



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: January 30, 2020

Location: YMCA OC – Board Room

Presiding

Rosanna Coveyou, Board Chair

Call to order –Rosanna Coveyou, Board Chair

Invocation – Mike Proud, 5 minutes

Approval of Minutes – John Rochford, Secretary, 5 minutes

- October 31, 2019

Mission Vision Values – Mike Proud

- Continuance of prior meeting(s)
 - Creation of Board Values

BODs MISSION STATEMENT: To advance the YMCA of Orange County's Mission through vision and governance to ensure a focused, sustainable and impactful organization.

GRO Task Force Presentation

Action Items/Consent Calendar

- Board Resolution – Change Annual Meeting Date
- Board Ratification – Email Vote Approving 2020 Budget
- Board Approval - New Board Member: Tony Spriggs

Committee Meeting Minutes - Attached for your information

- Finance Committee, CARES Committee, PDF Committee, Audit Committee

Other Business/QA

Adjourn



FOR YOUTH DEVELOPMENT
FOR HEALTHY LIVING
FOR SOCIAL RESPONSIBILITY

BOARD of Directors MEETING MINUTES

January 30, 2020

BOARD OF DIRECTORS

Meeting Minutes

Details

Date: January 30th @ 7:30am

Location: YMCA OC – Board Room

Presiding

Rosanna Coveyou, Board Chair

Call to order –Rosanna Coveyou, Board Chair @ 7:40am

Invocation – Mike Proud, 5 minutes

Luke Chapter 18

Approval of Minutes – John Rochford, Secretary, 3 minutes

- October 31, 2019
- John asked the BOD if everyone had a chance to read through the minutes and asked if there were any questions or concerns.
 - Michael Hahn motioned to approve the minutes
 - Sean Peasley seconded the motion to approve
 - No nays or abstentions

Mission Vision Values – Mike Proud

- Continuance of prior meeting(s)
 - Creation of Board Values

BODs MISSION STATEMENT: To advance the YMCA of Orange County's Mission through vision and governance to ensure a focused, sustainable and impactful organization.

- Mike Proud
 - VALUES are the basic and fundamental beliefs that guide or motivate attitudes or actions. They help us determine what is important to us. Values are the motive behind purposeful action. They are the “how” the board will do the work What should be the values of the BOD?
 - EXERCISE – Everyone took four minutes to review the provided list of values (see below) and group them into four key categories. Once everyone completed their review, the group discussed and determined final four values. They are as follows:
 1. Passion
 - a. Serve, Caring, Commitment
 2. Responsibility
 - a. Leadership, Fiduciary, Strategic
 3. Faith
 4. Respect
 - a. Openness, Trust
 - NEXT STEPS: Mike Proud, Jeff McBride and Anna Romiti to create definitions for each new value, share with the board and finalize and next board meeting.

Action Items/Consent Calendar

- John asked the BOD if everyone had a chance to read through action items and consent calendar and if there were any questions or concerns.
- Board Resolution – Change Annual Meeting Date
 - Brian Constable motioned to approve the resolution
 - Michael Hahn seconded the motion to approve
 - No nays or abstentions
- Board Ratification – Email Vote Approving 2020 Budget
 - Brian Constable motioned to approve the ratification
 - Dave Lamb seconded the motion to approve
 - No nays or abstentions
- Board Approval - New Board Member: Tony Spriggs
 - Dave Lamb motioned to approve the new board member
 - Sean Peasley seconded the motion to approve
 - No nays or abstentions

Other Business/QA:

Christine Salas and Anna Romiti presented the Celebration of excellence event invitation and overall description of the event.

Adjourn

9:15 am

Values List Provided by Mike Proud prior to meeting and at the meeting for exercise.

