

AGENDA FOR
REGULAR BOARD OF DIRECTORS MEETING
HELD ONLINE ON 2024-NOVEMBER-06

Meetings Guidelines and Protocols: <https://members.sfpride.org/meetings>

1. Standing Items (60 mins)
 - a. Call to Order and Welcome:
 - b. Land Acknowledgement:
 - c. Appointment of Meeting Roles
 - i. Timekeeper, Stack Monitor, Vibe Watcher
 - d. Reading of the Mission Statement
 - e. Reading of the Financial Protocol
 - f. Reading of Public Comment Policy
 - g. Disclosure of Potential Conflicts of Interest
 - h. Approval of the Agenda
 - i. Approval of Minutes
 - j. Reports of the Officers
 - k. Reports of Committees
 - i. Budget & Finance
 - ii. Community Affairs
 - iii. Entertainment Committee
 - iv. Long Range Planning
 - l. Agency Updates from Executive Director
2. Unfinished Business (10min)
 - a. Assigning Board Buddies + Board Orientation
 - b. Committee Assignments (Josh)
 - c. June Member Meeting
 - i. Community Affairs lead?
3. New Business
 - a. Smoke & vape free bar patios letter of endorsement (15min)
 - b. SF Pride out in the community (Josh) (5min)
4. Announcements (5 mins)
5. Public Comment (10 mins)
6. In Memoriam
7. Adjournment

Meeting Statements

<https://members.sfpride.org/meetings/>

This information is compiled for ease of use during meetings.

Mission Statement

The mission of the San Francisco Lesbian, Gay, Bisexual, Transgender Pride Celebration Committee is to educate the world, commemorate our heritage, celebrate our culture, and liberate our people.

Financial Protocol

No expenditure can be incurred without going through the Executive Director in advance. This includes reimbursement of expenses outside of the set guidelines. If you expect to have an expenditure, prior approval must be sought from the Executive Director as soon as possible. Procedures exist and checks, and balances are in place to ensure that all expenditures go through a proper approval process with the Board. All expenditures are accounted for during the annual budgeting and audit process.

Land Acknowledgement Statement (as of January 28, 2021)

We at San Francisco Pride acknowledge that we are meeting on the unceded ancestral homeland of the Ramaytush Ohlone peoples, the original inhabitants of the San Francisco Peninsula.

Disclosure of Potential Conflicts of Interest

- Nguyen: Frameline
- Janelle: TRANScend, SF LGBT Center
- Anjali: Lyon Martin, LGBT Asylum, Parivar, OTI TAC, ETE, Officer-HSH, Center for Immigrant Protection (President)
- George: Oakland Pride (Board President)
- Josh: Burning Man, UC Berkeley, Soul of Pride, Comfort and Joy, Music Connects Foundation
- Linda: BWOPA, Juvenile Probation
- Maceo: SF LGBT Center
- Nas: Alwan Foundation, Gilead, ViiV

**AGENDA FOR
REGULAR BOARD OF DIRECTORS MEETING
HELD IN-PERSON ON 2024-OCTOBER-02**
at the **SF LGBT Center**, 1800 Market Street, SF, CA 94103
Meetings Guidelines and Protocols: <https://members.sfpd.org/meetings>

1. Standing Items (60 mins)
 - a. Call to Order and Welcome: 7:15pm
 - b. Land Acknowledgement: Maceo reads
 - c. Roll Call: Nguyen, Josh, Adell, Ronnie, Dr. Nas Muhammad, Jack, Anjali, Jupiter, George Smith
 - d. Appointment of Meeting Roles
 - i. Timekeeper: Alina
 - ii. Stack Monitor: Nguyen
 - iii. Vibe Watcher: Dr. Nas Muhammad
 - e. Reading of the Mission Statement: Jack
 - f. Reading of the Financial Protocol: Adell
 - g. Reading of Public Comment Policy: Nguyen
 - h. Disclosure of Potential Conflicts of Interest
 - i. Approval of the Agenda: Consensus with no objections or stand asides at 7:28
 - j. Approval of Minutes: Consensus with no objections or stand asides at 7:29
 - k. Reports of the Officers
 - i. Nguyen refers to page seven of the packet for the Presidents report & provides a verbal overview
 - ii. VP: Not present
 - iii. Treasurer: Adel gave a verbal summary of written report
 - iv. Secretary: Folsom, Oakland Pride, chairing committees
 - l. Reports of Committees
 - i. Budget & Finance: Please refer to written report. B+F only has one person (Adell), would be great to have others join
 - ii. Community Affairs: Josh campaigns for community affairs
 - iii. Entertainment Committee: Josh campaigns for Entertainment
 - iv. Long Range Planning: Adell spoke to work LRP has done to bring core values to life, working on building a shared understanding. Looking ahead looking at how we can simplify. Nguyen expresses pride and thanks for work they have done
 - m. Agency Updates from Executive Director
 - i. Suzanne noted that the staff helped with Oakland Pride. Meetings continue with the Street Faire Coalition, which shares resources and lobbies on behalf of its constituents. Took part in Open House soiree. Took part in City Scape opening at The Hilton. Suzanne

