

SAY SAN DIEGO Board of Directors' Meeting

October 21, 2025: 4 to 5:30 pm

Virtual Meeting Held on Zoom

<https://saysandiego-org.zoom.us/j/86908241732?from=addon>

Meeting ID: 869 0824 1732

Passcode: TgQ3z559

4:00 p.m. Call to Order, Confirmation of Quorum: Theresa Carter, President

Changes or additions to the agenda?

CONSENT ITEMS (not discussed unless a member requests an item be discussed):

Board Retreat Minutes September 2025

Communications Report

Grants/Fundraising Report

Staff Update

Kevin's resignation – acknowledgement and gratitude

Barbara's resignation – acknowledgement and gratitude

4:05 pm – ACTION ITEMS:

1. Approval of Board Agreement (Louie) (*forms attached*)
 - a. Board Agreement: Conflict of Interest, Confidentiality & Ethics, Give or Get, Attendance
 - b. New Board calendar (Louie)
 - i. Jan 27th
 - ii. April 28th retreat (Friday)
 - iii. June 23
 - iv. Oct 27
 - c. Term limits
 - d. Give or Get
2. Vote on new officer positions & elimination of existing positions (Theresa Carter)
3. Election Slate (Theresa Carter)
 - a. Member Renewals
 - b. Slate of Officers (Open the floor to nominations)
 - c. CEO Resolution
4. Nomination and Approval of Amy Truong for the Board (Louie & Omar) (*nomination attached*)
 - a. Presentation of nominee, nominated by Louie Nguyen
5. Approval of Board Standing Committees (Theresa & Louie)
 - a. Combining Audit, Compliance and Risk & Opportunities committees
 - b. Create new Nominating and Governance Committee

4:25 pm – DISCUSSION ITEMS:

1. Fundraising Update (Mary)
 - a. Play 4 SAY
 - b. November 13th Salon
2. Introduction of Mental Health Wellspring Initiative (Louie)
3. Finance Report (Jane)

4:50 pm – CLOSED SESSION (30 Minutes):

1. Board Openings – 3 openings
2. CEO Commentary
3. CEO 25/26 Performance Objectives (tracking and update)

5:25 pm RETURN TO OPEN SESSION

1. Reporting on Closed Session Votes

5:30 pm ADJOURN

NEXT MTG:

CONSENT

SAY San Diego Board of Directors Retreat
Friday, September 5, 2025
PricewaterhouseCoopers LLP Headquarters

Board Members Present: Omar Baza, Theresa Carter, Sara Hyzer, Trisha Monteleon, Danielle Pena, Barbara Ryan, Janie Wardlow, Carly Couture, and Louie Nguyen.

Regrets: Tibyasa Matovu

Staff Present: Louie Nguyen

Guest: Andy Pendoley

Minutes Taker: Sage Gautier

Quorum: Yes (10 of 11 present)

I. Call to Order and Roll Call

The meeting was called to order at 10:00 a.m. by Chair Louie Nguyen. Roll call was conducted, and a quorum was confirmed.

II. Welcome and Retreat Overview

Chair Louie Nguyen welcomed attendees and outlined the retreat's objectives:

- Strengthen relationships among board members and deepen understanding of individual motivations for supporting SAY's mission.
- Review board development initiatives, including recruitment and upcoming October Annual Meeting.
- Discuss trends in the nonprofit sector and implications for SAY's future operations.
- Review governance practices and identify opportunities to enhance board effectiveness.
- Provide updates on SAY's ongoing strategic planning process.

Louie and CEO provided opening remarks emphasizing collaboration, reflection, and forward momentum.

III. Activity: "Whose Leadership Inspires You?"

Board members shared stories of leaders who inspire them, including figures such as Abraham Lincoln, Jane Goodall, John Lewis, Ida B. Wells, Oprah Winfrey, and SAY's founding CEO. Qualities highlighted included authenticity, humility, courage, action

orientation, and the ability to inspire others through clarity of vision.

The group discussed how these traits could strengthen the Board's own leadership capacity and inform its work with SAY.

IV. Status of Board Development

A. New Member Vote

Chair Nguyen presented the nomination of **Rob Gaan** for election to the Board.

Comments from board members emphasized Rob's financial expertise, professional background in corporate and biotech sectors, and strong marketing and branding skills.

Motion: To elect Rob Gaan to the SAY San Diego Board of Directors.

Moved by: Omar Baza

Seconded by: Sara Hyzer

Vote: Motion carried unanimously.

B. Recruitment Efforts

The Board reviewed the status of ongoing recruitment efforts. Potential candidates discussed included:

- **Amy Truong**, Founder of Paru Tea in La Jolla.
- **Dr. Pradeep**, noted potential conflict of interest.
- **Stephen Chin**, may not be the right time for consideration.
- **Adri Brunner**, JP Morgan, strong Give/Get potential.
- **Sarah Hassaine**, DEI Director at Resben, interested in advisory engagement.
- **Laura Hall**, retired Burberry executive and leader in Conscious Capitalism.

The Board agreed to continue pursuing candidates with expertise in marketing, PR, and philanthropy.

C. Preview of October Annual Meeting

Louie provided an overview of the upcoming Annual Meeting, including the proposed officer slate, term renewals, and committee structures for the 2025–2026 board year.

V. State of Nonprofits

The Board discussed key challenges and opportunities in the nonprofit sector, including workforce retention, compensation, cost of living pressures, burnout, and evolving

technology.

Key insights included:

- Alignment with mission, work-life balance, and positive culture are critical to retention.
- The rising cost of living and burnout remain top concerns.
- SAY experiences high demand and waitlists across programs.
- AI can be a valuable tool for research, grant development, and operational efficiency.

Board members noted the importance of strengthening SAY's visibility, marketing, and philanthropic outreach to attract larger-scale donors.

VI. Governance Excellence and By-Laws Review

A. Board Member Agreement (BMA)

The Board discussed developing a comprehensive Board Member Agreement to clarify expectations, roles, and responsibilities. Topics included:

- Distinctions between bylaws and individual agreements.
- Processes for addressing noncompliance.
- Inclusion of advisors in fundraising committees.
- Adding CEO succession planning language.
- Establishing board term limits and ensuring staggered transitions.

