

BOARD OF DIRECTORS MEETING

Teleconference via Zoom

December 11, 2022

Meeting Minutes

Directors Present: John Lee Evans, Dan Baker (Ex Officio). James Baldwin, Carla Brown, Bridget Davis, Kevin Elliott, Kristina Owens, Sue Forster-Cox, Malorie Jones, Chip Levengood, Gretchen Upholt, Albert “Beto” Whitaker, Jeffrey Janis, Michael Roman and Faith Van Gilder

Directors Absent: None

Staff Present: Joel Rubin and Julie Bilderback

Meetings begins: 7:04 p.m. ET

CALL TO ORDER – John Lee Evans – Board Chair

CONSENT AGENDA

MOTION 1: The NPCA Board of Directors approves the consent agenda

Sue Forster-Cox motions. Seconded by **Kristina Owens**. Motion approved

Board Chair Report – John Lee Evans

- Led a tribute for Mary Broude
- Emphasized that NPCA will continue to counter narrative that it will be closing
- Highlighted that the staff has continued to work hard during this challenging period
- Highlighted that the board is focused on moving forward
- Priorities is to focus on the mission which includes advocating for Peace Corps and Pillar 3
- Thanked Dan and recognized that he is wearing several hats

Interim President’s Report – Dan Baker

- Has focused on fundraising and has been working closely with the finance committee to address 2022 deficit and prepare a balanced budget for 2023
- Optimistic about meeting the NPCA fundraising goal. Currently at about 50% achieved. Final report will be available at the year end
- Giving Tuesday is currently 1/3rd less than 2021 level
- Funding opportunities –

- Renewed - The **Open Society** renewed their funding which will be used to support the affiliate group strengthening
- New partnership - **More Perfect** will be providing support that focuses on Sustainable Democracy
- Staff reduction - 7 positions have been eliminated and or lapsed from the beginning of 2022: Vice President, Continuation of Service, Development Director, Director of Finance and Operations, Director of Strategic Communications/Wordview Editor, Executive Assistant, Membership Coordinator.
- Acknowledged the increased workload due to staff reduction and confirmed that it is not sustainable
- Advocacy team - Supported Carol Spahn nomination and reauthorization act
- Peace Corps has requested that NPCA support recruitment

Treasurer's Report and Finance Committee Report - James Baldwin

Action items-

- Presentation of 2023 budget and investment policy for approval
- Presentation of audit, past expenditures, and current budget
- Audit for FY2021 – The audit was clean BUT there was a small challenge with unrestricted funding because donation was less than expected

MOTION 2: The NPCA Board of Directors approve the 2023 balanced budget "Scenario 2"

Committee motioned. Seconded by **Chip**. **Motion approved.**

Votes - 13 In favor, 0 Opposed and 0 Abstention

MOTION 3: The NPCA Board of Directors approves the Investment Policy

Finance Committee motioned. **Getchen Upholt** seconded. Motion approved.

Votes - 13 In favor, 0 Opposed and 0 Abstention

Fundraising Committee Report - Faith Van Gilder and Malorie Jones

- Met every other week
- Revised the committee charter
- Provided guidance to ICEO
- Helping to plan Shiver meeting

Discussion point – Where or not to increase the minimum amount for the Shriver Circle in January 2023 and if so how much. There was feedback that while the board is supportive there was feedback on timing.

No action will be taken during the month of December because it may cause confusion. **Action point** – The fundraising committee will continue to discuss the Shriver circle increase, desired % increase to come from this source and the roll out of the new amount, including presenting it at the Shriver Circle meeting

MOTION 4: The NPCA Board of Directors votes that fundraising committee with support of the finance committee will talk to the Shriver circle about raising the amount, % of the budget this will cover and the rollout

Votes - 14 In favor, 0 Opposed and 0 Abstention

Governance Committee Report - Chip Levengood

- Committee discussed process for whistleblower and reorganized the chain of how it should be addressed
- Changes did not make the board book so the ICEO shared his screen so board could vote on the whistleblower policy
- Recommendation to honor Mary Broude

MOTION 5: The Governance Committee recommends the approval of the Whistleblower Policy.

Chip Levengood moved. **Bridget Davis** seconded. Motion approved.

Votes - 13 In favor, 0 Opposed and 1 Abstention

MOTION 6: The Governance committee recommends bestowing the title Director Emerita to our late friend and fellow Director, Mary Broude, in recognition of her dedicated service to the Orange County Peace Corps Association, the Friends of Korea, NPCA, and to the significant contributions to the ideals of Peace Corps service.

Governance committee moved. **Michael Roman** seconded. Motion approved.

Votes - 14 In favor, 0 Opposed and 0 Abstention

Governance Reform Sub - Committee Report- Kristina Owens

- Described the governance reform work that the subcommittee is working on

- Present the draft CEO Evaluation work

MOTION 6: The NPCA Board of Directors approve the CEO Evaluation process, engagement survey and a process to have confidential meetings

Votes – No vote was taken. The was tabled and will be done electronically once revisions are completed. It will be voted on be completed before the next board meeting

- Issues to be addressed before the vote are establishing a timeline for the performance plan, inclusion of language that links compensation increases to performance and revisions to the language regarding managing grievance associated with the CEO

Affiliate Group (AGNC) - Kristina Owens

- EGN forum positions filled
- Strategic plan is being completed
- Meeting on a monthly basis

CEO Search Committee Report - Jeffrey Janis

- The committee met twice
- Agreed that the CEO search be put on hold, and shift to supporting Dan
- They have planned the staff holiday party
- Announced that the committee is open to everyone

Board Task Force Updates –

● **DEI/Culture – Albert Whitaker**

- Charge of the committees is to evaluate the operations of NPCA using a DEI lens
- Members: Beto (Chair) Michael, Kristina, Evelyn. Carla, John and Dan
- Recruitment is underway for new committee members up to 9
- Advisory group that will meet 2x a year

New Business/Other – Nothing proposed

Executive Session started - 9:26pm

Motion to adjourn by John Evans. **Seconded** by Dan Baker.

Adjournment – John Evans

Meeting adjourned at 10:06 p.m. ET.

Respectfully submitted,

Carla Brown-Ndiaye, Secretary