

Leadership Birmingham Annual Board of Directors Meeting
Wednesday, June 24, 2020
1:30 p.m. via Zoom

Present: Rich Bielen, Sharon Blackburn, Kelly Caruso, Daniel Coleman, Bob Corley, Mark Crosswhite, Ann Florie, Cathy Friedman, Jim Gorrie, Herschell Hamilton, Joe Hampton, Wayne Hutchens, Cathy Sloss Jones, Drew Langloh, Emily Hess Levine, Edgar Marx, Chris Nanni, Kate Nielsen, Craft O’Neal, Bill Ritter, Lauren Roberts, Guin Robinson, Joel Rotenstreich, Joyce Shevin, Lee Smith, Larry Thornton, Tim Vines, Mike Warren, Ray Watts, Nick Willis, Cathy Wright
Staff: Libba Vaughan, Susie Abbott, Susan Shields
Guests: AV LaRocca from DiPiazza, LaRocca, Heeter & Co.

Chairman Mike Warren called the meeting to order at 1:32 p.m.

APPROVAL OF MINUTES: Mike Warren opened the meeting with a request to approve the minutes from the Board of Trustees meeting on June 26, 2019. Lee Smith made a motion to approve, and Drew Langloh seconded the motion. Minutes were approved unanimously.

AUDIT REPORT: AV LaRocca reported on the 2017-2018 audit. Expenses are slightly higher mostly due to salaries. Functional expenses are broken down into administration, programs, and retreats. Expenses increased in programs and retreats but not in administrative expenses. AV reviewed new accounting standards and noted that the organization’s cash and cash equivalents total \$433,615. The report is clean with financials in line with GAAP (Generally Accepted Accounting Principles) and has a clean governance report.

FINANCIAL REPORT – Nick Willis, Finance committee chair

The balance sheet remains strong with strong reserves and no liabilities. Revenue is down which is mostly due to some delayed corporate giving as a result of COVID-19, and we do expect to be under budget this year. We are grateful that the organization received \$45,400 in PPP funding in April of this year from the CARES Act, and we expect to apply for and receive full forgiveness of these funds later this year.

Libba Vaughan and Nick presented the proposed 2020-2021 budget. The traditional budget format has changed to reflect the organization’s full programming (Leadership Birmingham, Members Association, and Youth Leadership Forum) into one budget. The corporate giving goal was a stretch this year, and it will be more of a stretch next year. We do expect most expenses to be less than we anticipated. The finance committee reviewed the budget on June 22 and motioned to approve the budget, and Herschell Hamilton seconded. The 2020-2021 budget was unanimously approved.

Mike Warren signed a resolution on behalf of the executive committee that met on June 18 to discuss and approve the CARES Loan.

GOVERNANCE – Bill Ritter, Governance committee chair

Bill summarized the recommended changes to the bylaws as an alignment with the Articles of Incorporation and to address structural issues, like removing “seal,” “purpose,” and changing the name from the Board of Trustees to the Board of Directors to reflect how it is stated in the Articles of Incorporation. The organization worked with outside counsel Mr. Bing Edwards to make these changes. The Governance Committee met on June 18 to review the changes and made a motion to recommend the changes to the full Board. The motion was seconded by Kate Nielsen. The changes to the bylaws were unanimously approved.

Bill reviewed the current trustees and, on behalf of the governance committee, recommended the re-nomination of the trustee class of 2017-2020 with the retirement of Herb Sklenar, George French, and the removal of April Deal due to her death in September of 2019. Bill also recommended the addition of Mrs. Bobbie Knight and Ms. Myeisha Hutchinson to the board of directors and Mr. Joe Hampton and Ms. Bobbie Knight to serve on the executive committee.

The committee also recommended a re-nomination of Nick Willis as the chair the finance committee, Bill Ritter as Leadership Birmingham vice chair and chair of the governance committee, and Mike Warren as board chairman. Kate Nielsen seconded the motion set forth by the executive committee. The 2020-2021 Board was unanimously approved.

MEMBERS ASSOCIATION – Lauren Roberts, Members Council chair

We did not make our budget this year. You will recall that last year, we raised membership dues to \$75 from \$50. Due to the arrival of COVID-19 in March, we did not feel it was appropriate to send out a second dues reminder letter to our members as we normally do in March. We are optimistic that we will meet our financial goals for the coming year.

