

Implementation Committee (IC) Meeting Minutes
Tuesday June 26, 2018 5:30PM – 7:30PM

Attendees: Ed Donaldson (ACCE); Magaly Fernandez (SCLC); Dr. Veronica Hunnicutt (CAC); Angelo King (PAC); Alise Vincent-Sakim (FIA); Lashon A. Walker (MD)

Guest: Tom Ryan (SFLC)

Staff: Landon Williams, Melanie Jimenez, Adèle James

MEETING OPENING

Group voted to have Alise be interim Chair until Dr. Hunnicutt arrived. Alise was nominated by PAC and seconded by ACCE. The Chair called the meeting to order at 5:35PM.

REVIEW & APPROVAL OF MAY 2018 IC MEETING MINUTES

Chair requested that moving forward, Pastor Cownan's name be removed from IC as he is no longer serving on the Committee.

- Motion by Chair: to change date of notes to indicate that minutes were from May and not April with PAC providing motion and ACCE seconding motion.
- Motion to Approve Minutes: provided by PAC and seconded by ACCE.

Conclusion: Motion to approve 5/18 IC Minutes was approved with all in favor, no oppositions and no abstentions.

SUBCOMMITTEE REPORTS

WORKFORCE SUBCOMMITTEE

Focus of the Workforce Subcommittee presentation was informational and to share their next steps as discussed with consultant, and did not require a formal resolution.

Proposed Grantmaking Process

Meeting will be held with grantees to discuss scopes of work for grant agreements. Terri Feeley will meet with grantees to convey IC concerns. Mid July will invite grantees to send in documentation to Committee and the San Francisco Foundation (SFF). Will follow process set up when funded groups initially. Early August Subcommittee to get recommendations from SFF and then draft formal recommendations to be discussed by IC. In mid-August Subcommittee will present formal resolution/recommendation for funding by IC. Mid-August to September SFF will work with grantees to get them into Foundation grant cycle, provide grant award and cut checks consistent with IC vote.

Next meeting of the Workforce Subcommittee was held on Tuesday July 3, 2018. Members of IC can attend and provide input.

HOUSING SUBCOMMITTEE

Committee discussed the D10 Benefits Cooperation. Went through and completed unfinished components of the bylaws. Attorney attended last Housing Subcommittee meeting. Issue raised by CAC that it is imperative to have the housing consultant present at IC Meetings in order to complete work/have traction. Sample properties for consideration of purchase were passed on by CAC to consultant to assess.

Status of LLC Filing: The D10 Benefits Cooperation LLC application was submitted to the state. Bylaws presented to IC at the meeting include the attorney's recommendations.

Composition of D10 Benefits Cooperation Committee: Agreed to recommendation of 7 people on the Committee with 2 seats vacant for labor and the developer. Suggested that terms might be 1 or 2 years. The 7th member of the Committee could pick their representative to the Committee but the first time the representative would be vetted by the IC.

Corrections to Bylaws Based on 6/26/18 IC Meeting Feedback:

- p. 1 -- Need to figure out what address to send mail to. Can't use SFF address for the LLC as the SFF CFO indicated this puts SFF at risks. Was suggested that group look into a P.O. box via UPS. Adele to follow up with Thor so he can check with attorney about if use of a P.O. Box is permissible.
- Section 5 page 4 -- Will fill in that annual meetings will be in July at beginning of each fiscal year which will be July 1 – June 30. (page 14 answered that questions).
- Page 15 article 14 -- Corporate seal will be left blank and the nonprofit will address this issue.
- Page 18 -- Word "resolution" is in all caps and misspelled

Key Bylaws Discussion Points:

- As per Landon, IC doesn't need to submit bylaws at time of incorporation.
- IC representatives can be members of the Benefits Cooperation Committee as long as the IC adjourns its meeting and then the Cooperation officially begins its own meeting. IC business and Cooperation business must have separate meetings, designated times, meeting notes and financial accounting. There may be no direct comingling of activities and as per the attorney, separate bank accounts and documentation are needed.
- The board of the D10 Benefits Cooperation must convene its first meeting in order to pass the bylaws. Intention of bringing bylaws to IC was to provide an opportunity for conversation about how best to frame them.
- IC has already determined that the D10 Benefits Cooperation Committee would have representation from the organizations that comprise the IC and not the actual IC members themselves. IC members have already begun to identify individuals from their organizations to serve on the Benefits Cooperation. Dr. Hunnicutt will find another CAC member to serve on the nonprofit board in order that Dedria can be her alternative.
- IC would like to have nonvoting members on the Benefits Cooperation Committee.

Conclusion: FIA made motion to approve changes made to bylaws. CAC approved and PAC seconded the motion.

Action Items:

- Update/notes to IC Meeting will be provided to Housing Consultant who will get input from attorney regarding questions from the IC. Bylaws would then go to the Housing Committee for finalization/ approval.
- Once bylaws are approved, Housing Subcommittee would develop a timeline for establishing the Benefit Cooperation Committee, and achievement for other key milestones.

Final Discussion

- CAC strongly encouraged IC to keep at the for front what else needs to happen in order to keep moving the 501c3 and LLC established and running.
- MD noted that having legal council helped move the IC forward in their understanding of what questions they needs to address in order to keep the 501c3 and LLC processes on track.
- MD shared that Rudy Gonzalez, the new ED of SF Labor Council has requested a visit with the IC. said that he would like to visit the IC.

IC 6/26 Meeting Conclusion: ACCE made a motion to adjourn, that was seconded by CAC and approved by all.