



BOARD OF DIRECTORS MANUAL

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Section 1

THE ORIGIN STORY

In 2009, Brien Ferrell began teaching at Elsie Allen High School. Brien was a retired attorney who had a passion to work with underserved communities. He immediately noticed the school's disconnect to its community and felt the need to change it. He then heard Mary Gail Stablein's, Elsie Allen High School Principal for 20 years, vision for supporting the students and connecting them to much needed resources. In an effort to change the school's relationship with its community, Brien and Mary Gail invited 15 community leaders to the campus, to tour and to meet the students.

The community leaders in attendance included Willie Tamayo, Ross Andress, Carlos Ayala, Gerald Villareal, Mike Lopez and many others. They heard students talk about their challenges and their dreams, some students shared "...we have never been outside of Sonoma County," or "...I will be the first to graduate from high school and attend college." Hearing these statements and inspiring stories inspired the creation of a committee to support the students' aspirations. With the time, talents and treasures of Willie Tamayo, Brien Ferrell, and Mary Gail Stablein they were able to bring people together to support Elsie Allen High School students with much needed resources.

In 2011, a new partnership took place between Sonoma State University, Santa Rosa City Schools, Lawrence Cook Middle School and Elsie Allen High School. It was known as Compact For Success, and it was designed to encourage students to start thinking about higher education early by guaranteeing those who successfully complete the program admission to the university.

The CFS partnership catapulted the group to begin formally meeting monthly at the invitation of Elsie Allen High School Principal Mary Gail Stablein, along with school instructor and retired Santa Rosa city attorney Brien Farrell. The committee was now known as the Elsie Allen Compact For Success Committee. This committee was composed of 47 members, they were professionals from local business, government and community, and had no association with Elsie Allen High School. The conference room of La Tortilla Factory was the meeting spot for this new committee. They were focused on supporting the CFS initiative but also wanted to raise funds to invest in student services, college scholarships and student mentoring.

In 2013, the committee began conversations of turning the group into an official 501(c)3 focused on scholarships, student services support and mentorships and internships. The committee

eventually received its 501(c)3 status on December 17th, 2013. The founding Board Members of the Foundation were: Willie Tamayo, Mike Lopez, Eddie Sandoval, Michael Garcia, Brien Ferrell, Ernesto Olivares, Gerald Villarreal, Herman G. Hernandez, John Meislahn, Katie Barr, Lannie Medina, Penny Cleary, Mickael Menendez, Ross Andress, and Michael Musson.

In 2014, the board adopted the phrase: 'building the bike as we ride it,' to explain to the community that they were newly formed but they were already having a positive impact on the youth at Elsie Allen. The Foundation coordinated their first ever Dream, Plan and Achieve Breakfast to raise funds to support their focus areas. Under the leadership of Willie Tamayo, Ana Guyer, Lannie Medina and Penny Cleary, the Foundation was able to raise \$56,000. In that first year of being an official Foundation they also were able to grant \$40,000 in scholarship funds to the Class of 2014.

In 2016, the Foundation decided to change their fundraiser from a breakfast to a dinner, and this is when the Annual Fiesta began. The Fiesta is the Foundation's largest fundraiser, and allows the Foundation to give on average 40 scholarships and \$50,000 in scholarships to graduating seniors and alumni who are continuing their education.

Since 2013, the Elsie Allen High School Foundation has invested in thousands of students in its focus areas. The EAHS Foundation:

- has given over 400 Scholarships to graduating seniors and alumni;
- has invested over \$600,000 in our students
- saved around \$800,000 in our endowment for scholarship support;
- and has raised over \$1.7 million.

OUR LEADERSHIP HISTORY

President

- Vince Figueroa, 2020 to 2022
- Mike Lopez, 2018 to 2020
- Willie Tamayo, 2013 to 2018

Vice-President

- Oscar Pardo, 2021 - 2022
- Ed Gomez, 2020 to 2021
- Vince Figueroa, 2018 to 2020
- Mike Lopez, 2013 to 2018

Treasurer

- Anya Cunningham, 2020 to 2022
- David Proctor, 2018 to 2020
- Mike Musson, 2013 to 2018

Secretary

- Mia Bowler, 2020 to 2022
- Kelly Kartman, 2018 to 2020
- Carolyn Anderson, 2016 to 2018
- Herman G. Hernandez, 2013 to 2016

OUR FOCUS

- 1. Scholarships**
- 2. Student Services**
- 3. College & Career Enrichment**

Section 2

PURPOSE, MISSION, VISION, VALUES & PRIORITIES

Purpose:

The primary objectives and purpose of the Elsie Allen High School Foundation (the Foundation) shall be to serve as a charitable organization which unites Elsie Allen High School graduates, parents of current and past students, faculty, and interested community members for the purpose of:

1. Preserving and documenting the history and traditions of Elsie Allen High School;
2. Providing financial support for the school and its programs, and;
3. Promoting community involvement in the school's activities.

