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

<table>
<thead>
<tr>
<th>Directors</th>
<th>Directors</th>
<th>Management &amp; Staff</th>
</tr>
</thead>
<tbody>
<tr>
<td>Sam Alavi (she/her)</td>
<td>Logan Henderson (he/him)</td>
<td>Ginna Brelsford, Co-Executive Director (she/her, they/them)</td>
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<tr>
<td>Jonathan Chai-Chang Azterbaum (they/ them)</td>
<td>Henry Pickavet (he/him)</td>
<td>Geoffrey Winder, Co-Executive Director (he/him)</td>
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<td>Sophie Fanelli (she/her)</td>
<td>Danny Orsburn (he/him)</td>
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<tr>
<td>Amanda Goad (she/her or ze/zir)</td>
<td>Sterling Waldman (they/them)</td>
<td>Guests</td>
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<tr>
<td>Matthew Yeung (she/her)</td>
<td>Kristen Burzynski (she/her)</td>
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### July 30th, 2017

<table>
<thead>
<tr>
<th>Time</th>
<th>Lead &amp; Topic</th>
<th>Attachments/ Notes</th>
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</table>
| 8:45am     | **Jonathan**
Call to order, roll call/ attendance, welcome, board agreements, & agenda | Agenda (this)
Board Agreements (below)                                                                 |
|            | **Amanda**
Small-group discussion exercise - things people don’t know about you.          | Bylaws provision re attendance & reinstatement (below)                              |
| 9:05am     | **Henry**
Approval of minutes from June [includes discussion of how much is enough/too much to explain in publicly posted minutes] | Draft June Minutes
Kristen will research what styles of minutes are in existence - liability, legality, etc. Governance Committee will discuss further. |
|            | “Re-election” of board member(s) who are due/overdue: Sterling               | Motion to approve June minutes passes.                                             |
|            | Election for youth co-chair position                                         | Motion: Amanda
Second: Henry
3 Abstentions (sterling, Sam, Jonathan) |
<table>
<thead>
<tr>
<th>Time</th>
<th>Participants</th>
<th>Agenda Item</th>
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<tbody>
<tr>
<td>9:45am</td>
<td>Geoffrey &amp; Ginna</td>
<td>Program Update</td>
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<td><strong>ED Report</strong></td>
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<td>Hiring for communications staff is difficult. Hiring Fenton Communications to help with media training and rapid response.</td>
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<td>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.</td>
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<td>Up to the board Strategic Planning committee to help with that process. Jonathan, Sterling, Sophie and Danny are on the Strategic Planning Committee</td>
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<tr>
<td>9:55am</td>
<td>Matthew, Amanda, &amp; Kristen</td>
<td>Board Ethics Workshop (think-pair-share exercise with hypothetical scenarios)</td>
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<td><strong>Board-Staff Interaction Reading</strong></td>
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<td>Board and EDs broke up into four groups and analyzed the conflict of interest issues in four scenarios created by the Governance Committee.</td>
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<td>Action: the discussions were valuable and should be an ongoing part of board activity.</td>
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<tr>
<td>11:10am</td>
<td>Danny &amp; Ginna</td>
<td><strong>Budget - Part 1</strong></td>
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<td>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.</td>
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</tbody>
</table>
Only recognizing nearly-certain revenue. Multi-year grants. Confident will receive $100K in new funding. Likely overestimate expenses.

Attachment:

1 - Start of Executive Session with EDs

Revenue Assumptions, cost assumptions, budget line items

Budget document

- Cost assumptions - incredible increase in two years

Cash flow: “healthiest cash flow I’ve seen during my entire time at GSA.” - Ginna

<table>
<thead>
<tr>
<th>Time</th>
<th>Event</th>
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<tbody>
<tr>
<td>12:25pm</td>
<td>Lunch</td>
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<tr>
<td>1:05pm</td>
<td>Budget Part 2</td>
</tr>
<tr>
<td>1:35pm</td>
<td>Jonathan Program Advisory</td>
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</tbody>
</table>

Board to send Give/ Get forms to Danny and CC Michelle.