- **CARING**
 - Empathetic, kindness, empathy, love, kind, compassion
- **COMMITMENT**
 - Uses their voice, excellence, commitment, meaningful work, energy, involvement, engaged, involvement, energetic, supportive
- **COMMUNITY**
 - Community, community oriented, partnership, family, ambassador
- **FAITH**
 - Faith, trust, courage, boldness, grit, healthy, perseverance
- **FIDUCIARY**
 - Fiscally responsible, knowledge sharing, protect, generative conversations, financial growth
- **LEADERSHIP**
 - Lead, leadership, leading, decisive, developmental, accountability, visionary, shape, wisdom
- **OPENNESS**
 - Openness, listen, honor, diversity, transparency, open minded, collaboration, inclusive, encourage different opinions/debates
- **PASSION**
 - Passionate, passion for the y
- **RESPECT**
 - Positive, grace, mutual respect, honor
- **RESPONSIBILITY**
 - Responsible, judicious
- **SERVE**
 - Servant Leadership, self-sacrificing, giving, humility, giving, generous, stewardship, philanthropic, stewardship
- **STRATEGIC**
 - Future focused, think outside the box, intentionality, self-discipline, inspire, proactive, innovative, creative, purposeful, encourage positive thinking, brainstorming with encouraging ideas

- **TRUST**
 - Integrity, honesty, authenticity, trustworthy, fairness, character



FOR YOUTH DEVELOPMENT
FOR HEALTHY LIVING
FOR SOCIAL RESPONSIBILITY

ACTION ITEMS

Board Resolution – Change Annual Meeting Date
Board Ratification – Email Vote Approving 2020 Budget
Board Approval - New Board Member: Tony Spriggs

YOUNG MEN'S CHRISTIAN ASSOCIATION OF ORANGE COUNTY

RESOLUTIONS AND MINUTES OF A MEETING

HELD BY THE BOARD OF DIRECTORS

The Board of Directors (the "Board") of Young Men's Christian Association of Orange County, a California nonprofit public benefit corporation (the "Corporation"), acting pursuant to Section 521 l(a) of the California Nonprofit Public Benefit Corporation Law (the "Law"), adopted the following resolutions by the required votes at a meeting duly noticed and held on January 30, 2020:

I.

ANNUAL MEETING CHANGED TO DECEMBER: EFFECT ON DIRECTOR AND OFFICER TERMS

WHEREAS, Article V, Section 5.9, of the Corporation's bylaws, as amended and restated effective November 30, 2017 (the "Bylaws"), provides that the Board shall hold an annual meeting to elect directors and officers then up for election, to appoint members of committees, and to conduct all other business as may properly come before the Board. Annual meetings of the Board shall be held on such dates and at such times as may be fixed by the Board;

WHEREAS, Article V, Section 5.3 of the Bylaws provides that elected directors shall hold office until the expiration of the term for which he or she was elected and until a successor has been duly elected and qualified, or until that director's earlier resignation or removal in accordance with the Bylaws and the Law. Without limiting the foregoing, the expiration date of an elected director's term shall be determined as follows: (i) a director elected at the annual meeting of the Board shall hold office until the third annual meeting of the Board following his or her election; and (ii) a director elected at any other meeting of the Board or by the unanimous written consent of the Board (pursuant to Section 5.17 of the Bylaws) shall hold office until either the third or fourth annual meeting of the Board following his or her election, whichever results in an expiration date closest to three (3) years in office and as designated in writing by the Board at the time of his or her election;

WHEREAS, Article VIII, Section 8.2 of the Bylaws provides that the officers of the Corporation shall be elected by the Board for a term of one (1) year at the annual meeting of the Board. The officers so elected shall serve at the pleasure of the Board, and shall hold their respective offices until the next annual election of officers or their earlier resignation, removal, or other disqualification from service, and until their respective successors shall be elected;

WHEREAS, currently, annual meetings of the Board are held in April, and

WHEREAS, the Board finds it to be in the best interests of the Corporation to change the date that annual meetings of the Board are held to coincide with the Board retreat held annually on the first Friday of December;

NOW, THEREFORE, BE IT RESOLVED, that annual meetings of the Board shall be held on the first Friday of December during the annual Board retreat. The next annual meeting of the Board shall take place on December 4, 2020;

RESOLVED, FURTHER, that the exact time and location of each annual meeting of the Board shall be listed on the notice and schedule for the corresponding Board retreat, which shall be given to all directors in the manner provided in Article V, Section 5.12 of the Bylaws for giving notice of the schedule of annual and regular meetings of the Board no later than fifteen (15) days prior to the date of the annual meeting of the Board;

RESOLVED, FURTHER, that the meeting of the Board scheduled to take place in April 2020, which was previously designated as the next annual meeting of the Board, is hereby designated as a regular meeting of the Board;