YOUTH LEADERSHIP FORUM REPORT – Susie Abbott, executive director, YLF

Susie Abbott gave the YLF report on behalf of YLF chair Nancy Biggio who could not be present. There were 45 students from 31 area high schools in this year's YLF class. YLF students do not pay tuition and attend the program free of charge.

We were able to complete the program year in March but had to cancel the closing retreat in April with the arrival of COVID. We held a drive by graduation in June. Susan Shields has done a great job stepping up our social media presence. We are waiting to see how schools will proceed before we determine how the 2020-2021 program year will look like.

We had a great surprise this year which was a \$20,000 donation from a class action suit that Judge Mike Graffeo (an LB alum) directed to our organization for use on Arts and Government days.

2019 YLF graduate Jordyn Hudson hosted a unity rally recently in Kelly Ingram Park. This is chair Nancy Biggio's last year as her husband has gotten a new job in Louisiana, and we are sad to see her go.

PERSPECTIVES

Leadership Birmingham Class of 2020 graduates and board members Kelly Caruso and Joe Hampton spoke of their experiences as class members.

Kelly Caruso (remarks shortened for space)

Thank you for allowing me to speak today and welcoming me to this board. I've been in Birmingham for a year this week, and as I started to assimilate in this community, I had the great opportunity to meet Libba. During those initial meetings, she described Leadership Birmingham to me. There were a lot of asks coming to me at the time, and I wanted to be thoughtful and intentional about where I spent my time to ensure I could give things my all. I was also looking for quick ways to meet leadership across Birmingham and to understand our city and state. She described LB as exactly that: a cohort of peers, leaders, and people of power, privilege, and influence across many different industries. It was the perfect opportunity for me, and I was excited to join. When she told me the first weekend was going to be at the YWCA camp sharing rooms as adults with strangers, I was a little less excited about the opportunity, but I was privileged to be paired up with Barbara Lockett, and I wouldn't have missed that opportunity for the world.

As I reflect back on my class, getting to meet this group of wonderful, compassionate, empathetic, strategic, smart and dedicated leaders in our community, it filled my heart and soul. It was such a great experience. There were so many inspirational days. As I think about the career I've had and the opportunities to travel the world, nothing will ever compare to sitting in the 16th Street Baptist Church and seeing first-hand the story of members from the greatest generation. People like Odessa Woolfolk, Janice Kelsey, and Dick Pizitz describing first-hand what it was like to be in Birmingham during the civil rights movements. That will mark me forever, and I am grateful for that opportunity.

But let me be clear, there were days that it was hard to come back home after a day with my group to see the reality of Birmingham- not things that had happened decades or centuries ago, but things that were current. After Government day, I came home destroyed and distraught and just had moments of feeling like, why did I come here, why am I part of this system? As I have done my own soul searching over the last few weeks, the opportunity that this program has afforded me and the ways it has taught me and connected me, I think about the future of Birmingham in my role as CEO of Shipt: I am energized by the ways that I will use my power, my privilege, and my influence to make sustainable change for Birmingham. I have an amazing network in this class that I can draw upon for support, information, co-conspiration if you will, and simply days where it feels that gosh nothing is changing, I know that I can call them up and they again will fill my soul. I am forever grateful that you gave me this opportunity.

Joe Hampton (remarks shortened for space)

I am humbled and excited to have been a member of the Leadership Birmingham class. As Kelly said, we had an outstanding number of leaders in our community who we had an opportunity to bond with, build relationships with. I've been through four other leadership programs and this was second to none. This was absolutely the best program I had the opportunity to be a part of.

Probably 180 degrees from Kelly being here one year, as many of you know, this is where I was born and raised. It all hit me at our leadership retreat when I thought I knew everything there was to know about the city I grew up in. I learned a lot about the history of this city and the great people who have done all they could to make this city better and to continue to be a beacon in our state.

There were a number of days where I was excited and ready to go to battle with my classmates. Education Day being one. How do we make it better? Government day being another. I also remember feeling disappointed when COVID-19 hit. Thank goodness for technology that created the opportunity for us to stay connected as a class and especially with our small groups. There was always an opportunity for us to sit down at the end of a session and think about how to make our city better. I always thought about the number of LB classes that came before us and how we can continue to pull our resources and our energy to make this an outstanding place, not only for us and our families, but also for the generations that come after us and the many people who need an uplift. I am going to miss the class and I am going to miss the sessions. It was an outstanding opportunity for all of us.

