

SAN BRUNO

Community Foundation

Board of Directors

Frank Hedley, *President* • Emily Roberts, *Vice President* • John P. McGlothlin, *Secretary* • Tim Ross, *Treasurer*
Patricia Bohm • Nancy A. Kraus • Regina Stanback Stroud
Leslie Hatamiya, *Executive Director*

AGENDA

SAN BRUNO COMMUNITY FOUNDATION

Regular Meeting of the Board of Directors

March 6, 2019

7:00 p.m.

Meeting Location:

San Bruno Senior Center, 1555 Crystal Springs Road, San Bruno

In compliance with the Americans with Disabilities Act, individuals requiring reasonable accommodations or appropriate alternative formats for notices, agendas, and records for this meeting should notify us 48 hours prior to meeting. Please call the City Clerk's Office at 650-616-7058.

1. Call to Order/Welcome

2. Roll Call

3. Approval of Minutes: February 6, 2019, Special Board Meeting

4. Board Member Comments

- a. President
- b. Others

5. Executive Director's Report

6. Consent Calendar: All items are considered routine or implement an earlier Board action and may be enacted by one motion; there will be no separate discussion unless requested by a Board Member or staff.

- a. Adopt Resolution Canceling April 3 and May 1, 2019, Regular Meetings of the Board of Directors

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- b. Adopt Resolution Authorizing Executive Director to Bind Directors and Officers Liability Insurance Policy from Philadelphia Insurance Companies for an Amount Not to Exceed \$14,377
- c. Adopt Resolution Authorizing President Frank Hedley to Execute a Contract with Novogradac & Company LLP for Audit and Tax Preparation Services for Fiscal Year 2018-2019 for an Amount Not to Exceed \$9,100
- d. Approve Resolution Adjusting Executive Director's Compensation
- e. Receive and Approve Treasurer's Report (January 2019 Financial Statements)

7. Conduct of Business

- a. Receive Report from San Bruno Police Chief Ed Barberini and San Bruno Fire Chief Dave Cresta Regarding First Responder Effectiveness Strategic Initiative
- b. Receive Report from Ad Hoc Committee on Recreation and Aquatics Center Project
 - i. Receive Project Update Presentation by Dawn Merkes of Group 4 Architecture, Research + Planning and Joanne Magrini, San Bruno Community Services Director
 - ii. Adopt Resolution Approving Strategic Grant to the City of San Bruno for Project and Construction Management Services Related to the Recreation and Aquatics Center Project in an Amount Not to Exceed \$929,000
- c. Receive Report on Other Programs (Crestmoor Neighborhood Memorial Scholarship, Community Grants Fund, and Other Strategic Grants)
- d. Receive Report from Ad Hoc Committee on Board Development and Adopt Resolution Creating Process for Soliciting and Reviewing Applications for Service on the SBCF Board of Directors
- e. Receive Report from Investment Committee
- f. Discuss Board Protocol for Placing Items on Meeting Agendas and Provide Direction, if any, to Staff

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8. Public Comment: Individuals are allowed three minutes, groups in attendance, five minutes. If you are unable to remain at the meeting, contact the President to request that the Board consider your comments earlier. It is the Board's policy to refer matters raised in this forum to staff for research and/or action where appropriate. The Brown Act prohibits the Board from discussing or acting upon any matter not agendaized pursuant to State Law.

9. Adjourn

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MINUTES

SAN BRUNO COMMUNITY FOUNDATION

Special Meeting of the Board of Directors

February 6, 2019

6:00 p.m.

Meeting Location:

San Bruno City Hall, 567 El Camino Real, Room 101, San Bruno

- 1. Call to Order/Welcome:** President Hedley called the meeting to order at 6:02 p.m.
- 2. Roll Call:** Board Members Hedley, Roberts, McGlothlin, Ross, Bohm, and Kraus, present; Stanback Stroud, excused.
- 3. Approval of Minutes:** December 5, 2018, Regular Board Meeting: Board Member Kraus moved to approve the minutes of the December 5, 2018, Regular Board Meeting, seconded by Secretary McGlothlin, approved unanimously.
- 4. Consent Calendar**
 - a. Adopt Resolution Designating Signatories on SBCF Wells Fargo Bank Accounts
 - b. Adopt Resolution Designating Signatories on SBCF Fidelity Investments Brokerage Accounts
 - c. Receive and Approve Treasurer's Report (November and December 2018 Financial Statements)

Board Member Kraus moved to accept the Consent Calendar as presented, seconded by Treasurer Tim Ross, approved unanimously.

5. Conduct of Business

- a. Receive Staff Report and Adopt Resolution Expanding the Charge of and Appointing Members to the Ad Hoc Committee on Board Development

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Executive Director Leslie Hatamiya reported that three new Board members will need to be appointed for terms beginning January 1, 2020, and concluding on December 31, 2023, as three current Board members will be termed out at the end of 2019. She reported that through the City Manager, the City Council, which under the Bylaws designates individuals to serve on the Board of Directors, asked the Foundation Board to handle the solicitation of applications for service on the Board, evaluate those applications received, and forward to the Council a list of finalists for consideration. With the support of President Hedley, Ms. Hatamiya recommended that the Board approve a resolution expanding the charge of the Ad Hoc Committee on Board Development, which was created in 2018 to propose strategies for improving the effectiveness of the Board, to include developing – and then implementing – a proposal for soliciting and evaluating applicants for the Board and recommending finalists to the City Council. The resolution as presented would appoint Vice President Roberts as chair and Secretary McGlothlin and Board Member Nancy Kraus as committee members.

Treasurer Tim Ross moved to approve the resolution expanding the charge of and appointing members to the Ad Hoc Committee on Board Development, seconded by Board Member Kraus, approved unanimously.

b. Receive Staff Report and Adopt Resolution Creating Off-Cycle Responsive Grantmaking Process

Executive Director Hatamiya presented to the Board a proposal to allow for consideration of small grant requests from community organizations outside the regular Community Grants Fund process. She explained that on occasion the Foundation receives random requests for grant funding and that in most cases she is able to direct the organizations to the Community Grants Fund and suggest that they consider applying for funding through that established process. However, she said that sometimes organizations are seeking funding on a tight timeline and cannot wait for the next Community Grants cycle, including a recent request received by the San Mateo County Historical Association. She said she consulted with then-Vice President/current President Hedley and then-President Kraus, and the three agreed that in the interest of fulfilling its mission, the Foundation should have the flexibility to consider those proposals that would have significant benefit to the San Bruno community and cannot reasonably wait for the next Community Grants cycle. She said the three also agreed that a well-defined and clearly articulated process for considering these requests would best serve the Foundation and support its tradition of transparency and responsiveness to the community.

Ms. Hatamiya explained that in developing this proposal, she sought to address several considerations, including keeping the organization and program eligibility requirements and the evaluation criteria consistent with those of the Community Grants Fund; limiting the process to relatively small grants (requests of no more than \$10,000); limiting the process to one-time requests for funds, unless there is a particularly compelling reason that off-cycle funding is needed; focusing on requests for funding that would benefit the San Bruno community in a particularly meaningful and significant way; balancing efficiency to meet the requesting organization's timeline with the need to conduct a thoughtful evaluation of the proposed project or program; and ensuring that this process is used to consider requests that truly cannot be considered through the regular Community Grants Fund timeline and is

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not sought to be used by organizations seeking to increase their chances of being funding by avoiding the regular Community Grants Fund application and evaluation process.

In the proposal as originally presented, she explained that the process would allow the executive director to review funding requests for small grants that would normally qualify for the Community Grants Fund but for some compelling reason cannot wait for the next cycle; requests would be evaluated with a similar lens as the Community Grants Fund due diligence and review process, although recommendations for funding would be for projects that have particularly significant and meaningful benefit to the San Bruno community; grant awards would be limited to no more than \$10,000 each and would be made upon recommendation by the Executive Director and the agreement of the President and Vice President; requests could be escalated to the full Board for consideration; and the Board would approve the total amount that could be collectively awarded in a particular year as part of the fiscal year budget.

The Board discussed the proposal at length. After Secretary McGlothlin raised the question of whether the procedure would inadvertently create either a standing or ad hoc committee, the Board reached City Attorney Marc Zafferano by conference call to discuss this concern. Vice President Roberts commented that it is standard in the nonprofit industry for an organization's executive director to have some funding discretion.

Upon discussion, the Board agreed to modify the proposal, as outlined in Exhibit A, so that if the executive director determines that a request sufficiently meets the Community Grants Fund criteria, has significant and meaningful benefit to the San Bruno community, and timing issues merit consideration outside the regular Community Grants Fund process, she will notify the entire Board (not just the President and Vice President) of her intent to fund the request and give Board members up to 72 hours to request that the matter be considered by the full Board.

Board Member Kraus moved to approve the resolution creating off-cycle responsive grantmaking process, with amendments to Exhibit A, seconded by Board Member Pat Bohm, approved unanimously.

6. Public Comment: None.

7. Closed Session: Public Employee Performance Evaluation Pursuant to Government Code section 54957: Executive Director

There was no reportable action.

8. Adjourn: Secretary McGlothlin moved to adjourn the meeting at 7:40 p.m., seconded by Vice President Roberts, approved unanimously.

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Respectfully submitted for approval at the Regular Board Meeting of March 6, 2019, by Secretary John McGlothlin and President Frank Hedley.

John McGlothlin, Secretary

Frank Hedley, President

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Memorandum

DATE: March 1, 2019

TO: Board of Directors, San Bruno Community Foundation

FROM: Leslie Hatamiya, Executive Director

SUBJECT: Executive Director's Report

Since the December 5, 2018, Board meeting, I have continued to focus on administering the Community Grants Fund and Crestmoor Scholarship Program, partnering with the City on strategic projects, overseeing other strategic grants, and supporting the Investment Committee and Audit Committee, all of which will be covered during the Business and Consent Calendar portions of the March 6, 2019, Regular Board meeting. In addition, I have handled a variety of other matters, including the following:

1. Insurance Policy Renewals

The Consent Calendar includes a resolution authorizing the Executive Director to bind a renewal policy for the Foundation's directors and officers liability insurance policy, as the current policy expires on March 21, 2019. The Foundation's commercial general liability (CGL), property, cyber-liability, and non-owned hired auto liability insurance policies with the Philadelphia Insurance Companies, which are bundled together, and the workers' compensation insurance policy with State Compensation Insurance Fund also expire in March. Both policies have been renewed automatically by the insurance companies. The quoted premium for the workers' compensation renewal is \$709, a 38% decrease from last year's premium of \$1,148 (it seems that our history of no claims is a primary reason for the reduction). The renewals for the bundled CGL, property, cyber liability, and auto coverage are straight renewals. The premium for CGL is \$620, is a slight increase from last year (\$581). The premium for property coverage is \$167, a slight decrease from last year (\$170). The premium for the auto coverage is \$291, a slight increase from last year (\$277). The premium for cyber liability coverage is \$79, the exact same as last year.

2. Ethics Requirements

I would like to remind all Board members that they must file Fair Political Practices Commission Form 700 – Statement of Economic Interests annual statements with the San Bruno City Clerk's Office by April 2, 2019. Board members are also required to submit a completed Conflict of

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Interest Policy Annual Affirmation and Disclosure Statement as soon as possible. Thank you to those Board members who have already submitted their necessary ethics paperwork.

Board members must also must complete AB 1234 ethics training this year, and I ask you to do so and submit the certificate of completion at your earliest convenience.

3. Administrative Assistance

I have hired a contractor, Elizabeth “Emme” Woollard, to do some of the administrative, computer tasks related to the preparing of the Crestmoor Scholarship applications for review. This work involves downloading files and copying and pasting information to prepare the application packets for the reviewers. Securing additional administrative help relieves Program Consultant Stephanie Rutgers of these clerical tasks while she is focused on the more substantive and similarly time-consuming part of the preparatory work. Ms. Woollard is a graduate of Ithaca College who is in the process of applying to graduate school. Our contract with Ms. Woollard is for no more than 20 hours of work (actual time will likely be less), at a rate of \$20 per hour. With our IT consultants, Ms. Rutgers and I looked at some online services that would have decreased some of the clerical work, but they are quite expensive and not financially worth it for the small number of applications we process each year.

