

RAP
FOUNDATION

ANNUAL BOARD MEETING
BOARD OF DIRECTORS – APPROVED MINUTES

9:00 A.M. Wednesday January 25, 2017

73-710 Fred Waring Suite 115 Palm Desert, CA 92260

- I. CALL TO ORDER at 9:02- Roll Call Present: Chairman Mark Moran, Vice Chair Craig Borba, Secretary Rosemary Ortega, Treasurer Jan Pye, Joe Hayes, Larry Parrish, Ricardo Loretta, Rudy Gutierrez, Annica Meza Dawe arrived at 9:06, Ann Dew, Bill Kroonen (left during the discussion on agenda item V. F), Tricia Gehrlein, Van Tanner and Michelle DeArmond. Excused absence: Claudia Galvez, Brandy Cox, Beatrice Gonzalez.**
- II. CHANGES OR ADDITIONS TO THE AGENDA - None**
- III. PUBLIC COMMENT / PRESENTATIONS - None**
- IV. CONSENT CALENDAR – Action Required**
Staff Recommendation: Approve the December 7, 2016 Minutes. Receive and file the Grant, CNA, CEO Reports and Financials as submitted.
- Motion: To approve staff recommendation by B. Kroonen Second: M. DeArmond Approved: 14
Opposed: 0 Abstention Name(s): 0**
- A. MEETINGS MINUTES of December 7, 2016 Board meeting (attach. #1)**
 - B. GRANT/ PROGRAM OFFICER REPORT (attach. #2) – Receive and File.**
 - C. CENTER FOR NONPROFIT (CNA) Report (attach. #3) - Receive and File.**
 - D. CEO’s REPORT (attach. #4) – Receive and File.**
 - E. FINANCIAL REPORTS-Receive and File Draft Financials up to Dec. 31, 2016 (attach. #5)**
- V. NEW BUSINESS ITEMS – Action Items**
- A. Reappointment of board members– Action Required**
Terms for the following board members expire as of 1/31/17: Mark Moran, Joe Hayes, Larry Parrish and Craig Borba.

Nominations Committee Recommendation: The Board will announce the names of the recommended board members to be reappointed at the Jan. 25 meeting.
Direct CEO to notify the Riverside County Clerk of the Board and update the Board Handbook.

Motion: To approve the appointment of M. Moran, J. Hayes, L. Parrish, and C. Borba by A. Meza Dawe Second: B. Kroonen Approved: 14 Opposed: 0 Abstention Name(s): 0
 - B. Nomination of new Board Members – Action Required**
The committee considered/interviewed several candidates.

Nomination Committee Recommendation: The Board appoint the following persons for appointment: Mike Gialdini, Amber Amaya, Anayeli Zavala, and Tori St. Johns. Direct the CEO to notify the Riverside County Clerk of the Board and update the Board Handbook.

Motion: To approve the Nominations Committee Recommendation by T. Gehrlein Second: V. Tanner Approved: 14 Opposed: 0 Abstention Name(s): 0

C. Resolution of 2017-01 Renewal of Existing Policies and Procedures (Attach. #6)- Action Required

Staff Recommendation: The Board approve the renewal of Policies and Procedures on listed resolutions. Board members are asked to read and sign the Conflict of Interest Policy.

**Motion: To approve staff recommendation by A. Meza Dawe Second: V. Tanner Approved:14
Opposed: 0 Abstention Name(s): 0**

D. Accept Donation from Golden Voice in the amount of \$96,788.66 (Attach. #7)- Action Required
Golden Voice is making this “one time only” donation to RAP to allocate to a selected project.

Staff Recommendation: The Board accept and authorize CEO and Chairman to sign the agreement. To allocate the funds to the Center for Nonprofit Advancement.

**Motion: To approve staff recommendation by R. Ortega Second: V. Tanner Approved: 14
Opposed: 0 Abstention Name(s): 0**

Note: A. Dew suggested we utilize some of the funds to support the Flying Doctors and include in the report.

E. Updated of the “2017 Employee Handbook” (Attach. #8)– Action Required

Staff Recommendation: The Board to adopt the update 2017 Employee Handbook.

**Motion: To approve staff recommendation by C. Borba Second: R. Ortega Approved: 14
Opposed: 0 Abstention Name(s): 0**

F. Review Holt Architecture (Attachment #9)– Action Required

The Facilities committee met on Jan. 23. Tim Holt with Holt Architect made a presentation on the overall project and provided a cost estimate. The Committee Chairman will summarize the Committee’s thought process and provide their recommendation on the following topics, seeking the Board’s approval.

1. Contracts/proposals from the following:
 - a. Holt Architecture
 - b. Subcontracts: ADA (American with Disabilities Act) and MEP (Mechanical, Electrical and Planning. Authorize CEO to sign specific contracts up to a certain amount.
2. Decide on whether to proceed with the “Design Build” approach
3. Decide on whether to consider a one or multiple phase approach for tenant improvements
4. Decide on process for selecting a contractor; request for proposals or request for qualifications?

Facilities Committee Recommendation: The Board to take action on the four items listed above taking into account their recommendations provided below.

Motion: to approve the Facilities Committee Recommendation as follows:

5. Consider and decide on the following contracts/proposals:

- a. **Holt Architecture**
Approve \$15,000 for architectural services for services up to January; \$ 20,000 for February.
- b. **Subcontracts: ADA (American with Disabilities Act) and MEP (Mechanical, Electrical and Planning). Authorize CEO to sign specific contracts up to a certain amount.**

Approve contracts with ADA and MEP and initiate Phase I improvements that include: A2 (Guthy Renker), B2 (Restrooms), C2 (Elevator corridor), F2 (UW Restrooms), and D1 (CVEP).

c. Decide on whether to proceed with the “Design Build” approach

Not to authorize a “design build” approach but instead hire Holt Architects to serve as project manager on a limited basis, with weekly updates/authorization. Phase I

6. Decide on whether to consider a one or multiple phase approach for tenant improvements
No action taken, will proceed with direction in V. B.1b. motion acted on. However, will not remove or agree to the removal of the three offices from D2 (CVEP).

