



## **SGCA Regular Board Meeting Minutes August 8, 2024**

**I. Opening Items**  
**A. Record Attendance**

The following Board Members were present at Rollcall:

- o Janeal Cimino
- o Rose Faramarzi-Rad
- o Bob McGuire
- o Glad Donahue

**B. Bob McGuire called the meeting to order at 6:35 PM.**

**C. Approval of the Agenda**

Janeal Cimino made a motion to approve the Agenda.  
Rose Faramarzi-Rad seconded the motion.  
Rollcall vote was taken. The motion passed unanimously.

Gloria Maxwell joined the meeting at 6:39 pm.

**D. Public Comments:**

Bob McGuire read a statement about public comments and the chat function was disabled after the public comment period.

Who spoke	Subject Matter
No Public Comments	

**E. Approval of Board Meeting Minutes:**

**i. Regular Board Meeting June 13, 2024**

Janeal Cimino motioned to approve the June 13, 2024 minutes with the corrections to the spelling of Janeal's name.

Glad Donahue seconded the motion.

Rollcall vote was taken. The motion passed unanimously.



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### **II. Governance**

#### **A. Discussion and Potential Action on the Board Meeting Stipends**

Kevin Davis shared that it is legal for the board to receive stipends as a non-profit in the state of California. However, the flip side to this is that the non-profit public benefit law provides a lot of protections if you do not receive compensation. These protections are baked into the law if they are not compensated. There is also Directors and Officers Insurance that provides insurance coverage to the directors and officers as long as you are acting in good faith. The IRS looks at non-profits and how they are compensating their directors, officers, executives and if they are being compensated fairly. The IRS process for making sure that compensation is fair by doing a compensation study. The overwhelming majority of non-profit board members are not compensated. In the education space, it is even more nuanced due to conflict of interest laws. SGCA is not a school and the conflict of interest laws do not apply, but SGCA does work in the educational realm. Some non-profits can pay a per-diem rate to cover the costs of attending the board meeting, which is different from a stipend.

Bob McGuire shared when the board was originally formed there was no compensation or stipends for the Board of Directors. It was later brought forward that it was permissible to receive a stipend. There was a discussion about the limit from the protections from the state, but the board decided to move forward given the protections that were provided by the Directors and Officers Insurance. As new board members were brought on, they were brought on with the understanding that they would be receiving a stipend. Bob is in favor of keeping the stipends.

Rose Faramarzi-Rad shared that she agrees with Bob McGuire. There has been a lot of work that has been done by the Board members. The important part is to make sure that the compensation is considered fair for the work that is being done.

Glad Donahue agrees and spoke about the possibility of downsizing the board to three people given that the CSO is much smaller this year than in previous years. Glad Donahue shared that she could go either way with receiving a stipend or not receiving a stipend.

Janeal Cimino is torn and conflicted. There was a lot of work this last year, but the hope is that things will settle down and move forward. Janeal feels that things like



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this are very litigious topics and things are very litigious in today's society. She asked if there was a way to move to a reimbursement model.

Gloria Maxwell asked about how this discussion came up to the CSO from the schools. It was explained that the schools had a discussion about this topic given they are an educational agency and have other laws that apply to them.

Bob McGuire asked about a reimbursement model, and if being reimbursed for things like costs to attend would be a better way to go. Kevin Davis shared that per-diem rates can be an average of costs for things like internet and other items needed.

Glad Donahue asked Matt about the costs spent each year on the stipends. Matt shared that it was about \$12,000 a year. Glad Donahue shared that she agrees that the optics can be a little strange at this time. She shared that she thinks her local school board does not receive compensation and they meet much more often than they do at the CSO.

Gloria Maxwell discussed that other school board members go to trainings and other items.

Rose Faramarzi-Rad shared that \$12,000 a year on board meeting stipends does not seem like too much given that things like staff appreciation gifts and other items are purchased.

Glad Donahue asked if the board could look at compensation on their own. Kevin Davis shared that board members could look at the 990 forms that are on the IRS website. Reimbursements are not listed there.

Bob McGuire asked Bryanna Brossman and Julie Haycock if they could work on gathering information from the 990 forms. Bryanna Brossman shared that she is happy to help with this, it just may take some time to find non-profits like ours to look at the 990s.

Julie Haycock-Cavender shared that she believes that this coming year is going to look very different. The organization is much smaller and many items have shifted back to the school. It is possible that there may be less of a need to meet as often given that things are getting smaller.



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Gloria Maxwell shared that if downsizing the board could be a way to help alleviate the costs, she would be willing to consider that.

Janeal Cimino motioned that we table the discussion about Board Meeting Stipends and in the interim we have Bryanna Brossman do some research on the information about 990s and to bring that information forward by the end of the calendar year.

Rose Faramarzi-Rad seconded the motion.

Rollcall vote was taken. The motion passed unanimously.

### **B. Discussion and Potential Action on the Board Officer Elections:**

#### **i. Board President / Board Chair:**

Glad Donahue nominated Janeal Cimino to serve as the Board President. Janeal Cimino shared that she would be willing to serve in the role as Board President and accepted the nomination.

Rose seconded the motion.

Roll Call Vote Was Taken:

Janeal Cimino - Abstained

Rose Faramarzi-Rad - Aye

Bob McGuire - Aye

Glad Donahue - Aye

Gloria Maxwell - Aye

#### **ii. Board Secretary**

Janeal motioned to appoint Glad Donahue to another term secretary.