B. Committee Restructuring

The following committee structure was discussed for 2025–2026:

Executive Committee

- Chair: Sara Hyzer
- Members: Omar Baza, Trisha Monteleon, Tibyasa Matovu, Barbara Ryan (at large)

Finance Committee

- Chair: Tibyasa
- Members: Rob Gaan, Louie Nguyen, Carly

Governance & Nominating Committee

- Chair: Omar Baza
- Members: Sara Hyzer, Barbara Ryan, Danielle Pena

Fundraising Committee

- Chair: Carly
- Members: Rob Gaan, Janie Wardlow

Audit Committee

- Chair: Trisha Monteleon
- Members: Danielle Pena, Janie Wardlow

The Board discussed maintaining a two-year term for committee chairs and requiring officers to serve on at least one additional committee.

C. Meeting Cadence

The Board discussed shifting regular meetings to the fourth Tuesday of each quarter, with the April meeting serving as the annual retreat. Four in-person meetings will be prioritized, with flexibility for remote participation as needed.

D. Fundraising and Contributions

The Board reaffirmed its commitment to philanthropy through a “Give or Get” model:

- Members: \$2,500 give or \$5,000 get
 - Officers: 50% of the standard amount
- Reimbursements for cultivation expenses up to \$200 per year were discussed.

A simple reporting form will be developed to document in-kind and networking contributions.

VII. Strategic Planning Update

Louie presented updates on SAY’s ongoing strategic planning process, including progress toward 2025–2026 goals and initial planning for the 2026–2028 strategic framework.

Discussion focused on:

- Strengthening resiliency and building unrestricted reserves.
- Achieving equitable staff compensation.

- Developing sustainable social enterprises to generate reinvestment capital.
- Increasing visibility, storytelling, and risk tolerance across the organization.

Emerging Concepts

- **Wellness Clinic:** Paid therapy model emphasizing community access.
- **Boba Concept:** Dual-purpose youth wellness cafés generating earned revenue.
- **Intergenerational Programs:** Engaging semi-retired adults with youth activities.
- **Summer Camps:** Expansion into higher-income markets.

Board members emphasized the importance of scalability, innovation, and cost-benefit analysis when evaluating new initiatives.

VIII. Reflections and Closing Remarks

Board members reflected positively on the retreat’s outcomes, noting the high level of engagement and collaboration. Members expressed enthusiasm for new ideas and appreciation for the strategic clarity achieved.

CEO Closing Remarks: Louie thanked the Board for its support and emphasized the shared commitment to SAY’s continued growth and impact.

Chair Closing Remarks: The Chair acknowledged the productivity of the retreat and expressed optimism about the year ahead.

Adjournment

There being no further business, the meeting was adjourned at 2:45 p.m.

Minutes respectfully submitted by:

Sage Gautier, Minutes Taker

Communications – 3rd Quarter 2025 BOD Summary

Digital Footprint

- Facebook:

<u>Accounts Reached</u>	<u>Page Visits/ Views</u>	<u>Page Followers</u>	<u>Engagement</u>
July: 1,046 - o +10.11% (+96) Aug: 9,337 - o +792.64% (+8,291) Sept: 5,867 - o -37.16% (-3,470)	July: 5,453 views - o +10.43% (+515) 566 visits - o +20.43% (+96) Aug: 20,781 views - o +281.09% (+15,328) 524 visits - o -7.42% (-42) Sept: 12,692 views - o -38.93% (-8,089) 458 visits - o -12.6% (-66)	July: 3,210 - o +0.34% (+11) Aug: 3,224 - o +0.44% (+14) Sept: 3,241 - o +0.53% (+17)	July: 94 content interactions - o +11.9% (+10) Aug: 63 content interactions - o -32.98% (-31) Sept: 38 content interactions - o -39.68% (-25)

- LinkedIn:

<u>Followers</u>	<u>Page Visits</u>	<u>Impressions</u>	<u>Engagement</u>
July: 3,811 - o +3.2% (+118) Aug: 3,968 - o +4.12% (+157) Sept: 4,001 - o +0.83% (+33)	July: 681 page views - o -5.29% (-38) 320 unique visitors - o +0.95% (+3) Aug: 596 page views - o -12.48% (-85) 235 unique visitors - o -26.6% (-85) Sept: 532 page views - o -10.74% (-64) 268 unique visitors - o +14.04% (+33)	July: 5,020 - o +34.91% (+1,299) Aug: 3,984 - o -20.64% (-1,036) Sept: 5,617 - o +40.99% (+1,633)	July: 127 reactions - o +33.68% (+32) 7 comments - o +600% (+6) 1 repost - o -80% (-4) Aug: 93 reactions - o -26.78% (-34) 2 comments - o -71.43% (-5) 9 reposts - o +800% (+8) Sept: 134 reactions - o +44.1% (+41) 3 comments - o +50% (+1) 8 reposts - o -11.11% (-1)

- Instagram:

<u>Followers</u>	<u>Accounts Reached</u>	<u>Engagement</u>
July: 2,102 +4.73% (+95) Aug: 2,220 +5.61% (+118) Sept: 2,296 +3.42% (+76)	July: 1,714 +41.19% (+500) Aug: 1,392 -18.79% (-322) Sept: 869 -37.57% (-523)	July: 275 profile visits +8.27% (+21) 373 content interactions +30.2% (+87) Aug: 293 profile visits +6.54% (+18) 190 content interactions -49.06% (-183) Sept: 311 profile visits +6.14% (+18) 89 content interactions -53.16% (-101)

- YouTube:

<u>Subscribers</u>	<u>Views</u>	<u>Watch Time</u>
July: 45 subscribers +4.65% (+2) Aug: 45 subscribers +0% (+0) Sept: 45 subscribers +0% (+0)	July: 176 views -41.14% (-118) Aug: 119 views -32.39% (-57) Sept: 95 views -20.17% (-24)	July: 12.5 hours -8.76% (-1.2 hrs) Aug: 2.4 hours -80.8% (-10.1 hrs) Sept: 1.5 hours -37.5% (-0.9 hrs)

