

LEGACY DECATUR BOARD MEETING
THURSDAY, MARCH 28, 2024
5:00 P.M.
DECATUR LEGACY PARK - HAWKINS

1. CALL TO ORDER
2. REVIEW AND APPROVAL OF MEETING MINUTES FROM JANUARY 25, 2024.
3. ACTION ITEMS
 - a. **Presentation and discussion of the recommended amendments to the Legacy Decatur bylaws.**

*The bylaws that govern Legacy Decatur were adopted on January 27, 2020 and amended on July 20, 2020. These Bylaws guided the organization through the initial Operational Management Agreement with the City of Decatur and the activation of the Park. However, to accomplish our fundraising goals, organizing Park programming, and providing leadership on Capital Improvement Projects in line with the Master Plan, there is a need to revisit the Bylaws to ensure they allow the organization to continue to grow. The Executive Committee recommends that the maximum number of Board members be increased from eleven (11) to seventeen (17). **Staff recommend that the Board of Directors approve the amended Legacy Decatur Bylaws, as encouraged by the Executive Committee.***

- b. **Elections for Vice Chair of the Legacy Decatur Board of Directors.**

*The Legacy Decatur Bylaws authorize the Vice Chair to hold the powers and responsibilities of the Chair in the absence or disability of the Chair. The former Vice Chair rolled off the Board last March. Laurie Lawlor has expressed interest in assuming the responsibilities of the Board Vice Chair. **The Executive Committee recommends that the Board of Directors appoint Laurie Lawlor to serve as the Vice Chair for the Legacy Decatur Board of Directors.***

- c. **Presentation and discussion for Expectations for the Legacy Decatur Board of Directors.**

*At the December 7, 2024 Board Meeting, the Successful Nonprofit retreat facilitator presented a list of common Board expectations. The Board authorized the Executive Committee to draft a set of Expectations for the Legacy Decatur Board. Employing the Job Description document from the initial Board Member orientation, the Executive Committee reasserted the need for explicit expectations for attendance, participation in Park programming, and fundraising. **Staff recommendations that the Board of Directors approve the***

**Executive Committee recommendations for the Board of Directors
Expectations.**

**d. Discussion and review of the recommended amendments to the
Legacy Decatur Financial Policy.**

*The Financial Policy was adopted in 2020. The organization has since grown in staffing and oversees more activity at the Park. Looking forward to our growing need for fundraising and grant funding, the Finance Committee reviewed the policy to ensure it reflects the current and future needs of Legacy Decatur while appropriately safeguarding the organization's assets. **Staff recommendations that the Board of Directors approve the Finance Committee revisions to the Legacy Decatur Financial Policy.***

**e. Discussion and review of the 2023 Revised Budget, End of Year
Financials**

Legacy Decatur ended the 2023 year in a strong financial position. The individual building leases were lower than anticipated, and film revenue was significantly low. However, the event revenue was \$20,000 more than the budgeted amount. Legacy Decatur received more City funding in 2023 than anticipated due to the scheduling of payments for the City's July to June fiscal year. The City did not pay more than was agreed to in the Operational Management Agreement. Legacy Decatur generated approximately \$4,000 more in revenue than budgeted.

*The program and event expenses were higher than budgeted to account for hiring a team of contract employees to staff the increased events. The expected costs associated with facilities became the City's responsibility with the new Operations Management Agreement, and the signage costs were deferred to 2024. The Legacy Decatur 2023 expenditures were approximately \$40,000 less than budgeted. **Staff recommends the Board approve the 2023 Revised Budget.***

**f. Discuss and review opening a Legacy Decatur business high yield
savings account.**

*In 2023, Legacy Decatur received \$325 in interest from its SouthState Business Interest Checking account based on the 0.08% interest rate as a "Community Hero Checking" account. As of December 31, 2023, Legacy Decatur checking account held \$414,301. Approximately \$100,000 of that amount is dedicated to the fiscal agent funds. If Legacy Decatur placed \$100,000 into a 4.1% APY high yield saving account, the organization could earn \$4,100 annually. The Finance Committee reviewed this and recommended that Legacy Decatur pursue a High Yield Savings Account. The Finance Committee clarified that Legacy Decatur funds must always be held in a FDIC protected account. **Staff recommends the Board authorize staff to open a Capital One high yield savings account and transfer \$100,000 to begin generating interest revenue.***

