

Board Meeting Minutes

May 21, 2021

The meeting was called to order at 9:34 a.m.

I. Roll Call

After the opening welcome, Erica conducted the roll call.

Board Members Present: Rod Gould, Teresa Acosta, Michele Beal-Bagneris, Stanley Caldwell, Brett Channing, Carolyn Coleman, Mark Gaughan, Randi Johl, Jim Keene, Paolo Kespradit, Dallin Kimble, Pat Martel, Neil McCormick, Richard Montgomery, Sue Novasel, Nat Rojanasathira, Lydia Romero, and Hilary Straus.

Staff Members Present: Erica Manuel, Karalee Browne, Randi Kay Stephens, Melissa Kuehne, Julia Salinas, Nicole Enright, Hanna Stelmakhovych, Kim Danko, and Kristy Jensen.

Guests Present: Jennifer Whiting

Board Members Absent: Virginia Bass, Hal Conklin, Monica Davis, and Graham Knaus.

II. Consent Calendar

There were no corrections to the February draft minutes and Rod called for a motion to accept the February minutes.

Motion to accept: Richard Montgomery.

Seconded: Pat Martel.

All in favor. Motion passed.

III. Operational & Administrative Updates

The Board took a moment to reflect and express support for the individuals who had suffered the loss of loved ones over the past few weeks. Carolyn gave an update on board member Hal Conklin's serious condition.

The Board congratulated board members and staff on the arrival of babies and promotions and welcomed Julia Salinas.

Erica updated the Board on the fundraising consultant RFP, which was due that week. The board agreed that the RFP would remain posted (or be re-posted) until the right consulting partner is found.

The Board then had a discussion regarding the ILG anniversary event. The main discussion was whether it should be a fundraising event, a smaller "party with a

purpose” or something else that primarily raised ILG’s visibility. Carolyn suggested that an ILG event could be planned to coordinate with the League of California Cities’ annual conference since it will be an in-person event this year. Hilary said CSDA’s conference is also in-person but CSAC’s will be virtual. These events would add to ILG’s visibility and there may be an opportunity to schedule something that syncs up with those schedules. Erica noted those comments and committed to consulting with the marketing and advancement committees and reporting back to the board with an appropriate proposal. To assist with her planning, Erica asked that any board members who would like to host a small, intimate fundraising event in their city contact her.

IV. Financial Update

Neil provided a summary of the April financials that were included in the board packet. He commented that ILG is doing well, the numbers are solid and right on track for this time of year. Erica summarized the financial and fundraising reports and offered to provide more detail.

The 2020 audit is in process with the goal of completing a draft for staff review by the end of June and board review by the August meeting.

The board had no questions on the financials or audit timing.

Motion to receive and file the April financials: Carolyn Coleman.

Seconded: Richard Montgomery.

All in favor. Motion passed.

V. Program Updates

Julia Salinas was again introduced to the board. She gave a summary of her plans for the Public Engagement pillar and Equity work. The Board was very welcoming and supportive of Julia and ILG’s efforts to gain ground in these areas. Hilary remarked that CSDA is supportive of equity internships and wants to partner with ILG in this area. Carolyn suggested ILG could support the founding affiliates that are doing their own work in this area, by looking at how to create an information hub accessible to cities, counties, and special districts. This idea was broadly supported and other board members mentioned resources such as toolkits and creating an information clearinghouse.

All program managers then provided an update on the pillar plans. The board was asked for their help with recommendations for members of the panels of advisors for each pillar. Teresa Acosta volunteered for the civics panel, and suggested Casey Tanaka could be contacted in view of his past connection with ILG.

The Chair called a five-minute break at 11:20 a.m.

The Board reconvened at 11:25 a.m.

VI. Bi-Annual Board Survey Results

Brett reported to the board about the bi-annual survey results. 2/3 of the board responded to the survey and they are overall happy with the current structure. Erica presented a PowerPoint deck with charts that summarized the survey feedback. The biggest takeaway was the respondents would like to go back to meeting in-person and would hope to build in more networking/socializing during the meetings.

The Board gave kudos to the staff for their effectiveness over the past year, which resulted in the board being focused and effective.

VII. Committee Updates

Rod asked if any committee chairs had any concerns, suggestions, or remarks to bring before the board. The committee chairs had none. The board was directed to the written committee reports for additional information.

VIII. Board Administration Updates

The Board agreed that the August meeting was too soon to meet in person and would like staff to look for dates in the fall that could work for a two-day, in-person retreat.

Executive Session – CLOSED SESSION

The meeting adjourned at 12:00 p.m.

Draft Committee Meeting Minutes

Finance Committee

August 12, 2021

The committee chair called the meeting to order at 10:03 a.m.

Board Members Present: Neil McCormick (Chair), Mark Gaughan, Lydia Romero, and Paolo Kespradit.

