

NDSG Foundation  
Board of Directors Meeting  
Monday, November 15, 2021  
Minutes

In Attendance: Daniel Baron, Sascha Betts (Assistant Chair), Mary Harris (Secretary), John Lockhart (Chair), David Wasserman (Treasurer)

The minutes refer to the Bylaws of the School Project Foundation, Inc. (Doing Business as the North Dakota Study Group) as Amended March 25, 2021

Meeting location and start time: Zoom, 7:40 p.m. EST, Monday, November 14, 2021

**I. Meeting Opening**

**A. Call to Order**

John called the meeting to order at 7:40 p.m., all members being present.

**B. Approval of May 16, 2021, Minutes**

Mary requested approval of the minutes of the May 16, 2021, meeting. No corrections being noted, the minutes were approved as presented through a motion made by Sascha and seconded by David.

**II. Treasurer's Report**

**A. Account Balance**

David reported that the current treasury balance is slightly more than \$61,000. This includes a \$15,000 contribution made by Fred Bay to enable youth activities for the current year and a \$100 memorial donation. Expenditures since May include upgrades to the website and registration systems recommended by webmaster, Lyn Delorme.

**B. Tax Record Filing**

Daniel confirmed that I-9 filing requirements were met for 2019-2020 and 2020-2021. Mary reported having received from Daniel copies of the records required for filing on the NDSG website as described in Article 8.1 of the Bylaws.

**C. Receipt of Bank Statements**

Daniel asked who, beside himself, was receiving statements for the Foundation account from Old National Bank. Only Daniel was receiving the statements. His name appears in Article 2.1 of the Bylaws as agent and his home address appears as the principal and registered office of the corporation. David wanted to receive the statements as treasurer, and John wanted to receive them as the account holder. Daniel and David agreed to meet after Thanksgiving to work on making sure that David and John receive statements and on how to transfer the tax filing duties to David.

### **III. Report on Youth Fellowship Program funded by Vermont Community Foundation**

Daniel, who is in regular touch with Fred Bay, reported that the amount of this year's grant was larger than last year's and would likely not be available in the future. He said that Fred Bay intended that grant expenditures not be limited to the time period before receipt of the funds and the annual meeting but to continue with follow-up or continuing leadership projects. Sascha said this information was helpful, and she described some of the projects currently being proposed by groups of youth.

Sascha said that she would provide a budget for David describing plans for the operation of the Youth Fellowship Program in the coming year. In addition to stipends for youth, the plan includes stipends for mentors/leaders of youth. One group has proposed a study of red-lining.

### **VI. Consideration of "Revised NDSG Leadership Outline Draft"**

Mary and David shared recommendations they received from Shanti Elliott and Carol Redfield Mims for the programmatic operation of NDSG in the current year with themselves working in the role of co-chairs and each receiving a stipend of \$2,500. The proposal posited the 2021-22 academic year as a pilot year to be followed by an evaluation of the proposed operating structure and compensation plan. Sascha assured that each member of the Board of Directors had access both to the draft under discussion and to a linked document, the "NDSG Proposed Action Plan."

Points brought up in the discussion of this proposal included the following:

- Article 5.10 of the Bylaws, Compensation, refers to compensation for officers of the Corporation. Neither Shanti nor Carol is an officer of the Corporation.
- The considerable amount of work involved in service as a co-chair
- The evolution of NDSG programming from leadership of an annual meeting to an annual meeting and a summer planning meeting, to coordination of year-round programming of small groups and a virtual meeting led by an involved planning committee
- The evolution of sources of funding for programs of NDSG including conference registration, designated and undesignated donations, grants, and fund-raisers such as auctions, raffles, etc.
- The value of the proposal in removing David and Mary as co-chairs. This programmatic role conflicts with their oversight role on the Foundation.
- The difficulty of continuing any type of funding, such as a stipend, once it has been implemented.
- The probable expenditure of other funds in the coming program year to include costs associated with the annual meeting and additional funding needs of the webmaster beyond those associated with a virtual annual meeting.
- The financial cost to the organization and to the individual of hosting/ attending a virtual vs. a face to face meeting

- Why we attend the meetings and how this may vary by age, location, and ability to pay
- Need of NDSG for a mission statement, as proposed by Shanti and Carol
- The work Carol and Shanti have already done without knowing the fate of the proposal
- The dependence of NDSG on its fund acquisition structures, which are not well defined.
- The dependence of NDSG on volunteers and on-going relationships.
- The extensive knowledge of past co-chairs.
- The desirability of annual meeting registration on a sliding schedule that includes an explicit opportunity for financially able members to donate to support NDSG programming.

Sascha moved and David seconded a motion that the proposal be implemented on a trial basis with evaluation to occur before the end of the Foundation fiscal year on June 30 and with the understanding that neither co-chair could serve as a voting member of the Board of Directors of the Corporation. This motion was approved.

In later discussion, it was agreed that payment to Shanti and Carol be made on a schedule agreed to by them and David and that Carol/ Shanti might serve in the non-voting member role of Program Committee Representative as described in Article 5.6 of the Bylaws. It was further agreed that Sascha would notify Shanti and Carol of the actions and recommendations of the Board of Directors of the Corporation in response to their proposal.

Sascha raised whether she, as an officer of the Corporation, were eligible to receive compensation through the Youth Fellowship Program. This is addressed in Article 5.10 of the Bylaws, which call for explicit notation in the minutes of Board approval of terms of compensation for any voting member of the Board through an action in which the member under consideration does not participate. We should take this into consideration when terms for Sasha's potential compensation are known.

## **V. Plans for the Next Meeting**

The next regular meeting of the Board of Directors will be held the week of May 1, 2022, at a time decided nearer to the meeting. This will be viewed as the Annual Meeting as defined in Section 6.3 of the Bylaws, and its agenda will include the details of tax reporting for 2021. Mary said that she would initiate the Records of Board and Board Committee Proceedings and Annual Statement policies described in Articles 10.4 and 10.6 of the bylaws.

## **VI. Adjournment**

The meeting was adjourned by John at 7:51 p.m. EST.

Mary Harris,  
Secretary