SPECIAL BOARD MEETING
AMENDED MINUTES

The Farmworkers Institute of Education and Leadership Development, Inc
FIELD BOARD OF DIRECTORS

Location: Farmworkers Institute of Education & Leadership Development
FIELD CTE Operations Center
2240 S. Union Ave
Bakersfield, CA 93307

Zoom Meeting/Teleconference Location:
https://us02web.zoom.us/j/81038287113

By Phone: (669) 900-9128 **Meeting ID:** 810 3828 7113

Wednesday, May 8, 2024 at 12:30 pm

NOTE: In compliance with the Americans with Disabilities Act if you need special assistance to participate in the meeting, please contact us 48 hours prior to the meeting.

ON THE WEB: Agendas may be viewed at www.farmworkerinstitute.org

1. **MEETING CALLED TO ORDER:** *The Special Board meeting was called by Ines De Luna and Joseph Casas and the meeting was called to order at 12:37 pm.*

2. **ESTABLISH A QUORUM:** *Secretary Patrick Pine established a Quorum at 12:37 pm*

Roll Call:

David Villarino *(not present)*
Dr. Mark Martinez *(present, joined at 1:09 pm)*
Nadia Villagran *(present)*
Oscar Gonzales *(present)*
Dr. Nora Dominguez *(present)*
Ines De Luna *(present)*
Greg Cervantes *(present)*

Nonvoting:

Patrick Pine, Secretary *(present)*
Michael Gomez, Treasurer *(not present)*
Joseph Casas, General Counsel *(present)*

Staff Present:

Rosa Ruelas *(present)*
Carolina Martinez *(present)*
Maria Rawls *(present)*
Susana Navarro-Llamas *(present)*

3. ADOPTION OF THE AGENDA

Mr. Casas entertained a motion to adopt the Agenda for FIELD. Ines De Luna moved, Nadia Villagran seconded the motion. There was no discussion and the motion was approved by Nadia Villagran, Oscar Gonzalez, Dr. Nora Dominguez, Ines DeLuna and Greg Cervantes.

4. OPEN PUBLIC FORUM

It is appropriate for the public to address the FIELD Board regarding items of public interest within the jurisdiction of the board before or during the Board's consideration of the items. Time allowed may be limited to three minutes per item. If a large number wishes to speak on a specific item, the board may limit total input to 30 minutes on any item. Individuals or groups may address the board on items not listed on the agenda; however, no action can or will be taken on the unlisted items.

In accordance with the law, the public and Board are hereby given notice that a tape recording of today's meeting is being made. This recording is to assist in the completion of the minutes. It is NOT a transcript of the meeting and may be disposed of in 30 days. The official transcript of this meeting will continue to be the adopted minutes.

- *Counsel, Joseph Casas opened the public forum at 12:37 pm.*
- *No members of the public were present and as such public forum was closed at 12:38 pm.*

5. OPEN SESSION

Open session began at 12:39 pm.

6. APPROVAL OF THE CONSENT AGENDA:

All consent agenda items for the FIELD BOARD OF DIRECTORS are considered to be routine and will be enacted by one motion unless a board member requests separate action on a specific item.

7. REPORTS: THE BOARD MAY, IF TIME PERMITS, TAKE BOARD REPORTS AT ANY TIME DURING THE MEETING AND NOT AT A SPECIFIC TIME.

There is very limited board discussion, between the board, except to ask questions or refer matters to staff, and no action will be taken unless listed elsewhere on the agenda or on a subsequent agenda.

8. INFORMATION ITEMS:

a. **Rosa Ruelas – Financial Management** (Budget Update)

Rosa Ruelas shared the budget process with the board of Directors, Rosa is currently working on a rollover budget based on previous year's expenses and revenue and meeting with the program leaders to gather information on expenses and revenue projection. Concerns were brought up in regard to operating revenue, payroll, and cash in the bank.

