1. Welcome & (Re)Introductions

Attendance

Members

Present: Marqueia Watson, Mallory Rusch, Anatolij Gelimson, Jennifer Shotwell, Tiffany Patton, Jason Stoff, Katheryne Staeger-Wilson

Absent: Stephanie Cooper, Izzy Litwack, Raquel Cooper, Pamela Neal, Amy Blansit, David Webber, Gabbie Weiman, Shonte Byrd

2. Approval of July meeting minutes

See July meeting in Board for meeting minutes.

A motion was made by Jennifer to accept the July minutes, a second was made by Anatolij. No further questions, motion carries.

3. Vote on Vice-Chair

Next item of board business is to make a motion for Dr. Tiffany Patton to become the Vice-Chair of the board. Dr. Patton was asked to provide some information about herself to the group. She indicated that she was very interested in the direction of Empower Missouri under Mallory's direction and wants assist in moving the organization forward because it's the right move for the organization and the people we serve.
Anatolij made a motion to appoint Dr. Patton as vice-chair, Jason seconded the motion. No further discussion, motion carries.

4. Board Committee Reports

a. Governance Committee

There were quite a few revisions to the bylaws, here are the highlights:

1. Regional committees were removed, coalitions are now doing much of the work that regional committees used to do.
2. Remove the special committee that nominates board members, we no longer utilize a committee like this.
3. The quorum for the board was changed from 25% to 50% to remove the possibility of only a few board members making the decisions for the entire board.
4. Nominations work is done in the governance committee and a slate of board members will be presented for a vote. It is recommended that all board members take part in providing qualified candidates to the governance committee.
5. If the board fails to have a quorum during the board meeting, an option has been added to allow for online voting.
6. Removed a paragraph about managing funds.

7. Removal of Roberts Rules of Order and a more informal way to conduct business of the board.
8. The board president determines who can speak if more than one person is talking at a time, motions need a motion and second to pass.
9. Two year election cycles was changed.
10. An advisory role was designed for only those on the executive committee.

i. Review and vote on updated by-laws

Dr. Patton asked about the advisory role and if that person only attends executive committee meetings or general board meetings. Anatolij clarified that there wasn't anything in the bylaws preventing the past president from attending either the executive committee or board meetings. Jennifer asked if we could research about the role of the past president since there seems to be some uncertainty about the role. Dr. Patton asked why we do not have an ex-oficio role where that person is non-voting and only provides counsel to the board president or on specific business items. Marqueia ask if we could adopt past officer ex-officio roles instead of just the past president serving in an ex-oficio role. Katheryne ask about electronic voting and the process. Anatolij also brought up the point that electronic voting could be called by any member of the executive committee. He questioned whether it provided too much authority to any member or if it should be only the president that moved for an electronic vote. Anatolij also asked for the board to approve ratifying the board policies on a frequent basis. With the proposed changes to the bylaws, it will be sent to all board members and have a 21-day review period to make any changes, ask questions or request clarifications. The bylaws will be ready for vote at the next regularly scheduled board meeting. A motion was made by Anatolij to table the vote on the changes to the bylaws for 21 days until all board members were able to review changes and be voted on at the next regularly scheduled board meeting, Jennifer seconded. No further discussion, motion carries.

Action item: bylaw changes to be sent to all board members for review.

ii. Review board-approved policies and ratify

A document retention and destruction policy was presented to the board. This includes information about legal requirements on retention of documents, timeframes of various documents, legal documents and other electronic documents. A gift acceptance policy was presented surrounding what types of gifts could be accepted as a nonprofit including securities, conflicts of interest, real estate, personal property, complex gifts, personal property, trusts, etc. A third policy presented was a whistleblower policy for staff (chain of command for reporting was defined). A fourth policy presented was a separation of interest policy. A fifth policy presented was a public reporting and transparency policy, a non-discrimination policy and a final conflict of interest policy was introduced.

