



**APPROVED
UMOJA BOARD OF DIRECTORS MEETING
MINUTES**

January 2 – 3, 2019

Hyatt Regency Mission Bay Spa & Marina
1441 Quivira Road
San Diego, CA 92109

Members Present: Teresa Aldredge (President), Deborah. Blue, Brenda Davis, Bernard Jefferson (via Zoom), Jeri Marshall, Judy Mays (Secretary), Walter Robinson (Vice President), Romelia Turner and Garcel Zardes (Treasurer).

Staff Present: Julie Adams, Transition Manager

I. Welcome

President Aldredge welcomed members and Elder Marshall opened the meeting with a ritual. The Umoja Board held a board orientation from 1:00 pm to 3:00 pm. The board then addressed Item III. H. Executive Director Interviews in closed session.

II. Consent Items

- A. September Meeting Minutes, Mays
- B. Umoja 2019 Board Meeting Calendar, Aldredge
- C. MOU with Howard University, Aldredge
- D. Employee Handbook, Adams

MSC (Robinson/Blue) to approve the Consent Agenda.

III. Action

A. Officer Elections

Adams informed members that the member nominations confirmed the same slate of officers currently serving. She called for nominations from the floor for Board Officer positions. No additional nominations were received.

MSC (Blue/Zardes) to approve the following members as Board officers for 2019: President, Aldredge; Vice President, Robinson; Secretary, Mays; and Treasurer, Zardes.

B. 2017-2019 Budget Performance and New Funding

Treasurer Zardes updated the Board of Directors on the budget performance for 2017 – 2019. The budget performance is good and on target in most areas. There are some areas where the funds have been underspent such as in staffing due to the lengthy hiring process. Board members were updated on the status of the new grant funds to be disbursed to Umoja programs through the Request for Application (RFA) process. This new grant is issued for November 2018

through October 2019, which prompted an update to the 12-month budget previously approved.

MSC (Mays/Davis) to approve the 12-month budget.

C. 990 Tax Return for 2018

The Board of Directors reviewed the January – June 2018, 990 Tax Return. The term of the 990 is less than one year due to moving from a January to December fiscal year to a July to June fiscal. The June to July fiscal year will also align Umoja with the Chancellor’s Office fiscal year. The return was prepared by a CPA and reviewed by Adams and Zardes for accuracy.

MSC (Robinson/Marshall) to approve the 990 Tax Return.

D. Process for Approving 990

The Board of Directors discussed a new policy for approving the annual 990 tax return. Adams suggested that a new process be adopted that shortened the 990 review period so that each year an extension would not have to be filed. In the new review process, the Executive Committee would review the 990 tax return, the president would sign, and then the Board would receive a report at a subsequent meeting. According to Adams, this process was proposed by Board Source, a leading nonprofit resource. The Board raised concern about delegating the authority of the finances to a small body of individuals. It was suggested that the 990 review be calendared to better plan a timely submission.

MSC (Blue/Robinson) to approve review of the 990 tax return on the September agenda. If the taxes are not prepared in time to be on the September agenda, then a special meeting will be held in October to approve them.

E. Program Planning Committee

The Board of Directors discussed the role and description of the Program Planning Committee and suggested a few clarifications. The board discussed their involvement and by consensus would like to be a part of the programming. A process for how to include the board in the program planning will be developed.

MSC (Mays/Robinson) to approve the policy with clarifying language to be added.

F. Committee Membership

The Board of Directors discussed and approved membership for the board committees.

MSC (Robinson/Marshall) to approve the following committee appointments:

Governance Committee

Jeri Marshall, Chair
Deborah Blue
Bernard Jefferson

Program Planning Committee

Judy Mays, Chair
Romelia Turner
Garcel Zardes

Audit Committee

Walter Robinson, Chair
Darla Cooper
Brenda Davis

G. Umoja and A²Mend Research and Policy Agenda

Aldredge and Robinson updated members on the Education Summit and summarized the resultant report. A recommendation was made that the report should be edited by a professional editor so that it can be shared with a larger audience. An executive summary will be prepared and shared with the participants of the second Education Summit.

H. Executive Director – First Phase Interviews

The Board of Directors entered into Closed Session to conduct their first phase of the Executive Director Interviews. President Aldredge reported out of closed session that four candidates were interviewed via Zoom and two candidates will be forwarded to the second phase for an in-person interview.

After all interviews were completed, members discussed the qualifications of the candidates. A recommendation was made that the education requirement for the executive director be revisited. Members also discussed the next steps in the selection process. The next phase will include a second level in-person interview which will be held in March—date to be determined. A human resource background check will be performed after the candidate is selected and a professional report developed for the board. The Board president will contact the candidate's references.

MSC (Zardes/Robinson) to send the two candidates identified in closed session to a second level interview to be held in March.

By consensus, a task force to discuss the questions and the process will be developed and include Teresa Aldredge, Deborah Blue, Walter Robinson, and Julie Adams.

I. **Advisory Council Recruitment and Appointment**

Aldredge provided members with nominations for the Advisory Council and discussed the recruitment process as well as the role of honorary members of the Advisory Council.

MSC (Blue/Robinson) to approve the slate of nominees as presented to the board to serve on the Advisory Council.

Aldredge recommended that Dr. Denise Noldon be appointed as the chair of the Advisory Council.

MSC (Marshall/Mays) to approve Dr. Noldon to serve as the chair of the Advisory Council and member of the board.

By consensus, the Advisory Council will meet first to make a recommendation regarding bringing on additional members and their future agenda.

IV. **Discussion**

There were no discussion items.

V. **Information (30 minutes) – Written Report**

A. **President’s Report**

Aldredge reported that a Letter of Intent submitted to the Mayer and Morris Kaplan Family Foundation was not accepted.

B. **Transition Manager Report**

Written Report submitted.

C. **Umoja Conference XIV Update**

Written Report submitted.

D. **Strategic Plan and Organizational Audit**

No discussion.

E. **Health and Wellness Grant Report**

The Board reviewed the report submitted by the Health and Wellness Directors. Concern was expressed that the intent of the grant is not being met, particularly the monitoring of students. The direction of the grant will shift to monitor student movement to health and wellness certificates, degrees, and careers.

F. **Umoja Program Report**

No discussion.



Meeting adjourned at 2:38 pm on Thursday, January 3, 2019.

Respectfully submitted:

Judy Mays, Secretary

Julie Adams, Transition Manager