- Raisers Edge – Email Blasts

<u>Open Rate</u>	<u>Click Rate</u>	<u>Audience</u>
July: 27.83% -8.06% (-2.44%) 5,927 opens +36.95% (+1,599) Aug: 39.75% +42.83% (+11.92%) 7,878 opens +32.92% (+1,951) Sept: 35.28% -11.25% (-4.47%) 3,383 opens -57.1% (-4,495)	July: 0.94% +1.08% (+0.01) 200 clicks +50.38% (+67) Aug: 4.53% +381.9% (+3.59) 295 clicks +47.5% (+95) Sept: 7.84% +73.07% (+3.31) 540 clicks +83.1% (+245)	Contacts: 10,204 Live Contacts: 7,149 Unsubscribes July: 86 +28.36 (+19) Aug: 74 -13.95% (-12) Sept: 29 -60.81% (-45)

KWSM Digital Marketing Company Key Findings

Google Analytics/SEO

- Total website traffic increased by 14% in August compared to July, primarily from increases in Organic Search. Organic Search was the primary driver of traffic to the Play 4 SAY landing page and the Corporate Partnerships landing page.
 - Over the quarter there were over 150 “Register Today” button clicks on our Play 4 SAY landing page and over 50 General Donation button clicks for online giving
- In September, total website traffic decreased by 11% compared to August, primarily from decreases in Organic Search. With Play 4 SAY promotion coming to a close and school starting back up at the beginning of September, it is no surprise that traffic to the P4S landing page and to the Before & After School Programs page decreased due to less search volume.
- We launched Meta Ads to promote the Play 4 SAY Online Auction. This carousel ad drove 498 clicks to the auction page at a low cost per click of only \$0.40
- Traffic from ChatGPT is increasing each month and drove 1 Corporate Partnership form fill.

Social pulses

- For July, the top post on Instagram was a collaborative post with MFRC about The Lighthouse, sharing photos of the team who participated.
- In August our Instagram posts received 16k views and drove 293 profile visits and 190 interactions. The top post was a collaborative post with Water & Kindness and two other accounts.
 - These collaborative posts provide an organic opportunity to reach new and adjacent audiences who are likely to engage with SAY's content
- In September, the top post on Facebook and LinkedIn was CMR's Jenga victory at Play 4 SAY. For Instagram, for the second month in a row, the top post was a collaborative post with Water & Kindness and two other accounts
- Overall, our collaborative posts are performing better than normal posts, leveraging the power of partnerships and community.

Upcoming/Recommendations

- We'd like to see more consistent open rates, as low rates (below 30%) can cause emails to be marked as spam. KWSM recommends excluding contacts who rarely or never engage with our emails; however, Raiser's Edge is currently unable to identify “least engaged” contacts, so we are exploring alternative options to track and manage this segment.
- We saw an uptick in video views on July 16, the same day we posted a Reel from SAY's Youth Summit. Most of the account's video views are coming from the Shorts feed, followed by YouTube search. Moving forward, we can experiment with creating shorter, more SEO-focused captions for Shorts to prioritize searchability on the platform.
 - Without much new video content to upload, we see this channel receiving fewer views month-to-month. We recommend new, more consistent video opportunities in Q4 to drive more searchability and brand awareness
- We are creating a protocol for collaborative social media posting across the organization/programs to increase collaboration within the organization and present a more unified message to our community
- KWSM will be hosting a strategy meeting to touch base and discuss strategies and opportunities moving forward, focused on bringing in new corporate partners.
- The Holiday Hopes campaign is ready to launch!

SAY San Diego
Quarterly Grants Board Report
Q3: July - September 2025

STRATEGY AND DEVELOPMENT

GRANT REVENUE
7/1/25 - 6/30/25 **\$1,473,850**

Quarterly Grants Report
Q3: July–Sept 2025

GRANT SUBMISSION SUMMARY

Out of 25 total grant
submissions:

-  11 grants awarded — 44% success rate
-  6 grants declined — 24% not funded
-  8 grants pending — 32% awaiting decision

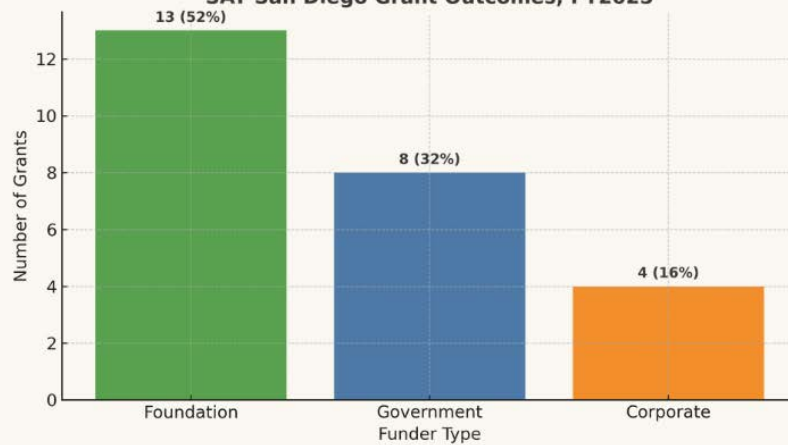
Grant Activity Overview by Status



GRANT REVENUE
7/1/25 - 6/30/25 **\$1,473,850**

Quarterly Grants Report
Q3: July–Sept 2025

Q3 Grant Portfolio Composition by Funder Type
SAY San Diego Grant Outcomes, FY2025



Brief Analysis

SAY secured \$1.3 million in new awards this quarter, led by the five-year HHS Fatherhood FORGE Grant, which strengthens our Dads Corps and family stability services. Continued support from PwC, Northrop Grumman, Navy Federal, and the Zable Foundation reflects steady partnership retention and diversified revenue.

