

Board of Directors Meeting Minutes

Details

Date: February 28 @ 7:30am

Location: YMCA OC – BOD room

Presiding

Jeff Mc Bride/Mike Proud, Cares
Committee Chair

Call to order –Jeff McBride, CEO
7:35am

Invocation – Jay Scott, 5 minutes
Reference Book of James 1-3

Approval of Minutes – Michael Hahn, Secretary, 5 minutes

- Minutes of January 31, 2019
 - **Sean Peasley**, Motioned to accept the minutes
 - **Don Saulic**, Seconded the motion
 - No discussion
- Vote: 11 ayes, 0 nays and 0 abstentions – Approved Minutes as presented

Task Team Report (Forensic Overview–Last Two Years) – Jay Scott, 40 minutes

Jeff gave a brief overview of why this group was formed. This group was from to evaluate and investigate the events that have taken place over the last couple of years. Jeff indicated that all of us can all learn from what has happened, so we are better equipped to move forward and navigate these types of things in the future.

- Task Team Members: Jay Scott, Lisa Alonso (Phone), Jess Meyers
- This task team was formed to take a deep dive into the events over the past 2 years and the report will be a review of their findings and recommendations
 - Jeff: We put this task force together, so we can learn from the past events and be better equipped to navigate these types of issues in the future.
 - Jay: This information will help us to improve as a BOD and how we can work more effectively with the “Y” staff.
 - Jess: We met with several staff members and reviewed the correspondence to determine some of the problems or potential problems. Our goal was to provide framework for board guidance to understand and know our responsibilities, what they are and are on the same page on how to handle any issues and/or when whistle blower allegations are raised? Going forward, we must have to have specific processes and procedures to ensure that we meet our responsibilities, as board members, for the organization.
 - Lisa: This is just another step to ensure our BOD is in alignment. We must create and maintain a sustainable environment, within the BOD.

We need to identify how we can better support the board chair and staff going forward if unexpected events reoccur in the future.

- Whole BOD discussion regarding report, findings & recommendations
 - Michael Hahn: Asked the question about ethics point and the process for how a person should be referred to ethics point. What is the process?
 - Jay Scott: Responded that we should send the board a link for ethics point.
 - Sean: Should the BOD member hearing the complaint also put the info into ethics point?
 - Task Team: BOD members should NOT put the complaint/information into ethics point but should refer the complaining party to ethics point.
 - BOD members should verbally notify the CEO, Board Chair and Director of HR
 - Christine/HR will put together a bulleted “actions” list to include instructions on referring someone to ethics point.
 - Once this list has been vetted and approved by the BOD it will be put up on the BOD portal for easy access.
 - Greg: Suggests “stiffening up” the bullet points 2&3 so that it is clear about what, how and when the BOD/person needs to bring it up.
 - Michael Hahn: How much detail should we take from the person?
 - Jay: There are going to be nuances. You should listen but also have to say something to the effect of “depending on what you tell me I might have to report this to someone else”.
 - Lisa: This is going to be on a “Case by Case” basis and personally, I would make a phone call to Jeff and Rosanna.
 - Juliette: If the BOD needs to vote on something we need at least 2 days’ notice and be provided the required information to make a decision.
 - Mike: We need a “New BOD member” orientation
 - Task Team: Will take all feedback and suggestions and will change/update the Process and will report back to the BOD.

Mission Process (framing) – Mike Proud, 40 minutes

- Continuance of prior meeting
- Mike Proud gave a brief overview of his “Why the Y” and background.
- Presents PowerPoint (see Board Packet)
 - Mike: One thing to remember is the vision will change the mission will NOT. We will continually revisit the vision to ensure it is in line with our mission.
 - Mike: The BOD has the freedom and responsibility to craft the vision for this YMCA.
 - Mike: The compelling component from last month’s meeting that arose was “Mission/Direction”

- The BOD must come up with our own mission statement. It has to be a defining director that we continue to discuss in everything we do.
- What will we be doing to accomplish our mission?
- Mike: Where do we go from here:
-

Where we go from here...

- 1. **Develop Mission-Vision-Values for the Board of Directors- 12 months**
 - a. Will help develop ownership of roles and responsibilities
 - b. Will provide a clear understanding to Board of Directors roles for current and future members- (Board Orientation/Review)
 - c. Will establish a baseline for integrating Y & Board Mission into committee operations for continued integrity
 - d. Will provide a mechanism for self-correction
 - e. Establish Governance Committee to ensure all of the above
- 2. **Suspend Strategic Planning Process (Bridge Plan)-12 months**
 - a. This will allow framing (direction) to take place before planning
 - b. Planning without clear direction can put us into a position from which we have to retreat/backtrack-poorer use of resources
 - c. This will ultimately provide greater results though the process will take longer
- 3. **Continue Fiduciary Role-reporting and deciding as needed**
 - a. Monitoring must be carried out but does not need to be the central focus of time spent
 - b. Create a culture of celebration for what is accomplished
-
- BOD: Everyone agrees that a 12-month timeline for developing the Mission-Vision Values is too long to wait.
 - Crystal will find 2 full days (Saturday's are best) for the BOD to come together to accomplish this sooner.

Other Business/QA

- Dave Lamb: Graciously thanked everyone for their pledges thus far and stated that we are already at \$89,000 of our \$100,000 goal.

Adjourn: 9:06am



Our Mission

To put Christian principles into practice through programs that build healthy spirit, mind, and body for all.

Our Vision

To improve lives and strengthen character through Youth Development, Healthy Living and Social Responsibility driven by passionate staff and volunteers.

