



BOARD OF DIRECTORS MARCH 2022 UPDATES

Approval of Minutes

- February 24, 2022 meeting minutes are attached for your review; we will vote to approve at the April meeting
- Please email Crystal with any updates/changes

Committee Updates

- Board Governance - Juliette Meunier
 - The CEO succession planning process taskforce met and started to brainstorm to develop a process for CEO succession to be needed in the future (no imminent need currently). Below are the topics that were discussed and will be built out further in a more formalized process.
 - Annual review to determine whether to initiate succession process - Review CEO performance and alignment with org goals to determine if CEO succession should begin
 - Leadership Development for rest of executives/leaders - Developing a talented pool of future leaders within the organization helps implement a smooth transition and leadership continuity
 - Events that could trigger need for successor, including voluntary/involuntary and long/short time horizons
 - Identify nominating/selection committee
 - Committee determine criteria for successor candidates based on current needs of organization
 - Selection committee should evaluate each candidate based on the selection criteria previously outlined, including a scorecard or rating scale for leadership effectiveness
 - Involvement of outside consultant (Susan Pierce) to provide objective assessment and compare to organization needs
 - Transition period for CEO succession
 - Next steps are for Jay and Juliette to:
 - Start an outline of the discussion topics which will evolve into a process document
 - Work with Christine to begin to build out the Leadership Development program



BOARD OF DIRECTORS MARCH 2022 UPDATES

- Finance Committee- Ryan Fessler, Dolores Daly, Christine Salas
 - Expanded Learning Opportunities Program (ELOP)
 - Funds distributed through California Department of Education to school districts and charter schools to provide afterschool and summer enrichment programs.
 - Total funding \$1.7B
 - Target start date is Fall of 2022. The program is required to run 3 hours on all instructional school days and 9 hours for 30 days of non-instructional days. The program is open for TK-6th grade students that are English Language Learners, Foster Youth and students that qualify for free and reduced lunch.
 - This funding will be used in conjunction with ASES funding. The ASES and the ELO Program should be considered a single, comprehensive program. In coordinating all these funding streams to move towards a single program. Adds spaces at non-ASES schools. Currently ASES are only at title one schools. This program is good for districts with a lot of ASES programs like Anaheim, but bad for districts like CUSD with very few Title one schools.
 - School districts are required to take the funding.
 - We have been in discussions with all districts currently served by the YMCA and two new districts about the Y's involvement in the ELO Program.
 - CUSD will be receiving \$4M. The district has requested a proposal for the Y to run majority of ELO Program. They said "we are just going to fill your existing program". The Y is in a difficult position because we must maintain our relationship with our largest contract and prevent other providers to offer programs in the district, but at the same time protect our fee-based program. It is well known among districts that the funding is not sufficient to provide a quality program. To put it in perspective, the Y fee is \$25/day/child and the ELO Program funding provides approximately \$6.55/day/child. This obviously creates several issues that are currently being addressed internally and with the districts.
 - On a negative note, TUSD has notified us that they will not be renewing our contract for three school that have been served by the YMCA for 30+ years. According to the district staff, because of ELOP funding and all the reporting requirements to the state they would prefer to have one



BOARD OF DIRECTORS MARCH 2022 UPDATES

vendor and made the decision to go with their largest vendor Catalyst Kids. The loss of these three sites will be significant as they are larger sites and provide significant operating net.

- The YMCA Executive Leadership staff and CYD Leadership are working diligently to ensure we serve the community and balance the financial impact to the organization.

- PPP
 - To maximize what we qualify for between the PPP and ERC funds, in January we contracted CLA to assist us with carving out the wages to fulfill the PPP forgiveness with the wages we can submit for Q2 and Q3 ERC funding. CLA has sent back their findings and back up this week. We are currently working with CLA on maximizing the PPP Operating Expenses to lower the necessary payroll cost which we can use to apply to ERC credits. We expect to be able to finalize the PPP forgiveness application by the end of next week (4/8). Additionally, we anticipate finalizing the Q2 and Q3 ERC wages to know what we qualify for by the end of the following week (4/15).

 - PPP
 - Received \$4,748,475
 - Covered period 3/30/21-9/13/21
 - Forgiveness needs to be filed by July 2022

 - ERC
 - Q1 2021 - \$1,656,899.10 - filed amended 941 for Q1 on 8/2/21 – still awaiting funds
 - Q2 2021 & Q3 2021 – have not filed yet

CONFIDENTIAL GRO Update - Jeff McBride

- Newport Mesa
 - Land Use Attorney
 - The task force identified a need to bring on a land use attorney to help analyze local land development codes, zoning ordinances, development regulations, other restrictions, etc.
 - A smaller task force represented by YOC (Jeff and Dolores) , Trammel Crow (David & Nick), Tony Spriggs & Heather Stratman interviewed 3



BOARD OF DIRECTORS MARCH 2022 UPDATES

highly recommended attorneys and will collectively decide within the next couple of weeks who to move forward with as a partner

- GRO Taskforce
 - The taskforce continues to meet monthly or more often, if needed, to ensure everyone is kept up to date and are aligned in ongoing efforts

President's Report – Jeff McBride

- Branch Boards will be reintroduced to our Y within the next couple of years; rebuilding of these branch boards will be a well thought out process created by a task team comprised of board members, volunteers, branch & CYD representatives
 - A whiteboarding meeting with a small task force convened on March 23rd and identified next steps for rebuilding the branch boards (see attached meeting notes)
 - Branch Boards need to have a “north star” and their own Mission Vision Values that harmonize with the BOD’s and YMCA’s overall Mission
 - Mike Proud has agreed to facilitate this process
- Potential Board Members
 - Jeff and Dolores have met with 2 potential board members who were referred through our Adventure Guides program
 - Josh Scott, Senior VP of Financial Management at Pacific Life
 - Josh will join our Finance Committee beginning in May
 - Adam Loeser, Fire Chief at the Fullerton Fire Department
 - Adam will join the Task Force for Rebuilding Branch Boards
 - A third candidate has been identified and Jeff, Dolores and Sean will be meeting with him on Thursday, March 31st