Katheryne indicated that there was a typo in one sentence. She also asked for clarification of separation of interest and a conflict of interest policy and why there are two. Anatolij indicated he was not sure why there were two similar policies. Mallory stated that some of the policies from May 2021 were requirements for United Way funding at the time.

A motion was made to approve all polices with one change to removing "client" by Anatolij, seconded by Jennifer. No further discussion, motion carries.

b. Finance Committee

The audit is not ready to be reviewed and voted on to date, as the auditor's supervisor has not signed off on it yet. Mallory will need the audit voted on electronically before the next board meeting due to the 990 needing completion by the end of October. The audit will be presented to the finance committee who will review and make a recommendation to the board for approval. Mallory is also trying to get a finance committee meeting scheduled due to the current treasurer resigning from her position as treasurer and from the board. There are two board members that have moved into the finance committee, one person that was a former treasurer for Empower Missouri and one non-board member.

Action item: Audit will be sent out for an electronic vote when it is received from auditor.

i. Need a new treasurer-- who has leads?

There is a need for a new treasurer for Empower Missouri. There is a state requirement that the board has a treasurer. If there is no one that is interested, we will need to look outside of the board to recruit a member for this position. Mallory is helping with the administrative side of the finance committee, but should not be leading the committee or fulfilling the treasurer role. A question was raised by Dr. Patton regarding the job description of the treasurer. Mallory stated that she could write a mini-job description of the role for members as well as the schedule for the finance committee members and meetings.

ii. Update on timeline re: audit + 990

See finance committee report notes

c. Resource Development

There is no chair for the resource department at this time as all members are new. Mallory has ask Sara to help with the administrative side of the committee in the interim.

i. Meet Sara Patterson, Development Manager

Sara introduced herself to the board and gave a quick personal overview of her life and life experience. Reviewed priorities for the organization and the following are the focus areas:

1. Expanding donor base
2. Brainstorming potential corporate donors/sponsors
3. Attending and encouraging others to attend the anti-poverty summit
4. Attending the award brunch
5. Each board member making a significant gift to the organization
6. Encouraging nonprofits to join/participate in the organizational membership program.
7. Supporting donor stewardship/cultivation as requested by staff
8. See PowerPoint for various event dates
9. There is a request to contact donors in the St. Louis region. If interested, please contact Sara.
10. Board members are requested to submit a few names of potential sponsors. Also looking for anyone that has a connection with Drury University, Stealth, Missouri Community Action Network, Hardee's, Panera, Bass Pro, Budweiser, etc.

Katheryne asked about how board members attend the anti-poverty summit. Mallory indicated that board members usually pay for their own ticket but if assistance is needed, there is a scholarship available.

ii. Prepping for Summit: How You Can Help

Board members are asked to help with the summit in a variety of ways:

1. Attend the summit
2. Encourage others to attend
3. Find sponsors for the summit

iii. Other Upcoming Events/Development Activities

Please see ED report for a listing of development activities/events

5. Updated staffing proposal

The lead policy strategist wanted to have a part-time schedule, so she was contracted as an independent contractor instead of a full-time staff member. Mallory is comfortable with the arrangement that they have made. She will not be supervising due to her contractor status. Due to this, all staff report to Mallory in the short-term. She has been looking at several scenarios and has decided that she will not hire a full-time policy director at this time. Trina will be working at the capital and will be in charge of food insecurity and affordable housing. V and Christine will be working on their respective areas but will go to capital, when necessary, as they both have solid relationships there. Gwen and Mallory will be splitting the criminal justice work, which has the most legislative tracking of bills compared to the other areas of focus. Mallory has talked to the staff about the plan, and they are onboard with the plan for the upcoming session. Mallory is looking at an updated organizational direction to take some of the burden off of her and will do this by promoting the communications director to a director of advancement position that will oversee development and communications. Eventually Mallory is looking to hire a new communications director but not in the immediate future. At present, staff is requesting to hire a senior housing policy manager that would supervise staff. Jason stated that if Mallory is okay with this plan, he doesn't see a problem with it. Jennifer is in agreement as well.

