Thunder Valley Community Development Corporation
Board of Directors Meeting Minutes
Friday - August 21, 2020
9:00 AM – 4:00 PM MST
Virtual Meeting & In Person

Present:
Beau LeBeaux (P)-in person
Trenton Old Horse (V)-in person
Harold Compton (S)-via zoom
Genevieve DeMent Osborn (T)-via zoom
Brett Shelton (M)-via zoom

Others Present:
Monica Terkildsen -via zoom
Gary Pourier Sr. -in person
Tatewin Means (ED)-in person
Desiree Pourier (EA)-in person
Absent: ---

>> (P)President, (V)Vice President, (S)Secretary, (T)Treasurer, (M)Member, (ED)Executive Director, (EA)Executive Assistant <<

A. Wocekiye / Woksape
Provided by Harold via zoom

B. Call to Order
The meeting was called to order at 9:37 AM MST.

C. Approval of Agenda
A motion was entered to approve the proposed agenda.
1st Motion: Genevieve
2nd Motion: Trenton
Approval: Unanimous

D. Approval of May 1, 2020 Meeting Minutes
A motion was entered to approve May Meeting Minutes with tabled Endowment Policy for next meeting.
1st Motion: Genevieve
2nd Motion: Brett
Approval: Unanimous

E. Board Elect – Vice President
A motion was entered to elect board member Trenton Old Horse as the Vice President of the TVCDC Board of Directors.
1st Motion: Brett
2nd Motion: Genevieve
Approval: Unanimous

F. Board Recruitment
Monica Terkildsen – Candidate
- Monica lives in Eagle Nest District, east of Wanblee. Works remotely with the World Wildlife Fund.
- Recruited by Genevieve

Gary Pourier Sr. – Candidate
- Gary lives 2 miles north of TVCDC, he has a Maintenance & Facility background, is currently retired.
- Recruited by Beau

A motion was entered to seat Monica and Gary on the board of directors of TVCDC.
1st Motion: Genevieve
2nd Motion: Brett
Approval: Unanimous

G. Board Approvals

BHFCU Signatories Minutes
Black Hills Federal Credit Union Bank (BHFCU) Corporate Resolution of Authority Form needed signatures of all board members and May 7 2020 Board Bank Signature Minutes were completed by Desiree.

Note given by Tatewin:
Black Hills Federal Credit Union Bank (BHFCU) Corporate Resolution of Authority Form was never submitted to the bank because we were trying to get Amanda signature for a while and then she got resigned from the Board and right after Peyton resigned as the CFO in June. She didn't feel it was necessary to submit this if Peyton resigned. CFO position wasn’t filled so it wasn’t completed and submitted to the bank.

Resolution No: 2020-08-21.01
Removing Cassandra Stevens as signatory for the TVCDC accounts and lines of credit, and authorizing Patricia Brave Heart as authorized signatory

Resolution No: 2020-08-21.02
Modifying Signatories on TVCDC’s Black Hills Federal Credit Union (BHFCU) Checking Accounts
- Removing Emily White Hat (Board Member) and Amanda Carlow (Board Vice-President), as authorized signatories from all of TVCDC’s accounts at Black Hills Federal Credit Union.
• Adding Gary Pourier Sr. (Board Member) and Monica Terkildsen (Board Member), as authorized signatories to all of TVCDC’s accounts at Black Hills Federal Credit Union

A motion was entered to approve with the modification of the note given above.
1st Motion: Genevieve
2nd Motion: Brett
Approval: Unanimous

_Woyuha Property Management Business Plan_
For new board members and a reminder to existing:
Woyuha is our property management company, it's a subsidiary company of Wakinyan Opha, TVCDC is the sole owner or shareholder into Woyuha, we have a resource sharing agreement which means they borrow our employees to do their work. TVCDC Facilities Team and a Property Manager is borrowed to work there, and we receive 25% of the profits that come into the business that has yet to be fully, effectuated.
Layne Knox and Angel White Eyes were the previous Property Managers, and both have left.
The CFO oversees that position because of the financials, it's the entity that collects the rent from the apartment buildings that manages the Community Center/Bunk House, entity that all of that goes through. Tenants pays rent to Woyuha Management which has its own bank accounts.
The Board for Wakinyan Opha is Tatewin, Genevieve and Harold which is the parent company to Woyuha. Woyuha Board consists of several staff members - Chance Renville, Project Manager for RCD and Lynn Cuny, Deputy Director. They had their first board meeting because there were some documents that needed to be signed for the bank. Angel White Eyes, previous Property Manager left so we had to remove her from the bank.
We need the organizations board approval, for a grant - USDA Grant for Property Management.
Beau questions who is the current property manager and facilities manager? Ryan Hussman, Social Enterprise Coordinator. He's filling in the interim until we hire someone. Facilities Manager is Lyle LeBeaux and Facilities Assistant is Casey Provost, both manage the property of the Community Center and the Bunk House. They take care of all the work orders, the inspections, the general maintenance for the community center and the offices.
Interviews for the property manager have been - Sheena Means and Ryan Hussman

A motion was entered to approve the Woyuha Property Management Business Plan.

