

# SAN BRUNO

## Community Foundation

### *Board of Directors*

Nancy A. Kraus, *President* • John P. McGlothlin, *Vice President* • Emily Roberts, *Secretary* • Ben Cohn, *Treasurer*  
Patricia Bohm • Frank Hedley • Regina Stanback Stroud  
Leslie Hatamiya, *Executive Director*

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## MINUTES

### SAN BRUNO COMMUNITY FOUNDATION

#### Regular Meeting of the Board of Directors

October 7, 2015

7:00 p.m.

#### Meeting Location:

**San Bruno Senior Center, 1555 Crystal Springs Road, San Bruno**

1. **Call to Order/Welcome:** President Nancy Kraus called the meeting to order at 7:00 p.m.
2. **Roll Call:** Board Members Kraus, McGlothlin, Cohn, Roberts, Bohm, Hedley, and Stanback Stroud present.
3. **Approval of Minutes:** August 24, 2015, Special Board Meeting, and September 2, 2015, Special Board Meeting: Board Member Hedley moved to approve the minutes of the August 24, 2015, Special Board Meeting, and the September 2, 2015, Special Board Meeting, seconded by Board Member Stanback Stroud, approved unanimously.
4. **Board Member Comments**
  - a. **President:** President Kraus stated that the finalization of the Program Strategy Framework represents another milestone for the Foundation. She reported that the Board and community can see that \$70 million dollars cannot fund all the projects requested by the community. She emphasized that the decision of what to do with the \$70 million in restitution funds rests with the Board and that no decisions have yet been made.
  - b. **Others:** None
5. **Executive Director's Report:** Executive Director Hatamiya shared that the contract with Novogradac & Company LLC for audit and tax preparation services has been executed. She reported that she is currently working with the firm in an effort to complete the audit and preparation of the Foundation's tax returns, with completion by the beginning of November. Hatamiya also reported that the terms of three Board members are expiring later this year and that the City Council will considering reappointing each of them to new four-year terms. She also reported that she and President Kraus have been following the deliberations of the San Mateo Union High School District (SMUHSD) about the future of the former Crestmoor High School site.

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Vice President and Audit Committee Chair McGlothlin stated that he is impressed that the audit may be completed by early November and also reminded the Board of the soccer community's recommendation for the fields at the Crestmoor High School site during the Community Listening Campaign.

### **6. Consent Calendar**

- a. Receive and Approve Treasurer's Report (August 2015 Financial Statements)

Vice President McGlothlin moved to approve the consent calendar, seconded by Board Member Bohm, approved unanimously.

### **7. Conduct of Business**

- a. Adopt Resolution Adopting the San Bruno Community Foundation's Amended and Restated Articles of Incorporation to Define Class of Supported Organizations

Executive Director Hatamiya reported that, on the advice of outside counsel, technical amendments to the Foundation's Articles of Incorporation are needed to ensure that the Foundation's future grantmaking programs are in compliance with nonprofit tax law. She explained that the Internal Revenue Service (IRS) classified the Foundation as a supporting organization, with the City of San Bruno as the supported organization, when it granted the Foundation federal tax-exempt status. However, she reported that outside counsel raised the question of whether the Foundation, as a supporting organization, could provide grants to nonprofit community organizations and government entities beyond the City, a scenario envisioned by the City Council when it created the Foundation. She reported that to address this question, outside counsel recommended amending the Articles to state that the Foundation supports a class of supported organizations – in lay terms, nonprofit organizations and government agencies that benefit the San Bruno community – including but not limited to the City of San Bruno. Hatamiya also reported that the amended and restated Articles contain a small number of technical and formatting revisions. She emphasized that the amendments are technical changes to ensure compliance with a niche area of nonprofit tax law and do not change the way the Foundation will operate and support the community.

Secretary Roberts moved to adopt the resolution adopting the San Bruno Community Foundation's Amended and Restated Articles of Incorporation to Define Class of Supported Organizations, seconded by Vice President McGlothlin, approved unanimously.

- b. Adopt Resolution Approving San Bruno Community Foundation Program Strategy Framework

Executive Director Hatamiya presented the Program Strategy Framework for approval. She explained that the Program Strategy Framework is meant to be a flexible, high-level document that clearly articulates the Foundation's programmatic intentions and vision and provides direction as the Foundation develops specific programs to carry out these intentions and vision. She reported that the Ad Hoc Committee on Program Strategy Development presented a draft

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of the Framework at the August Board meeting and received feedback from both the Board and community members. She reported that the Committee incorporated that feedback to create the final draft of the Framework. She emphasized that as an over-arching policy document, the Program Strategy Framework does not include the nuts and bolts of any specific program and that such specifics will be spelled out in operating policies for particular programs that the Board decides to establish.

Board Member Stanback Stroud moved to adopt the resolution approving the San Bruno Community Foundation Program Strategy Framework, seconded by Board Member Hedley, approved unanimously.

- c. Adopt Resolution Directing the Ad Hoc Committee on Program Strategy Development to Research Near-Term Project Concepts

Executive Director Hatamiya presented a short list of near-term project concepts for the Foundation to consider undertaking in the 2015-2016 time frame. She explained that many of the projects identified in the spring's Community Listening Campaign are large capital projects that will take considerable time to research, develop, and execute and that, in the meantime, both the Board and the public have expressed an interest in beginning the Foundation's programs in the near future, at least with some smaller projects that can be accomplished in a short time frame.

