



**Umoja Community Board Meeting Final Minutes
March 23, 2018**

I. Welcome

President Aldredge called the meeting to order at 8:30 am and welcomed members.

Members present: Deborah Blue (via phone), Bernard Jefferson, Judy Mays, Jeri Marshall, Walter Robinson, and Garcel Zardes. Absent: Eric Charlens.

Staff present: Julie Adams, Transition Manager

II. Consent Items

- a. February 26, 2018 Minutes
- b. Credit Card Policy
- c. Travel Policy
- d. Accounting Policies and Procedures
- e. Code of Ethics
- f. Whistleblower Policy
- g. Staffing Plan

MSC (Robinson/Blue) to approve the consent agenda.

III. Action Items

a. Budget

Treasurer Zardes presented a six- and twelve-month budget. Two budgets were presented because Umoja Community is currently on a January through December fiscal year. However, the bylaws state that the organization should operate on a July through June fiscal year. Adams will be working with a CPA to switch over to the new fiscal year. Members discussed the budget. It was noted that the board will need to prioritize the \$100,000 funds generated from the consortium fees.

MSC (Mays/Robinson) to approve the six- and twelve-month budgets.

Members were informed about conversations with the Chancellor's Office regarding the 2.5 million funding awarded to Umoja by the state legislature. The Chancellor's Office received funds in July 2017 for the Umoja Community and the Board of Governors approved full distribution of the funds from December 2017 through December 2018. In subsequent conversations with Chancellor's Office staff, Aldredge and Adams agreed to a contract of 18 months from January 2018 through June 2019 given that the disbursement to the organization did not happen in July 2017. However, the assumption was always that Umoja Community would receive the next \$2.5 million in July of 2018. Chancellor's office staff felt the agreement was that the funding would be for 18 months and Umoja Community would not receive additional funds until June 2019. Members discussed the funding and felt that Umoja Community should continue to pursue getting the full funding as designated by the legislature even if it requires going to the legislators to inform them of the decision of the Chancellor's Office.

b. **Hiring Policy, Adams**

Adams presented a revised hiring policy. The draft proposes to streamline the hiring of staff for new and existing positions. In the current language, the Board is involved in the hiring process for all employees. However, the only employee that reports directly to the Board of Directors is the position of Executive Director. All other positions report to the Executive Director or designee; therefore, it makes more sense to give the Executive Director or designee the authority to hire all other employees without Board approval. New language was suggested which removes the Board from the hiring process other than to approve funding for new positions. Also, language will be added which indicates that the Executive Director or designee would provide an update on staff hires to the Board in his/her report. Members discussed other revisions.

MSC (Robinson/Marshall) to approve the hiring process with edits.

c. **Change to Bylaws**

Members discussed recommended changes to the bylaws. The following changes were made to Article 6.4:

Each Director, except for any students appointed, shall serve for two-year staggered terms. Any student appointed shall serve a one-year term. At the first annual meeting, the Directors shall be divided into [three] approximately equal groups and designated by the Board to serve one, two, or three terms. Thereafter, the term of office of each Director shall be [two] years. Terms of office shall commence on January 1 and end on December 31. Each Director, including a Director elected to fill a vacancy, shall hold office until the expiration of the term for which he or she was elected and until the election and qualification of a successor, or until that Director's earlier resignation or removal in accordance with these Bylaws and California Nonprofit Corporation Law. Election shall require approval of a majority of directors present at a meeting at which a quorum is present. A director may not serve for more than three (3) consecutive terms, unless otherwise determined by the Board. However, a director may be elected to the Board to serve for any number of additional terms so long as there is at least a one-year break between sets of three (3) consecutive terms, or every six years. A director shall hold office until a successor has been elected and duly qualified or until that director's earlier resignation or removal in accordance with these Bylaws. This section does not apply to the inaugural board members.

The following language was also struck from Articles 6.6. and 9.3: "Unless otherwise specified in the notice, the".