4. Thrive Convening on Serving Families and Children in Need: Focus on North San Mateo County

On February 26, I participated on a panel at "Serving Families & Children in Need: Focus on North San Mateo County," a gathering of leaders of nonprofits, government agencies, and funders hosted by the Atkinson Foundation, Give Local Silicon Valley, Sand Hill Foundation, Sunlight Giving, and Thrive, the Alliance of Nonprofits for San Mateo County. The goals of the convening included raising awareness among the funding community regarding the challenges and opportunities facing North San Mateo County, developing ideas on how to better support the region, and providing a networking opportunity for focused on North San Mateo County. The gathering focused specifically on issues impacting children and families, and I spoke as the sole funder on a panel that included representatives of the Boys & Girls Clubs of North San Mateo County, Peninsula Conflict Resolution Center, Peninsula Family Service, and Daly City Partnership (our own Pat Bohm!). This was a wonderful opportunity to connect with others addressing community needs in our area and to share the story of SBCF, our collaboration with corporate partners like YouTube/Google, and the example of our Music Education Strategic Initiative as a template for a funder identifying a specific goal and convening key community partners to make it happen.

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5. Email Newsletter and Website Hits

Since the December 5 Board meeting, I sent out three email blasts to the Foundation's email distribution list. The first reported on the December Board meeting, the second announced the February special Board meeting, and the third was a reminder of the Crestmoor Scholarship application deadline, gave a short summary of the February special Board meeting, and showcased various Community Grants Fund check presentations. The reach of these e-newsletter blasts was highest for the December Board meeting summary. Of the approximately 660 emails sent each time, 26%-38% of the recipients opened the email, and the e-newsletter was viewed, either in email or as posted on the web, 355-575 times.

According to Google Analytics, website activity has increased over the late fall, which is typical, with the announcement of the Community Grants Fund winners and Crestmoor Scholarship application activity picking up. Since the December Board meeting, 883 users engaged in 1,200 sessions on the Foundation website, for a total of 2,669 page views. The most visited pages are those related to the Community Grants Fund and the Crestmoor Scholarship.

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Memorandum

DATE: March 1, 2019

TO: Board of Directors, San Bruno Community Foundation

FROM: Leslie Hatamiya, Executive Director

SUBJECT: Consent Calendar for the March 6, 2019, Regular Board Meeting

For the March 6, 2019, Regular Meeting of the Board of Directors of The San Bruno Community Foundation, the Consent Calendar includes five items related to administrative and operational functions of the Foundation:

1. Approve Resolution Canceling April 3 and May 1, 2019, Regular Meetings of the Board of Directors

The Foundation Board is scheduled to have regular monthly meetings on April 3 and May 1, 2019 (the first Wednesday of the month). At this time, we do not anticipate the Foundation facing any pressing matters that would require Board attention or action on either date. Thus, I recommend that the Board approve the attached resolution canceling these two meetings as part of the Consent Calendar. If matters come up needing the Board's immediate attention, the Board can schedule a special meeting.

2. Adopt Resolution Authorizing Executive Director to Bind Directors and Officers Liability Insurance Policy from Philadelphia Insurance Companies for an Amount Not to Exceed \$14,377

Directors and officers liability insurance (D&O) provides coverage for damages resulting from the wrongful acts of the directors, officers, managers, and the Foundation as an entity, as well as coverage for employment-related actions.

In March 2018, the Board approved the purchase of a D&O policy from Philadelphia Insurance Companies, which expires on March 21, 2019. This policy included a fiduciary liability rider to provide protection related to the Foundation's 403(b) retirement plan.

The policy renewal includes coverage similar to last year's coverage, \$1,000,000 liability limits each for D&O coverage, employment practices liability, and fiduciary liability coverage. The cost for the renewal policy is \$14,377, a 6.6% increase from last year's premium of \$13,485.

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According to our broker at CalNonprofits Insurance Services, the increase is primarily due to an increase in rates that Philadelphia has imposed on all of its D&O clients.

I recommend the Board approve the resolution authorizing Executive Director Leslie Hatamiya to bind a directors and officers liability insurance policy from Philadelphia Insurance Companies for an amount not to exceed \$14,377, as part of the Consent Calendar.

3. Resolution Authorizing President Frank Hedley to Execute a Contract with Novogradac & Company LLP for Audit and Tax Preparation Services for Fiscal Year 2018-2019 for an Amount Not to Exceed \$9,100

Article XIII, Section 4, of the Foundation's Bylaws states that the Foundation "shall retain an independent auditor and conduct annual independent audits (commencing with Section 12586(d) of the California Government Code)." For the fiscal year 2014-2015 audit, the Foundation's Board of Directors, at the recommendation of the Audit Committee, selected Novogradac & Company LLP, a national certified public accounting firm, to conduct an audit of the Foundation's financial statements and prepare the Foundation's annual federal and state tax returns. A team from Novogradac headed by engagement partner Lance Smith presented the audited financial statements to the Board in early November 2015. The Board subsequently retained Novogradac for audit and tax preparation services for fiscal years 2015-2016, 2016-2017, and 2017-2018.

Mr. Smith has presented the Foundation with an engagement letter for audit and tax preparation services for fiscal year 2018-2019, setting forth the total fees at \$9,100 (\$7,100 for the audit and \$2,000 for the tax returns). The fees for tax preparation services remain the same as for the previous fiscal year; the fees for audit services are only \$100 more than last year's fees. Neither set of fees increased between the FY 2016-2017 and FY 2017-2018 audits. These fees are very reasonable given the quality of service the Foundation receives from Novogradac.

Both Novogradac and the Foundation have agreed to a professional services contract that is substantially the same as the agreement signed the last four years. Because the Board of Directors, as part of its fiduciary duties, is responsible for oversight of the Foundation's accounting functions and the performance of the independent auditor, the contract with the CPA firm will be executed by the President, as the Board's representative, and not the Executive Director.

Given how smoothly the past four audits by Novogradac have gone, the Audit Committee, which consists of Chair John McGlothlin and Member Pat Bohm, decided not to meet and asked me to bring the attached resolution directly to the Board for consideration. Under the

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Foundation's Fiscal Policies and Procedures, next year the Audit Committee will need to circulate a request for proposals for audit and tax preparation services.

I recommend that the Board approve the resolution authorizing President Frank Hedley to execute a contract with Novogradac & Company LLP for audit and tax preparation services for fiscal year 2018-2019 for an amount not to exceed \$9,100 as part of the Consent Calendar.

4. Approve Resolution Approving Adjustment to Executive Director's Compensation

In a special meeting on February 6, 2019, the Board met in closed session to conduct the Executive Director's annual performance evaluation pursuant to Government Code Section 54957. The Board now recommends a package of compensation adjustments for the Executive Director, as outlined in the attached resolution and letter to the Executive Director. The adjustments include a 3% cost-of-living salary adjustment, retroactive to February 1, 2019, with salary to be paid on a twice-a-month payroll schedule. They also provide that, for the time period beginning February 1, 2018, and ending January 31, 2019, the Foundation's pre-tax employer contribution to the Executive Director's 403(b) plan will be 10% of the Executive Director's salary during that time period (a one-year increase of 5%).

5. Receive and Approve Treasurer's Report (January 2019 Financial Statements)

The January 2019 financial statements consist of a Budget Report and Balance Sheet. The Budget Narratives provide a thorough explanation of the financial statements. The Budget Reports include the budget figures approved at the June 6, 2018, Board meeting.

I recommend that the Board approve the Treasurer's Report as part of the Consent Calendar.

Attachments:

1. Resolution Canceling April 3 and May 1, 2019, Regular Meetings of the Board of Directors
2. Resolution Authorizing Executive Director to Bind Directors and Officers Liability Insurance Policy from Philadelphia Insurance Companies for an Amount Not to Exceed \$14,377
3. Resolution Authorizing President Frank Hedley to Execute a Contract with Novogradac & Company LLP for Audit and Tax Preparation Services for Fiscal Year 2018-2019 for an Amount Not to Exceed \$9,100
4. Resolution Approving Adjustment to Executive Director's Compensation
5. Letter to the Executive Director, dated March 6, 2019
6. January 2019 Financial Statements

RESOLUTION NO. 2019-__

**RESOLUTION OF THE SAN BRUNO COMMUNITY FOUNDATION
CANCELING THE APRIL 3 AND MAY 1, 2019, REGULAR MEETINGS OF THE BOARD OF
DIRECTORS**

WHEREAS, the April Regular Meeting of the San Bruno Community Foundation's Board of Directors is scheduled for April 3, 2019, and the May Regular Board Meeting is scheduled for May 1, 2019; and

WHEREAS, no business items requiring Board action are anticipated for either meeting.

NOW, THEREFORE, BE IT RESOLVED that the Board of Directors cancels the Regular Board Meetings of April 3 and May 1, 2019.

Dated: March 6, 2019

ATTEST:

John McGlothlin, Secretary

I, John McGlothlin, Secretary, do hereby certify that the foregoing Resolution No. 2019-__ was duly and regularly passed and adopted by the Board of Directors of The San Bruno Community Foundation on this 6th day of March, 2019, by the following vote:

AYES: Board members:

NOES: Board members:

ABSENT: Board members:

RESOLUTION NO. 2019-__

**RESOLUTION OF THE SAN BRUNO COMMUNITY FOUNDATION AUTHORIZING EXECUTIVE
DIRECTOR TO BIND DIRECTOR AND OFFICERS LIABILITY INSURANCE POLICY FROM
PHILADELPHIA INSURANCE COMPANIES FOR AN AMOUNT NOT TO EXCEED \$14,377**

WHEREAS, directors and officers liability insurance provides coverage for damages resulting from the wrongful acts of the directors, officers, managers, and the Foundation as an entity, as well as coverage for employment-related actions;

WHEREAS, on March 7, 2018, the Board of Directors of The San Bruno Community Foundation authorized the purchase of a directors and officers liability insurance policy, which includes fiduciary liability coverage for the management of the Foundation's Retirement Savings Plan, from Philadelphia Insurance Companies, which expires on March 21, 2019; and

WHEREAS, the Philadelphia Insurance Companies is offering the Foundation a renewal of the Foundation's directors and officers liability insurance policy with a quoted annual premium of \$14,377.

NOW, THEREFORE, BE IT RESOLVED that the Board of Directors authorizes Executive Director Leslie Hatamiya to bind the directors and officers liability insurance policy for the period of March 21, 2019, to March 21, 2020, from Philadelphia Insurance Companies for an amount not to exceed \$14,377.

Dated: March 6, 2019

ATTEST:

John McGlothlin, Secretary

I, John McGlothlin, Secretary, do hereby certify that the foregoing Resolution No. 2019-__ was duly and regularly passed and adopted by the Board of Directors of The San Bruno Community Foundation on this 6th day of March, 2019, by the following vote:

AYES: Board members:

NOES: Board members:

ABSENT: Board members:

RESOLUTION NO. 2019-__

**RESOLUTION OF THE SAN BRUNO COMMUNITY FOUNDATION
AUTHORIZING PRESIDENT FRANK HEDLEY TO EXECUTE A CONTRACT WITH NOVOGRADAC &
COMPANY LLP FOR AUDIT AND TAX PREPARATION SERVICES FOR FISCAL YEAR 2018-2019 FOR
AN AMOUNT NOT TO EXCEED \$9,100**

WHEREAS, Article XIII, Section 4, of the Bylaws calls for the retention of an independent auditor to conduct an annual audit of The San Bruno Community Foundation's financial statements and records;

WHEREAS, Article VII, Section 4, of the Bylaws establishes an Audit Committee consisting of at least two directors to assist the Board in selecting an independent auditor, negotiate the auditor's compensation, confer with the auditor regarding the Foundation's financial affairs, and review and accept or reject the annual audit;

WHEREAS, Novogradac & Company LLP successfully provided audit and tax preparation services to the Foundation for fiscal years 2014-2015, 2015-2016, 2016-2017, and 2017-2018; and

WHEREAS, Novogradac & Company has presented the Foundation Board of Directors with a proposal to provide audit and tax preparation services to the Foundation for fiscal year 2018-2019, with fees totaling \$9,100 (\$7,100 for audit services and \$2,000 for tax preparation services).