Mission:

Rooted in equity, we collaborate with our community to provide enriching opportunities that inspire, guide, and empower students to achieve their goals.

Vision:

With community, our students move what feels impossible to 'I am Possible'.

Core Values:

Adopted during the August, 2020 strategic plan session: Equity, Dream, Achieve, Opportunity and Community.

2020 - 2023 Strategic Priorities:

Priority 1. Finance and Fund Development Stability: to ensure stable funding and management of resources to serve EAHS students.

Priority 2. Programs: to ensure EAHS students are able to dream, achieve, and utilize available opportunities to thrive while at EAHS and beyond in their communities.

Priority 3. Marketing and Communications: to refine the Foundation's outreach to Sonoma County in support of the students at EAHS.

Priority 4. Board and Organizational Structure: to enhance organizational efficiency and effectiveness through strong board and governance systems.

BOARD ROLES & RESPONSIBILITIES

Board Roles:

President:

The President is an elected position, elected by the board of directors, and is a two (2) year term. The president shall be the chief executive officer of the Foundation and shall, subject to the control of the board of directors, supervise and control the affairs of the Foundation and the activities of the officers. She or he bears the ultimate responsibility to assure the Foundation is fulfilling its mission, vision and goals. The President shall:

- Preside at all board meetings.
- Keep the board updated and informed in regards to board business.
- Create the monthly board agendas.
- Provide the meeting date, time, location, minutes and agendas to the board and community members in a timely order.
- Call the meeting to order.
- Announce the business to come before the Foundation board in its proper order.
- Make sure that her/his executive board is fulfilling their duties.
- Ensuring effective external communications about the organization and its mission, priorities, importance, programs, and activities
- With the approval of the board, appoint Committee Chairs to the six committees in the Foundation.
- Sign legal documents on behalf of the Foundation.
- Lead short term, and long term strategic planning for the Foundation.
- Assure that goals are properly communicated to the Foundation and oversee the implementation and progress of these goals.
- Be the primary spokesperson and fundraiser of the Foundation.
- Be the liaison between the board and staff.
- Ensuring legal compliance (including all required filings) and sound risk management practices.

Vice-President:

The Vice-President is an elected position, elected by the board of directors, and is a two (2) year term. In the absence of the president, or in the event of his or her inability or refusal to act, the vice-president shall perform all the duties of the president, and when so acting shall have all the powers of, and be subject to all the restrictions on, the president. The vice president may serve in the president's place for board activities and in the spokesperson capacity. The Vice-President duties also include:

- Chair's the executive committee meetings.

- Responsible for coordinating agenda for executive meetings.
- Actively engage with board committee chairs.
- Assure board members of actively participating and engaged.

Secretary:

The Secretary is an elected position, elected by the board of directors, and is a two (2) year term. The secretary shall be responsible for:

- Ensuring that accurate minutes of meetings are taken and approved. The requirements for the minutes should include at a minimum:
 - Date, time and location of meeting
 - List of all those in attendance, and all board members who are absent
 - Documentation of approval of previous month's board minutes
 - List of items discussed
- The secretary is responsible for reviewing and updating documents as necessary.
- The secretary is designated by the Board of Directors as one of the signing officers for certain documents. In this capacity the Secretary may be authorized or required to sign or countersign checks, correspondence, applications, reports, contracts or other documents on behalf of the organization.
- The secretary participates in Board meetings as a voting member. The secretary provides items for the agenda as appropriate.
- The Secretary signs a copy of the final, approved minutes and ensures that this copy is maintained in the corporate records.
- Custodian of records the secretary ensures that the records of the organization are maintained as required by law and made available when required by authorized persons. These records may include founding documents, (e.g. letters patent, articles of incorporation), lists of directors, board and committee meeting minutes, financial reports, and other official records.
- The Secretary ensures that official membership records are maintained for the organization and Board. He/She ensures that these records are available when required for reports, elections, referenda, other votes, etc. Bylaws; the Secretary ensures that an up-to-date copy of the bylaws is available at all meetings.

