



## **BOARD OF DIRECTORS MEETING**

**Monday, November 21, 2022**

**Board Members:** Joshua Lichtenstein (Chair), Imad Sabi, Marti Flacks, Stewart Ross (Treasurer), Judy Gearhart, Kindra Mohr

**Staff Members:** Elana Berger (Executive Director), Kyle Ash, Emily Stutzman, Rachel Burton, Ladd Connell, Katelyn Gallagher, Carolina Juaneda, Steward Beckham

Elana presented an update on BIC's work, including staffing and fundraising updates. On staffing, there is an opening for a Policy Associate and Administrative and Communications Assistant. Elana shared an update on BIC's project monitoring work and the types of projects being monitored in each region. On the audit approval, **Elana shared that everything checked out with the 2021 audit, and Stewart Ross will have his annual call with the auditors to discuss financials.** Elana provided a fundraising update; one of the priorities is another general support grant. On the 2023 budget, BIC could be slightly over budget at the end of the year but will not need to go into the reserves. **Elana will gather more information on the Calvert investments and compare them to other socially responsible investments to make sure they are not underperforming. The Board unanimously approved the 2023 budget and will check in at the spring meeting to see which grants have been renewed.**

As part of follow-up from the previous Board meeting:

### **Conflict of Interest Policy:**

Kindra Mohr presented the draft conflict of interest policy she has been working on with Judy Gearhart and Fatuma Ibrahim. The key takeaways include defining what constitutes a conflict, identifying and calling out financial conflicts, and the appropriate steps to take if a conflict arises. Other Board members provided comments and areas requiring additional clarification, **Kindra and Judy agreed to incorporate comments and come to the next Board meeting with a more formalized version. Kindra also agreed to send around a voluntary disclosure form.**

### **Whistleblower Policy:**

Stewart Ross presented the whistleblower policy, outlining the steps the Board and BIC staff must take in the event of a whistleblower. The policy identifies the initial contact person, Skylar Estes, who will then bring the issue to the Board chair. **The Board agreed that it is useful to**



**include a paragraph on the investigation procedure including the timeline. Elana will share the whistleblower policy with staff, gather input, and then share with the Board.**

**Revised Staff Handbook:**

Elana shared updates to the staff handbook including a more generous parental leave policy and a remote work policy.

**Board Development:**

Cesar Gamboa is terming off in January 2023 and Joshua Lichtenstein is terming off next year. The Board discussed the type of candidates to consider and whether a former MDB employee could join the Board. The priority for new board members is those with an environment or fundraising background.

**The Board unanimously approved the second term for Judy Gearhart and Marti Flacks.**

**Strategic Planning Process:**

Elana Berger presented the questions being considered ahead of the strategic planning process next year. They include: BIC's value add; how BIC can become more demand driven and prioritize the needs of project-affected communities; and ways to engage stakeholders. The questions that must be answered as the new strategy is being developed are: how BIC allocates work across institutions; how BIC allocates work across regions; and what structures make the most sense for BIC. **Joshua Lichtenstein suggested narrowing down the questions to three to five issues that can be strategic priorities in the coming years. The Board will be completing an organizational review of Elana.**