



Youth Ventures Joint Powers Authority

Board of Trustees Meeting Minutes

December 14, 2015

2:00 - 4:00 PM

The Transpacific Center

1000 Broadway Ave, Suite 300

Jack London Conference Room

Oakland, CA 94607

Board of Trustees in Attendance: LeRonne Armstrong, Sara Bedford, Annie Campbell Washington, Wilma Chan, Lori Cox, Lynette Gibson McElhaney, James Harris, Jumoke Hinton Hodge, Nate Miley, Curtiss Sarikey, Libby Schaaf.

Staff: Bridget Daly, Summer Jackson.

Guests: Claudia Albano, Supervisor Nate Miley's Office; Dan Bellino, Alameda County Office of Education; Maggie Croushore, Public Policy Fellow at the Office of the Mayor of Oakland; Alicia Dixon, Executive Director of the Marcus Foster Education Fund; Alison Feldman, Urban Strategies Council; Julie Hadnot, Alameda County Interagency Children's Policy Council; Admas Kanyagia, FSG; Karely Ordaz Salto, Special Assistant to the Mayor of Oakland; David Silver, Director of Education for the Mayor of Oakland; Tanya Washington, Supervisor Annie Campbell Washington's Office; Matt Wilka, FSG; Andrea Youngdahl, Consultant.

Call to Order: Co-Chair Lori Cox called the meeting to order at 2:22pm.

1. Welcome and Introductions

Co-Chair James Harris opened the meeting. Trustees and guests introduced themselves.

2. Approval of Minutes:

Review and approval of the Youth Ventures JPA November 5, 2015 minutes. Co-Chair Lori Cox asked for a motion to approve the minutes. Trustee Schaaf moved to approve, Trustee Chan seconded. There was no opposition. The minutes were approved.

3. CEO Transition Update

Alicia Dixon explained that Kathleen Harris' last official workday as CEO of the Youth Ventures JPA was Nov 10, 2015. Co-Chair Cox added that the JPA Admin team met as instructed and discussed JPA elections, bylaws, and various other topics over the last month.

4. Interim CEO Recommendation (ACTION ITEM)

The Admin team's recommendation is that Andrea Youngdahl serve as Interim CEO of the Youth Ventures JPA. This role will serve as a single point person between all the JPA board members, to manage the board meeting agenda through strong, clear, and consistent communication. The Interim CEO will lead the upcoming opportunity with Kaiser. The JPA also needs to have someone manage the permanent CEO search process. Andrea Youngdahl, has worked as a consultant for the JPA, was a former trustee, and the team felt that she has the caliber and experience with the Board that would bring valuable continuity.

Co-Chair Cox reported that the Admin team would like the final CEO to be chosen by June 30, 2016. It was also recommended that the Admin team stay in place to support Andrea Youngdahl to provide continuity. Co-Chair Cox opened the floor to discussion.

Trustee Hinton Hodge inquired about the status of Andrea Youngdahl's contract with the JPA and expressed a desire to discuss the proposed hire-by date. Additionally, Trustee Hinton Hodge wondered if the recommended Interim CEO will bring the right kind of change that the JPA may need. Co-Chair Cox pointed out that Andrea Youngdahl provided support to the JPA prior to the hiring of the last CEO and then continued to provide the CEO with support. This enables her to bring continuity to her role as Interim CEO, and she also has a long history with the JPA in general.

Trustee Campbell Washington expressed that she is grateful that Andrea Youngdahl is willing to take on the role. She has a great track record with the JPA, brings important historical knowledge, and has the unique perspective of having worked in the City of Oakland and on the County level.

Co-Chair Cox presented the recommendation for Andrea Youngdahl to be appointed as Interim CEO. Trustee Sarikey moved to adopt the recommendation, Trustee Hinton Hodge seconded the motion. There was no opposition. The motion carried.

5. CEO Search Process

Co-Chair Cox explained that the Admin team compiled a list of search firm names to facilitate the CEO search. The Admin team also discussed whether a search firm was necessary.

During the discussion, Trustee Chan shared that a search firm would take 3-4 months to find a CEO and that she would prefer to have a shorter process. Trustee Gibson McElhaney agreed that the process of utilizing a search firm seems cumbersome.

Trustee Schaaf pointed out that a job description is available from the previous search and the Board has robust networks and can share the availability of the position broadly creating a robust pool of candidates. Trustee Schaaf relayed that Trustee Wilson felt strongly that the JPA should use a search firm. Trustee Schaaf wondered if there could be a hybrid of the two options that used limited facilitation from a search firm but that also took advantage of the JPA's networks.