took in the GAPA Runways event. Suzanne reflects upon Golf Tournament fundraiser, which raised over \$30k. Suzanne went on to encourage the new board to take part in next years event. The following day the LGBT Golf Tournament took place at Hardin Park. Suzanne challenged the Development Committee to consider other fundraisers as this fundraiser came from Development. Suzanne shared with the Board past activation that the board led that have raised dollars. Suzanne stressed the importance of board taking lead on fundraisers that it develops. Took part in SF AIDS foundation gala. Suzanne spoke to importance these events play in raising the profile of Pride. Suzanne took part in a strategic planning meeting for OTI. Lastly, Suzanne and staff volunteered at Folsom Street. When it comes to finance, Suzanne expressed appreciation for the role the board played in being engaged with finance. Suzanne remarked with Pride that we ended with with a \$350k profit. Suzanne thanked the staff for the work it did to get us to this point. Suzanne expressed thanks to Silverback for finding cost savings

- ii. Suzanne present Nguyen with award for his service to Pride. Suzanne reflects upon Nguyen contributions. The board then took an opportunity to recognize Nguyen for his contrition to Pride.
 - iii. Nguyen reflected upon his services to pride and thanked Pride board and staff for all of their support and trust. Nguyen welcomed returning and new board members
2. Unfinished Business
- i. None
3. New Business (60 minutes)
- a. Seating of New Board
 - i. Suzanne welcomed Maceo, Ronnie, Jack and Jupiter to take a seat at the table
 - ii. Suzanne recognized outgoing board member Carolyn Wysinger and Janelle their contributions to Pride
 - iii. Maceo recognized Manuel, Robert & Spring for their contributions
 - b. Executive Committee Election
 - i. Chris commented that the board's first job is to elect the executive. Chris went on to walk the board through the Officer Election policies and procedures. Elections then commenced. As there are nine possible votes, a candidate would need to receive five votes. Note...there were no objections to this calculus. There was consensus we would two minutes to speak and two for questions
 - 1. President
 - a. Joshua Nominates himself
 - b. Dr. Nas Muhammad nominates himself
 - c. The floor was then opened for candidate statements followed by Q&A
 - d. Chris opens the electronic voting
 - e. Results: nine voted: 6 for Josh 3 for Dr. Nas
 - f.
 - 2. VP

- a. Josh nominates Maceo. Maceo accepts nomination
 - b. Anjali nominates themselves
 - c. The floor was then opened for candidate statements followed by Q&A
 - d. The floor was then opened for candidate statements followed by Q&A
 - e. Results: nine voted: 7 for Maceo 2 for Anjali
 - f.
3. Treasurer
 - a. Joshua Smith nominates Adell. Adell accepts nomination
 - b. The floor was then opened for candidate statements followed by Q&A
 - c. Results: nine voted: 8 for Adell
 - d.
4. Secretary
 - a. Dr. Nas Muhammad nominates himself
 - b. No other nomination received
 - c. The floor was then opened for candidate statements followed by Q&A
 - d. Results: nine voted: 8 for Dr. Nas
 - e.
- c. Assigning Board Buddies + Board Orientation
 - i. Tabled
- d. Committee Assignments
 - i. Please see link to sign up for Board Committees
- e. June Member Meeting
 - i. Tabled
4. Announcements (5 mins)
 - a. Tabled
5. Public Comment (10 mins)
 - a.
6. In-Memoriam
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San Francisco Lesbian, Gay, Bisexual, Transgender Pride Parade and Celebration Committee, Inc.

Joshua Smith

President Report

November 5th, 2024

The month of October, by and large, was focused on getting my footing, understanding the operational ins and out of my role. A big shout-out to Suzanne and staff for their unwavering support as I slide into my role.

It was an honor to recently represent SF Pride at Palm Springs Pride! Looking ahead, we will explore opportunities for SF Pride to be out in the community. Board members, if you have not already heard from me, be on the lookout for my call



San Francisco Lesbian, Gay, Bisexual, Transgender Pride Parade and Celebration Committee, Inc.

Adell Hanson-Kahn

Treasurer Report

November 5th, 2024

- Reviewed FY25 budget with staff
- Chaired B&F meeting November 2, 2024
 - Reviewed FY25 budget
 - Meeting notes in [OneDrive](#)
- B&F committee members and staff investigating multiple bookkeeping improvements
- Financials attached to packet, net income of -\$81k primarily due to sustained OpEx & low income. \$331k in unrestricted funds (checking + reserve) will last through Feb and inflows will resume by or before Feb either from GFTA or vendor/parade registrations.

SF Lesbian Gay Bisexual Transgender Pride CC, Inc.

