

Tierrasanta Foundation

FINAL MINUTES

of the Board Meeting on February 9, 2010

at
Restaurant Andiamo in Tierrasanta

Tierrasanta Foundation Board of Directors		
Officers	Directors (terms expire 2012)	Directors (terms expire 2014)
<u>Terms expire 2012:</u>	A Roy Colosimo	P Susan Deininger
P Eric Germain, President	P Joyce Muinos	P Dick Rees
P Harry Duffield, Treasurer	A Barbara Dubreville	A Larry Murray
<u>Term expires 2014:</u>	P Aynn McGuire	P Josh Goldsmith
P Lee Campbell, Secretary	P BJ McGuire (appointed VP)	
P = Present A = Absent Blue = Newly appointed (12 members = quorum is 7 or more)		

The Chair called the meeting to order at 6:06 PM with a quorum of 8 present. This grew to 9. The Chair announced the formal resignations of two members: Robyn Murray and Scott Hasson. The Chair then introduced guests Gary and Robert Hollcraft who were attending to speak in Item 2.

The Chair ordered champagne and offered a toast to the TF's many achievements in 2009.

Agenda: Changes to the Agenda

The Chair asked to add a donation of 6 free admissions to Taste 2010 as prizes for the Oscars event. Without objection this was added as agenda item 13.5.

Item 1: Approval of Minutes from 12 January 2010

Motion: A. McGuire / Deininger

The TF board approves the minutes from January 12 once the pagination errors are fixed.

Passed: Unanimously

Item 2: Consideration of a Thrift Store Business

The Chair presented a summary paper on issues associated with starting up a Thrift Store business to benefit the TF. In summary, consideration is being given to TF opening a Thrift Store business where we accept donations primarily from Tierrasanta residents and then sell these in a store located in a different neighborhood. Thrift stores now must be a 501(c)(3) corporation which is why the TF is one of the few Tierrasanta organizations in town eligible to run such a business. Also, the fact that Tierrasanta produces so much in terms of

thrift store merchandise is another significant consideration.

Gary Hollcraft and his son Robert spoke of their experience in the thrift store business. Hollcraft has run two and he's partner in one located in Mexico. He believes Tierrasanta is a gold mine for thrift store merchandise and he knows several neighborhoods where our store could be located (such as El Cajon Blvd and University Blvd). Hollcraft thinks such a store would be very profitable once it's operating, possibly \$200k per year in revenue. The intent is to raise capital to support the Tierrasanta infrastructure such as a new fire station.

There would be considerable start-up work and expense involved. Hollcraft estimated start up costs would run about \$50k, and Treasurer Duffield opined that in this financial climate it would be difficult to get a bank loan for that sum. Hollcraft stated that we would need a book keeper and lawyer for contract and licensing. The store should not be located in Tierrasanta because Tierrasantans generally are a class of people who will not buy from thrift stores. With rents low currently Hollcraft suggested that now is a great time to enter into the thrift store business.

Members agreed to consider the information provided and take no action for now.

Robert Hollcraft then asked Director Rees about co-scheduling a Concert in the Park event on August 8, 2010 with the Serra High School class of 1980 30-year reunion festivities. He would need to have supplied the stage and the band. The band would play without cost. Robert Hollcraft's contact info is 858-560-7908.

Item 3: TF Bylaws

The Chair presented the bylaws draft produced by the bylaws committee meeting of January 18 and he also presented some final markups made since that meeting. He reviewed the changes on screen and took questions. Some key modifications are:

1. A requirement for attendance at two full meetings prior to being eligible for appointment to the Foundation. A sitting director must move the appointment.
2. All agendas must be published.
3. Officers will have four-year terms with staggered elections every 2 years on even years.
4. Members who miss 4 meetings during a calendar year or 3 consecutive meetings must have their situation reviewed by the board for consideration of continued membership.
5. Officers may not serve as officers of other non-profit corporations in the community of Tierrasanta where a possible organizational conflict of interest (OCI) exists. Officers may simultaneously serve as officers on other corporate boards only upon the annual approval of a 2/3 vote of the board.
6. A Vice President board position was created.
7. Secretary responsibilities were expanded to require recording of proxy voting.

Motion: A. McGuire / Goldsmith

The TF board approves revision 2.0 of the TF Bylaws.

Passed: 9 - 0

Afterwards there other minor changes made based upon actions from this meeting: changes to term expirations and the TF's mailing address.

[The approved TF bylaws, version 2.0, are online at: <http://www.tierrasantafoundation.org/Bylaws/Bylaws.htm>]

Item 4: TF Business Updates

a) **Tierrasanta at the Oscars.** Director Muinos reviewed the planning to date. Tickets are for sale and posters are up.

b) **Tierrasanta Calendar.** Director Campbell reported that only a few calendars remain unsold.

c) **Taste 2010.** Preliminary consensus of the board is to use Ascension for the next Taste, pending a satisfactory agreement on terms.

Item 5: Reports

a) **TVSD and TCIC.** Director Deininger reported TVSD's paid membership is 110. TVSD is looking to hire staff as the program of services increases. TCC intends to charge all user groups \$10/month to use the TCIC in order to cover expenses.

b) **Concert in the Park.** Director Rees reported that TCC took all of the Concert in the Park funding earned from Taste 2009, totaling \$930, and now the concert program has zero funding for 2010.

