



ACTION MINUTES

APA California Board Meeting

Virtual Meeting Via Zoom

October 16 – 17, 2020

ATTENDEES:

EXECUTIVE BOARD

| | |
|---|-----------------------|
| President | Julia Lave Johnston |
| President Elect | Ashley Atkinson |
| VP, Administration | Derek Wong, AICP |
| VP, Conferences | Hanson Hom, AICP |
| VP, Conferences Elect | Bob Lagomarsino, AICP |
| VP, Diversity and Equity | Miroo Desai |
| VP, Marketing and Membership | Marc Yeber, ASLA |
| VP, Policy and Legislation | Eric Phillips |
| VP, Professional Development | Sharon Grewal, AICP |
| VP, Professional Development Elect | Stephanie Roxas |
| VP, Public Information | Ellie Fiori, AICP |
| California Planning Foundation President | Juan Borrelli, AICP |
| Commission and Board Representative | Jay Higgins, AICP |
| Commission and Board Representative Elect | Stefan Chraghchian |
| Student Representative | Elizabeth Owen |

SECTION DIRECTORS

| | |
|--------------------------------------|--------------------|
| Central | Jennifer Clark |
| Central Coast | Rachel Raynor |
| Inland Empire Section Director Elect | Christine Saunders |
| Los Angeles | Tony Mendoza |
| Northern | Jonathan Schuppert |
| Northern Section Director Elect | Florentina Craciun |
| Orange Section | Amy Vazquez |
| Sacramento Valley | Yassi Sarvian |
| San Diego | Nancy Graham, AICP |
| San Diego Section Director Elect | Tara Lake |

APPOINTED MEMBERS

| | |
|---|-------------------------|
| CPR President | Bill Anderson, FAICP |
| Distance Education Director | Greg Konar, AICP |
| National Policy and Legislative Representative | Nicholas Maricich, AICP |
| Northern Chapter Historian | Larry Mintier, FAICP |
| Southern Chapter Historian | Steve Preston, FAICP |
| Transportation Planning Division Representative | Katie Witherspoon |

STAFF

| | |
|--|--------------------|
| Stefan/George – Executive Director/Lobbyist | Sande George |
| Stefan/George – Administrative Director/Lobbyist | Lauren De Valencia |

ACTION ITEMS FROM THE BOARD MEETING

I. CALL TO ORDER

President Julia Lave Johnston called the meeting to order on Friday, October 16, 2020 at 5:00 pm.

II. APPROVAL OF CONSENT ITEMS

The Board moved, seconded and passed to approve the agenda and June Board Meeting Minutes. *Unanimous vote.*

III. ACTION ITEMS

2021 Budget Process and Budget Overages ACTION: Derek Wong and Sande George provided the Board with an update on the Chapter budget process. Typically a draft budget is presented at the September/October Board meeting for approval by the Board with updates made in January after final year income and expenses are finalized. However, given the uncertainty of both the virtual conference profits and the subvention check amounts in September due to COVID impacts, the draft budget was put on hold until the final profit numbers from the 2020 conference and the third quarter subvention check, the Chapter's two largest income sources, are known. Sande and Derek will present a draft budget for the Board to review at the November Executive Board Meeting. Sande asked the VP's to review their current budget line items and let Sande and Derek know by November 1st if there will be any budget changes or new projects under their portfolios that will require funding in 2021.

2020 Budget Overages Approval VOTE TABLED: Derek let the Board know that there are two current budget overages that require approval by the Board. Those two overages are:

Line Item 5521 News Production – Proofreader

This line item is over budget by \$170 for added proofreading requested of Carol Malin for *CalPlanner*, the *Annual Report* and enews blasts, and additional proofreading services are expected to be needed before the end of the year.

Line Item 5540 Website Hosting/Support

This item is over Budget by \$6,206.70 for Digital Gear to provide automatic membership integration capability and updates from National's membership database to Cvent's database.

