

**Saint Joseph Community Land Trust  
Board of Directors Meeting Minutes  
Wednesday, February 5, 2020**

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**Meeting called to order: 5:35 p.m.**

**Meeting adjourned: 7:19 p.m.**

**Board Members Present:** Lyn Barnett, Allan Bisbee, MaryAnne Brand, Karen Fink

**Board Members Absent:** Francie Alling, Jesse Walker and Fr. Maurico Hurtato

**Staff Present:** J Diaz, C. Rosburg

**Members:** Jill Teakell

1. **Topic:** Opening Prayer and Approval of Agenda

**Discussion:** Barnett said the opening prayer. A suggestion by Barnett to move agenda items 10 and 14 to executive session was made.

**Action Taken:** Motion amend the agenda to move items 10 and 14 to an executive session was made.

Moved by: Fink

Second by: Brand

Ayes: all

Nyes: none

2. **Topic:** Roll Call of Board Members and Determination of Board and Membership Quorums

**Discussion:** Secretary Fink determined we had quorum present.

3. **Topic:** Open Floor

**Discussion:** none

4. **Topic:** Consent Calendar (action taken on all items unless pulled for discussion by a board member)

- a. Approval of December 2019 and January 2020 Minutes
- b. Financial Report (Treasurer)
  - i. Banking & Fund Account Balances
  - ii. Profit & Loss/Balance Sheet Statements
  - iii. Budget and Budget Variance/Budget Adjustments
- c. Investment Committee Report (Investment Committee)
- d. Work Plan Update Report (Executive Director)
- e. Community Outreach Report (Executive Director)
- f. Resolution Establishing and Operating Reserve

**Discussion:** Barnett requested pulling item d. Work Plan Update Report for a discussion.

**Action Taken:** A motion to approve all other items (except d. Work Plan Update Report) on the consent calendar items was made

Moved by: Brand

Second by: Bisbee

Ayes: All

Nyes: None

**Discussion Continued:** As part of the Work Plan - Barnett expressed his desire to get the agendas and minutes added to the website. And with the EASE program he would like for Bisbee to join him in meeting with Mike Bradford. As part of the Business Plan he would like to also see within the Financials a delineation for Board Philanthropic Contributions. Diaz indicated there is a place to track these board donation items under Fundraising.

**Action Taken:** A motion to approve the the Work Plan with the updates was made.

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Moved by: Barnett  
Ayes: All  
Nyes: None

Second by: Fink

**5. Topic:** Review Committee Structure and Agenda Format

**Discussion:** Diaz introduced a new Report for Committee Form. And questioned what the current standing committees were.

**Loan Committee:** Chair – Barnett, Alling, Bisbee, Member - Azevedo, Staff – Rosburg  
Meet for Motel to Housing and Member Emergency Loan

**Building Committee:** Chair – Barnett, Fink, Staff - Diaz

**Investment and Finance Committee:** Chair – Brand, Bisbee, Staff - Diaz

**Membership Committee:** Chair – Fink, Alling, Brand, Staff - Rosburg

**Action Taken:** A motion to confirm the committee structures was made.

Moved by: Barnett  
Ayes: All  
Nyes: None

Second by: Bisbee

**6. Topic:** Semi-Annual Budget Review/Adjustments

**Discussion:** Brand made recommendations to adjust the budget based on revenue, and expenses to date. we have received. The recommendations are detailed in the Budget Adjustments. Diaz stated these are fine, and that a lot can still happen before the end of the year and we'll take another look at this later.

**Action Taken:** A motion to accept the financial report and the budget adjustments was made.

Moved by: Fink  
Ayes: All  
Nyes: None

Second by: Bisbee

**7. Topic:** Distribution of Updated Board Manual

**Discussion:** Diaz pointed out that each Board Member now has a binder with the relevant CLT board formation and documentation.

**8. Topic:** Annual Conflict of Interest Updates

**Discussion:** Every year we should be updating the conflict of interest forms. Board members present were asked to sign and submit a Conflict of Interest Policy Acknowledgement form and the board members who aren't here will also be asked to submit this form.

**9. Topic:** Fundraising Not Covered in Work Plan

**Discussion:** Diaz indicated that we should hear back from CCHD in May, and the next step will be a site visit. Bill Roby, El Dorado Community Foundation continues to support the staff up plan and that could be a huge assist to us in staffing up for the things that may come our way.

**10. Topic:** Projects not Covered in Work Plan

**Discussion:** Moved to executive session - Future projects.

**11. Topic:** Whistleblower Policy

**Discussion:** Resolution 67/2020-03 was reviewed by the board.

**Action Taken:** A motion to approve the the Whistleblower Policy was made.

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Moved by: Bisbee  
Ayes: All  
Nyes: None

Second by: Brand

**12. Topic:** Investment Policy

**Discussion:** Brand brought up the option of utilizing a managed account that would be monitored that the board might consider, even though the board gave her permission to put \$400,000 into two \$200,000 CD's at the last board meeting. Barnett expressed the need to stay liquid and keep investments in low risk CD's because we may be investing this money into projects in the near future. Brand asked that the board to reconfirm moving the \$400,000 into the investments they had voted on at the last meeting of two low risk CD's - which they did. Diaz indicated that the board should have a general investment policy and presented resolution 68/2020-04 and 68/2020-04 Alternate which included the option to hire an investment advisor. His recommendation was to adopt the investment policy.

**Action Taken:** Resolution adopting investment policy 68/2020-04 Alternate (alternate version includes a number 2.)

Moved by: Brand

Second by: Fink

Ayes: All

Nyes: None

Fink departed meeting 6:25 p.m.

**13. Topic:** Internal Control Policy

**Action Taken:** Table this item for our next BOD meeting, since we no longer have a quorum present.

**14. Topic:** Sierra Garden Apartment Executive Session

**Discussion:** Litigation.

**15. Topic:** Board member updates and comments

**Discussion:** Barnett updated the board on a property that he and Diaz have expressed an interest in that could be used to build some affordable housing an non-profit space. He distributed copies of the letter that he and Diaz sent to the owner.

**16. Topic:** Adjournment and Closing Prayer

**Discussion:** Meeting was adjourned and Barnett led a closing prayer.