Note: Minutes should have enough information to help absent directors and members understand what issues were discussed and what decisions were made. Some lawyers advise that in certain circumstances, minutes should include summary of discussion, rationale for decision, names of those participating in the discussion, and the roll call, noting any declared conflicts of interest. These circumstances are if the matter is contentious, if board members dissent, if there is any concern about exposure to liability, or if a board member has a conflict of interest.

Treasurer:

Subject to the provisions of the Foundation's Bylaws relating to the "Execution of Instruments, Deposits and Fund," the Treasurer shall:

- Have charge and custody of, and be responsible for, all funds and securities of the Foundation, and deposit all such funds in such banks, trust companies, or other depositories.
- Receive, and give receipt for monies due and payable to the corporation from any source whatsoever.
- Disburse, or cause to be disbursed, the funds of the Foundation as may be directed by the board of directors, taking proper vouchers for such disbursements.
- Keep and maintain adequate and correct accounts of the Foundation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.
- Exhibit at all reasonable times the books of account and financial records to any board member of the Foundation.
- Render to the President and board, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the Foundation.
- Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports for compliance purposes.

Board Member:

It shall be the duty of the board of directors to manage and discharge the business and affairs of the Foundation and perform other duties as may be required by the Bylaws. The board is responsible for reviewing and approving the Foundation's actions and oversees its financial integrity. The board shall have such other powers and authority as granted to it by the laws of California and the Foundation's Bylaws. The board may adopt such rules, regulations and policies for the conduct of its business as shall be deemed advisable, and may, in the execution of the powers granted, delegate certain of its authority and responsibility to the committees.

Community Member:

A community member is a non-voting board member in training. They will have the same opportunities granted to board members to be engaged in Foundation business. They will not have a vote on action items and fiscal integrity but will be allowed to share their opinion. In order to become an official board member, a community member must serve at-least six (6) months as a community member but the 6-month minimum can be waived at the discretion of the executive board.

Board Responsibilities:

Qualifications: To be eligible to serve on the board of directors for the Foundation, a community member must be in good standing and have been an active community member for at least six (6) months. The executive board has the discretion to waive this

criteria and nominate community board members to become board members sooner than 6-months.

Duties and Expectations: Board members are expected to actively participate in making decisions, resolving issues and engaging planning. Board members must put the interests of the Foundation ahead of their own personal and professional interests. The board is expected to be in compliance with local, state, federal regulations and laws applicable to a nonprofit.

- **Evaluate and Set Direction:** The board helps determine and establish the mission, vision and values of the Foundation. The board participates with Foundation staff and high school staff to develop and monitor implementation of the annual and strategic plans.

- **Resource Development:** A primary task of the board is to help ensure that adequate financial resources are available to support the various academic programs that the Foundation has targeted to support. The board is the most visible outreach vehicle to communicate the foundation's successes and impact. This enhances the Foundation's reputation in the broader community. Development tasks include both achieving the immediate goals and helping to recruit and develop prospective board and/or community members.

- **Providing Oversight:** The board has the specific task in helping guide the Foundation toward its goals and objectives. These include approving the annual budget; compliance with ethical standards; evaluation of the executive director; identifying programs that further our mission; periodic assessment of the Foundation's efforts in achieving stated goals. The board also evaluates its structure and organization periodically to insure it is efficient and focused in meeting its mission.

- **Board Commitment:** Board directors are elected to an initial three year term and annual terms thereafter. Directors are expected to:
 - Attend and prepare for at least eight (8) or 75% of the eleven (11) monthly board meetings. Meetings occur once per month, with the exception of July, and are typically 90 minutes long. Attendance at meetings will be recognized as in person presence or presence via teleconference.
 - Serve on at least one committee and the committee structure consists of FIESTA, finance, fund development, governance, marketing, and programs.
 - Raise at least \$2,500 in cash donations either by direct donation, donor cultivation, event coordination and/or major gift solicitation.

- **Board Make-Up**: The board of directors shall be composed of the President, Vice-President, Secretary, Treasurer, twelve (12) to twenty (20) elected board members and non-voting community members.