Our Values

Caring, Honesty Respect, and Responsibility – Our values are celebrated by staff and members and provide a positive foundation for all Y programs and a healthy connection with others.

Board of Directors Meeting Agenda

Details

Date: February 28 @ 7:30am

Location: YMCA OC – BOD room

Presiding

Mike Proud

Call to order –Mike Proud

Invocation – Jay Scott, 5 minutes

Approval of Minutes (deciding) – Michael Hahn, Secretary, 5 minutes

- January 31, 2019

Task Team Report (deciding) – Jay Scott, 40 minutes

- Task Team Members: Jay Scott, Lisa Alonso, Jess Meyers
- This task team was formed to take a deep dive into the events over the past 2 years and the report will be a review of their findings and recommendations
- Whole BOD discussion regarding report, findings & recommendations

Mission Process (framing) – Mike Proud, 40 minutes

- Continuance of prior meeting

Other Business/QA

Adjourn



BOARD OF DIRECTORS – MEETING MINUTES

Details

Date: January 31, 2019 @ 7:30am

Location: YMCA OC – BOD room

Presiding

Rosanna Coveyou, Board Chair

Present: Jeff McBride, Rosanna Coveyou, David Lamb, Michael Hahn, Kate O’Conner, Lisa Alonso, John Rochford, Sean Peasley, Jess Meyers, Mike Proud, Juliette Meunier, Don Saulic, Jay Scott, Sarah Steffen, Christine Salas, Dolores Daly, Crystal Immerman, Anna Romiti, Joyce Kirchhofer

Quorum is present

Call to order @ 7:37am – Rosanna Coveyou, Board Chair

Invocation

– Don Saulic

- A Spirituality of Fundraising book –given to all attendees

Approval of Minutes

– Michael Hahn, Secretary

- December 6, 2018 – Retreat
 - Michael: confirms everyone has had the opportunity to review the minutes & also asked if there was any discussion.
 - ✚ Ask for Motion to approve the minutes as presented
 - ✚ Don Saulic motions to approve
 - ✚ Mike Proud seconds the motion
 - ✚ All present members in favor, zero nays, zero abstentions

Generative Discussion

– Rosanna Coveyou

Rosanna: In spirit of the learnings from our December retreat our BOD meetings will be changing in structure

- The purpose is to engage the full BOD in prioritization discussions
 - Focus on 10,000 foot level
 - Group discussions – BOD breaks out into 3 groups
 - Refer to (attached) – Ten Basic Responsibilities of nonprofit Board
 - Discuss 1-2 priorities to focus on in the next 12 months; and 3-5 years
 - 7:50am, break out for 30 minutes



BOARD OF DIRECTORS – MEETING MINUTES

- Group 1: Lisa Alonso, Katie O'Connor, Michael Hahn, David Lamb
 - Build a Competent BOD (#8, see attached)
 - What we do well:
 - We have good people/BOD members
 - What can we improve on:
 - On-boarding process with our new BOD members
 - Level Set – Existing Board Members
 - Group orientation with our current BOD to ensure we are all on the same page and we all consistently understand our mission and purpose & how we message
 - David: At each BOD meeting reiterate our mission and purpose.
 - Place on screen and/or agenda at each meeting
 - Ensure adequate financial resources
 - What do we do well:
 - Operations – Child Care is the majority of revenue; “keeps doors open”
 - Investment strategy
 - What can we improve on
 - BOD needs to do a better job at fundraising for scholarships/programs
 - BOD needs to be consistent with messaging around fundraising:
 - Why are we fundraising
 - How are those fundraising dollars spent
- Group 2: Mike Proud, Jess Meyers, Sean Peasley, John Rochford
 - Communicate the mission and purpose (#1, see attached)
 - Are we living it?
 - Are we providing enough impact in the community; consistent communication to community?
 - Are we maximizing our resources to meet our mission? Can we do more?
 - Riverside, San Gabriel Valley, OC
 - How do we learn more about need?
 - How do we put our investment assets to our best use?
 - Our Mission is the focal piece.



BOARD OF DIRECTORS – MEETING MINUTES

- Need to understand the community needs and then tie it back to the top 2-3 priorities and be consistent on our messaging
- Group 3: Greg Custer, Juliette Meunier, Don Saulic, Jess Meyers
 - Build a component BOD:
 - Need better BOD processes including at the committee level.
 - How do we interact with one another; not just “reporting out”?
 - Board Development Committee:
 - Serve as the Board Governance Task Force.
 - Task Force to work with Gigi and report back to the full BOD.
 - Fundraising – Adequate resources and fundraising more strategically.
 - Mission and Strategy (#1 & #4, see attached)
 - BOD must be clear regarding our Mission & Strategy
 - Finance Committee proposes hiring a strategist to help with defining our clear mission and strategy:
 - Task Force –(3) BOD members, (3) staff & Strategist
 - To bring “Go/No Go” decisions to the BOD
 - Strategic Planning 101 – what is our strategy and how do we get there?
- BOD’s top 2-3 items of focus (Generative Discussion – Decision)
 - Board decided that the following areas will be the focus for the next 12 months:
 - Determine Mission and Purpose (#1, see attached Ten Basic Responsibilities of Non Profit Boards)
 - It is the board’s responsibility to create and review a statement of mission and purpose that articulate the organization’s goals, means, and primary constituents served.
 - Lisa discussed that we need to be able to tell our story about our mission and purpose in a consistent way as a board
 - [Action Item] It was suggested that we include the mission statement and purpose on the monthly board agenda, so it is front and center
 - Build a Competent Board (#8)
 - All boards have a responsibility to clearly articulate prerequisites for candidates, orient new members and periodically and comprehensively evaluate their own performance.
 - Define what ~~do~~ we mean by competent board?



