Kalamazoo Foundation for Excellence

Agenda
FFE Executive Committee

Tuesday, September 3, 2024 10:30 AM

Kalamazoo City Hall – 241 West South Street

A. CALL TO ORDER

B. APPROVAL OF MINUTES

1. Approve the August 26, 2024, meeting minutes.

C. REPORTS AND COMMUNICATIONS

D. REGULAR AGENDA

1. Recommend Amending the Officer Eligibility Guidelines in the FFE Bylaws to the Board and City Commission

2. Recommend an Increase in the Executive Director's Base Salary to the Board of Directors

3. Approve the September 23, 2024, Board Meeting Agenda

E. PUBLIC COMMENTS

F. BOARD MEMBER COMMENTS

G. ADJOURNMENT

General information about the Foundation for Excellence (FFE) including board meeting schedules, meeting agendas and minutes, bylaws, and much more can be accessed at: https://www.kalamazoocity.org/ffe.

Agendas and previous minutes and video streams for FFE meetings are available directly at: https://kalamazoomi.civicclerk.com/.

Questions regarding agenda items may be answered prior to the meeting by contacting the FFE Manager at 269.337.8047 or ffe@kalamazoocity.org.

KALAMAZOO FOUNDATION OF EXCELLENCE

PUBLIC COMMENT RULES

1. Persons attending a regular or special meeting of the Board of Directors of the Kalamazoo Foundation for Excellence shall be permitted to address the Board in conformity with this rule and the Michigan Open Meetings Act.

2. An individual wishing to address the Board shall wait to be recognized by the presiding officer.

3. A person addressing the Board shall provide their name and whether they are a resident of the City.

4. Remarks by a speaker shall be confined to matters within the purview of the Board and KFFE.

5. The chairperson of the meeting or a majority of the Board in attendance may permit individuals to speak once, for up to four (4) minutes, on specific matters being considered on the meeting agenda of the Board, except no comment is permitted on secondary or procedural motions to a main motion.

6. A speaker is permitted to address the Board once during the Public Comment portion of the meeting for up to four (4) minutes.

7. A speaker is not permitted to yield any unused portion of speaking time to other speakers.

8. A speaker may be ruled out of order for conduct that interrupts or disrupts the meeting.

Updated October 23, 2023

KALAMAZOO FOUNDATION FOR EXCELLENCE
BOARD OF DIRECTORS
EXECUTIVE COMMITTEE

MINUTES

Meeting of August 26, 2024

A. Call to Order
    1. The meeting of the Kalamazoo Foundation for Excellence (KFFE) Executive Committee was called to order at 3:02 p.m. in the Community Room of City Hall by President Calderon-Huezo. Vice President Ritsema, and Directors Bogan and Parker were present. Secretary Bostrom and Director Balkema had notified absences. A motion was made to excuse Directors Bostrom and Balkema by Director Bogan and seconded by Director Parker. The motion was approved by unanimous voice vote. A quorum was present.

B. Approval of Minutes
    1. The draft minutes of the April 8, 2024, meeting were moved for approval by Director Ritsema and seconded by Director Bogan. The motion was approved by unanimous voice vote.

C. Reports and Communications
    1. The progress report on 2024 FFE-Funded Aspirational Projects conducted by the City was presented by the Executive Director. There was discussion by Directors to understand details of funding, program descriptions, program history, and outlook. No action was requested.

D. Regular Agenda
    1. A motion was made by Director Bogan and seconded by Director Parker to recommend Affinity Director Candidate Adrian Vazquez-Alatorre to the City Commission for approval and Board for appointment. The motion was passed by unanimous voice vote.
    2. A motion was made by Director Bogan and seconded by Director Parker to recommend amending the At-Large description of the FFE Bylaws and Articles to the Board and City Commission. The motion passed by unanimous voice vote.

At 3:42 the President had to excuse herself from the meeting, which reduced attendance to below quorum, and the meeting was adjourned. Remaining items on the Regular Agenda were:

    3. Recommend Amending the Officer Eligibility Guidelines in the FFE Bylaws to the Board and City Commission. The motion passed by unanimous voice vote.
    4. Recommend and Increase in the Executive Director's Base Salary to the Board of Directors. The motion passed by unanimous voice vote.
    5. Approve the September 23, 2024, Board meeting Agenda. The motion passed by unanimous voice vote.

E. No public comments.

F. No board comments.

G. Vice President Ritsema adjourned the meeting at 3:42 p.m.

The next meeting is scheduled for Monday, October 7, 2024, at 3 p.m.
Minutes Drafted: August 26, 2024.

Minutes Approved: _________

Steve Brown, Recording Secretary

Kalamazoo Foundation for Excellence

FFE Executive Committee Staff Report

TO: Foundation for Excellence Executive Committee

FROM: Steve Brown, Executive Director

DATE: September 3, 2024

SUBJECT: Recommend Amending the Officer Eligibility Guidelines in the FFE Bylaws to the Board and City Commission

RECOMMEDATION:

Recommend amending officer eligibility guidelines in Section 5.01 of the Bylaws to the Board and City Commission to include the clause, "Best effort shall be made to prioritize Stakeholder or At-Large Directors in Officer elections (President, Vice President, Secretary, and Treasurer) to prevent duplication and concentration of voting powers among the Mayor, City Commissioners, and City Manager."

