Thunder Valley Community Development Corporation
Board of Directors Meeting Minutes
Friday, May 1, 2020
10:00 AM – 3:00 PM MST
Virtual Meeting via Zoom

Present:
Beau LeBeaux - in person
Amanda Carlow - via zoom
Harold Compton - via zoom
Genevieve DeMent Osborn - via zoom
Brett Shelton - via zoom

Others Present:
Tatewin Means - in person
Desiree Pourier - in person

Absent:
Trenton Old Horse

A. Wocekiye / Woksape
Provided by Genevieve via zoom

B. Call to Order
The meeting was called to order at 10:15 AM MST.

C. Approval of Agenda
   - Amanda states to add her resignation from the board at the end
   - Tatewin states will we have to elect a Vice President or leave vacant
   - Brett states leave vacant

A motion was entered to approve the proposed Agenda with addition of Amanda Carlow’s resignation at the end.

1st Motion: Brett
2nd Motion: Genevieve
Approval: Unanimous

D. Approval of February 14, 2020 Board of Directors Meeting Minutes

A motion was entered for approve February BOD Meeting Minutes.
1st Motion: Genevieve
2nd Motion: Brett
Approval: Unanimous
E. Finance Report

Tatewin updates – Cassandra Stevens CFO resigned in March with two weeks’ notice. After reviewing personal policy this is a violation -- resignations for exempt employees are required to give 4 weeks or a month notice.

Peyton Smith who was our Associate Director of Advancement / Grants Manager was willing to fill in as interim for the CFO. She has been in the role since March and has agreed to take the CFO position.

Meantime, during COVID-19 Pandemic:
- Thank you & acknowledgement to Genevieve for putting in a lot of work to ensure the finance department did not come to a halt. Found us a consultant through Ketel Thorstenson, LLP – Certified Public Accountants/Business & Personal Consultants in Rapid City, SD.
- CARES Act Small Business Loan: Paycheck Protection Loan (PPP) -- 8 weeks’ worth of operating expenses for salaries and utilities. We did receive the loan because we won’t have to use any grant funding during this pandemic. One requirement of the loan was to go through our banking institution – Black Hills Federal Credit Union. Peyton did all the work on the SBA loan and submitted the day the loan was offered by BHFCU.

Peyton Smith gives brief update:
Ketel Thorstenson, LLP is working with Peyton on the 2019 IRS Form 990 & 2018 Audit.
- 2019 IRS Form 990 -- Ketel is working on and wants to wait until audit is done.
- 2019 IRS Form 990 due July 15, 2020 -- can be extended 6 months after due date.
- 2018 Audit / 2018 IRS Form 990 is filed -- Discussions with Ketel about deferred revenue schedule.

Cash Flow:
- No cash flow was provided since December 2019
- Peyton found many months of deposit receipts that were not detailed
- Deposit receipts were put into bank account to reconcile by Cassandra.
- Genevieve questions if revenue is accurate – Peyton states “it is not 100% accurate”

IRS Late Penalty Notices:
Genevieve states, I quote “Cassandra told Peyton, just pay this to keep off of Genevieve’s radar.” “IRS late penalty notice for failure to make tax payments on time. Cassandra agreed to pay the penalty fee from her last paycheck.”

Quarterly’s:
Sending original documents to Ketel for quarter 4, Peyton found other late penalty fees in the documents. Quarter 4 there was an over payment some fees were taken out of that credit.

Procurement Express Software Overview:
- Electronic way to enter purchase requests to make more efficient.
- Whoever submits purchase request, sends to Tatewin signature approval, after approved it sends back to Finance.
- Has a current trial for software -- $25 per user / per month
- Integrates and creates itself a purchase order in QuickBooks
- Budget side shows current / actual amount & pending charges

Budgets:
- Genevieve requests we enter our budgets in QuickBooks starting January 1, 2021
- Tatewin adds there have been improvements in Finance such as, in the past year we have seen overall budgets & IDC itemized budget. Now our budgets will actually be in QuickBooks for us to view in real-time.
- Genevieve questions, where are we at with the software for Woyuha Property Management – it was ordered and Angel White Eyes, Property Manager is working on implementing it.
- Tatewin adds – Woyuha Management, we do have a resource sharing agreement that our attorney Kelli Keegan drafted, they retain 25% of the profits which is used to buy supplies and to eventually pay the staff. As of now, in the resource sharing agreement we are lending our employee to do the work of Woyuha Property Management. Documented legally to show there is an agreement in place to maintain the separation between nonprofit and profit.

