

# Tierrasanta Foundation

## FINAL MINUTES

of the  
**Board Meeting on January 12, 2010**  
at  
the Tierrasanta Community Information Center (TCIC)

Tierrasanta Foundation Board of Directors		
Officers	Directors (terms expire 2010)	Directors (terms expire 2012)
<u>Terms expire 2012:</u>	P Susan Deininger	P Roy Colosimo
P Eric Germain, President	P Scott Hasson	P Joyce Muinos
P Harry Duffield, Treasurer	P Dick Rees	A Barbara Dubreville
	P Larry Murray	A B.J. McGuire
<u>Term expires 2010:</u>	A Robyn Murray	A Aynn McGuire
P Lee Campbell, Secretary	P Josh Goldsmith	
P = Present    A = Absent    Blue = Appointed at this meeting    (14 members = quorum is 8 or more)		

The Chair called the meeting to order at 6:03 PM with a quorum of 8 present. This grew to 10.

### Agenda: Changes to the Agenda

Director Hasson requested the TF formally respond to the TCC's letter of November recommending the two groups co-sponsor a golf tournament. Visitor Josh Goldsmith requested appointment to the TF's board of directors.

Motion: Hasson / Colosimo

The TF board amends the Chair's agenda by adding the appointment of Josh Goldsmith as item 2.5 and consideration of the golf tournament as item 14.5.

Passed: Unanimously

### Item 1a: Approval of Minutes from October 13, 2009

Motion: Campbell / Deininger

The TF board approves the minutes from October 13.

Passed: Unanimously

### Item 1b: Approval of Minutes from November 11, 2009

Motion: Campbell / L. Murray

The TF board approves the minutes from November 11.

Passed: Unanimously

**Item 2: Confirm Votes from November**

The Chair reported that the following votes from November needed to be confirmed because of the lack of a quorum at the November meeting:

- Item 4: Formation of the TF’s Vision Committee with Director L. Murray as chair.
- Item 9: Formation of the TF’s Policy Committee with Secretary Campbell as chair.
- Item 10: Formation of the TF-TCC Liaison Committee with Director L. Murray as chair.

Motion: Deininger / Campbell

The TF board confirms and approves the votes taken during the November 11 meeting.

Passed: Unanimously

**Item 2.5: Appointment of Joshua Goldsmith to the TF Board**

Mr. Goldsmith introduced himself as the director of the local Edward Jones office, a serving member of the Tierrasanta Kiwanis Club, a member of the Chamber of Commerce and organizer of the TierraTowners organization, a local networking group.

Motion: Hasson / Colosimo

The TF board appoints Josh Goldsmith to the board with term expiration of February 2010.

Passed: 8 - 0

**Item 3: Chair’s Report**

The Chair announced the following:

1. The Chair requested annual conflict of interest policy acknowledgment forms from all members, as required by the TF’s bylaws. The following member provided these acknowledgements: Goldsmith, Rees, Campbell, Deininger, Muinos, Colosimo, Murray, Hasson, Duffield, and Germain.

Balance	Ledgered Account
\$0	Taste of Tierrasanta 2009
\$2,071	Tierrasanta Calendars
\$16,789	Tierrasanta Village

2. The Chair requested annual declarations of outside business interests from all members, as required by the TF’s bylaws. The following member provided these acknowledgements: Goldsmith, Rees, Campbell, Deininger, Muinos, Colosimo, Hasson, Murray, Duffield, and Germain.
3. The Chair reminded members of the expectation that they appear at board meetings in order to achieve a quorum at each meeting, so that business may be conducted as needed.
4. The Chair requested verbal confirmations from the seven Directors whose terms expire in February 2010. The following confirmed their intention to seek reappointment to the board: Campbell (he will also seek reappointment as Secretary), Deininger, Hasson, Rees, L. Murray and Goldsmith; Murray also confirmed his wife, R. Murray, will seek reappointment as well. Director Matt O’Brien submitted hid resignation prior to this meeting.
5. The Chair discussed the possibility of changing the TF’s mailing address to a PO Box. He agreed to do an analysis of a box at the Post Office and at the UPS Store considering that the TF currently receives very little mail.
6. The Chair announced that Pam Slater-Price requested that the TF arrange that 5 or more restaurants support the State of the County address on February 12. Director Colosimo and the Chair agreed to take this action.

**Item 4: Treasurer’s Report**

The Treasurer presented the year-end financial report showing profit and loss for 2009.

The Chair the reviewed the ledger balances for the separately tracked accounts: Taste 2009 (account closed), TVSD, Calendar, TFSC, Tierrasanta Infrastructure Fund (TIF) and Corporate. The following year-end ledger balances were reported:

Balance	Ledgered Account
\$594	Tierrasanta FireSafe Council
\$825	Tierrasanta Infrastructure Fund
\$5,774	TF Corporate

Director Campbell reported that there were still costs to be paid to the UPS Store for calendar printing that will reduce the balance of the Tierrasanta Calendars account.

### **Item 5: Tierrasanta at the Oscars**

Director Murray described his planning to date: up to 125 attendees, red carpet, searchlights, probably a large LCD rather than a projector for the broadcast. Menu includes 3-course menu with table service, soft drinks and coffee, one glass of champagne on arrival. Estimated total expenses are about \$3900 based on 100 attendees at \$50 each (with \$25 to the restaurant). Corporate sponsors are still needed. It is expected that the profit will be approximately \$1000.