BACKGROUND:

It has been recognized that a concentration of power among one or more Directors would create negative dynamics on the Board of Directors and could shape policies, strategies, budgets, and succession choices averse to the overall will of the Board. Currently, the Mayor and City Commission Directors posses ultimate control of the City's programming and budgeting decisions and have voting roles on the FFE Board. However, were they to become Officers, they would be ex officio leaders of all FFE Committees and Subcommittees, possessing not only agenda-setting powers but also voting powers, thus concentrating power non-optimally. Therefore, it is prudent to create. This language echoes five other instances in the Bylaws where a behavior is encouraged in order to align decisionmaking with FFE values and priorities, such as in Section 4.02.B.7.h., where Neighborhood Director selection is guided as follows: "Best efforts shall be made to seek stakeholders from the various neighborhoods on a revolving basis, with priority given to those neighborhoods where at least 51% of households have incomes at or below 80% of the area median income."

Following the Proposed Changes, Section 5.01 Officers would read as follows:

"The Officers of the Corporation shall be a President, a Treasurer and a Secretary and may

include the office of Vice President, which is optional (the preceding positions are referred to collectively as the "Officers"). The Officers shall be elected by the Board of Directors at its first meeting and at each annual meeting thereafter. The Board of Directors of the Corporation may from time to time elect or appoint other Officers including Vice Presidents, Assistant Treasurers and Assistant Secretaries, as the Board may deem advisable, and such Officers shall have such authority, and shall perform such duties as from time to time may be prescribed by the Board of Directors. Any two or more offices, except that of President and Secretary, may be held by the same person. In addition to the powers and duties of the Officers of the Corporation as set forth in these Bylaws, the Officers shall have such authority and shall perform such duties as from time to time may be determined by the Board of Directors. No Officer shall execute, acknowledge or verify any instrument in more than one capacity if the instrument is required by law or the Articles of Incorporation or Bylaws to be executed, acknowledged or ve1ified by two (2) or more Officers.
Each Officer shall be elected for a term extending until the next annual meeting of the Board of Directors or until his or her resignation or removal.

In voting to elect Officers, each Officer position shall be elected by a plurality of the votes cast at an election.

Best effort shall be made to prioritize Stakeholder or At-Large Directors in Officer elections (President, Vice President, Secretary, and Treasurer) to prevent duplication and concentration of voting powers among the Mayor, City Commissioners, and City Manager."

Kalamazoo
Foundation for
Excellence

FFE Executive Committee Staff Report

TO: Foundation for Excellence Executive Committee

FROM: Steve Brown, Executive Director

DATE: September 3, 2024

SUBJECT: Recommend an Increase in the Executive Director's Base Salary to the Board of Directors

RECOMMEDATION:

Recommend an increase of seven percent (7%) in the Executive Director's Base Salary retroactive back to January 1, 2024, to the Board of Directors.

BACKGROUND:

The Executive Director review system has been adapted from City of Kalamazoo processes and timelines and is supported by the City of Kalamazoo Human Resources Department as part of the Service Agreement between the City and FFE. This process uses the "360" model and software. According to the 2024 timeline provided by the City to FFE, the FFE Executive Director completed and submitted a thorough self review for approval on schedule in 2024. Board leaders repeatedly requested access to the system to review this material and conduct their own reviews but were not able to complete these tasks by the April 22, 2024, Board meeting. At the April meeting, the Executive Director requested and received a closed session to discuss the review, employment terms, and next steps, but adequate steps had not been supported for the Board to take next steps. The Board requested additional time to review the Executive Director. A recommendation for a merit increase to the Executive Director's salary has been attached to this item for recommendation by the Executive Committee to the Board for their approval.

Kalamazoo Foundation for Excellence

241 W. South Street, Kalamazoo, MI 49007
www.kalamazooffe.org | (269) 337-8047

TO: FFE Board

FROM: Executive Committee

RE: Steve Brown Annual Review and Raise

DATE: August 20, 2024

It is the Executive Committee's recommendation that based on Executive Director Steve Brown's satisfactory review he should receive a 7% merit-based raise. Executive Director Brown's raise should be retroactive back to January 1, 2024. Executive Director Brown's review is attached for reference.

Kalamazoo Foundation for Excellence

FFE Executive Committee Staff Report

TO: Foundation for Excellence Executive Committee

FROM: Steve Brown, Executive Director

DATE: September 3, 2024

SUBJECT: Approve the September 23, 2024, Board Meeting Agenda

RECOMMENDATION:

Approve the September 23, 2024, Board Meeting Agenda

BACKGROUND:

SEE attached Draft September 23, 2024, Board Meeting Agenda.

Kalamazoo Foundation for Excellence

Agenda
FFE Board of Directors

Monday, September 23, 2024 2:00 PM

Mayors Riverfront Park - 251 Mills St, Kalamazoo, MI 49048

A. CALL TO ORDER

1. Welcome Guests

B. APPROVAL OF MINUTES

1. Approve Minutes of April 22, 2024, Meeting.

C. REPORTS AND COMMUNICATIONS

1. (No Action) 2024 FFE Aspirational Funded Project Progress Report

2. (No Action) Draft 2025 Budget

D. REGULAR AGENDA

1. Approve Draft Chief Financial Officer (CFO) Description to the Board

2. Approve Affinity Director Candidate

3. Approve Amending the At-Large Description of the FFE Bylaws and Articles

4. Approve Amending the Officer Eligibility Guidelines in the FFE Bylaws

5. Approve an Increase in the Executive Director's Base Salary to the Board of Directors

E. PUBLIC COMMENTS

F. BOARD MEMBER COMMENTS

G. ADJOURNMENT