



**HPLD FOUNDATION
REGULAR SESSION**

September 5, 2019

DSS Conference

Room

2650 W 29 St, Greeley, CO 80631

11:30 AM

1.0 OPENING OF MEETING

Meeting called to order at 11:35 AM

1.1 Roll Call

Present: John Damsma, Bob Grand, Joyce Smock, Mary Roberts, Alan Lott Present
via voice conference: Gerri Holton

Absent: Mary Roberts

Staff: Foundation Director Abby Yeagle, Executive Director Matthew Hortt,
Finance Manager Natalie Wertz, Development Associate Niamh Mercer, VISTA
Christian Welch

Public: Ken Poncelow, Bill Garcia (Legal Counsel)

1.2 Pledge of Allegiance

1.3 Approval of Agenda (Action)

Motion: Secretary/Treasurer Grand moved to approve the September 5, 2019 Regular Session agenda as presented.

Second: Director Lott

Vote: 5;0 unanimously approved

1.4 Approval of Minutes (Action)

A. June 17, 2019 Work Session

b. August 23, 2019 Special Session

Motion: Director Smock moved to approve the June 17, 2019 Work Session and August 23, 2019 Special Session minutes as presented.

Second: Director Lott

Vote: 5;0 unanimously approved

1.5 Public Comment

Upon Ken Poncelow's suggestion the Board agreed that Poncelow would give public comment during Section 2.4 of the agenda.

2.0 ITEMS FOR ACTION

2.1 Foundation 2019 – 2024 Strategic Plan (Action)

Foundation Director Yeagle reviewed the Foundation Strategic Plan with the Board. Yeagle reminded the Board that Foundation staff gathered feedback from multiple points of view throughout the District and community. Yeagle worked with the Foundation Strategic Plan Taskforce to create this presentation.

Mission: The mission of the High Plains Library District Foundation is to build a community of library lovers through increased collaboration, philanthropy, volunteer engagement, awareness and advocacy for the libraries for the High Plains Library District.

Funding Priorities:

- Downtown Greeley Library and Innovation Center
- Capital growth District-wide
- Programs supporting education and literacy among underserved populations (identified in collaboration with HPLD Outreach)
- Writer in Residence and the literary arts
- High-impact District-wide programs (Signature Author Series, Summer Reading Adventure, Teen Tour, etc)

Director Smock asked which grants the Foundation is currently pursuing. Foundation Director Yeagle informed the Board that staff recently submitted a grant request to Elevations Foundation for 1,000 Books Before Kindergarten funding. Staff are currently working with the Executive office on the Google Impact Challenge Colorado grant for the Innovation Center. Staff are also working with Outreach to complete the Littler Youth Fund grant application for Multilingual Nursery Rhyme Booklets.

Secretary/Treasurer Grand asked how the Foundation would work with new senior employees and incorporate their ideas into the strategic plan. Foundation Director Yeagle informed the Board that they used the District strategic plan as a template for the Foundation's and that the Foundation would continue to listen to input from all District staff. Executive Director Hortt noted that the reorganization has created new positions that senior staff members have filled. The Associate Director position is currently open and will be filled shortly. Chair Damsma agreed that the Foundation will always seek input from new employees, especially those in senior positions.

Foundation Director Yeagle discussed each of the Strategic Areas.

Volunteer Engagement: Develop a District-wide volunteer program to serve as the basis of a Friends group.

Secretary/Treasurer Grand asked how volunteer engagement would work throughout the District. Foundation Director Yeagle discussed the previous Branch and Member data that the Foundation compiled and noted that the Foundation is currently researching the topic. Executive Director Hortt noted that he appreciated the Foundation's initiative to support District volunteers.

Awareness: Raise awareness of and advocate for the Foundation, the District, and the importance of libraries

Secretary/Treasurer Grand suggested annual galas at each of the District's libraries. Foundation Director Yeagle noted she would discuss Branch involvement later in the presentation and felt that the Foundation should do smaller events in each community. Chair Damsma added that the Foundation has already begun to hold and attend community events and asked how they were received. Yeagle noted they have been well received by the community and that the Foundation is currently working with Outreach and CRM to coordinate events.

Philanthropy: Prepare the Foundation to move towards major and planned giving by developing an annual fund and a broad, enduring base of supporters.