Balance Sheet

As of October 31, 2024

Oct 31, 24

ASSETS

Current Assets

Checking/Savings

0101 · Wells Fargo Bank Checking

0101A · Restricted Funds

0101AGR · Howard Grayson LGBT 1,228.21

0101ALA · Latin Stage 450.88

0101API · Pink Triangle 20,862.26

0101ASO · Soul of Pride 520.00

Total 0101A · Restricted Funds 23,061.35

0101 · Wells Fargo Bank Checking - Unrestricted Funds 161,919.43

Total 0101 · Wells Fargo Bank Checking 184,980.78

0102 · WellsFargo MarketRate (Reserve) 170,627.71

0104 · WellsFargo Bank Savings 1,560.68

0106 · Fresno First 87.72

0113 · Petty Cash Account 55.23

Total Checking/Savings 357,312.12

Total Current Assets 357,312.12

Fixed Assets

0140 · FURNITURE & EQUIPMENT

0140a · Furniture & Equipment 4,999.51

0141 · Accumulated Depreciation -4,999.51

Total 0140 · FURNITURE & EQUIPMENT 0.00

Total Fixed Assets 0.00

Other Assets

0189 · TRADEMARKS

0189A · Trademarks 60,610.96

0189B · Accumulated Amortization -58,750.96

Total 0189 · TRADEMARKS 1,860.00

0191 · Prepaid Expenses 65,171.32

0195 · Other Deposits 37,442.23

Total Other Assets 104,473.55

TOTAL ASSETS 461,785.67

LIABILITIES & EQUITY

Liabilities

Current Liabilities

Accounts Payable

0210 · Accounts Payable 22,116.86

Total Accounts Payable 22,116.86

Other Current Liabilities

0250L · Payroll Taxes Due Payable 6,405.86

0255L · Vacation Time Account Payable 25,290.87

Total Other Current Liabilities 31,696.73

Total Current Liabilities 53,813.59

Long Term Liabilities

SF Lesbian Gay Bisexual Transgender Pride CC, Inc.

Balance Sheet

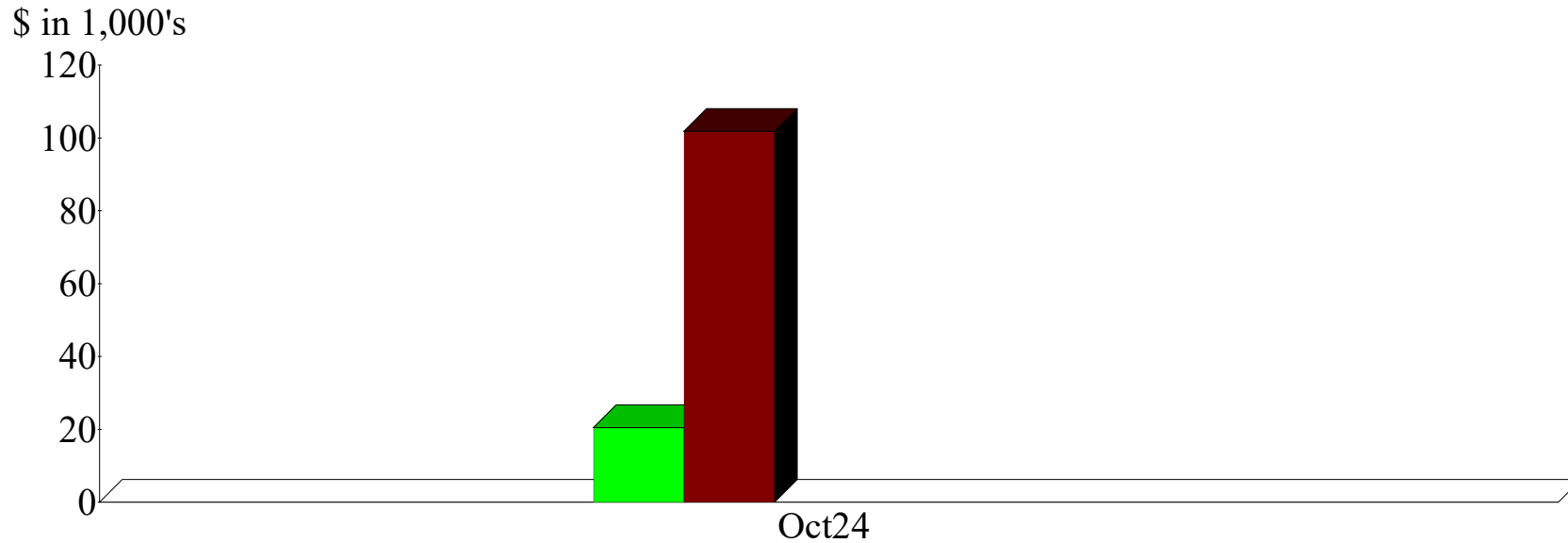
As of October 31, 2024

	Oct 31, 24
0270 · Deferred rent liability	7,234.00
Total Long Term Liabilities	7,234.00
Total Liabilities	61,047.59
Equity	
3000 · Opening Bal Equity	-45,691.00
3800.1 · NetAssetsReleased, UnRestrict	586,907.00
3800.4 · NetAssetsReleased, TempRestrict	-586,907.00
3900 · Retained Earnings	527,703.37
Net Income	-81,274.29
Total Equity	400,738.08
TOTAL LIABILITIES & EQUITY	461,785.67