BOARD OF DIRECTORS – MEETING MINUTES

- John Rochford stated that there are different types of boards, some that are more actively engaged and others that board members there for resume building or other purposes.
- Board members decided on the terms: mission driven, engaged, and competent (clarified our board members are competent, but we must be working toward a competent, high performing board), highly involved.
- Ensuring adequate financial resources (#6)
 - One the of the board's foremost responsibilities is to secure adequate resources for the organization to fulfill its mission.
 - Fundraising this was not decided upon but given the information discussed by each group fundraising was the 3rd consistent focus presented
 - Don discussed that it is part of our duty as a board member to help ensure adequate financial resources through fundraising to support our mission and vision. He referred to the book that he shared with board.

Annual Campaign –David Lamb & Sarah Steffen

- David: Goal is for the BOD to raise \$125K this year
- The BOD did not hit the 2018 goal and fell short of funding annual scholarships
- Let's not lose site of the obligation we have to raise that money to support the budget and scholarships we fund.
 - #1 We need to make personal commitments
 - #2 Start thinking about adding additional funding resources

Consent Calendar

- Recommended by Joyce Kirchhofer, CFO
 - Approval to open new account with Home Street Bank
 - ✚ Rosanna asked for motion to approve the action item as presented
 - ✚ Don Saulic motions to approve
 - ✚ Mike Proud seconds the motion
 - ✚ (11) present members in favor, (1) vote in favor via email by Weikko Wirta
 - ✚ Zero nays
 - ✚ Abstentions – (1) Michael Hahn

Adjourn

8:59am



BOARD OF DIRECTORS – MEETING MINUTES

Ten Basic Responsibilities of Nonprofit Boards

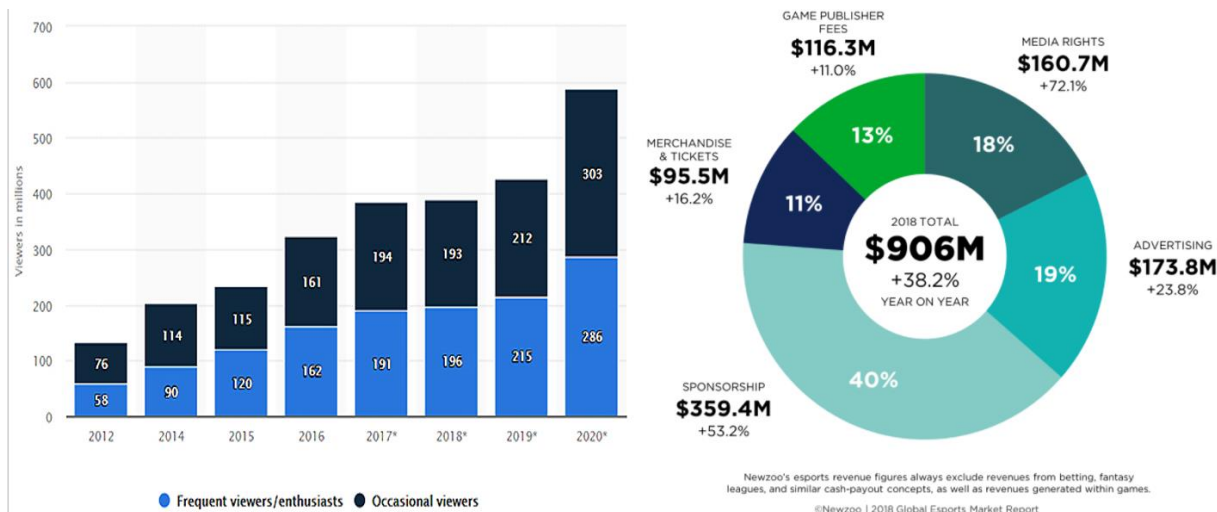
- 1. Determine mission and purpose.** It is the board's responsibility to create and review a statement of mission and purpose that articulates the organization's goals, means, and primary constituents served.
- 2. Select the chief executive.** Boards must reach consensus on the chief executive's responsibilities and undertake a careful search to find the most qualified individual for the position.
- 3. Support and evaluate the chief executive.** The board should ensure that the chief executive has the moral and professional support he or she needs to further the goals of the organization.
- 4. Ensure effective planning.** Boards must actively participate in an overall planning process and assist in implementing and monitoring the plan's goals.
- 5. Monitor, strengthen and measure impact of programs and services.** The board's responsibility is to determine which programs are consistent with the organization's mission and monitor their effectiveness.
- 6. Ensure adequate financial resources.** One of the board's foremost responsibilities is to secure adequate resources for the organization to fulfill its mission.
- 7. Protect assets and provide proper financial oversight.** The board must assist in developing the annual budget and ensuring that proper financial controls are in place.
- 8. Build a competent board.** All boards have a responsibility to articulate prerequisites for candidates, orient new members, and periodically and comprehensively evaluate their own performance.
- 9. Ensure legal and ethical integrity.** The board is ultimately responsible for adherence to legal standards and ethical norms.
- 10. Enhance the organization's public standing.** The board should clearly articulate the organization's mission, accomplishments, and goals to the public and garner support from the community.

