

## **Minutes of the LifeRing Board of Directors Meeting held on March 13, 2022**

### **Call to Order / Introduction of Members of the Public:**

It was determined that a quorum of board members was present and the meeting was called to order by Sue Betts, Board Chair at 9:00 am PDT. Board members present were: Steve Gonzales, Treasurer, Lorraine Hull, Secretary, Mary Beth O'Connor, Chris Smith, Paula Gillen, Lisa Swing-Corney, and George Gidora.

Non-board members in attendance included: Robert Stump, Executive Director, and Michael T., LifeRing Convenor. Mark F., LifeRing Convenor and Committee Member joined later.

### **Minutes and P&L Reports:**

Lisa made a motion to approve the February board meeting minutes. George seconded the motion. All approved with no one opposed.

Chris made a motion to approve the P&L Statement as written. Steve seconded it and all were in favor.

### **Old Business:**

#### ***Appointment to Open Seat on LSR BOD***

Lorraine brought up the email sent previously to review proposing the appointment of Casey Cannizzaro to the currently vacant board seat. Sue made a motion to approve, Mary Beth seconded it and all were in favor of Casey's appointment.

#### ***Budget Review For 2022 [BOD Finance Oversight](#)***

Steve shared a new proposal for his thinking behind the way we manage finances a little differently than other topics. There is a fiduciary responsibility around the finances. Combining his experience with the board for years and thinking about how to make it easier, while still satisfying transparency expectations. Any member of the public can ask for a deep dive into our finances. The P&L shows every transaction. When the board has a discussion around specific details we would go into a closed session around that. Donations, other income, expenses, other expenses, surplus, and/or deficit. There are very few reasons for closed sessions. It is a normal thing that other nonprofit boards do. Closed to the public but on record vs. executive only topic in the minutes.

Mary Beth views that approach as inefficient and does not see the value in it. Lorraine favors the plan and structure that Steve's proposal includes due to the

feeling and appearance of prior challenging discussions. Lisa asked if there would be a closed session every meeting. Steve said yes. Chris asked about how this fits into the meeting format. It would be board agenda, public comment, then a closed session and executive session only when required. Steve made a motion to approve and Lorraine seconded it. Sue, Chris, Lorraine, Lisa, George, and Paula were in favor. Mary Beth opposed.

### Budget and Funding Requests

Steve stated that during his time on the board, LSR hasn't really budgeted annually. He proposed beginning to budget quarterly. Defining a regular process where there could still be an out-of-cycle (quarter) ask. It would include a high-level description of what is needed to request funds. The request goes immediately to the Finance Committee instead of straight to the board. Steve asked for suggestions/questions/thoughts about this.

### Comments/Questions:

The Finance Committee could guide the requestor. Review the submission and then share allowing preparation before the board vote every three months. At that time we would proceed with an up or down vote. This also allows for a review process to answer: Did it go as expected, and was the money spent the way it was intended to be spent?

Lisa is in favor of the process because most of the discussion is already worked out.

Mary Beth cited the rule that the board approves new recurring expenses one time.

Robert mentioned the rule that is already established of allowing the Executive Director discretion to spend \$250.

Sue asked about disputes during the review period. Is there an override option? Can the requestor go directly to the board after following the procedure? Yes. The next budget request period will not be until June but one-off requests would be addressed until then.

Sue made a motion to approve the plan as edited. Steve seconded it and all were in favor.

### ***LifeRing Trademark Costs and Usage Rights***

Mary Beth proposed forming a workgroup to review and present findings at the next board meeting. This avoids extensive discussion here. The workgroup convenes and

brings suggested solutions to the board when ready. The workgroup will include Mary Beth, Lisa, and George.

### ***Authorized Signer for Checking Account / Credit Card***

This has not yet been updated but Steve said it will be. Now that COVID passed allowing outside activity perhaps he'll be able to go to the bank.

### **New Business:**

#### ***Strategic Planning – Workgroup*** [Strategic Planning 2020](#) – [SWOT Analysis 2022](#)

Lisa shared that this is looking at the big picture of where the organization is. Starting with the SWOT analysis that the board completed in 2020, then adding, refining, and sending to all board members for feedback. Lisa screen shared the new results. The SWOT is the foundation or first step in a strategic plan for LSR. Everyone will be asked to rank each item as 1-Very Important Now, 2-Important Now, 3-Not Important Now. Then the items will be grouped by level of importance based on the mode (the most common number). There will be a Special Board Meeting set to determine LSR's one, three, and five-year plans.