RESOLVED, FURTHER, that all elected directors of the Corporation currently in office whose terms are scheduled to expire during the annual meetings of the Board originally scheduled to take place in April 2020, 2021, 2022, and 2023 shall continue to serve until the annual meetings of the Board scheduled to take place in December 2020, 2021, 2022, and 2023, respectively, and until a successor has been duly elected and qualified, or until that director's earlier resignation or removal in accordance with the Bylaws and the Law; and

RESOLVED, FURTHER, that all officers of the Corporation currently in office whose terms are scheduled to expire during the annual meeting of the Board originally scheduled to take place in April 2020 shall continue to serve until the annual meeting of the Board scheduled to take place in December 2020, and until a successor has been duly elected, or until that officer's earlier resignation, removal, or other disqualification from service in accordance with the Bylaws and the Law.

II. FILING

BE IT RESOLVED, that the Secretary of the Corporation is hereby directed to file and maintain these minutes of the foregoing proceedings of the Board with the corporate records of the Corporation.


(Secretary's certificate follows)

CERTIFICATE OF SECRETARY

I, the undersigned, hereby certify:

That I am the duly elected, qualified and acting Secretary of the Young Men's Christian Association of Orange County, a California nonprofit public benefit corporation (the "Corporation"); and

That the foregoing resolutions and minutes of the Corporation accurately reflect the discussion held and resolutions adopted at a duly noticed meeting of the Board of Directors of the Corporation held on the date first above written and attended by at least the required quorum of the directors of the Corporation.



John Rochford, Secretary

**YMCA OF ORANGE COUNTY
BOARD OF DIRECTORS
ACTION ITEM**

FOR BOARD ACTION ON:

Thursday, January 30, 2020

RECOMMENDED BY:

Jeff McBride, President

RECOMMENDATION:

The Board of Directors nominates and approves the following candidate to the Board of Directors for a three year term with expiration date of 2023.

Tony Spriggs

All Board member terms end and may be renewed at the Annual Meeting of the Board of Directors of the year of their term expiration.

REASON FOR ACTION:

The Board of Directors goal is to recruit Board members that meet the profile as set by the Board Governance Committee. The above candidate will bring needed expertise to the board and bring new, fresh ideas and resources to the board. The above member has completed the behavioral assessment and has previously served on the Facilities Capital Committee and is a current member on the GRO Task Force.

FINANCIAL IMPACT AND FUNDING SOURCE:

None



FOR YOUTH DEVELOPMENT FOR HEALTH LIVING FOR SOCIAL RESPONSIBILITY

YMCA OF ORANGE COUNTY BOARD OF DIRECTORS ACTION ITEM

FOR BOARD ACTION ON:

Thursday, January 30, 2020

RECOMMENDED BY:

Finance Committee
Sean Peasley, Chair
Jeff McBride, President/CEO
Joyce Kirchhofer, CFO

RECOMMENDATION:

The Board of Directors hereby ratifies the email vote approval for the YMCA of Orange County's 2020 budget recommended by the Finance Committee via email on November 18, 2019. The below was approved by unanimous e- vote.

- Finance Committee Meeting Minutes from 11/15/2019
- YMCA of Orange County proposed 2020 Budget
 - Includes Tipper, LLC
- YMCA of Orange County proposed CAPEX schedule

REASON FOR ACTION:

The annual Association Budgeted Operating Plan requires Board approval. Finance Committee has reviewed and approved the 2020 Budget and presented the information to the BOD via email on November 18, 2019.

FINANCIAL IMPACT AND FUNDING SOURCE:

Projected surplus operating margin.