A motion was entered to approve the financial updates and report.
1st Motion: Genevieve
2nd Motion: Brett
Approval: Unanimous

F. Board Approval

Kendeda Fund who already funds us as a general operating grant which is used for lifeways and wellness and advancement team. Provided additional opportunities for matching grant, one months’ worth of operating expenses to launch or support an operating reserve fund for the organization and up to $30,000 in capacity building grant to help build capacity in the organization. Requires Board approved endowment policy.

Tatewin clarifies that the Endowment & Investment Policy is still in draft form, there is no formally approved policy. Only a signed letter by President Beau LeBeaux was sent with the grant submission which was indicating to the funder that we are in the process of reviewing and approving endowment, investment and reserve fund policy. A more formalized policy will be sent out in July so it can be approved in August meeting.
G. Endowment & Investment Policy

Tatewin gave overview:
- $30,000 will be used to support fundraising and applications such as Salesforce, Pardot, Procurement Express, Social Studio that we pay for range from $5000 - $6000. This would help to build internal capacity.
- Indicated in grant application that it would be approved by August to show that we can pass policies.
- Always will maintain a balance of 3-6 months/minimum of 3 months’ worth of our operating expenses.
- Tatewin added procedures for accessing the reserve fund – submit request, justification, amount, and budget of what the money will be used for to the Board of Directors and report back on those expenditures.
- There will be 4 types of endowments that we would create, an unrestricted endowment -- any interests made off of this particular account would go into the operating reserve fund. Continue to raise money to build organizations saving account.
- Ensuring sustainability which is one of our Strategic Directions and decrease our dependency on grants.

Brett questions, what is the goal for the fund. Tatewin replies -- almost 1.5 million will be in the reserve fund, at all times. In addition to other endowments that are in the policy such as staff salary endowment to support staff salaries that are IDC. Maintence endowment to support maintence and facilities that are IDC.

Investment strategy reach out to investors – uncertain and wanting input from the board for investors. Brett states he will send copy of NARF’s endowment & investment policy. Genevieve states to reach out to Ketel Thorstenson, LLP.

H. Executive Director’s Report

Tatewin’s Update:
With the pandemic our COVID-19 response – most employees are working remotely with a list of essential staff that go into the office every day. Some of the Leadership team go into the office twice a week. There has been established shared spreadsheets - two-week work plan and a daily work log that each employee fills in daily to show their work they finished through the day. Morning and end day circles/calls to pray and say what we are thankful for as we did while we were in the offices.

SBA loan which Tatewin discussed in above minutes.

Homeownership – Sold Lot 5 to Debra Phelps - Director of Operations, first VA loan as she was a Marine. VA Loans can be added to our types of loans we offer here at TVCDC.
Lots 1 & 6 still available. Reminder of Lot 1 is from a SDHDA loan and our last SDHDA loan. Lot 6 is owned by TVCDC due to a grant that was received so any money made from there comes back to the organization.

Apartments – Angel White Eyes has done a great job keeping the apartments full and up to date with paperwork and policies since this past fall when she transitioned into the Property Manager. Two Dialysis employees have been bringing income in from living in the Bunkhouses. There is no Air B&B due to COVID-19.

RCD – LIHTC application due in August, continued working with consultant Travois on that. SDHDA meeting in Pierre, SD attended by Kimberly Pelkofsky – Director of Design and Planning, Genevieve DeMent-Osborn, and Tatewin. SDHDA’s guide lines are discriminatory towards rural areas and tribal, urban project which Tatewin and Kimberly pointed out to them and resulted in SDHDA rewriting their guide lines but we will see when they come out with them.