Rosa also shared that as of March 31, 2024 FIELD is showing a loss of approximately 1.3 million. She anticipated asset recognition from construction projects expected to offset a significant portion of the loss. A Projected increase in Average Daily Attendance (ADA) in the high school is expected to boost revenue.

b. **Carolina Martinez - Director, Human Resources** (HR Update)

Ms. Martinez gave a report of urgent pending HR projects and required policies and procedures for FIELD/EPIC. Dr. Martinez shared with the board her plan to finalize the draft of the employee handbook and establish new policies including formalizing safety policies and salary structure for EPIC/FIELD Employees. Ms. Martinez also shared she is currently working on a Sabbatical Policy, Conflict of Interest Policy and Workplace Investigation Policy to be presented for board approval June 22, 2024.

c. **Maria Rawls – Director of FIELD Advancement, Marketing, Construction/Real Estate** (Update & Next Steps on Lancaster Affordable Housing Development Project)

Maria Rawls, Director of FIELD Advancement, Marketing, Construction/Real Estate gave an update on the Lancaster affordable housing Development Project. The project involves developing land in Lancaster for low-income housing and FIELD services, previously known as the Desert Palms Apartments LP. The original developers faced funding challenges, so are looking to dissolve the limited partnership agreement and SF Development, who holds title and site control, offered the sale of land for development. This led to a partnership with Mirka Investments, a new developer experienced in affordable housing.

Escrow was opened on April 11, 2024 for a $1.4 million purchase agreement. FIELD is to contribute $500,000 for initial site control. The remaining $900,000 is due upon the FIELD securing funding to proceed with development or by June 2026, with a one-year extension option at the cost of $50,000. Robert Cowan, on behalf of FIELD, requested an amendment to the purchase agreement for a 30-day extension for due diligence which was executed on May 7, 2024. A good amount of the pre-development including the phase one, traffic studies and city sign-offs, has been completed by previous developers, but needs to be reviewed by FIELD and external counsel for due diligence.

Maria Rawls also shared the need to establish a memorandum of understanding (MOU) with Mirka Investments to formalize the partnership and develop a new performance based on updated terms. Robert Cowan to assist with due diligence, negotiation, and forming a new entity to minimize liability for FIELD.

Board members expressed concerns about the project's financial implications, the need for updated performance data, and ensuring adequate protections for the organization. Discussion on forming recommendations to assess options, including potential exit strategies if due diligence reveals unfavorable conditions. Overall, there's a need for more thorough analysis, proforma, clear communication, and informed decision-making to navigate the project's complexities and ensure alignment with Field's financial goals and risk management strategies. The Board requested Ms. Rawls to obtain this information and bring it back to the board for further consideration and due diligence.

9. NEW BUSINESS:

a. **Action Item:** Shall the FIELD Board of Directors appoint an Interim President?

General Counsel Joseph Casas called for a motion to appoint a Vice President for FIELD under section 5 under FIELD bylaws. The board discussed the necessity of appointing a Vice resident in accordance with Section Five of the 1978 bylaws especially in light of Mr. Villarino's absence during Sabbatical. Section 5 of FIELD Bylaws allows for the appointment of a Vice President with full powers in the absence of the President. This would ensure continuity of business operations. Mark Martinez moved, Ines DeLuna seconded the recommended motion. The motion was approved by Nadia Villagran, Oscar Gonzales, Dr. Nora Dominguez, Ines DeLuna, Greg Cervantes and Dr. Mark Martinez.

General Counsel Joseph Casas called for a motion to appoint Ines DeLuna as the vice president of the FIELD Board based on her availability and willingness to take on responsibilities. Nadia Villagran moved, Dr. Mark Martinez seconded. The motion to appoint Ines DeLuna as Vice president was approved by Dr. Mark Martinez, Nadia Villagran, Oscar Gonzales, Dr. Nora Dominguez, and Greg Cervantes. Ines DeLuna abstained.