Additional Business

- Love Story
- Community Day
- Tai Chi 4 LIFE Lease
- Project Timelines

5. Adjourn

Minutes

Decatur Legacy Board

Business Meeting – January 25, 2024

The meeting was posted and open to the public. Board members attending: Tony Powers, Patti Garrett, Mark Ethun, Peggy Merriss, Ed Bowen, Mark Arnold, and Laurie Lawlor. Paul Mitchell and Brian Smith joined through Google Meet. Staff attending: Madeleine Henner and Dymond Generette. Zoe Seiler from Decaturish and Paint Love Board Chair Cara Hergenroether were also present.

The meeting was called to order by Board Chair Tony Powers. The Chair asked for a motion to approve the minutes of the December 7, 2023 board meeting. Mayor Patti Garrett made a motion with a second from Mark Ethun. Brian Smith recused himself since he was not present at the December meeting. All other board meetings present voted aye, and the minutes of the December 7, 2023 board meeting were approved as presented.

Madeleine Henner revisited the conversation from the December Board retreat about the need for a set of Board Expectations. Peggy Merriss reminded staff that the expectations need to be congruent with the Legacy Decatur bylaws. Ed Bowen made a motion to authorize the Executive Committee to draft a document outlining board expectations with a second from Mayor Garrett, and all present members voted aye. Any revisions will come before the full board for review.

The current Legacy Decatur bylaws were adopted in 2020. Legacy Decatur completed its first Legacy Park Operational Management Agreement term with the City in June 2023 and signed a new agreement to govern the role of Legacy Decatur as the managing entity of Legacy Park in May 2023. Given the growth of activity at Legacy Park in the four years since the bylaws were first passed, staff recommended an amendment to the bylaws to allow for a larger Board of Directors. The additional Board Members would also assist in fundraising and building other revenue streams to protect the nonprofit's financial position as we reduce our financial dependence on City funds. The Board requested a copy of the bylaws. In a motion from Peggy Merriss seconded by Mark Arnold, the Board authorized the Executive Committee to review the Legacy Decatur bylaws and make recommendations to the full Board at the March 28, 2024 board meeting.

Madeleine Henner presented the nonprofit office lease agreements that required renewals, commenting on the benefit each organization brings to Legacy Park. The rent from nonprofit offices provides important revenue for Park management. Furthermore, each nonprofit brings their programs and expertise to Legacy Park, working towards our common goal to make Legacy Park a welcoming and engaging place for all. Henner clarified that each lease includes a standard 3% annual increase. These leases also correct the mislabeled square footage in

previous leases with the accurate square footage reflected in the rent starting in 2025. Mayor Garrett asked to separate the three year lease approvals from the one year lease approval. In a motion from Mayor Garrett, seconded by Ed Bowen, and all present members voting aye, the Board approved a three year lease renewal for L'Arche Atlanta, Global Growers Network, and the Decatur Education Foundation. In a motion from Mayor Garrett, seconded by Ed Bowen, and all present members voting aye, the Board approved the Decatur Book Festival for a one year lease with an option to renew.

Madeleine Henner brought forward an action item to authorize the Master Plan Committee to approve office space within the Administration Building as well as storage leases. The Master Plan Committee is responsible for evaluating each prospective nonprofit to determine if their expertise and programming are a good fit for Legacy Park, as determined by the Evaluation Form passed at the December 7, 2023 Board Meeting. Individual building leases will still require approval from the Master Plan Committee followed by the approval by the full board of directors. However, smaller office spaces within the Administration Building as well as storage leases in spaces that are not desirable office spaces could have a more efficient processing schedule. All exterior office spaces in the Administration Building are leased, and there are three interior office spaces as of January 25, 2024 available for nonprofit rental. Peggy Merriss noted that any approved Administrative Building or storage lease would be reported at the following board meeting. Mark Arnold clarified the need for a specified term limit, and Laurie Lawlor asked if the leases approved by the Master Plan Committee would follow the same template as our existing tenant leases. Madeleine Henner clarified that any office or storage lease presented to the Master Plan Committee would employ our standard lease agreement, which dictates a three year term. Mark Ethun noted that a lease could be approved by the Master Plan Committee in a called meeting. In a motion from Peggy Merriss, seconded by Mayor Garrett, and all present members voting aye, the Board authorized the Master Plan Committee to approve storage leases and office leases in the Administrative Building.