#### ***Strategic Planning Meeting*** – [BOD Availability](#)

Lisa will send a Doodle sign-up link to identify the days and times that each board member is available to attend. This is planned for the week of March 20<sup>th</sup>. Everyone, please complete.

#### ***Annual Report 10.4.6 – Workgroup*** [Annual Report 10.4.6](#) – [Workgroup](#)

Lisa put together a scratch pad or thought-gathering document to help the annual report committee insure to cover all suggested topics. Still seek members to prepare this document for the annual meeting. Please consider joining this group.

#### [Conflict Resolution & Complaints Policy](#)

Lorraine asked for responses to this draft policy. A couple of concerns were raised about section 1.1 which encourages the complainant to attempt to resolve the situation on their own. That language should be softened for individuals who are uncomfortable attempting to resolve on their own.

If it is a member-to-member or interpersonal conflict, allow the convenor to resolve the issue.

What should a convenor do to resolve the concern? Define the process.

George asked, What is the tipping point when the complaint goes to the board? Mary Beth stated the board should be informed of all complaints received (2.5).

Lorraine will revise the document to address these points.

### [Meeting Attendance Verification Practices](#)

Sue described the current process and suggested the revisions indicated to the practice that Melly currently follows.

Mary Beth stated it is important to give a reasonable time limit. The first sentence says the attendee must submit within 24 hours, but then it gives a one-week option later. The goal of changing it is to prevent gaming our system, ex: simultaneous meeting attendance. Also requires a 15 minute minimum of presence.

Questions about convenor involvement, and how much time a person spent in the meeting.

Only question/look into suspicious samples. Looks for a screen name and plausible matches.

Certain meetings get a reputation for giving verifications to anyone. This could lead to illegal prohibitions of accepting LSR as a court-ordered option.

### ***Web Crawling and Cold Calling Contacts***

The question is whether or not we can ethically use the emails that would be generated this way. Google allows mass emails to groups from lists like this. Writing an email to them and giving the recipients opt-out options meets Google's mass mailing guidelines.

Mailchimp creates a permanent record of everyone who ever opted out. Steve said it compares to this service already paid for. The US is fine sending emails even if someone has not opted in. That is no violation of the laws. It's only if someone keeps doing it that it could violate the CAN-SPAM Act.

(Steve managed PayPal's email system for over a year.)

Connections to the LSR professional landing page could be made using this.

Sue made a motion to approve moving forward and Lorraine seconded it, All approved to use it with no opposition.

### [Registrar of Voters Responsibilities – Bylaws 9.9](#)

Mary Beth is shepherding the bylaw proposals. Robert volunteered to be the Registrar.

Lorraine made a motion to accept Robert as the Registrar of Voters, Sue and Lisa seconded it, and all were in favor.

***Annual Congress – Election Guidelines: Voting Additional Information:***  
[Timeline](#) & [Congress Menu](#)

Mary Beth is following up on the Bylaw discussion from last time regarding the option to pay the executive director. Cooley suggests changing the language in 11.5 from officer to Treasurer and Secretary allowing the Executive Director to be paid. The option to pay all officers was discussed.

Article 11.5 of the Bylaws states all officers shall serve in their roles without compensation.

Cooley advised that the Articles of Incorporation do not apply here. There is no inappropriate personal benefit. The clause was likely included in case of a spouse being paid over the market rate.

Proposed moving forward so that the Executive Director may be paid. Adding other positions would create the appearance of concern to members to start paying a lot of people.

***Committees – Detailed in the Quarterly Status Report***

All reports were updated.

**Adjournment of Board Meeting**

With no further business topics requiring discussion, Lorraine made a motion to adjourn and Sue seconded the motion. All were in favor with no opposition to adjourn at 10:45 am PDT.

**There was no Public Forum**

Steve made a motion to reopen the Board Meeting for the closed finance discussion. Lisa seconded it and all approved.

The forecast shows two tables comparing YTD next year without the PPP. Excluding that one-time payment, spending is slightly above what we have even with donations. Calendar-wise, we will likely have a June/July fundraiser and another in Nov/Dec. As the Treasurer, that reality has to be expected.

Recurring donations would need to be \$1500 to eliminate the deficit, assuming no unexpected expenses.

The Website and Trademark(s) are foreseeable one-time expenses. We could accrue projected future expenses when we learn what they are. Plan to add the reserve balances to the budget/forecast summary.

Sue requested that an alert-type system ensue whenever dipping into reserve funds becomes necessary. Steve agreed.

Sue made a motion to adjourn and Steve seconded the motion. All were in favor at 10:59 am PDT.

Submitted by Lorraine Hull  
LifeRing Board Secretary  
April 6, 2022