NOW, THEREFORE, BE IT RESOLVED that the Board of Directors hereby authorizes President Frank Hedley to execute a contract with Novogradac & Company LLP for audit and tax preparation services for fiscal year 2018-2019 for an amount not to exceed \$9,100.

Dated: March 6, 2019

ATTEST:

John McGlothlin, Secretary

I, John McGlothlin, Secretary, do hereby certify that the foregoing Resolution No. 2019-__ was duly and regularly passed and adopted by the Board of Directors of

The San Bruno Community Foundation on this 6th day of March, 2019, by the following vote:

AYES: Board members:

NOES: Board members:

ABSENT: Board members:

RESOLUTION NO. 2019-__

**RESOLUTION OF THE SAN BRUNO COMMUNITY FOUNDATION
APPROVING ADJUSTMENT TO EXECUTIVE DIRECTOR COMPENSATION**

WHEREAS, on January 15, 2015, the Board of Directors of The San Bruno Community Foundation approved a resolution appointing Leslie Hatamiya as the Foundation's Executive Director, subject to the terms and conditions of the offer letter the Board sent to Ms. Hatamiya on December 22, 2014, and which Ms. Hatamiya signed on December 23, 2014, and the compensation package in such offer letter included participation in a qualified employer-sponsored 403(b) plan or equivalent, with a pre-tax employer contribution of 5% with no employee contribution required;

WHEREAS, on March 7, 2018, the Board approved the sending of a letter restating and amending the Executive Director's compensation and benefits, including providing for an annual base salary of \$186,558.75, to be paid on a twice-a-month payroll schedule;

WHEREAS, the Board desires to provide the Executive Director with a 3% cost-of-living increase in annual base salary to \$192,155.50, retroactive to February 1, 2019, to be paid on a twice-a-month payroll schedule; and

WHEREAS, the Board also desires to increase retroactively to 10% the Foundation's pre-tax employer contribution to the Executive Director's 403(b) plan for the period of February 1, 2018, to January 31, 2019 (a one-year adjustment of 5%).

NOW, THEREFORE, BE IT RESOLVED that the Board of Directors hereby authorizes President Frank Hedley to send on behalf of the Foundation the attached letter which restates, as amended, the Executive Director's compensation and benefits.

Dated: March 6, 2019

ATTEST:

John McGlothlin, Secretary

I, John McGlothlin, Secretary, do hereby certify that the foregoing Resolution No. 2019-__ was duly and regularly passed and adopted by the Board of Directors of

The San Bruno Community Foundation on this 6th day of March, 2019, by the following vote:

AYES: Board members:

NOES: Board members:

ABSENT: Board members:

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Community Foundation

March 6, 2019

Leslie Hatamiya
Executive Director
San Bruno Community Foundation
901 Sneath Lane, Suite 209
San Bruno, CA 94066

Dear Leslie:

On behalf of the Board of Directors of The San Bruno Community Foundation, I am pleased to acknowledge with considerable appreciation your outstanding service as Executive Director. Accordingly, in recognition of and subject to Board approval on March 6, 2019, your compensation and benefits will be adjusted as follows:

- You will receive a 3% cost-of-living salary adjustment, retroactive to February 1, 2019, so that your annual base salary is now \$192,155.50, to be paid on a twice-a-month payroll schedule.
- For the time period beginning February 1, 2018, and ending January 31, 2019, the Foundation's pre-tax employer contribution to your 403(b) plan will be 10% of your salary during that time period (a one-year increase of 5%). Beginning February 1, 2019, the Foundation's contribution to your 403(b) plan will be 5% of your current salary.

In addition, the other benefits enumerated in your original offer letter dated December 22, 2014, and amended and restated in our letters to you dated March 1, 2017, and March 7, 2018, will continue:

- Immediate accrual of paid time off at the annual rate of 160 hours. This takes the place of separate accruals for vacation and sick leave. Maximum accrual of paid time off will be 160 hours.
- The Foundation observes twelve (12) holidays (the eleven (11) scheduled holidays in the City of San Bruno's holiday schedule as well as New Year's Eve on December 31 (or, if December 31 falls on a weekend, the closest weekday to December 31), and you will receive annually twelve (12) paid vacation days as per this schedule.
- Life insurance at 1X base salary with option to purchase additional coverage at employee expense (employee is responsible for taxability of the life insurance benefit).

- Eighty (80) hours paid leave for jury duty, as required.
- Reimbursement of reasonable and necessary expenses related to the performance of the job; payment for conferences, training, publications, professional associations, and professional development at the discretion of the Board and as approved in advance.
- Workers' Compensation coverage, State Disability Insurance, and other benefits if required by California laws.
- Health (medical, dental, vision) insurance, but at the time of your hiring, you indicated that you currently had, and will continue to maintain, such health insurance from other sources and therefore that you declined such insurance from the Foundation.

We look forward to your continued service as Executive Director of the Foundation.

Sincerely,

Frank Hedley
President

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January 2019

Budget Narrative

This report primarily describes amounts in column a (Actual Year to Date) of the monthly Budget Report. When projections vary from Budget (column b), the changes will be reflected in columns d (Final Expected Amount) and e (Change in Budget), and also be explained. First seven months equal 58.3% of the fiscal year.

INCOME

Line 1 Transfers from Quasi Endowment – \$200,000, or 62.5% of the total, transferred in December to fund Community Grants.

Line 2 Transfers from Strategic Pool – \$1,043,704 transferred is 25.8% of budget.

Line 3 Restricted Donations - \$5,492 received is from: Benevity on behalf of Google employees in support of First Responder (\$2,792); Recology in support of Community Day (\$1,500); and El Crystal PTA in support of RAC memorial bench (\$1,200).

Line 4 Interest Income – \$10,718 is 134% of budget. Liquidity Pool – Operating balance is currently \$966,127.

Line 5 Miscellaneous Income – \$174,588 unbudgeted income is the residuals from: the initial RAC planning grant (\$133,891); and the Pedestrian Safety grant (\$40,967). The full awarded grant amounts accrued in prior years was not used or needed and the residual balances in grants payable have been written off.

EXPENSES

Line 8 Community Grants – \$300,000 is 150% of budget. Grants budget increased \$100,000 based on restricted funding received. Current expense is for all grants approved for this fiscal year.

Line 9 Strategic Grants – \$5,700,388 is 124.7% of budget. RAC Architectural Design Services (\$5,420,388); School Transformation (\$250,000); and 2019 Community Day (\$30,000) grants make up the total.

Line 11 Salaries & Wages – Expense is exactly on budget at 58.3%.

Line 12 Payroll Taxes & Benefits – Expense (\$10,976) is 49.3% of budget. Costs include retirement (\$5,441), Social Security/Medicare (\$4,747), and Workers' Compensation Insurance (\$670).

Line 14 Occupancy – Only cost is office lease (\$8,458). Amount is 57.7% of budget.

Line 15 Insurance – Total (\$10,204) is exactly on budget and includes Directors & Officers (\$7,866), Crime (\$1,692), and Commercial Liability (\$646) policies.

Line 16 Telecommunications – Cost (\$1,073) is 55.9% of budget. Expense includes cell phone (\$457), internet access (\$410), and office land line (\$206).

Line 17 Postage & Shipping – Cost (\$1,742) is 87.1% of budget. 78% of the cost (\$1,368) has been for distribution of 2017-18 Annual Reports.

Line 18 Marketing & Communications - \$9,567 expense is 61.3% of budget. Costs include design and printing of: 2017-18 Annual Reports (\$7,398); and Scholarships flyers (\$1,060). Also included are domain registration and forwarding for dot org for 10 years (\$802); and on-line grant & scholarship application software (\$203).

Line 19 Office Supplies & Equipment – Total (\$1,343) is 25.7% of budget including \$466 for printer toner and \$455 for QuickBooks.

Line 20 Legal Fees – \$12,173 expense is 33.1% of budget. The majority (\$8,393) has been for City Attorney cost. Additional \$2,275 for Strategic Grant issues and \$1,505 related to Community Grants.

Line 21 Accounting & Payroll Fees – Total (\$20,809) is 67.1% of budget. Costs include Accounting Consultant (\$11,458), CPA Audit and tax preparation fees (\$9,000), and payroll software fees (\$351). Auditor cost is paid in full for the year.

Line 22 Other Consultants - Cost (\$20,078) is 40.1% of budget and 99.6% is for Program Support Consultant (\$20,003).

Line 23 Travel, Meetings & Conferences – \$1,371 is 33.2% of budget and 99.6% is from the first three Board meetings of the year.

Line 24 Miscellaneous – Cost (\$1,174) equals 58.7% of budget with two organizational memberships (\$950) representing most of the cost.

SUMMARY

Excluding the budget for Scholarships & Grants, total expenses are at 53.3% of budget, which is well below 58.3% benchmark for the first seven months of the year. In terms of dollars, the \$207,794 in these non-grant & scholarships expenses is \$19,540 less than the seven-month budget allocation.

Three expense line items are significantly over budget compared to the 58.3%, seven-month benchmark. For both Postage & Shipping (87.1% of budget used) and Marketing & Communications (61.3%), the variances are related to the Annual Report (distribution and production). For Accounting & Payroll Fees (67.1%), the variance is due to completion of and full payment for the 2017-2018 financial statement audit and tax preparation. In all cases, the issue is related to timing of expenses and no budget variances are projected for the fiscal year

Early in July, as prescribed by the Board, \$10 million was transferred from the Strategic Investment Pool to the Liquidity Pool. This amount has been segregated on the Balance Sheet and is described as: Investments, Fidelity Liquidity Pool - RAC. The current balance of the funds is \$10,114,519 including interest and dividends earned. Operating cash is also held in the Liquidity Pool and is described as: Cash, Fidelity Liquidity Pool - Operating.

January investment gains (increase in value) are \$2,054,356 and came from Strategic Pool (\$1,101,077), Quasi Endowment (\$905,082), and Liquidity Pool–RAC (\$48,197). Year-to-date Investment gain is \$435,604 and is from Strategic Pool (\$511,636) and Liquidity Pool–RAC (\$114,519) gains less Quasi Endowment losses of <\$190,552>.

Overall organization year-to-date net loss is <\$5,581,510>. 97% of this can be attributed to RAC Architectural Design grant.

Total Net Assets, as of January 31, 2019 are \$67,281,611 with \$17,121,424 in Quasi Endowment; \$49,853,942 in general Unrestricted funds; and \$306,245 in Temporarily Restricted Net Assets.