Meeting Minutes
Program Development Fund Committee
February 19, 2019 @ 11:30am
AO Front Conference Room

Present: Rosanna Coveyou, Dolores Daly, Mike Proud, John Rochford, Anna Romiti, Jay Scott, Sarah Steffen, Araseli Cuevas-Resendiz, Christopher Adam, Jeff McBride, Crystal Immerman

Updates

- Resident Camp Taskforce Update
 - o \$3000 of the PDF have been used to recruit past, present & future volunteers for developing and planning the program for Summer of 2019
 - o 2 recruiting events
 - August @ Irvine Regional Park – 30 former campers/counselors
 - December @ Camp Oaks – 25 camp volunteers
 - o \$12,000 was initially granted and there is \$9000 left and will be used for ramp up to prepare to run camp
 - o Dolores: We just hired new Camp Director
- Pep4U Update
- This is a 3rd party program out of Laguna Niguel and is specific to those with Parkinson's disease.
- PDF supported the redesign of marketing materials for this program
 - o \$3500 from PDF were allocated for "time" of our marketing employees
 - Funds have not been used thus far
 - o Final phase of marketing redesign (logo, letter head and event templates) is out and should be completed by the end of the month
- Oakcrest Update
 - o Original request was for \$5985 and was a onetime request
 - Those funds were used to get the program started in summer of 2017
 - o Program is now funded by Hope through Housing
 - Cheli, site lead from Oakcrest, gave a brief update on how funds were used
 - Craft Supplies, Stem Activities, cooking and other clubs
 - Fieldtrips
 - Character Program
 - Served 27 youth in 2018
- E-sports Update
 - o Chris Adam, (new) Esports manager
 - 4 hours a week part time
 - o Chris gave a brief overview of the explosive growth of Esports:



- Would like to partner with NASEF (North America Scholastic Esports Federation)
 - NASEF created a new CLUB MODEL with hands on coaching, mentorship that helps students build real world skills as they participate in Esports clubs.
 - (Chris) envisions the YMCA to eventually mirror the same club model.
- (Chris) met with UCI and would also like to partner with them to host our event there, attract kids below the collegiate level.
 - Mike asked if there were scholarships available for this type of thing and Chris answered yes.

- 2019 CARES_PDF Budget as of 2/11/19
 - CARES 2.0 still needs to be discussed and will report out at the next meeting

Other Business

- November 2, 2018 Meeting Minutes
 - Minutes were not discussed and will carry over to our next PDF meeting for approval
- Other Business/QA
 - Rosanna: The process between PDF/CARES has been uniformed and streamlined. Can the two committees be combined?
 - Mike: The only difference between the two is the CARES has to be in line with the Christian Mission
 - John: Does both PDF and CARES award internally and externally?
 - Dolores: Yes
 - Dolores: CARES is just now starting and establishing the workflow and it should be kept separate from PDF but once the program is more established then we can definitely discuss combining the two committees.

- Rosanna: Suggest to incorporate "Strategy Screen" questions in the PDF process.
 - o Do we want to incorporate that into the PDF screening process?

OUR STRATEGY SCREEN

A "filter" that aids in decision-making that challenges the Y's thinking

When an opportunity arises, these are the questions that should be considered when deciding whether to move forward with it. Opportunities include but are not limited to purchasing or selling property, getting into or divesting of a line of business or a fitness facility location, merging with other Y entities, etc.

1. How well does it align with our mission, values; our why; our strategic plan?
 - a. Strong Alignment – continue
 - b. Somewhat aligned – consider
 - c. Not aligned – stop
2. How does it solve a need in the community? Are there other organizations in this space? Would our involvement make an impact in the community?
3. Is the opportunity currently resulting in a positive or negative financial position?
 - a. Net positive – continue
 - b. Net negative – is it serving a community in need? If yes, continue
4. What is the plan to sustain this additional opportunity in the long term?
 - a. Do we have resources and expertise to support the opportunity (i.e. people, land, buildings, automobiles, etc.)?
 - b. Yes – continue
 - c. No – reconsider
5. How would taking advantage of this opportunity impact our business model? Does the impact make sense for us, given our strategic vision?
6. What are the risks (doing it, not doing it)?
7. Are we able to take advantage of this opportunity and execute with our high standards of Y quality? If not, we should re-consider
8. Will this opportunity be available again?

Mike: Would like to add a cover page to each proposal/update that shows the requested and approved amount; also for CARES.

Adjournment
12:57pm

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TO: BOARD OF DIRECTORS, YMCA OF ORANGE COUNTY
FROM: SPECIAL TASK FORCE – LISA ALONSO, JAY SCOTT & JESS MEYERS
SUBJECT: BOD DUTIES AND RESPONSIBILITIES WHEN WHISTLEBLOWER-TYPE ALLEGATIONS ARISE
DATE: FEBRUARY 28, 2019

SUMMARY

The Board Chair, Rosanna Coveyou, formed a special task force to provide recommendations regarding Best Practices for the Board of Directors ("BOD") to follow in responding to whistleblower-type allegations, regardless of the source. As the Task Force met and discussed the topic, it expanded the original purpose to include BOD education, BOD Chairperson support, as well as, YMCA staff support.

Our recommendations emphasize the following areas:

- **Process and Procedures.** The steps that should be taken when whistleblower-type complaints and allegations are received. The importance of confidentiality. Understanding immediate steps to mitigate risk.
- **Complaint Process and BOD Education.** Provide members of the BOD with the necessary knowledge and guidance to fulfill their duties and responsibilities.
- **BOD Chairperson Support.** Provide the BOD Chairperson with tools and resources to effectively fulfill the roles and responsibilities incident to the position.
- **YMCA Staff Support.** Provide a framework to ensure that the BOD is a stabilizing force in responding to whistleblower-type allegations.

Our approach and recommendation are included in the remainder of this memo.

