



American Planning Association  
**California Chapter**

*Creating Great Communities for All*

**APA BOARD MAY 20, 2022 BOARD MEETING  
 ACTION MINUTES**

**Virtual Board Meeting Via Zoom**

**ATTENDEES AT BOARD MEETING**

**EXECUTIVE BOARD**

President	Ashley Atkinson, AICP
President-Elect	Andrea Ouse, AICP
VP for Administration	Lisa Lind, AICP
VP for Conferences	Bob Lagomarsino, AICP
VP for Diversity & Equity	Derek Hull
VP for Policy & Legislation	Eric Phillips
California Planning Foundation President	Hing Wong, AICP
Commission & Board Representative	Stefan Chraghchian
Student Representative	Enrique Arcilla

**SECTION DIRECTORS**

Central	Jonnie Lan
Central Coast	Rachel Raynor, AICP
Los Angeles	Fern Nueno
Orange	Stephanie Roxas Tomaino, AICP
Sacramento Valley	Kacey Lizon

**HONORARY BOARD MEMBERS**

Chapter Historian – Northern California	Larry Mintier, FAICP
Distance Education Director	Greg Konar, AICP
National Board Director - Region VI	Kristen Asp, AICP
AICP Commissioner, Region VI	Miroo Desai, AICP
California Planning Roundtable President	Miguel Vasquez, AICP
Chapter Historian, Southern	Steven Preston, FAICP
Young & Emerging Planners Coordinator, Southern	Annapurna Singh

**STAFF CONTRACTORS**

Cap City Consulting – Executive Director	Sande Stefan
Stefan/George Associates	Lauren De Valencia
The Core Management Company	David Murillo, CAE
The Core Management Company	Kim Green
The Core Management Company	Cher Ekasala

## ACTION MINUTES

### CALL TO ORDER AND LAND ACKNOWLEDGEMENT

President Ashley Atkinson called the board meeting to order on Friday, May 20, 2022, at 1:03 pm and provided the Land Acknowledgement.

### CONSENT AGENDA

The board briefly discussed the following **CONSENT ACTION ITEMS**:

1. **Approval of the Financial Reports:** Vice President for Administration, Lisa Lind, and Executive Director, Sande Stefan provided a brief financial update. There is still not much to report since it is still early in the year, but the Profit and Loss report shows that revenues and expenses are where they should be for this quarter.
2. **Approval of Membership Report:** Sande reported that the Chapter rebounded slightly in membership to 5130 members.
3. **Approval of the January Board Meeting Minutes:** The board approved the minutes from the January board meeting with no changes.
4. **Approval of the Board Meeting Action Tracker:** Ashley reminded the board that the board meeting action tracker was developed and will be implemented to track ongoing action items approved by the Board and to keep the board accountable for completing actions discussed during meetings. Strategic Plan and Workplan items and future board action items will be added by Kim to the tracker, but members are responsible for tracking and updating their items in the tracker.

**MOTION TO APPROVE: Andrea Ouse, President-Elect motioned to move and approve the above consent items. Bob Lagomarsino, Vice President for Conferences seconded. No abstentions. Approved unanimously.**

### PRESIDENT'S REPORT

President Ashley Atkinson discussed the following items:

- **National APA 2022 Conference in San Diego:** Ashley reported that she attended the APA National Conference in San Diego in May. APA California hosted a chapter members-only reception in conjunction with the conference. Over 150 members attended the reception.
- **MemberClicks and Website Update:** Ashley informed the board that there has been a lot of behind-the-scenes work going on for the new website and MemberClicks membership database. The goal is that both the new website and MemberClicks database will be ready to launch to members in June. There have been several issues and fixes that Ben Morrison and staff are working through, but MemberClicks is very close to launching for the entire membership. Dorina Blythe will be training the section directors in the next few weeks on how to use MemberClicks to send out their individual newsletters and communications to section members.
- **Strategic Plan and Workplan:** Ashley also reported that the Strategic Plan will be approved today, and implementation of tasks associated with the two-year Workplan will begin after that. Ashley reminded the board that if any board member would like to be on the Strategic Plan Committee to assist in completing the Workplan, to let her know. The Strategic Plan includes the organizational improvements that the Board has already been working on including bringing Core onboard. Core will be taking over implementation of Strategic Plan/Workplan action items and future planning beginning next year.