FOR YOUTH DEVELOPMENT FOR HEALTH LIVING FOR SOCIAL RESPONSIBILITY



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CARES Committee MINUTES

November 5, 2019

CARES COMMITTEE

Meeting Minutes

Mike Proud Called the Meeting to order at 11:59am

Minutes

Mike Proud

- September 23, 2019 – Benevolence Fund Call
- Did not approve minutes during this meeting; will carry over to the next meeting

Benevolence Fund Process

Dolores Daly

- Dolores gave a brief overview of the CARES benevolence fund that was discussed and approved during the CARES conference call that was held on September 23, 2019
- Updated Overview and Procedures attached for reference
 - The gift cards will be managed by Jenn Palter. Cards will not be purchased until a need arises and that need has been approved by Executive Leadership so there will be no cards “on hand” at AO
 - We are going to start this program with members only to see how it goes.
- Benevolence Fund Program and Process will be rolled out at the upcoming Branch Ops meeting on 11/21
- How do we implement getting CARES into other branches?
 - Prayer boxes into each facility
 - Cards to be send to Crystal Immerman monthly to be implemented into our monthly prayer meetings
 - Anna will work with her team to ensure all branches have a prayer box. Some already do and others will receive.
 - Prayer boxes cannot be put in our childcare sites due to the district laws and our sites are mainly on school campuses.
 - Add a narrative to the childcare packets “you are part of the YMCA family...prayer request...”
 - Prayer Request button on website
 - All inquiries to flow to Crystal Immerman for distribution to the Cares Committee/Cares Prayer meetings

Adjournment - Adjourned 12:25pm

NEXT MEETING: FEBRUARY 4, 2020 @ 11:30AM

CHAIR: MIKE PROUD

CARES Benevolence Fund

Overview: A designated fund to support the unexpected needs of YMCA members. The intention of the fund is to provide some relief during times of unexpected hardships.

Criteria: A YMCA staff member recognizes a need and seeks support.

Funds Available: \$10,000

Distribution options of funds: The funds can be distributed through providing need specific gift cards. The denomination and location for which the cards can be spent will be determined by the request. (I.e. grocery stores, retail stores, gas cards, etc.)

- \$25 gift card
- \$50 gift card
- \$100 gift card
- \$150 gift card
- \$200 gift card
- \$250 gift card

Process:

1. A staff member recognizes a need from a member or program participant. They submit a request via a form that is found on Connect Site.
2. Form will be sent to the local branch/child care Executive Director
3. Executive Director to approve or deny request – can adjust award amount on a case by case basis
4. Approval or Denial goes to Jen Palter to track on excel (Name of Staff nominator, Name of Nominee, Member ID or Program ID of Nominee, approved or denied, Item Approved (e.g. type of gift card or amount))
5. If they are approved, Jen purchases gift card for approved amount on Wells Fargo card (accounting says this can be directly coded to CARES account)
6. Jen sends Linda copy of spreadsheet monthly to see what was approved to track fund balance (or during the months that have activity)
7. Jen sends gift card to staff nominator to distribute to participant

To be created by marketing:

- 1) Form that asks the following – after created put on connect with direct email to Audrie or Emilio
 - a. Name of staff nominator
 - b. Branch of staff nominator
 - c. Dept./Site of staff nominator
 - d. Name of Nominee
 - e. Member/Program ID of nominee
 - f. Gift Card Requested
 - g. Gift Card Amount Requested
 - h. Reason for nomination – Please provide a brief description of the person's situation and why you believe they are in need of this support.
 - i. Signature of staff nominator
 - j. Signature of Executive Director/Associate Executive Director
- 2) Internal Flyer – create a flyer with the process listed above that says 'internal communication only' for Audrie and Emilio to share with their staff at staff meetings.

Communication: This fund is designed for staff to support fellow staff members or members. The communication will remain internal (Association wide). The methods of communication will be through conversations at staff meetings. The recipients and requestors of these funds will not be publicized or recognized. The intention is to provide care and support with discretion.



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**Finance Committee Meeting
Minutes
November 15, 2019**

FINANCE COMMITTEE MEETING MINUTES

PRESENT: Sean Peasley, Juliette Meunier, Ryan Fessler, Jeff McBride, Dolores Daly, Joyce Kirchhofer, Ara Bonyadian, Crystal Immerman

ABSENT: Minh Hoang, Brian Constable

CALL TO ORDER: 12:06pm

1. Review/Approve Meeting Minutes - Sean Peasley

- September 20, 2019
- Sean asked if everyone had a chance to review the minutes and if there were any questions
 - Ryan Fessler motioned to approve the minutes as presented
 - Juliette Meunier seconded the motion
 - No nays or abstentions
 - All in favor; approved

