

# SPV Manager

Document Type	Terms of Reference
Status	Draft

**POSITION:** Manager of Healing Roots Outreach SPV LLC

**APPOINTED BY:** Board of Healing Roots Outreach Collective

**DATE:** August 19, 2025

**REPORTS TO:** Board of Directors, Healing Roots Outreach Collective

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## Purpose

 The Manager of Healing Roots Outreach SPV LLC serves as the chief executive officer of the special purpose vehicle, responsible for managing all aspects of the LLC's operations, financial management, and strategic direction in alignment with the mission and goals of Healing Roots Outreach Collective.

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## Responsibilities

### Strategic Leadership

- Develop and implement strategic plans for the SPV in alignment with HROC's mission

- Establish operational goals and objectives for the SPV
- Monitor and evaluate program effectiveness and impact
- Provide strategic recommendations to the HROC Board of Directors

## **Financial Management**

- Oversee all financial operations of the SPV
- Develop and manage annual budgets
- Ensure proper accounting and financial reporting
- Monitor cash flow and maintain adequate reserves
- Coordinate with HROC's financial management systems
- Ensure compliance with grant requirements and restrictions

## **Grant Administration**

- Manage grant funds received by the SPV
- Ensure proper allocation and tracking of grant expenditures
- Prepare and submit required grant reports
- Maintain compliance with grant terms and conditions
- Coordinate with HROC's grant management processes

## **Operational Management**

- Oversee day-to-day operations of the SPV
- Manage relationships with vendors, contractors, and service providers
- Ensure proper documentation and record-keeping
- Implement and maintain operational policies and procedures
- Coordinate with HROC's operational systems

## **Compliance and Risk Management**

- Ensure compliance with all applicable laws and regulations

- Maintain proper corporate governance practices
- Identify and mitigate operational risks
- Ensure proper insurance coverage
- Coordinate with HROC's compliance programs
- **File Beneficial Ownership Information (BOI) with FinCEN within 90 days of SPV formation**

## Stakeholder Relations

- Serve as primary liaison between SPV and HROC
- Maintain relationships with funders, partners, and stakeholders
- Represent the SPV in external meetings and communications
- Coordinate with HROC's communication and outreach efforts

## Board Support

- Provide regular reports to the HROC Board of Directors
- Attend board meetings as requested
- Prepare materials for board review and decision-making
- Implement board directives and policies

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## Fiduciary Duty

 The Manager shall act with the highest level of integrity and responsibility in all matters related to the SPV's operations and management.

- Act in good faith and in the best interests of the SPV and HROC
- Exercise reasonable care and diligence in performing duties
- Avoid conflicts of interest and disclose any potential conflicts
- Maintain confidentiality of sensitive information
- Comply with all applicable laws and regulations

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## Authority

The Manager shall have authority to:

- Enter into contracts on behalf of the SPV (subject to board approval for contracts over \$10,000)
  - Hire and supervise staff and contractors
  - Open and maintain bank accounts
  - Sign checks and other financial instruments
  - File required tax returns and other documents
  - Take any action necessary to carry out the SPV's purpose
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## \$ Compensation

The Manager shall be compensated as determined by the HROC Board of Directors, subject to:

- Reasonable compensation standards for nonprofit organizations
  - Market rates for similar positions
  - Available resources and budget constraints
  - IRS guidelines for reasonable compensation
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## Performance Review

The Manager's performance shall be reviewed annually by the HROC Board of Directors, including:

- Achievement of strategic goals and objectives
- Financial management effectiveness
- Compliance with policies and procedures
- Stakeholder satisfaction

- Professional development and growth
  - Adherence to SPV Protections & Compliance Checklist requirements
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## **Termination**

The Manager may be terminated:

- By mutual agreement
  - By the HROC Board of Directors with or without cause
  - Upon resignation with 30 days written notice
  - For cause, including breach of fiduciary duty, misconduct, or failure to perform duties
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## **Succession Planning**

The Manager shall:

- Develop and maintain succession plans for key positions
  - Cross-train staff on critical functions
  - Document key processes and procedures
  - Identify potential successors for the Manager position
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## **Professional Development**

The Manager shall:

- Participate in relevant training and professional development
  - Stay current with industry best practices
  - Network with peers in similar organizations
  - Pursue relevant certifications or continuing education
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## Reporting Requirements

- Regular reporting is essential for maintaining proper oversight and ensuring compliance with all regulatory requirements.

The Manager shall provide:

- Monthly financial reports to the HROC Board
  - Quarterly operational reports
  - Annual strategic plan updates
  - Immediate notification of significant issues or risks
  - Annual performance self-assessment
  - Completion of annual SPV compliance audit in Q1 2026
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## Conflict of Interest

The Manager shall:

- Disclose any potential conflicts of interest
  - Recuse from decisions where conflicts exist
  - Maintain separate business interests appropriately
  - Follow HROC's conflict of interest policy
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## Confidentiality

The Manager shall:

- Maintain confidentiality of sensitive information
  - Use information only for authorized purposes
  - Protect intellectual property and trade secrets
  - Follow data protection and privacy requirements
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# Amendment

These Terms of Reference may be amended by the HROC Board of Directors with written notice to the Manager.

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## Signatures

APPROVED BY BOARD OF DIRECTORS:	
Jonathan Mallinger, Chair	Date: August 19, 2025
Healing Roots Outreach Collective	
Brianna Bear, Board Member	Date: August 19, 2025
Healing Roots Outreach Collective	
Lilly Fedas, Board Member	Date: August 19, 2025
Healing Roots Outreach Collective	

ACCEPTED BY MANAGER:	
Jonathan Mallinger, Manager	Date: August 19, 2025
Healing Roots Outreach SPV LLC	



## Acknowledgment

I, Jonathan Mallinger, hereby acknowledge that I have read and understand these Terms of Reference and agree to fulfill all responsibilities and duties outlined herein.

Jonathan Mallinger, Manager	Date: August 19, 2025

Healing Roots Outreach Collective

UBI Number: 605 944 010

Mission: Peer-led, Indigenous-informed mobile harm reduction services

Document Version: 1.0 - Adopted August 19, 2025