Capital Campaigns: Support the development of a Downtown Greeley library and Innovation Center to benefit all of Weld County.

Secretary/Treasurer Grand reiterated his opinion that the Foundation should not be involved in capital campaigns. Director Lott noted that the Strategic Plan's collaborative structure enables the Foundation to secure donors who are interested in capital campaigns. Chair Damsma agreed and continued to say that Foundation capital campaigns would only help improve the District's financial health and serve its longevity.

Secretary/Treasurer Grand felt that we should do more things similar to LFL in an effort to collaborate with community partners.

Foundation Director Yeagle noted that capital projects engage donors. Executive Director Hortt Matt noted that the member libraries have asked for assistance with capital projects.

Community Engagement: Cultivate relationships with non-profit partners, corporate sponsors, funders, and community stakeholders.

Foundation Director Yeagle noted that both links for Literacy and the Signature Author Series Fundraiser involve 50/50 splits with community organizations, Kiwanis of the Rockies and the Community Grief Center.

Program Support: Continue to expand Foundation programs and Foundation-supported District programs.

Internal leadership: Prepare staff and the board to lead the Foundation towards strategic goals.

Chair Damsma thanked Foundation Director Yeagle for her work on the Strategic Plan. Both Foundation Director Yeagle and the Board agreed that the Strategic Plan is a working document that can be changed as needed.

Motion: Director Lott moved to approve the Foundation 2019-2024 Strategic Plan as presented.

Second: Director Smock

Discussion: Secretary/Treasurer Grand approved with comment noting that the Strategic Plan is a working, living document.

Vote: 5;0 unanimously approved

2.2 Whistleblower's Policy (Action)

Foundation Director Yeagle directed the Board to the Whistleblower's Policy Board Communication.

Background

In the current version of the 990, Part VI, Section B focuses on "policies not required by the Internal Revenue Code". These policies are valuable measures for ensuring sound governance and demonstrating it to donors and the public. The section asks if the organization currently has a variety of policies in line with best practices. Although a "no" answer holds no penalty, it can paint the organization in an unfavorable light to supporters and potential donors.

While completing the 2018 990, the Foundation was able to answer "yes" to having all of the listed policies except for the "Whistleblowers policy". In order to demonstrate our commitment to high standard governance practices, it is the recommendation of the Bylaws and Policy Committee that the Foundation Board adopt a Whistleblower's policy

Policy

The policy presented is a standard Whistleblower's Policy based on suggestions and sample wording from the National Council of Nonprofits. It has been edited by the Bylaws and Policy Committee and reviewed by legal counsel.

Recommendation

It is the recommendation of the Foundation Bylaws and Policy Committee to adopt the proposed Whistleblower's Policy.

Secretary/Treasurer Grand asked if District and Foundation have similar Whistleblower policies. Executive Director Hortt informed the Board that currently District does not have a Whistleblowers Policy. Legal Counsel Bill Garcia noted that he reviewed the policy and finds it acceptable for approval.

Vice Chair Holton asked if staff would sign the policy. Foundation Director Yeagle informed the Board that the Board will sign the policy as part of their onboarding.

Motion: Vice Chair Holton moved to approve the Whistleblower's Policy as presented.

Comment: Director Lott

Vote: 5;0 unanimously approved

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Motion: Vice Chair Holton moved to approve the Whistleblower's Policy as presented.

Comment: Director Lott

Vote: 5;0 unanimously approved

2.4 MOU between HPLD and Foundation (Action)

Background

In compliance with Agreement 14 in the MOU between HPLD and the Foundation that "the Library and Foundation agree that this Agreement will be reviewed on annual basis", the Bylaws and Policy Committee reviewed the MOU and proposed the following revisions.

Revisions

Introduction

Revise the IRS designation to reflect the Foundation's current status as a 509(a)1 non-profit organization.

Agreement 12

Add "literary programs" as an approved area for endowment fund disbursements. Add that the percentage of annual disbursements will be "mutually agreed upon" to ensure both parties are aware of endowment disbursements.

Recommendation

It is the recommendation of the Foundation Bylaws and Policy Committee to approve the proposed revisions to go to the District Board of Trustees for review.

Foundation Director Yeagle reminded the Board that the MOU is reviewed annually.

