

ORNCC Board Meeting – February 22, 2004

Location: Lisa Marie's house in Eugene.

Present: Karen Campbell, Holley Humphrey, Tiffany Meyer, Bryn Hazell, Meta Hough, Stuart Watson, Sophia Douglas, Lisa Marie DiVincent, Michael Dreiling, David Atkins and John (need last name) on camera

Check in and introduce David Atkins of Nonprofit Support Services

David reviewed what he hopes to present

Reviewed history of ORNCC – formation, bylaws, etc.

Legal trail of paperwork important.

Two important documents:

Policies and Procedures Manual – David brought one.

Suggest periodically review other organizations with similar culture to compare ours.

David brought Corporate Minutes Book and a handbook for the Board.

Reviewed ways that people can get tax deduction during interim period before we receive our 502c3 designation.

Regarding donations from individuals – up to 50% of adjusted gross income (generally). If large donation, can carry over for up to 5 years. Need to structure donation so donor can take maximum advantage of donation for tax purposes. Up to \$250 can take tax deduction without receipt. For in-kind also up to \$250 without receipt. David has receipts that we can use. If they receive receipt and thanks, they are more likely to give more often. Receipt shows nothing in return or something in return with its value. We must tell them value. Under \$75 is the max transaction without receipt.

Discussion re: fees for intros/workshops vs. donation w/tax receipt.

Discussed voting member vs. non-voting member and contradictions between State and Federal laws.

Michael making note of items for future agenda items.

Requirements for us:

Annual report w/Secretary of State – still in existence to renew organization – fee: \$50

Annual CT12 report to OR Dept. of Justice (4 mos. Plus 15 days after end of accounting year) – under \$25,000 of income less than 5 lines of reporting. State of Oregon is friendly to non-profits. If over \$25,000 a bit more info but not much. Report to Fed Govt – form 990. If under \$25,000 – no report. 990EZ until \$100,000. Over \$100,000, 990. More information required, including name and address of major donors.

Corporate shield protects Board. Board members basically immune except misconduct or gross negligence. Need mtgs on a regular basis with financial and program and activities reports to show Board doing its job. Need to follow corporate formalities, not Roberts Rules of Order, but need: 1)notice of board mtgs., 2)votes when critical mass of quorum, 3)state motion and vote (includes consensus) – if someone requests, need to say who voted, then say it, otherwise can just show passed by consensus. Can say reached decision by NVC but need to define what that is.

Can get insurance to protect our organization for events. Liability waivers do work. (Inforceable must say giving up rights, and give time to read it, and getting it to them asap).

Homeowners insurance personal umbrella liability should include volunteer activity. Directors and Officers insurance will cover board – probably about \$1500 or \$2000. Employees or controversial work are 2 things boards get sued over. Lots of employment-related litigation. Or someone on board who is rich. There is an expectation of D and O insurance. It's a business decision.

Conflict of interest covered last. Taken to Board for approval. Person must declare, disclose and abstain. Rest of Board must analyze the transaction and ensure that it is fair and reasonable. Voting requirement is that majority of disinterested members of Board must vote.

Adjourn for lunch.

Business Meeting:

1. Bob's request for Quick Books software pkg. \$380 = >\$50. The money is in the budget. Moved, seconded and consented to approve.
2. Relationship with CNVC. Holley.
The word "endorsed" is an issue on the website. "Events endorsed by..."
Has sense of authority – we are in a position to say who is authorized, etc.
Would like another word to be used. "sponsored" suggested to substitute by Stuart. What about events supported but not sponsored by ORNCC.
Decided on "Privately sponsored" as second category title until we look at website again in June – so ORNCC Sponsored and Privately Sponsored.

New guidelines from CNVC for non-certified trainers: including Nonviolent Communication-use SM. No giraffe on printed material. Compassionate Communication ok but not to say from the Center. Language like people "sharing NVC," etc. Request that ORNCC follows CNVC guidelines re: clear language for describing non-certified. Michael suggests a taskforce to come up with process/language to deal with this issue. Stuart willing to join a taskforce on this. Tiffany asks if we want to include CNVC

suggestions in future printed material. Consensus is yes. Stuart, Holley, Tiffany will ask Dorothy Ann to join task force too. Holley wants to use energy to grow, rather than to repair. Request for June meeting in Eugene.

3. Team Priorities - Stuart

Wants to do outside meetings and personally connecting.

4. Stuart will develop proposal re: donation acknowledgement and receipts, etc., which is consistent with law, etc. Board will see copy of letter that goes to donors and receipt (cash, in-kind, etc. samples from David) examples from David passed around. Sophia points out Quick Books can do all this. Stuart will work with Bob on this. Holley requests consideration that thank you can be handwritten.

5. Research on Liability Insurance. Request individual or task force look into: Does CNVC have insurance that covers events? Can that happen? Cost of event insurance – bids. Phone to David's office re: D & O insurance. Bids? Karen volunteered to get info. Stuart will call CNVC and get that info.

6. Brochure. Need approval for printing and how many? Decided to print 4500 if that's where the price break is. Those who want to give feedback on brochure will get back to Tiffany with comments by Friday. Tiffany will email .pdf file. Holley suggests brochures.com for bid. Karen suggests sponsorship possible. If you have printing options, email info to Tiffany.

7. Letterhead. Approved. Tiffany will send out so we can print our own. Will be used for external communication ORNCC-sponsored events and Board business. Board or staff will look at or create communications sent out on ORNCC board stationery. If local team wants to send something on board stationery, request that it submit to a board member or Stuart for approval. Letterhead and policy to be sent out by Tiffany to teams.

8. Marshall Budget. Request we approve in principle. Lots of discussion re: individual local concerns. Decision to talk individually w/Stuart and negotiate changes w/individual teams. Stuart wants local groups to be aware of the risk involved in presenting these workshops and the need for support for. Would you be willing to acknowledge that budget amts. of concern re: commitment and risk for these visits would be important for our local teams to hear.

Needs for consideration, balance, creativity, inclusion.

Request from Stuart: If in local team meeting, and people disturbed, upset about budget, would board members be willing to share the awareness of the responsibility that ORNCC is carrying on its shoulders?

Other concerns re: budget. Expenditures: \$24,00 – don't have that now. May need revenue from workshops and donations to make expenditures.

And local team coordination fee does not meet Stuart's need for equity – will bring another proposal to next meeting.

9. Michael wants all previous publicity, literature, etc. from Stuart and Tiffany for next meeting.

10. Policies and procedures document. Take board policy manual that Sophia and Dorothy Ann put together and harmonize it with David's documents that he brought today. Bryn volunteered to go over these documents and compare and see what's not in alignment with the 2 documents.

11. Need task force to be on governing council. Holley will look at this part and have something for the June meeting. We have 27 months from incorporation to submit for 501c3 – Michael will clarify if that's true.

12. Membership is something we need to talk about and need in policies and procedures document. Voting is governing council and non-governing members. Need this in policies and procedures manual.

13. Next weekend hope to have Workshop manual.

14. Approved materials order by consensus.

Next meeting is either March 6 or 7 and the location is in Salem. Michael will let us know after polling other folks.

April 18 is the next meeting after that.