Ara Bonyadian is YMCA OC's new controller and gave a brief background and introduction

2. Financials - Joyce Kirchhofer

- YMCA
 - Joyce stated that all the information is covered in the narrative/packet and that nothing is dramatically different from prior months
 - YMCA OC is seeing really good trends in childcare; see narrative
 - We added a new school (Esencia) with 145 kids
 - Marketing helped increase enrollment
 - Laguna Niguel
 - Joyce wanted to highlight Kelly and her team for what a great job they did during the construction. They managed it well and only had 5 cancelations
 - Joyce asked if there were any questions, concerns or comments on the financials
 - None

3. 2019 Budget - Joyce Kirchhofer

- YMCA
 - Joyce gave a brief overview of our budget process and changes made this year
 - 250 individual budgets that we roll up into the summary
 - Budget plan will produce a net outcome surplus of 1.3M representing 3% revenue
 - This year we did more accounts zero based verses preloaded numbers
 - Started with a surplus so we could talk about what to put back into the budget verses what needs to be taken out
 - More levels of review from accounting and operations
 - Minimum wage increase is our biggest challenge with budgets this year
 - \$1.1 M (this included compression)

- We have succeeded in dealing with this challenge by increasing revenue and finding efficiencies in every program
 - Rate increases in childcare and membership were not given this year because of the rate increase of 2018
 - How many years is the minimum wage increase happening
 - Every year through 2022 @ \$1/hour every year
 - We are analyzing changing salaried childcare directors to hourly pay since minimum wages goes up \$2/hour for those positions.
 - We should have the analysis by the first quarter of next year
 - YMCA is self-insured for unemployment
- 2020 CAPX schedule was handed out for review
 - \$979k
 - Related depreciation is included in 2020 budget
- Q & A
 - Sean: Reconfirm revenue growing this year
 - Yes, 3.5%
 - Juliette: Fullerton negative net outcome
 - Health and wellness has been struggling
 - Hired a new director last week who worked for us previously and he is very well versed in our programs and operations and we are confident he can “hit the ground running”
 - Definitely salvageable just takes time to get it going again
 - Dolores stated that we should anticipate a loss of donors due to Clare’s departure
 - Juliette recommends FC should put this branch on our “watch list”
 - Ryan: asked why Orange was not budgeted
 - Orange currently only has ASES sites in this service area and those are budgeted under childcare
 - Ryan: Rancho Mission Viejo
 - This is a new up and coming neighborhood
 - We currently run sports, childcare and group x classes out of the park facilities
 - This is a great opportunity for the YMCA to get in and get established in hopes to be a provider for this area in the future
 - Ryan: Resident Camp
 - We don’t have the AS&F funding that we had last year
 - The budget represents the true operating loss
 - Dolores: – We ran 7 weeks of our own camp last summer and it’s more expensive because we have to pay the counselors, etc. Next year we are going to cut it down to 4 weeks and then use those other open weeks for user groups which are more cost effective to run
 - Repairs and maintenance is covered by a reserve account
 - Juliette: Purchasing managers cost reduction plan
 - Those items are in the budget if we know the work is happening
 - Ryan: Operating budget only? Growth?
 - Unless we have a contract in hand we don’t budget for new sites

- Tipper, LLC
 - AO building is fully leased
 - One lease expires next year otherwise we are good for 2 years
 - We had a partial welfare exemption and will see a savings of \$13k/year on Property taxes

- Sean asked the committee if there were any additional questions or concerns regarding the 2020 budget
 - Juliette Meunier motioned to approve the budget as presented
 - Sean Peasley seconded the motion
 - No nays or abstentions
 - All in favor; approved
- Sean asked the committee if there were any additional questions or concerns regarding the CAPX schedule that was presented for 2020
 - Ryan Fessler motioned to approve the CAPX schedule as presented
 - Juliette Meunier seconded the motion
 - No nays or abstentions
 - All in favor; approved

- December 2018
 - The FC chart of work is light in December and YMCA does not foresee any material issues or changes in the finances therefore we will cancel the December FC meeting.
 - NO BOD meeting in December
 - Crystal will prepare the minutes from this meeting and will send it to the entire BOD
 - BOD will need to vote via email to approve the budget as presented; this is required to have 100% participation and agreement to move forward
 - We will also re-present the budget at the January meeting and will conduct a live vote to ensure all bases are covered