COMMITTEE ROLES & CHARTERS

Foundation Committees:

- **Executive Committee**: The executive committee is composed of the President, Vice-President, Past-President, Treasurer, Secretary, and the chairs from the following committees: Fiesta, Finance, Fund Development, Governance, Marketing, and Program. The executive committee oversees the operations of the board; acts on behalf of the board during activities that occur between meetings, and these acts are later presented to the full board for review.
- **Fiesta Committee**: The Fiesta committee is led by an appointed chair, who is appointed by the President. They plan and coordinate the Board's annual fundraiser. The committee keeps the board informed about the progress of the FIESTA; they track sponsorships, guest RSVP's, marketing and outreach, logistics, volunteers, and serves as the liaison to the event managers.
- **Finance Committee**: The finance committee is led by the board treasurer. They oversee the development of the budget; ensure accurate tracking, monitoring, and accountability of funds; ensure adequate financial controls; and make financial guidelines to the board.
- **Fund Development Committee**: The fund development committee is led by an appointed chair, who is appointed by the President. They oversee development and implementation of the fundraising plan; identify and solicit funds from external sources; review major grant application opportunities; and they focus on enhancing the Foundation's image.
- **Governance Committee**: The governance committee is led by an appointed chair, who is appointed by the President. They evaluate and refine board procedures, structures and roles, including planning, committee development, and board evaluation; and they archive board history. They also serve as the nominating committee for new proposed board members; suggest potential board members and provide orientation to new members.
- **Marketing Committee**: The marketing committee is led by an appointed chair, who is appointed by the President. They oversee the development and implementation of the marketing plan, focused on three areas: students, school staff and donors. They also focus on enhancing the Foundation's public image through media, social media and community engagement.

- **Program Committee:** The program committee is led by an appointed chair, who is appointed by the President. They are responsible for planning, budgeting, organizing and implementing an effective scholarship program. They are also responsible for assessing unmet needs and developing programs to support those unmet needs.

Executive Committee Charters:

Purpose: The executive committee’s purpose is to ensure the board of directors and the senior leadership team are aligned, congruent and mutually supportive as the Foundation pursues its mission. In addition to keeping abreast of Foundation and board of director activities and needs between regularly scheduled meetings, the executive committee is empowered to take action on behalf of the board of directors when such action cannot be delayed until the next board of directors meeting.

Committee Activities:

1. Meets once a month, or as decided by the President.
2. Act on matters requiring board approval between meetings of the board when calling a special board meeting is not possible.
3. Committee actions taken between board meetings shall be presented to the board for approval at the next board meeting.
4. Keep minutes of all committee meetings.
5. Review and evaluate all committee charters at least once a year, including the executive committee.
6. Coordinate and plan annual strategic planning retreat and board professional development.
7. Oversee staff performance by conducting a yearly performance review at a minimum.
8. Evaluate staff compensation yearly at a minimum.
9. Oversee and update the committee’s standard operating procedures once a year.
10. Monitor all personnel practices for Foundation including job description, selection, hiring, retention and separation.

The executive committee shall not have the authority to exercise board powers with respect to:

- Amending the Bylaws without board of directors approval.
- Electing, appointing or removing any officer.
- Taking action with respect to any article’s amendment, plan of merger or consolidation, sale, lease, exchange or mortgage of substantially all assets, or dissolution of the organization.
- Amending any Board resolution that is by its terms not amenable by committee action.

Fiesta Committee Charter:

Purpose: The Fiesta committee’s purpose is to plan, implement, coordinate, manage, and execute the annual Fiesta fundraiser. The committee keeps the board updated about event progress and

needs. The committee is engaged in outreach and tracking sponsors, live auction items, wine and beer donations, and anything that will make the event a success.

Committee Activities:

1. Meets seasonally -- July through April, once to twice a month.
2. Develops a strategic plan and budget for the event.
3. Implements plan and tracks weekly progress.
4. Coordinates event guest outreach, sponsorships, live auction items, wine key raffle, sweetheart raffle, wine and beer donations, caterer, photobooth, master of ceremonies, auctioneer, donor database, and serves as the liaison to the event manager.
5. Evaluates event success and reports out to the board the successes, the challenges, the weaknesses and ideas for next year.
6. Oversees and updates FIESTA's standard operating procedures once a year.

Finance Committee Charter:

Purpose: the finance committee's purpose is to prepare the annual budget and financial statements. They oversee the administration, collection, and disbursement of the financial resources of the Foundation. They advise the board with respect to significant financial decisions and have such other powers and perform such other duties as the board may specify from time to time.

