

MINUTES

ATTENDANCE

The following directors were present at the meeting: Elizabeth Dooley, Jose Elgorriaga, Sally Gallagher, Al Galvez, Hank Gutierrez, Ryan Hudgins, Debbie Jacobsen, Tracy Kashian, Marcy Masumoto, Kevin Otto, Charles Palmer, Robbie Robinson III, Courtney Shapiro, Jennifer Smith, Vinay Sreekumar, Tom Zimmerman, and Teri Zumwalt.

Also present was Dr. Michele Copher, Executive Director; MaryEllen Galvan, Program Specialist; Armida Espinoza, and investment advisor for Strong Valley, Kyle Trippel.

CALL TO ORDER

On November 16, 2022, the Board of Directors of The Foundation @ FCOE (the “Board”) met for a regular meeting of the board. Immediate Past-President, Jennifer Smith called the meeting to order at 12:08 p.m.

Motioned by Director Elgorriaga, seconded by Director Zimmerman to approve the November 16, 2022, Agenda. Motion carried by the following vote:

Director Alexander – Absent	Director Madrid-Salazar-Absent
Director Brooks – Absent	Director Masumoto – Yes
Director Daniel – Absent	Director Olivares - Absent
Director DeBenedetto – Absent	Director Otto – Yes
Director Dooley – Yes	Director Palmer – Yes
Director Elgorriaga – Yes	Director Robinson – Yes
Director Gallagher – Yes	Courtney Shapiro - Yes
Director Galvez – Yes	Director Smith – Yes
Director Gutierrez-Yes	Director Sreekumar – Yes
Director Hudgins – Yes	Director Yovino – Absent
Director Jacobsen – Yes	Director Zimmerman – Yes
Director Kashian - Yes	Director Zumwalt – Yes
Director Lee - Absent	

Motioned by Director Elgorriaga, seconded by Director Zimmerman to approve the May 18, 2022, Agenda. Motion carried by the following vote:

Director Alexander – Absent	Director Madrid-Salazar-Absent
Director Brooks – Absent	Director Masumoto – Yes
Director Daniel – Absent	Director Olivares - Absent
Director DeBenedetto – Absent	Director Otto – Yes
Director Dooley – Yes	Director Palmer – Yes
Director Elgorriaga – Yes	Director Robinson – Yes
Director Gallagher – Yes	Courtney Shapiro - Yes
Director Galvez – Yes	Director Smith – Yes
Director Gutierrez-Yes	Director Sreekumar – Yes
Director Hudgins – Yes	Director Yovino – Absent

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Director Jacobsen – Yes  
Director Kashian - Yes  
Director Lee - Absent

Director Zimmerman – Yes  
Director Zumwalt – Yes

Motioned by Director Shapiro, seconded by Director Dooley to approve the November 17, 2021, Minutes. Motion carried by the following vote:

Director Alexander – Absent  
Director Brooks – Absent  
Director Daniel – Absent  
Director DeBenedetto – Absent  
Director Dooley – Yes  
Director Elgorriaga – Yes  
Director Gallagher – Yes  
Director Galvez – Yes  
Director Gutierrez-Yes  
Director Hudgins – Yes  
Director Jacobsen – Yes  
Director Kashian - Yes  
Director Lee - Absent

Director Madrid-Salazar-Absent  
Director Masumoto – Yes  
Director Olivares - Absent  
Director Otto – Yes  
Director Palmer – Yes  
Director Robinson – Yes  
Courtney Shapiro - Yes  
Director Smith – Yes  
Director Sreekumar – Yes  
Director Yovino – Absent  
Director Zimmerman – Yes  
Director Zumwalt – Yes

Motioned by Director Masumoto, seconded by Director Elgorriaga to approve the May 18, 2022, Minutes. Motion carried by the following vote:

Director Alexander – Absent  
Director Brooks – Absent  
Director Daniel – Absent  
Director DeBenedetto – Absent  
Director Dooley – Yes  
Director Elgorriaga – Yes  
Director Gallagher – Yes  
Director Galvez – Yes  
Director Gutierrez-Yes  
Director Hudgins – Yes  
Director Jacobsen – Yes  
Director Kashian - Yes  
Director Lee - Absent

Director Madrid-Salazar-Absent  
Director Masumoto – Yes  
Director Olivares - Absent  
Director Otto – Yes  
Director Palmer – Yes  
Director Robinson – Yes  
Courtney Shapiro - Yes  
Director Smith – Yes  
Director Sreekumar – Yes  
Director Yovino – Absent  
Director Zimmerman – Yes  
Director Zumwalt – Yes

ACTION ITEMS

Motioned by Director Hudgins, seconded by Director Gutierrez to elect new directors Armida Espinoza and Thilani Grubel. Motion carried by the following vote:

Director Alexander – Absent  
Director Brooks – Absent  
Director Daniel – Absent  
Director DeBenedetto – Absent  
Director Dooley – Yes  
Director Elgorriaga – Yes  
Director Gallagher – Yes  
Director Galvez – Yes  
Director Gutierrez-Yes

Director Madrid-Salazar-Absent  
Director Masumoto – Yes  
Director Olivares - Absent  
Director Otto – Yes  
Director Palmer – Yes  
Director Robinson – Yes  
Courtney Shapiro - Yes  
Director Smith – Yes  
Director Sreekumar – Yes

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Director Hudgins – Yes  
Director Jacobsen – Yes  
Director Kashian - Yes  
Director Lee - Absent

Director Yovino – Absent  
Director Zimmerman – Yes  
Director Zumwalt – Yes

Motioned by Director Hudgins, seconded by Director Elgorriaga to approve the board term for Director Galvez. Motion carried by the following vote:

Director Alexander – Absent  
Director Brooks – Absent  
Director Daniel – Absent  
Director DeBenedetto – Absent  
Director Dooley – Yes  
Director Elgorriaga – Yes  
Director Espinoza - Yes  
Director Gallagher – Yes  
Director Galvez – Yes  
Director Grubel – Absent  
Director Gutierrez-Yes  
Director Hudgins – Yes  
Director Jacobsen – Yes  
Director Kashian - Yes

Director Lee - Absent  
Director Madrid-Salazar-Absent  
Director Masumoto – Yes  
Director Olivares - Absent  
Director Otto – Yes  
Director Palmer – Yes  
Director Robinson – Yes  
Courtney Shapiro - Yes  
Courtney Smith - Yes  
Director Sreekumar – Yes  
Director Yovino – Absent  
Director Zimmerman – Yes  
Director Zumwalt – Yes

Directors Al Galvez and Elizabeth Dooley recognized the appointment of MaryEllen Galvan as the new Executive Director of The Foundation @ FCOE.

Director Robinson motioned to Adopt Resolution 2022-01, updating the Banking Authority, seconded by Director Kashian. Motion carried by the following vote:

Director Alexander – Absent  
Director Brooks – Absent  
Director Daniel – Absent  
Director DeBenedetto – Absent  
Director Dooley – Yes  
Director Elgorriaga – Yes  
Director Espinoza - Yes  
Director Gallagher – Yes  
Director Galvez – Yes  
Director Grubel – Absent  
Director Gutierrez-Yes  
Director Hudgins – Yes  
Director Jacobsen – Yes  
Director Kashian - Yes

Director Lee - Absent  
Director Madrid-Salazar-Absent  
Director Masumoto – Yes  
Director Olivares - Absent  
Director Otto – Yes  
Director Palmer – Yes  
Director Robinson – Yes  
Courtney Shapiro - Yes  
Courtney Smith - Yes  
Director Sreekumar – Yes  
Director Yovino – Absent  
Director Zimmerman – Yes  
Director Zumwalt – Yes

Director Gallagher motioned to approve Ratification of Annual Budget, seconded by Director Smith. Motion carried by the following vote:

Director Alexander – Absent  
Director Brooks – Absent  
Director Daniel – Absent

Director Lee - Absent  
Director Madrid-Salazar-Absent  
Director Masumoto – Yes

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Director DeBenedetto – Absent	Director Olivares - Absent
Director Dooley – Yes	Director Otto – Yes
Director Elgorriaga – Yes	Director Palmer – Yes
Director Espinoza - Yes	Director Robinson – Yes
Director Gallagher – Yes	Courtney Shapiro - Yes
Director Galvez – Yes	Courtney Smith - Yes
Director Grubel – Absent	Director Sreekumar – Yes
Director Gutierrez-Yes	Director Yovino – Absent
Director Hudgins – Yes	Director Zimmerman – Yes
Director Jacobsen – Yes	Director Zumwalt – Yes
Director Kashian - Yes	

Director Gutierrez motioned to approve the Ratification of Contacts, District Subgrant Agreements, East Bay Foundation Grant, and PG&E Better Together Giving Program. Seconded by Director Masumoto, the motion carried by the following vote:

Director Alexander – Absent	Director Lee - Absent
Director Brooks – Absent	Director Madrid-Salazar-Absent
Director Daniel – Absent	Director Masumoto – Yes
Director DeBenedetto – Absent	Director Olivares - Absent
Director Dooley – Yes	Director Otto – Yes
Director Elgorriaga – Yes	Director Palmer – Yes
Director Espinoza - Yes	Director Robinson – Yes
Director Gallagher – Yes	Courtney Shapiro - Yes
Director Galvez – Yes	Courtney Smith - Yes
Director Grubel – Absent	Director Sreekumar – Yes
Director Gutierrez-Yes	Director Yovino – Absent
Director Hudgins – Yes	Director Zimmerman – Yes
Director Jacobsen – Yes	Director Zumwalt – Yes
Director Kashian - Yes	

## APPROVAL OF FINANCIALS

Motioned by Director Gallagher, seconded by Director Jacobsen to approve the financials. Motion carried by the following vote:

Director Alexander – Absent	Director Lee - Absent
Director Brooks – Absent	Director Madrid-Salazar-Absent
Director Daniel – Absent	Director Masumoto – Yes
Director DeBenedetto – Absent	Director Olivares - Absent
Director Dooley – Yes	Director Otto – Yes
Director Elgorriaga – Yes	Director Palmer – Yes
Director Espinoza - Yes	Director Robinson – Yes
Director Gallagher – Yes	Courtney Shapiro - Yes
Director Galvez – Yes	Courtney Smith - Yes
Director Grubel – Absent	Director Sreekumar – Yes
Director Gutierrez-Yes	Director Yovino – Absent
Director Hudgins – Yes	Director Zimmerman – Yes
Director Jacobsen – Yes	Director Zumwalt – Yes
Director Kashian - Yes	

## Approved Minutes

Kyle Trippel provided the board a brief overview on the performance of the endowment and accounts and spoke briefly about the Foundations investments.

### COMMUNITY INPUT

There were no comments from the community.

### SUPERINTENDENT'S REPORT

Superintendent Yovino was unable to attend and there was no superintendent report.

### OTHER BUSINESS

No updates were provided by the Standing Committee Chairs.

### New

Accomplishments and the Objectives and Action Plan were presented. Board was notified of upcoming updates to the Organizational Meeting, Bylaws, and Internal Controls that would be presented at the next meeting of the Board.

Special Guest speaker was in attendance. Ananya Vinay presented on Project Ignite.

### DIRECTOR ACTIVITIES

There were no director activities items.

### EXECUTIVE DIRECTOR'S REPORT

### ADJOURNMENT

The meeting adjourned at 1:19 p.m.