Members discussed the term of office for student board members. Having a student voice on the board provides the student perspective to decisions made on behalf of the Umoja Community and provides an opportunity to develop the student's leadership ability; however, members felt that the term of the office should be different than other Board members. By consensus, the student term will be for one year and they are eligible if they are currently participating in an Umoja program and maintain status as a student. Students who transfer on to a four-year institution after beginning their term are still eligible to finish out their one year term (January 1st to December 31st). This language will be codified in the bylaws.

Members discussed the staggered terms for the inaugural board and considered 2020 – 21 as the beginning of staggered terms. The Umoja Community Policies and Procedures state that there are staggered terms except for the inaugural board members, which is inconsistent with the bylaws. Members felt that over time the terms would be staggered for the inaugural board as founding board members naturally move off the board and thus no term limits need to be assigned at this time. However, members felt that succession planning and mentorship opportunities should be created for officer positions. This will ensure continuity in leadership positions and maintain the “tribal knowledge” of the Umoja Community while being mindful of the spirit of Sankofa. One idea discussed regarding the preservation of “tribal knowledge” is to increase the number of positions held by the Council of Elders on the Board. This idea will be discussed further at a future meeting.

MSC (Mays/Roberson) to approve the changes to the Bylaws with the addition of “This section does not apply to the inaugural board members” to section 6.4.

d. Board Recruitment and Terms

Members discussed when to bring on new board members. At the January Board meeting, the Governance Committee presented a Board Recruitment and Onboarding Plan. This plan included a process for filling a vacant position on the board as well as a process for bringing on new members to increase the board membership. The board approved the recruitment of a student Board member but did not take action on the timeline for bringing on additional board members. The Governance Committee at the time was under the impression that they were responsible for continuing the recruitment process for bringing on new board members this year. Given that several Board members transitioned off the Board in November and December and the successful recruitment of four new members in January, there is no longer an urgency to bring on new board members at this time. In addition, under the bylaws, new board members starting this year would have terms that would end at the same time as the new board members whose terms began in January 2018. The Governance Committee was asked to stop the recruitment process until the board could further discuss the process.

By consensus, the Governance Committee will re-adjust the recruitment timeline to stagger terms and create a standard annual recruitment process. Members also suggested that prior candidates be contacted to seek their interest in serving on the board as well as invite them to the Umoja Conference in November.

Members discussed the skill sets required by the Board of Directors. At a previous board meeting, past board members were surveyed to identify the types of skills sets each board member had and what would be the desirable expertise needed at that time. This list should return to a future meeting for discussion and potential update.

MSC (Zardes/Jefferson) to direct the Governance Committee to create an annual recruitment cycle for bringing on new board members each January. Also, in conjunction with the Board, the Governance Committee will again create a list of the skill sets needed on the Board.

Marshall updated members on the recruitment for the student board member. There were two candidates for the position. The Governance Committee felt that both students were qualified to serve on the board, however, one student had more leadership experience. The Governance Committee recommended Andrew Washington as the new student board member. The Governance Committee is also recommending that the second student candidate, Tashawn Clayborne, serve on the Umoja Advisory Board as a student member to build his leadership experience and possibly serve on the board another time. By consensus, Adams will bring to the Umoja Advisory Board the recommendation to consider Clayborne.

MSC (Mays/Jefferson) to approve Andrew Washington as the new student Board member.

e. Board Roles and Responsibilities and Job Description

Members reviewed the draft Umoja Community Board Roles and Responsibilities. The recommended board roles and responsibilities were drafted based on Board Source recommended roles and responsibilities. Board Source is a nonprofit center that provides resources for nonprofit organizations. It is well respected in the nonprofit world. In reviewing the Umoja Community Board Roles and Responsibilities, the Board Source recommendation covered most of the roles and responsibilities of Umoja Community's policies but at a higher level with less detail. There were a few areas that Umoja Community included which have been incorporated into the current proposal.

MSC (Marshall/Zardes) to adopt the Umoja Community Board of Directors roles and responsibilities.

f. Umoja Community Evaluation

The Umoja Community Strategic Plan included a recommendation of an external evaluation to determine the effectiveness and efficiency of Umoja programs across the state. It was also recommendation by new Executive Vice Chancellor, Laura Hope. Thus, Adams reached out to the Research and Planning (RP) Group to seek a proposal for an evaluation. The evaluation would be designed to help the organization better understand the impact Umoja programs have on program participants and also evaluate the effectiveness of technical assistance, resources, and trainings offered by the statewide organization to support local Umoja programs. The RP Group is a well-respected research organization that is closely linked to California community colleges.