While several competitive grants were declined, over \$1.6 million in pending proposals keep our pipeline strong, including Elevate Youth California and the County's Family Home Visiting RFP. Two UCSD research collaborations advancing to full application under the TRDRP program highlight growing innovation capacity. Upcoming opportunities, such as the CA Coastal Commission's WHALE TAIL and the SD Women's Foundation Childcare Initiative grant, continue to build on our previous quarter's momentum and align with SAY's long-term strategic direction.

AWARDED:

- **Department of Health and Human Services (HHS) Fatherhood FORGE Grant:** Comprehensive fatherhood initiative targeting adult fathers with children under 24, including community and post-incarceration populations. Program focus: supporting Dads Corps services, including responsible parenting education, healthy marriage/relationship training, and economic stability programming for low-income community fathers and military personnel/veterans. Awarded Amount: \$1,250,000 for 5-year project period. Awarded: 9/30/2025
- **Smart & Final Charitable Foundation:** Real Connections applying to support their On-the-Go Pantry at Lincoln HS. Awarded Amount: \$250. Award Date: 9/30/2025
- **Drug-Free Communities (DFC) Support Program - Competing Continuation (Year 6)** re-applying for ATOD, City Heights Clean & Safe Coalition. Estimated Award Ceiling: \$125,000. Submitted: May 2, 2025. *Received a provisional award email - contract is pending after the federal government shutdown.*
- **2025 Walter J. & Betty C. Zable Foundation Grant**, to support the Military Family Resource Center programs. Awarded amount: \$50,000. Award date: 9/16/2025
- **PwC Skills for Society ScopeAthon - AI Integration for Nonprofits** - Free half-day problem-solving event with PwC volunteers (4-6 employees) paired with SAY San Diego leaders (2-3 staff). Focus: developing practical AI implementation plan for organizational operations. 4-hour event plus 1-hour prep training. Awarded for AI incorporation strategies at SAY. Awarded: 9/12/2025
- **Youth Creating Change Mini Grant**, CE Unit - What I Wish My Parents Knew Program to support the North Central Youth Collaborative event, Awarded Amount: \$1,500. Awarded In Full: 8/27/2025
- **Northrop Grumman Charitable Grant**, STEAM Hub Club - CYD, Awarded Amount: \$10,000. Awarded: 8/19/2025
- **PwC FY25 Reimagine Grant** to support social-emotional learning services at Lincoln High School. Requested amount: \$25,000. Awarded: 8/7/2025
- **Navy Federal Credit Union Philanthropic Giving** donation request of \$1,000 to support SAY Military Family Center services. Awarded: 7/23/2025

- **Catalyst of San Diego & Imperial Counties - San Diego Resilient Response Fund** Pursuing the Strategic Response category for SAY's strategic planning initiative to realign service delivery, conduct community listening sessions, and develop a federal policy response framework. Awarded amount: \$11,100. Awarded: 7/9/2025
- **Child and Youth Plan Services (RFP #10090230-25-P), City of San Diego Office of Child and Youth Success**, Applying to support the Youth Summit activities and Real Connections at Lincoln High School. Notice of Intention to Award announced: 6/13/2025. *As of 7/1/2025, SAY has requested to withdraw, as the funding level does not support the comprehensive services envisioned in the original proposal.*

DECLINED:

- **2025 Sober Truth on Preventing Underage Drinking Act (STOP Act) Grant, Substance Abuse and Mental Health Services Administration (SAMHSA)**, Applying for ATOD: Implementing Operation Backpack Starts at Home to Reduce Youth Alcohol Access in Social Settings Using the Positive Community Norms Framework. Requested Amount: \$60,000. Declined: 9/30/2025
- **Strategic Prevention Framework - Partnerships for Success for Communities and Tribes, Substance Abuse and Mental Health Services Administration (SAMHSA)** for implementing evidence-based strategies to reduce youth access to alcohol, marijuana, and synthetic drugs through the San Diego Clean and Safe Coalition (ATOD). Requested Amount: \$300,000. Declined: 9/30/2025
- **Sprouts Growing Healthy Kids Grant Program** to support Lincoln's garden and family engagement/Family Cooking Club, and nutrition security. Award amount: \$10,000. *Update: The Berry Good Food Foundation is serving as the fiscal sponsor, and SAY/Real Connections will lead the School Garden Grant project.* Declined: 9/3/2025
- **Harrah's Resort SoCal All-in 4 Change Cash Grant Program** - Applying for Healthy Starts support through a community grant initiative offering up to \$100,000 for nonprofits in San Diego, Riverside, and Orange counties. Program awards \$250,000 total across 15 winners, supporting diverse community organizations and charitable causes. Declined: 8/8/2025
- **2025 Kaiser Permanente San Diego Community Health Grant**, supporting Real Connections for Youth at Lincoln HS for evidence-based programming improving school performance and supporting school & family connectivity. Letter of Intent Declined: 8/6/2025
- **New York Life Foundation/Afterschool Alliance OST Grant** for strengthening out-of-school time programs serving middle school students in low-income communities. Proposed to enhance CYD's Innovation Middle School program to improve attendance, better support underserved youth, and ensure successful 8th-to-9th-grade transitions. Requested: Two-year grant of \$100,000 total (\$50,000 per year for two years). Declined: 7/1/2025

PENDING (SUBMITTED):

- **San Diego County RFP 12658 - First 5 Commission Family Home Visiting Support Services** - Healthy Families America model for pregnant/parenting teens, foster care youth, military families, immigrants/refugees, and low-income families. 1-year initial term with four 1-year options. Applying for the First Five First Steps program. Submitted: September 24, 2025.
- **Elevate Youth California - Youth Substance Use Disorder Prevention Program: Cohort 7 Standard Track** - Community-based and Tribal organizations supporting youth ages 12-26 in

substance use prevention through a social justice youth development approach. Applying for Youth Unite (ATOD). Grant amount: Up to \$1,000,000 over 3 years. Submitted: September 23, 2025.