President Julia Lave Johnston asked for clarification related to the Digital Gear overage, particularly since the overage was double what was originally projected for the costs of these services by Digital Gear. It also isn't clear if this should be a Chapter expense or a conference expense since it wasn't known during the discussion if the database integration will be used only for conference registration or if it can be used for other Chapter purposes as well. Sande and Derek said that they would talk with Hanson and Francine to better understand the potential uses for this upgrade and suggested that both overage approvals be tabled until the Chapter/Conference issue is resolved and the total of Carol's proofreading amounts are finalized. It is also likely that there may be additional overages in other line items by the end of the year so the Board can take action on them all at one time.

Conference Profit Distribution Action: This year the Chapter moved its annual conference from an in-person event to a virtual event, entirely online. The Section that had been slated to hold the conference, Inland Empire, had already done work soliciting and reviewing sessions and reaching out to sponsors.

When it became apparent that the conference would have to be online, the Inland Empire declined to host the virtual conference. Instead, they opted to defer hosting duties to the following year, 2021.

Hanson Hom let the Board know that the virtual conference generated \$266,750 in gross income with estimated expenses of \$127,603. Approximate net revenue is \$139,147. These amounts are subject to a final accounting of all income and expenses.

The Conference Requirements Handbook (Article III.H) stipulates how conference profits are to be distributed to the Chapter, Host Section and the other seven sections. The first \$120,000 is to be distributed 40% or \$48,000 to the Chapter, 40% or \$48,000 to the Host Section, and 20% or \$24,000 split equally among the other seven sections (\$3,428.57 each). Any profit amount above \$120,000 is split 50/50 between the Chapter and Host Section.

Because the virtual conference did not have a Host Section, the Board will have the discretion to distribute the income that would otherwise be allocated to the Host Section. Julia proposed to the Board that the Chapter retain all the conference revenue, make select reductions in other areas, and allocate funds so that Chapter can continue the conversations on equity and social justice and provide membership services to all members, regardless of their Section or what stage they are in the profession. Julia outlined a plan to allocate some of profits to specific activities to support her recommendation as noted below:

| Proposed Activities | Details | Price |
|---|---|---|
| Fund Virtual Platforms for all Sections | Remo Zoom Webinar & Zoom Meetings | \$2,000 \$3,000 or \$4,000 |
| Purchase an Association Management System (AMS) and a Learning Management System (LMS) | Membership data base management and services; webinar management and payment system for Chapter and Sections. | Based on membership levels- approx. \$15,000 - \$17,000 |
| Extend Ben Morrison's contract for a year to continue to work on digital education, social media, and set up the AMS and LMS systems. | Chapter contribution plus Section contribution of \$5 dollar per active member contribution per section. 10 hours a week for a year @ \$46.00 per hour. (total approx \$24,000) | Chapter Contribution: approx. \$5,000 annually Section contribution: approx \$19,000 annually |
| Upgrade Webinar sharing capacity | Vimeo Upgrade | \$84 |
| 2 student Internships (instead of scholarships): Social Media and Distance Education | | 5 hours per week/10 months: 200 @ \$13 hour: \$2,600 (x2) |
| UC Davis Bradshaw Engaged Student Scholar | Student would serve as Project Manager helping document existing mentorship programs and developing statewide programs. | TBD |
| | Total Chapter: | approx: \$33,284 |

Julie let the Board know that the spending plan proposed above was designed to benefit both the Chapter and the Sections. For instance, rather than the Sections incurring separate and higher costs for things like Zoom and Remo, the Chapter would pay for these services and allow statewide access, which would eliminate Section costs while actually expanding member services.

The Board discussed the potential impacts of the Sections forgoing their conference profit allocation this year. While most Sections were generally okay with allowing the Chapter to retain the full amount, Board members wanted to ensure that the Inland Empire Section wouldn't be detrimentally impacted, particularly if the conference could be held virtually again next year when the Inland Empire is currently

slated as the Host Section. That could result in a smaller overall profit to this Section with no opportunity to host again until 2029.

Juan Borrelli also reminded the Board that the Inland Empire Section had previously committed to funding the California Planning Foundation (CPF) this year in the amount of \$20,000 for student scholarships. This commitment was made prior to the conference being moved to a virtual conference. Given this, the funding commitment was moved to 2021 and Juan asked that this commitment remain part of the overall conference profit discussion.