1st Motion: Trenton
2nd Motion: Gary
Approval: Unanimous

_TVCDC Independent Contractor Agreement_
Tatewin states – she was given the authority to sign all contracts and agreements on behalf of the board, there are specific instances in which Lynn Cuny, Deputy Director has given that authority. For instance, when we have to close on the homes, she's also given that authority because Tatewin may not immediately be available.
But those are specific instances when the board delegates to that duty – Policies also state that - if there is a conflict of interest, Tatewin is not able to sign the agreements. Then that has to be a decision by the board - they have to approve the agreement. Independent Contractor Agreement is for Tatewin’s brother – Nataanii Means for outreach services for Thunder Fest which is based around the Census and voting. He was contracted by DeCora Hawk, Community Engagement Director and supervisor is Kyle White, Director of Advancement. Tatewin became aware of it because there's no CFO, so she reviews all requests for purchases. All of the directors and supervisors know the process of the independent contractor agreement and it's usually not an issue. But because it's Tatewin’s brother, it has to come to the board for approval.

A motion was entered to approve the Independent Contractor Agreement.

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

CFO Resolutions
(as stated above, beginning of Board Approvals)

Resolution No: 2020-08-21.01
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A motion was entered to approve as amended.

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

Tentatively New Board Members Resolutions – Renamed to Modifying Signatories
(as stated above, beginning of Board Approvals)
A motion was entered to approve as amended.

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

H. Financials

There are no financials to review because the credit cards haven’t been reconciled. Unsure of why it wasn't done when Peyton was here. They haven’t been reconciled since March after Cassandra left. When Cassandra was here, she changed the process to turn all receipts to her for every credit card. She would complete the purchase request form, match it to the credit card reconcile and make those notations.

Now we've reverted back to every credit card holder is responsible again for their own and they are responsible for getting the receipt and purchase request form to the finance team. Desiree completes Tatewin’s as the Executive Assistant.

For the new members, every member of Leadership Team has a credit card and the team consists of Tatewin, Deputy Director who is Lynn Cuny, Director of Advancement - Kyle White, CFO - currently vacant, but will be Patricia Brave Heart and the Director of Operations - Debbie Phelps, there's five on the leadership team and all have a company credit card.

I. TVCDC Rebranding Presentation
Presented by David Clifford, our new Director of Communications - lives in Pine Ridge SD and a graduate from Red Cloud Indian School.

Brief presentation on our rebranding project:
1. Rebranding Examples
2. 5 words that describe our work.
3. Why we decided to rebrand.
4. 4 Phases of our rebranding project.
5. Engagement Strategy

After finalizing assets, design, and core structure you can expect to the items listed below in the launch phase:
- Logos, Graphics, Website, Google Templates, Org Video, Mocks of logo on objects, Stickers, Tshirt, Letterhead, Email template, Big sign in front of offices, Signs or posters in offices, New brand language, Update social media accounts with new branding and Business cards

>> Meeting dismissed for lunch at 12:00 pm
>> Meeting reconvened at 12:45 pm

J. Fundraising Presentation
Presented by Kyle White, Director of Advancement presenting Applications of Fundraising Principles Training attended in March 2020.
Presentations goals: to understand the process of fundraising as a multidimensional discipline, understand that fundraising is a management process and function. Provide tools and techniques for effective fundraising and to substitute pride for apology in asking for philanthropic gifts.

K. Executive Director Report
- White Clay Property - Drone Footage
- RCD update: LIHTC, Playground, Property damage
- SET: Thikaga and Owinza
- Propel Nonprofits update
- Fundraising Report
- COVID 19 Response update: CTA, Indigenous Response, staff transition
- CFO hire
- Policy changes needed: financial, independent contractor agreements and personnel, outside organizational complaints – process.
- Thunder Fest 2020

A motion was entered to accept the Executive Directors Report.
1st Motion: Brett
2nd Motion: Trenton
Approval: Unanimous

L. Executive Session
Genevieve asks for an executive session.
Executive Session began at 4:00PM and ended at 4:11PM.
Executive Sessions are not recorded.
Genevieve states - Tatewin, we the board would like to give you a $1,000 bonus for the work you have been doing.
Harold and Brett agree with Genevieve.
Beau shows appreciation.
Monica suggests, are we going to add what was discussed about adding team.
Brett adds, yes anyone from the team who has been with you through your work.
Harold adds, for example - Kimberly and suggests taken the time to make that decision.
Tatewin, shows appreciation to the board.

M. Adjourn
A motion was entered to adjourn the meeting at 4:17 pm.
1st Motion: Trenton
2nd Motion: Genevieve
Approval: Unanimous

N. Next Meeting: Friday – October 16, 2020
>> DATE CHANGE of October meeting - Friday October 23, 2020 / VIRTUAL <<

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