- **APA Californian 2022 Conference:** The APA California 2022 Conference is set for October 1-4 in Anaheim. The goal is for registration to launch in early June. The conference board meeting will be held on Friday, September 30.

## ACTION ITEMS

### 5. APPROVAL OF APPOINTMENT OF THE VICE PRESIDENT FOR MARKETING & MEMBERSHIP

Ashley Atkinson and Andrea Ouse, President Elect, reiterated to the board that Katie Witherspoon resigned from her position as VP for Marketing & Membership in April, leaving a vacancy on the board. The bylaws allow the board to appoint someone to fill her vacancy through the end of her current term. The Board was asked to consent to the appointment of Juan Borrelli, AICP to the position of Vice President for Marketing & Membership for a term beginning immediately and running through December 2023. Juan is a former member of the boards of both APA California and the California Planning Foundation, making him a good candidate for the position. Ashley recommended nominating Juan to fill the vacancy.

**MOTION TO APPROVE: Bob Lagomarsino made a motion to approve the appointment of Juan Borrelli, AICP for the Vice President for Marketing & Membership. Hing Wong, CPF President, seconded. No abstentions. Unanimously approved.**

### 6. APPROVAL OF FINAL STRATEGIC PLAN AND WORKPLAN

Ashley provided an update on the final Strategic Plan that now includes all the feedback from the board members and is ready for final board approval. The Strategic Plan is intended to be public, so if the Board receives questions from members, please direct them to the Core staff for information. Next steps for the final Strategic Plan are a public launch through posting to social media and an article in the eNews, making it clear to members and stakeholders that the Strategic Plan and Workplan were established with a great deal of research and conversation with board members and APA membership.

Ashley noted that the Workplan is a working document and still needs owners and metrics for many of the action items. The board is already focused on the 2022 top priorities including onboarding Core, completing the updated website, and launching MemberClicks. Ashley's next focus will be on the other action items in the Workplan. She asked board members to begin implementation of action items within their portfolios and to keep the higher-level mission, goals and values in the Strategic Plan in mind through the year. A review and updates to the Workplan will be discussed later in the year so that any needed budget allocations to complete items for next year are added to the 2023 budget and items slated for completion this year remain on track and updated in the action tracker. Links to the final Strategic Plan and Workplan are below.

[Strategic Plan 2022-2025](#)

[Strategic Plan Summary](#)

[Workplan 2022-2023](#)

**MOTION TO APPROVE: Andrea Ouse motioned to move and approve the Final Strategic Plan and Workplan. Derek Hull, Vice President for Diversity & Equity seconded. No abstentions. Approved unanimously.**

## 7. APPROVAL OF CHANGES TO BOARD POSITIONS, TERMS AND RELATED CHANGES TO THE BYLAWS

At its April 15 meeting, the Executive Board discussed changes to the appointed advisors, and to the term of the Student Representative, to streamline and facilitate the activities of the Board.

With the consent of the members currently sitting in or supervising these positions, the board was asked to approve:

1. A change to the term of the Student Representative, so that it begins in January in alignment with the other board positions.
2. Removal of the appointed Cal Planner Assistant Editor position, the duties of which are now performed by staff.
3. Removal of the appointed Conference Sponsor Coordinator position, the duties of which are now performed by staff.