Committee Activities:

1. Ensure the budget is approved annually by June 31st.
2. Ensure the budget is completed annually by June 31st.
3. Make recommendations for expenditures outside the budget.
4. Ensure tax returns are prepared.
5. Ensure annual audit of all Foundation accounts.
6. Develop recommendations for investment policies for the Foundation.
7. Monitor financial investments to ensure performance.
8. Oversees and updates committee's standard operating procedures.
9. Ensures Foundation's assets remain safe and available.

Fund Development Charter:

Purpose: the fund development committee's purpose is to develop, implement and update the Foundation's fundraising plan. They work closely with the marketing committee to collaborate and effectively plan donor outreach strategy to maximize donations. They develop concepts, plans, strategies, campaigns and activities that support fundraising efforts. They are responsible for meeting and fostering donor relationships and are tasked with cultivating and reaching out to new donors.

Committee Activities:

1. Develop and approve fundraising plan annually.

2. Foster relationships with current donors and Foundation champions.
3. Cultivate and establish new relationships with prospective donors.
4. Assures maintenance of donor databases: mailing addresses, phone numbers, and emails.
5. Supports Holiday Direct Mail Appeal.
6. Supports FIESTA sponsorship outreach.
7. Supports the annual 500 Lobos campaign.
8. Establishes goals and funding targets and tracks progress quarterly.
9. Oversees and updates committee's standard operating procedures.

Governance Committee Charter:

Purpose: the governance committee evaluates how the board is functioning, how the board members communicate and whether the board is fulfilling its responsibilities, living up to the objectives and aspirations set for itself and the Foundation. While all board members should understand the Foundation's mission and goals, the governance committee must be able to articulate the board's vision for the board and recruit board members who can implement it into action.

Committee Activities:

1. Actively recruit, retain and/or replace board members.
 - a. Develop, evaluate and update board member job descriptions.
 - b. Create a board profile of what skills and expertise are needed to be a productive and engaged board member.
 - c. Identify potential board members and maintain information about each candidate.
 - d. Cultivate and recruit new board members and maintain information about each candidate.
 - e. With board president and treasurer, help assess and maintain board members' individual attendance, financial commitment (\$2500), support of the various activities, and participation in governance duties such as committee participation.
 - f. Observe and nurture potential leaders within the board.
 - g. Evaluate board members eligibility for re-election.
2. Educates, develops and supports board member knowledge of Foundation.
 - a. Orient new board members to ensure that they have adequate materials and understand their roles and responsibilities.
 - b. Develops annual board training and professional development.
3. Revise board bylaws annually.
4. Oversees and updates committee's standard operating procedures.

Marketing Committee Charter:

Purpose: the marketing committee's purpose is to develop, implement and update the Foundation's marketing plan. They work closely with the fund development committee to collaborate and effectively plan donor outreach strategy to maximize donations. They develop concepts, plans, strategies, campaigns and activities that support fundraising efforts, community

engagement and maintaining a positive public image of the Foundation. They are responsible for effectively managing mailer appeals, social media pages, developing and maintaining all outreach tools such as website and flyers.

Committee Activities:

1. Develop, implement, evaluate and update the Foundation's marketing strategy plan.
2. Maintain website and is the lead liaison with website consultant.
3. Maintain social media sites and serves as lead contact to respond to social media comments and questions.
4. Oversees the Foundation's public image.
5. Coordinates, organizes and implements mailer appeal campaigns.
6. Supports and works closely with fund development.
7. Makes recommendations to board on appropriate and effective communications, marketing messages, and public relations.
8. Performs other activities consistent with the charter and as delegated by committee and board.
9. Oversees and updates committee's standard operating procedures.

Program Committee Charter:

Purpose: the program committee's purpose is to oversee planning, budgeting, organizing and implementing an effective scholarship program. They are also responsible for assessing unmet needs and developing programs to support those unmet needs.

Committee Activities:

1. Develop, implement, evaluate and update the scholarship program annually.
2. Works closely with school staff, especially councilors to maintain scholarship criteria, expectations and outreach to students.
3. Responsible for overseeing all programs and services the Foundation provides students and alumni of Elsie Allen High School.
4. Coordinates and organizes the scholarship reading committee annually.
5. Works closely with the Treasurer to assure that scholarship recipients receive scholarship check on time.
6. Coordinates three programs: scholarships for graduating seniors, continuing scholarships for alumni students, and the certified registered nurse program.
7. Oversees and updates committee's standard operating procedures.