



**MINUTES OF  
BOARD OF DIRECTORS MEETING  
HCBF Office  
302 W. 5<sup>th</sup> Street, Suite 300, San Pedro, CA 90731  
Thursday, July 30, 2015, 10:00 A.M.**

**BOARD MEMBERS:**

Present: Sean Hecht, Chair; Michele Prichard, Vice Chair; David Sloane, Director; and Kathleen Woodfield, Director.

Absent: Jesse Marquez, Secretary; Dr. Silvia Prieto, Treasurer; Peter Peyton, Director (3)

LEGAL COUNSEL: Michael Jenkins, Jenkins & Hogin LLP

HCBF STAFF: Ben Schirmer, Ata Khan, Meghan Reese

Meeting called to order at 10:04 A.M.

**ITEM A. PUBLIC COMMENT ON NON-AGENDA ITEMS**

**ITEM B. EXECUTIVE DIRECTOR & STAFF REMARKS**

- Executive Director, Ben Schirmer, updated the board on the status of the China Shipping Settlement.
- Ben Schirmer updated the board on the most recent operations cost savings and process changes.
- Meghan Reese, Program Coordinator, gave a recap of grantee community garden opening that Staff attended.

**ITEM C. BOARD MEMBER REMARKS - NONE**

**ITEM D. GUEST PRESENTATIONS - NONE**

**CONSENT ITEMS**

**1. REVIEW AND APPROVE MINUTES OF HCBF BOARD MEETING DATED MAY 28, 2015**

Motion by D. Sloane. Seconded by K. Woodfield. Carried unanimously.

**REGULAR ITEM**

**2. BOARD OF DIRECTORS ELECTION (ANNUAL MEETING ITEM)**

On May 31, 2011, the HCBF Board of Directors convened for the first time. Board members are limited to three terms. In 2013, four founding Directors (Director A, Jesse Marquez; Director B, Kathleen Woodfield; Director C, Peter Peyton; and Director D, Michele Prichard) were re-elected to a second two-year term, concluding in May 2015. Additionally, the final term of founding Director F, Silvia Prieto, expired in May 2015. Under HCBF's

bylaws, appointments and reappointments to all the currently-expiring Board member seats require selection, nomination, and/or other approval by outside entities.

Peter Peyton has expressed his intent no longer to serve as a Director; Council District 15 has nominated David Thornburg to replace him as Director C, pursuant to Bylaw 7.1.2.

Under Bylaw 7.3, a Director serves "until the appointment or election and qualification of a successor." Thus, all current directors continue to serve continuously until their term is renewed or a successor is elected or appointed.

**Board resolved to:**

1. Defer the nomination or renewal of Director seats A and B until such time as the prerequisites for Board action are met.
2. Approve the selection by Council District 15 of David Thornburg for Director seat C
3. Defer action on nomination or renewal of Director seats D and F until such time as the prerequisites for Board action are met.

Motion by K. Woodfield. Seconded by M. Prichard. Carried unanimously.

### **3. OFFICER ELECTION (ANNUAL MEETING ITEM)**

Officers serve for renewable one-year terms. HCBF's Bylaws have been updated, and approved by BOHC, to eliminate a prior four-year term limit for Officers.

**Board resolved to:**

1. Approve motion to nominate Officer seats for Chair, Vice Chair, Secretary, and Treasurer, for a one-year term concluding on or about May 31, 2016.
2. Approve Sean Hecht as Board Chair, David Sloane as Vice Chair, Michele Prichard as Treasurer, and Jesse Marquez as Secretary, each for a one-year term, concluding on or about May 31, 2016

Motion by K. Woodfield. Seconded by David Thornburg. Carried unanimously.

### **4. LEASE RATIFICATION**

HCBF's previous office space lease recently expired. Subsequent to the expiration, the organization had been paying 150% of its former rent month to month. Lease renewal was not possible on sufficiently favorable terms and conditions, leaving the organization potentially vulnerable to instability or eviction. The Executive Director, in consultation with the Board Chair, investigated other office space options, and negotiated and executed a new lease nearby for comparable space that is less expensive and more stable. Key terms of the new lease include a lease term of three years in the amount of \$1237 per month. The new location address is 302 W. 5<sup>th</sup> Street, Suite 300, San Pedro, CA 90731. The Board is requested to ratify the decision.

**Board resolved to:**

1. Ratify the decision to enter into the new office lease agreement.

Motion by David Sloane. Seconded by M. Prichard. Carried unanimously.

### **5. UPDATE ON OFF-PORT LAND USE IMPACT STUDY**

Ata Khan, Program & Communications Manager, updated the Board on the status of the off-port land use study. HCBF and Raimi + Associates held a kick-off meeting to begin the off-port land use impact study. The next steps include a follow up meeting between Raimi + Associates and HCBF on August 18, 2015.

**No Board Resolutions**

**6. REVIEW OF EXISTING PROGRAMS AND HCBF FINANCES (ANNUAL MEETING ITEM)**

Board discussed existing programs and funding priorities along with an overview of HCBF's current financial position.

**7. MEETING ADJOURNED**

The meeting was adjourned at 1:15 P.M.

*I hereby certify that these minutes have been approved.*

  
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July 30, 2015  
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