

**Channel Islands YMCA  
Association Board Meeting  
January 20, 2011  
Santa Barbara Bank & Trust, Campus Pointe Location**

**MINUTES**

Present: Brian Gough - Chair, George Armstrong, James Armstrong, Darren Caesar, Jim Dixon, Mark Fingerlin, Andrew Grant, Dale Haslem, Tom Heter, Sally Irving, George Leis, Norm Nebroski, Jeff Speich, Joe Sullivan

Staff: Amy Bailey, Sal Cisneros, Cindy Halstead, Tim Hardy, Trish Johnson, Lynn Karlson, Barbara Osuna, Paula Parisotto, Dan Powell, Joan Price, Susan Sawyer, Amber Stevens, Pam Swenson, and Manuela Williams.

Guests: Annick Faict, Dave Morley

Absent: Sandy Allan, Gail Anikouchine, Robert Coles, Jon Martin, Woody Rollins, Ric Ruffinelli, and Daniel Watkins.

Meeting called to order by Brian Gough, Chair. Introductions were made.

Jim Dixon gave the opening thought.

**Chair's Report:**

Board Retreat Update: Brian gave an update of the November 12, 2010 board retreat. It was agreed to roll out the new website and new signage simultaneously, all expenses shared and paid out of our line of credit. The goal is to be done by January 2012, which will be the kick-off of our 125<sup>th</sup> anniversary.

125<sup>th</sup> Anniversary Task Force: We had several discussion groups that brainstormed and came up with many ideas. He will appoint a 125<sup>th</sup> anniversary task force shortly to pull together and implement some of these great ideas. Brian will be contacting some members, inviting them to be part of the task force. If you are interested, please contact Brian.

We also talked about the next Strategic Plan and decided to go from 5 to 3 years. We will create a task force or subcommittee and kick-off will be this spring.

Brian and Sal were selected to participate in the process of crafting the YMCA-USA 5-year Strategic Plan. They participated in several conference calls and went to a meeting in Chicago where they met with all other representatives from around the country. Y-USA solicited feedback on what the most important programs are to concentrate on and put resources into.

**President's Report:**

Sal thanked Darren Caesar for taking on the leadership role for the 125<sup>th</sup> anniversary task force.

Channel Islands YMCA Membership Certification: In November we received our membership certification from the Y-USA National Board.

Operation Splash – Discovery Magazine: Discovery Magazine is a quarterly publication from the Y-USA. It is an honor if YMCAs and/or their programs are featured in it. The fall issue featured Ventura Family YMCA's "Operation Splash", that provides free swim lessons to children living in shelters and transitional homes.

Website Development: Our association reached out to the Southeast Ventura and Santa Maria YMCAs and invited them to participate in our new website development. This is a strategic alliance to share costs, with us taking the leadership.

Last year we gave funds to each branch for a holiday celebration. This was the second year with a salary freeze, so we did it again this holiday season. Branches were very appreciative of it.

### **CONSENT AGENDA**

All Minutes and other information included in the consent agenda were sent by email to the Board.

**Motion by George Armstrong/seconded by Jim Armstrong /carried to approve the consent agenda including all minutes as listed in the board packet.**

### **PROGRAM HIGHLIGHT:**

Tim Hardy gave a presentation of the results of the SEER Membership Satisfaction and Staff Satisfaction reports. We are compared by excellence percentage to like size associations on a 4-year trend. Costs are \$2,500 per report per branch. We do the member satisfaction study every year and the staff satisfaction study every other year. Dissatisfaction related to the salary freeze is a continuous thread, there are a lot of verbatim comments.

### **Branch Updates:**

Santa Barbara: They removed the old tennis courts and put in an athletic field. They are constantly improving the branch. This finally feels like a normal year again financially.

Ventura: The locker room renovation is completed. The open House was not as good as anticipated. The facility is very busy. They created a space utilization task force because they are so crowded. Child care enrollment decreased.

