

**Minutes of the Regular Meeting of the Board of Directors of
Poetic Justice Foundation
AUGUST 2020**

***Meeting took place over FaceTime due to COVID 19 Crisis**

Meeting Held through FaceTime due: Thursday, August 13, 2020

Board Members Present: Kellie Shaw, Jamila Tai, David Ferguson, Joe Bryan

Call to Order: The meeting was called to order at 7:04

Approval of Minutes:

- Kellie Shaw moved to approve the July minutes. David Ferguson seconded and the vote unanimously passed. July minutes were moved into the permanent record.

Waffle Window Lease Update (Joe Bryan and Kellie Shaw):

- On August 8th Joe Bryan emailed Waffle Window to notify them that demolition was beginning as early as Tuesday, August 11.
- Waffle Window will likely not be able to safely operate a food service business during demolition. This liability could be transferred to us.
- Waffle Window is on a month to month lease. Tenants have been notified that construction is coming soon.
- Joe Bryan will contact Waffle Window on Friday August 14, to discuss their renegotiating their tenancy.

Construction on Building (Kellie Shaw):

- Kellie Shaw is meeting with Natey, the owner of Eastside Remodeling & Construction Inc. Friday, August 14th, at 10:00 am

- Kellie Shaw shared an invoice for construction from Eastside for \$116,500.00 total (\$40,000.00 deposit in advance of work)
- Phase one of demolition and construction will occur upstairs. It is possible that Waffle Window could continue to operate during this time, but the liability this creates may not be worth the income from Waffle Window's rent.
- Kellie Shaw moved to hire Eastside Remodeling & Construction Inc. to begin construction. David Ferguson seconded. Motion unanimously passed. We will hire Eastside Remodeling & Construction Inc. for \$116,500.00 total (\$40,000.00 deposit to be paid August 14th, 2020)

Insurance for Building and Board (David Ferguson):

- David Ferguson has been unable to purchase insurance for Poetic Justice Foundation or the building, until the 501(c)(3) transfer is completed. It doesn't make sense to buy insurance, change the name of the recipient, then buy insurance again.
- Kellie will instruct Natey to wait on demolition and construction until we have building and business insurance is resolved.
- The deed transfer, from Trillium Foundation to Poetic Justice Foundation, is obstructing this.

Deed Transfer (David Ferguson):

- Deborah Dyson isn't a real estate attorney. Because of this she isn't able to effectively represent us during the deed transfer from Trillium Foundation to Poetic Justice Foundation.
- Kellie Shaw has a lead on a qualified real estate attorney. She will look into this.

Building Design (Jamila Tai)

- Jamila Tai and Kellie Shaw met with Natey of Eastside Remodeling & Construction Inc. and a sound architect Derek Trost, about building a soundproof room for video and recording

- We want the building to serve as a resource for the community, but we don't yet know the needs of the community. COVID 19 and economic uncertainty make this difficult to anticipate.
- The building is a significant material resource that we should hold on to.
- We have time to determine how best to utilize this resource, in response to the needs of our community.

Administration Assistant Position (Kellie Shaw):

- Kellie Shaw proposed hiring Sandy Bacarach as administrative assistant. Jamila Tai seconded. Vote unanimously passed. Kellie Shaw will approach Sandy Bacarach with a job offer.
- Deborah Dyson explained that it may be necessary to have Sandy bill us hourly, as a sole proprietor of her own company and not to exceed the maximum amount of \$3000.00 a month. Hiring Sandy as an independent contractor exposes us to tax liability and confusing labor requirements.
- Can part of Sandy's job description be to reach out to members of the community, starting with Black and Brown families, to assess needs?

Building Usage (All)

- What do we want to use the building for?
- We have two Alberta storefronts that we can rent to Black or Brown owned businesses. This can be income generating. To meet requirements for our 501(c)(3) status this must not exceed a certain percentage of our income. What is this exact amount? This is a question for Deborah Dyson.
- We want to respond to the needs of the community without recreating structural barriers to resources.
- Kellie Shaw provides racial equity training in both professional and family contexts. This includes classroom instruction, facilitation of small groups and one on one mentorship.

- David Ferguson provides business coaching and educational resources to Black and Brown business owners, with an emphasis on sustainability and self sufficiency.
- Jamila Tai wants to provide learning opportunities and material resources including studio space, technology, coaching, etc. to underserved students, with a science and technology emphasis. This may include internet-based, video and recording technologies and partnerships with existing organizations (can Sandy Bacarach help to uncover this opportunities for collaborations?)
- Joe Bryan is interested in providing project based, experiential learning models to historically underserved children: Black, Brown and Indigenous as well as impoverished and unhoused families. This must be based on strategies of mutual aid rather than charity.

Foundation Next Steps (Kellie Shaw):

- We need to hire a CPA for 990 quarterly report and for our 2020 1099 tax filing. It seems that state audit is no longer required now that we are no longer a school, but we do need to maintain tax compliance.
- Kellie Shaw proposed redistributing funds in a grant, or some other similar way.
- We agreed on an August 27th deadline for brainstorming ideas for this. We will report back through email on August 27th with our ideas about distributing 25,000.00- \$50,000.00 to the community... One time grants? Gifts? How can we avoid recreating structural barriers to resources getting to where and who need them?

Meeting Adjournment: The meeting was adjourned at 8:23

*** Next board meeting will be at 6:00 PM Thursday, September 10, 2020**