- **The Rice Family Foundation 2025 Funding Request**, support for Bridges to Success - Resource & Referral (R&R) Hub. Requested Amount: \$10,000. Submitted: September 4, 2025.
- **California Community Reinvestment (CalCRG) Grant Program by the Governor's Office of Business and Economic Development (GO-Biz)** - supporting Mental Health Services Community Referral Pathway for Families (YAFW Unit). Requested amount: \$600,000. Submitted: September 2, 2025.
- **Rancho Santa Fe Women's Fund LOI** to support Bridges to Success - Resources & Referral Hub, addressing their Social Services focus areas. Request amount: \$25,000. Submitted: August 29, 2025
- **2025 Hervey Family Fund [San Diego Foundation]**, Resource and Referral Hub, Bridges to Success Program, \$25,000. Submitted: August 22, 2025
- **RFP 12652 County of San Diego Probation Department Family Therapy Services**, supporting evidence-based family therapy for justice-involved youth and families to improve behavioral outcomes and reduce recidivism. Supporting the YAWF unit. Estimated initial term amount \$1,033,334. Submitted: August 7, 2025.
- **Women's Empowerment International (WE) One-time/Micro Grant** - Applying for Healthy Starts support to fund Crisis Prevention Institute's Verbal Intervention Training certification for the train-the-trainer program, enabling staff to deliver violence prevention training across all teams. Grant supports violence reduction and social equality initiatives for women and children. Grant request amount: \$2,000; Submitted: July 24, 2025

UPCOMING FUNDING OPPORTUNITIES

- **Walmart Spark Good Grant**, to provide hygiene supplies for Lincoln HS students and families. Maximum allowable request amount: \$5,000. Due Date: **October 15, 2025**
- **OJJDP FY25 Community and Schools Youth Drug Prevention Program**- Federal funding for comprehensive youth substance use prevention programs in schools and community settings. Applying to support San Diego Clean and Safe Coalition's ATOD prevention initiative with San Diego Unified School District. Up to \$750,000 over 36 months. Due: Grants.gov by **October 27, 2025**; JustGrants by **November 3, 2025**. * Due dates might shift due to the Government Shutdown. This opportunity is currently on pause.
- **Tobacco-Related Disease Research Program [TRDRP] 2026 - Community Partnered Participatory Research** - Pilot Award Grant - for developing a multilingual Responsible Tobacco Retailer Training (RTRT) program with community/retail advisory boards. **UCSD as the lead & SAY San Diego as subcontractor**. Pilot testing with 20 retailers. \$1,000,000 over 2 years. LOI Approved on September 8, 2025. Full Application Due: **October 30, 2025**.
- **Tobacco-Related Disease Research Program [TRDRP] 2026 - Maternal Cessation Award in partnership with UCSD, SAY acting as the lead** for promotora-led tobacco cessation navigation for low-income pregnant women (Community Health Workers for Healthy Beginnings Project). Grant amount: \$1,000,000 over 2 years. LOI Approved on September 8, 2025. Full Application Due: **October 30, 2025**.

- **2025 SD Women's Foundation Addressing Affordable Childcare Crisis Grant**, tentatively supporting SAY's childcare initiatives and on-site care programming to address community childcare needs. Letter of Interest due: **November 20, 2025**.
- **California Coastal Commission WHALE TAIL® Competitive Grants Program 2024-25**: Support for Lincoln High School youth access to natural resources of the California Coast and its watersheds through education, stewardship, and outdoor experiences. Maximum Request Amount: \$50,000. Due: **December 15, 2025**
- **The California Endowment Grant**, General Operating Support. Funding opportunity is by invitation only. Rolling due date. *Submission postponed until early 2026.

UPCOMING REPORTS

- **Office of Child Abuse Prevention [OCAP] Grant Quarterly Report** – Crawford Community Connection. Due: **October 30th, 2025**.
- **Office of Child Abuse Prevention [OCAP] Grant Final Report** – Crawford Community Connection. Due: **November 30th, 2025**
- **PwC Foundation - Reimagine Grant Outcomes Report** for expanding & enhancing the STEAM Hub Club program, CYD. Amount: \$25,000. Estimated due date: **January 31, 2025**.

SUBMITTED REPORTS

- **Elevate Youth California (EYC) Standard Cohort 4** – Financial report and biannual progress report (covering January 1 - June 30, 2025 reporting period). Submitted: 7/31/2025
- **San Diego Foundation '24 ECI Capacity Building Grant Final Report** for Early Childhood Center's Creative Curriculum improvements and staff professional development. Submitted: 7/18/2025
- **Zable Foundation Courtesy Report** – covering funded Military Family Resource Center programs. Submitted: 7/15/2025

Board Report: SAY San Diego Campaigns 2025

Executive Summary

Between July and September 2025, the Resource and Development Department has successfully executed two major community campaigns — Back to School and Play 4 SAY, and is currently planning Holiday Hopes— engaging hundreds of families, volunteers, and partners to promote education, wellness, and family stability. Collectively, these campaigns have raised over \$177,000 in direct and in-kind support, impacting more than 500 families across our programs and partner sites.

Campaign	Funds Raised	In-Kind Value	# Participants	Families Served
Back to School	\$10,000	Backpacks & supplies	200+	200
Play 4 SAY	\$167,397	\$19,765	266	N/A
Holiday Hopes (ongoing)	\$30k projected	Toys, bikes, appliances	Ongoing	300+ (projected)

Back to School Campaign 2025

SAY San Diego's Back to School Campaign supported families and students with essential school supplies and resources.

Donor	Amount
Jack Henry	\$1,500
Chinese Women's Association	\$1,000
David C. Copley Foundation	\$7,500
Total	\$10,000

- 200 \$50 gift cards distributed
- 190+ backpacks and supplies distributed
- 15 programs and 14 school sites reached
- 3 programmatic units participated



Play 4 SAY 2025 — SAY San Diego's Signature Fundraiser

Play 4 SAY, SAY San Diego's signature annual fundraiser — a dynamic, community-driven kickball tournament that brings together local businesses, families, and supporters to celebrate community spirit and raise unrestricted funds that sustain SAY's core programs. The event continues to grow each year, providing flexible funding to meet emerging community needs. Three-Year Growth (2023–2025): +63% in revenue and +69% in profit — all unrestricted funds supporting SAY's programs and operations.

