

MONTE SERENO SAFE ROUTES TO SCHOOL
17010 Roberts Road, Los Gatos, CA 95032
www.lgsaferoutes.org
Tax ID # 81-3709577

REGULAR BOARD MEETING

MINUTES

DATE: Tuesday, February 8, 2022
3:30pm-5:00pm

LOCATION
Video Conference

I. CALL TO ORDER

President, Rob Stephenson called the meeting to order at 3:34

II. ROLL CALL

Present:

Matt Morley – Town of Los Gatos Designated Director

Patty Charles – Secretary/Executive Director

Mark Silver – Chief Financial Officer, Hillbrook Designated Director

Terese McNamee - LGUSD Designated Director

Jessica Kahn - City of Monte Sereno Designated Director

Rob Stephenson - President of the Board

Alex Chapman – LGSUHD Designated Director

Karen Briones - Director - Member of Public

Greg Borromeo - Los Gatos Police Department

Wendy Riggs - SR2S Coordinator

Not Present - everyone present

III. APPROVAL/AMENDMENTS TO THE AGENDA

Motion: Matt Morley made a motion to approve the agenda.

Seconded by Terese McNamee

Motion Passed

IV. PUBLIC COMMENT

No public comment presented.

V. CONSENT AGENDA

Motion: Mark Silver made a motion to approve the consent agenda.

Seconded by Matt Morley

Motion Passed

a. Board Meeting Minutes - January 11, 2022

The January 11, 2022 Board meeting minutes are presented to the Board for approval and action.

Regular meeting minutes January 11, 2022 approved

VI. ACTION ITEMS

- a. Expansion of Board (Bylaw review)-** *Rob Stephenson discussed the current specification in the bylaws Article 7.1 that "there be not less than 5 positions nor more than 7 positions" on the board. We would like to propose that we increase the total possibility of positions to 9 primarily in order to have more community representation on the board. Board members agreed that this would be a positive change to the bylaws as Safe Routes to School Grows. There was a discussion about the wording of the change in the bylaws.*

A motion was made by Matt Morley to amend Section 7.1 of the bylaws from "The authorised number of Board of Directors shall consist of not less than five (5) positions nor more than seven (7) positions....." to "The Board of Directors shall consist of not less than Five (5) positions nor more than Nine (9) positions..." Motion was seconded by Terese McNamee. Vote was taken with all board members present and passed with a unanimous vote.

Rob also proposed that the board consider amending Section 15.2 of the Bylaws - Amendment by Directors - to remove Section 15.2 (a) requiring unanimous vote of all Directors to change the authorised number of Directors and (b) that 15.2 be amended only by the unanimous vote of all Directors. This removes the necessity of having 100% of all board members present to amend these items. Matt Morely also noted that we should amend section 15.2 to require approval of 3/4 of the directors to amend the bylaws when there is a quorum present.

A motion was made by Mark Silver to amend the Section 15.2 of the bylaws that currently states:

Section 15.2 Amendment by Directors

Except as otherwise provided herein or by law, the Board may, after lawful notice to all Directors then in office, adopt, amend or repeal these Bylaws upon the approval of two-thirds (2/3) of the Directors, provided a quorum is present and subject to the following limitations:
(a) The Board of Directors may not amend Bylaw provisions fixing the

authorised number of Directors or establishing procedures for the nomination or appointment of Directors other than by unanimous vote of all Directors.

(b) This Section may be amended only by the unanimous vote of all Directors.

be amended to

Section 15.2 Amendment by Directors

Except as otherwise provided herein or by law, the Board may, after lawful notice to all Directors then in office, adopt, amend or repeal these Bylaws upon the approval of three-quarters (3/4) of the Directors, provided a quorum is present. (Deleting subset (b))

This motion was seconded by Terese McNamee. A vote was taken with all Board Members present and it passed with a unanimous vote.

- b. Bank Signature update - Patty Charles noted that we will be updating the signatures on the checking account to include Rob Stephenson. There was discussion on adding Wendy Riggs as a signatory on the account in order for Wendy to get a debit card. There was discussion to ensure that we maintained some controls around the transactions. The board discussed the current control process and agreed that Wendy Riggs could be added to the account as a signatory.*
- c. Interim projects Update*
Wendy Riggs reviewed Attachment 2 (SR2S Calendar and Tracking Sheet 21-22) noting the current programs and upcoming events. She reviewed a proposal from California Walks to prepare a walking map for Blossom Hill. The board discussed various programs and were very happy with the progress of the programs.
- d. Budget Planning for 2022-23 - Wendy Riggs did a quick review of Attachment 3 (SR2S Actuals & Forecast 2021-2022) highlighting areas for discussion. Wendy presented her draft budget in Attachment 4 (BudgetOverviewDRAFTBudgets2022-2023-FY23PL) and it was discussed. A few items came up to consider, such as programs for LGHS etc. The Board has been asked to review the budget so we can get edits in time for approval at the annual meeting in May.*

VII. Reports

a. Board of Directors

- i. President - Rob Stephenson noted that some MOUs still need to be paid and we would be following up on that.*
- ii. Chief Financial Officer no update*
- iii. Board of Directors - no additional update*

- b. Police Department Liaison - Greg Borromeo announced that he would be ending his time as our liaison as he is moving onto other roles. He did not know who his replacement would be. The Board thanked Greg for his time with our organization.*
- c. Directors of Parks and Public Works -
Los Gatos - Matt Morley gave a brief update for Los Gatos noting various road works projects currently underway and coming in the future.
City of Monte Sereno - Jessica Kahn noted that Monte Sereno is trying to update the Bike and Pedestrian Plan and is planning to have public forums to solicit input.
SR2S Coordinator - No additional update*
- d. Executive Director - Patty Charles noted that we are hoping to do the May 10th Board Meeting in-person and follow up with a celebration after the meeting at a local venue TBD. Patty also mentioned that we are now looking for more board members. There was discussion about how to recruit more members and also the possibility of adding two youth advisors to the board with a 1 year term.*
- e. LGHS Representative - no additional update*
- f. LGUSD Representative - no additional update.*

Meeting adjourned at 4:27

VIII. FUTURE MEETING DATES

Regular Meetings

May 10, 2022 - 3:30- 5:00pm - Board of Directors Regular Meeting - TBD

Special Meetings

March 8, 2022 - 3:30 - 5:00pm - Board of Directors Special Meeting - TBD

April 13, 2022 - 3:30 - 5:00pm - Board of Directors Special Meeting - TBD

June 14, 2022 - 3:30 - 5:00pm - Board of Directors Special Meeting - TBD