Meeting Adjourned at 12:55pm



FOR YOUTH DEVELOPMENT
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Finance Committee Meeting

January 17, 2020

**FINANCE COMMITTEE MEETING
MINUTES
January 17 @ 12:00pm**

Call to order at 12:03pm

1. Review/Approve Meeting Minutes

Sean Peasley

- November 15, 2019
 - Brian motioned to approved
 - Ryan seconded
 - Approved, no nays or abstentions

2. Financials

Joyce Kirchhofer

- YMCA
- Joyce gave an overview of highlights. See Financial Summary in the FC packet
 - We had a record breaking year with a \$3.3M surplus. \$1.6M was from investments but the rest from operations. We overcame many challenges, had many changes and continued working on the culture. Kudos to Dolores and the operations team for doing such a good job helping to achieve this result.
 - 2019 Financial Review update – See PowerPoint in the FC packet
 - Target Areas Reviewed
 - Revenue to Budget
 - Revenue to Prior Year
 - Operating Net as % of Revenue
 - Pomona Valley had a 157k asset transfer (2018); didn't reoccur not part of normal ops
 - Operating Margin to Prior Year
 - Branch & Program Contributions
 - Program Contributions – change format to combine Membership, Kid zone and Fitness

3. GRO Update

Joyce Kirchhofer

- Very High-level presentation at the BOD meeting by the task team on 1/30 and then a larger presentation to the BOD by GRO in March

4. Other

- Sean asked about the pay off option for the B of A loan
 - We are looking at a bigger comprehensive package
 - Hold off paying loan until we see where GRO goes
 - Brian – suggested at looking at longer term fixed rates, also ensure the financial institution is in line with our mission and vision.
- Joyce – renewed insurance
 - Changes
 - Mgmt. liability \$100k retention for epli; not offered anymore so we had to jump to a 250k retention
 - This does not lower the premium

- Crime policy was \$500k and is now at \$1M
 - only a \$900 increase
- Overall premium went down \$150k
- Health and Insurance benefits renewal
 - The HR dept came up with a program that will save us \$100k each year
 - We get better benefits for less cost
 - We are also offering ALL staff teledoc
 - YMCA will cover copay and deductible
 - The Difference Card/Benefits
- Minimum Wage and compression
 - For 2020 there was \$1M added costs, included in the budget
 - We have been closely monitoring wages since they are our biggest cost, progress in this area has been made, especially in Childcare
 - Minimum wage increases will take place through 2022.

Meeting adjourned 1pm

**Minutes
January 7, 2020 @ 9:00am
YMCA of OC**

1. Program Updates

- CLASS Program – Sadhna Matai
 - See Meeting Packet for all information
 - Applied for a contract through the City of Irvine to observe their after school programs. Application was submitted in December of 2019 so we hope to hear back from them soon.
- Esports – Chris Adam
 - See Meeting Packet for all information

2. Minutes Approval

- May 21, 2019
- August 12, 2019

3. Save Our Youth (Soy)

- Mary Capellini joined at 9:45am
 - PDF originally funded the SOY project for 3 years in hopes it would be self sufficient by year 4.
 - Year 1: 75% YMCA, 25% SOY
 - Year 2: 50% YMCA, 25% SOY
 - Year 3: 25% YMCA, 25% SOY
 - As of right now SOY is fundraising 100% of the funds for Camp which means these kids could go anywhere
 - SOY would like to get back to the 50/50 partnership to continue to send kids to the YMCA Camp
 - SOY is about 50 kids at \$500/kid
 - Dave: Could we do a joint application for the scholarships?
 - Dolores: the problem with that is we have to provide demographics and individual information to the funding sources.
- Mary was excused at 10:12am
 - Jeff – the vision was that the BOD could get preso from PDF, for a partnership. There needs to be a formal presentation to the BOD so the organization can fundraise specifically for this.

- John – This is an outside group which we were looking for. Most of our other PDF applicants are internal
- Committee voted to approve 50% of funding for one week of summer camp
 - John motioned to approve
 - Jay seconded the motion
 - Approved, no nays or abstentions

Adjournment 10:31pm