Alicia Dixon explained that there are 4 firms who are interested in supporting the JPA in a search. Initial communications with these firms explored the elements of search including an assessment of the Board, writing a description, etc. Not all of these aspects may be desirable in this case. Firms were asked to offer itemized options that address the various components of the service they provide so that the Admin team (or the Admin team and any other board members who want to be involved) can choose which components would be best for the search firm to perform. From there, the whole Board can make a decision about a search firm.

Trustee Campbell Washington asked if the JPA has the staffing power to carry out a CEO search. Would that fall to Andrea Youngdahl, who is serving part-time? Andrea Youngdahl confirmed that this task is included in her scope as Interim CEO and that she is part-time. Co-Chair Cox

added that as the JPA fiscal sponsor, the Marcus Foster Education Fund will employ the CEO and will also be involved in providing support to the search process.

Trustee Campbell Washington asked what the CEO search process would entail without the use of a search firm? Alicia Dixon explained that during the last CEO search, Marcus Foster received all the resumes and pre-screenings which were then shared with a small team. That team made a decision about who should be interviewed by the Board. Marcus Foster provided administrative support to the Board. There is more administrative support available to the Board now than there was during the last CEO search.

Trustee Bedford expressed her desire to forego the lengthy search firm process and instead allow Andrea and the Admin team to lead it. She proposed having a search firm distribute the job description, advertise the role, and help structure the interview process.

Trustee Hinton Hodge expressed it would be best for a consultant to be able to facilitate this process expediently. She also asked about the cost. Alicia Dixon responded that the cost depends of the kind of services the JPA hires. A Request For Proposals has been drafted that outlines elements for the search but it needs Board approval first. Submitted proposals would be turned in by December 21, 2015 so that the Admin team can think about them over the winter break. Prior to the next board meeting, the Admin Team agreed to have a recommendation for a search firm. The decision about the process of searching for a new CEO needs to be decided by the Board this week.

Trustee Sarikey relayed that Trustee Wilson wants to ensure the JPA does its due diligence and that the widest net possible is cast for the best candidates. It would also be beneficial for the search firm to propose a timeline so that the JPA can compare to its own timeline. Also, a search firm can help us understand how this position is comparable to other positions. Trustee Sarikey suggested that the Board revisit the salary of the CEO position to make sure it is getting the highest quality candidate.

Co-Chair Harris asked the Board to clarify if it would prefer the hybrid solution that uses specific services from a search firm. Alicia Dixon expressed that hiring a firm with expertise around executive searches would help expedite the process. Alicia Dixon explained that the RFP is ready to be sent tomorrow. The firms understand that the deadline is Monday, December 21, 2015. There will likely be a special administrative team meeting called to review the proposals. In the mean time, the job description will be shared electronically so the Board can share with its networks.

Co-Chair Harris suggested that the due date for proposals from search firms should be December 28, 2015. Also, he agreed that the JPA should consider a pay increase for the CEO position. Additionally, he specified that the right candidate has Oakland and Bay Area based experience. Trustees Schaaf and Gibson McElhaney agreed. Trustee Schaaf pointed out that some candidates may have that experience, but are currently based elsewhere.

Co-Chair Cox relayed that the current version of job description can be sent, but it might be necessary to set a deadline to receive Board feedback and incorporate it in the RFP. There also needs to be a salary review. Trustee Schaaf pointed out that a job description was approved less than 2 years ago. The salary portion of the job description can be amended to say "depending on

experience". She suggested using the current version of the job description and have the Board start circulating it.

Alicia Dixon reviewed the list of interested firms, noting that Olive Grove, based in San Francisco, specializes in CEO searches in non-profits with expertise in transitions. They work with boards supporting interim searches and help with onboarding. K12 Leaders, Koya Leadership, and Common Good have all engaged in non-profit CEO searches. Alicia Dixon confirmed that the RFP is already written to reflect the "a la carte" style of proposal.

Co-Chair Cox reminded the Board that, though they have already been asked for the names of firms they think should be included, they should offer any additional names to Alicia immediately.

Trustee Hinton Hodge moved to utilize a search firm in the hiring of a CEO of the JPA. Co-Chair Cox asked for a vote on the motion. All voters were in favor, there was no opposition or abstentions. The motion carried.

6. Proposed Bylaws (ACTION ITEM)

Co-Chair Cox explained that the changes to the Youth Ventures JPA Bylaws have been highlighted in the copy provided.

Trustee Chan asked if there is a legal document besides the Bylaws that forms the JPA. She also asked for clarification about how that document would align with the Bylaws. Alicia Dixon replied that the Articles of Incorporation serve the purpose of forming the JPA. Co-Chair Cox explained that these Bylaws were sent to County Council to identify what was appropriate to change. The Admin team can send the governing documents to the Board for their reference. Co-Chair Harris articulated that the governing documents explain that the JPA is forming for the purpose of bringing bodies together to get work done, then points to the bylaws which explain how that power is exercised.