Dr. Martinez then discussed the possibility of providing a stipend for the Vice President role, considering the workload and responsibilities associated with the position, especially in light of the fact that Dr. Dominguez is reporting directly to the board during Mr. Villarino's Sabbatical. The Board as HR to research nonprofit board member stipends in California and provide recommendations as well as assess the budget implications of the proposed stipend. It was agreed to hold off on deciding on the stipend until further information is gathered and to revisit the issue in the next meeting.

b. **Action Item:** Shall the FIELD Board of Directors approve an amendment to the By-Laws allowing for virtual discussion/votes on urgent matters that arise in between regularly scheduled board meetings?

General Counsel Joseph Casas called for a motion to approve an amendment to the By-Laws allowing for virtual discussion and votes on urgent matters that arise in between regularly scheduled board meetings, with the requirement for ratification at the next scheduled board meeting. Such virtual discussion and votes would apply to FIELD only and not EPIC.

The amendment will be sent to special counsel John Lemmo to ensure Brown Act compliance.

Ines DeLuna moved, Nadia Villagran seconded the motion. The motion was approved by Dr. Mark Martinez, Nadia Villagran, Oscar Gonzales, Dr. Nora Dominguez, Ines DeLuna, and Greg Cervantes.

c. **Action Item:** Shall the FIELD Board of Directors approve the establishment of an Executive Committee?

General Counsel Joseph Casas called for a motion to approve the establishment of an Executive Committee. The proposed committee would work closely with our new COO, Dr. Nora Dominguez, and make interim decisions that align with the board's vision. The objective is to streamline coming and decision-making processes, similar to having a CEO nearby.

Mark Martinez moved, Ines DeLuna seconded. The motion was approved by Dr. Mark Martinez, Nadia Villagran, Oscar Gonzales, Dr. Nora Dominguez, Ines DeLuna, and Greg Cervantes.

d. **Action Item:** Shall the FIELD Board of Directors appoint members to the Executive Committee?

General Counsel Joseph Casas called for a motion to appoint FIELD Board Members to the Executive Committee. Dr. Mark Martinez recommended Secretary Patrick Pine and Ines DeLuna.

Nadia Villagran moved, Dr. Nora Dominguez seconded the motion to appoint Secretary Patrick Pine, and Ines DeLuna as members. The motion was approved by Dr. Mark Martinez, Oscar Gonzales, Dr. Nora Dominguez, and Greg Cervantes. Ines DeLuna abstained.

e. **Action Item:** Shall the FIELD Board of Directors ratify prior virtual board actions of April 24, 2024 (Temporary adjustment to Nora Dominguez compensation) and May 1 (authority to act as FIELD agents for Nora Dominguez/Patrick Pine and reappointment of Mr. Pine as secretary)?

General Counsel Joseph Casas called for a motion to approve the ratification of prior virtual board action of April 24, 2024 (Temporary adjustment to Nora Dominguez compensation) and May 1 (authority to act as FIELD agents for Nora Dominguez/Patrick Pine and reappointment of Mr. Pine as secretary).

Ines DeLuna moved, Dr. Mark Martinez seconded. It was confirmed that minutes reflecting the ratified actions would be prepared and documented for record-keeping purposes. The motion was approved by Dr. Mark Martinez, Nadia Villagran, Oscar Gonzales, Dr. Nora Dominguez, Ines DeLuna, and Greg Cervantes.

10. CLOSE PUBLIC FORUM - CLOSED SESSION

The board may call for a closed session to discuss confidential personnel matters, potential litigation, or other matters allowed under the Brown Act.

Public Forum closed at 1:58 pm
Closed session began at 2:05 pm, and ended at 3:30 pm. No report out of closed session.

11. ADJOURNMENT:

Meeting adjourned at 3:30 pm

Next Meeting Date: Regularly Scheduled FIELD Board Meeting; Saturday, June 22, 2024 time and location to be determined.

This Special Meeting Agenda was posted at least 24 -hours in advance of the meeting at FIELD, CTE Operations Center, 2240 S. Union Ave. Bakersfield, CA 93307 online on the website, and at the meeting location.