Just as Kelly alluded to, I feel like it's our responsibility now. After being enlightened and educated about how some of the negative things that have occurred are now heavily acknowledged, we have the wisdom to do better. The excitement and energy I feel to help take us to another level and tell the great story about where we are today and where we plan to go is something I'm really fired up about. Thank you all for the opportunity you provided to us.

EXECUTIVE DIRECTOR REPORT – Libba Vaughan

Libba thanked Joe and Kelly for their thoughtful comments and said it was a good reminder of why we do what we do. The Class of 2020 was the largest class ever with 58 class members. The arrival of COVID and the racial unrest of 2020 made it one of the best years to go through Leadership Birmingham. The April and May program days were done virtually via Zoom, along with a short closing retreat session.

This next year will look very different due to COVID. We plan to have a class, and that class is in confirmation right now and we haven't yet released the list until we hear back from everybody. We have a lot of contingencies to allow for social distancing (i.e. no buses, no overnights, no traveling). We will need help from you with spaces that can hold us and audio equipment so that we can better hear each other as a physically broader group.

The class of 2020 inspired a series of events planned for July and August on Zoom with LB alumni on how we leaders can work in our professional and personal lives to break down systemic and institutional racism.

In conclusion, Libba shared comments from Class of 2020 members from the closing retreat in response to the question, "What did you know now that you did not know before Leadership Birmingham?"

- The early history of B'ham and how we have been controlled by outside interests
- The early history of B'ham and how we have always been controlled by outside interests
- Long-term negative effect of redlining
- The staggering number of rape kits that have never been processed (from our visit to One Place)
- I did not know Birmingham was founded after the Civil War
- The impact of home rule
- How many systems roll back to race- healthcare, politics, education...
- How we can use what we learn to help other leaders- even those senior to us- in our organizations how they can address and tackle some of the same issues we have learned about. I offered up ideas to my company's D and I committee based on what we learned during civil rights day.

PRESENTATION

Mike Warren presented a resolution honoring Joel Rotenstreich for his years of service to Leadership Birmingham. The text of the resolution is at the end of these minutes.

Mike adjourned the meeting and went into executive session at 2:10pm.

Minutes submitted by Susan Shields.

Resolution Honoring Joel Rotenstreich

WHEREAS, the Board of Trustees of Leadership Birmingham desires to honor and recognize Joel Rotenstreich for his outstanding lifelong dedication to educate and inspire thousands in the City of Birmingham, the State of Alabama, and beyond through his service to create a more inclusive, humane, just, and tolerant world; and

WHEREAS, Joel Rotenstreich, inspired by his wife Bunny, children Mark and Beth, and grandsons Asher and Noah; and

WHEREAS, Joel Rotenstreich has served in leadership roles of many important causes and organizations including Leadership Birmingham, the Mountain Brook Board of Education, the Jewish Federation, the Birmingham Holocaust Education Center, Temple Beth-el, the Mike Slive Foundation, and the Birmingham Civil Rights Institute, among many others; and

WHEREAS, Joel Rotenstreich is a graduate of the first Leadership Birmingham Class of 1984; and

WHEREAS, in service to Leadership Birmingham as a Trustee since 1985, Joel Rotenstreich has used his broad knowledge and varied experiences for the benefit and growth of Leadership Birmingham and to inspire and shape the development of over 1,600 leaders in the Birmingham area; and

WHEREAS, Joel Rotenstreich was recognized as an Alabama Bright Light by the Birmingham Holocaust Education Center for his lifelong work in education, social justice and interfaith unity; and

WHEREAS, Joel Rotenstreich was awarded the James A. Head Lifetime Award from the Alabama Chapter of the National Conference for Community and Justice for reasons including his tenacious work to bring, to Kelly Ingram Park, a Horse-chestnut tree sapling like the same one in Amsterdam that inspired Anne Frank through her years of hiding, as a dedication to the victims of intolerance and discrimination; and

WHEREAS, to represent so many who have been privileged to work with Joel Rotenstreich, to call him a friend, and to recognize the unmatched respect and admiration we have for his dedicated leadership and service, we hope he takes satisfaction in knowing what a difference for good he has made that serves as a lasting inspiration to all.

Now Therefore, Be It Resolved, on this 24th day of June, 2020, by the Board of Directors of Leadership Birmingham, thank Joel Rotenstreich for his outstanding leadership and service as a Trustee and Chairman of the Nominating Committee for Leadership Birmingham.