Given that the Board had questions about the conference allocation and proposed activities above, and how to use the profits to best provide member services, the Board members requested that the conference profit allocation formula and use of the conference profits be discussed as part of a broader conversation on conference profits. Julia suggested that a working group be set up to bring recommendations to the Board prior to finalizing the 2021 budget at either the December Board meeting or the retreat.

Extension of Ben Morrison's Contract VOTE: As part of the proposed spending plan that was outlined above, Julia said that Ben Morrison's contract with the Chapter will be ending in November and will need to be acted on at this meeting. Ben's services have proved to be very valuable to the Chapter and Julia said she would like to contract with Ben again for 2021, particularly given that the Chapter will continue to do many activities remotely, which Ben is coordinating. Julia also let the Board know that the Sections have been working with Ben on specific Section webinar services. Given that, she proposed funding Ben's contract from a portion of the conference profits, with a contribution from each Section to cover each Section's webinar services.

Some Section Directors suggested that it would be better to look at contracting with Ben on a per hour or per event basis, rather than per member as was proposed. Julia said she can talk to Ben about providing a package deal where the Chapter would pay a flat amount and then Sections could add on per event, but she preferred to have one contract with Ben so that he could plan his time accordingly and the Chapter and Sections could plan on using him as a resource.

Given that Ben's contract is expiring soon, the Board decided to extend Ben's contract until the end of January 2021. That would provide the Sections time to discuss with their respective Boards during their retreats in January a base number of webinars or other events that require Ben's services that would be paid to Ben upfront. Julia will work with Ben on the specifics, and determine if the contract could be structured so that any additional webinars that a Section may decide to add over the pre-determined number of webinars would be billed for an additional fee that could be paid as needed.

The Board moved, seconded and passed to extend Ben Morrison's contract with the Chapter until the end of January 2021. During that time, the Board and the Sections will work to determine a new contract, as outlined above, starting in February 2021. Unanimous vote.

CPF Scholarship Allocation and Future Funding ACTION: CPF was created by the Board as an endowment to fund scholarships for students. The Board has been discussing the way CPF currently fundraises and Julia asked Juan Borelli - CPF President, to put together a plan for future consideration on ways to best serve students moving forward. Julia noted that scholarships are important, but she would also like to explore mentorships and job experience as well. Juan said CPF is also looking at ways to grow the endowment and make CPF more resilient. CPF will work on a plan for sustained funding and support for students and will bring that back to the Board for future consideration.

Board Administrative Tools Pilot VOTE: Ashley Atkinson explained to the Board that during spring/summer 2020, she, Ellie Fiori and Derek Wong initiated a dialogue with Chapter Board members, Section Directors, and selected staff to survey the systems and software currently used to support the Board’s administrative and communication activities, along with those in use by the Sections. They identified areas in which additional support technology is needed, prioritized these needs, and researched the tools available to meet them. The needs identified as high priority are:

- @apacalifornia.org email addresses to facilitate consistent and professional communication between Board members, staff, members, and external audiences
- An email group function to allow all members to be emailed using one address (i.e. Board, Executive Board, Conference Committee, PDOs)
- A shared calendar to facilitate scheduling and visibility of meetings, deadlines, distance learning opportunities, and events
- A shared file system to allow Board members and staff to more easily locate reference files and collaborate on documents, with consistency from year to year

Addressing these basic needs would support Board members and staff with improved communication and organization, and in doing so, facilitate better service to APA California members. They are best met by two “software as a service” providers that offer their applications to customers online: Google’s G Suite and Microsoft 365. Both offer their products on a subscription basis per individual, with free subscriptions for eligible non-profit organizations. Both products include the following online features:

- Email accounts
- Calendar
- File Sharing/Storage
- Word Processing
- Collaboration/Groups
- Video Meeting
- Spreadsheets
- Presentations

In order to begin implementation, Ashley recommended that the Board approve piloting the use of G Suite to meet high-priority needs in the remainder of calendar year 2020, for full launch in January 2021. Ashley said if the Board approves this recommendation and the Chapter is eligible for the non-profit discount, the next steps would be account setup and testing. After the working group (consisting of President Elect, VP for Administration, VP for Communication, and any other interested Board members) and staff are successfully oriented to these services, protocols and best practices for their use will be established, and the working group will plan to roll the new system out to the full Board in January 2021. Additionally, Ashley said the working group will evaluate whether additional services or software are recommended to meet other medium- or low-priority needs and bring them to the Board for consideration at the January meeting.