BOARD OF DIRECTORS MEETING MINUTES

Details

Date: February 24 @ 7:30am

Location: YMCA of Orange County

Presiding

Jeff McBride, President & CEO

Present: Jeff McBride, Sean Peasley, Don Saulic, Minh Hoang, Greg Custer, Tony Spriggs, Juliette Meunier, Brian Constable, Ryan Fessler, Michael Hahn, Jess Meyers, John Rochford, Anna Romiti, Christine Salas, Dolores Daly

Absent: Rosanna Coveyou, David Lamb, Jay Scott

Call to order – Jeff McBride, President & CEO
7:37am

Invocation – Michael Hahn

Approval of Minutes – John Rochford

- December 3, 2021
 - Change COO to CEO (Crystal updated)
 - Sean Peasley motioned to approve the minutes with above correction
 - Greg Custer seconded the motion
 - APPROVED, no nays or abstentions

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



BOARD OF DIRECTORS MEETING MINUTES

- 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 Advancement Committee to Board Governance Committee
- Jess Meyers motioned to approve the consent calendar
- Michael Hahn seconded the motion
- APPROVED, no nays or abstentions

Committee Updates

- Board Governance Committee
 - Juliette gave a high-level overview of the governance committee calendar and highlighted the work being done by the Governance Committee:
 - Board Chair succession guidelines
 - CEO Succession Planning
 - Task Force engaged for creating process: Jay Scott, Jeff McBride, John Rochford and Juliette Meunier
 - Board Governance will be working on a Board Member Recruiting Process
 - Branch Boards are being rebuilt over the next year or so and will be piloted at the Newport Mesa location
- Finance Committee
 - Sean gave a high-level overview of the finances from YE 2021, all information and FC minutes are available for the board to view on the board portal
 - Ryan Fessler has accepted the position of Finance Committee Chair

GRO UPDATE is CONFIDENTIAL TO THIS BOARD ONLY

GRO Update – Jeff McBride, Tony Spriggs, John Rochford

- Newport Mesa
 - The agreement between the Y and Trammel Crow is still in negotiation; our attorney redlined the initial agreement and we have a verbal from Trammel that changes are good but it has not been fully executed as of today
 - Newport Mesa Advisory Committee has been formed to assist in our narrative



BOARD OF DIRECTORS MEETING MINUTES

- Michael Hahn asked about when we anticipate this will go public
 - A letter was sent to the city so this is in public documents now
 - Anna Romiti and Heather Stratman have worked with Trammel Crow and developed talking points; we will hand out at the next meeting if they are finalized
 - PR consulting firm has been identified and we will be contracting with them soon to assist in this area
- AO (Architects of Orange) will work directly with the GRO architect for the full design of both sides

President's Report – Jeff McBride

- Jeff addressed the board regarding branch boards and the process of which we will be rebuilding; gave a quick background on Cindy Kransky who is the annual campaign chair for Newport Mesa, she also sits on the volunteer board for Hoag Hospital and will now be one of the leads in rebuilding branch boards

Adjourn

8:44am

Branch Boards Rebuilding Discussion

March 23, 2002

Attendees: David Lamb, Cindy Kansky, Beth MacAller, Jeff McBride, Dolores Daly, Crystal Immerman

WHITEBOARDING SESSION – March 23, 2022

- 1st Session – After April 15; live with digital option if needed
 - Culture Presentation
 - Create Mission Vision Values of Branch Boards
 - Mike Proud has agreed to facilitate this process
 - What should a branch board be? (likely defined when creating MVV)
 - Ambassadors of YOC
 - Resource/Provide
 - Work must be meaningful to the community
 - Cast Questions (see below)
- 2nd Session – Timeline to be determined at 1st session
 - Group work/Questions (see below)
- MEMBERS for Whiteboard
 - Erin Spriggs (EL to confirm, possible add as of 3/25)
 - Don Saulic
 - Adam Loeser
 - Brian Constable
 - Mike Stephens (Cindy to confirm then send contact info to Crystal)
 - Susan Degrassi (Cindy to confirm then send contact info to Crystal)
 - John Connors
 - Jeff McBride
 - David Lamb
 - Cindy Kansky
 - Gary Von Arnam (Crystal contact, cc Dave)
 - All EDs
 - Rikki Baines
 - Amelya
 - Joe Jimenez
 - Beth MacAller
 - CYD Representation
 - Dorain Cassell
 - Kaycee Martin

QUESTIONS for 2nd GROUP SESSION

The YMCA staff run the business. Branch boards run the Mission

- Name
 - Should we call the group branch boards or something else
- Size
 - How many members

- Members
 - AO Board Liaison (AO Board member attends larger board & “branch board” meetings)
 - Should a “branch board chair” attend the larger AO board meetings
 - Define makeup/characteristics of potential members
 - Staff, Branch/CYD Members, Community Members, etc
 - Recruitment and Onboarding of Branch Board Members
 - Define selection process?
 - Define Term Limits
 - Define process for removal/termination of member
- Communication Plan
 - How will information be shared between AO Board and “branch board”
 - Define process and identify point person (by role)
- Feeder Program from Branch Board Members to Association Board?
- Executive Director Roles w/ Branch Boards
 - Must define swim lanes
 - Staff vs. Volunteers Roles
- Fundraising Role