Co-Chair Cox pointed out that in section 1.1, while it was not highlighted, the following sentence was added: The JPA places a special emphasis on eliminating health, income, and education disparities in Oakland and other high-needs communities in our county. Trustee Schaaf expressed that this change suggested that the JPA does not focus on Oakland. Co-Chair Cox explained that this was language which was already discussed by the Board. She also confirmed that this language would allow the JPA to start with a focus on Oakland and the hope is that what is developed there would be a blueprint that can be expanded and replicated in other high-needs communities in Alameda County. Trustee Schaaf expressed concern that the operative word "and" in that statement makes it ambiguous. Trustee Miley suggested eliminating the phrase "and other high-needs communities in our county." Trustee Gibson McElhaney expressed concern that eliminating this phrase would force the Board to have this same conversation about its jurisdiction in the future. Trustees pointed out that the phrase "with a special emphasis in Oakland" does not exclude other communities in Alameda County, and that the opening statement of the bylaws name Alameda County as the jurisdiction of the JPA. Trustee Sarikey suggested altering the language to "The JPA focuses on eliminating health, income, and education disparities in Oakland and other high-needs communities in our county."

Trustee Chan asked for clarity on the JPA's jurisdiction and whether it was decided that it would be only Oakland. She pointed out that this decision was not reflected in the minutes. Co-chair

Cox confirmed that this decision was made, but that it happened during a closed session and therefore was not recorded in the minutes. This decision is included in the revised bylaws on the last page under the heading "Beneficiaries" as well as in Article 1.1.

Co-Chair Cox asked for input from Dan Bellino, a representative of ACOE's Superintendent Karen Monroe to speak on her behalf. He explained that the commitment and vision of the Alameda County Office of Education is to support the 225,000 students in the county, so their level of involvement with the JPA will be determined by how aligned the JPA's vision is with that of the Alameda County Office of Education. Trustee Monroe is willing to lead the JPA's Education Committee as needed for the county but also thinks, if the JPA's focus is on Oakland, that it may be more appropriate for the Oakland Unified School District Superintendent, Trustee Wilson to lead this committee. Co-Chair Cox agreed that this is consistent with what she has heard Trustee Monroe say in the past. The final version of the statement which the trustees agreed on reads, "The JPA focuses on eliminating health, income, and education disparities in Oakland."

Co-Chair Cox moved the discussion to the changes made in Article II of the amended Bylaws. She explained that the use of the terms "trustees" and "members" were used loosely and need to be clarified. The distinction is that the signatories (the Oakland Unified School District, the County of Alameda, and the City of Oakland) are the three entities that financially contribute to the JPA. However, new members may not necessary contribute financially. Andrea Youngdahl added that in the original operating agreement, there was a financial structure which determined this distinction.

Co-Chair Cox then moved the discussion to Article 3.1 of the bylaws. Currently, there are two co-chairs who are elected by the 3 entities. The updated version proposes 3 co-chairs, one from each entity (the City of Oakland, the County of Alameda, and the Oakland Unified School District) who will serve for 1 year. Additionally, the proposal includes an elected Treasurer. The Bylaws lay out the responsibilities of each of these officers. Trustee McElhaney pointed out that the bylaws need to be further amended to stipulate that the term for elected officers shall be one year.

Co-Chair Cox explained that the Admin team added into the bylaws the responsibilities of the Chief Executive Officer of the JPA in section 3.3. The Board agreed that the language should be amended to say "The CEO will provide staff assistance to the full Board in carrying out the activities of the JPA."

The Board agreed to strike section 3.3C from the Bylaws.

Co-Chair Cox directed the Board's attention to Section 4.1. Trustee Schaaf suggested removing the final period at the end of 4.1A, adding a comma and, "...with an emphasis on Oakland." This change would make the bylaws consistent. Trustee Gibson McElhaney pointed out that, since the Bylaws are taken as a whole, this addition would not be necessary. Co-Chair Cox explained that there would be a period placed after the word "families."

The Board agreed to rename Section 4 to "Member Duties and Responsibilities". Trustee Gibson McElhaney also suggested moving article 4.1 after 3.2 to help the document flow.

Trustee Miley asked for clarity on 4.1V. Trustee Campbell Washington explained that this item was left over from when the organization Safe Passages ran the Board. The Board agreed to remove Section 4.1V from the bylaws. Co-Chair Cox suggested that 4.1U be stricken. The Board agreed that this was superfluous and was stricken from the record. Co-Chair Cox then suggested 4.1S and 4.1T also be stricken. Trustee Miley suggested that 4.1S remain but that 4.1T be stricken. Trustee Schaaf recommended that 4.3, 4.4, 4.5 be stricken from the bylaws as they are not relevant to this type of document. Instead, this language could be adopted as a policy.

Trustee Schaaf pointed out that the language of section 5.5 needs to be clarified to reflect the true number of co-chairs.

