

Board of Directors' Special Meeting Minutes
"Clubhouse" Letter of Intent
NAMI Whatcom
March 16, 2022

Virtual (Zoom)

Approved by Motion 2022-07-14.1b

Present

Board: Brian Estes (President), Mieka Rhoades (VP), Kim Brown (Treasurer), Tom Scott (Secretary), Rosemary Webb and Chris Ohana.

Staff: Kim Sauter (Executive Director).

Volunteers: Ruth Davidson, Deana Ottum and Alan Friedlob.

Absent

Board (Excused): Blaire Sebren

Called to Order by Mieka 11:05am.

General Discussion on Topic and Agenda

General approval for the project was the consensus. Terms of Dissolution were discussed. All present were very supportive of the project.

Insurance and the organization format were also discussed in an open format.

When the question of whom might sign the Letter of Intent, Kim S., ED was considered the proper person given approval was provided at this meeting.

Clubhouse Advisory Committee Formation

Ruth agreed to chair the committee. Deana and Alan also joined the committee.

Mieka and Chris volunteered to be on the Advisory Committee on behalf of the Board to liaise therewith.

Rosemary noted that she will not serve on the Committee but would support it regarding handling accounts setup, disbursements and accounting.

Motion 2022-03-16.1 By unanimous consent, form an ad hoc Clubhouse Advisory Committee chaired by Ruth and including Deana, Alan, Mieka and Chris. **Passed without Objection, Brian abstained.**

It was determined that a quorum of the Board was present.

Additional Discussion

Need to clarify disbursement and who creates monetary account, in writing.

Further discussion arose about insurance.

Rosemary and Tom noted that an organization name distinct from NAMI Whatcom should be determined for use in creating the banking account and for fundraising. Tom noted how he had personally experienced a fundraising backlash with a different non-profit in Whatcom during a spin-off operation where a year-to-year large corporate benefactor took exception when it misunderstood that the fundraising organization was not attempting to ask for additional funds during the same year for themselves but were fundraising for the new spin-off. Tom agreed with a desire for credit for NAMI Whatcom but that this could be accomplished while avoiding repeating the error of a lack of distinction during fundraising. Also noted was that this issue was a specific concern of the Board discussed at the previous Board meeting.

Tom noted that the Board had previously determined that NAMI Whatcom's Executive Director was not available for this project except relating to the Letter of Intent.

Clubhouse Advisory Committee Meetings

None were specified. The Committee will determine their own schedule.

It was not discussed but it is expected, that the Committee will follow requirements set forth in the NAMI Whatcom Bylaws (posted on www.NAMIWhatcom.org), including recording and publishing minutes.

Letter of Intent

Motion 2022-03-16.2 Approve issuing Letter of Intent, on behalf of the Board of Directors of NAMI Whatcom to contract with the HCA for deliverables regarding the Clubhouse for completing Fiscal Year 2021-2022.

To include in said Letter of Intent a qualifier that the timeline for deliverables in Schedule A of the contract be negotiated to better fit the remaining time of Fiscal Year 2021-2022 (per friendly amendment).

That the Letter of Intent note who will be working with the HCA and the State on behalf of NAMI Whatcom during the present fiscal year (per friendly amendment).

Moved Tom, Rosemary. 4 Approved, 1 abstention

Noted during discussion:

- Brian questioned about approving an undefined work plan. The consensus is that the Letter of Intent is precisely to show intent but not to confer obligation. The obligations and responsibilities would come with signing the actual contract after details such as the Schedule of Deliverables negotiation is completed to the satisfaction of HCA, the State and NAMI Whatcom.
- Tom clarified the Board position as noted in the last regularly scheduled Board Meeting, that the NAMI Whatcom ED does not have time available and would not be available to the Advisory Committee beyond the Letter of Intent. That all should well understand that the Committee will perform all needed work to provide deliverables on behalf of the Board with Ruth reporting directly to the Board with Board members seated on the Committee would also liaise between the Committee and the Board.
- Again, the Executive Director will sign the Letter of Intent on behalf of the board based on this motion, Motion 2022-03-16.2.

Adjourned 12:01pm (Mieka)

Supporting/Related Resources

- Several but not specified as of this writing.

Respectfully submitted,

Thomas R. Scott, Secretary