**Motion:** L. Murray / Hasson

The TF board authorizes a budget of up to \$2500 for the conduct of the Oscars event.

**Passed:** 8 - 0 - 1 (Goldsmith abstain)

Note: this action has the effect of reducing the TF Corporate ledger by \$2,500 and creating a new Oscars 2010 ledger account with balance of \$2,500.

### **Item 6: Taste 2009 and 2010**

The board agreed that restaurants still need to be recognized. L. Murray agreed to provide certificates of recognition.

The Chair announced he was in contact with Tierrasanta Lutheran Church and the Armed Forces YMCA and he was investigating these as possible venues for future Taste events.

The Chair also announced Ascension has announced a delay in its building plans. The pastor says Ascension is available for Taste 2010 if the TF chooses to have the event at Ascension.

### **Item 7: TF Bylaws**

The Chair announced a bylaws committee meeting was planned for January 18th. He reviewed the specific issues to be discussed during this committee meeting: proxy voting, proxy attendance, the annual reappointment process for officers and directors, removal of directors for non-attendance, and management of the TIF.

He encouraged all board members to attend the committee meeting.

### **Item 8: Annual Meeting Preparations**

The Chair reviewed his agenda for the annual meeting: approval of the new bylaws, reappointment of directors and officers, presentation of the 2010 budget, final Oscars planning, and a presentation on the TF getting into the Thrift Store business.

### **Item 9: Tierrasanta 2010 Calendar business**

Director Campbell reviewed the sales of calendars and the profit & loss. The 2010 calendars have made about \$2,000 profit for the TF. Some bills are yet to be paid.

### **Item 10: TF Policy on Grant Giving**

Director Campbell reviewed the draft policy and .pdf application form. He agreed to email the work to date to the members and then schedule a committee meeting to continue this effort.

### **Item 11: TF Vision Committee**

Director L Murray reviewed the committee's work to date. The TF needs to do more communicating with the public on a regular basis. Many members think the TF should aim lower and consider funding lesser infrastructure projects, including projects not in the approved Facilities Finance Plan. Suggestions included that the TF work to get more sponsors and to give less than 100% to the charities to increase the TF infrastructure fund and general fund.

### **Item 12: TVSD Report**

Director Deininger presented a report.

The Chair proposed taking a first-ever handling fee on TVSD monies held by the TF. The TF-TVSD Grant Agreement allows TF to take up to 5%, but the Chair recommended a flat \$500 which is very close to 3%. Director Campbell then recommended TF also take a 3% fee on TFSC monies held by TF.

Motion: Campbell / Muinos

The TF board authorizes a \$500 service fee on TVSD monies held by TF, and a 3% service fee on TFSC monies held by TF.

Before the vote Treasurer Duffield asked that the question be divided and there was unanimous consent.

Motion: Campbell / Muinos

The TF board authorizes a \$500 service fee on TVSD monies held by TF.

Passed: 10 - 0 - 0

On the matter of TFSC monies, Director Hasson objected to TF taking any of the money that should be used for fire protection and public safety, and he recommended against this action.

Motion: Campbell / Muinos

The TF board authorizes a 3% service fee on TFSC monies held by TF.

Rejected: 4 - 6 - 0

### Item 13: Concert in the Park Report

Director Rees (late arrival) provided an update report including an initiative to work with a USD group that will help non-profits fund raising and help them get started. He also asked that in March we support a guest presenter Director Deininger noted that TVSD would like to work other activities into the Concert events.

### Item 14: FireSafe Council Report

Director Campbell provided a report. He is publishing another article for the *TierraTimes*. The brush crews will be finishing up soon in the eastern part of the community and will shortly move to the northwestern part of the community.

Approved:

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President

Director Hasson reported that the crews were already in the canyon behind his home (Matador Court); and that he had watched them for about 30 minutes. The task is approximately 75% complete in the community.

### Item 14.5: Co-Sponsoring a 2010 Golf Tournament

Director Hasson recommended TF co-sponsor a golf tournament with the TCC and he requested TF formally reply to the TCC's November 2009 letter on this subject. He says TCC directors Orr and Fetterman are on board to organize this event.

Motion: Hasson / L. Murray

The TF board agrees to explore opportunities of co-sponsoring a 2010 golf tournament.

Rejected: 10 - 0 - 0

### Item 15: Member Comments

Director L. Murray says the TF needs better branding: more newspaper articles, a coherent theme, perhaps a focus on estate planning leading to endowments. Having an experienced public relations person would help. President Germain suggested that someone with experience in estate planning Director Hasson recommended the golf tournament be held in association with Taste 2010 such that we have a "Taste week" including multiple events to engage the community. Director Colosimo concurred with these assessments.

Director Goldsmith asked TF members to consider supporting the Cancer Society's Relay for Life event. The event will be at Serra High School on May 1<sup>st</sup> but planning begins on January 25<sup>th</sup>. Director Goldsmith suggested that supporting the event is an excellent way to improve branding of the TF.

The TF Board Meeting was adjourned at 8:01 PM.

Witnessed:

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Secretary