N. Ramos will provide a template we can use to get a “nonbinding but limited commitment” from prospective clients. We would like to get a firm commitment from United Way and CVEP before moving forward with tenant improvements.

Motion: to accept the Facilities Committee’s recommendation by B. Kroonen (who left during the discussion) Second: L. Parrish Approved: 13 Opposed: 0 Abstention Name(s):0

G. Ratification of funding request from the Dr. Carreon Foundation Scholarship event \$5,000 – Action Required

The Dr. Carreon Foundation will be hosted a fundraising mixer “Elected Officials and a Tribute to Supervisor John J. Benoit” on January 23 from 5:30 PM to 7:30 PM at Fantasy Springs Resort Penthouse. RAP was asked to serve as a Title Sponsor for the amount of \$5,000. All proceeds raised will go towards scholarships for students in eastern Riverside County. Also, the amount will be matched dollar for dollar by other funders. (See attachment #10)

Per RAP Board Code of Ethics Policy: Disclosure of a potential Conflict of Interest – Board member Ricardo Loretta is the Executive Director of the Dr. Carreon Foundation.

Executive Committee Recommendation: The Executive Committee met on Jan. 5 and recommended approval of the amount, with ratification by the Board at next meeting.

Board member R. Loretta stepped out of the room before the discussion and returned after the vote was taken for agenda item V.G. and V.H.

**Motion: Motion to accept the Executive Committee’s recommendation Second: V. Tanner
Approved: 10 Opposed:0 Abstention Name(s): A. Meza Dawe, R. Ortega and M. Moran**

H. Request to sponsor the "Spirit of Rotary" Award luncheon on February 21 \$500 to \$2000 (attachment #11) – Action Required

The Palm Desert Rotary will be honoring: County Supervisor John J. Benoit, Palm Springs Air Museum and Coachella Valley History Museum.

John Benoit, a long time Rotarian, will be inducted into the **Education Hall of Fame** in recognition for the great work he did for Coachella Valley youth, especially in the area of education. Proceeds from this event will be channeled to scholarship and youth development (Rotary Youth Leadership Award - RYLA) programs. Each year RYLA benefits 20 high school students with scholarships and 30 with RYLA recognition and training.

**Motion: T. Gehrlein to approve \$500 contribution Second: A. Meza Dawe Approved:12
Opposed: 0 Abstention Name(s): L. Parrish**

VI. INFORMATIONAL ITEMS– No Action (Attachment #12)

A. Committee Assignments for 2017

Executive: M. Moran, C. Borba, J. Pye, R. Ortega, J. Hayes, B. Kroonen

Nominations: M. Moran, C. Galvez, R. Ortega, R. Loretta, T. Gehrlein

Bylaws, Policies and Procedures: R. Ortega, R. Gutierrez, A. Meza Dawe, B. Cox

Finance/Investment: J. Pye, M. Moran, B. Kroonen, L. Parrish, C. Borba

CNA: T. Gehrlein, V. Tanner, A. Meza Dawe, Non RAP: Steve Brown, Desert Health Care District, Charity Douglass

Audit: V. Tanner, B. Cox, M. Moran

Mental Health Initiative: Annica Meza-Dawe, Bea Gonzalez, L. Escobedo (Supervisor's Office), C.

Borba, Non RAP Board members: Robert Blackford, Tori St. John, Jim Grisham, DPSS Deputy Director Robin McCall, Office On Aging representative, and DHCD representative.

Grants: C. Borba, R. Ortega, A. Dew, T. Gehrlein, V. Tanner

Facilities: M. Moran, C. Borba, Non RAP members: Mike Gialdini, Noel Ramos, Steve Brown.

B. Reminder that Conflict of Interest Forms are due by February 10, 2017.

C. Annual Strategic Planning meeting for March 15 (8 AM- 1 PM). Error it should be March 22

VII. COMMITTEES

A. EXECUTIVE COMMITTEE – Met on Dec. 19, 2016 and January 5, 2017. Will meet as needed.

B. NOMINATION COMMITTEE – Met on January 19 to interview candidates. Also, on Jan. 24th.

C. MENTAL HEALTH COMMITTEE- Will meet on Feb. 23.

D. GRANTS COMMITTEE- Will meet in Feb. or March.

E. AUDIT COMMITTEE – Scheduled for March immediately after RAP Board meeting.

F. FINANCE - INVESTMENT COMMITTEE – Met on Jan. 23. Next meeting TBD

G. POLICIES PROCEDURES/PROCESS & BYLAWS COMMITTEE – Will meet in late January or early February to review Bylaws.

H. CENTER FOR NONPROFIT ADVANCEMENT (CNA) – Will meet monthly.

VIII. BOARD MEMBER / STAFF COMMENTS

RAP Presentation to the Palm Desert City Council on Thurs. January 26 at 4 PM.

R. Gutierrez announced the Joven Noble event at Bobby Duke Elem. On Jan. 26 at 6 PM.

IX. CLOSED SESSION

Personnel:

Creation of position – Center for Nonprofit Director

Report out: The board approved the creation of the position of Center for Nonprofit Director.

VIII. ADJOURNMENT: The next regularly scheduled Board meeting will be held at **9:00 A.M.** on February 22, 2017 at 73-710 Fred Waring Dr., Ste. 115 Palm Desert.