### **YFS:**

They will operate 15 units in Artisan Court for transitional age youth in collaboration with the Housing Authority. The launch will be April 1, and they are planning a big launch event. They are in the process of identifying qualified prospects. They are getting bids for Noah's Anchorage improvements. The good news that they found 4 contractors to bid, the bad news is that the siding of the

building has lead based paint and needs to be removed. Brian mentioned that YFS gets a lot of publicity as of late. Norm gave kudos to Lynn and George. They are a very professional team.

Lompoc: They honored their volunteers with an appreciation breakfast. They completed their search for 2 staff vacancies. There is 16% unemployment in Lompoc, school enrollment is down. This is a challenge for the community. The Lompoc Strategic task Force got into the weeds of the operation.

SCG: Their campaign committee is securing \$413,000, which is left of their campaign goal. \$2M of pledges has already been paid. Out of 4 contractors, they will choose 1 next week. Their membership increased compared to last year. They are now on Facebook. Challenge is participation in programs and after school child care. They are starting a pre-school on January 31.

Montecito: They got 30 new members in January. They have a 80% retention rate. Their campaign kick-off is February 3. They have conceptual plans for the new development. They painted their lobby, it looks bright and clean.

Camarillo: They had a successful open house, with lots of people coming through. The gym and classes are very busy. 54 new people signed up in January. Their campaign kick-off is February 1. Their December financials were disappointing and they are looking into it.

## **COMMITTEE REPORTS**

### **Financial Development:**

The campaign is underway. If you are not assigned to a branch, please sign up now. The weekly report as of Monday shows that we are off to a good start, but we need to get everybody involved. Dan encouraged board members to focus in at their local branch and connect with the Executive Director. The first campaign is to recruit campaigners.

The Heritage Club has grown. We held an appreciation luncheon in November at the Montecito Country Club. We are in the process of developing marketing materials for the heritage Club. Andy Grant suggested building loyalty with branch members, this might lead to them become Heritage Club members.

### **Youth & Family Services:**

Noah's Anchorage is a licensed Group Home. They are updating their Community Care Licensing files, and they need to get signed **Board of Directors Statements** from our CIYMCA Directors. Currently we do not have a signed Statement from each board member. If you have not signed it yet, please do so tonight or get back to us another day soon.

### **Finance Committee:**

December Financials: We are six months into the budget. We are doing pretty good considering all the adjustments we made. Our YTD total income is \$6.9 M, we budgeted for \$6.8M. This is the first time in 5 years that we are ahead of plan,

which is good news. Two major negative areas are government funds and child care fees, which is a result of the economy. Physical membership is better than budget and better than last year. On the expense side, we are ahead in three areas: salaries \$ wages, and supplies and advertising. The last two are timing issues. On a branch by branch level, Camarillo is at a negative \$15,797, but of most concern is Lompoc at \$60,479. The Lompoc task Force is working on it.

December Memberships: The usual trend is like a hockey stick. The first 6 months of the year decrease and then jump back up in January. This year we did not have such a big jump, but we did not have a big decrease either, that means we are retaining members. Lompoc is at its lowest ever, which is a reflection of their economy, but they seem to have flattened out. Stuart C. Gildred is low as well, but picked up a bit. Overall, we are starting to see some recovery.

Statement of Financial Position:

The current ratio is better. We changed banks. Total debt increased to \$687,390 on December 31, 2010, compared to \$603,775 on June 30, 2010. We continue to pay down debt.

Kids Gym Mats:

The mats in the Kid's Gym area of the Santa Barbara branch are at the end of their life and need to be replaced. \$20,000 in restricted grant funding is available for this project.

Pre-school Playground Update:

A grant has been secured for preschool playground renovations. The upgrades include some new climbing and play equipment and a tricycle track to be added, a sunshade and a new fence/gate installed to better secure the preschool playground. \$43,000 in restricted grant funding is available; additionally there is a matching grant available to match the amount we spend on equipment purchases.