There was no additional business to present to the board, and the meeting was adjourned with a motion by Ed Bowen, seconded by Mayor Garrett, and all members present voting aye.

MEMORANDUM

TO: LEGACY DECATUR BOARD OF DIRECTORS
FROM: MADELEINE HENNER, EXECUTIVE DIRECTOR
RE: AMENDMENT TO THE LEGACY DECATUR BYLAWS
DATE: MARCH 28, 2024

The purpose of this memorandum is to recommend the Legacy Decatur Board approve the amendments Legacy Decatur Bylaws, last amended on July 30, 2020, as recommended by the Executive Committee.

Since 2020, Legacy Decatur staff has grown to a full-time Executive Director and a full-time Programs Manager; signed a second Memorandum of Understanding with the City of Decatur as the Managing Entity of Legacy Park; and is on track to be operationally self-sufficient from the City of Decatur by July 2025. With the incoming Track and Field, housing construction, and nonprofit tenant programming, Legacy Park Master Plan is visibly coming to life. With this progress, the organization requires significant board participation.

Currently, all Board members are active participants in a committee and full board meetings. However, to ensure that Legacy Decatur can continue to be financially sustainable, the organization needs a fundraising committee to strategically pursue funds. To be able to respond to the growing needs of Legacy Decatur and Legacy Park, the Executive Committee recommends that the maximum number of members for the Board of Directors be extended from eleven (11) to seventeen (17).

If approved, Legacy Decatur will work to recruit board members an additional four board members for 2025, which would bring the Board to fifteen (15). If the Board determines that an additional two (2) Board members would benefit the organization, the amended Bylaws would allow for growth to seventeen (17) members of the Board of Directors.

As stated in section 3.03 of the Bylaws, "The Board of Directors may establish selection and qualifications governing standards to assist the City Manager and City Commission in their selection and appointment of persons as members to serve on the Board of Directors."

Staff recommend that the Board of Directors approve the amended Legacy Decatur Bylaws, as encouraged by the Executive Committee.

MEMORANDUM

TO: LEGACY DECATUR BOARD OF DIRECTORS
FROM: MADELEINE HENNER, EXECUTIVE DIRECTOR
RE: LEGACY DECATUR BOARD OF DIRECTORS VICE CHAIR ELECTION
DATE: MARCH 28, 2024

Section 5.03 of the Legacy Decatur Bylaws describe the roles and responsibilities of the Vice Chair as follows:

5.03 In the absence or disability of the Chair, the Vice Chair shall have the powers and shall perform the duties of the Chair. The Vice Chair shall also have such specific powers and shall perform such duties as may be prescribed and directed by the Chair and/or the Board of Directors.

Laurie Lawlor was appointed to the Legacy Decatur Board of Directors and the Public Facilities Authority at the December 5, 2023 City Commission Meeting. Laurie Lawlor is a Public and Infrastructure Finance Attorney with expertise in bonds. Laurie already serves on the Executive Committee and will be an excellent addition to the Legacy Decatur Board Officers.

The Executive Committee recommends that the Board of Directors appoint Laurie Lawlor to serve as the Vice Chair for the Legacy Decatur Board of Directors.

MEMORANDUM

TO: LEGACY DECATUR BOARD OF DIRECTORS
FROM: MADELEINE HENNER, EXECUTIVE DIRECTOR
RE: LEGACY DECATUR BOARD OF DIRECTORS EXPECTATIONS
DATE: MARCH 28, 2024

As Legacy Decatur plans for the future, it is important that we have a common understanding of Board Expectations. Successful Nonprofits, the 2023 Board Retreat facilitators, provided a standard Board Expectations template. It was reviewed as standard Board expectations and integrated into the Board Member Job Description from the Board Orientations.

Because the Legacy Decatur funding is tied to government funding, the organization is required to have in-person, public meetings. A majority of the Board Members must be present in-person to achieve a quorum. With our current eleven person Board, six Board Members must be present in-person to achieve a quorum. Once we have an in-person quorum, Board Members attending virtually may also vote on action items. The Executive Committee suggested that each Board Member attend at least 75% of Board Meetings in addition to the Board Retreat.

