



BOARD OF DIRECTORS MEETING AGENDA

Details

Date: February 24 @ 7:30am
Location: YMCA of Orange County

Presiding

Jeff McBride, President & CEO

Call to order – Jeff McBride, President & CEO

Invocation – Michael Hahn

Approval of Minutes – John Rochford

- December 3, 2021

Installation of Officers February 2022 – December 31, 2022 – Jeff McBride

- Chair – Sean Peasley
- Vice Chair – David Lamb
- 2nd Vice Chair – Juliette Meunier
- President – Jeff McBride
- Treasurer – Ryan Fessler
- Secretary – John Rochford
- Asst. Secretary – Dolores Daly
- Past Chair – Rosanna Coveyou

Consent Calendar – Jeff McBride

- Slate of Officers
 - February 2022 – December 2022
- Executive Committee Members
 - February 2022 – December 2022
 - Removing Mike Proud
 - Adding Ryan Fessler (Finance Committee Chair)
- Bylaws Update
 - Changing name of Board Development Committee to Board Governance Committee

Committee Updates

- Board Governance Committee
- Finance Committee



BOARD OF DIRECTORS ANNUAL MEETING AGENDA

GRO Update – Jeff McBride, Tony Spriggs, John Rochford

- Newport Mesa

President's Report – Jeff McBride

Other Business/QA

Adjourn



BOARD OF DIRECTORS ANNUAL MEETING MINUTES

Details

Date: December 3 @ 8:30am

Presiding

Mike Proud, Board Chair

Present: Mike Proud, Rosanna Coveyou, David Lamb, Brian Constable, Minh Hoang, Michael Hahn, Sean Peasley, Juliette Meunier, Ryan Fessler, Jay Scott, Greg Custer, Tony Spriggs, Don Saulic, Jeff McBride, John Rochford, Dolores Daly, Christine Salas, Anna Romiti, Beth MacAller

Absent: Lisa Alonso

Call to order – Mike Proud, Board Chair
8:58am

Jeff introduced Matt Gerlach, former CEO of Hoag Hospital. Matt currently sits on the YMCA Advisory Committee for Newport Mesa and is a prospective board member

Invocation – Mike Proud

Board Business

Approval of Minutes – John Rochford

- September 29, 2021
 - Michael Hahn motioned to approve the minutes as presented
 - David Lamb seconded the motion
 - APPROVED, no nays or abstentions

Consent Calendar – Mike Proud

- Term Renewals 2022-2024
 - January 2022 - December 2024
 - Lisa Alonso, Don Saulic, John Rochford, Jess Meyers
- 2022 Y-Retirement Contribution Rates
 - Email Vote Ratification - unanimous email vote on 10/28/2021
- Approval of YOC and Tipper Budget – Recommended by Finance Committee
 - Sean Peasley motioned to approve all consent calendar items as presented
 - Brian Constable seconded the motion
 - APPROVED, no nays or abstentions



BOARD OF DIRECTORS ANNUAL MEETING AGENDA

Committee Achievements/2022 Plan

- Juliette addressed the board and asked all committee chairs to present accomplishments from 2020 - 2021 and talk briefly about the plan for 2022
 - Finance Committee -Sean Peasley
 - Executive Compensation Committee -Dave Lamb
 - Legal HR – Jay Scott
 - CARES – Michael Hahn
 - Program Development Fund – John Rochford
 - Investment Committee – Greg Custer
 - Audit Committee – Jess Meyers (read by Juliette Meunier)
 - Board Governance - Juliette Meunier

Annual Campaign - Beth MacAller & Anna Romiti

- Beth discussed her vision of shifting our fundraising culture
 - Focus on Volunteer Driven Campaign Tactics
 - Story-telling through Key Y Leaders
 - Building Sustainable Relationships
 - Your-Round Giving Approach – not deadline driven
 - Stewardship
- Anna discussed the Campaign Theme this year which is “Here for Good” and gave an overview of the messaging document (located in the Annual Campaign folder & also available on the board portal)

GRO Update – GRO Taskforce

- In May of 2019 our board approved the commission of GRO development to complete an asset study of the Newport Mesa YMCA location, facility conditions, market opportunity, real estate value and related options. This board then approved the appointment of a task force which is comprised of John Rochford, Dave Lamb and Tony Spriggs, to oversee this project/process;
- The task force and GRO requested RFEI’s and have narrowed all submissions down to 2 developers; Trammel Crow and Bonanni Development. The task force is making a recommendation to begin nonbinding conversations with Trammel Crow as they provide an expertise that is higher than all other developers as well as resources; and their proposal is most consistent with the YMCA overall needs
- Jeff introduced the most recent financial proposal from Trammel Crow and a thorough discussion ensued with the task force regarding logistics, entitlements, land lease and financials (all detail is available upon request