It was recommended that in the future any donated funding intended for Concerts in the Park be specifically designated solely to the Concerts in the Park function. For Taste 2010 this possibly would involve TF retaining the allocation on behalf of Concerts in the Park.

c) **FireSafe Council.** Director Campbell is preparing another article for the *TierraTimes*. Separately, he recommend the TF partner with other organizations (including Open Space committee) on grant requests like the currently open MetLife grant cycle that ends later in Feb.

Motion: BJ McGuire / Duffield

The TF board are authorized to explore grant-writing partnering opportunities with other community groups.

Passed: 9 - 0

d) **Vision Committee.** No report.

Item 6: ConstantContact Email

The Chair presented an invoice for 1-year of service at a 30% non-profit discount for \$294.

Motion: BJ McGuire / Muinos

The TF board approves spending \$294 for 1-year of ConstantContact service.

Passed: 9 - 0

Item 6.5: CD with Registrar of Voters Information (added item)

The chair presented a proposal to purchase from the county the list of voter registration information for the may purpose of acquiring email addresses for Tierrasanta Foundation communications. The cost is \$81.56.

Motion: Campbell / A. McGuire

The TF board approves spending up to \$81.56 for the CD ROM of voter information for Tierrasanta.

Passed: 10 - 0

Item 7: TF Change of Address

The Chair proposed a formal change of address from the library to a new mailbox in order that the mailbox is available more hours in a week. The Chair reported the UPS Store owner has offered a 50% discount to the TF for a medium or large box.

Directors McGuire offered TF the use of their mailbox at the UPS Store, Box 248, at no cost to the TF. The board thanked them for the offer and voted to accept.

Motion: BJ McGuire / A. McGuire

The TF board approves the change of address to the UPS Store. The board accepts the McGuire's offer to use their mailbox 248. The new corporate address is 10601 Tierrasanta Blvd., Suite G; San Diego, CA 92124.

Passed: 9 - 0

ANNUAL MEETING of the CORPORATION

Item 8: Procedures for the Reappointment of Directors

The board's sense was there was no need for a formal procedure or for written ballots.

Motion: BJ McGuire / A. McGuire

The TF board waives the need for written ballots and agrees to reappoint directors via voice vote.

Passed: 9 - 0

Item 9: Reappointment of Directors

About half of the TF's Directors are reappointed each even-numbered year during the annual meeting, per the bylaws.

Motion: Muinos / BJ McGuire

The TF board reappoints the following to new 4-year terms that expire in February 2014:

- Lee Campbell
- Susan Deininger, LCSW
- Dick Rees
- Larry Murray
- Joshua Goldsmith

Passed: 9 - 0

Item 10: Procedures for the Election of Officers

The board's sense was there was no need for a formal procedure or for written ballots.

Motion: Deininger / Muinos

The TF board waives the need for written ballots and agrees to elect officers via voice vote.

Passed: 9 - 0

Item 11: Election of Officers

The TF Officers are elected each even-numbered year during the annual meeting, per the bylaws.

Motion: A. McGuire/ Muinos

The TF board elects the following officers to new 2-year terms expiring in February 2012:

- President: Eric Germain
- Vice President: BJ McGuire
- Treasurer: Harry Duffield, CPA
- Secretary: Lee Campbell

Passed: 9 - 0

Item 11.5: Officer Exemption (added)

Section 5.01(a) of the approved bylaws requires annual reconfirmation by the board to allow officers to serve as officers on other boards, and section 7.07 requires that this service does not result in any organizational conflict of interest (OCI) detrimental to the TF.

Motion: BJ McGuire / A. McGuire

The TF Board agrees that President Germain's service as Treasurer of TVSD poses no organizational conflict of interest (OCI) issues, and that his continued service in this capacity is in the best interests of TF.

Passed: 9 - 0

Item 12: Chair's Report

The Chair presented his Annual Report for 2009 describing the TF's financial achievements of the last year. He walked through the 8-page booklet and explained the various graphs. Extra copies are available from the Chair.

The Chair also discussed the current ugly spat between TCC and TF on the matter of shared email lists. The board unanimously agreed that TF, who has been using the TCC's list throughout its existence, should continue to use the list.

Motion: A. McGuire / Deininger

The TF board authorizes the donation of six Taste 2010 tickets as prizes for the Oscars event.

Passed: 9 - 0

Item 13: Treasurer's Report

Treasurer Duffield presented his report. He also presented the Chair with a preliminary 2009 tax return.

Item 14: Member Comments

Director Goldsmith spoke of the fundraiser for the American Cancer Society. The entry for a team is \$50 if the fee is paid before Feb 19th. The board agreed to participate by forming a team with Lee Campbell as team leader, and with team members to reimburse the cost of the entry fee.

Item 13.5: Donation of Taste Tickets (added)

The Chair proposed the TF donate six tickets to the Oscars event to be given away as prizes.

Motion: Goldsmith / Muinos

The TF board authorizes a \$50 donation.

Passed: 9 - 0

The TF Board Meeting adjourned at 8:38 PM.

Approved:

Witnessed:

President

Secretary

Post-Meeting Notes:

1. *Re Item 3: The approved TF bylaws, version 2.0, are online at: <http://www.tierrasantafoundation.org/Bylaws/Bylaws.htm>*
2. *Re item 6.5: The actual cost of the CD ROM was only \$30. Germain paid by personal check.*
3. *Re item 7: upon further examination it was determined TF should obtain its own mailbox at the UPS Store. The TF's new address is now # 406. Germain paid by personal credit card \$121 for 1-year of service with a 50% non-profit discount.*
4. *Re item 14: Treasurer Duffield paid the \$50 fee and signed up the TF as a team for the Cancer walk on May 1st, with Lee Campbell named as team leader.*