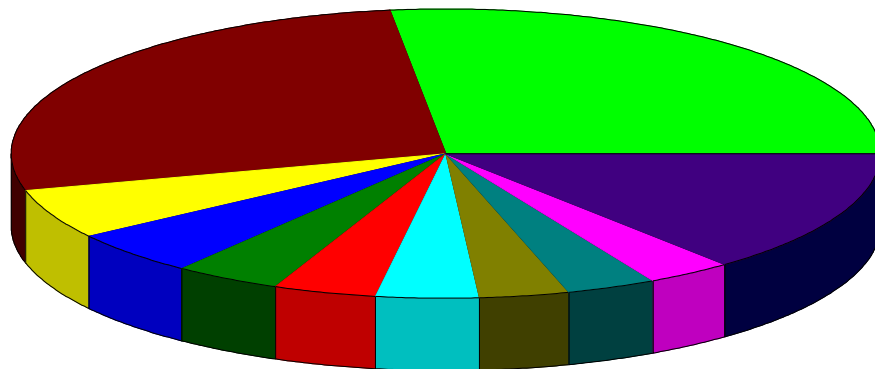
SF Lesbian Gay Bisexual Transgender Pride CC, Inc.
Statement of Cash Flows
October 2024

	Oct 24
OPERATING ACTIVITIES	
Net Income	-81,274.29
Adjustments to reconcile Net Income to net cash provided by operations:	
0115 · Accounts Receivable (General)	20,000.00
0210 · Accounts Payable	-37,207.79
0250L · Payroll Taxes Due Payable	6,405.86
Net cash provided by Operating Activities	-92,076.22
INVESTING ACTIVITIES	
0191 · Prepaid Expenses	4,034.52
0195 · Other Deposits	1,480.89
Net cash provided by Investing Activities	5,515.41
Net cash increase for period	-86,560.81
Cash at beginning of period	443,872.93
Cash at end of period	357,312.12