SAN BRUNO

Community Foundation

January 2019 2018-2019 Budget Report

	(a)	(b)	(c)	(d)	(e)
	Actual Year to Date	Budget	Actual as % of Budget (a/b)	Final Expected Amount	Change in Budget (d - b)
INCOME & TRANSFERS					
1 Transfers from Quasi Endowment	\$ 200,000	\$ 319,980	62.5%	\$ 319,980	\$ -
2 Transfers from Strategic Pool	1,043,704	4,043,704	25.8%	4,043,704	-
3 Restricted Donations	5,492	-		5,492	5,492
4 Interest Income	10,718	8,000	134.0%	10,718	2,718
5 Miscellaneous Income	174,858	-		174,858	174,858
6 Total Available for Operations	1,434,772	4,371,684	32.8%	4,554,752	183,068
EXPENSES					
7 Crestmoor Scholarships	-	120,000	0.0%	120,000	-
8 Community Grants	300,000	200,000	150.0%	300,000	100,000
9 Strategic Grants	5,700,388	4,570,000	124.7%	5,700,388	1,130,388
10 Subtotal Direct Program Expenses	6,000,388	4,890,000	122.7%	6,120,388	1,230,388
11 Salaries & Wages	108,826	186,559	58.3%	186,559	-
12 Payroll Taxes & Benefits	10,976	22,284	49.3%	22,284	-
13 Subtotal Personnel Expenses	119,802	208,843	57.4%	208,843	-
14 Occupancy	8,458	14,657	57.7%	14,657	-
15 Insurance	10,204	17,493	58.3%	17,493	-
16 Telecommunications	1,073	1,920	55.9%	1,920	-
17 Postage & Shipping	1,742	2,000	87.1%	2,000	-
18 Marketing & Communications	9,567	15,618	61.3%	15,618	-
19 Office Supplies & Equipment	1,343	5,219	25.7%	5,219	-
20 Legal Fees	12,173	36,786	33.1%	36,786	-
21 Accounting & Payroll Fees	20,809	31,000	67.1%	31,000	-
22 Other Consultants	20,078	50,050	40.1%	50,050	-
23 Travel, Meetings & Conferences	1,371	4,130	33.2%	4,130	-
24 Miscellaneous	1,174	2,000	58.7%	2,000	-
25 Subtotal Non-Personnel	87,992	180,873	48.6%	180,873	-
26 Total Expenses	6,208,182	5,279,716	117.6%	6,510,104	1,230,388
27 Net Surplus/(Loss)	\$ (4,773,410)	\$ (908,032)		\$ (1,955,352)	\$ (1,047,320)

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Statement of Financial Position as of January 31, 2019

ASSETS

Cash, Wells Fargo General	\$ 45,596.53	
Cash, Wells Fargo Payroll	25,850.55	
Cash, Wells Fargo Savings	84,059.84	
Cash, Fidelity Liquidity Pool - Operating	966,127.01	
Total Cash		1,121,633.93
Investments, Fidelity Liquidity Pool - RAC	10,114,518.75	
Investments, Fidelity Strategic Pool	44,873,013.71	
Investments, Fidelity Quasi-Endowment	17,121,423.63	
Accrued Interest Receivable	1,451.11	
Total Investments		72,110,407.20
Prepaid Rent	1,218.22	
Prepaid Insurance	3,590.00	
Total Other Current Assets		4,808.22
Deposits	1,253.45	
Total Other Assets		1,253.45
TOTAL ASSETS		<u>\$ 73,238,102.80</u>

LIABILITIES & NET ASSETS

LIABILITIES

Accounts Payable	50,286.75	
Accrued Grants Payable	5,752,333.00	
Accrued Scholarships Payable	140,000.00	
Accrued Employee PTO	13,872.32	
Total Liabilities		5,956,492.07

NET ASSETS

Unrestricted, Non-QE 7/1/2018 Balance	54,950,391.76	
Transfer from Quasi-Endowment	200,000.00	
Year to Date Unrestricted Net Income from Operations	(5,922,605.64)	
Year to Date Non-QE Investment Income	626,155.44	
Total Non-QE Unrestricted Net Assets	49,853,941.56	
Quasi-Endowment 7/1/2018 Balance	17,511,975.42	
Transfer to Liquidity for Operations	(200,000.00)	
Year-to-date QE Investment Income	(190,551.79)	
Total QE Unrestricted Net Assets	17,121,423.63	
Total Unrestricted Net Assets		66,975,365.19
Temporarily Restricted Net Assets	400,753.72	
Year to Date Temporarily Restricted Income	(94,508.18)	
Total Temporarily Restricted Net Assets		306,245.54
Total Net Assets		67,281,610.73
TOTAL LIABILITIES & NET ASSETS		<u>\$ 73,238,102.80</u>

SAN BRUNO

Community Foundation

Memorandum

DATE: March 1, 2019

TO: Board of Directors, San Bruno Community Foundation

FROM: Leslie Hatamiya, Executive Director

SUBJECT: Report from San Bruno Police Chief Ed Barberini and San Bruno Fire Chief Dave Cresta Regarding First Responder Effectiveness Strategic Initiative

At the March 6, 2019, Board meeting, the Board will receive a report from San Bruno Police Chief Ed Barberini and San Bruno Fire Chief Dave Cresta regarding implementation of the Foundation's First Responder Effectiveness Strategic Initiative.

One year ago in March 2018, the Board approved grant of up to \$160,723 to the City to fund three projects that would bolster the effectiveness of the Police and Fire Departments in fundamental and meaningful ways:

- Emergency shelter supplies (led by the Fire Department)
- Critical facilities site assessments, incident action plans, and joint public safety training (collaboration of the Police and Fire Departments)
- Police officer mindfulness, compassion, and resiliency training

The Foundation and the City executed the grant agreement for this grant later in March. Since then, the Police and Fire Departments have made considerable progress in implementing the three projects.

1. Emergency Shelter Supplies

Chief Cresta will give an update on the emergency shelter supplies project. The Fire Department took delivery of the supplies and trailer the second week of January. After identifying and purchasing some additional items needed to make the trailer operational, including a gas can, extension cord, wheel chock, and ratchet system to secure the carts during transportation, the Fire Department reports that the trailer is now ready for use. The Fire Department is now in the process of completing registration of the trailer, completing the checklist for operations of the trailer, training City staff on the use of the trailer and supplies, sending staff to Shelter Operations Training provided by the American Red Cross, and conducting training exercises with the shelter supplies.

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In addition, Chief Cresta informed me that the original budget for the emergency shelter supplies inadvertently did not include sales tax on the supplies. Sales tax on the purchases totaled \$2,649. Fortunately, the critical facilities site assessments project came in under budget, and that balance will cover the sales tax on the shelter supplies.

2. Critical Facilities Site Assessments, Incident Action Plans, and Joint Public Safety Training

Chief Barberini will report on the second project: critical facilities site assessments, incident action plans, and joint public safety training. Implementation of this project is well underway. The Police Department is working with a consulting group that has extensive experience in this field, including direct involvement in the recent mass shooting in San Bernardino and multiple active shooter responses at Los Angeles International Airport.

The consultants traveled to San Bruno in November at their own expense and toured the three sites identified for this project (Capuchino High School, Parkside Middle School, and San Bruno City Hall). They also spent several hours with the Police Department in an effort to assess the Department's needs, culture, and present capabilities. Based on this assessment, the consultants produced a proposal that met the City's requirements and budget. The Department anticipates that this project will be completed approximately \$3,000 under budget (thus covering the overage in the cost of the sheltering supplies project).

From February 27 to March 1, staff and the consultants will spend an entire day at each of the three identified facilities, structuring the elements of the site-specific training exercises and building out incident scenarios for each location.

The Department plans to have all three of the training exercises completed by mid-April. Such training will include multiple, realistic scenarios, and police personnel, fire personnel, medics, and staff from each facility will participate. All exercises will be critiqued and debriefed to identify strengths, weaknesses, and lessons learned.

The consulting group will produce "After Action Reports" and "Incident Action Plans" for each site, which will be used to direct the City's response in the event of a real-life incident at any of these locations.

Once the assessments, plans, and trainings are completed for the three initial sites, the plan is to employ the Incident Action Plan format at additional public facilities. Private partners within San Bruno will also be asked to invest in this process to enhance preparedness and response levels at privately operated facilities.

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3. Police Officer Mindfulness, Compassion, and Resiliency Training

Chief Barberini will also report on the third project: police officer mindfulness, compassion, and resiliency training. The Police Department has completed training for all of its employees.

The Mindful Badge Initiative facilitated two separate three-day Mindfulness and Resiliency Residential Intensive Courses for SBPD personnel (one on December 12-14, and the other on January 13-15) at the Vallombrosa Center in Menlo Park. Police command staff, sergeants, detectives, corporals, officers, dispatchers, clerks, community service officers, and other staff received approximately 28 hours of training and instruction on such topics as meditation, mindfulness, trauma science and management, body/mind connection, stress reduction, sleep improvement, and family dynamics. All attending personnel received yoga mats, meditation cushions, reading materials related to the topic, and resources for continued practice.

In the next three months, at least two Department personnel will receive additional training and be certified as mindfulness coaches. As trained, these individuals will be able to provide ongoing mindfulness practice assistance to department personnel desiring it.

The facilitators positively commented on the San Bruno trainings, stating that SBPD was the most engaged and participatory police department that has participated in the intensive program to date.

Feedback from SBPD personnel that attended has been very positive. Department leadership anticipated some reluctance on the part of staff to this new and relatively unconventional training program. To the contrary, most attendees have been very complimentary of, and thankful for, this training opportunity. Some of the benefits that attendees have reported include drastically improved sleep; improved relationships and interactions with family members; improved diet and exercise regimens; increased feelings of control over emotions and reactions; overall feelings of greater calm and ease; and greater comfort with feeling compassion for the people they deal with throughout the day as police officers. Many staff members have reported regularly meditating and practicing the techniques learned at the training since the training ended.

4. Google/YouTube First Responder Donations and Mobile Command Vehicle Proposal

Following the tragic April 2018 shooting at YouTube's San Bruno headquarters, First Responder donations from Google.org and employees from Google and YouTube have totaled slightly more than \$303,000.

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The City is working on an additional first responder proposal for a mobile command vehicle to be funded by these additional funds. Last August, Police and Fire Department personnel conducted a needs assessment for the possibility of procurement of a mobile command vehicle. Staff conducted site visits of allied agencies in San Mateo County to view their mobile command vehicles for comparison and operability concerns. The Departments considered a self-contained trailer system, towed by a truck, in lieu of a standalone vehicle, but concluded a mobile command vehicle would be more practical for both departments.

Based upon several recent incidents, the Departments also researched the appropriate size of the vehicle, settling on a mobile command vehicle 8.5 feet wide by 33 feet long, which will enable an adequate deployment of resources within the vehicle to handle most emergencies. Staff has identified a potential storage area for the vehicle in the secured SBPD parking garage adjacent to the police facility. Minor modifications of the east entrance to this parking area will be required to accept a vehicle of the proposed size.

Staff has met with one vendor willing to supply rough drawings of the City's needs along with the necessary components and technology to be installed in the vehicle. The working group consisting of Fire, Police, City management, and IT is meeting regularly with other stakeholders to fully understand the necessary technological hardware installations that will be required to communicate on a local level with the City Emergency Operations Center, San Mateo County Office of Emergency Services, and regional emergency management partners.

The City hopes to have a concrete proposal developed for the mobile command vehicle in the coming months, which we will bring to the Board for consideration of a second First Responder grant using the Google/YouTube funds.

SAN BRUNO

Community Foundation

Memorandum

DATE: March 1, 2019

TO: Board of Directors, San Bruno Community Foundation

FROM: Leslie Hatamiya, Executive Director

SUBJECT: Report from Ad Hoc Committee on Recreation and Aquatics Center Project, Project Update Presentation by Dawn Merkes of Group 4 Architecture, Research + Planning and Joanne Magrini, San Bruno Community Services Director, and Resolution Approving Strategic Grant to the City of San Bruno for Project and Construction Management Services Related to the Recreation and Aquatics Center Project in an Amount Not to Exceed \$929,000

In March 2018, the Board created the Ad Hoc Committee on Recreation and Aquatics Center Project to serve as the Foundation's liaison to the City of San Bruno in the design and construction of a new recreation and aquatics center in San Bruno City Park, to be funded by up to \$50 million in strategic grants from the Foundation. On behalf of the Committee, President Frank Hedley will provide an update on the Recreation and Aquatics Center Project at the March 6, 2019, Board meeting. Board Member Nancy Kraus also sits on the Committee.

As you know, the overall project consists of three phases: conceptual design, development of schematic design plans and construction drawings, and construction. The Foundation and City have agreed to fund the project through a series of separate grant agreements that will cover specific portions of the project costs, rather than a single grant for the full \$50 million. The first grant for the conceptual design phase has been completed and in the end totaled \$416,108.85. The Foundation completed payment on the grant in November 2018. The second grant, for up to \$5,420,388, covers architectural services through the schematic design/construction documents and construction phases and is outlined in more detail below. The Board will consider the third grant related to the project, for project and construction management services, on March 6.