Year	Total Revenue (Gross)	Total Profit (Net)	Growth in Profit	Notes
2023	\$102,495	\$84,994.97	—	10th Annual Event
2024	\$123,810	\$103,384.63	+21.6%	11th Annual Event
2025	\$167,397.45	\$144,000.60	+39.3%	12th Annual Event

Play 4 SAY 2025 Summary

Group	Count
Attendees	229
Competing Teams	58 teams (174 people)
Spectators	55
Volunteers/Staff	37
Total Participants	266

Category	Amount
Total Expense	\$23,396.85
Total Revenue (Gross)	\$167,397.45
Total Profit (Net)	\$144,000.60
In-Kind Donations	\$19,765



Holiday Hopes Campaign (In Progress)

The Holiday Hopes Campaign is an annual campaign designed to bring joy, comfort, and relief to families during the holiday season. This year, the campaign aims to support 300 local families through the distribution of toys, small household appliances, and \$100 gift cards helping parents/caregivers create a joyful and dignified holiday experience for their children.

Goal is to raise \$30,000 to provide \$100 gift cards, along with toys and a small appliance for each household.

Partnerships and Contributions:

- **Orange Theory Fitness** – Collecting toys at all San Diego locations
- **Vertex** – Donated 20 small bikes and helmets, 36 skateboards and helmets
- **Nice Guys** – Sponsoring 15 SAY families with additional gifts and support
- **Corporate Outreach** – Ongoing engagement with Apex Solutions, UBS, Gap, Banana Republic, and Northrop Grumman
- **New Requests** – Donation appeals sent to Home Depot and Lowe's for small appliance contributions

Community Engagement:

The campaign is amplified through SAY's GoFundMe page and social media channels, inviting individuals and corporate partners to make tax-deductible contributions. Holiday Hopes embodies the spirit of community collaboration, empowering donors to make a direct and visible difference in the lives of families across San Diego.

Looking Ahead & End-of-Year Giving

SAY San Diego's 2025 campaigns continue to strengthen community ties, engage corporate and individual donors, and directly support hundreds of local families. As we move into the close of the year, SAY is launching its End-of-Year Giving Campaign to build momentum for bold, new initiatives planned for 2025–2026 — with a major focus on expanding mental health support for elementary through high school students, their parents, and young single mothers. As part of this initiative:

Donor Salon – November 13, 2025: SAY will host an intimate gathering of key supporters and community partners to celebrate this year's successes and share upcoming priorities for expanded mental health and family well-being programs.

Annual Report Release – End of November 2025: The 2025 Annual Report will be completed and distributed, highlighting campaign achievements and community impact. An executive summary will be issued as part of a public press release ahead of Giving Tuesday (December 2, 2025) to inspire year-end contributions.

Giving Tuesday Focus: This year's Giving Tuesday will spotlight mental health initiatives, raising awareness and support for SAY programs that strengthen the emotional well-being and resilience of children, teens, parents, and young mothers. The campaign will feature impact stories, donor highlights, and easy online giving options through SAY's GoFundMe and donation platforms. Looking ahead to 2026, SAY San Diego will continue building on this foundation — expanding corporate and community partnerships, enhancing digital fundraising strategies, and deepening our commitment to supporting the mental health and stability of San Diego families.



SAY SALON

AN EVENING OF JOY & PURPOSE

Thursday, November 13th | 3:30 – 6:30 PM

At the home of Laura Hall
4343 Randolph Street – San Diego, CA 92103

Complimentary Valet Parking

Good food. Great company.
Even greater purpose.

Join us for an inspiring evening as **SAY San Diego** spotlights mental health and wellness and shares highlights of our new exciting social enterprise initiatives empowering local youth and families.

Enjoy exceptional bites, heartfelt conversation, and the chance to make a meaningful impact in our community.

KINDLY RSVP

development@saysandiego.org

ACTION ITEMS



BOARD OF DIRECTORS

BOARD MEMBER AGREEMENT

BOARD REVIEW DRAFT – 9/30/25

PURPOSE

The purpose of this Agreement is to set forth the responsibilities and expectations of members of the Board of Directors of Social Advocates for Youth San Diego ("SAY.") This Board Member Agreement complements the By-Laws. While the By-Laws is a legal document, the Board Member Agreement is akin to an operating agreement that allows for dynamic pivots as the situation requires.

AGREEMENT

This Board of Directors Agreement ("Agreement") is entered into by and between ___[DIRECTOR'S NAME]___ ("Director") and Social Advocates for Youth San Diego ("SAY"), a nonprofit organization organized and existing under the laws of the State of California, with its principal office located at 4775 Viewridge Ave, San Diego, California, 92123.

As a collective and as individual members, the Board of Directors' roles and responsibilities to the SAY are summarized in three fundamental legal duties of a nonprofit board member:

- **Duty of Care: Being informed, engaged, and responsible when making decisions or overseeing the organization's activities.** This includes: being prepared for and participatory in meetings and decision-making; asking questions and seeking outside expert advice when necessary; overseeing SAY's compliance and policy development; overseeing SAY's finances, budget, and audits; and always acting in good faith.
- **Duty of Loyalty: Putting the interests of SAY above my own personal or professional interests when making decisions on behalf of SAY.** This includes: prioritizing SAY's mission and goals; avoiding conflicts of interest that may be personally beneficial; disclosing any actual or potential conflicts of interest to the board; and keeping sensitive or proprietary information private, even after leaving the board.
- **Duty of Obedience: Ensuring that SAY acts in accordance with its mission, bylaws and applicable laws and regulations.** This includes: ensuring all decisions and activities align with SAY's mission; understanding and following SAY's bylaws, policies, and internal

rules; ensuring that SAY complies with federal, state, and local laws; and avoiding actions that could jeopardize SAY's nonprofit status.