Staff Members Present: Erica Manuel and Kristy Jensen.

Board Members Absent: Monica Davis (maternity leave).

I. Financials

Both the June and July 2021 financials were sent to the committee for review. Erica summarized the July narrative and highlighted that ILG remains in strong financial position with 2021 revenues trending above projections for the budget year. Erica highlighted that compared to 2020, the CalTRUST account was underperforming. Neil assured the committee that it is the case across all financial institutions. The returns

may be slowing compared to 2020 but it's still much better than a standard bank account. Despite positive revenue, Erica reiterated that the remainder of the year will still need to be focused on revenue generation and new business development. She asked the committee if they had any questions about the financial reports. The committee had no questions and will be sending these materials forward to the full board to receive and file.

II. Fundraising

Erica reviewed the fundraising summary that was included in the meeting materials packet. The latest version of this summary reflects actual revenue potential for ILG, not inflated contract amounts.

Mark asked if Cal Cities has indicated how they want the remainder of their 2019 donation to be spent. Action Item: Erica replied that as of yet, there hasn't been any specific direction on how best to use those funds, but she committed to initiate the allocation conversation with Cal Cities and report back to the committee.

The partner program is going well and ILG continues to see partners join the program, even in mid-year. Erica reminded the committee that there would be a meet and greet following the August board meeting and encouraged everyone to attend. The meet and greet agenda (with possible assignments) would be sent soon. Board members will play a host role in the meeting and should consider this a networking opportunity.

III. Audit

The completed audit draft was sent to the committee for review. The audit was clean without any serious notations from the auditors. The committee agreed to submit the latest draft to the entire board at the August board meeting. The committee also moved to allow staff to use best judgment in determining how and when to request board approval of the audit report.

Motion: Mark Gaughan
Seconded: Lydia Romero

IV. Work Plan

At the request of the committee chair, Erica reviewed the 2021 work plan for the committee. The committee made the following notable assignments for the upcoming meetings:

- Mandatory financial policy review
- 2022 budget
- Initiate an RFP for 2022 auditing services

Action Item: Staff should incorporate these committee activities into future finance committee meetings in 2021.

The committee expressed a desire to receive the completed 2021 audit earlier next year. The RFP for auditing services will include pricing for receiving the audit early in the year and conducting the audit after the close of audit season (typically more inexpensive pricing). The committee will review the cost difference for ILG budgeting purposes.

There were no further questions from the committee and the meeting was adjourned at 10:49 a.m.

Governance Committee

July 25, 2021

I. Welcome and Call to Order

The meeting was called to order at 2:32 p.m. and the entire committee was in attendance. Brett Channing (Chair) Michele Beal Bagneris, Stanley Caldwell, Randi Johl, Graham Knaus and Jennifer Whiting (alternate for Carolyn Coleman). Staff included Erica Manuel and Kristy Jensen.

II. Committee Administration

The Committee reviewed the 2021 committee goals and work plan document that was included in the packet. Based on the goals and work plan, Brett thought having a committee meeting in the fall for a focused discussion on board composition in 2022 was warranted. The committee agreed and the board composition discussion was postponed until the fall.

III. Board Membership and Composition

Currently the board has two vacancies and two of the six board members with expiring terms have indicated that they will be retiring from the Board. Action Item: The committee asked Brett to contact the other four whose terms are expiring and gauge their interest in renewing their terms.

Graham remarked that he hoped the committee would be very thoughtful and intentional on replacement versus choosing not to fill seats. If the board has ever considered downsizing, now would be the time for that discussion.

Action Item: In the meantime, Erica will send an email to the prospective board applicants with a status update. Brett would like to continue gathering names for consideration should the board decide to fill all the open seats. Brett encouraged the committee to keep in mind any gaps in the current board composition when considering prospects.

IV. Bylaws and Policies

Action Item: In preparation of the committee's annual bylaws review, the committee has asked staff to review the bylaws for any areas that need updating or changing. Graham

reminded the committee that any decision on board size would impact the bylaws and Randi added that any action taken by the Equity Subcommittee would also. The committee asked that staff send a first draft to the committee for review and the committee will wait to finalize when the board has completed its discussion on size and any actions recommended by the Equity Subcommittee.

V. Other Topics

The Equity Subcommittee was formed with Governance Committee members: Michele (Chair), Brett and Randi volunteered to assist. The subcommittee will be open to any board member who wishes to join. Staff will attempt to schedule the first meeting before the August 20th board meeting and at that time the entire board will be invited to join. Randi recommended that the invitation should include an overview of the subcommittee's goals in order to attract members interested in participating.

VI. Adjourn

After asking for a second Governance Committee meeting to be scheduled in September or October, the meeting was adjourned at 3:10 p.m.

Approved August 20, 2021