SCOPE AND APPROACH

As background for the current assignment, the Special Task Force met with senior YMCA staff, and reviewed selected emails and other documents that they had compiled. The assembled documents covered the period from Q-3-2017 through Q-4-2018. The purpose of our review was to gain an understanding of the events that occurred during that period and perform a postmortem. Understanding the chain of events enabled the Taskforce to provide recommendations for improved BOD involvement in such matters.

PROCESS AND PROCEDURES

Procedures have been established for responding to whistleblower-type allegations. The BOD should confirm their familiarity with the protocol to be followed.

The BOD should not only adhere to established procedures, their actions should be governed by common sense. Additionally, when applicable, care should be taken not to violate the protections of the attorney-client privilege. Attorney-Client Privilege should be defined by YMCA work with outside counsel who is representing the YMCA. No member of the BOD can or should invoke privilege, simply

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by virtue of being an attorney. Nor should members of the BOD provide legal advice to or legal representation of the YMCA. Members of the BOD should affirm that if they are not able to comply with the BOD approved process, they may be determined to be ineligible to continue to serve as a member of the YMCA BOD.

COMPLAINT PROCESS AND BOD EDUCATION

The responsibility of the BOD when dealing with whistleblower-type allegations is to ensure that risks of monetary loss, employee fraud, and reputational damage to the Association are mitigated. Therefore, the members of the BOD should follow specific steps regarding any reports brought to their attention. Furthermore, it should be required of all members of the BOD to commit to this process to guarantee consistency and minimize subjective dialogue. If a member of the BOD does not follow the process, they may be asked to resign from the BOD. The steps we recommend are as follows:

- All whistleblower-type complaints whether received through the Ethics Point system, directly by a member of the BOD or through other means should be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.
- Whistleblower-type complaints not received through the Ethics Point system should be exclusively investigated by the YMCA Management team, unless the complaint involves the Chief Executive Officer ("CEO"). Legal counsel, in concert with the chairperson of the HR/Legal Affairs Committee, determines who is the appropriate party to handle the investigation.
- If the complaint is about or involves the CEO, it should be reviewed initially only by the chairpersons of the Audit Committee and HR/Legal Affairs Committee, who will determine strategy for review, investigation, and engagement of legal counsel. In this case, either the Chair of the HR/Legal Affairs Committee or the BOD Chairperson will communicate the complaint with the CEO.
- Should a member of the BOD receive a communication from any current or former YMCA staff about a whistleblower-type complaint that is about or involves the CEO, it should be reported immediately to the chairpersons of the Audit and HR/Legal Affairs Committee. Such member must not communicate privately or individually with YMCA staff about complaints.
- Should a member of the BOD receive a communication from any current or former YMCA staff about a whistleblower-type complaint not involving the CEO, such member should direct the complainant to the Ethics Point system as the appropriate reporting tool. Then, such member should communicate this discussion immediately to the BOD Chairperson and the CEO. The CEO will work with outside counsel (if applicable) to investigate and resolve the issue.
- Email communication should be minimal. Prior to communicating via email, members of the BOD should request direction from the chairperson of the HR/Legal Affairs Committee about responding or including outside counsel to preserve Attorney Client Privilege for such communication.
- No members of the BOD should take part in the investigation, to preserve objectivity and confidentiality in the process, unless asked to do so by legal counsel and/or the chairperson of the HR/Legal Affairs Committee.
- There shall be no retaliation against individuals, who, in good faith, submit through the Ethics Point system, directly to a member of the BOD, or through any other means, a complaint

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regarding any activity, policy or practice that such individual reasonably believes to be in violation of law or a clear mandate of public or YMCA policy.

- Subsequent to a reasonable investigation and determination, the high level results may be shared with the BOD. This should be determined by the chairpersons of the Audit and HR/Legal Affairs Committee and the BOD Chairperson.
- On a routine basis, the YMCA Management Team should report high level statistics of whistleblower complaints to the Audit and HR/Legal Affairs Committee, with the understanding that the BOD , subject to its ultimate authority, entrusts oversight to these committees. Should a pattern or other concern appear, it will be reviewed with the BOD Chairperson.

We recommend that an educational program be adopted to ensure that the BOD has the requisite knowledge to respond in a manner that is most beneficial to the YMCA. This should include:

- Training for new directors with respect to their:
 - Roles;
 - Responsibilities; and
 - Available resources.
- Training for incumbent Directors – on-going process.

BOD CHAIRPERSON SUPPORT

The BOD Chairperson is the catalyst to an effective BOD. It is important to provide the BOD Chairperson with the necessary resources to ensure that the roles and responsibilities of the position are properly executed.

We recommend that every BOD Chairperson go through an orientation of the role, by 2-3 former Chairs. Additionally, those former Chairs will provide confidential support and guidance for unusual situations. In situations where this is not possible, due to limited resources available, the CEO may consider engaging a consultant to provide such support.

YMCA STAFF SUPPORT

The BOD should buttress the staff, in that it is incumbent upon the BOD to ensure that the YMCA staff is supported and treated with respect and trust. In situations of alleged wrongdoing or misconduct there should be a presumption of innocence until factual evidence indicates otherwise. It is the BOD's responsibility to ensure that the facts are properly investigated.

The BOD should balance supporting the staff with maintaining a separation between YMCA staff and the BOD. While the BOD and YMCA staff should have a cordial business relationship, care should be taken to ensure that proper communication channels are maintained and that the chain-of-command is respected.

RECOMMENDED NEXT STEPS

1. The BOD should develop an agreed-upon approach to the areas discussed in this memorandum.
2. The BOD should agree upon timelines for the deployment of the activities outlined in this document.
3. Staff, under the auspices of YMCA Management, should incorporate the recommended policies and procedures into the appropriate documents.