Finance Manager Wertz Natalie suggested removing the term endowment from the MOU as the Foundation's endowment is truly a Board Designated Fund. The Board considered Wertz' proposal and determined that the term "endowment" would be removed from the MOU. Both Wertz and Legal Counsel Garcia noted that if a donor offered an endowment to the District or Foundation the Board and staff could quickly and easily ensure that they are prepared to accept it through the current spending policy

Motion: Secretary/Treasurer Grand moved to approve the MOU subject to the revisions discussed by the Board.

Second: Director Lott

Vote: 5;0, unanimously approved

2.5 Bylaws Amendments (Action)

Background

In adherence with nonprofit best practices and Principles and Practices for Nonprofit Excellence in Colorado, the Foundation Bylaws and Policy Committee reviews the bylaws annually to amend them as needed to reflect organizational growth and development. After considering an array of feedback, including suggestions from staff and legal counsel and review of best practices, the committee proposes the following edits to the Foundation's bylaws.

Section 2 Number and Tenure of Board

The committee proposes editing the number and tenure of the board to read "a minimum of two (2) shall be current members of the HPLD Board of Trustees". This would allow flexibility in the number of District Trustees who must serve on the Foundation Board and would permit anywhere from two to nine Trustees to serve on the Foundation Board.

The change would also allow for more community members to join the board (up to 7). Allowing more community members to be elected to the Foundation Board of Directors would:

Engage library lovers in our community through volunteer leadership (per the strategic plan).

Help establish and build community partnerships.

Bring diverse perspectives, connections, skills, and interests to the Foundation board.

An increased number of community members serving on the Foundation Board of Directors would also:

Bring the Foundation into alignment with best practices for Library Friends and Foundations.

Decrease administrative confusion and difficulties for staff and board members.

Section 6 Voting Procedure

The committee proposes editing voting procedure to allow official business to be conducted "without a meeting through electronic voting" and "via email". Currently, the Foundation

Board is only able to conduct official business if "all persons participating in the meeting can hear each other simultaneously". This change would allow the Foundation Board to take action via email for smaller or immediate items (ex. amending the annual meeting schedule).

Section 11 Removal

The committee proposes clarifying that absences must be "unexcused" to warrant good cause for removal. They also suggest adding refusal of the Foundation's Whistleblower Policy as good cause.

Recommendation

It is the recommendation of the Foundation Bylaw and Policy Committee to adopt the proposed amendments.

Kenneth Poncelow Public Comment

Poncelow addressed the Board of Directors and noted that his public comment reflected his personal opinion and not that of the District Board of Trustees. Poncelow discussed the Foundation Board's history. Poncelow noted that he did not feel there was a significant reason to change Section 2 of the Bylaws. Poncelow continued to state that the District Trustees should continue to hold a majority on the Foundation Board of Directors due to previous issues between the two bodies. Poncelow continued to say that District Trustees should remain in control of the Foundation and its Board of Directors. Poncelow stated that additional community Board members would misalign the Foundation Board and remove the Trustees' influence from the decision-making process. Poncelow noted that he was happy to see that the Foundation plans to work with Friends of the Library.

Chair Damsma thanked Poncelow for his comment.

Director Smock stated that she no longer agrees with the adjustments to Section 2 of the Bylaws. Smock asked how many community applications have been completed. Foundation Director Yeagle informed the Board that four applications have been submitted, three from Greeley one from the Firestone area.

Secretary/Treasurer Grand noted that the Foundation should continue its Friends research. Grand continued to state that the Foundation is undergoing a metamorphosis and that the Board makeup should evolve only when appropriate. Grand stated that the Foundation is not ready to change its Board makeup.

Chair Damsma reminded the Board that the adjustment to Section 2 of the Bylaws states that there would be a minimum of two District Trustees on the Foundation Board.

Vice Chair Holton asked if other library districts and their foundations have similar board compositions. Foundation Director Yeagle directed the Board to the document in their packet, detailing the composition of other Colorado library district foundations, Friends and Boards. Yeagle also noted that the Community Engagement component of the strategic plan would enable the Foundation to gain new Board applicants District-wide.

Director Lott noted the Foundation Board meetings frequently blur the line between District and Foundation due to little delineation between the two organizations

The Board discussed possible changes to the Foundation Board's nomination and interview process and the additional adjustments to the Bylaws.

Motion: Secretary/Treasurer Grand moved to accept section 6 as presented.

