



**Greater Tacoma Community Foundation
 Governance Committee Agenda
 Tuesday, December 10, 2024, 3:30- 4:30 p.m.
 In Person at GTCF**

Timeframe	Agenda Item	Document(s)
3:30-3:35 pm	Welcome & Check-in	
3:35-3:40 pm	Action: Approve October 29, 2024 meeting minutes	10/29/24 Minutes
3:40-3:45 pm	Review of Supporting Organization Background and 2025 Boards <ul style="list-style-type: none"> • Discussion • Approve recommendations of 2025 Pacific Bonsai Museum and Asset Stewardship Foundation Boards to GTCF Board of Directors for adoption at annual meeting 	2025 Asset Stewardship and Pacific Bonsai Museum Board Lists
3:45-4:05 pm	Discussion: 2025 New Board Member Onboarding <ul style="list-style-type: none"> • 2025 Mentor Recruitment update • Discussion and Input on Personalized Onboarding Plan 	Mentor Training Module Mentor Guide
4:05-4:25	Board Culture <ul style="list-style-type: none"> • Prompt: In what ways does board attendance support GTCF Board culture? • Prompt: What are you noticing about board culture transformation since your time on GTCF’s Board? • Prompt: As we think ahead about recruitment, how might this inform what’s needed for the Board and Committees? 	Attendance Tracker
4:25-4:30 pm	New Business and/or Executive Session	
	Close & Meeting Adjournment	

Upcoming Dates:

- Thursday, 12/19/2024, 3:00 PM: GTCF Annual Board Meeting at UWT University Y Student Center, Room 303
- Thursday, 1/16/2025, 12:00 PM: New Board Member Orientation
- Thursday-Friday, 2/27-2/28/2025: Board Retreat at Silver Cloud



Greater Tacoma Community Foundation
Governance Committee Minutes
October 8, 2024
3:30-5:00 PM
By Zoom

Governance Committee Members present:

Wayne Williams	Priscilla Lisicich
Nathe Lawver	Richard Woo
Art Wang	Ahlmahz Negash

Governance Committee Members absent:

Lyle Quasim	Lori Forte Harnick
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Staff present: Kathi Littmann, Seth Kirby, Anastacia Lamb

Welcome: Wayne Williams called the meeting to order at 3:30 PM.

June 2024 Meeting Minutes were accepted.

Update on 2025 New Board Member Recruitment (see attached info deck)

- Seth reviewed the recruitment & onboarding timeline per attached deck.
- Please note that documents are confidential & not for distribution.
- Summary recommendations for 2025 cohort: Dr. Sheila Lange, Rafael Saucedo, Lance Goodpaster, and Aimee Khuu. Lori Forte Harnick to join as Emeritus for 1 additional year.
- Summary recommendations for 2026 pipeline cohort: steward relationships to engage Terrance McGehee and Jeannette Dorner as strong 2026 candidates
- Next steps: Kathi will reach out to confirm individual recommendations.
- Wayne suggested that nominating member to call as another touchpoint; Seth and Kathi will loop back to nominating board members to coordinate.
- Seth will connect with Ahlmahz on process to identify mentors for each of the 2025 members

Update on 2025 Committee Chairs

- The theory of action is to have transition while current committee chair support the new chair for a year before they term off.
- All committee chairs are confirmed except for Governance (TBD with exec committee roster) & Ambassador (pending committee redesign).

Updates about Officer Nomination and Election Process

- Wayne noted that he did not receive any volunteers for Officers/ Executive Committee.
- The 2025 Officer slate will be determined at the Oct. 29 Governance Committee.
- Wayne asked if mentors are engaging the 2024 cohort in exploring an Executive Committee role. Ahlmahz noted that at the end of year 1 the mentors are to explore the personal plan for year 1 cohorts to determine any interest in Executive Committee participation. Wayne asked that Ahlmahz cover responses and feedback in her annual summary report.
- Kathi noted that GTCF will be undertaking routine community foundation accreditation (every 3 years) & possibly RFI for investment firm. These processes require Secretary and Treasurer involvement.

No Executive Session and/or New Business

Meeting Adjourned at 4:37 pm.

Materials: [2024.10.08 Governance Committee - for Board Packet.pdf](#)

Supporting Organizations Overview

Background: If a supporting organization closes, the State of Washington requires that the organization's assets be delivered to a like organization. The supporting organization and GTCF would work together to reach accord on the disposition of the assets.