A link to the full explanation for these changes is below:

[Bylaws Changes to Board Positions](#)

**MOTION TO APPROVE: Derek Hull motioned to move and approve the changes to the Student Representative term and removal of the Cal Planner Assistant Editor and Conference Sponsor Coordinator positions and corresponding changes to the bylaws. Lisa Lind seconded. No abstentions. Approved unanimously.**

## DISCUSSION ITEMS

### 8. DISCUSSION OF CHAPTER'S INVESTMENT POLICIES AND BOARD FIDUCIARY RESPONSIBILITIES

Lisa provided an overview of the current Chapter investment policies. (For more background, see this link: [Investment Policies Update](#)). Enrique Arcilla, the Student Representative, began the discussion earlier this year to revise the investment policies and the Executive Board organized a small group to get more background on the Chapter's existing reserve funds and provide recommendations to the Board for potential changes that reflect the values and goals of the Chapter, including financial policies to steer investments into socially and environmentally responsible funds and companies. Sande gave the board the history of the reserve funds: the reserve funds were opened during the last recession in 2008 to eventually provide enough funding to cover six months of operating expenses in the event of a disaster. During the last recession, the Board did have to operate with a deficit budget for many years, along with major cuts in programs and contractor fees, and had to withdraw funds from the reserves during those years to continue the operations of the Chapter. The existing Financial Policies called for reserves to be placed in very conservative funds to keep the members' monies as safe as possible while still providing for growth. She also reminded the board members that they have a fiduciary responsibility in investing the members' money.

Lisa explained that the group is not ready to make any recommendations at this point as research is ongoing. Enrique discussed the importance of defining the Chapter's investment goals and policies for the reserves and invited members to provide input on their opinions for changes to the reserve policies.

Dave Murillo gave additional information about the board's fiduciary responsibilities, the need to balance values and the return on investment, what types of investments protect the reserves in case they are needed in an emergency, and how to determine the formula used to decide how much money should be kept in reserves. That total amount set aside for emergencies changes with how many months of expenses the board wants to cover, and whether the formula relies on no revenues coming in or partial revenues from major sources, such as membership dues and conference profits. He said for instance that groups with a heavy conference dependence for revenue and income should consider larger reserves in case the conference is jeopardized such as what happened with the pandemic.

Policies for investments using monies *above* the emergency reserve amount must also be considered while making sure the board is not hoarding member's money that would better serve them through programs. Dave also said that he could provide the board with a more detailed presentation on its fiduciary responsibility, which includes the following three factors:

The Chapter Board of Directors has a fiduciary responsibility to use its members' money wisely.

Pursuant to the California Corporations Code, the Board of Directors is required to adhere to three fundamental fiduciary duties in exercising its powers.

1. **Duty of care including the duty of inquiry.** This responsibility means the board must demonstrate reasonable care in their oversight of the nonprofit's finances and operations. Duty of care and inquiry requires board members to be educated about the Chapter's nonprofit bylaws, mission, structure, and programs and utilize outside expert services when the decisions at hand are outside the board's scope of knowledge.
2. **Duty of loyalty.** This means that the actions and decisions of the board members cannot further their personal financial interests, but solely those of the nonprofit organization and its members.
3. **Duty of obedience.** This requires board members to observe all relevant state and federal laws and the Chapter's charter and bylaws in their work on the board. It also requires them to act under the Chapter's nonprofit mission.

The board suggested that the smaller group become a committee (Chapter investment committee) and continue meeting to finalize recommendations by the October Board meeting. Changes to be considered by the committee include updates to both the Financial Policies and the bylaws to clearly state the board's authority to make investments and to determine how investments are allocated. Any board member interested in joining the committee is welcome. The committee currently includes Lisa, Enrique, Ashley, Andrea, and Bob. The board was asked to provide any comments and suggestions to Lisa and Enrique.

## **9. CHANGES TO CALIFORNIA LAW RE: VOTING AND NON-VOTING MEMBERS**

Sande and Dave reported that a law in California requires that only voting members of the board can be part of the Board of Directors of a non-profit association. All appointed and ex-officio non-voting members of the board must be referred to as "Honorary Board Members" who may be invited to attend board meetings but do not have voting powers and are not considered board members. This will require a change in the Chapter Bylaws, which are currently being updated. Sande has asked Marco Martinez, the Chapter's attorney, to clarify how this law might also impact the authority of the Executive Board (which will now be identified as a standing committee), and other standing committees to determine what actions the committees can take on their own vs. those that must be referred to the board for approval.