The Board discussed the options and had mixed reviews based on their own experiences with each platform. A motion was made to pilot Google’s G Suite, as noted above, and a roll call vote was requested. The final vote is below:

| | |
|----------------|-----------|
| Yes | 14 |
| No | 1 |
| Abstain | 3 |

The Board moved, seconded and passed to approve piloting G Suite to meet high-priority needs in the remainder of calendar year 2020, for full launch in January 2021, as outlined above. *Unanimous vote.*

Chapter and Board Demographic Survey VOTE: Miroo Desai reminded the Board that one of the Chapter's guiding values and objectives is "to increase the diversity of the planning profession, and the membership and the leadership of our organization." However, the Chapter currently does not have a mechanism that allows the Board to assess the diversity in APA leadership either at the State level or Section level. In order to put in place a method that assesses the Chapter's progress on this metric, Miroo proposed the following:

- Establish a baseline for 2020 through completion of a survey by all current Chapter Board and Section Board members by the end of the year; and
- Establish a practice where APA staff asks new members joining the Chapter Board to fill out the survey as part of their orientation; and
- Establish a practice where Section Directors ask new Board members in their Section to fill out the survey, then report the data to the appropriate Chapter contractor. The completed surveys would be submitted to the Chapter by January 31 of each year.

It would be the responsibility of the VP of Diversity and Equity to ensure that the above data collection mechanism is implemented annually. All information would be shared with the VP of Diversity and Equity and then that VP will share a summary report with the Chapter Board no later than March 31 of each year. The VP will also make anonymized data available when requested by Board members or staff.

The Board discussed and supported this proposal but did ask for a few changes in the questions listed in the survey:

- Inclusion of the respondent's Section
- Inclusion of Latinx categories as defined by the Census
- inclusion of Biracial or Multiracial as a possible option
- Inclusion of "Decline to Respond" as one of the possible responses to gender and sexual orientation questions

The Board moved, seconded and passed to approve the Chapter and Board Demographic Survey with the changes to survey responses, as outlined above. *Unanimous vote.*

Annual Archives Reminder ACTION: Steve Preston reminded the Board that Board members, Section Directors and affiliated organizations should start assembling this year's copies of key official documents for shipping to the Chapter's archives. Normally this would cover the calendar year of January 1 – December 31, 2020 although some Sections and affiliates did not file any records last year. Steve said this would be a good opportunity to get caught up. This Board-adopted policy applies to all the Chapter Board members, Section Directors, and all affiliate organizations (CPF, CPR, PEN, YPF, etc.). Below is a quick summary:

1. Copies of agendas, minutes and any final or annual reports that you consider of sufficient significance to merit inclusion.
2. Any updates to Bylaws, Articles of Incorporation, or other key organizational documents.
3. List of Section and Chapter Award recipients and any ancillary materials.
4. Copies of newsletters or other principal publications.
5. Any special publications or reports.
6. Historical photographs or materials (with caption or labeling attached whenever possible).

7. Other materials that you believe should be included (feel free to call Steve or Larry).
8. Conference programs (but not necessarily presentations or other individual materials.)

Steve reminded the Board that they are not required to submit all documents that were handled in the organization – just those that the Chapter or Sections would want preserved for the record. Records are requested to be shipped no later than January 1, 2021 to either Larry Mintier or Steve Preston. A more detailed email was also sent to the Board.