A motion was made to accept the proposed staffing model, with the communications manager being taken out until fundraising benchmarks are hit, by Jason, a second was made by Marqueia, no further discussion, motion carries.

6. ED Report

Staff have been busy traveling and trying to meet with legislators for the past few months. Mallory will share a report out from staff on where they have been. Please see ED report for more details. Staff have been working on farm bill, clean slate, finalizing curriculum for year two. Mallory has also been having conversations with Health Forward to ensure that everyone is on track and moving forward. Work has also been done on the tenant organizing fellowship and it has been launched. There is still a request for board members to be involved with the summit, by attending, driving get attendance, sponsorships, etc. The book club has also kicked off and it has been a great opportunity to get involved if you have time. Mallory also reviewed her speaking engagement calendar with the board, a student MSW intern that will be working on advocacy one-on-one training for organizations and the kickoff of the private probation research program. For more detailed information about this program and the research that has been done, see Mallory. Staff surveys were also completed, and Mallory will send out the results to the board for review. Finally, Empower Missouri is going to be recognized by Cultural Leadership in St. Louis for the work in driving social change and equity. We will be receiving the Ginsberg-Lewis award. The staff will be doing a three-day retreat in October, Mallory has been working with the governance committee, recruitment of a new treasurer and clean-up of the committee charters. There are a number of funding streams coming into Empower Missouri for grants, research, extension of programs, etc. The annual report is being worked on, donor appreciation events and prepping for Giving Tuesday.

7. Board Business-- Finalizing the Annual Board Calendar

Marqueia had a few items for discussion to add to the annual board calendar, the anti-poverty summit and the awards brunch. She also questioned if we should put specific dates in the calendar to review the strategic plan and if we should plan another one or two in person meetings along with the in person annual retreat. The conversation around in person meetings may need to be done with more people present. Jason recommended sending out a Doodle poll to members to see if there is interest. Katheryne also asked about the cost of hosting in person meetings and if that would be a problem for the organization. Mallory indicated that they have several partners in the Jefferson City area and doesn't believe they would pay for meeting space. Meals were covered and mileage was paid for by the members once a year. If members were driving more frequently, then she would like to offer mileage reimbursement to members. Dr. Patton ask if the meetings added would just be one time or if all meetings would become in person. The board members decided to have the discussion about this again in November and then send out a Doodle poll to gauge interest. Anatolij stated that he would be moving the governance meeting since it falls on a holiday. Jennifer also asked if Saturdays were still the best day for board members to meet. Mallory ask Anatolij if this is something that the governance committee would start conversations around, and he stated it could be put on the agenda. Finally, Mallory will update the board calendar and send it out to the board for review.

Action step: Mallory will update board calendar and email to the board.

8. FY25-FY27 Strategic Planning Process Overview

Currently the strategic plan creates the annual work plan for staff, which drives all of their work for the year. Mallory is looking to kick off another strategic planning session and reviewed the processes including formation of the strategic planning team, and board members will be getting an invitation in October or November to be on the team. This will require an additional time commitment for any board member participating. The second phase of the process will be data gathering through surveys and focus groups. The third phase will be planning sessions and the fourth will be community feedback. The final piece of this project will be planning finalization and rollout. There are several ways that board members can help with this process and Mallory will send out information about this as well.

Action step: Mallory will send out information to board members describing ways that board members can volunteer with this process.

9. Closing + Next Steps

1. Revisit the board calendar at the November board meeting.
2. Send out a Doodle poll to see if there's interest in doing another in person meeting during the year.
3. Sending out the bylaws for review and 21-day comment period and then voting in November.
4. Moving forward with the strategic planning process

A motion was made to adjourn the meeting by Katheryne, seconded by Dr. Patton. No further discussion, motion carries. Meeting adjourned at 1:52pm.