## **10. UPDATE ON REVISED BYLAWS AND NEW ORGANIZATIONAL POLICIES**

Sande reported that she has been working with Dave and Marco to revise the bylaws. The goal is to have the bylaws updated and a new set of organizational policies drafted by the fall board meeting. The organizational policies will include much of the detail that was previously included in the bylaws. Removing that detail will streamline the bylaws and reduce the number of changes that are made to the bylaws overtime. The bylaws should be a more stable document, including only governmental terms and requirements.

## **11. RECRUITMENT AND ELECTION PROCESS**

Andrea gave an update on the 2022 elections cycle. There are four positions that are up for election: Vice Presidents for Conferences; Policy & Legislation; Public Information; and Commission & Board Representative. This year the Chapter will be managing the election rather than using National's process. Andrea asked the board for nominating committee member recommendations. Being considered is a leadership session at the conference to highlight the importance of the elections, provide a candidate forum so members can get to know the candidates who are running,

and to give current board members the chance to talk about their experience as a member of the board. Andrea will be sending the call for nominations out soon with a **July 31 deadline**. The deadline to vote will be set for a date after the conference in mid-October.

## **12. OVERVIEW OF APA CALIFORNIA DIVERSITY SUMMIT AT THE 2022 CONFERENCE**

Derek Hull said that he is meeting each month with the diversity equity section leaders from around the state. They are discussing ideas for the conference including sessions on intentional systemic inequality in planning policies at the local level. In June he hopes to recruit two municipalities, with their permission, to do a deep dive into their planning policies so staff can address systemic issues, policies, and practices in their community.

## **13. FIRST ANNUAL APA CALIFORNIA CHAPTER PLANNING DIVERSITY, EQUITY AND INEQUALITY (DEI) AWARDS CEREMONY AT THE 2022 CONFERENCE**

Derek said that he is also working on a way to recognize people who have been doing work to address DEI issues in planning. It will be an annual awards ceremony that will be separate from the official Chapter Awards Ceremony. He is looking at five categories of awards for those working at the forefront of community engagement on DEI. Derek and a new DEI awards committee will seek out these individuals based on criteria, and then submit their names, bio and accomplishments related to planning to the committee which will choose the final award winners. Ashley said for the President's Awards she'll be giving three awards focused on DEI as well. Stephanie Roxas Tomaino, co-chair of the 2022 conference, and Bob asked that Derek work with the host committee to identify a time and location for the awards and suggested that Saturday evening after the Diversity Summit would be the recommended option.

## **14. WEBSITE UPDATE**

The website committee has been working with Digital Gear on the updated website. A mock-up that shows the graphics and basic architecture of the new site will be available soon and will be sent to the board. After the basic format is approved, the board members will be asked to assist in updating the information on web pages related to their portfolios.

## **15. MEMBERCLICKS IMPLEMENTATION UPDATE**

Sande said that MemberClicks is getting close to launch. Members will be asked to login with their National or Chapter-Only ID number and set a new password. The last step is to train the sections so they can use MemberClicks to send out their newsletters and communicate with their members. Several glitches are also being fixed and templates are being made for board members and sections to use right away for various tasks.

## **16. OTHER DISCUSSION ITEMS**

Miguel Vasquez, CPR President, gave an update on the CPR housing listening sessions that were held in the Sacramento Valley, Central Coast and the San Diego sections. Listening sessions with Northern and Central are now being set up. The sessions focus on how planners are dealing with the housing crisis. A presentation on the sessions was given during the National conference, and another is slated for the Chapter conference this year.

## **MOTION TO ADJOURN**

President Ashley Atkinson closed by reminding everyone to please start implementation of the Workplan and to use the board tracker and keep it updated. Ashley made the motion at 3:10 pm to adjourn the Board meeting, which was approved by unanimous vote.