Income and Expense by Month October 2024



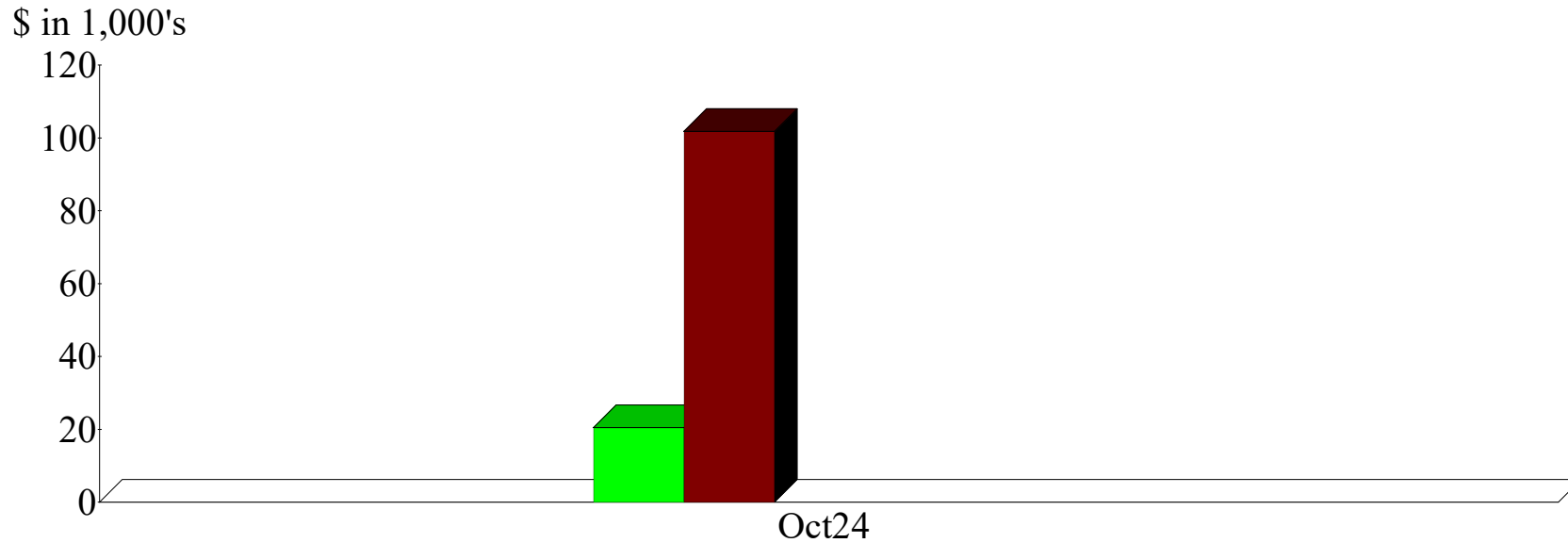
Expense Summary October 2024



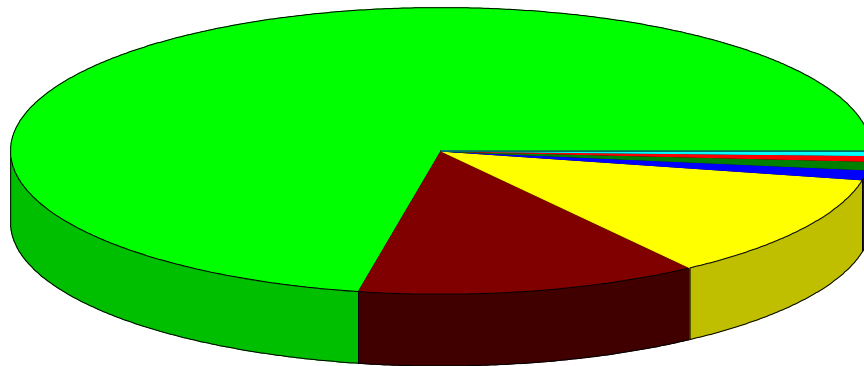
0619 · Contracted Services	27.18%
0626 · Payroll Expense	27.13
0615 · Rent (Office) Expense	5.62
0613 · Employee Benefits Expense	5.02
0612 · Other Supplies	4.07
0610 · Accounting/Auditing Expense	3.93
0606 · Insurance Expense	3.82
0631 · Media/PR Expense	3.49
6800 · Fiscal Sponsee Expenses	3.40
0665 · Education and Outreach	3.30
Other	13.03
Total	\$101,806.25

By Account

Income and Expense by Month October 2024



Income Summary October 2024



0414 · Donations (Individual) Income	72.51%
0490 · Fundraising - General	13.05
0424 · Other Income	12.09
0450 · Merchandise Sales	1.26
0402 · Membership Income	1.09
0411 · Parade Fee Income	\$-154.50
0421 · Interest Income	0.01
Sub-Total	\$20,531.96

By Account

SF Lesbian Gay Bisexual Transgender Pride CC, Inc.
Profit & Loss
October 2024

	Oct 24
Ordinary Income/Expense	
Income	
0402 · Membership Income	225.00
0411 · Parade Fee Income	
0411FM · Pride-Float/March Income	-154.50
Total 0411 · Parade Fee Income	-154.50
0414 · Donations (Individual) Income	15,000.00
0421 · Interest Income	1.46
0424 · Other Income	
0424PT · Pink Triangle	2,500.00
Total 0424 · Other Income	2,500.00
0450 · Merchandise Sales	260.00
0490 · Fundraising - General	2,700.00
Total Income	20,531.96
Gross Profit	20,531.96
Expense	
0602 · Bank Fees	997.05
0603 · Utilities and Maintenance	
0603C · Cleaning & General Maintenance	315.00
0603U · Utilities	390.02
0603 · Utilities and Maintenance - Other	408.71
Total 0603 · Utilities and Maintenance	1,113.73
0606 · Insurance Expense	3,892.67
0609 · Office Supplies Expense	129.58
0610 · Accounting/Auditing Expense	4,000.00
0612 · Other Supplies	4,147.53
0613 · Employee Benefits Expense	
0613M · Medical/Dental Benefits	5,106.72
Total 0613 · Employee Benefits Expense	5,106.72
0614 · Equipment Rental Expense	149.90
0615 · Rent (Office) Expense	5,721.96
0616 · Rent (Non-Office Space) Exp.	2,001.00
0618 · Equipment Repair & Maintenance	141.85
0619 · Contracted Services	27,674.13
0622 · Payroll Taxes	2,113.34
0623 · Travel Expense	1,052.67
0624 · Entertainer/Speaker Expense	
0624T · Other Venues	337.96
Total 0624 · Entertainer/Speaker Expense	337.96
0625 · Telephone Expense	222.33
0626 · Payroll Expense	
0626A · Payroll expense	27,624.98
Total 0626 · Payroll Expense	27,624.98
0628 · Community Partners Grants	
0628B · Grants from Board	990.00
Total 0628 · Community Partners Grants	990.00
0630 · Food Expense	508.60
0631 · Media/PR Expense	3,550.00
0632 · Volunteer/Staff Recognition Exp	513.74
0655 · Data Management Expense	2,345.72
0660 · Fundraising Expense	313.91
0665 · Education and Outreach	3,360.00
0696 · Lodging/Hotel Epense	337.88

SF Lesbian Gay Bisexual Transgender Pride CC, Inc.
Profit & Loss
October 2024

	Oct 24
6800 · Fiscal Sponsee Expenses	
6800.27 · Permit Costs	2,259.00
6800.28 · Donations,Grants, Fellowships	1,200.00
Total 6800 · Fiscal Sponsee Expenses	3,459.00
Total Expense	101,806.25
Net Ordinary Income	-81,274.29
Net Income	-81,274.29

San Francisco Lesbian, Gay, Bisexual, Transgender
Pride Celebration Committee, Inc.

Board Responsibilities Policy

I. Background

Central to the functioning of the Board is the mutual accountability of Board members to one another, the members and the organization as a whole. The agreement signed by Board members is worthless unless there are sanctions to back up that accountability.