Trustee Miley commented that the language in section 5.8 will need to be modified when the issue of members vs. trustees is settled. Trustee Gibson McElhaney suggested bringing this to County Council for their recommendation. The Board discussed the difference between lending a vote and a proxy. Trustee Schaaf suggested that this language might be irrelevant.

Co-Chair Cox explained the language in section 5.9 will be changed from “Chairpersons” into “co-chairs” to be consistent. Anywhere the word “chairperson” appears in the document will be changed to “co-chair”.

Trustee Chan asked for clarification on the second paragraph of section 6.1. Co-Chair Cox explained that this paragraph ensures that the members of the Board lead committees or teams that pertain to work they have experience in versus members who have less experience in that field. It was decided that this paragraph be stricken from the bylaws.

Trustee Schaaf asked if the JPA has an audit committee. It was explained that the treasurer will fill this role. Trustee Gibson McElhaney explained that, because the JPA is required to have an independent audit, the JPA is required to have audit committee.

Co-Chair Cox explained that section 6.3 in the original bylaws was listed as a steering committee and the Admin team revised it to advisory committee. This committee would consist of the co-chairs, the CEO and other members of the JPA who wanted to participate. Trustee Schaaf expressed that this section should be taken out. The Board agreed to strike section 6.3.

Trustee Sarikey commented that section 6.4 which lists the impact team committees should be removed.

Trustee Hinton Hodge pointed out that the bylaws are missing a section 7. Co-Chair Cox explained that the document needs to be renumbered and that no section is missing.

The Board then discussed section 8.2. Trustee Gibson McElhaney asked if an entity does not write a check for \$150,000, but instead raises that amount in another way, will that satisfy the requirement for membership? Co-Chair Cox and Trustee Sarikey pointed out that this is the language in the original agreement and also brings the Board back to the question of who is a member and who is a contributing trustee. This topic would be revisited, but the point was made that this section does not stipulate a membership fee, simply the contribution amount.

The co-chairs explained that they will capture the revisions discussed and send them back out to the Board. Co-Chair Cox recommended that the Board approve the bylaws with the changes.

Trustee Gibson McElhaney moved to approve the revised bylaws and Trustee Bedford seconded the motion. There was no opposition. The motion carried.

7. Co-Chairs Nomination and Election (ACTION ITEM)

Co-Chair Cox turned the Board's attention to the co-chair nominations. Trustee Miley nominated Trustee Chan from the County of Alameda. Trustee Campbell Washington nominated Trustee Schaaf from the City of Oakland. Trustee Sarikey nominated Trustee Wilson from the Oakland Unified School District. Trustee Miley seconded Trustee Schaaf and Trustee Wilson's nominations. Trustee Campbell Washington seconded Trustee Chan's nomination. Trustee Hinton Hodge seconded Trustee Wilson's nomination.

Co-Chair Cox clarified that this agenda item is to collect nomination, and then have the elections at the next board meeting. She then asked the Board if there was a legal reason for this 30-day separation between nomination and election. Co-chair Harris also specified that the Bylaws which outline the nomination and election of 3 co-chairs is not effective until January. Co-Chair Cox explained that the co-chair election will be the first item on the agenda in January.

8. New JPA Members (ACTION ITEM)

Co-Chair Cox explained that there are two new recommended bodies to be added as members to the JPA: Alameda County Office of Education and Peralta College. Trustee Miley offered that the Alameda County Office of Education should be a dues-paying trustee, if it aligns with their mission, so that they can be a voting member.

David Silver, City of Oakland relayed that the new chancellor from Peralta College has expressed an interest in being involved with the JPA, but it was not clear if that involvement would be in a member or trustee role. Someone from the Board needs to clarify this with the Chancellor.

Trustee Gibson McElhaney asked for clarification about the difference between a dues-paying trustee and non-dues-paying member. Co-Chair Cox asked to hold this agenda item open until after the first of the year so the new co-Chairs can discuss this at the next board meeting

Co-Chair Harris asked the Board if the Admin team remains the same until such time as the new co-chairs take over? Trustee Schaaf responded affirmatively, as did Trustee Gibson McElhaney.

9. Public Comment

Co-Chair Cox opened the discussion up for public comment.

Matt Wilka from FSG noted that FSG and Urban Strategies Council have been talking about continuing the work of aligning collaborative efforts across Oakland and Alameda County. These conversations led to a draft proposal which the Board received from Alison Feldman and Junious Williams last week. This is the first draft of thoughts about how to work together.

10. Adjourn Regular Board Meeting

Co-Chair Harris adjourned the meeting at 4:10 PM

The next Youth Ventures Joint Powers Authority regular board meeting is **Thursday, January 14, 2015, 2:00 PM - 4:00 PM at 1000 Broadway 3rd Floor Jack London Conference Room.**