**Motion by Jim Armstrong/seconded by Tom Heter/carried to approve the use of up to \$20,000 from restricted funds to replace the Kid's Gym mats and the use of \$43,000 from restricted funds to upgrade the preschool playground.**

**Governance Committee:**

Conflict of Interest Policy 2.103 Change: Although the Association currently does have a Conflict of Interest policy established in 2004 and modified in 2007, it does not adequately describe, define or include a questionnaire which could identify all potential significant personal interest and/or conflict of interest issues. The proposed policy better defines the related terms, establishes roles and responsibilities and provides for a clear process to identify and deal with potential conflict of interest transactions. If a conflict of interest arises, the Governance Committee will try to identify and solve it. Board members, branch board members, committee members and non exempt staff should fill it out.

**Motion by Jeff Speich/seconded by George Leis/carried to approve and adopt the new Conflict of Interest Policy.**

Proposed New Board Meeting Schedule: Currently our Association Board meetings are held every two months during our fiscal year ending June 30<sup>th</sup>. The meetings begin in August and end in June. During the months of August and December, board member attendance tends to decline due to family vacations and/or holidays which at times does not provide for a quorum for voting purposes. In addition, over the last several years, the June board meeting has also become an event to introduce the new slate of officers, present program accomplishments and celebrate staff and volunteers.

By changing the meeting schedule to begin in July and end in May, it is anticipated that more meetings will be better attended providing a quorum for voting purposes. Additionally, the meeting normally held in June can now become a celebratory event with little or no business being transacted

The Governance Committee recommends that the board approve the new Association Board of Director's meeting schedule as discussed above.

**Motion by Jeff Speich/seconded by Mark Fingerlin/carried to approve the new Association Board of Director's meeting schedule.**

Jim Armstrong requested that a new calendar with the exact dates be sent out to all.

Channel Islands YMCA Board Matrix: Jeff introduced a board matrix which outlines the expertise of our board members. Please let us know if you think you should be placed in a different category.

Mentoring New Board Members: In order to get new board members engaged and as part of the education process, the Governance Committee developed a procedure to mentor new board members. Mentors will be recruited from the association board of directors. The Governance Committee will be responsible to assign a mentor to each new association board member. Mentors will contact their mentee as soon as possible after they are elected to the board, and introduce themselves. They will sit with their mentee at his/her first board meeting, review committee options and make recommendations, track their mentee's participation and serves as an ongoing resource.

**Motion by Jeff Speich/seconded by Andy Grant/carried to adopt the new mentor program.**

Intranet Access for Board Members:

Sal explained that the association is moving toward using our Intranet/Wiki more and more and we are directing staff to the department pages of the website where policies and procedures, forms, templates, etc. are placed. There is also a page for the association and branch boards. It contains information about our board like mission statement, bylaws, articles of incorporation, board roster, class of, meeting calendar, committees, etc. There are also board and committee meeting packets,

minutes, committee's charts of work, etc. Barbara Osuna gave a quick presentation on how to access pages and their contents. Board members would have access through a combination of username and password. Manuela will email information on how to access our Wiki, username and pass code to the board members. Mark suggested sending out a notice to board members when packets are posted before a board meeting instead of emailing all the information. It might replace paper at some time. It was agreed that Manuela will send out the link to our Wiki as a reminder when sending out board meeting information so the board will get used to using it.

### **Audit Committee:**

George Armstrong presented the Management Letter. We have been working with this new audit firm for the second year. It took some time to bring the auditors up to date. They complimented us on our reports. Comments and suggestions were made in the following categories:

- Branch Office Procedures – Best Practices
- Segregation of Duties
- Outstanding Checks

We hired a part time accountant that will help us make progress in these areas.

George gave kudos for another good audit year.

He mentioned that the issue with AB1233 has been advanced to the Executive Committee and the Governance Committee.

### **Investment Committee:**

Mark Fingerlin explained The Channel Islands portfolio.

The good news: We went back in the black in 2010

The better news: The equities in our portfolio beat the S&P500

The best news: We are black on a cross basis.

The Emile Lane portfolio was invested at a later date and never went in the red.

The board went into Executive Session, and staff was excused, except the CEO and CFO.