



GSA Network Board of Directors
Board Meeting
Sunday, July 30th, 2017 / 8:45 AM to 2:55PM

Directors	Directors	Management & Staff
Sam Alavi (she/her)	Logan Henderson (he/him)	GINNA BRELSFORD, Co-Executive Director (she/her, they/them)
Jonathan Chai-Chang Azterbaum (they/ them)	Henry Pickavet (he/him)	Geoffrey Winder, Co-Executive Director (he/him)
Sophie Fanelli (she/her)	Danny Orsburn (he/him)	
Amanda Goad (she/her or ze/zir)	Sterling Waldman (they/them)	Guests
Matthew Yeung (she/her)	Kristen Burzynski (she/her)	

July 30th, 2017

Time	Lead & Topic	Attachments/ Notes
8:45am (20 min)	<p>Jonathan Call to order, roll call/ attendance, welcome, board agreements, & agenda</p> <p>Amanda Small-group discussion exercise - things people don't know about you.</p>	<p>Agenda (this)</p> <p>Board Agreements (below)</p> <p>Bylaws provision re attendance & reinstatement (below)</p>
9:05am (20 min)	<p>Henry Approval of minutes from June [Includes discussion of how much is enough/too much to explain in publicly posted minutes]</p> <p>“Re-election” of board member(s) who are due/overdue: Sterling</p> <p>Election for youth co-chair position</p>	<p>Draft June Minutes</p> <p>Kristen will research what styles of minutes are in existence - liability, legality, etc. Governance Committee will discuss further.</p> <p>Motion to approve June minutes passes.</p> <p>Motion: Amanda Second: Henry 3 Abstentions (sterling, Sam, Jonathan)</p>

		<p>Chart of board term start dates</p> <p>Re-elect Jonathan to another term; in advance of Jonathan's study abroad so there is overlap (plan will be to elect next youth co-chair in January)</p> <p>Motion to re-elect Jonathan as youth co-chair</p> <p>Second: Matthew</p> <p>Motion passes unanimously</p>
9:45am (30 min)	Geoffrey & Ginna Program Update	<p>ED Report</p> <p>Hiring for communications staff is difficult. Hiring Fenton Communications to help with media training and rapid response.</p> <p>Had already started a strategic plan but then received Ford Grant. So the official strategic plan was put on hold in order to implement requirements of Ford grant: work with Tia to develop a 12-18-month plan to help fulfill: mission/strategy; organization culture/ program and evaluation.</p> <p>Up to the board Strategic Planning committee to help with that process. Jonathan, Sterling, Sophie and Danny are on the Strategic Planning Committee</p>
9:55am (1.5 hrs)	Matthew, Amanda, & Kristen Board Ethics Workshop (think-pair-share exercise with hypothetical scenarios)	<p>Board-Staff Interaction Reading</p> <p>Board and EDs broke up into four groups and analyzed the conflict of interest issues in four scenarios created by the Governance Committee.</p> <p>Action: the discussions were valuable and should be an ongoing part of board activity.</p>
11:10am (1 hr)	Danny & Ginna Budget - Part 1	Presenting a deficit budget. One-time deficit budget due to one-off expenses, e.g. retreat; strategic planning process; website redesign, etc. vs. structural deficit which is due to three positions not staffed.

		<p>Only recognizing nearly-certain revenue. Multi-year grants. Confident will receive \$100K in new funding. Likely overestimate expenses.</p> <p>Attachment: 1 - Start of Executive Session with EDs</p> <p>Revenue Assumptions, cost assumptions, budget line items Budget document</p> <p>-</p> <p>Cost assumptions - incredible increase in two years</p> <p>Cash flow: "healthiest cash flow I've seen during my entire time at GSA." - Ginna</p>
12:25pm (1 hr)	Lunch	
1:05pm	Budget Part 2	<p>Board to send Give/ Get forms to Danny and CC Michelle.</p> <p>Motion to approve budget as presented by Geoffrey and Ginna with the \$6K in surplus to be used for leadership teams: Henry</p> <p>Second: Amanda</p> <p>Motion passes: unanimous</p>
1:35pm (30 min)	Jonathan Program Advisory	<p>proposes forming a steering committee between staff and board. Using National Queer Asian Pacific Islander Alliance as a guide. Suggestion to have current program members on the board. concern that there would be direction from the top. Suggestion to give youth leaders more input (not youth board members).</p> <p>Power sharing with current youth leaders would promote transparency</p> <p>Ford Grant provides space for program evaluation</p>

		<p>Neda's job is to develop and update the curriculum (read Neda's section in the ED report)</p> <p>Keep this discussion for the time being in the strategic plan as it fits within the three pillars from the Ford grant</p>
1:45pm	<p>Geoffrey & Amanda Planning for future board meetings</p>	<p>Action:: add something to the bylaws to reference number of in-person meetings</p>
2:05	<p>Geoffrey & Sam Board Development</p>	<p>Two periods of board recruitment: one in the fall (August 20 - September 20), one in the spring. development committee will work to redo some of the board application questions.</p> <p>Looking for who would be a good fit.</p> <p>Plan is to get a significant number of youth applicants.</p> <p>Focus on getting names from national youth council.</p> <p>Board recruitment committee will meet to update adult board description.</p> <p>2 adults/3 youth (ages 14-17)</p>
2:45pm	<p>Adjourn</p>	



Board Values Statement

We, the board of directors of GSA Network, value the diverse voices of the LGBTQ youth communities we serve. By engaging the community and those impacted most directly in the decisions about the direction of the organization, we work to ensure that GSA Network continues to be a leading social justice organization for LGBTQI+ youth.