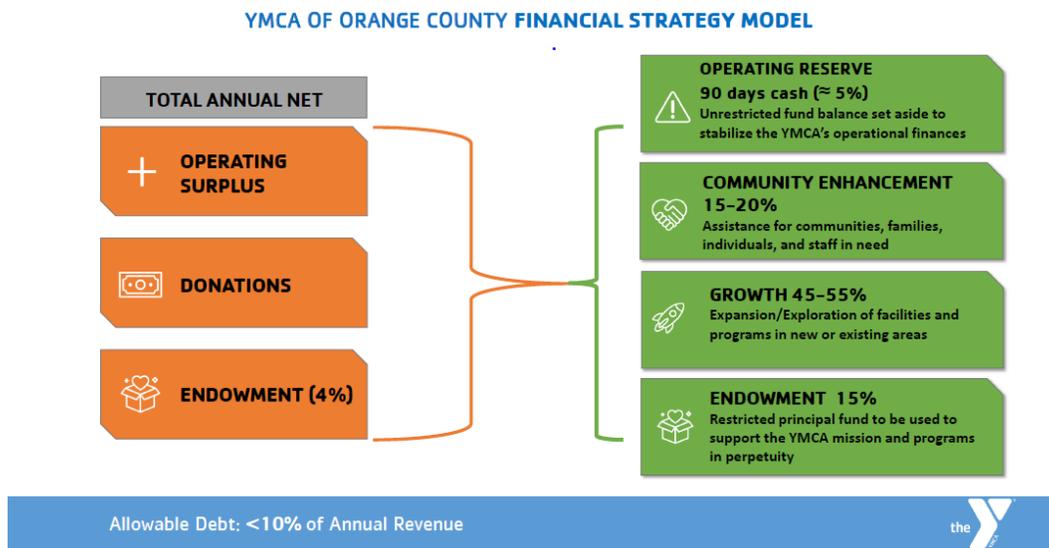
BOARD OF DIRECTORS ANNUAL MEETING AGENDA

but as a reminder this is highly confidential to this board only and cannot be distributed outside of our board)

- Rosanna Coveyou motioned to approve the recommendation to begin nonbinding conversations as indicated in the Certificate of Resolution
- Don Saulic seconded the motion
- APPROVED, no nays or abstentions

Financial Strategy – Jeff McBride & Ryan Fessler

- Ryan Fessler kicked off the conversation by giving an overview of the Financial Strategy Model (below)



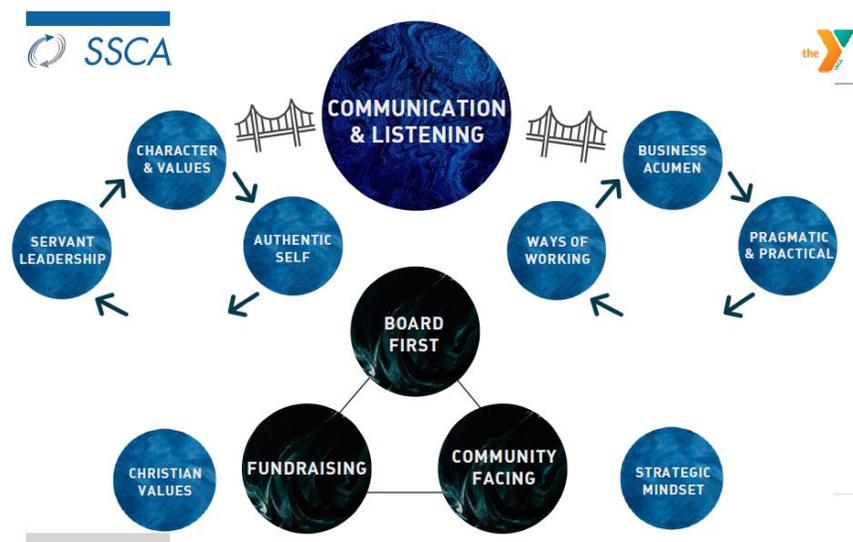
- This model/guideline has been created to keep this board and all future boards in a general alignment to where we want to direct all resources that we have been given
- Jeff announced we will be rebuilding the branch boards; current collaborative conversations with Dolores and Beth; the branch boards needs to go through the same process that our board went through for the "north star"/Mission Vision Values; this will take the next 3-4 years
 - Brian Constable motioned to approve the Financial Model/Guideline as presented
 - John Rochford Seconded the motion
 - APPROVED – no nays or abstentions



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Board Assessments/Alignment

- Susan Peirce gave a high-level overview of the below diagram and defined our BOD's strength
- Our Board is in complete agreement/alignment with everything but Christian Values, Fundraising and Strategic Mindset.