II. Responsibilities

Each Board member has made a commitment pursuant to their Board Agreement to:

- A. Familiarize myself with and uphold the Mission Statement, Articles of Incorporation, By Laws, and Standing Rules and other policies and procedures of the Corporation;
- B. Act in the best interest of the organization;
- C. Assume a leadership role;
- D. Demonstrate fiscal responsibility in budgetary and other financial matters concerning, the organization and its functions and events;
- E. Review and uphold all current Board policies, including but not limited to these specific areas of concern:
 - 1. Keys/Keycards (H.01 & H.02)
 - 2. Letterhead (H.03)
 - 3. Meetings (B.06.IV)
 - 4. Confidentiality (B.05)
 - 5. Media Comment & Public Speaking (G.01)
 - 6. Financial Procedures (C.01)
 - 7. Conflict of Interest (B.02)
 - 8. Code of Conduct (B.01)
 - 9. Behavior at Meetings (B.08)
 - 10. Event Conduct (E.05)
 - 11. Email (G.02)
 - 12. Internal Communications (G.04)
 - 13. Board Responsibilities (B.06)
- F. Adhere to all codes of conduct or ethics as adopted;
- G. Attend regular Board meetings, on time;
- H. Take the initiative to stay well-informed concerning the organization and its business, including:
 - 1. Reviewing minutes, reports and other printed materials received prior to attending a meeting at which said materials are on the agenda;
 - 2. Calling and stopping by the office for my mail and messages on a regular basis;
 - 3. Regularly, and in a timely fashion, responding to communications from the organization and other directors;
- I. Be honest and direct in my communications with other directors, members and staff;

San Francisco Lesbian, Gay, Bisexual, Transgender
Pride Celebration Committee, Inc.

- J. Work as a team member, demonstrating by my behavior in committees, at meetings, in public and in private my willingness and ability to support fellow directors, members, and staff in the work of the organization;
- K. Serve on at least one standing committee of the Board during my first year and two during my second and subsequent years;
- L. Serve on other committees as my skills and schedule allow;
- M. Devote at least two days during this year's tenure to significant volunteer recruitment and public relations work in a public venue or at another L/G/B/T event or function.
- N. Promote the positive public image and positive public relations of the organization.
- O. Volunteer time as requested by the Board President and/or Executive Director.
- P. Support the organization's special fundraisers and events.
- Q. Maintain a high degree of familiarity with issues, concerns and trends in the community.
- R. Serve the organization without expectation of financial compensation or benefit to oneself, family and spouse/domestic partner for their service as a member of the Board of Directors.
- S. Agree to be mentored during my first year of board service and attend an orientation.
- T. Each Board of Director is responsible for giving or getting a minimum of \$500 in donations per year. This can be cash or in-kind donations and the responsibility can be met by working on one of SF Pride's fundraising events.
 - 1. At its discretion, the Board can waive all or part of a year's requirement on an individual basis.

The term "Serve" as used above shall mean physical attendance at meetings and completing assigned tasks.

III. Sanction

- A. Subject to Section 4 "Attendance" Removal for "cause" shall include failure to observe one or more of the above commitments but shall not be confined to the covenants listed above.

IV. Attendance

- A. The Board Agreement states that regular and on time attendance at Board Meetings and service upon one Board Committee is required. In pursuance of that covenant it is also recognized that there may be occasions upon which a Board Member may be prevented from attending such a meeting. Circumstances which may prevent attendance include:
 - 1. Illness of self, partner and/or dependents
 - 2. Bereavement of partner, dependent, parent or sibling
 - 3. Unavoidable work commitment
 - 4. Absence at the behest of the organization (e.g. conference)

**San Francisco Lesbian, Gay, Bisexual, Transgender
Pride Celebration Committee, Inc.**

- a) In any event, any Board member who anticipates missing a meeting s/he is required to attend should send their apologies to the Board President who shall have power to excuse attendance. Minutes of meetings shall record those Board Members present, those excused and those absent. Board members absent without leave for two consecutive meetings or for an aggregate of four meetings out of 10 shall be subject to immediate termination.

V. Non-Communication

- A. Any Board member who shall fail to give reason for failure to attend to his/her duties and/or fail to communicate for a period in excess of 28 days without leave of the Executive Committee and/or Board President shall be removed from the Board.

VI. Equity

- A. The intent of this policy is to promote and insure consistency of the board in strategic planning, setting policy, handling fiscal and budgetary responsibilities and in the overall management of the organization. As such, termination from the board should be in the manner of a last resort if all other attempts to match expectations with performance shall fail.

***Approved by the Board 03.09.99
Amended 04.04.00
Amended 11.05.01
Amended 03.04.02
Amended 06.03.14
Amended 08.04.15***

San Francisco Lesbian, Gay, Bisexual, Transgender
Pride Celebration Committee, Inc.

Committee Structure

I. The Board

- A. The Board consists of those persons elected by the members or appointed by the Board under the Bylaws. These people are the directors of the corporation.

