



Board of Directors Meeting

September 1, 2010

2:00pm PT

Conference Room, Natural Resources Defense Council, San Francisco

Board members in attendance: Ann Chan, Harriet Moss, Luther Propst, Johanna Wald, Kimery Wiltshire. **Not in attendance:** Lillian Kawasaki

1. Call to order

President Wiltshire called the meeting to order at 2:15pm.

2. Board meeting minutes June 10, 2010

There were no changes to the minutes of the June 10, 2010 Board of Directors meeting and the minutes was unanimously.

3. Resolution to add Ann Chan to the Board of Directors

Kimery welcomed Ann Chan to the meeting. The resolution to add Ann Chan to the Board of Directors was passed unanimously.

4. Financials June 30, 2010

Kimery presented the June 30, 2010 financial statements. Discussion only; no action required by the Board.

5. 2010 Cash flow projections; projected 2011 income

Kimery presented the 2010 cash flow projections and the secured funding to date for 2011. Discussion only; no action required by the Board.

6. Executive Director Compensation Request

Kimery Wiltshire left the room for this discussion; Vice-President Harriet Moss chaired this portion of the meeting.

The Board unanimously approved the Executive Director's request for additional compensation in 2010. The Board asked that the minutes include the Board's commendation for the excellent work Kimery is doing.

7. Board discussion items

- ▶ Exloco continues to have overall success in fundraising with foundation grants, the challenge now is to diversify funding sources. The contract with Theresa Nelson, major donor fund raising consultant was reviewed. Over the next month, Theresa will be interviewing Board members, and a few close supporters, including review of the major donor prospect list. At the October 21, 2010 Board meeting the Board will discuss next steps in preparation for year-end fundraising and to hopefully meeting the Kresge challenge grant before the end of the year.
- ▶ Kimery gave a brief overview of programs and noted that Matt Clifford, Carpe Diem's new Policy Director, started work that day.
- ▶ The Board discussed additions to the Board of Directors. Kimery reported that Scott Miller has declined joining the Board for work reasons, but that he hopes to be re-considered for the Board in 2011 or 2012. For further discussion (pending the Board's strategy discussion following the Board meeting) of possible additional members: Ed Norton; Will Rogers; Will Morgan; Mike Speer; John Keyes; Rita Pearson; Sarah Cottrell; Susan Daggett; Sam Walton; Jim Martin.
- ▶ In regards to the proposed Carpe Diem "Academy". Johanna asked that staff check the IRS rules regarding earned income.

8. Board meeting schedule

- ▶ Next Board meeting (conference call): Thursday, October 21, 3 - 4pm PT
- ▶ Annual meeting: Wednesday, January 26, 2011

9. Adjourn

President Wiltshire adjourned the Board meeting at 3:09pm. The Board then went into a strategic planning session until 5:15pm.