Glori Maxwell seconded.

Roll Call Vote Was Taken:

Janeal Cimino - Aye

Rose Faramarzi-Rad - Aye

Bob McGuire - Aye

Glad Donahue - Abstained

Gloria Maxwell - Aye



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### **iii. Board Treasurer / Board Chief Financial Officer**

Rose Faramarzi-Rad motioned to nominate Bob McGuire. Bob McGuire shared that he is not interested in serving in the role as Board Treasurer. Glad Donahue asked if Rose Faramarzi-Rad was willing to serve in the role of Treasurer as she would like to nominate Rose. Rose Faramarzi-Rad asked about the position and the time commitment. Janeal Cimino shared that the job is important as a second set of eyes, but that things are getting smaller given the change in size of the CSO.

Roll Call Vote Was Taken:

Janeal Cimino - Aye  
Rose Faramarzi-Rad - Abstained  
Bob McGuire - Aye  
Glad Donahue - Aye  
Gloria Maxwell - Aye

### **III. Director's Update**

#### **A. CEO Report – Julie Haycock-Cavender**

Julie Haycock-Cavender shared that things have been busy over the summer.

- Julie Haycock-Cavender shared that there were a lot of items that took place over the summer related to the transition. She thanked the schools administration for all of their support in helping the staff moving back to the schools.
- Pictures from the move were shared about the moving process to the new buildings. The only team left in the CSO is the lending library team, but there are other teams that are housed in the CSOs office space such as records and technology. Janeal asked about how the staff is feeling safety wise at the new office. Julie shared that the staff is very happy with the new location. Bob asked about parking at the new library, and Julie shared there are a lot of spaces available. Alexis Macias shared that they are working with the building to see if we can get designated parking spots for SGCA and for the lending library van.



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- Julie Haycock-Cavender shared about the 403b program that the CSO is working with given the size of the non-profit and the fact that the CSO does not have access to STRS. The 403b program will be sending information out to the staff next week.
- Julie Haycock introduced the new Office Manager, Alexis Macias. Alexis shared she is very excited to be working for Sequoia Grove. Julie Haycock shared about the new manager of operations and the hiring of new library drivers and assistant.
- Bryanna Brossman spoke about possible board training for the CSO and what direction the Board of Directors would like to go such as being in person versus online. Rose shared that doing it in person training could be positive. Julie suggested sending out a survey to the board members to gather information about the best time to hold the training.
- Glad asked about the check issues. Julie shared that it is still not yet resolved, but should be very soon.
- Bob asked about the cost of moving. Julie shared it was quoted at \$21,000 and she shared about all the items that were included in that price.
- Bob McGuire asked about the hiring of the new library staff and the impact that would have on the time for library items. Julie Haycock shared that it would speed things up for the families. Janeal Cimino gave a huge shout out to the library staff and the work they have been doing to keep the library up and running even short handed.

### **IV. Finances**

#### **A. Budget Update - Creative Back Office**

Matt Butler with Creative Back Office presented a budget update. Matt started by reviewing the end of the year numbers . He shared that things are not quite all closed out, but we are seeing where the dust is settling. There was a year end balance of \$76,261.48 but there are still items that are not settled yet. The end of the year Cash on Hand is \$478,284 but there are some things that are contributing to these high numbers including the pending accounts payable and pending payroll. Matt shared there are a lot of moving parts with the cash as it is tied to the CSOs



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and the schools accounts payable.

Matt also presented on the Balance sheet and check registrar and shared that this is something he wants to bring to the board every month so they can get a very complete picture of cash flow in and out.

Glad Donahue asked about the zoom check being over \$100,000. Matt explained that there are certain items that are paid in one lump sum through the CSO and this zoom payment is for the zoom accounts across all the schools and sequoia grove. Jenell Sherman also shared that this zoom account includes each employee's phone number as well, and it is cheaper to combine the schools and the CSO in items like this. Julie Haycock-Cavendar shared that the new business manager helps with breaking out individually the billing and costs to each of the schools for these combined payments.

Gloria Maxwell expressed appreciation for the transparency about the costs that come through the CSO.

### **V. Closing Items**

#### **A. Board of Director's Comments & Requests For Future Agenda Items**

Gloria Maxwell thanked Bryanna Brossman for helping her get onto the meeting today.

#### **B. Announcement of Next Regular Scheduled Board Meeting**

Bob McGuire announced that the next regular scheduled board meeting was on September 12, 2024 at 6:30 pm.

#### **C. Adjourn Meeting**

Janeal Cimino motioned to adjourn the meeting at 8:18 pm.

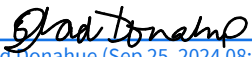
Glad Donahue seconded the motion.

Rollcall vote was taken. The motion passed unanimously.



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Noted by:

  
Glad Donahue (Sep 25, 2024 08:39 PDT)

Board Secretary









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Final Audit Report

2024-09-25

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-  Document emailed to g.donahue.board@sequoiagrove.org for signature  
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-  Email viewed by g.donahue.board@sequoiagrove.org  
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-  Signer g.donahue.board@sequoiagrove.org entered name at signing as Glad Donahue  
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-  Document e-signed by Glad Donahue (g.donahue.board@sequoiagrove.org)  
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