Second: Director Lott

Vote: 5;0 unanimously approved

Motion: Director Lott moved to accept section 11 as presented.

Second: Director Smock
Vote: 5;0 unanimously approved

Motion: Director Lott moved to accept section 2 as presented.

Second: Chair Damsma

Discussion: Legal Counsel Bill Garcia noted that the Chair may second a motion.

Vice Chair Holton noted that she respects Poncelow's opinion and felt that the Foundation Board should try to understand what happened with the previous Foundation Board. Holton said that Yeagle would ensure that both parties were comfortable moving forward.

Secretary/Treasurer Grand asked if Vice Chair Holton would like to table the matter, Holton responded that she would.

Director Lott asked if there was a way to implement this decision and involve the District Trustees. Lott stated that their opinion and perspective are important.

Bob reiterated his opinion that this is a transitional issue and stated that he would vote no.

Executive Director Hорт suggested a roll call vote.

Roll Call Vote

Chair John Damsma: yes

Vice Chair Gerri Holton: no (via voice conference)

Secretary/Treasurer Bob Grand: no

Director Joyce Smock: no

Director Mary Roberts: absent

Director Alan Lott: yes

Vote: 3;2 motion failed

Chair Damsma would like to gather input from the District Trustees and discuss it during the next meeting.

Vice Chair Holton left the meeting at 1:05PM

3.0 FINANCE REPORT – Natalie Wertz, Finance Manager

Finance Manager Wertz discussed the Foundation's finances as of July 2019. No major changes were discussed.

4.0 FOUNDATION DIRECTOR'S REPORT – Abby Yeagle, Foundation Director

Foundation Director Yeagle invited the Board to attend the 9th Annual Links for Literacy Golf Tournament held at Eaton Country Club on 9/13 at 7:00AM. Secretary/Treasurer Grand and Director Lott committed to attending the tournament.

4.1 2018 Annual Report

The 2018 Annual Report was mailed and emailed to donors and posted on the Foundation's website. Secretary/Treasurer Grand asked that the term "endowment" be removed from next year's document.

4.2 SAS Fundraiser

The Foundation will hold a Screening of *The Art of Racing in the Rain* and Pre-film Discussion with Garth Stein. Foundation Director Yeagle invited the Board to join the High Plains Library District Foundation and the Community Grief Center for a special screening of *The Art of Racing in the Rain* at the Kress Cinema & Lounge with New York Times Best Selling Author Garth Stein on November 10, 2019. The Foundation's 2019 Writer in Residence Laura Brashear will join Stein to discuss the film and how each author writes about grief. Seating is

limited for this intimate event. All proceeds from the evening will benefit the Foundation's Writer in Residence program and the programs of the Community Grief Center.

4.3 AmeriCorps VISTA

Abby introduced Christian Welch who will serve as the Foundation's Marketing and Events VISTA. Welch is currently working on Links for literacy and creating content for the Weld Gives Collaborative social media pages.

5.0 BOARD COMMENTS

Director Lott expressed his desire for a program that focuses on children reading with their fathers. Director Smock noted that the Board had a good discussion today and that newer Board members may not understand the Boards history and its role.

Secretary/Treasurer Grand voiced that Director Lott's program idea is exactly what the District needs and that the District should continue to find new library users.

Chair Damsma thanked Ken Poncelow for addressing the Board. Damsma noted that the Foundation Board and the Trustees cannot be the same Board and should instead share core principles and values while recruiting new members.

Executive Director Hortt urged the Foundation Board to reach out to Foundation Director Yeagle or himself with questions or concerns.

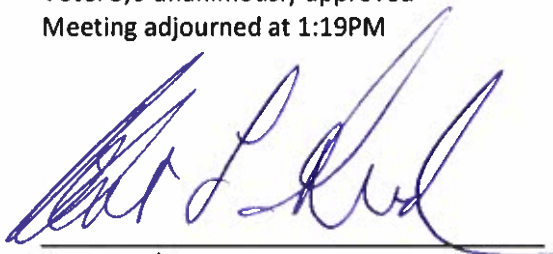
6.0 ADJOURNMENT

Motion: Secretary/Treasurer Grand moved to adjourn the meeting

Second: Director Smock

Vote: 5;0 unanimously approved

Meeting adjourned at 1:19PM



Secretary/Treasurer

11/4/19
Date



Recording Secretary

11/4/19
Date