

Colorado Nonprofit Development Center
Board of Directors Meeting – Minutes
May 24, 2023
3:00pm – 3:48pm

Meeting Held at The Colorado Health Foundation and via Videoconference

Present Board Members: Ann Hovland, Stefan Stein, Raymael Blackwell, Rich Martinez, Maribel Cifuentes, Kelly Berg, Andrew Ritz, Kaia Gallagher, Will Chan, Taryn Fort, Melanie Bartlett

Present Board Members (Virtual): Melissa Johnsen, Maria Montoya

Absent: Allison McGee Johnson

Present Staff: Melinda Higgs, Angela Schreffler, Kevin Van Vleet, Will Lewis

I. Board Chair Ann Hovland

A. Welcomes & Introductions

Hovland welcomed Board members and formally introduced Fort and Bartlett.

B. Welcome and Thank You

Hovland thanked Stein, Ritz, Johnson, and Berg for completing their terms of service to the Board. Higgs thanked Hovland for her three years of service as Board Chair. Higgs noted an addition to the agenda that Johnsen and Hovland will be extending their terms on the CNDC Board.

C. Conflicts of Interest

There were no conflicts of interest.

II. Approval of February 22, 2023 Board Meeting Minutes

A. Board Action: Stein moved, and Blackwell seconded to approve the February minutes, which were unanimously approved.

III. Finance Committee Rich Martinez

A. Board Action: 2022 Audit

Martinez presented CNDC's 2022 Audit report, and Board members reviewed and discussed the report in detail. Martinez noted the audit was performed by JDS Professional Group, and the CNDC received a clean opinion with no findings.

Martinez began with reviewing the audited financials on a consolidated basis, including Trendlines LLC.

Martinez noted the loan payable related to Trendlines, which is a forgivable, outcome-based performance loan for student development. Higgs explained that CNDC is a guarantor on the loan documentation but is not fiscally responsible for the repayment. Martinez shared that the Finance committee has recommend the acceptance of the audit report to the Board of Directors, and asked for a motion to approve the audit.

Board Action: Gallagher moved, and Ritz seconded to approve the 2022 audit, which was unanimously approved.

Ritz congratulated Van Vleet and his finance team for their work on another clean audit. Higgs noted Van Vleet has received a clean audit every year he has been at CNDC.

B. Board Action: New Account

Martinez introduced a proposal to explore ways to maximize FDIC insurance on all of CNDC's deposits. He presented details on a product known as an Insured Cash Sweep (ICS) account that was recommended by representatives with BOK Financial. An ICS account takes all deposits received by CNDC and distributes them among a network of banks. The distributions will remain under one overall account, and will not require separate accounts to be managed. There was a discussion regarding the increased rate of return CNDC can expect compared to a traditional Money Market account. There was a discussion regarding the other banks participating in these networks. Gallagher inquired about account and management fees, and Martinez noted the fee is taken off the top of the interest paid by CNDC.

Van Vleet noted this product only adds one additional bank account he would be required to manage, and it will replace the existing money market account with BOK Financial. Martinez asked for motion to open ICS account with BOK Financial and authorize appropriate representatives to implement it.

Board Action: Stein moved, and Bartlett seconded to approve the opening of an ICS account with BOK Financial, which was unanimously approved.

C. 2023 Q1 Financials

There was discussion regarding a sizeable refund received from Paycom, and Higgs explained that some CNDC staff were paid the wrong rate. CNDC's Human Resources department caught this error at the time of distribution and Paycom was able to have the funds rescinded. There was a discussion of Project Fee revenues coming in

below budget, as well as a discussion regarding new timing rules for restricted funds.

IV. Nominating & Governance Committee Maribel Cifuentes

Cifuentes introduced a new slate of officers brought forward by the Nominating & Governance Committee. Hovland thanked members of the Board for stepping up into officer positions.

A. Board Action: Maribel Cifuentes, Chair

Martinez moved, and Berg seconded to elect Maribel Cifuentes as Chair. Cifuentes abstained, and all other members in attendance approved.

B. Board Action: Raymael Blackwell, Vice Chair

Gallagher moved, and Ritz seconded to elect Raymael Blackwell as Vice Chair. Blackwell abstained, and all other members in attendance approved.

C. Board Action: Rich Martinez, Treasurer

Stein moved, and Berg seconded to reelect Rich Martinez as Treasurer. Martinez abstained, and all other members in attendance approved.

D. Board Action: Will Chan, Secretary

Fort moved, and Gallagher seconded to elect Will Chan as Secretary. Chan abstained, and all other members in attendance approved.

E. Board Action: Melissa Johnsen, New Term

Stein moved, and Ritz seconded to approve Johnsen for a new term. Johnsen abstained, and all other members in attendance approved.

F. Board Action: Ann Hovland, New Term

Stein moved, and Gallagher seconded to approve Hovland for a new term. Hovland abstained, and all other members in attendance approved.

V. Fiscal Sponsor Program Angela Schreffler

A. Fiscal Sponsor Report

Higgs and Schreffler encouraged Board members to review the Project report at their convenience. Schreffler highlighted five potential new Projects in the application pipeline. There was a discussion regarding Projects that spun off or closed since the beginning of the year.

VI. Other Business

Higgs provided an update on CNDC's new logo and website. Higgs thanked Gallagher and Johnsen for their efforts in working with OMNI Consultants related to the Metrics & Values Committee. Gallagher announced that the committee will have more updates to share regarding their progress at the August Board meeting. Higgs reminded Board members that CNDC is working with an organizational consultant optimizing efficiencies related to staff capacity, CNDC's service structure, and the current Project fee model. Results will be shared with executive committee in the coming months. Ritz expressed gratitude to fellow Board members for the relationships made during his term and thanked Van Vleet for his partnership on the Finance Committee.

VII. Adjourn

Hovland adjourned the meeting at 3:48pm.

Raymael Blackwell, Secretary