II. The Board Committees

- A. The authority of the Board Committees is limited by the Bylaws (A.2. Article 7. Section 1), and in case of any conflict between this policy and the Bylaws, this policy is in all ways subordinate to the bylaws.
- B. Board committees are the ‘standing committees of the Board’. Unless otherwise specified herein, all committee chairs are appointed by a vote of their respective committee members at the first committee meeting following the October Board meeting. The Board may decide, from time to time and by resolution that one or more of the standing committees may be co-chaired by additional Board member(s).
- C. The Board committees are:

Budget & Finance

The Budget & Finance Committee is chaired by the Treasurer and is responsible for budget preparation and financial strategy and oversight of the corporation.

Policies & Procedures

The Policies and Procedure Committee is responsible for keeping the structure of the corporation under review and the formulation, maintenance and enforcement of policy.

Personnel

The Personnel Committee is chaired by the President and is responsible for monitoring the human resources strategy of the corporation. This would include the monitoring of the performance of the Executive Director and oversight of their management of the other staff. The Executive Director will report to the Personnel Committee on matters of recruitment and review of staff and the engagement of contracted services. The Personnel Committee also acts as the grievance committee.

Community Affairs

The Community Affairs Committee is responsible for reviewing membership applications and making recommendations to the Board for the acceptance/rejection of applications and for renewals. The Community Affairs Committee also oversees the membership program of the

San Francisco Lesbian, Gay, Bisexual, Transgender
Pride Celebration Committee, Inc.

organization by creating and determining member benefits, devising a membership card and conducting membership roadshows. The Community Affairs Committee is also responsible for developing the organization's outreach strategy and conducting community rap sessions and forums. The Community Affairs Committee is also responsible for the organization's newsletter.

Long Range Planning

The Long Range Planning Committee is co-chaired by the duly elected Board committee chair (A.06.II.B) and Executive Director. The Committee is responsible for developing, monitoring and reviewing strategies for long range planning for the organization, including an organizational strategic plan.

Nominating

The Nominating Committee is co-chaired by the President and Vice President who may delegate this responsibility to another member of the committee and is responsible for identifying qualified candidates for the board by devising and implementing a plan for strategic board recruitment. The aim of the Nominating Committee is to identify a diverse range of potential candidates so that, ultimately, the leadership of the organization reflects the diversity of the communities it represents. In doing so the Nominating Committee is responsible for devising a recruitment matrix (identifying all the skills the Board is seeking), putting together a Board recruitment pack, meeting with prospects and making recommendations to the Board. The Nominating Committee is also responsible for the orientation, continued support and mentoring of new Board members.

Audit The Audit Committee is chaired by an individual appointed by the Board of Directors and, subject to the supervision of the Board of Directors, is responsible for recommending to the Board of Directors the retention and termination of the independent auditor and negotiating the independent auditor's compensation, on behalf of the Board of Directors. The Audit Committee also confers with the auditor to satisfy its members that the financial affairs of the corporation are in order, reviews and determines whether to accept the audit, assures that any non-audit services performed by the auditing firm conform with applicable standards for auditor independence, and approves performance of non-audit services by the auditing firm. The Audit Committee may include persons who are not members of the Board of Directors, but the member or members of the Audit Committee shall not include any members of the staff, the President or the Treasurer. During any period in which a non-director serves as a member of the Audit Committee, all of the committee's actions are subject to the supervision of the board. Members of the Budget & Finance Committee may serve on the Audit Committee;

**San Francisco Lesbian, Gay, Bisexual, Transgender
Pride Celebration Committee, Inc.**

however, the Chairperson of the Audit Committee may not be a member of the Budget & Finance Committee and members of the Budget & Finance Committee shall constitute less than one-half of the membership of the Audit Committee. Members of the Audit Committee shall not receive any compensation from the corporation in excess of the compensation, if any, received by members of the Board of Directors for service on the Board and shall not have a material financial interest in any entity doing business with the corporation.

Development

The Development Committee is responsible for identifying new funding opportunities for the corporation.

III. Non Board Member Committee Attendance

- A. Only a director may serve as a member of a board committee (except in the case of the audit committee see A.06.II.7); however, a non-director may be specifically invited by the board, on a case-by-case basis, to:
 - 1. appear as a guest at one or more board committee meetings
 - 2. give input to a board committee
 - 3. participate in board committee work and deliberations, in each case as long as the non-director does not have board committee membership rights (e.g., voting rights on the committee)

IV. Advisory Committees

- A. The board may from time to time create one or more advisory committees to the board of directors. These committees may consist of board members and general members of San Francisco Pride in good standing.
- B. The board shall appoint all members of advisory committees.
- C. Advisory committees may not exercise the authority of the Board to make decisions on behalf of the corporation, but shall be restricted to making recommendations to the Board or Board Committees.

***Amended 3/4/14
Amended 12/2/14
Amended 6/3/14***

Conflicts of Interest Policy

I. Purpose

The purpose of this policy is to protect the organization's interests when entering into a transaction or arrangement which might benefit the private interest of an officer or director or which may otherwise be viewed by the organization's stakeholders as unethical. This policy supplements the California Non-Profit Public Benefit Corporation Law.

