



EXECUTIVE COMMITTEE MEETING MINUTES -- Draft

January 17, 2023 | 5:30-7:00pm | Via Zoom

ATTENDANCE

ExComm Members Present

Dave Weaver (Chair)
Kat West (Vice Chair)
Kim Bandy (Secretary)
Tina Kimmey (Past Chair)

Staff Present

Nanci Champlin (Executive Director)
Lindsey Johnson (Fiscal Sponsorship & Communications Manager)
Phoebe Gildea (Operations Specialist)

Guests Present

Sharon Wynde (SEUL Board Administrator, consultant)
David Atkin, Center for Nonprofit Law
Bruce Bikle, Director, Hosford Abernethy NA (HAND)

ExComm Members Excused

Doug Waugh (Treasurer)

EXECUTIVE COMMITTEE MEETING

5:35 Call the meeting to order | Dave Weaver, Chair

5:41 Moved into Executive Session: Consultation with Legal Counsel Regarding Grievances Response

6:10 Returned from Executive Session to Regular Session

ACTION

Motion (*Dave Weaver*): Motion to adopt legal counsel recommendation made during Executive Session for board action pertaining to grievance response.

Seconded (*Kat West*)

In favor 4

Opposed 0

Abstentions 0

Result: **The motion passed.**

6:12 Review New Fiscal Sponsorship Categories and Applications

We have an emerging need that Lindsey and Nanci have observed. SEUL has received requests from organizations who have already applied for their 501c3 status with the IRS, but are awaiting response. They've already applied for a grant, so they need a fiscal sponsor in this interim period, until they've received their 501c3 determination and have transitioned. We feel we need a different category for these temporary fiscally sponsored orgs who are awaiting the determination.

The way our current fee structure works, if a grant is under \$25k, the organization is assessed a \$50 fee annually in July. For the groups over \$25k in revenue, their fee is 10% of revenue, assessed as it comes in. We feel it wouldn't be fair to take 10% off the total grant for the organizations awaiting 501c3 status, because their sponsorship would be short term.

We're proposing that we have different groupings going forward: 1. Similar to top tier, 10%, 2. Based on the volume of what they use for the grant. We would assess a percentage month by month, based on dollar volume of check requests. The proposed monthly fee would be charged at 7% if the annual revenue is under \$25k, and 10% if over \$25k.

Two organizations are in this situation:

Adulting IRL (In Real Life). They provide suicide prevention for youth of color. They applied for grant with Oregon Health Authority (OHA). We don't yet know what the reporting requirements will be, and won't know until/if they receive the grant contract. Nanci is proposing that we will approve this organization as a fiscally sponsored project conditional upon review of the OHA grant reporting requirements to ensure that SEUL can supply the financial report/s they require.

We provide our fiscally sponsored groups with transaction reports. We do not provide balance sheets, profit and loss statements and quarterly budget v actual because each organization needs to track to their own budget. Because we're a fiscal sponsor, we put funds into an account for the organization and make sure that the funds are spent on what they applied for with their grant.

Congo Peace Project is a renewal.

Lindsey said we'll need to vote on approving Adulting IRL Tonight. We may need to have an emergency executive session before the board meeting in February to vote on another project that's not yet been evaluated.

ACTION

Motion (*Dave Weaver*): To approve fiscal sponsorship applications for Congo Peace Project.

Seconded (*Kat West*)

In favor 4

Opposed 0

Abstentions 0

Result: **The motion passed.**

ACTION

Motion (*Dave Weaver*): To approve a new category of fiscal sponsorship to support groups who have both a) already applied for 501c3 status with IRS, and b) have a pending grant application. The fee structure for groups under \$25k fee would be 7% of the grant amount, assessed monthly and based on usage of grant award, and groups with grant awards \$25k and above would be assessed a 10% fee monthly based on usage of their grant award.

Seconded (*Tina Kimmey*)

In favor 4

Opposed 0

Abstentions 0

Result: **The motion passed.**

ACTION

Motion (*Dave Weaver*): To conditionally approve fiscal sponsorship application for Adulting IRL under new fiscal sponsorship category as outlined and approved above. Condition: If awarded an OHA grant, SEUL must first review the OHA grant terms to ensure that it is able to meet the reporting requirements.

Seconded (*Tina Kimmey*)

In favor 4

Opposed 0

Abstentions 0

Result: **The motion conditionally passed.**

6:44 Review Final Draft Committee Charters and Committee Updates.

Climate Justice Action Committee: Nanci presented draft charter for EC to comment on.

Tina Kimmey should be added to the Composition section as a member before submitting to the Board for approval.

Inclusion, Diversity, Equity and Accessibility (IDEA) Committee: Nanci presented draft charter for EC to comment on.

Board Development Committee: Nanci presented draft charter for EC to comment on.

ACTION

Motion (*Dave Weaver*): To advance final draft charters for Climate Justice Action Committee; Inclusion, Diversity, Equity and Accessibility (IDEA) Committee; and Board Development Committee to the full board for adoption.

Seconded (*Tina Kimmey*)

In favor 4

Opposed 0

Abstentions 0

Result: **The motion passed.**

Land Use & Transportation Committee (LUTC).

January meeting cancelled

Houselessness Action Committee (HAC).

HAC did not meet in December due to holiday conflicts. In general, the committee desires to increase actions that come from that meeting; they will be working on their committee charter in the next session. No other updates to report.

Finance Committee.

Nanci will be sharing Q2 financials in February Board meeting.

SEUL is attempting to submit the IRS 990 form (equivalent to a tax return for non-profits) earlier to eliminate the need to file for an extension.

