

Open Signal Board Meeting Minutes

Date: 1/12/23

Meeting Lead: Karim Hassenein, Chair

Call to order and roll call

Board: Karim Hassanein, Evelyn Liu, Fiona McCann, Dawn Smallman, Andrew DeVigal, Andre Gray, Vega Tom, Julia DeGraw (MHCRC)

Staff: Tracy Kernell, Rebecca Burrell, Jen Fulwyler (contracted), Jamie Plakos, Phoebe Ebright (temporary), Elisa Barrios

Guests and Public: Amanda (ASL Interpreter), Rachel B (ASL interpreter), Rebecca Gibbons (City of Portland), Community Member: PC Peri

Agenda Item	Discussion	Action Required/Next Steps
Introductions	Icebreaker with all attendees.	
Consent Agenda Karim Hassanein	<ul style="list-style-type: none"> Approval of November 2022 meeting minutes 	Motion to approve minutes: Andrew Second: Dawn Approved: All
Finance Update Jen Fulwyler	<ul style="list-style-type: none"> Finance committee report is in the package, nothing that needs a lot of attention. We don't need to approve on a monthly basis, so leaving in the packet for review. Reforecast budget for fiscal year: In the November finance committee meeting reviewed at finance committee level. Jen showed the 2022/2023 reforecast budget. Includes original budget as approved, and reforecast proposal as it stands now, and the change. Jump in government grants, from MHCRC. Jump in salaries and wages, a reflection of change in operational, new director position. Also noted contract services difference: Reflects decision to continue outsourcing. Also pointed out recruitment resources in case we needed to call in help. Also change in anticipated depreciation expense. Not cash, but does show up in financial statement. As we struggled to fill roles, we allocated in case we needed paid recruitment services. Fiona: Asked for further explanation of recruitment Dawn: Asked for clarification on the difference on salaries and wages and to postpone vote until we had that explanation Jamie Plakos: Explained that they brought in finance coordinator, and that they are restaffing the director of growth, and KatMeow's promotion to leadership team position Vega: on the depreciation, was it an addition or disposal to bump that number up so high? 	Motion to Approve Budget Reforecast: Vega Tom Motion Second: Fiona McCann Approved: All

	<ul style="list-style-type: none"> ● Jen: represents a reduction in depreciation expense. When we build the budget we were changing systems. That original budget number was a carry forward from prior year, but once we got through the audit and had a better handle on what our depreciation expense for the current year would look like, were able to reduce the expense. 	
Finance Update Vega Tom	<ul style="list-style-type: none"> ● Proposed change from Columbia Bank to Divvy as credit card provider. Divvy more of a web-based platform. Reason for shift is around cost and ease of use. Payment processing a lot faster. In terms of making switch from Columbia Bank, to change over line makes sense. Also being able to track expenses. Would also be looking at a slightly higher credit limit than has been approved previously. ● Fiona asked about the limit: Goes up to \$35,000 from \$20,000 	Motion to approve the transition to Divvy and to approve the pre-approved credit line of \$35,000: Vega Tom Second: Evelyn Liu Approved: All
Fundraising Updates Phoebe Ebright	<ul style="list-style-type: none"> ● Campaign goal of \$20,000. Hit about \$14,000, and another \$1600. Across the board, heard it was a tough year. Individual donor could not give what he gave last year. To replace part of that donation we got a \$5,000 matching contribution from Conscious Mind studios. We did tons of incentive offerings, targeted outreach, our CMT team helped. ● Phoebe outlined campaign details, incentives, stats etc ● Questions over internal giving: How to get people more invested internally? ● Also wondered whether it was worth doing again next year? Discussed pros and cons. ● Karim thanked her and acknowledged the challenges 	
Governance Committee Update Andrew DeVigal	<ul style="list-style-type: none"> ● Ask board to review materials for Dawn Mott ● In two weeks, will ask for a board vote and will see the results. Email any questions or follow up to make sure we're doing due diligence ● Also updated that we had another conversation with another candidate, still talking that through at committee level 	

<p>Leadership Updates Rebecca Burrell</p>	<ul style="list-style-type: none"> ● PSA: We had a great meeting with annual board check in with Fiona. Need to make sure everyone is signed up for their check in. ● Shared information about boundaries around actively becoming a BIPOC centered organization. Legal advice, looking for more advice. Barran Liepman quoted Oregon law, and federal civil rights act. Explanation of Open Signal as “a place of public accommodation” ● Rebecca walked through what Open Signal can and cannot do based on legal advice ● Have additional questions to bring to a second legal firm. Reached out to Rational Unicorn, an activist based law firm. They do not have particular expertise with this work, said they were not a good fit. Currently looking for an alternative. ● Karim: For tonight, no time for a lot of questions - if folks have questions top of mind, put in chat so leadership team can incorporate. Also can follow up on email. ● Vega spoke to how these things were tackled at NAYA ● Evelyn asked about government mandates around equity. Rebecca clarified that this is an initiative that we are leading, not simply in response to any mandate. Our City grant agreement specifies that we need to reach certain communities, but there is no expectation that we would exclude anyone. 	<p>Action item: Every board member please be sure to sign up</p>
<p>Community Comment:</p>	<p>No comment from community.</p>	
<p>Conclusion</p>	<p>Meeting concluded early to allow for special executive session</p>	