The Legacy Decatur Board acts as representatives of the organization. As we begin to fundraise, it is paramount that the community understand that Legacy Decatur is a nonprofit organization and relies minimally on tax dollars to fund our operations. To build a community of supporters, we need to invite folks into our work. By attending events, staying up to date on Park happenings, and inviting friends and neighbors to the programming, we build momentum for Legacy Decatur as a nonprofit doing good work in the community.

The final piece that the Executive Committee highlighted is the encouragement of a personal donation to the Legacy Decatur Fund. As we reduce our dependence on City funding over the next 15 months, it is paramount that we build a base of community funders. Many grants and philanthropic foundations consider the percentage of Board giving in their funding decision. Although ability to donate shall not preclude a person's eligibility to serve on the Legacy Decatur Board, the Executive Committee named \$1000 as an annual suggested giving target. The Executive Committee understands that a \$1000 personal donation is not doable for all Board Members. Board Members may also employ a give/get model where they invite their network to support our work to supplement their own donations.

Staff recommendations that the Board of Directors approve the Executive Committee recommendations for the Board of Directors Expectations.

MEMORANDUM

TO: LEGACY DECATUR BOARD OF DIRECTORS
FROM: MADELEINE HENNER, EXECUTIVE DIRECTOR
RE: LEGACY DECATUR FINANCIAL POLICY
DATE: MARCH 28, 2024

The Finance Committee reviewed the Legacy Decatur Financial Policy. With the growth of the Legacy Decatur staff, increased Legacy Park activity, and progress towards financial self-sufficiency from City funding for operations, the Committee reviewed the policy to ensure it continues to reflect the current and future needs of the organization and has appropriate safeguards to protect the financial well-being of Legacy Decatur.

The proposed changes include that the Executive Director's authority to sign a check for an amount no more than \$2,500 without the approval of the Treasurer or Board Chair does not apply to the fiscal agent funds. For our fiscal agent funds that are dedicated to events, it is common for a table and tent rental, AV equipment, portalets, and other costs to exceed \$2,500. The authorized agent of each fund submits documentation for funding requests and/or reimbursement. As stated in the Fiduciary Agent Agreement, Legacy Decatur "shall not be liable to Community Program Committee for its good faith reliance on the provisions of this agreement." Furthermore, Legacy Decatur is not liable should the authorized representative submit a payment request "negligently, fraudulently, dishonestly, impermissibly, illegally, or the like."

Other changes included that contracts exceeding \$10,000 require Board approval; fixed assets are valued at or above \$2,500; the Finance Committee's responsibility for reviewing the quarterly finances; the organization's goal for a annual fund balance of 20% of the operating budget; the requirement for an annual audit; processing guidelines for non-cash donations; and grant management expectations.

Staff recommendations that the Board of Directors approve the Finance Committee revisions to the Legacy Decatur Financial Policy.

MEMORANDUM

TO: LEGACY DECATUR BOARD OF DIRECTORS
FROM: MADELEINE HENNER, EXECUTIVE DIRECTOR
RE: OPENING A LEGACY DECATUR HIGH YIELDS SAVINGS BUSINESS ACCOUNT
DATE: MARCH 28, 2024

As staff reviewed the End of Year 2023 financials, it was noted that the approximately \$400,000 that Legacy Decatur holds in the fund balance and for restricted fiscal agent funds yielded less than \$500 in interest. Looking at the monthly revenues and expenditures, the highest monthly expenditure last year was approximately \$58,000 due to the increased spending of a fiscal agent fund for their annual event. Most months have approximately \$35,000 in expenditures. Without using any money tied to a fiscal agent fund, and leaving approximately \$150,000 of the organization's fund balance in our accessible savings account, Legacy Decatur could transfer \$150,000 into a high yield savings account to begin generating interest. The Finance Committee noted that no more than \$250,000 should be held into any one account to ensure its FDIC protection. Staff reviewed the Finance Committee's suggestions for a business high yield savings account. Capital One offers a secure business account option with a 4.1% APY.

Staff recommends the Board authorize staff to open a Capital One high yield savings account and transfer \$100,000 to begin generating interest revenue.