II. Definitions

- A. **Interested Person** – Any director or principal officer who has a direct or indirect financial interest and/or special interest, as defined below, is an interested person. If a person is an interested person with respect to any affiliate of this organization, s/he is an interested person
- B. **Financial Interest** – A person has a financial interest if s/he has directly or indirectly, through business, investment or family:
 - 1. an ownership or investment interest in any entity with which this organization has a transaction or arrangement, or a compensation arrangement with this organization or with any entity or individual with which this organization has a transaction or arrangement, or
 - 2. a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which this organization is negotiating a transaction or arrangement.
- C. **Special Interest** - A person has a special interest if s/he is:
 - 1. a member of an entity which may or may not be not-for-profit in nature with which this organization has a transaction and/or arrangement,
 - 2. an employee, employer, family member or close associate of any person who may be under consideration for any award, privilege or honor bestowed by the organization
- D. **Compensation** – includes direct and indirect remuneration as well as gifts or favors that are substantial in nature.
- E. **Family** - the term "family" shall include; spouse and/or domestic partner, child, parent, and grandparent
- F. **Close Associate** - the term "close associate" shall include co-workers, persons who sit on the same board as the subject and persons with whom the subject (in a representative capacity) shall conduct substantial business

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III. Procedures

- A. **Duty to Disclose** – In connection with any actual or possible conflicts of interest an interested person must disclose the existence of and nature of her/his interest to the directors or to the board committee considering the proposed transaction, arrangement, award, privilege or honor.
- B. **Determining Whether Conflict of Interest Exists** – After disclosure of the interest the interested person shall leave the board/committee meeting while the interest is discussed and voted upon. The remaining board/committee members shall decide if a conflict of interest exists.
- C. **Procedures for Addressing the Conflict of Interest** – Where a special interest exists the interested person shall merely recuse themselves from all discussion. Where a financial interest exists, the chair of the board/committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement. After exercising due diligence the board/committee shall determine whether this organization can obtain a more advantageous transaction or arrangement with reasonable efforts from a person or entity that would not give rise to a conflict of interest. If a more advantageous transaction or arrangement is not reasonably attainable under circumstances that would not give rise to a conflict of interest, the board/committee shall, by majority vote of the disinterested directors, determine whether the transaction or arrangement is in the best interests of the corporation, for its benefit and whether the proposed transaction or arrangement is fair and reasonable to this organization and shall make its decision as to whether to enter into this transaction or arrangement in conformity with such determination.
- D. **Violations of this Policy** – If the board/committee has reasonable cause to suspect or believe that a director or officer has failed to disclose actual or possible conflicts of interest, it shall inform the director/officer of the basis for such suspicion and afford the director/officer an opportunity to explain the alleged failure to disclose. If, after hearing the response of the director/officer and making such further investigation as may be warranted in the circumstances, the board/committee determines that the director/officer has in fact failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action in accordance with this organization's Disciplinary Action & Grievance Policy.

IV. Records of Proceedings

The minutes of the Board and all Committees shall contain:

- A. the names of the persons who disclosed or otherwise were found to have a interest in connection with an actual or possible conflict of interest, the nature of the interest, any action taken to determine whether a conflict of interest was present, and the board/committee decision as to whether the conflict of interest existed; and

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- B. the names of the persons who were present for discussions and votes relating to the transaction, arrangement, award, privilege or honor, the content of the discussion, including (in the case of a financial interest) any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection therewith.

V. **Compensation Committees**

- A. **Voting by Compensated Party** – A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from this organization for services, is precluded from voting on matters pertaining to her/his compensation.
- B. **Composition of Committee** – Senior staff members who receive compensation, directly or indirectly, from this organization, whether as employees or independent contractors, are precluded from membership on any committee whose jurisdiction includes compensation matters.

VI. **Annual Statements**

Each director and principal officer shall annually sign a statement which affirms that such person:

- A. has received a copy of this organization's Policies & Procedures Manual which includes this policy,
- B. has read and understands this policy,
- C. has agreed to comply with this policy, and
- D. understands that this organization is a charitable organization and that in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax exempt purposes.

VII. **Periodic Reviews**

To ensure that this organization operates in a manner consistent with its charitable purposes and that it does not engage in activities that could jeopardize its status as an organization exempt from federal income tax, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- A. Whether compensation arrangements and benefits are reasonable and are the result of arms-length bargaining.
- B. Whether any acquisition of businesses or activities from non-charitable entities or individuals results in inurement or impermissible private benefit
- C. Whether any partnership or joint venture arrangements or arrangements with management service organizations involving non-charitable entities or individuals conform to written policies, are properly recorded, reflect reasonable payments

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for goods and services, further this organization's charitable purposes and do not result in inurement or impermissible private benefit.

- D. Whether arrangements to provide services and agreements with other service providers, employees and third-party payers further this organization's charitable purposes, and do not result in inurement or impermissible private benefit.

VIII. **Use of Outside Experts**

In conducting the periodic reviews provided for in Section 7 of this policy, this organization may, but need not, use outside experts such as, but not exclusively, a CPA contracted to conduct an audit of the organization's books and activities.

Approved by the Board 04.06.98
Amended 03.06.01