GTCF currently has two supporting organizations:

1. George Weyerhaeuser Pacific Rim Bonsai Collection (Pacific Bonsai Museum)
2. Asset Stewardship Foundation (ASF)

They are all Type I which means:

- GTCF has the responsibility to appoint the majority of the board members
- Governance of the organization is up to the supporting organization's Board of Directors
- As an interested party, GTCF can advise but has no other responsibility

The process for appointing Board members:

- GTCF identifies or the Supporting Organization (SO) sends us the names and bios of potential board members that they want our Board of Directors to consider for appointment
- GTCF Governance Committee performs due diligence on those individuals
- Based on the due diligence, the Governance Committee presents those names and bios to our board and recommends appointment
- GTCF Board of Directors votes to approve appointment
- GTCF management notifies the SO and the SO notifies their board of our board's appointment
- Technically, there's no action to be taken by the SO Board of Directors for members appointed by GTCF. It's not appropriate for the SO board minutes to say that their board approved these members
- At year-end, the full list of SO Board members is presented to GTCF Board (indicating the GTCF versus SO appointment for each) for informational purposes

Risks/Liability (legal opinion provided in 2016) :

- There is no basis under federal tax law for holding a supported organization liable for the actions of a supporting organization or for damages arising out of those actions
- Under Washington state law, a corporation which elects the majority of another corporation's board is generally not liable for the actions of the other corporation unless the "parent" corporation uses the corporate form to evade an obligation, circumvent a statute, perpetrate a fraud or crime or gain an unjust advantage

Action: Approve Nomination Slate of Board of Directors for Pacific Bonsai Museum and Asset Stewardship Foundation

2025 Pacific Bonsai Museum Board of Directors

First Name	Last Name	Position	GTCF Nominated
Grant	Rauzi	Board Chair	X
Katherine	Severson	Vice Chair	X
Mary	Gates	Secretary	X
Sheri	Tonn	Treasurer	X
Anthony	Fajarillo	Director	
Mark	Haley	Director	X
Sharon	Cornish Martin	Director	
Galen	Low	Director	
Phyllis	Griggs	Director	X
Jennifer	Costantino	Director	
John	Mork	Director	
Susan	Russell Hall	Director	X
Pat	Bako	Ex-Officio	

Asset Stewardship Foundation Nomination Slate for 2025

Background: Asset Stewardship Foundation (ASF) was established as a supporting organization under Section 509(a) (3) of the IRS Code and is operated by Greater Tacoma Community Foundation. ASF has a single member which is Greater Tacoma Community Foundation. ASF Board of Directors consists of the Executive Committee of Greater Tacoma Community Foundation and administers and distributes the property held by ASF. ASF receives gifts of property (typically real estate) from donors, takes necessary actions to make the property marketable and sells the property. ASF gifts the net sales proceeds to Greater Tacoma Community Foundation.

Action: Vote to appoint the directors of Asset Stewardship Foundation for 2025 as follows:

Wayne Williams – Chair
Richard Woo – Vice Chair
Kitty-Ann van Doorninck - Secretary
Tory Green -Treasurer
Ahlmahz Negash – At Large
Lori Forte Harnick- Chair Emeritus

Mentor Training Module (DRAFT)

- I. Introductory Conversations
 - a. Establishing mentorship purpose and value
 - b. Developing a comfort zone
 - c. Sharing information and background to find common ground

- II. Establishing expectations
 - a. Uncovering new board member known interests and need
 - b. Establishing levels of commitment that are comfortable.
 - c. Reinforcing the on-boarding process is personalized.
 - d. Establishing a check-in schedule

- III. Action planning together
 - a. Identifying when an action is needed or desired.
 - b. Mapping plans of action (who, what, when, where)
 - c. Determining who needs to be informed or engaged.
 - d. Assessing the outcomes of actions taken

- IV. Program Improvement
 - a. Providing feedback to the At-Large Board Member
 - b. Conveying appreciation for contribution to changes and modifications
 - c. Mentor collaborations

- V. One-year Review
 - a. Contributing to the At Large Board Members annual On-boarding Review Report (continuous improvement process)

Board Mentor Guidelines and Overview

Mentors Role: Utilize their knowledge and experiences with GTCF to support the **adopted** on-boarding process for new Board Members. Serve as a primary point of contact for a new board member during their first year on the board of a trust-based philanthropic foundation.