* * * * *

Why the Y?

Understanding the mission behind the brand.

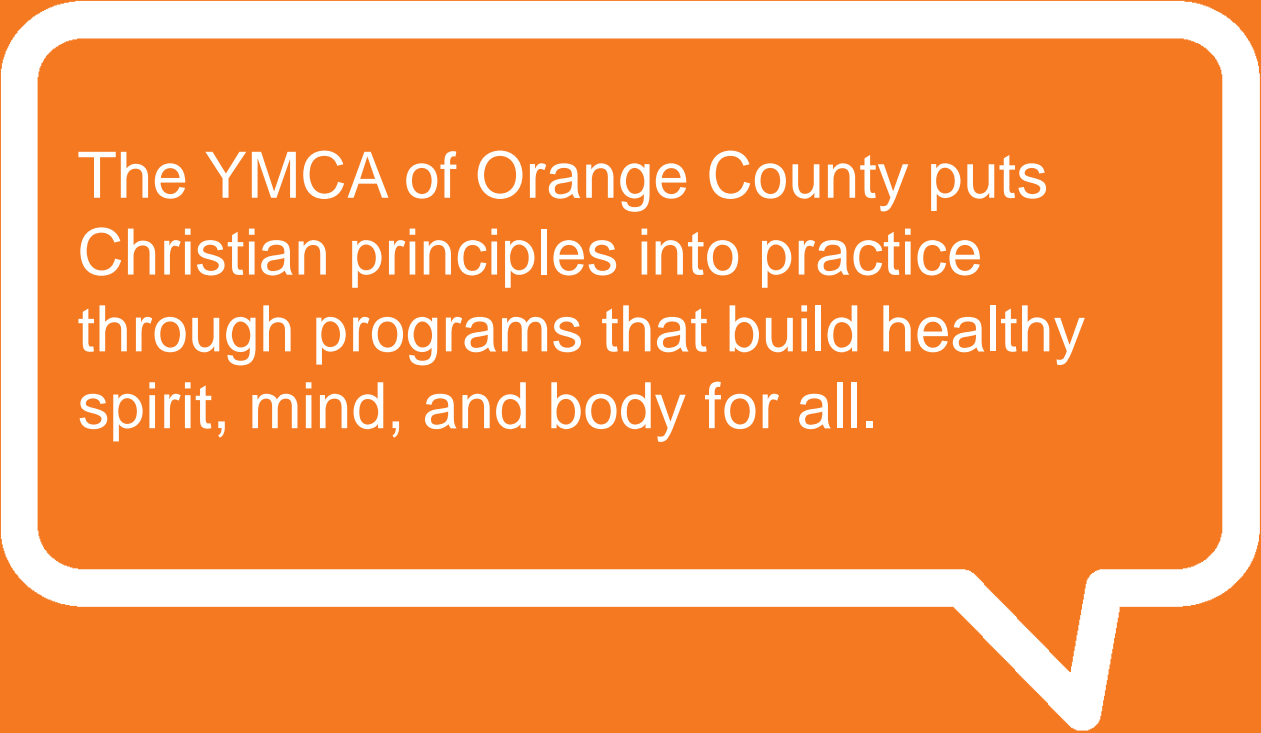


Why we exist.

Mission: This is the organization's enduring Purpose. The fundamental reason for the organization's existence beyond making money. It is a direction, a general heading, a perpetual guiding star on the horizon. It does not change over time. It is generally abstract and can never be achieved, only pursued.

In short, the Mission Statement answers the “**Why**” question of the organization's existence.

OUR MISSION



The YMCA of Orange County puts
Christian principles into practice
through programs that build healthy
spirit, mind, and body for all.

What we want to achieve.


Vision: A picture of a desired future that supports the Mission, or an image of the future we seek to create. This is what the world would look like if we succeed with our Mission. This is to be articulated in practical and tangible terms.

In short, the Vision Statement answers the “**What**” question for the organization’s Mission Statement. “**What will we do to accomplish our Mission?**”

Because the Vision Statement is the tangible aspect of the organization’s Mission it should function as the **Filter** through which every decision is made.

The **Mission** and **Vision** together communicate the compelling **Purpose** of the organization to its Board Members, Officers, Employees and Clients in both enduring terms (Mission) and practical terms (Vision).

OUR VISION



To improve lives and strengthen character by fostering youth and family development, healthy living and social responsibility driven by passionate staff and volunteers.

How we work.


Values: Define what is really important to the organization. These are the essential and enduring tenets—a small set of guiding principles, not to be compromised for financial gain or short-term expediency.

Each value should be a piercing simplicity that provides substantial guidance to the members of the organization.

These cannot be copied or dictated; they are what is authentically believed by the leaders of the organization.

In short, the Values define the “**Manner**” in which the organization will function at all levels.

OUR VALUES



Caring, Honesty, Respect, and Responsibility – Our values are celebrated by staff and members and provide a positive foundation for all Y programs and a healthy connection with others.

Board of Directors

Why we exist.

Mission: This is the Board of Directors **enduring** Purpose. The fundamental reason for the Board of Directors existence beyond making money. It is a direction, a general heading, a perpetual guiding star on the horizon. It does not change over time. It is generally abstract and can never be achieved, only pursued.

In short, the Mission Statement answers the “**Why**” question of the Board of Directors existence.

What we want to achieve.

Vision: A picture of a **desired future** that supports the Mission, or an image of the future the Board of Directors seek to create. This is what the world would look like if we succeed with our Mission. This is to be articulated in practical and tangible terms.

