

ARC Board Meeting

7/21/2020, 12:00pm-2:00pm, Zoom call

ATTENDANCE:

Board: Jonathan Hartung (President), Kyle Vixie (VP), Vinita Gupta (Treasurer), Frana Milan (Secretary), Vic Roberson, Dennis Cook, Michael Cuadra, Bernardo Ruiz, Heather Van Nuys, Caitlin Doughty, Leon Preston, Justin Umagat, Nathan Mumm, Brad Wilken, Payel Vengalil, Kyle Serikawa, Terry Holme (ex officio)

Excused: Jackie Mitti, Jonathan Granby

Guests: Judy Tangen, Judy Andrews, Justin Cutler (SPR)

Staff: Bill Keller, Jackie Jainga Hyllseth, Debbie Barnes, Sonia Doughty, John Bray, Sebastian Wilson

MINUTES

Agenda:

TOPIC	NOTES
Welcome & Introductions Determination of Quorum (10 out of 18) Native Land Acknowledgement Consent Agenda <ul style="list-style-type: none">• Approval of Consent Agenda• including:<ul style="list-style-type: none">○ July Meeting Agenda○ May Meeting Minutes Review goals for today: <ul style="list-style-type: none">• Nomination & Approval of Committee Chairs• RESJ Task Force Presentation• By-Laws and Articles of Incorporation Adoption• SPR Update• Financial Update	<ul style="list-style-type: none">• Jonathan H. called meeting to order at 12:03 PM• It was determined that a quorum was present Meeting minutes - May <ul style="list-style-type: none">• Note of correction: Reference in the financial update of the Directors' report that states that accounting provides data to Vinita (treasurer) is incorrect and will be removed now and in future reports Consent Agenda <ul style="list-style-type: none">• Motion to approve: Vinita• Second: Kyle V• Motion passes – unanimous
Public Comment	No public comment today.
Nomination & Approval of Committee Chairs	<ul style="list-style-type: none">• Nominated committee chairs:<ul style="list-style-type: none">○ Jackie Mitti: Board Development○ Payel Vengalil: Fundraising and Sustainability○ Leon Preston: Policy/Procedures• Motion to approve: Kyle V• Second: Heather• Motion passes – 13 ayes (1 abstain due to joining the meeting in progress)
RESJ Task Force Presentation by Caitlin and Bernardo	Recommended video: Grounding, set ground rules https://www.youtube.com/watch?v=2yZD3eA2buw

	<p>3 breakout groups for discussion: What examples are there of institutionalized racism within ARC and SPR? What actions, as an ARC Board Member, can you take to be anti-racist? What can ARC do to change personal, institutional, structural racism within our systems?</p> <p>Update on session at retreat (Bernardo) Connection w/ each other, drive work forward together Clarify values-based work to create a positive Connect on shared purpose as ARC board to advance racial equity and social justice</p> <p>Creating an org/board assessment – cmte will be interviewing all bd members.</p>
<p>By-Laws and Articles of Incorporation Adoption</p>	<p>Judy Andrews walked board through the various changes to the bylaws and the Articles of Incorporation and reviewed the Governance Cmte’s discussions and rationales.</p> <p>Many specifics will get worked out in the Policy & Procedure Cmte’s upcoming work.</p> <p>Highlights</p> <ul style="list-style-type: none"> • Updates were a concerted effort over 2 months, working through bylaws and articles of incorporation. • Documents represents a consensus view of the organization • Overall goal of amending was to simplify and get closer to legal requirements of the Washington Nonprofit Corporation Act. <p>Articles</p> <ul style="list-style-type: none"> • Director term – 1/1 to 12/31 for 3 yr terms • Elect 2 ex-officio directors (no vote, but seat and voice. Allows board to retain historical background or specific expertise.) • Standing Committees: <ol style="list-style-type: none"> 1. Executive 2. Budget/Finance 3. Board Development 4. Constituency 5. RESJ • Removing 2 committees: bylaws and ethics. • Policy and Procedures will be ad hoc for now, executive committee can discuss if this should be a standing committee. • Executive Committee: Chairs of standing committees plus officers • Establishes 2nd VP to ensure RESJ values, policies and practices, and oversee the new RESJ performance audit. • Indemnification all in one place better to understand <p>Motion to approve: Heather Second: Leon Approved: Unanimous</p>

	<p>By-laws</p> <ul style="list-style-type: none"> • Update name and purpose of organization • New introductory language • Some details were removed from bylaws and will put in policy/procedures manual. • Added expression of RESJ commitment <p>Motion to approve: Heather Second: Leon Approved: Unanimous</p> <p>Notes for P&P Cmte to consider:</p> <ul style="list-style-type: none"> • May/Will/Must/Shall – cmte to give a closer look as to when to use which terms • Volunteer language
SPR Update	No update – Justin Cutler had to leave meeting.
Financial Update, John Bray	<ul style="list-style-type: none"> • Introduction of John Bray, CFO • Board requested financial update at board retreat in Aug <p>Highlights</p> <ul style="list-style-type: none"> • SPR has not yet reimbursed ARC for registrations • A lot of uncertainty as to what programming will be like in the fall, so hard to know what financial picture will look like
Review Assignments & Adjourn	<p>Motion to adjourn: Kyle S Second: Kyle V. Approved: Unanimous</p> <p>Meeting adjourned at 1:54 PM</p>