Communications – with a new team onboard David “Mike / Witko” Clifford – Director of Communications and Henry “Hank / Ozuya” Crow – Communications Director have been doing working with Heidi Hackemer – ZWolf Strategy who does her work probono. She guides the communication team with their work. They have been doing great work with our Social Media – live streams during COVID-19 to positively uplift community of well-known/upcoming famous people such as hip hop artist Antoine Edwards Jr., actor Mark Ruffalo, and Marcus Mumford from Mumford & Sons band, revamping our KILI Radio Show, and continue working with Heidi on rebranding, a rebrand book will be presented to Board in August.

New Staff / Transitions –
- Peyton Smith transitioning from Associate Director of Advancement / Grant Manager to CFO
- Lorilei “Lori” Janis new Finance Technician
- Mary Jo LeBeaux transitioning to our new Lifeways & Wellness Coordinator
  New Positions are set out to corporate healing and liberation into everyone’s work - which is in our mission statement, will work with each initiative to bring this out.
  Lifeways & Wellness Coordinator (Female) – filled / Lifeways & Wellness Coordinator (Male) – will be advertised
- Dianne Amiotte-Seidel is back with us as Food Sovereignty Director
- Steve Her Many Horses is our new Food Sovereignty Coordinator
- Lynette Kills Back is our new Workforce Development Director
- Alan Jealous previously with Thikaga is our new Construction Trainer / Education Coordinator
- Emily Lopez LLI’s Montessori Guide & Language Learner for Payabaha Child Care

Advertising Positions –
- Child Care Managers x2 – Main center and Payabaha - Blue Dawn Little – terminated, Maria Weston and Maggie McGee resigned.
- Director of Evaluation: Two great interviews with Richard Iron Cloud & Anne Eagle Bull but no hires selected.

Social Media Post and video for Child Abuse Awareness Month – David Clifford – Communications Director put out. Two parents and former employees Liz Welch and Nick Hernandez were upset because their kids were in the video. Their kids were apart of LLI before.
The parents emailed Dallas Nelson – Director of LLI saying they wanted to video taken down and that TVCDC revoked their media consent for their children. Tatewin contacted our attorney Kelli Keegan about issue.
Dallas reached out and demanded it be taken down, didn’t offer concern to let leadership take care of it which was not appreciated by Tatewin. Phone call between Dallas and Tatewin, he was very aggressive.
Tatewin supporting Communication team, they were doing their job and the message was a tasteful and thoughtful video. Before taken video down, Kelli wanted to make sure there was media releases on file of parents which Dallas says he found one.

Emergency Response with OST to distribute supplies –
- Partnering with Grassroots Movements on the Reservation for delivering shipment of cleaning supplies from Seventh Generation which has natural cleaning supplies out to all communities.
- Generations Indigenous Ways – Helene Gaddie focuses on communities of Pejuta Haka (Kyle), Eagle Nest, and Pass Creek. Also helping us getting out eggs out to elders.
- Tokala Society – Percy White Plume focuses on Wounded Knee and Manderson communities
- OST Tribe Elderly List - Shawnee Red Bear for whole reservation

Note: Resolutions for bank account removing Emily and Amanda, identifying all board members and add Peyton.

For Boards Records: Advancement Fundraising Report for 1st Quarter done by Kyle White

I. TVCDC Board of Directors Vice President, Amanda Carlow’s Resignation

Amanda states she is working on different projects such as Bush Foundation Grant for Lakota Language and waiting to hear if she is accepted to a PhD Program in Hawaii. She feels she gets too busy for the board and doesn’t want the board to feel like she isn’t involved.

A motion was entered to accept Amanda’s resignation.
1st Motion: Genevieve
2nd Motion: Brett
Approval: Unanimous
Beau questions - what is the process for bringing on new candidates for board? Desiree replies – I recently emailed Brett asking this process – the candidate can send resumes to myself and I will forward it along to Board members, candidate will be invited to sit in on next meeting, to see if they would like to be on our board.

**J. Executive Session**

No Executive Session was needed at this time.

**K. Adjourn**

A motion was entered to adjourn the May 1, 2020 Board of Directors meeting
1st Motion: Brett
2nd Motion: Harold
Approval: Unanimous

**L. Next BOD Meeting: 9 AM MST Friday August 21, 2020 / Location TBA**