[Various Working Groups Formed During the Board Meeting ACTION:](#) The Board formed a number of working groups on topics that were discussed during the Board meeting. An email was sent after the meeting asking Board members to send an email to Julia and Lauren if they would like to join any of these working groups. Board members have started to sign up for the various groups and members are encouraged to continue to do so. More information about the convening of these working groups and who will lead each will be shared soon.

- **Mentorship**
Julia Lave Johnston, Rachel Raynor, Miroo Desai, Sharon Grewal and Elizabeth Owen
YEP Subgroup
Section Chairs
- **Future Conference Profit Distribution Reform**
Hanson Hom, Bob Lagomarsino and Derek Wong
- **Continuing Big Conversations**
Julia Lave Johnston, Sharon Grewal, Tony Mendoza, Rachel Raynor, Ellie Fiori and Stephanie Roxas
- **Roll out of Google G Suite**
Ashley Atkinson, Ellie Fiori, Sharon Grewal, Derek Wong, Jonathan Schuppert and Tom Holub
(Northern Section's Webmaster tom@totallydoable.com)
- **Analyzing Association Management/Learning Management and Demo Participation**
Julia Lave Johnston, Ashley Atkinson, Bob Lagomarsino, Sharon Grewal and Stephanie Roxas

[January 2021 Board Meeting and Retreat SAVE THE DATE:](#) The Board has been following the Governor and Department of Public Health's guidance on COVID -19 mitigation, which includes a prohibition on large gatherings. Currently, gatherings beyond 3 households outside are prohibited. Given that, the January Board Meeting and Retreat will most likely be virtual. Tentatively, Friday, January 22 and Saturday, January 23 will be the dates for the meeting with times TBD. Future Board meetings in June and in the Fall will also be TBD, depending on what the state's guidance will be at the time.

[Student Intern and Chapter/Section Hiring of Independent Contractors – INFORMATION:](#) This item was not part of the Board discussion due to time constraints. This is a subsequent update by Sande George. In light of recent changes required by AB 5 (2019) and AB 2257 (2020) related to when persons are considered employees or independent contractors, APA's attorney has provided the following general guidance for the Chapter and Sections who are planning to hire an independent contractor to provide services, or use student interns for any tasks:

Independent Contractors:

It is advised that the Chapter and Sections work with an attorney to structure contracts so that they comply with the independent contractor criteria required by AB 5 as now amended by AB 2257.

However, here are a few items that should be included in any contract for consultants/sole proprietors so they will be able to qualify themselves under the general business-to-business exemption in this law by:

- Maintaining a business license.
- Providing formal invoices.
- Making themselves available to work for multiple client businesses.
- Meeting other specified conditions in Section 2776.
- Moving from a sole proprietor to an LLC or corporation.

Student Interns:

Student researchers or interns are either unpaid student interns or they are employees under current employment laws and AB 5 since they are unlikely to hold themselves out to be a business meeting the above criteria as an independent contractor.

Under current labor laws, if structured correctly unpaid interns are not employees. However, the relationship should be specifically structured so that they are not considered employees. In general, both state and federal laws are looking for the following components:

1. Interns cannot displace regular employees.
2. Interns are not guaranteed a job at the end of the internship.
3. The employer and the intern(s) understand that the interns are not entitled to wages during the internship period.
4. Interns must receive training from the company, even if it somewhat impedes on the work of the organization.
5. Interns must get hands-on experience with equipment and processes used in the industry.
6. Interns' training must primarily benefit them, not the company.

Unless all of the criteria are met, the intern is legally an employee, who must be paid the minimum wage, earn overtime, and receive all of the other protections guaranteed by state and federal employment laws. AB 5 also makes it clear that persons that are paid that cannot meet the requirements under Independent Contractors in the new law as described above would be considered employees.

The Chapter will be working with the attorney to structure agreement templates with the sponsoring educational facilities and a disclaimer sheet to be provided to interns that the students will be asked to sign acknowledging the above.

[Other Items Discussed on the Agenda](#)

1. Call to Action
2. Statewide Mentorship Initiative
3. Annual Sponsors
4. CPR Housing Paper

IV. ADJOURNMENT

The Board Meeting was adjourned at 2:00 pm on October 17.