

**REGULAR MEETING OF THE NCOE Foundation**  
**Wednesday, May 27, 2020**

**Members present**

Participated via Zoom: Josh Schultz, Julie McClure, Sara Sitch, Tony Apolloni, Gillie Miller, Caroline Wilson, Connie Silva, Lynne Vaughn

**1. ORGANIZATION**

**A. CALL TO ORDER**

Mr. Schultz called the meeting to order at 3:40 p.m.

**B. VISITORS**

Dr. Nemko was welcomed to the meeting.

**C. APPROVAL OF THE AGENDA**

The agenda was approved on a motion by Ms. Wilson and a second by Ms. Vaughan. *Ayes* - Mr. Schultz, Ms. Wilson, Ms. Silva, Ms. Miller, Dr. Apolloni, Ms. McClure, Ms. Vaughan, Ms. Sitch. *Noes* - None.

**D. APPROVAL OF MINUTES**

The Minutes of April 22, 2020 were approved on a motion by Ms. Sitch and a second by Ms. McClure. *Ayes* - Mr. Schultz, Ms. Wilson, Ms. Miller, Ms. Vaughan, Ms. Silva, Dr. Apolloni, Ms. McClure, Ms. Sitch. *Noes* - None.

**E. COMMENTS BY THE PUBLIC**

There were no comments from the public.

**2. CORRESPONDENCE, COMMUNICATIONS, AND REPORTS**

Dr. Nemko asked if the Walgreens item is on the agenda.

Mr. Schultz noted that the Walgreens item is not on the agenda specifically, but there is a discussion of gifts to individuals that is relevant to this regarding procedurally how we want to handle those matters.

**3. CONSENT AGENDA ITEMS**

A. On a motion by Ms. Miller and a second by Ms. Silva, the Board approved Consent Agenda Item 3.A. Gift Approval for transactions posted on the NCOE Foundation Monthly Financial Statement: Approval of donations/gifts as follows. *Ayes* - Mr. Schultz, Ms. Wilson, Ms. Miller, Ms. Silva, Dr. Apolloni, Ms. McClure, Ms. Sitch. *Noes* - None.

B. No action was taken on Consent Agenda Item 3.B. (Grant Approval).

C. No action was taken on Consent Agenda Item 3.C. (Event Approval).

D. On a motion by Mr. Schultz and a second by Ms. Vaughan, the Board approved Consent Agenda Item 3.D. Fund Distribution. *Ayes* - Mr. Schultz, Ms. Vaughan, Ms. Wilson, Ms. Miller, Ms. Silva, Dr. Apolloni, Ms. McClure, Ms. Sitch. *Noes* - None.

The following NCOE departments are recipients of the approved fund distribution:

- Camille Creek \$1,100.00

- College and Career Readiness \$8,700.00
- Community Programs \$1,147.95
- Early Childhood Services \$100.00

Ms. McClure reminded the recipients that the funds are available to them in their donations accounts and to check with Kelly Bucy for account details. Ms. McClure noted that included in the Board packet are the commitments each department made indicating they will use the funds appropriately and will provide a summary report to the Board at the end of the year as to how they used the funds.

#### **4. INFORMATION ITEMS**

##### **A. NCOE Foundation Monthly Financial Statement**

Mr. Schultz reported that we are pushing the threshold where we will need to have an annual audit and file a tax return, and that will be a cost to the NCOE Foundation. It is a requirement once the Foundation goes over \$50,000 in average annual revenues.

Ms. McClure noted the Bill Dodd funds did not get distributed, because we are still waiting on Donor's Choose to fully fund and then we will make those distributions.

##### **B. Gifts to Individuals**

Mr. Schultz outlined the requirements for a public charity vs. a private foundation with regard to the distribution of resources to individuals and noted that the NCOE Foundation meets the standards for a public charity. However, Mr. Schultz recommended using the guidelines for a private foundation because the standards are stricter than for a public charity and places us in the safest legal footing. Mr. Schultz further explained that the basic idea when making a gift to an individual is to take "expenditure authority" which means putting in place steps to make sure the funds are going where they are supposed to go. We should track the distribution detail separately. Every time we approve a gift to an individual, whether we buy it or give the recipient cash, we should document what it is for and have a running list that the foundation maintains and, ideally, exert as much expenditure authority as we can given the circumstances.

Mr. Schultz further noted it is also important to define the class of eligible recipient. This should be documented as part of the foundation documentation, so we show the selection was based on a criteria that was established in advance.

Ms. McClure asked if we should create a policy to establish these protocols.

Mr. Schultz agreed on creating a policy and said we should discuss what procedures make sense with regard to the Board approving something. Mr. Schultz also suggested we look at the protocols the Superintendent's Fund has in place and have the Board formally approve these protocols and document them. In summary, Mr. Schultz suggested to have a general policy and then a policy for each fund to have something to approve.

##### **C. Legal Policy Manual-Meeting Calendar**

Ms. McClure reviewed the calendar document that she and Ellen Sitter started to track when our different filings are due, when we would like specific annual presentations, as well as when and what we need to have approved by the board on an annual basis.

Ms. McClure asked the Board to let her know if they have anything they want to add to the calendar. The calendar will be located on the NCOE Foundation SharePoint site.

Mr. Schultz noted that he and Ms. McClure will discuss who will complete which filing with regard to the calendar.

**D. Upcoming Grants and Opportunities**

Ms. McClure asked the Board if they had any grants on the horizon that we want to pursue. The Board had nothing to bring forward at this time.

**5. FUTURE AGENDA ITEMS:** (1) Policy review Gifts to Individuals, and (2) Board Positions.

**6. NEXT MEETING OF THE NAPA COUNTY BOARD OF EDUCATION**

The next meeting of the NCOE Foundation will be held June 24, 2020 at 3:30 p.m. over zoom.

**7. ADJOURNMENT**

There being no further business, the meeting was adjourned at 4:00 p.m.

Respectfully submitted,  
Julie McClure, Secretary

Approved \_\_\_\_\_

Date \_\_\_\_\_