Committee is working on the investment policy.

Policy 4.0

There was discussion on whether to keep the ED title versus CEO. John moved to keep the Executive Director title as is. Elissa seconded. The motion approved unanimously.

Investment Policy

This is also in progress.

This finalized the parking lot items.

John asked for clarification on next steps. In May board will return to discuss these parking lot items. There was discussion on the bylaws and the ability to get them done in the next month or two. Joey offered to help John with the drafting of the bylaws. Carla also offered to assist.

The meeting adjourned at 7:02 pm.