In short, the Vision Statement answers the “**What**” question for the Board of Directors Mission Statement. “**This is WHAT we will do to accomplish our Mission!**”

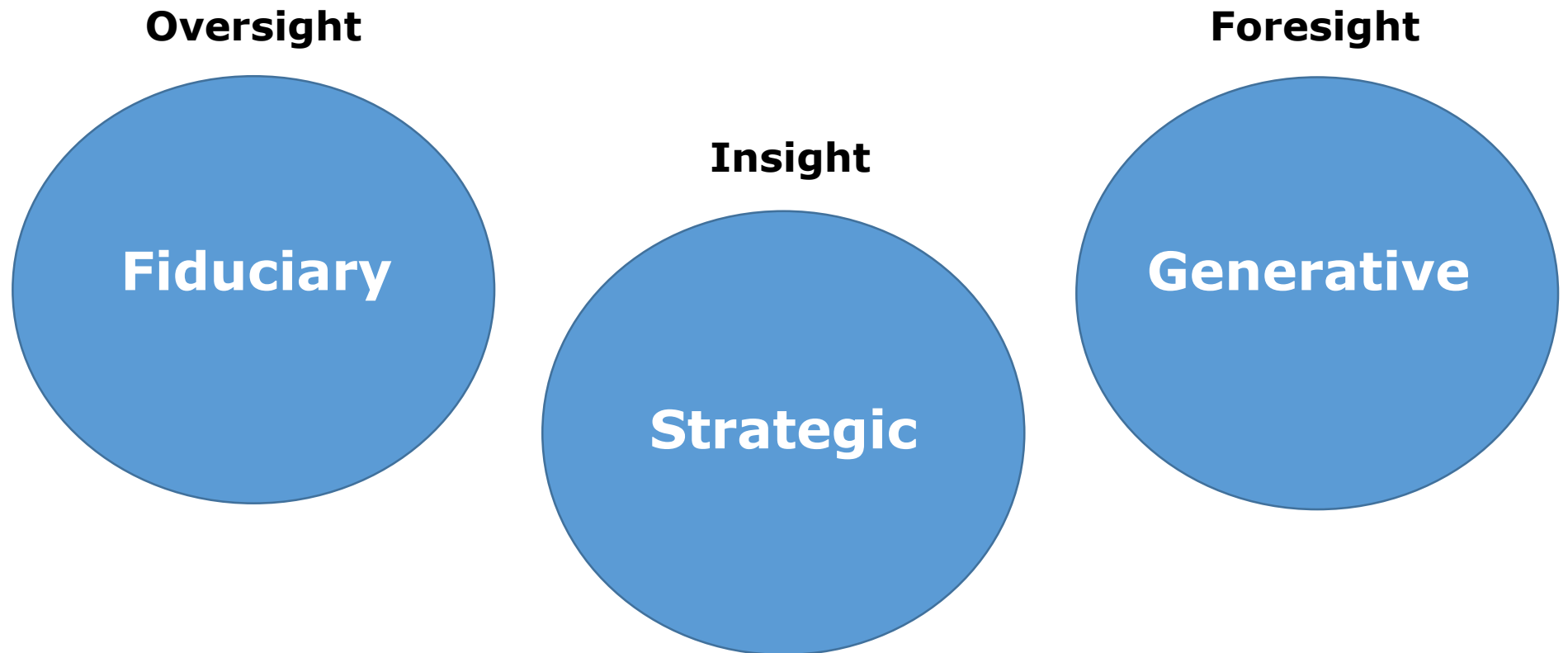
How we work.

Values: Define what is **really important** to the Board of Directors. These are the essential and enduring tenets—a small set of guiding principles, not to be compromised for financial gain or short-term expediency. Each value will be a piercing simplicity that provides substantial guidance. These cannot be copied or dictated; they are what is authentically believed by the Board of Directors.

In short, the Values define the “**Manner**” in which the Board of Directors will function at all levels.

Let's remember...