Mentor Objectives: Be a knowledge facilitator with new board members and assist their transition to being a contributing board member by ensuring they have,

- An understanding of not only organizational policy and procedure but mapping pathways that allow for a progressive understanding of and engagement with how GTCF impacts community.
- An understanding of GTCF's Strategic Framework (Vision, Mission, Values, cross-cutting strategies) and how they translate to actionable goals by providing examples.
- An understanding of trust-based foundation (transformative vs transactional) versus other types of foundations and with that uncover how their skills, knowledge. Lived experiences and specific interests enable them to best support GTCF's success.
- An understanding of an existing board culture that has established an interactive and progressive learning environment; and ways in which they can contribute to the preservation of it.

Tools:

- | | |
|------------------------------------|------------------------------------|
| - Orientation/On-boarding plan | - Personalized on-boarding plan |
| - BoardPaq archives | - GTCF staff |
| - Community partners organizations | - Mentor experiences and knowledge |

Conversation Prompts:

- Have you served on a board before and if so what type of organization? Do you believe being a contributing GTCF board member presents you with a new set of expectations/challenges? How can I assist?
- What are some of the greatest strengths you feel you bring to the board? From what you have gathered thus far, is there a particular area that really captured your interest or sparked curiosity?
- Apart from things you feel you already have access to what are some things I can help you with as a board mentor?
- A part of our on-boarding process is the option of establishing a personalized plan. Can we walk through that plan to uncover where I might be of greatest assistance?
- Are you amenable to setting up a schedule for the two of us to meet and discuss how things are progressing, if you need assistance, want to debrief on a meeting or conversation etc.?

FOR DISCUSSION ONLY		GTCF Board Meeting & Retreat Dates 2023 to 2024 Present									Total Mtgs Attended	Attendance Rate
Member	Term Ending	Feb '23	May '23	July '23	Oct '23	Dec '23	Feb '24	Apr '24	July '24	Oct '24		
MEMBER A	2027	0	0	1	0	0	1	0	1	0	3 of 9	33%
MEMBER B	2025	0	0	1	0	1	1	1	0	0	4 of 9	44%
MEMBER E	2029	N/A	N/A	N/A	N/A	N/A	1	0	1	0	2 of 4	50%
MEMBER F	2029	N/A	N/A	N/A	N/A	N/A	1	0	0	1	2 of 4	50%
MEMBER D	2025	0	0	0	1	0	1	1	1	1	5 of 9	56%
MEMBER G	2024	0	0	1	1	1	1	1	0	1	6 of 9	67%
MEMBER H	2028	1	1	0	1	1	0	1	0	1	6 of 9	67%
MEMBER J	2029	N/A	N/A	N/A	N/A	N/A	1	0	1	1	3 of 4	75%
MEMBER I	2026	1	1	1	0	1	1	0	1	1	7 of 9	78%
MEMBER K	2026	1	0	1	1	1	1	1	1	1	8 of 9	89%
MEMBER L	2026	1	1	1	1	1	0	1	1	1	8 of 9	89%
MEMBER M	2025	1	0	1	1	1	1	1	1	1	8 of 9	89%
MEMBER N	2025	1	0	1	1	1	1	1	1	1	8 of 9	89%
MEMBER O	2024	1	1	1	1	1	1	1	1	1	9 of 9	100%
MEMBER P	2025	1	1	1	1	1	1	1	1	1	9 of 9	100%
MEMBER Q	2029	N/A	N/A	N/A	N/A	N/A	1	1	1	1	4 of 4	100%
MEMBER R	2029	N/A	N/A	N/A	N/A	N/A	1	1	1	1	4 of 4	100%
MEMBER S	2028	1	1	1	1	1	1	1	1	1	9 of 9	100%
MEMBER T	2027	1	1	1	1	1	1	1	1	1	9 of 9	100%
MEMBER U	2025	1	1	1	1	1	1	1	1	1	9 of 9	100%
MEMBER V	2026	1	1	1	1	1	1	1	1	1	9 of 9	100%
Present		12	9	14	13	14	19	16	17	18		
Absent		4	7	2	3	2	2	5	4	3		