1. Grant #2: Architectural Services for Project Phases 2 and 3

In December 2018, the City finalized its contract with Group 4 Architecture, Research + Planning for architectural services for Phase 2 (schematic design and construction documents) and for support services through Phase 3 (construction). Following execution of the contract, in January 2019 the Foundation and the City executed the second grant agreement for the project, cover the costs associated with architectural design and support costs for the remainder of the project. On September 5, the Board approved a strategic grant, in an amount

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not to exceed \$5,625,000, to the City of San Bruno to cover these expenses as well as the hiring of project management services for Phase 2. However, because the City had not yet completed selection of a project management firm, the City Manager and I agreed to exclude the project management fees from the second grant agreement. Thus, the grant amount in the grant agreement is for an amount not to exceed \$5,420,388 and runs through March 2022. Grant payments will be made on a quarterly basis, based on a progress report submitted by the City each quarter outlining expenses incurred.

2. Phase 2: Schematic Design

The project is currently in the schematic design portion of Phase 2, led by Group 4. During schematic design, the architects build upon the conceptual design with more concrete design plans and building specifications with consideration for the building's program elements, project schedule, and project budget. During this phase, the Group 4 team is conducting technical meetings with key City departments, an internal steering committee of key City staff, and an advisory committee on which President Hedley and I serve along with representatives of the City Council, the Parks and Recreation Commission, and the Planning Commission. Group 4 will also undertake some public engagement activities, including presentations to the City Council, the Parks and Recreation Commission, and the Planning Commission.

The City and Group 4 are focused on the project budget as well as the business plan for operating the building once it's completed, making sure the design decisions being made are consistent with both. The City is also exploring options for supplementing the project budget with additional funding sources.

3. Project Update Presentation

As part of the community outreach efforts, at the March 6 Board meeting Dawn Merkes of Group 4 Architecture, Research + Planning and Joanne Magrini, San Bruno Community Services Director will give a presentation to the Board about the recreation and aquatics center project. They will update the Board on the schematic design process and overall progress on the project.

4. Grant #3: Project Management and Construction Services for Project Phases 2 and 3

This agenda item will contain one action item – a resolution approving a strategic grant to the City for project and construction management services on the project in an amount not to exceed \$929,000.

In mid-September the City issued a Request for Proposal (RFP) for project and construction management services for the Recreation and Aquatics Center project. The City received several

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proposals by the October 19 deadline, and a review panel (on which the City Manager asked me to serve) did an initial evaluation of the proposals in mid-November. The panel interviewed several finalists in mid-December, and, after an extended round of due diligence and checking references, City staff has selected Griffin Structures, a California-based firm with a Northern California office in Santa Clara, to provide professional project and construction management services for the project. The City has negotiated contract details for this arrangement with Griffin Structures, and the total cost for the services Griffin Structures is to provide is to not exceed \$929,000. The City Council will consider approval of the contract with Griffin at its upcoming March 12, 2019, meeting. Please review the attached memorandum from City Manager Jovan Grogan explaining the City's planned arrangement with Griffin.

The resolution would also authorize me as Executive Director to finalize and execute on behalf of the Foundation a grant agreement setting forth the specific terms and conditions, including the specific grant purposes, for such a grant to the City of San Bruno in an amount not to exceed \$929,000. Under the resolution, the Foundation would not execute the grant agreement for this grant until the City has presented the Foundation with written confirmation that it has executed a contract with Griffin Structures. Similar to the second grant for architectural services, I anticipate that grant payments will be made quarterly based on the City's submission of a quarterly progress report outlining actual costs incurred.

Please note that in developing the Foundation's FY2018-2019 budget, based on preliminary estimates for the project's second phase, we envisioned recreation and aquatics center grants totaling \$4 million this fiscal year. The architectural services grant, which we incurred this year, ended up being for \$5,420,388 because it included Group 4's fees for the remainder of the project, not just the schematic design and construction documents phase. If the third grant for project and construction management services is approved on March 6, the total amount incurred for recreation and aquatics center grants would total \$6,349,388, exceeding the budgeted amount by \$2,349,388. The newest \$929,000 grant (like the other two grants) would be counted against the \$50 million total the Foundation has earmarked for this project. The balance remaining after these three grants would be \$43,234,503.15.

The Committee recommends that the Board adopt the resolution approving a strategic grant to the City for project and construction management services on the project in an amount not to exceed \$929,000.

Attachments:

1. Memo from San Bruno City Manager Jovan Grogan, dated February 25, 2019
2. Resolution Approving Strategic Grant to the City of San Bruno for Project and Construction Management Services Related to the Recreation and Aquatics Center Project in an Amount Not to Exceed \$929,000



INTEROFFICE MEMORANDUM

CITY OF SAN BRUNO

Jovan D. Grogan
City Manager

OFFICE OF THE CITY MANAGER

DATE: February 25, 2019

TO: Leslie Hatamiya, San Bruno Community Foundation

FROM: Jovan D. Grogan, City Manager

PREPARED BY: Jimmy Tan, Public Works Director

SUBJECT: Project and Construction Management Services for the Recreation and Aquatics Center Project

Background

In 2015, the San Bruno Community Foundation (SBCF) conducted a broad-based Community Listening Campaign to identify the community's priorities for use of the restitution funds received following the 2010 Pacific, Gas & Electric Company (PG&E) gas pipeline explosion in San Bruno's Crestmoor neighborhood. To narrow the results of the Listening Campaign, the City conducted a subsequent facilitated community discussion in 2016, to establish community facility prioritization, which identified replacement of the Veterans Memorial Recreation Center and Swimming Pool as the community's highest priority.

The new Recreation and Aquatics Center Project (Project) is planned as a single project to be located in San Bruno City Park, 251 City Park Way, in the same general area as the existing Veterans Memorial Recreation Center. The Project consists of three separate phases. The first phase of work included the conceptual design of the new Recreation and Aquatics Center. The second phase is to proceed with the development of schematic design plans and construction drawings, and the third phase is project construction.

On December 12, 2017, the City Council approved a contract with Group 4 Architecture Research and Planning, Inc. (Group 4) for the development of the conceptual design (Phase I) of the new community facility. The development of the conceptual design included several components such as program alternatives, site analysis and alternatives, building alternatives, project budget and operating strategies, analysis and evaluation of identified alternatives, selection of recommended alternative, conceptual design package and budget, and public engagement. Group 4 facilitated a community engagement process to obtain feedback and participation in program design and features of the new Recreation and Aquatics Center. Community feedback collected from over 1,700 participants, in conjunction with input and review by City staff and several Commissions, was used to assist in the development of program enhancements, design values and strategies, site options and exterior materiality. The City also developed a Recreation and Aquatics Center Advisory Committee (RAC Committee) to serve as a working committee. The RAC Committee was comprised of two Councilmembers, two members of the San

Bruno Community Foundation Board, two members of the San Bruno Park and Recreation Commission, and several City staff members.

On July 24, 2018, the City Council approved a contract with Group 4 for the development of the design and construction documents (Phase II). The scope of work includes six main tasks: schematic design development; design development and review; construction documents/plan check at 90%; bid documents and back check; support to bidding and award of the construction contract; and construction support. The project includes the realignment of City Park Way, improvements to the parking lot and landscaping along City Park Way in addition to demolition of the existing facilities and the new construction.

Due to limited staff resources, the City is unable to dedicate a staff to perform as project manager on this Project. This contract with Griffin Structures will provide comprehensive project and construction management services to manage the design and construction phases of the new Project. The firm will also serve as the City's representative and overseeing the work of the architect, builder, and subcontractors to ensure that the Project is completed in conformance with the City's scope, quality, schedule and budget requirements.

Consultant Selection

The City issued a Request for Proposals (RFP) for professional project and construction management services for the Project on September 13, 2018. Staff received four proposals from Griffin Structures, CSG Consultants, Gibane and Cumming Construction Management, Inc. on October 19, 2018 and conducted an evaluation based on the following criteria:

- Proposed Work Plan and Approach
- Experience with project and construction management services for similar project in size and complexity that includes a swimming pool component
- Quality and completeness
- Relevance and conciseness
- Qualifications and experience of staff
- Completion of similar projects and references
- Manpower allocation

Although the City is not required to consider cost as a criteria in the selection process, the cost of services were reviewed. The proposals ranged from \$930,000 to \$2,000,000.

Three of the four firms were requested to attend an interview with City and Community Foundation staff on December 14, 2018. Based on the evaluation of the proposals and interview, staff is recommending Griffin Structures to provide the professional project and construction management services for the Project. Approximately 90% of the firm's work is for the public sector. The firm has managed and provided similar services for numerous municipal agencies related to construction of community centers, sports complexes, and libraries. Some of their projects includes Marguerite Aquatics Center Renovation, Mission Viejo, CA, Lake Forest Recreation Center & Sports Complex, Lake Forest, CA, Fullerton Recreation and Aquatics Center, Fullerton, CA, the Resort at Pelican Hill, Newport Beach, CA, Woodbury Recreation Center, Irvine, CA, Vista Hermosa Sports Park & Aquatics Center, San Clemente, CA, and Esencia Sports Park, Rancho Mission Viejo, CA.

The scope of work for the project and construction management services includes, but not limited to, coordinating the communication and work with the City's team, architect and

contractor, monitoring project schedule and budget, performing quality control and review of all architectural deliverables, conducting independent cost estimates to corroborate the estimates prepared by the architect, monitoring construction phase activities, observing construction activities to determine compliance with the drawings and specifications, monitoring construction costs, and performing quality assurance and quality control.

Project Schedule

For the project schedule, the schematic design and preparation of the construction documents will take approximately 16 months to complete with the tentative submittal in April 2020. The bidding and construction phases is currently estimated to be approximately 24 months.

Project Cost

The total cost for this project and construction management services with Griffin Structures for the Recreation and Aquatics Center Project is to not exceed \$929,000.

RESOLUTION NO. 2019-__

**RESOLUTION OF THE SAN BRUNO COMMUNITY FOUNDATION APPROVING STRATEGIC GRANT
TO THE CITY OF SAN BRUNO FOR PROJECT AND CONSTRUCTION MANAGEMENT SERVICES
RELATED TO THE RECREATION AND AQUATICS CENTER PROJECT IN AN AMOUNT NOT TO
EXCEED \$929,000**

WHEREAS, in the spring of 2015 the San Bruno Community Foundation conducted a Community Listening Campaign, through which the upgrade and expansion of San Bruno's community facilities, including its recreation center, swimming pool, and library, as well as the need for community center facilities, were identified as important community needs;

WHEREAS, in November 2015, the Foundation's Board of Directors established a quasi-endowment of \$15 million to be invested following a long-term investment strategy, with the remaining balance of the approximately \$70 million in the Foundation's funds to be used to fund programs and operations, and identified strategic grantmaking priorities, including such capital projects as upgraded library/community center, year-round swimming pool, and recreation center facilities;

WHEREAS, in January 2016, the Board agreed to provide funds not to exceed \$300,000 to the City of San Bruno to fund the completion of a Community Facilities Vision Plan focused on the Foundation's capital project strategic priorities and related facilities;

WHEREAS, from late summer 2016 through the beginning of 2017, the City of San Bruno, with the assistance of Anderson Brule Architects, conducted a community facilities visioning and prioritization process that solicited input from the San Bruno community on capital project concepts involving standalone and combined recreation center, library, community center, and swimming pool facilities;

WHEREAS, on February 14, 2017, after receiving and considering the results of the community facilities visioning and prioritization process, the San Bruno City Council agreed by consensus to build a new recreation and aquatics center facility in San Bruno City Park and directed the City Manager to (a) move forward with selecting a firm to do preliminary conceptual design development and programming, and (b) formally request from the Foundation funding of \$50 million to support this project;

