

Board Meeting Minutes
January 20, 2020
Claremont Hotel (Berkeley Room)

Board Members

Attending: Carolyn Burgess, Hillary Conlon, Steve Hanson, Chris Johnson, Brenda Roberts, Elizabeth Stage

Excused: Ken Cohen, Dave McGuinness, Nancy Mueller, Sue Piper

The meeting was called to order by Steve Hanson at 7:10PM.

There were no guests. We couldn't find the December 16th minutes so we tabled their approval until the February meeting. The agenda was reviewed and approved by consensus. In Sue's absence, Elizabeth took responsibility for this month's minutes.

Treasurer's Report – Brenda Roberts

The 2019 year-end total donations were \$12,383 of which \$2,355 were designated for the garden. In 2019, we spent \$13, something for a slight deficit that was due to the investment in the website. The current bank balance is \$14,946.

The 2020 expense budget will be developed by each of the committee chairs. The 2020 income from donations should be more than the \$12,000 that we raised last year because we are leaving money on the table. We all agree that the remit envelope needs to be revised, event sponsors identified, and several other recommendations from the fundraising task force that haven't been assigned to board members. Brenda will bring the 2020 budget proposal to the February board meeting for approval.

After Brenda picks up donations, records and deposits them, she has been coordinating with Sue, and in her absence, Steve, to get the thank you letters out in a timely fashion.

Brenda is working on the state charity registration that was submitted in December 2019; it was rejected and she is trying to find out why.

Brenda also raised questions about the suitability of particular expenses that she didn't think were appropriate; it was a good reminder that committee chairs must give prior approval for expenditures that are within the committee's approved

budget and expenditures that aren't in the approved budget need to be voted on by the board.

Communications Committee – Chris Johnson

Website looks good, but we're having difficulty updating it. Chris mentioned some challenges he is facing and the meeting that he's planning with David to discuss. Others chimed in that they'd like a chance to join the meeting on Thursday January 23rd at 11AM. (Chris invited others to join.)

Carolyn raised the issue of the time that's needed to upload and update the website. There was a discussion of spending money to hire someone for this purpose. Elizabeth offered to donate money for this purpose, 2 hours/week x \$15/hour x 50 weeks this year, to pay this person. She will connect with Marilyn Goldhaber for recommendations and Carolyn will serve as their contact person if she finds the candidate(s) suitable.

Garden Committee—Hillary Conlon

MLK Day had 16 volunteers from Williams Sonoma, she's pitching bees and butterflies to Salesforce, and the church group has pledged another 1000 hours in 2020. She's keeping Chevron and Insurance Industry Charitable Giving in the loop and will be approaching Genentech and Clorox as new sponsors. Brenda and Steve recommended Tora Rocha, Oakland city employee and winner of the Jefferson Award for her work on bee pollination by Lake Merritt.

Public Safety Committee—Carolyn Burgess

The next Public Safety Meeting is scheduled for February 27th; Carolyn will reach out to the Oakland Police Chief, Anne Kirkpatrick. Vegetation Management might be scheduled in the Spring when the rains are subsiding and the inspections are happening.

Annual Meeting

Annual Meeting date has been presented in the 60 or so thank you letters that went out and is set for March 19 at 6:30 PM at Hiller Highlands Country Club.

Letter went out to State Senator Nancy Skinner to talk about Climate Change and Fire Prevention; if she cannot come, Ex Mayor/Ex-Gov Jerry Brown will be invited.

Board and Officer Nominations

Chris Johnson is taking the lead on recruiting new board members. Elizabeth was asked in December to recruit Alicia Johnson, the Kaiser parent who asked the board last summer to support their efforts to keep Kaiser open; Alicia said that she would be honored to be nominated to join our board. We need to complete the slate by

February 17th so that it can be posted with the meeting agenda on the website 30 days prior to the meeting, so people should communicate their suggestions to Chris as soon as possible.

The following items need to be carried over to the next meeting:

- a. **Board Job Descriptions** – Ken sent, need to discuss
- b. **Conflict of Interest Statements on** – required on an annual basis (Steve and Elizabeth provided examples by email on January 22nd)
- a. **Possible Annual Fundraiser – at Claremont Hotel?**

Meeting Adjourned at 9:06PM

**CENTER FOR THE COLLABORATIVE CLASSROOM
TRUSTEES, OFFICERS and KEY EMPLOYEES CONFLICT OF INTEREST POLICY**

It is expected that all trustees, officers and key employees of Center for the Collaborative Classroom (CCC) will perform their duties in good faith and in the best interests of the corporation. It is further expected that trustees, officers and key employees of CCC will not engage in conduct that is contrary to the best interests of CCC or undermines our work. It is the policy of CCC that all trustees, officers and key employees of the organization scrupulously avoid any actual or potential conflict between their own respective individual interests and those of the organization.

A potential conflict of interest exists whenever a trustee, officer or key employee or a member of his/her immediate family could receive material benefits from a transaction or undertaking involving CCC. The existence of an actual conflict of interest depends upon the specific facts and circumstances in each case. If a trustee, officer or key employee has an interest that may conflict with the interests of CCC, he or she must immediately disclose the circumstances and discuss them fully and frankly with the Board of Trustees. With the permission of the Board, an interested trustee, officer or key employee may participate in the discussion of such a transaction, and his or her presence may be counted for purposes of determining a quorum. However, he or she must not vote on any resolution or motion that authorizes, approves, or ratifies a contract or transaction in which he or she may have a conflict of interest.

A conflict of interest does not arise simply because trustees, officers or key employees or members of their families are incidentally benefited as members of a class of persons entitled to benefit from a CCC transaction, policy, or program consistent with the organization's mission and accomplished in good faith.

Trustees, officers and key employees of CCC must annually complete and return to the secretary of the Board of Trustees a Declaration of Interest That May Be in Conflict. If a trustee's, officer's or key employee's circumstances change during the year in a way that causes the trustee, officer or key employee to know or have reason to believe that he or she may have a conflict of interest, he or she shall promptly disclose the potential conflict to the Board of Trustees. The trustee, officer or key employee shall not participate in or vote upon such matters until the Board of Trustees has resolved the question of the existence of the conflict.

It should be noted that the existence of a conflict of interest between a trustee, officer or key employee and CCC does not preclude the organization from becoming involved in transactions or establishing policies which may materially benefit that trustee, officer or key employee provided that the conflict is disclosed to the Board of Trustees and appropriate action is taken by CCC and the interested trustee, officer or key employee. However, failure to disclose the existence of actual,



PO Box 5844 • Berkeley, CA 94705 • www.northhillscommunity.org

potential, or preexisting conflicts of interest may result in serious consequences for CCC and the interested trustee, officer or key employee.

DECLARATION OF INTEREST THAT MAY BE IN CONFLICT

The undersigned hereby acknowledges receipt of CCC's Conflict of Interest Policy and reports that no situation in which he/she is involved could be construed as placing him/her in a position of having an interest that may be in conflict with the interests of Center for the Collaborative Classroom, except possibly the following:

Any future situation in which a possible interest that may be in conflict might arise will be reported promptly to the Board of Trustees.

Name: _____

Signature: _____

Date: _____

Position: _____