7:04 Executive Director Updates | Nanci Champlin, ED

Programs:

- Sharon and Nanci reviewed comments on the 3 draft Vision Statements from the board retreat in November to put toward the Executive Committee at the February meeting, to further recommend to the full board at the March meeting.
- Nanci is participating in the Portland Clean Energy Fund (PCEF) roundtable for practitioners of capacity building organizations to inform their new funding guidelines for an \$8M investment over the next 5 years to programs building capacity for energy efficiency and climate justice efforts. Ultimately Nanci is looking to help organize an application for SEUL since this opportunity aligns with SEUL's programs (e.g. fiscal sponsorship and trainings).
- The Community Agreements were revised. A couple of board members who didn't attend the meeting where we discussed in November wanted to weigh in. Daniel added a principal called "WAIT" (why am I talking). This was added to the community agreements: practice the art of waiting. This will go back to the board for a vote in February.

Operations:

- The Boiler in the SEUL building broke and flooded the basement level (conference room, offices, storage spaces shared with community partners). A restoration group installed dehumidifiers and fans. An insurance adjuster was assigned. Baseboard heating has been damaged. Walls have been assessed for damage, it was confirmed the walls do not have asbestos, but we're still awaiting confirmation of whether the floors and walls have potential for mold damage. Carpet and walls may need to be replaced. There is asbestos in the glue under the carpeting, which would have to be addressed. SEUL may look to apply for a grant or use building reserve funds to install localized heating/cooling solutions at the basement level that are energy efficient. Energy Trust no longer has incentives to convert from gas to electric. It would be about \$25k to install heat pumps. Upstairs spaces are now accommodating previous basement tenants. Renting vacant office spaces is on hold.
- There was a leak on the roof, due to some leaves in the downspouts. We're getting that issue addressed.

Finances:

Grants we are applying for:

Digital Lift Technology Grant (up to \$1000) to reimburse organizations for technology use

Collins Grant: capital expenditures funding (to support capital property or equipment investments or costs). LOI is due later this month.

- Metro Investment and innovation grant for waste reduction efforts: Bureau of Planning & Sustainability wants to collaborate in this application to potentially finance reusable community event resources (durable picnic supplies, etc.) that SEUL can lend out to community groups to reduce consumption. We have a history of supporting share economy efforts including being the fiscal sponsor for SE Portland Tool Library and SE Kitchen Share.

Nanci will share back out in the board packet.

7:23 Set Agenda for February Board Meeting (Dave/Nanci)

- Executive Session: on grievances response.
- Presentation on Portland Engagement Project
- Adoption of Committee Charters
- Adoption of Updated Ground Rules
- Learning topic: Open Meetings (pending time needs for above items, may be pushed to March Board Meeting)

7:26 The meeting adjourned.

Next Executive Committee meeting: Tuesday, February 21, 2023, 5:30–6:30pm, via Zoom.

Minutes Approved (Date) 3/16/2023 _____

Secretary Signature  _____

FISCAL SPONSORSHIP PROGRAM: TIERS & ADMINISTRATIVE FEES

FISCAL SPONSORSHIP LEVEL	TIER I Grant Fiscal Sponsorship Organizations that receive fiscal sponsorship services from SE Uplift in order to qualify and receive a SE Uplift grant ONLY. This level does not permit additional fundraising beyond the SE Uplift grant.	TIER II Full Fiscal Sponsorship Organizations or groups that seek the ability to apply for funding such as through grants, contributions, and in-kind donations but whose funds raised are less than \$25,000.	TIER III Full Fiscal Sponsorship Organizations or groups that seek the ability to apply for funding such as through grants, contributions, and in-kind donations but who raise \$25,000 or more in funds.
ACCOUNT BALANCE	Amount of SE Uplift Grant Award	Less than \$25,000	\$25,000 or more
ADMIN FEE	\$0	\$50/year (assessed annually)	Once revenue reaches \$25,000, a 10% fee is assessed on income as it is received. No fees on revenue exceeding: \$150,000 (2022-23 FY) or \$250,000 (2023-24 FY onward)

Fiscal Sponsorship **RENEWAL** at SE Uplift: Congo Peace Project **(Tier 1)**

Mission: To fight for educational and menstrual equity in the DR Congo.

Bookkeeping Line items: General Funds

Types of Fundraising: Grants, in-kind donations of good and services, financial donations

Expected fundraising amount: Under \$25,000

Planning to apply to become a 501(c)(3): No

History: Active for 4 years

Events:

Fundraising Dinner – August 2023

Congolese Youth Soccer Tournament – September 2023

Congo Action Summit – December 2023

Social Media:

<https://www.instagram.com/congopeaceproject>

<https://www.facebook.com/congopeaceproject>

https://twitter.com/congopeace_

Fiscal Sponsorship **NEW** at SE Uplift: Adulting IRL

Mission: Reduce the rates of suicide behaviors amongst youth and young adults by providing culturally relevant, specific, and responsive Youth Peer Support that addresses the mental health and wellness needs of the BIPOC and LGBTQ+ communities.

We Believe In:

1. Restore youth and young adults' belief in their strength, power, and love for themselves.
2. Teach youth and young adults social and emotional skills and how to apply them in real-life situations.
3. Support adult allies to create opportunities for youth and young adults to practice these skills.
4. Incorporating holistic practices such as workforce training and development, suicide prevention and intervention services, and culturally responsive consultations.
5. Staying a Peer-Run organization.
6. Paying our workforce competitive and sustainable wages, making sure staff members have access to comprehensive benefits, and providing funds to secure culturally specific services as needed.

Bookkeeping Line items: General Funds, has applied for an OHA grant (\$1.5 million)

Types of Fundraising: Grants

Expected fundraising amount: Over \$150,000 (\$250,000+)

History: Active for 3 years

Planning to apply to become a 501(c)(3): Has applied / status pending with the IRS

Website: <https://www.adultingirl.com>