Motion to approve budget as presented by Geoffrey and Ginna with the $6K in surplus to be used for leadership teams: Henry

Second: Amanda

Motion passes: unanimous

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).

Power sharing with current youth leaders would promote transparency

Ford Grant provides space for program evaluation
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<thead>
<tr>
<th>Time</th>
<th>Topic</th>
<th>Notes</th>
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<tbody>
<tr>
<td></td>
<td><strong>Neda’s job</strong></td>
<td>Neda’s job is to develop and update the curriculum (read Neda’s section in the ED report)</td>
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<td>Keep this discussion for the time being in the strategic plan as it fits within the three pillars from the Ford grant</td>
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<td>1:45pm</td>
<td>Geoffrey &amp; Amanda</td>
<td><strong>Action:</strong> add something to the bylaws to reference number of in-person meetings</td>
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<td>Planning for future board meetings</td>
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<tr>
<td>2:05</td>
<td>Geoffrey &amp; Sam</td>
<td>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.</td>
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<td></td>
<td>Board Development</td>
<td>Looking for who would be a good fit.</td>
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<td>Plan is to get a significant number of youth applicants.</td>
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<td>Focus on getting names from national youth council.</td>
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<td>Board recruitment committee will meet to update adult board description.</td>
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<tr>
<td></td>
<td></td>
<td>2 adults/3 youth (ages 14-17)</td>
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<tr>
<td>2:45pm</td>
<td>Adjourn</td>
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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

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**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/18sVDvPeqmL8MmS_gnvmeAnzYI5ezqobun6OfyMk0H00/edit

<table>
<thead>
<tr>
<th>General Month Specific Date¹</th>
<th>Month Specific Agenda Topics</th>
<th>Requested Black Out Periods</th>
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<tbody>
<tr>
<td>January/ February²</td>
<td>Board self-evaluation</td>
<td>Finals including preparation MLK Day (January 21) SAT (January 26) Presidents Day (February 18)</td>
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<td>Mid-year budget revision (if needed)</td>
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<tr>
<td>March/ April²</td>
<td>Review Board recruiting goals</td>
<td>GAYLA Spring Break SAT (March 9) Easter (March 31)</td>
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<td>Set Board fundraising goals for the next year</td>
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<tr>
<td>May/ June²</td>
<td>ED Evaluation &amp; comp proposal</td>
<td>AP Testing (May 6 – 17) Mother’s Day (May 12) Memorial Day (May 27) Fresno Pride (June 2 Sat) SATs: (May 4 &amp; June 1) LA Pride (June 7 – 9) Father’s Day (June 16) Graduation SF Pride (June 29-30)</td>
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<td>Approve budget</td>
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<td>Election of new board members</td>
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<td>Re-election of existing board members</td>
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<td>Board officer elections</td>
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<td>Review annual fundraising outcomes</td>
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¹ Special meetings of the Board may be held at any time.
² The Board meets every first and third Monday of the month.
³ The Board meets every second and fourth Monday of the month.

Scrolling Agenda

NEEDS UPDATING
<table>
<thead>
<tr>
<th>Month</th>
<th>Event/Activity</th>
<th>Occasion/Date</th>
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<tbody>
<tr>
<td>July/ August</td>
<td>Board orientation (new and veteran)</td>
<td>Fourth of July (July 4 to 7)</td>
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<td>Board committee assignments</td>
<td>San Diego Pride (July 12 – 14)</td>
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<td>Review GSA Network year-end survey</td>
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<td>September/October</td>
<td>Audit/ financial review (if October)</td>
<td>Labor Day (September 2)</td>
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<td>Halloween (October 31)</td>
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<td>November/December</td>
<td>Thanksgiving (November 22)</td>
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<td>SAT (December 1)</td>
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<td>YES! (December 15)</td>
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<td>Finals including preparation</td>
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<td>Winter Break</td>
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<td>mid-December through New Years</td>
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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