WHEREAS, concluding that a new recreation and aquatics center would be a meaningful investment benefiting the entire San Bruno community for years to come and a tangible tribute to the Crestmoor neighborhood and those residents who most directly experienced the devastation of the 2010 gas pipeline explosion, on March 1, 2017, the Board approved a resolution expressing its support for the concept of the Foundation making a strategic grant to the City of San Bruno for the planning, design, and construction of a new recreation and

aquatics center in an amount not to exceed \$50 million and directing the Executive Director to proceed with negotiating and proposing the terms of such grant arrangement with the City;

WHEREAS, upon advice of legal counsel, the Executive Director and the Ad Hoc Committee on Program Strategy Development proposed a multi-stage grantmaking approach to the project, beginning with a strategic grant to cover expenses related to the project's conceptual design stage;

WHEREAS, on November 1, 2017, the Board approved a strategic grant, in an amount not to exceed \$550,000, to the City of San Bruno to cover expenses in connection with the conceptual design of a community recreation and aquatics center for the benefit of the public;

WHEREAS, in November 2018, after the City concluded, with the guidance of Group 4 Architecture, Research + Planning, the conceptual design of the recreation and aquatics center, the Foundation completed payment on the conceptual design grant totaling \$416,108.85;

WHEREAS, the City Council, on July 24, 2018, authorized the City Manager to execute a contract with Group 4 Architecture, Research + Planning, in an amount not to exceed \$5,420,388, for architectural services related to the recreation and aquatics center project for tasks including schematic design development, preparation of construction and bid documents, and support to the construction bid and award processes and through the project construction; and

WHEREAS, on September 5, 2018, the Board approved a strategic grant, in an amount not to exceed \$5,625,000, to cover the costs to be incurred in connection with obtaining architectural and other services through the completion of the project;

WHEREAS, in January 2019, based on the City's executed contract with the selected architectural firm, the Foundation and the City executed a grant agreement for the second strategic grant for architectural services related to the recreation and aquatics center project for an amount not to exceed \$5,420,388;

WHEREAS, the City has determined a need, due to limited staff resources, to engage a professional project and construction management firm to assist the City in managing the design and construction phases of the project;

WHEREAS, after issuing a Request for Proposals for professional project and construction management services for the recreation and aquatics center project and evaluating and conducting due diligence on the firms that submitted proposals, the City selected Griffin Structures to provide the professional project and construction management services for the project; and

WHEREAS, on March 12, 2019, the San Bruno City Council will consider a resolution authorizing the City Manager to execute a contract for project and construction management services with Griffin Structures in an amount not to exceed \$929,000;

NOW, THEREFORE, BE IT RESOLVED that the Board of Directors approves a strategic grant, in an amount not to exceed \$929,000, to the City of San Bruno to cover expenses associated with obtaining project and construction management services related to the design, development, and construction of a community recreation center and aquatics center for the benefit of the public.

BE IT RESOLVED FURTHER that the Board hereby authorizes Executive Director Leslie Hatamiya to finalize, and execute on behalf of this corporation, a Grant Agreement setting forth the specific terms and conditions, including the specific grant purposes, for such a grant to the City of San Bruno in an amount not to exceed \$929,000, contingent on City of San Bruno providing written confirmation that it has entered into a professional services agreement with a project and construction management services firm related to the design, development, and construction of a community recreation and aquatics center for the benefit of the public.

Dated: March 6, 2019

ATTEST:

John McGlothlin, Secretary

I, John McGlothlin, Secretary, do hereby certify that the foregoing Resolution No. 2019-__ was duly and regularly passed and adopted by the Board of Directors of The San Bruno Community Foundation on this 6th day of March, 2019, by the following vote:

AYES: Board members:

NOES: Board members:

ABSENT: Board members:

SAN BRUNO

Community Foundation

Memorandum

DATE: March 1, 2019

TO: Board of Directors, San Bruno Community Foundation

FROM: Leslie Hatamiya, Executive Director

SUBJECT: Report on Other Programs (Crestmoor Neighborhood Memorial Scholarship, Community Grants Fund, and Other Strategic Grants)

At the March 6, 2019, Board meeting, I will give an update on the Crestmoor Neighborhood Memorial Scholarship, the Community Grants Fund, and other strategic initiatives.

1. Crestmoor Neighborhood Memorial Scholarship

The 2019 Crestmoor Neighborhood Memorial Scholarship launched in early December 2018, when the online application became accessible and we began distributing updated marketing materials to local schools and throughout the community. The online application is available on the Foundation website, sbcf.org, and the application deadline is March 6, 2019. Program Consultant Stephanie Rutgers has been handling the day-to-day management of the program.

Over the past two months, Ms. Rutgers has conducted two scholarship workshops at Capuchino High School and two workshops at Skyline College. One of the Capuchino workshops specifically targeted high school seniors planning to attend community college in the fall.

Online registration for the scholarship application has been robust, and we expect the number of submitted applications to be in the same range as last year, when we had 40 high school applicants and 30 community college applicants.

We are in the process of preparing materials for the volunteer selection panel, which will follow a similar schedule as last year. We expect to notify applicants of the results of the selection process before the end of April. The scholarship winners will be recognized at the June 5, 2019, Board meeting. In the budget approved by the Board last June, the 2019 Crestmoor Scholarship is budgeted at \$120,000 (same as 2018 and 2017).

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2. Community Grants Fund

a. 2016-2017 Grant Cycle

We previously reported that we extended the grant period to December 31, 2018, for the San Bruno Lions Foundation's grant to renovate the Belle Air Community Building, due to a delay in the project. In the fall, the Lions informed us that they and the City had decided to cease plans to rehabilitate the Belle Air Community Building and, in December, formally requested that the \$25,000 grant be redirected toward a new project in partnership with the City of San Bruno – the renovation of the City-owned Tom Lara Field grandstand and concession stand located in San Bruno City Park. Under the leadership of Greg Pierce, the Lions have made upgrades to the Lara Field grandstand and concession stand a priority. The project, which is to be completed in 2019, will include a complete cleaning and water blasting of the exterior grandstand seating area, clearing out all water damaged equipment and material in the interior snack bar area, applying several coats of silicon coating to the exterior grandstand area to waterproof it, restoring and replacing equipment to interior snack bar, and undertaking other miscellaneous repairs. The project budget exceeds the \$25,000 in grant funds and includes monetary and in-kind donations from the Lions. The project has the support of City staff.

With the support of then-President Kraus, in December I executed an amendment to the grant agreement with the Lions changing the Grant Purposes from renovations on the Belle Air Community Building to renovations on the Lara Field grandstand and concession stand and extended the grant period to December 31, 2019.

b. 2017-2018 Grant Cycle

At the end of 2018, we received requests from three grantees – Capuchino High School Alumni Association, Project Sentinel, and First 5 San Mateo County – asking to extend the grant period because they were unable to expend all of their grant funds by December 31, 2018. CHSAA had a balance of \$954 remaining (on its \$13,700 grant) to spend on science equipment and supplies and was waiting for additional teacher requests for use of the funds; Project Sentinel had a balance of about \$8,000 (of its \$20,000 grant) due to the primary staff member on the funded project needing to take an extended medical leave in 2018; and First 5 had a balance of about \$6,000 (of its \$15,000 grant) as a result of some project costs coming in under budget. All three grantees provided written plans for expending the balance of their grant funds. As a result, I executed amendments to the three grant agreements, providing for reasonable extensions to use their grant funds – to January 31, 2019, for Project Sentinel (allowing for a pop-up housing clinic in January), to February 28, 2019, for CHSAA (allowing teachers to request additional purchases of science equipment and supplies), and to June 30, 2019, for First 5 (allowing

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remaining funds to be spent on consultant fees to do outreach to key stakeholder groups, disseminating the childcare needs report, and to potentially add an addendum to the report).

c. 2018-2019 Grant Cycle

In December, the Board approved 25 grants totaling \$300,000 (of which \$100,000 was donated by YouTube/Google.org). We have executed grant agreements for all 25 grants and distributed all but one grant checks, which is scheduled to be distributed in the near future.

We want to give a big thank you to the following Board members who have represented the Foundation by personally delivering grant checks to various grantees: Frank Hedley, Tim Ross, Pat Bohm, and John McGlothlin. This year we have primarily focused on in-person grant check presentations for new grantees. The grantees have expressed their deep appreciation for the grant awards as well as the personal check presentations. For returning grantees, we intend to schedule site visits by staff or Board members over the year to see (and photograph) our grants “in action.” Emily Roberts has already done one site visit to CORA, meeting with a crisis counselor and visiting its call center.

d. 2019-2020 Grant Cycle

Following our usual schedule, we plan to launch the 2019-2020 cycle of the Community Grants Fund at the beginning of July. At this time, we do not anticipate making any significant changes to the program.

3. Other Strategic Grants

a. Music Education Strategic Initiative

Implementation of the second year of the Music Education Strategic Initiative is proceeding on schedule. Annual reports from both the San Bruno Education Foundation and the Capuchino High School Alumni Association are due in mid-March, and we look forward to receiving written updates on the Initiative. Later this year, we will have representatives of both organizations orally report to the Board about the implementation of the Initiative in the second year.

Under the leadership of SBEF Vice President Bryan Vander Lugt, the Initiative’s steering committee recently met to discuss plans for the 2019-2020 school year. Preliminary planning is underway for the second “Music in the Air” community concert. The group is considering doing a concert in San Bruno City Park (instead of the Capuchino High School theater) on a spring weekend in order to attract a broader community audience. The steering committee led by

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SBEF is also looking at coordinated fundraising efforts among SBEF, CHSAA, the schools, and the PTAs in order to sustain the music programs at the current levels after SBCF funding sunsets.

b. SBPSD Schools Transformation Strategic Grant

On June 6, 2018, the Board approved a \$250,000 grant to the San Bruno Education Foundation to support two projects central to the San Bruno Park School District's current efforts to transform into "Schools with Tomorrow Inside" – the Sobrato Early Academic Language (SEAL) Program at Belle Air and Allen Elementary Schools and the Parkside Intermediate School Accelerating Student Learning Through Systems Transformation. In July, SBEF and I executed a grant agreement for this strategic grant, and the Foundation disbursed payment of the \$250,000 grant to SBEF.

Implementation of the SEAL program is well underway. Teachers participating in the program completed teaching of the first unit using the SEAL methodology in early January and completed the second professional development module in late January, followed by an all-day unit development session for each grade level. Through the modules, teachers have gained new strategies and understandings about language and academic development. Module 1 was primarily about getting students talking and creating classrooms that support oral language; Module 2 focused on deepening academic language and on English language development, or ELD, the language and conceptual tools to engage in academic analytical talk and thought. Teachers will teach a second SEAL unit that encompasses strategies from Modules I and II will begin in early March and run for six weeks. They will also receive the Module 3 instruction in mid-March, with a third teaching unit using new techniques launching in May.

At Parkside, a school transformation partner from Partners in School Innovation has been providing on-site support 1.5 days per week. The support provided has included weekly support for the principal and the Instructional Leadership Team (ILT) to develop instructional leadership capacity and plan for teacher professional learning; classroom observations with the principal to identify strengths and areas for growth in the instructional program; planning for ILT classroom visits/peer observations to monitor current state of instruction and inform teacher professional learning; capacity-building of departmental and grade level teams to analyze data and identify shared strategies, particularly around supporting students to explain their thinking; and collaboration with the principal to research options for adjusting the bell schedule to ensure all students have access to interventions and electives and that teachers have common prep periods for collaboration.

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c. Community Day 2019

At the December 5, 2018, Board meeting, the Board approved a resolution committing to a strategic grant of up to \$30,000 to the City to help fund Community Day 2019 and authorizing staff to again receive donations earmarked for Community Day from corporate and other donors. The City Manager and I executed the grant agreement for this strategic grant in mid-December.