- Working Session (Christian Principles, Fundraising, Strategy)
 - Christian Principles
 - The assessments were done prior to the work we did which could have been the reason for the misalignment; the full board adopted the values in the YMCA's culture statement; and are still in full agreement/alignment
 - Strategic Mindset
 - Strategic is "big picture" & "dreaming to the future"; the board is responsible to carry out the future vision while the staff is tactical
 - Mike Proud – The Board's Mission statement becomes the guardrails (Advancing the YMCA's Mission through vision and governance to ensure a strategic, sustainable and impactful organization)



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- The Board agrees on the definition of “Strategic Mindset”
 - Forward thinking in support of achieving our Mission
 - John Rochford made a motion to approve the Strategic Mindset definition
 - Michael Hahn seconded the motion
 - APPROVED, no nays or abstentions
- Fundraising Definition
 - Joyfully contributing your time, talent and treasures to the Y to encourage others to do the same
 - Don Saulic motioned to approve the fundraising definition
 - Jay Scott seconded the motion
 - Approved, no nays or abstentions
 - Crystal to change the Chairman donation to “up to” \$2500 on the board expectations document

Board Chair Nomination/Selection Process - Jeff McBride & Mike Proud

- Jeff introduced a new process to nominate our new Board Chair. Susan Peirce (Assessment Provider) has identified the characteristics needed in the next board chair based on current needs of organization. This process is inclusive of the entire board and Executive Leadership. A link will be sent to all board members for anonymous voting. Top 3 candidate will be presented to the nominating committee to identify best candidate for 2022.

Closing President’s Report – Jeff McBride

Adjourn 3:20pm

**2022
Committee Assignments**

2022 Board Officers	Audit Committee	Board Governance	C.A.R.E.S.
Coveyou, Rosanna (Past Chair) Daly, Dolores (Asst. Secretary) McBride, Jeff (President) Lamb, David (Vice Chair) Peasley, Sean (Chair) Fessler, Ryan (Treasurer) Rochford, John (Secretary) Meunier, Julietter (2nd Vice Chair)	Fessler, Ryan Hahn, Michael Meyers, Jess (Committee Chair) O'Connor, Katie	Coveyou, Rosanna Daly, Dolores Lamb, David McBride, Jeff Meunier, Juliette (Committee Chair) Peasley, Sean Proud, Mike Rochford, John	Alonso, Lisa Constable, Brian Daly, Dolores Hahn, Michael (Committee Chair) MacAller, Beth McBride, Jeff Proud, Mike Romiti, Anna Scott, Jay Stannard, Julia
Exec. Compensation Committee	Executive Committee	Finance	Investment
Coveyou, Rosanna Lamb, David (Committee Chair) Salas, Christine (AO) Scott, Jay (BOD)	Coveyou, Rosanna Custer, Greg Daly, Dolores Fessler, Ryan Hahn, Michael Lamb, David McBride, Jeff Meunier, Juliette Meyers, Jess Peasley, Sean (Committee Chair) Rochford, John Scott, Jay	Constable, Brian Daly, Dolores Fessler, Ryan (Committee Chair) Hoang, Minh McBride, Jeff Meunier, Juliette	Custer, Greg (Committee Chair) Lamb, David McBride, Jeff Meyers, Jess Saulic, Don
Legal/HR Affairs Committee	Program Development Fund		
Alonso, Lisa Giovanonne, John Lamb, David McBride, Jeff Salas, Christine Scott, Jay (Committee Chair)	Daly, Dolores Hahn, Michael Lamb, David Rochford, John (Committee Chair) Romiti, Anna Scott, Jay		

Committee Chair, Staff Liaison

Board Chair Succession Guidelines

The purpose of Board Chair Succession Guidelines is to outline a process that will be used for planning to nominate a new board chair.

1. STEP ONE – June/July

- a. Set a meet with Nominating Committee and Susan Peirce/SSCA (current assessment provider)
 - Confirm & capture current needs of organization & characteristics needed of board chair

2. STEP TWO

- a. Send nomination link to entire board
 - Voting will be based on the current needs and characteristics identified from step one
 - Results will form the top three board chair candidates

3. STEP THREE

- a. Executive Staff to evaluate top 3 candidates using the same objectives and nomination link

4. STEP FOUR

- a. Set a meeting with Nominating Committee and Susan Peirce/SSCA to review the top three candidates based on information identified from steps two and three
- b. Nominating Committee to identify best candidate

5. STEP FIVE

- a. CEO to meet with potential board chair
- b. Email sent to the entire board with board chair recommendation
- c. VOTE to be taken at next board meeting

6. STEP SIX

- a. Board Chair & CEO to meet with Susan Peirce/SSCA to discuss how best to work together based on findings from the profile assessments