Umoja Community has the following research projects still pending:

- A paper written by researcher Rose Asera but not yet published was commissioned about five years ago. Adams is reviewing the paper and will recommend next steps for the paper including determining whether or not the report is still relevant and should be published.
- Umoja Community hired the Institute for Social Research (ISR) out of Sacramento State University to conduct both qualitative and quantitative research. However, because of challenges with getting data from the Chancellor's Office, the quantitative piece of the research has not been completed. ISR surveyed Umoja

students to collect qualitative research about Umoja programs. A request for them to summarize these surveys at no cost to Umoja Community will be made.

- A researcher from UC Davis has been hired to also create a qualitative report. This report is currently in progress with an anticipated due date of May 2018. Adams will follow up.
- The Chancellor's Office conducted a survey of Umoja programs. They have agreed to share the results once they have been compiled.

The board was concerned that yet again Umoja Community is seeking an evaluation when the other evaluations have not been completed. Aldredge and Adams assured the board that if we enter into an agreement with the RP Group, they will complete the evaluation. They have a great reputation in the community college system and would not want to jeopardize that reputation.

MSC (Marshall/Mays) move forward with the RP Group Phase I with the understanding that the contract include timeline, milestones, and a tangible outcome as well as include in the survey how Umoja Community programs are supported locally.

g. Educational Summit

Aldredge proposed that the Board consider holding a two-day educational summit. This event would invite some of the best minds from across the nation to join with Umoja Community to discuss ideas on creating systemic change in our institutions while partnering with other agencies and community organizations to move the organization into the next decade. The outcomes of this event would inform Umoja Community's future strategic plan. Sponsors would be sought to pay for the event including meals and travel if possible. Concern was raised that Umoja Community should stabilize before something else is launched as it would potentially drain funding and staff.

By consensus a subcommittee will be formed to work on this idea. Robinson, Jefferson, and Aldredge will flesh out the details.

h. Governance Committee Appointment

Aldredge informed members that Board member Charlens has requested to be removed from the Governance Committee because of workload and personal commitments. Aldredge requested another appointment from the Board. No action.

i. Council of Elders

The Umoja Community Strategic Plan called for training for the Advisory Board and the Council of Elders in understanding their roles and responsibilities to the Board of Directors. The Council of Elders agenda item was tabled to allow time for the Council of Elders to provide input on their roles and responsibilities to the Board of Directors.

MSC (Mays/Robinson) to accept Ernie Bridges as a member of the Council of Elders.

IV. Discussion Items

a. Strategic Plan Update

The board was updated on the implementation of the Strategic Plan and modified dates

of several items. Progress has been made in a number of areas, particularly in Area I (Organizational Governance). The report will return to the June meeting for another update.

b. Umoja Community Organization Audit

Using a trademarked tool developed by a nonprofit industry expert, Adams conducted an organizational audit of the internal procedures of the Umoja Community and summarized her findings. A report with further action regarding recommended policies and procedures will return to another meeting for discussion.

V. Reports

a. President

Aldredge updated members on discussions with the Chancellor's Office regarding the Umoja Community funding process. The organization still has not received the new funding awarded by the state legislature and negotiations and discussions are ongoing with the Chancellor's office regarding the amount Umoja Community will receive and the timelines for distribution. Colondres, Adams, and Aldredge attended the Puente training in March held in Long Beach, California. It was a well-attended event. Representatives from Puente have been invited to attend the Umoja Summer Learning Institute.

b. Transition Manager

A written report was provided.

c. Regional Coordinator Directors

A written report was provided.

VI. Minutes

- a. Draft Finance and Executive Committee Minutes

VII. New Business

- a. Succession Plan with recommendations regarding mentorship (tribal knowledge).
- b. Nondues Revenue
- c. Alignment with US Black Engineer of the Year Award

Adjourned by 2:51 p.m.

Respectfully Submitted by:
Julie Adams, Transition Manager
Judy Mays, Secretary