Since then, the Foundation has approached the community partners that supported Community Day 2018. Sponsors have the option of making their contributions to the Foundation as a 501(c)(3); they can also provide financial support directly to the City if that is their preference. So far, we have secured sponsorships totaling \$21,500: Sammut Family Foundation (\$10,000), YouTube (\$5,000), Skyline College (\$5,000), and Recology San Bruno (\$1,500). Staff in the City's Community Services Department has taken a much more active role in fundraising this year, approaching a number of new potential sponsors. City staff has secured an additional \$2,000 in sponsorships thus far: \$1,000 each from the Watson ~ Marshall Group and an anonymous donor.

d. Pedestrian Safety Strategic Initiative

As you know, the Board committed \$263,952 to the City of San Bruno for pedestrian safety improvements, and in the fall of 2018, the City completed the installation of five sets of flashing beacons around town (two near Parkside Intermediate School, one near Portola Elementary School, one near John Muir Elementary School, and one on the southern end of San Mateo Avenue). In late December, the City submitted its grant report to the Foundation, and the Foundation disbursed a grant check of \$215,154 to the City in early January. The City then informed us that there was a calculation error in the budget spreadsheet and provided a revised grant report showing an additional \$7,831 in expenses. The Foundation disbursed a final grant payment in that amount to the City in late January. In the end, the grant totaled \$222,985. The balance of \$40,967 now shows up on the Foundation's current year financial statements as miscellaneous income, as the expense for the original grant amount was accrued in the previous fiscal year.

e. Florida Avenue Park

Construction of the new City-owned park on Florida Avenue, which the Foundation has supported with a \$200,000 grant – continues to be stalled due to the threat of a lawsuit by a group of community members related to the removal of two trees on the site. The City continues to work on resolution of the issue in an effort to avoid litigation.

SAN BRUNO

Community Foundation

Memorandum

DATE: March 1, 2019

TO: Board of Directors, San Bruno Community Foundation

FROM: Leslie Hatamiya, Executive Director

SUBJECT: Report from Ad Hoc Committee on Board Development and Resolution
Creating Process for Soliciting and Reviewing Applications for Service on the
SBCF Board of Directors

At the March 6, 2019, Regular Board Meeting, the Ad Hoc Committee on Board Development will report on its activities and present, for Board consideration, its proposal creating a process for soliciting and reviewing applications from individuals seeking appointment to the Foundation's Board of Directors. Chair Emily Roberts will give the report on behalf of the Committee, on which Secretary John McGlothlin and Board Member Nancy Kraus also serve.

On December 31, 2019, the second terms of three current Board members – Frank Hedley, Patricia Bohm, and Regina Stanback Stroud – will conclude. The San Bruno City Council first appointed Mr. Hedley, Ms. Bohm, and Dr. Stanback Stroud to the Board in October 2013 for two-year terms. In late 2015, the Council appointed the three Board members to an additional four-year term (January 1, 2016 – December 31, 2019). Under the Foundation's Bylaws, they are "termed out" after serving two consecutive terms.¹ As a result, three new Board members will need to be appointed for terms beginning January 1, 2020, and terminating on December 31, 2023.

Under Article V, Section 5 of the Bylaws, the City Council designates individuals to serve on the Board of Directors. Through City Manager Jovan Grogan, the City Council has asked the Foundation Board to handle the solicitation of applications for service on the Board, evaluate those applications received, and forward to the Council a list of finalists for consideration, along with the list of all applications received.

On February 6, 2019, the Board expanded the charge of the Ad Hoc Committee on Board Development to include development of a proposal – to be considered by the Board – for

¹ Under Article V, Section 6 of the Bylaws, "No Director shall hold office for longer than two consecutive terms; a two-year term followed by a four-year term shall constitute two consecutive terms.... A Director may be reappointed two years after serving two consecutive terms."

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soliciting, receiving, and evaluating applicants for the Board and recommending finalists to the City Council, and implementation of the process once approved.

Since February 6, the Committee has worked diligently to craft the proposal outlined in Exhibit A. The proposal includes seven components:

- Roles of the Ad Hoc Committee on Board Development, SBCF Board of Directors, and San Bruno City Council
- Call for Applications
- Online Application
- Outreach/Publicity Plan
- Review Process
- Recommendation to the City Council
- Timeline

In a nutshell, the proposal calls for the launching of an online application, which the Foundation's IT consultants at Shake Technologies have created using the FormAssembly online platform, through which individuals can express their interest in serving on the Foundation Board, with an application deadline of April 3, 2019. The proposal includes a strategy for publicizing the application and Board service opportunity throughout the San Bruno community and sets forth the Committee's process for reviewing and evaluating those applications received and presenting a slate of finalists to the Foundation Board, for recommendation to the City Council. The Call for Applications will serve as the primary marketing document outlining the opportunity to apply for service on the Board and provides background information on the Foundation and outlines the openings on the Board, expectations of the Board as a whole, expectations of individual Board members, Board terms and expected participation, qualifications, and the application process. The goal is for the Council to appoint, by the end of July, three individuals to the Board for four-year terms commencing on January 1, 2020.

The Committee looks forward to presenting its proposal to the Board on March 6 and recommends that the Board adopt the process as outlined for implementation this spring.

Attachments:

- Resolution Creating Process for Soliciting and Reviewing Applications for Service on the SBCF Board of Directors
- Exhibit A: Proposal for SBCF Board Applications Solicitation and Review Process
- Call for Applications

RESOLUTION NO. 2019-__

**RESOLUTION OF THE SAN BRUNO COMMUNITY FOUNDATION
CREATING PROCESS FOR SOLICITING AND REVIEWING APPLICATIONS FOR SERVICE ON THE
SBCF BOARD OF DIRECTORS**

WHEREAS, the second terms of three current members of The San Bruno Community Foundation's Board of Directors will conclude on December 31, 2019, and under the term-limit provision of Article V, Section 6 of the Foundation's Bylaws, those Board members will be precluded from being appointed to another consecutive Board term;

WHEREAS, under Article V, Section 5 of the Bylaws, the San Bruno City Council shall designate all Foundation Board members;

WHEREAS, through the City Manager the City Council has proposed that the Foundation Board solicit, receive, and review applications from individuals interested in serving on the Board and forward to the City Council those applications along with a short list of finalists the Board recommends for appointment;

WHEREAS, on February 6, 2019, the Board expanded the charge of the Ad Hoc Committee on Board Development to include developing a proposal, subject to Board approval, of a process for soliciting and reviewing applications from individuals seeking appointment to the Board and implementing that process once approved; and

WHEREAS, the Ad Hoc Committee on Board Development has developed a proposal, as outlined in Exhibit A, for soliciting and reviewing applications from individuals seeking appointment to the Board.

NOW, THEREFORE, BE IT RESOLVED that the Board of Directors adopts the process for soliciting and reviewing applications from individuals seeking appointment to the Board proposed by the Ad Hoc Committee on Board Development, as outlined in Exhibit A, and directs the Committee to lead implementation of that process.

Dated: March 6, 2019

ATTEST:

John McGlothlin, Secretary

I, John McGlothlin, Secretary, do hereby certify that the foregoing Resolution No. 2019-__ was duly and regularly passed and adopted by the Board of Directors of The San Bruno Community Foundation on this 6th day of March, 2019, by the following vote:

AYES: Board members:

NOES: Board members:

ABSENT: Board members:

SAN BRUNO

Community Foundation

Proposal for SBCF Board Applications Solicitation and Review Process

March 1, 2019

1. Roles of the Ad Hoc Committee on Board Development, SBCF Board of Directors, and San Bruno City Council

Under Article V, Section 5 of the San Bruno Community Foundation's Bylaws, the San Bruno City Council designates individuals to serve on the Foundation's Board of Directors. Three seats on the Board of Directors will need to be filled for terms beginning January 1, 2020.¹

Through City Manager Jovan Grogan, the City Council has asked the Foundation Board to handle the solicitation of applications for service on the Board, evaluate those applications received, and forward to the Council a list of finalists for consideration, along with the list of all applications received.

On February 6, 2019, the Foundation Board tasked the Ad Hoc Committee on Board Development – which is comprised of Chair Emily Roberts and Committee Members Nancy Kraus and John McGlothlin – to include developing a proposal, subject to Board approval, of a process for soliciting, receiving and evaluating applications from individuals seeking appointment to the Board and implementing that process once approved.

Therefore, the Committee is charged with developing and implementing the process set forth in this document, the Foundation Board is charged with approving a slate of finalists, based on the Committee's recommendations, to present to the City Council, and the City Council will receive the Board's recommendation and appoint the individuals to fill the open seats on the Board.

2. Call for Applications

The attached "Call for Applications" will serve as the primary document outlining the opportunity to apply for service on the Board and the process for doing so. This document provides background

¹ On December 31, 2019, the second terms of three current Board members – Frank Hedley, Patricia Bohm, and Regina Stanback Stroud – will conclude. The San Bruno City Council first appointed Mr. Hedley, Ms. Bohm, and Dr. Stanback Stroud to the Board in October 2013 for two-year terms. In late 2015, the Council appointed the three Board members to an additional four-year term (January 1, 2016 – December 31, 2019). Under the Foundation's Bylaws, they are "termed out" after serving two consecutive terms. Under Article V, Section 6 of the Bylaws, "No Director shall hold office for longer than two consecutive terms; a two-year term followed by a four-year term shall constitute two consecutive terms.... A Director may be reappointed two years after serving two consecutive terms."

information on the Foundation and outlines the openings on the Board, expectations of the Board as a whole, expectations of individual Board members, Board terms and expected participation, qualifications, and the application process.

3. Online Application

Individuals may apply for the Board using an online application that will be accessible on the Foundation's website (www.sbcf.org). The application consists of a short form seeking the applicant's contact information and several narrative questions:

- a. Please share your interest in serving on the Board of Directors of the San Bruno Community Foundation and your commitment to the Foundation's mission. Include highlights of your engagement and involvement in the San Bruno community. (No more than 500 words.)
- b. What relevant professional, volunteer, and personal experience, skills, expertise, education, qualities, and other qualifications would you bring to the San Bruno Community Foundation as a Board Member? Please include any past nonprofit Board experience. (No more than 500 words.)
- c. Please share at least one example demonstrating your interpersonal skills and/or your ability to cultivate relationships and convene, facilitate, and build consensus among diverse individuals. Examples can come from a professional, volunteer, or personal context. (No more than 250 words.)
- d. Are you willing to make the necessary time commitment service on the Foundation Board requires? What other volunteer commitments do you have or plan to make during the period from January 2020 to December 2023? (No more than 250 words.)

In addition, applicants will be required to upload a current resume in PDF format. Applicants will be able to start an application, save their progress, and then return to complete the application at a later time. A document listing all of the information collected in the application as well as the narrative questions will be available on the Foundation's website so that individuals can prepare their responses prior to starting the online form of the application.

Individuals lacking access to a computer or otherwise seeking assistance with completing the application may contact Executive Director Leslie Hatamiya.

The application deadline will be 5:00 p.m. on Wednesday, April 3, 2019.

4. Outreach/Publicity Plan

To inform community members about the opportunity to apply for a position on the Foundation Board, outreach activities will include:

- Posting the Call for Applications and the link to the online application on the Foundation website
- Posting the Call for Applications and a link to the Foundation's website on the City of San Bruno's website
- Emailing multiple blasts to the Foundation's email list (>600 email addresses)

- Sharing the opportunity with the Foundation's grantees
- Outreach to personal networks by Board members
- Posting on NextDoor by the City
- Announcing the opportunity at City Council meetings
- Requesting *San Bruno Patch* and *San Mateo Daily Journal* to publicize the opportunity

These activities will commence immediately following the Board's approval of this Board Applications Solicitation and Review Process. Efforts will be made to reach a broad audience of community members and to solicit applications from diverse candidates.

5. Review Process

The Committee will read and evaluate all applications received by the deadline. In evaluating the applications, the Committee will consider such factors as an applicant's:

- Civic engagement
- San Bruno engagement
- Commitment to SBCF's mission
- Professional/volunteer/personal experience and expertise
- Interpersonal skills and ability to cultivate relationships and convene, facilitate, and build consensus among diverse individuals
- Ability to meet the time commitment required of Board members

Based on this evaluation, the Committee will select a group of applicants to interview in person in May. The Committee may also conduct additional due diligence on applicants, including checking references.