Three Modes of Governance



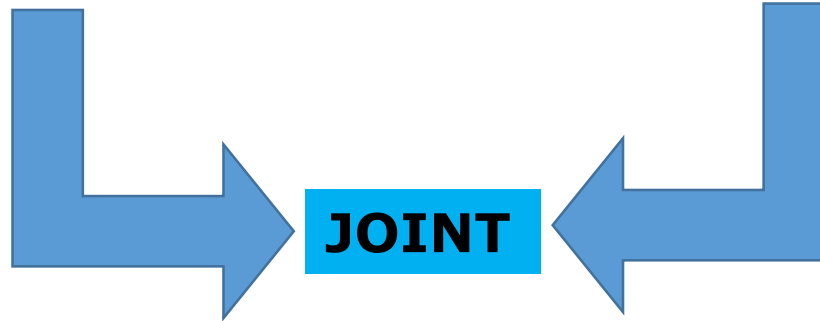
Roles Defined – Generative Foresight

Board of Directors

Staff

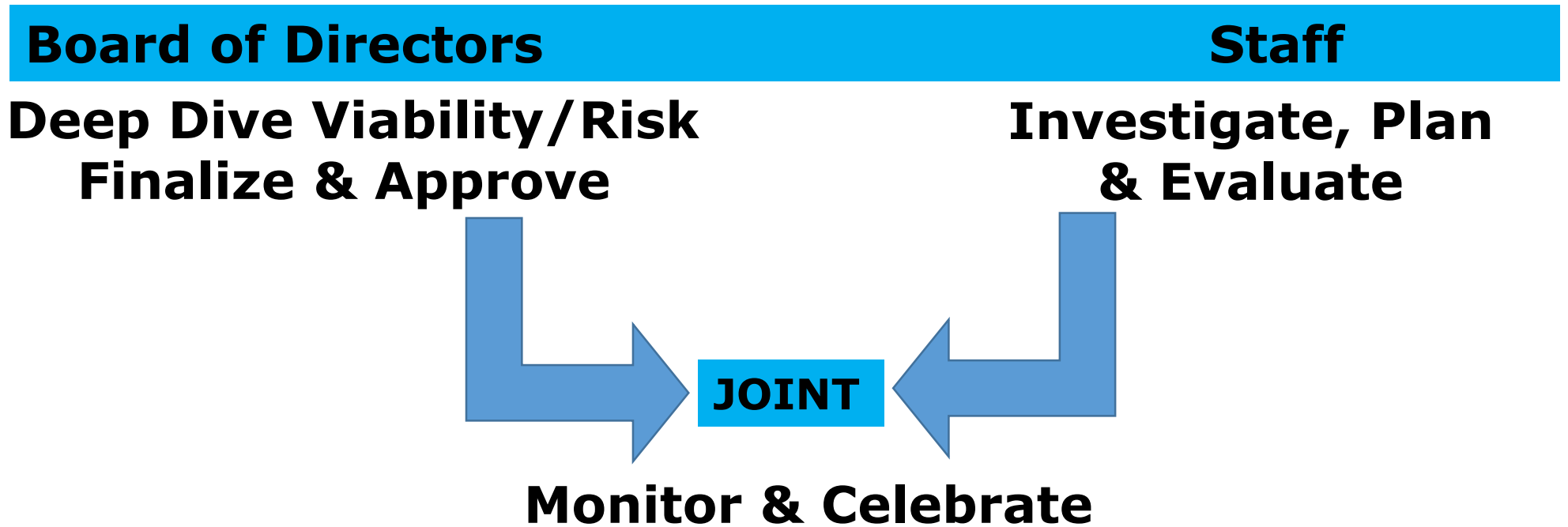
Framing Direction

Planning & Execution

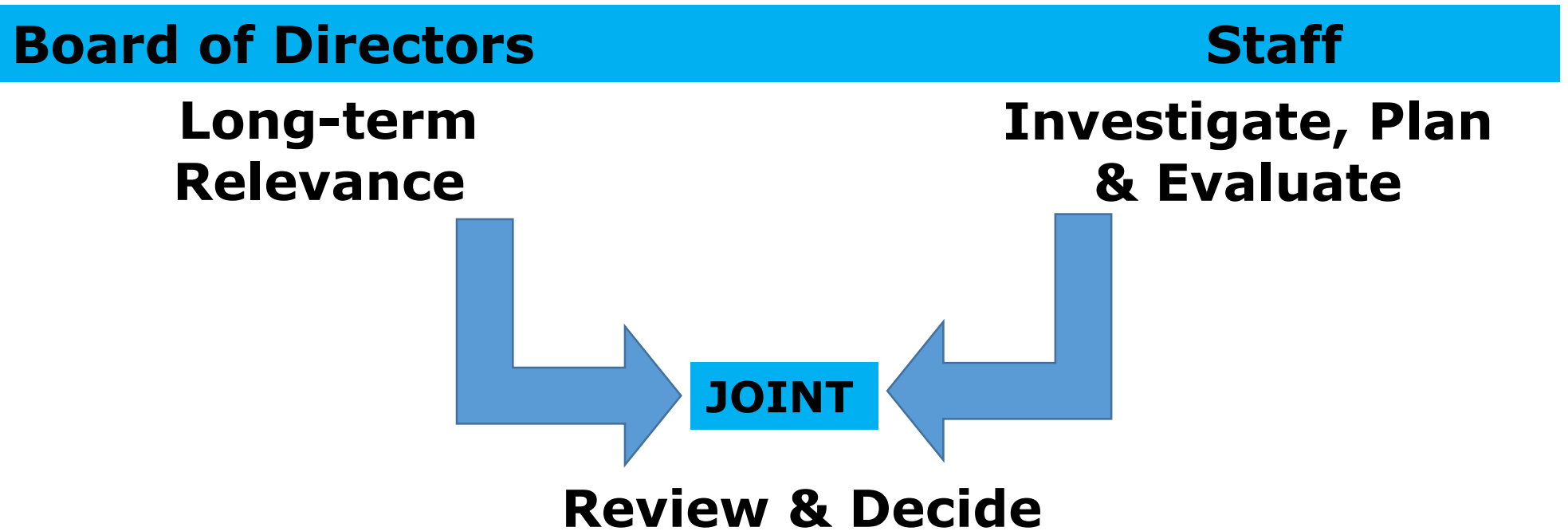


Evaluation

Roles Defined – Fiduciary Oversight



Roles Defined – Strategy Insight



Next steps...



Where we go from here...

1. Develop Mission-Vision-Values for the Board of Directors- 12 months

- a. Will help develop ownership of roles and responsibilities
- b. Will provide a clear understanding to Board of Directors roles for current and future members- (Board Orientation/Review)
- c. Will establish a baseline for integrating Y & Board Mission into committee operations for continued integrity
- d. Will provide a mechanism for self-correction
- e. Establish Governance Committee to ensure all of the above

2. Suspend Strategic Planning Process (Bridge Plan)-12 months

- a. This will allow framing (direction) to take place before planning
- b. Planning without clear direction can put us into a position from which we have to retreat/backtrack-poorer use of resources
- c. This will ultimately provide greater results though the process will take longer

3. Continue Fiduciary Role-reporting and deciding as needed

- a. Monitoring must be carried out but does not need to be the central focus of time spent
- b. Create a culture of celebration for what is accomplished