KALAMAZOO FOUNDATION FOR EXCELLENCE
BOARD OF DIRECTORS

MINUTES

Meeting of September 12, 2022

A meeting of the Kalamazoo Foundation of Excellence (KFFE) Board held on September 12, 2022, in the Community Room of City Hall, 241 W. South St, Kalamazoo, MI was called to order by President Calderon-Huezo at 2:02 pm.

Board members present: Calderon-Huezo, Ritsema, Carel, Anderson, Hess, Balkema, Bostrum, Harrison (2:06 pm), Lonberg, Salas, Washington, and Hopewell.

Board members absent: Miller, Hoffman, C. Taylor, and A. Taylor.

City staff present: Legal Counsel/Recording Secretary Clyde J. Robinson, FFE Manager Steve Brown, Deputy City Manager Laura Lam, and City Grants Specialist Kerry Lyn Williams.

Motion by Director Hess, seconded by Director Carel to add an item to the Agenda to address conflict of interest. Motion approved by unanimous voice vote.

The minutes of the Annual Meeting held April 25, 2022, were moved for approval by Director Washington and seconded by Director Lonberg. The motion to approve the minutes was adopted by unanimous voice vote.

Mr. Brown presented the Finance Committee and Executive Committee Reports. The reports were accepted with the appointment of Directors Carel, Balkema, and Bostrum as members of the Audit Subcommittee to serve until the April 2023 Annual Meeting.

Mr. Brown presented the Executive Committee recommendation that the Miller-Johnson law firm be retained as FFE Legal Counsel. Director Balkema moved, Director Ritsema seconded the appointment of Miller-Johnson as FFE Legal Counsel. Director Lonberg questioned whether a possible conflict of interest existed since the law firm does work for the City of Kalamazoo. Acting Legal Counsel informed the Board that no conflict existed since the legal work being done for the City was unrelated to the FFE. By unanimous voice vote the motion was adopted.

Mr. Brown presented the Executive Committee recommendation that a Nominating Committee be created. This is being proposed in light of the mutual desire on the part of the FFE Board and the Kalamazoo Community Foundation (KCF) that the latter no longer vet candidates to fill FFE Board vacancies. Director Washington asked whether the Committee would use a process similar to that of the KCF or create its own. President Calderone-Huezo indicated that the Committee would use a hybrid model based on the KCF approach. After a motion by Director Washington, seconded by Director Balkema, the Board by unanimous voice vote approved the creation of a Nominating Committee. No members were appointed to the Committee at this meeting.

Mr. Brown presented the Executive Committee recommendation that the Board create the position of Executive Director and that staff be directed to present the Executive Committee with a detailed job description and hiring proposal for review. Mr. Brown shared with the Board that the ability for the Board to hire an Executive Director existed within the Bylaws and that after 5 years of operations, the time seemed appropriate to consider added dedicated FFE staff. Director Balkema questioned the ability of the City Commission to provide advise and consent on the hiring of the individual for the position. Discussion ensued outlining the checks and balances intentionally built into the FFE structure so as to require communication and cooperation between the FFE Board and the City Commission. Director Washington moved and Director Balkema seconded that the Board create the position of Executive Director and that staff present to the Executive Committee a job description and hiring proposal for the position. By voice vote the motion unanimously approved.

Mr. Brown presented the Executive Committee recommendation that the Bylaws and Articles of Incorporation be amended to reflect corrections and changes to reflect current practices. Although the recommendation was approved, Director Anderson questioned whether the Board had followed the required notice provisions for the consideration of Bylaw amendments. It was recognized that a error in providing notice had been made, so the approval of the proposed amendments was ruled a nullity. The matter will instead be taken up at the October 24, 2022, meeting of the Board.

Mr. Brown outlined the proposed 2023 budget process and shared a draft proposed budget. He indicated that a more formal proposal would be presented to the Board for adoption at its October 2022 meeting, so no action on the part of the Board was needed at this time.

Mr. Brown presented the Board with its Conflict of Interest Policy and requested action that a $5,000 contract between Director Harrison and the City of Kalamazoo did not violate the Policy. Director Harrison was hired by the City to perform work in a program which help prepare skilled building tradespersons acquire licensed status with the State. The work has been completed, and the individuals assisted will be taking their certification exams soon. While no decision has been made about continuing to offer the program, it is hoped that it will be continued; but at this time the work performed by Director Harris is complete and he has been paid. Director Harrison left the room while the Board deliberated on the matter. The motion by Director Ritsema, seconded by Director Washington that no conflict or violation of the policy existed was adopted by unanimous voice vote. Director Harrison rejoined the meeting and was informed of the Board's decision.

President Caleron-Huezo asked if there was any public comment and informed that there was none.

President Calderon-Huezo asked if there were any Board Member Comments. Director Anderson requested that name cards be provided in the future to identify Board members and that a roll call of members occur at the beginning of meetings, and that absent members be formally excused.

President Calderon-Huezo adjourned the meeting at 3:27 pm

Minutes Drafted: September 15, 2022

Minutes Approved: Oct 24, 2022

Clyde J. Robinson

Clyde J. Robinson, Recording Secretary