As members of the community, we are committed to a board and organization that reflects the diversity of the LGBTQI+ youth we serve and all their collective experiences and skills that make our movement so rich.

As board members we are committed to personal work to embody the values of the organization and vision of a just future.

It is our duty to not only bring our lived experiences as students, alumni, activists and community members, but also approach our decision-making process through a broad intersectional lens along race, gender, sexuality and class lines.

As board members, we recognize and celebrate the history and communities -- particularly women, trans folks and people of color -- that have led us to these spaces and this movement as we continue to build the next generation of LGBTQI+ youth leaders.

Individual Director Behaviors

Introduce yourself and your preferred gender pronouns

Stay away from saying "you guys" in favor of gender-neutral terms like "you all" and "y'all"

Disciplined preparation for meetings, focus on the meeting, active engagement

Try on

OK to disagree

No attacking/ blaming of others

Practice self-focus

Practice "both/and" thinking

Assume good intentions

Notice process and content

Maintain confidentiality

Be aware of intent and impact

Be respectful
Make space/ take space
One mic/ one diva
Listening Llama
Shake not shout
Leave the drama for your mama

Board Behaviors

Collective, not individual decision-making
Sense of group responsibility – speaking with one voice
Support for board decisions, irrespective of personal positions
Strategic and generative leadership, not administrative detail



Board Meeting Attendance

[Chart of Board Attendance and Terms](#)

From the By-Laws

Directors shall be subject to automatic removal if, within any twelve-month period, they accrue ONE unexcused absence or THREE absences, whether excused or unexcused, from a Board meeting. For purposes of this section, "Board meeting" means a regularly scheduled monthly meeting either in-person or by phone/videoconference, and shall not include any additional or ad hoc Board meeting or committee meeting. An "excused" absence means providing a valid reason (including illness, family emergency or unavoidable work, school or family conflict) to a co-Chair or the Secretary in advance of the meeting. If advance notification of an absence is not provided, the absence shall still be considered "excused" if there were unforeseen circumstances that were serious in nature (including a death in the family, accident, or family-related emergency or prohibition from attending) and that would have prevented a reasonable person from providing advance notification.

Upon facing automatic removal, a director may obtain automatic reinstatement to the Board by appearing in person or by phone/videoconference at the next regularly scheduled Board meeting. In addition, a director may petition for discretionary reinstatement by appearing in person or by phone/videoconference at any Board meeting subsequent to removal and explaining why reinstatement is warranted, after which the Board shall vote on the director's reinstatement petition. The attendance policy shall begin anew for any reinstated director, starting with the subsequent Board meeting (not the meeting at which reinstatement occurred). Removal and reinstatement shall not affect or forestall any term limits that may apply to a director.

At the beginning of every Board meeting, the Secretary or a designated individual shall (1) record attendance, (2) state all excused and unexcused absences for the present meeting, (3) state which directors, if any, have one or two excused absences within the past twelve months, and (4) state which directors, if any, are subject to automatic removal. Reinstatements, whether automatic or discretionary, shall immediately follow the Secretary's attendance report. The Secretary shall keep a log of all reinstatements.



Board Committees & Task Forces -- list here

https://docs.google.com/document/d/18sVDvPeqgL8MmS_gnvmeAnzYI5ezqobun6OfyMk0HOo/edit



Scrolling Agenda

NEEDS UPDATING

General Month Specific Date ¹	Month Specific Agenda Topics	Requested Black Out Periods
January/ February ²	Board self-evaluation Mid-year budget revision (if needed)	Finals including preparation MLK Day (January 21) SAT (January 26) Presidents Day (February 18)
March/ April ²	Review Board recruiting goals Set Board fundraising goals for the next year	GAYLA Spring Break SAT (March 9) Easter (March 31)
May/ June ²	ED Evaluation & comp proposal Approve budget Election of new board members Re-election of existing board members Board officer elections Review annual fundraising outcomes	AP Testing (May 6 – 17) Mother's Day (May 12) Memorial Day (May 27) Fresno Pride (June 2 Sat) SATs: (May 4 & June 1) LA Pride (June 7 – 9) Father's Day (June 16) Graduation SF Pride (June 29-30)

July/ August ²	Board orientation (new and veteran) Board committee assignments Review GSA Network year-end survey	Fourth of July (July 4 to 7) San Diego Pride (July 12 – 14)
September/ October ²	Audit/ financial review (if October)	Labor Day (September 2) Halloween (October 31)
November ² / December		Thanksgiving (November 22) SAT (December 1) YES! (December 15) Finals including preparation Winter Break mid-December through New Years

¹ Board meetings will be scheduled three board meetings in advance as of every board meeting with the understanding that meetings may need to be rescheduled for GAYLA and YES!.

² Preferred month

Standing Agenda Items:

- Consent agenda: approval of minutes, committee reports, off-cycle director re-elections
- ED report,
- finance update,
- program deep dives,
- community building/ social (during & before/after meeting), and