By the end of May, the Committee will reach consensus on a slate of finalists to present to the Board at its June 5 meeting. In making its recommendation, the Committee will consider – in the context of the entire Board – the skills, experience, education, qualities, and other qualifications that it has identified as needs on the Board, based on the Foundation's current programs, finances, other activities, and stage of organizational development. The Committee will consider the assets of continuing Board members as well as needs resulting from the departure of the three retiring Board members.

6. Recommendation to the City Council

At its June 5 meeting, the Board will consider the Committee's recommendations and approve a slate of finalists to recommend to the City Council. After the Board meeting, the Board will submit in writing to the City Council the recommended slate of finalists and the list of all applications. The Foundation will also provide the City Council with access to all of the submitted applications.

Upon receiving the Board's recommendation, the City Council will utilize its authority under the Foundation's Bylaws to appoint three Directors to the Foundation Board for four-year terms commencing on January 1, 2020.

7. Timeline

The timeline for this process will be as follows:

- March 6: SBCF Board considers proposal
- March 7: Online application goes live; outreach efforts begin
- April 3: Deadline for submitting applications
- April-May: Committee reads and evaluates applications, interviews selected applicants, conducts further due diligence, and prepares slate of finalists to present to the Board
- June 5: Board considers Committee slate of finalists to recommend to the City Council
- Soon after June 5: Board submits its recommended slate of finalists, along with the list of all applicants, to the City Council
- By July 23: City Council appoints three new Board members for terms beginning January 1, 2020

Attachment:

- Call for Applications

SAN BRUNO

Community Foundation

Call for Applications: Service on the San Bruno Community Foundation Board of Directors

March __, 2019

About SBCF

The San Bruno Community Foundation is the nonprofit organization created by the City of San Bruno to administer the \$70 million in restitution funds received from PG&E after the devastating 2010 gas pipeline explosion in San Bruno's Crestmoor neighborhood. The Foundation's mission is to serve the San Bruno community by investing in projects, programs, services, and facilities that have significant and lasting benefits. Through making grants, leveraging partnerships, and taking advantage of other resources, the Foundation assists and enables the community to maximize shared investments and realize their subsequent enhancements and benefits.

The Foundation focuses on projects, programs, and initiatives that promote a healthy, vibrant, and equitable San Bruno community, especially where it can serve as a catalyst for significant enhancements in the quality of life for those who live and work in San Bruno. Current Foundation programs include the Crestmoor Neighborhood Memorial Scholarship, the Community Grants Fund, and strategic initiatives with the City of San Bruno, the San Bruno Education Foundation, and the Capuchino High School Alumni Association. The Foundation has earmarked up to \$50 million for the design and construction of a new recreation and aquatics center in San Bruno City Park.

The Foundation maintains a small office in San Bruno and is currently staffed by a full-time executive director, with additional support from accounting, program, and information technology consultants. For more information, visit the Foundation's website at www.sbcf.org.

Openings on the Board of Directors

The Foundation is governed by a seven-member Board of Directors appointed by the San Bruno City Council. Board terms are four years in length, and Board members may serve up to two consecutive terms. At the end of 2019, three current Board members will conclude their second terms on the Board, and the City Council will appoint three individuals to serve four-year terms commencing on January 1, 2020, and concluding on December 31, 2023.

Expectations of the Board as a Whole

The Board supports the work of the Foundation and provides mission-based leadership and strategic governance. While day-to-day operations are led by the Foundation's executive director, the Board-executive director relationship is a partnership, and the appropriate involvement of the Board is both critical and expected.

As the organization's governing body and to satisfy its fiduciary duties, the Board is responsible for:

- Determining the mission and purposes of the organization
- Selecting and evaluating the performance of the executive director
- Strategic and organizational planning
- Approving the Foundation's annual budget, audit reports, and material business decisions
- Ensuring strong fiduciary oversight and financial management
- Approving and monitoring SBCF's programs and services
- Enhancing SBCF's public image
- Assessing its own performance as the governing body of SBCF
- Fundraising and resource development

Expectations of Individual Board Members

Each individual Board Member is expected to:

- Know the organization's mission, policies, programs, and needs
- Faithfully read and understand the organization's financial statements
- Represent the Foundation to stakeholders and the broader San Bruno community and act as an ambassador and advocate for the organization
- Leverage connections, networks, and resources to develop collective action to fully achieve SBCF's mission
- Prepare for, attend, and conscientiously participate in Board meetings
- Participate fully on committees, as needed
- Follow the Foundation's bylaws, policies, and board resolutions
- Carry out his/her duties as a Board Member consistent with the following obligations: duty of care¹, duty of loyalty², and duty of obedience³
- Follow all applicable conflict of interest, ethics, and confidentiality policies and applicable laws, including submitting an annual conflict-of-interest disclosure statement, filing a Form 700 with the California State Fair Political Practices Commission as an appointed local official, and completing AB 1234 ethics training⁴

Board Terms/Participation

Foundation Board Members serve staggered four-year terms. Board members may serve two consecutive terms. A Board Member may be reappointed two years after serving consecutive terms.

¹ The duty of care describes the level of competence that is expected of a Board Member and is commonly expressed as the duty of "care that an ordinarily prudent person would exercise in a like position and under similar circumstances." This means that a Board Member owes the duty to exercise reasonable care when he or she makes a decision as a steward of the organization.

² The duty of loyalty is a standard of faithfulness; a Board Member must give undivided allegiance when making decisions affecting the organization. This means that a Board Member can never use information obtained as a member for personal gain, but must act in the best interests of the organization.

³ The duty of obedience requires Board Members to be faithful to the organization's mission. They are not permitted to act in a way that is inconsistent with the central goals of the organization. A basis for this rule lies in the public's trust that the organization will manage donated funds to fulfill the organization's mission.

⁴ Please note that Members of the Board of Directors and their spouses, domestic partners, and children are not eligible to apply for the Crestmoor Scholarship. Also note that the Foundation is unable to award grants to nonprofit organizations or other entities where a Board Member has a financial interest.

All meetings of the Board of Directors, or any standing committee thereof, is called, noticed, held, and conducted in accordance with the applicable provisions of the Ralph M. Brown Act (commencing with Section 54950 of the California Government Code). The Board of Directors takes no action other than at a meeting called.

Under its regular meeting schedule, the Board meets on the first Wednesday of each month at 7:00 p.m. at the San Bruno Senior Center, although, based on current work flow, the Board may not hold its regular meeting each month or may add special meetings as needed. For example, over the course of 2018, the Board met six times (five regular meetings and one special meeting). Two Board Members serve on the Investment Committee, which meets on the third Wednesday of February, May, August, and November at 4:30 p.m. at San Bruno City Hall. Other standing and ad hoc committees meet on an as-needed basis.

The time commitment required of Board Members varies from month to month and week to week, depending on a particular Board Member's committee assignments, status as an officer, participation on other special projects, as well as whether a Board meeting is scheduled. Officers, especially the president, may spend upwards of 40 hours a month on Foundation business, while other Board Members may dedicate four to ten hours a month to the Foundation.

Board Members serve without compensation.

Qualifications

We seek individuals who are passionate about the Foundation's mission and who have a robust track record of engagement in the San Bruno community to serve on the SBCF Board.

Candidates should have:

- A strong commitment to the Foundation's mission
- Engagement in the San Bruno community
- A sincere desire to serve the San Bruno community and see it thrive
- Strong interpersonal skills and an affinity for cultivating relationships and convening, facilitating, and building consensus among diverse individuals
- A broad, open-minded, big-picture perspective when approaching issues
- Strong analytical skills
- A commitment to transparency and openness
- Personal qualities of integrity, credibility, dependability, and a passion for improving the quality of life in San Bruno

Board Members should include individuals with particular expertise in areas applicable to the operation of a nonprofit organization, such as financial, investment, legal, philanthropic, or community-based programs. Board Members are not required to live in San Bruno, although a majority of Board Members must be residents of the City of San Bruno. Among non-residents, preference may be given to representatives of a business or other entity located in or with a substantial interest in the City. Members of the San Bruno City Council may not concurrently serve on the Foundation Board of Directors.

Individuals of diverse backgrounds are welcome and encouraged to apply.

Application Process

To apply, interested individuals must complete and submit an online application at www.sbcf.org by 5:00 p.m. on Wednesday, April 3, 2019. The application includes a short form and several narrative questions. Applicants must upload a current resume in PDF format. Individuals lacking access to a computer or otherwise seeking assistance with completing the application may contact Executive Director Leslie Hatamiya at lhatamiya@sbcf.org or (650) 763-0775.

Please be advised that submitted applications (with the exception of personal identifying information) may be subject to disclosure under the California Public Records Act.

All completed applications submitted by the deadline will be reviewed by the Foundation's Ad Hoc Committee on Board Development, which will likely interview selected applicants in May. The Foundation Board plans to submit a list of recommended finalists along with all submitted applications to the San Bruno City Council in June. The City Council intends to make appointments to the Foundation, for Board terms beginning on January 1, 2020, during the summer of 2019.

Finalists must undergo and pass a credit and criminal background check before appointment.

Newly appointed Board Members will be expected to attend Board orientation and training sessions, which may take place beginning as early as fall 2019.

SAN BRUNO

Community Foundation

Memorandum

DATE: March 1, 2019

TO: Board of Directors, San Bruno Community Foundation

FROM: Leslie Hatamiya, Executive Director

SUBJECT: Report from Investment Committee

The March 6, 2019, Board meeting will include a report from the Investment Committee regarding its recent quarterly meeting, which was held on February 13, 2019. Treasurer Tim Ross chairs the Committee; Vice President Frank Hedley and community members Tony Clifford, Mark Hayes, and Georganne Perkins also serve on the Committee.

On February 13, a team representing Sand Hill Global Advisors LLC (SHGA), the Foundation's investment adviser – including Chief Executive Officer Brian Dombkowski, Senior Wealth Manager Kristin Sun, and Senior Portfolio Manager Meghan DeGroot – made its quarterly presentation to the Committee.

Mr. Dombkowski first gave an overview of the firm's investment outlook, describing the current stage of the economic cycle as late cycle. He reported that the fourth quarter of 2018 experienced significant volatility. He gave a summary of the firm's current economic forecast for the first quarter of 2019, commenting on economic growth, interest rates, the employment market, corporate earnings, international developed markets, emerging markets, inflation, commodity markets, valuation, and the housing market.

Ms. DeGroot then reviewed the Foundation's Investment Dashboard for the fourth quarter of 2018, including December 31, 2018, balances of \$16,224,500 for the Quasi-Endowment, \$44,158,867 for the Strategic Pool, and \$11,130,680 for the Liquidity Pool. She also provided up-to-date information about the Foundation's investment holdings, as well as performance data of underlying funds.

The Committee began a discussion of future cash flow strategies regarding funding of the San Bruno recreation and aquatics center project, based on updated project information received from the City and its architects. The Committee plans to continue this discussion at its May meeting.

I also provided an overview of the Foundation's activities, particularly the status of its various program disbursements and their cash flow implications.

SAN BRUNO

Community Foundation

Memorandum

The Committee's next quarterly meeting will be held on Monday, May 20, 2019, at 4:30 p.m., at San Bruno City Hall, Room 101.

SAN BRUNO

Community Foundation

Memorandum

DATE: March 1, 2019

TO: Board of Directors, San Bruno Community Foundation

FROM: Leslie Hatamiya, Executive Director

SUBJECT: Discussion of Board Protocol for Placing Items on Meeting Agendas

At its March 6, 2019, meeting, the Board of Directors will engage in a discussion about the process for placing items on Board meeting agendas and, as appropriate, provide direction to staff in carrying out such process.

Currently, Board meeting agendas are created by the Executive Director in consultation with the President and Vice President. In addition, under the Board Operating Norms approved in September 2014, a majority of the Board may place an item on the agenda. The Board will discuss any ideas for facilitating the placement of items on a meeting agenda or whether any updates to this process are appropriate.