Hatamiya presented a resolution directing the Ad Hoc Committee on Program Strategy Development, with the support of the Executive Director, to research six project concepts over the next several months and, if the concepts have merit, to return to the Board in early 2016 with concrete project proposals with timeline, budgets, and guidelines for approval. The project concepts included two programs that would be run by the Foundation – a memorial scholarship in honor of the Crestmoor neighborhood and a community grants fund that would provide local community groups with the opportunity to apply for Foundation grant funding – and four project concepts that would involve facilities and programs of the City of San Bruno and require a close partnership with the City (facilities master plan, Community Day sponsorship, lighted crosswalks and other pedestrian safety measures, and a community park development. She reported that the Committee recommends that the Foundation budget a total of \$1 million for these near-term projects.

Treasurer Cohn asked if there would be any costs associated with the research phase, and Hatamiya replied that she did not expect any additional costs to investigate the project concepts. Vice President McGlothlin noted that some of the concepts appear to be candidates for continuing – rather than one-time – programs. Secretary Roberts asked to broaden the lighted crosswalks concept to pedestrian safety more broadly, and Hatamiya responded that other measures to address pedestrian safety would be considered in the research phase.

Board Member Bohm moved to adopt resolution directing the Ad Hoc Committee on Program Strategy Development to Research Near-Term Project Concepts, seconded by Secretary Roberts, approved unanimously.

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#### d. Adopt Resolution Approving 2015-2016 Revised Budget

Executive Director Hatamiya explained that the Board approved the Foundation's 2015-2016 budget in May, and the City Council approved the budget in June. She said that when the budget was originally approved, the Foundation was just beginning its strategic planning process with the launch of the Community Listening Campaign and the Board indicated that it might revise the budget in the fall, once the Foundation developed its program strategy and began plans for the first round of grants and program expenditures. With the Board approving the Program Strategy Framework and research into the first set of project concepts tonight, she presented for Board consideration a revised budget, which includes a \$1 million grant allotment for the near-term projects, funding to allow the Executive Director to hire one additional staff member if necessary, and smaller adjustments based on current information about income and operating expenses. She explained that once the Board approved the revised budget, it would then go to the City Council for approval as required by the Bylaws.

Vice President McGlothlin moved to adopt the resolution approving the 2015-2016 revised budget, seconded by Board Member Stanback Stroud, approved unanimously.

#### e. Discuss Possibility of Televising Board Meetings

Executive Director Hatamiya said that the Foundation has received a few inquiries from the Board and the public about the possibility of televising Foundation Board meetings on San Bruno Cable Channel 1, and, before researching this option further, she wanted to hear input from the Board and community members on the idea. She explained that with the recent change in Board meeting schedule and location, the Foundation is now paying nonprofit rental rates for using the Senior Center as well as \$250-350 per meeting to have San Bruno Cable do an audio recording. She explained that the cost charged by San Bruno Cable would increase to \$500-\$750, depending on meeting length, to televise the meetings.

In response to the Board's desire to hear from the public, approximately six community members spoke on this topic, including Barry Marquardt, Lonnie Sopko, Carolyn Livengood, Chris Peterson, Helen O'Brien, and Darlene Esola. Suggestions included finding a way broadcast the meetings in a more economical manner, either on the Internet or San Bruno Cable, including posting recordings of meetings on YouTube. Several community members urged the Foundation not to spend additional funds on televising meetings. A representative of the American Legion offered to let the Foundation hold its meetings at the American Legion hall for free (only a cleaning deposit required).

Board members thanked community members for their input and expressed a desire to research a variety of options beyond televising meetings to ensure that Board deliberations are open and accessible to the public without incurring substantial additional costs. Board members also expressed an appreciation for engagement with community members at Board meetings and pointed out that public viewings of live or taped recordings of the meetings does not allow for the same level of engagement. Board members also wondered if community members attending Board meetings are fully representative of the diversity of the San Bruno community.

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Board Member Bohm moved to direct staff to research options for making Board meetings accessible to the community and the associated costs and to return to the Board with a recommendation, seconded by Vice President McGlothlin, approved unanimously.

### **8. Public Comment**

David Nigel complimented the Foundation and said he was excited about the projects the Foundation is considering funding, particularly the memorial scholarship concept. He also suggested considering televising one Board meeting a quarter.

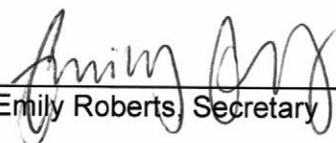
Carolyn Livengood shared that from her years of experience in writing, no matter how much information one sends out, people will claim they did not see it, but if people are interested in getting involved, they will find the information.

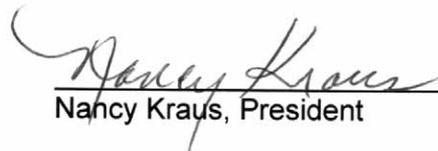
Darlene Esola suggested holding Board meetings at different locations, including elementary schools, which may spark an interest in a broader group of community members.

Board Member Cohn reiterated that while keeping cost in mind, it is important for the Foundation to make its work as accessible to the community as possible.

**9. Adjourn:** Board Member Stanback Stroud moved to adjourn the meeting at 8:05 p.m., seconded by Vice President McGlothlin, approved unanimously.

Respectfully submitted for approval at the Regular Board Meeting of November 4, 2015, by Secretary Emily Roberts and President Nancy Kraus.

  
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Emily Roberts, Secretary

  
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Nancy Kraus, President