As a Director, I agree to fulfill the following responsibilities in accordance with the legal duties of care, loyalty, and obedience, as follows:

1. Support and maintain alignment with SAY's mission, vision, and purpose as reflected in decision-making as a Director.
2. Provide strategic oversight and governance of SAY that are mission-consistent while the CEO focuses on managing staff and operational tasks
3. Act in accordance with the bylaws and operating principles of SAY and understand that I am morally responsible, as a Director, for the health and well-being of this organization
4. Be loyal to SAY, always exercising board powers in the interest of SAY and elevating its interests above any personal or professional concerns.
5. Serve as one member of a governing team, recognizing that authority lies with the whole of the board, not with any individual board member.
6. Proactively disclose all potential conflicts of interest, recuse myself from discussions where real or perceived conflict exists, and adhere to the adopted Conflict of Interest and Confidentiality policies (see Appendix A.)
7. Encourage and maintain legal and ethical integrity across the organization, including a standard of compliance with all applicable federal, state, and local laws and regulations, as outlined in the Confidentiality and Ethics Agreement (see Appendix B).
8. Consistently act as a steward of SAY's financial assets and contribute to the appropriate distribution of those assets, while ensuring that proper financial controls are in place.
9. Prepare for and attend board and committee meetings as called and as outlined in the Attendance Policy (see Appendix C.) There will be four (4) board meetings. In coordination with the CEO, the committee chairs will determine the number of committee meetings.
10. Volunteer to serve on at least two (2) committees
11. Be reasonably available for consultation and participation in SAY activities outside of meetings as requested by the CEO.
12. Never participate in any direct or indirect political campaign (such as supporting or opposing candidates for public office) or lobby on specific legislation in the name of SAY or by using any SAY resources, staffing, information, or assets.
13. Keep all SAY matters confidential and, when approved to share, speak with one voice.
14. Demonstrate mutual respect and civility with other board members and staff of SAY.
15. Agree to make annual personal financial contributions to demonstrate commitment and support, as well as assist with fundraising activities (see Appendix D.)

Furthermore, as a Director, I agree to serve:

- A. One (1) term of three (3) years, effective on October 1 of the current year. (An earlier start date will not count as part of the 3-year term.)
- B. If I request it, and if approved by a majority vote of the board, a second consecutive term of three (3) years.

In return, SAY agrees to:

- 1. Operate with the utmost respect for your valuable time and to make effective and efficient use of your talent.
- 2. Ensure access to pertinent information and provide ample notice and comprehensive minutes for all board meetings to maximize participation and collaboration.
- 3. Provide members with a thorough understanding of SAY's mission, funding partners and strategic plan.
- 4. Provide members with a thorough understanding of SAY's finances and investments.
- 5. Provide new members with a comprehensive orientation that enables them to participate fully in Board business as quickly as possible.
- 6. Provide members with opportunities to engage with SAY staff and programs as part of their understanding of operations, programs, services, and activities.
- 7. Provide a schedule of board and committee meetings at least one year in advance for calendaring purposes.
- 8. Maintain Director & Officer insurance liability coverage.

ACKNOWLEDGMENT

By signing this agreement to become a Director, I acknowledge: (a.) I have read and understood the expectations of board service and agree to fulfill them to the best of my ability; (b.) I will offer my resignation if unable to meet my obligations as a board member; and (c.) I may be removed from board service in accordance with SAY's bylaws for cause or failure to fulfill responsibilities.

IN WITNESS WHEREOF, the undersigned have executed this Agreement.

Director

Signature: _____

Name: _____

Date: _____

Board Chair

Signature: _____

Name: _____

Date: _____

**SAY SAN DIEGO, INC.
BOARD MEMBER AGREEMENT**

APPENDIX A - CONFLICTS OF INTEREST POLICY AND DISCLOSURE FORM

Each member of the Board of Directors will read and respond to this disclosure annually.

INTRODUCTION

The purpose of the conflicts of interest policy and this disclosure form is to ensure that decisions made in and outside of our nonprofit organization are made in the best interests of SAY San Diego (Social Advocates for Youth), Inc. as well as in the best interests of the individuals with governance and decision-making authority who sit on the organization's Board of Directors. By signing the associated form, you confirm that you have read and understand that the agency is charitable and to maintain its federal tax-exempt status as a 501(c)(3) organization SAY San Diego must engage primarily in activities that accomplish one or more of its tax-exempt purposes. The policy and annual disclosure are in keeping SAY San Diego Bylaws.

Your completed form is held confidentially and reviewed by the Board President. It will be brought forward for discussion by disinterested persons who serve as board members or the Executive Committee, only as needed. If the Board President sees fit to discuss your disclosures, you will be notified in advance.

ARTICLE I - PURPOSE

The purpose of the conflicts of interest policy is to protect our tax-exempt organization's interests and status if SAY San Diego enters any transaction or arrangement that might benefit or be perceived to benefit the personal or private business interests of a member of the Board of Directors. This policy is intended to supplement, but not replace any applicable state and federal laws governing conflicts of interest applicable to nonprofit and charitable organizations.

ARTICLE II - DEFINITIONS

1. Interested Person

Any person with governing board powers or board-delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

2. Financial Interest

Financial interests include the following, directly or indirectly held, through business, investment, or family:

- a. Ownership or investment interest in any entity (vendor, funder, subcontractor) with which SAY San Diego has a transaction or financial/compensation arrangement.
- b. A compensation arrangement with SAY San Diego or with any entity or individual with which the agency has a transaction or financial/compensation arrangement, or
- c. Potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the agency is negotiating a transaction or financial/compensation arrangement.
- d. A person with financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists (in SAY San Diego's case this is the disinterested persons who serve on the Executive Committee).

3. Compensation

Includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. By insubstantial, we mean a value of less than 1% of the purchase price/value. Any reimbursement, subject to a board-approved reimbursement policy, is excluded from this provision.

ARTICLE III – PROCEDURES

1. Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Board President, as well as members of the Executive Committee considering the proposed transaction or arrangement. Such disclosure may occur when completing the annual disclosure form, but all board members have an obligation to disclose any actual or possible conflicts as soon as possible throughout the year.

2. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest

- a. An interested person may make a presentation to the Board President and members of the Executive Committee, yet after the presentation, he/she shall leave the

- meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- b. The Board President, if appropriate, may appoint another disinterested person or a different committee to investigate alternatives to the proposed transaction or arrangement.
 - c. After exercising due diligence, the disinterested person and/or committee shall determine whether SAY San Diego can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
 - d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the disinterested persons/committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the agency's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into or suspend the transaction or arrangement.
4. Violations of the Conflicts of Interest Policy
- a. If the Board President and Executive Committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
 - b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Board President or Executive Committee of disinterested directors determines that the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary action.

ARTICLE IV – RECORD OF PROCEEDINGS

The minutes of the Executive Committee and all committees with board-delegated powers to review any potential conflicts of interest shall contain:

1. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest.
2. Any action taken to determine whether a conflict of interest was present and material, and the committee's decision as to whether a conflict of interest in fact existed.
3. The names of the persons present for discussions and votes relating to the transaction or arrangement, content of the discussion, alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

ARTICLE V – COMPENSATION

1. A voting member of the governing board who receives compensation, directly or indirectly, from the agency for services is precluded from voting on matters pertaining to that member's compensation. At present, this applies to the CEO who sits as a voting member of the Board of Directors.
2. A voting member whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the agency for services is precluded from voting on matters pertaining to that member's compensation.
3. No voting member of the governing board whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the agency, either individually or collectively, is prohibited from providing information the board or to any committee regarding compensation.

ARTICLE VI – ANNUAL STATEMENTS

Each board member shall annually sign a statement, which affirms such person:

1. Has received a copy of this Conflicts of Interest Policy;
2. Has read and understands the policy;
3. Has agreed to comply with the policy; and
4. Understands the agency is charitable and to maintain its federal tax exemption must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

ARTICLE VII – PERIODIC REVIEWS

To ensure the agency operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

1. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
2. Whether partnerships, joint ventures, and arrangements with management organizations conform to the agency's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

3. Outside of periodic reviews, if any member of the Board of Directors enters into a transaction or agreement that may constitute a conflict, the member is asked to bring that forward to the Board President immediately.

ARTICLE VIII – USE OF OUTSIDE EXPERTS

When conducting the periodic reviews as provided for in Article VII, the agency may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

Annual Disclosure Form Follows

SAY SAN DIEGO CONFLICTS OF INTEREST DISCLOSURE FORM (2024)

Please complete the following:

1. Do you understand the Conflicts of Interest Policy and agree to comply with its terms?
_____ (yes or no).

*If **no**, please disclose your comments below.*

2. Contact with Clients:

- a. In the past year, to your knowledge, have you or anyone in your immediate family contacted any clients/program participants of SAY, or family members of clients/participants, for any business purpose(s) unrelated to your relationship to SAY San Diego or its Board of Directors? _____ (yes or no)
- b. Do you anticipate doing so over the next year? _____ (yes or no)
- c. Have you provided information to another person or business to enable that person or business to make such contacts? _____ (yes or no)

*If you answered **yes** to any of the preceding questions, please disclose in space provided below.*

3. Business Relationships:

- a. Are you or anyone in your immediate family a director, officer, employee or owner of a business or entity (e.g., bank, real estate firm, consultant, insurance broker, law firm, medical group, tech firm, etc.), which has done business in the past 12 months with SAY San Diego, or currently is or contemplates doing business with the agency in the next 12 months? _____ (yes or no).

*If **yes**, please explain your compensation or other financial arrangement with such business entity from any business transaction(s) with SAY.*

- b. Are you or anyone in your immediate family currently, or have you within the past 12 months, or do you anticipate in the next 12 months, been providing services similar or identical to services and programs provided by SAY San Diego? _____ (yes or no).

*If **yes**, please indicate the time period and exact nature of the services, including the geographic location served*

- c. Are you related to any person who is currently compensated, has been compensated within past 12 months, or anticipates being compensated by SAY San Diego, for services rendered? _____ (yes or no).

*If **yes**, please disclose details.*

4. Other Disclosures:

- a. Are there any circumstances or other matters of a personal or family nature, direct or indirect, which could conflict with the interests of SAY? _____ (yes or no).

*If **yes**, please disclose.*

- b. Have you or a family member received any item or grant from current or potential suppliers of goods or services from consultants or grant-makers related to SAY that was intended to evoke some form of reciprocation? _____ (yes or no).

*If **yes**, please disclose.*

SAY SAN DIEGO, INC.
BOARD MEMBER AGREEMENT

**APPENDIX B – BOARD OF DIRECTORS’ CONFIDENTIALITY AND ETHICS
AGREEMENT**

Members of the board of directors of SAY San Diego, board committees, and members of the executive team have an ethical and legal obligation to respect the privacy and value of SAY San Diego assets and information. Further, premature or inappropriate release of information can potentially harm or hinder public perceptions, as well as working relationships. Therefore, this confidentiality and ethics policy applies broadly and is signed annually in October.

Meetings and Communications: Board members, committee members, management staff and other SAY associates and consultants attend meetings where one may receive sensitive and confidential information in conversation, in formal or informal documents, or by email, postal mail, or other means. Confidential information may also be conveyed via telephone and/or text messaging. Confidential information/material that is proprietary to, or not generally known outside of SAY San Diego, includes, but is not limited to:

- Information about finances, cash flow, investment and audits;
- Donors, fund raising goals, development strategies and information;
- Operating plans and data;
- Personnel matters or sanctions, including legal matters;
- Strategic and internal discussions, including program design, organizational development, internal assessments, policies and procedures, and any other information that may be deemed proprietary.

Complaints or Concerns Brought to Members of the Board: Given the duties of care that board members have for effective and ethical operations, board members are asked to disclose any complaints or concerns received from staff, volunteers and/or clients, and other members of the community, as such information shared with an individual board member may constitute a grievance or whistleblower report.

If a board member is privy to information that is of this nature from by staff, volunteers, clients, or community members, they are to tell the Board President at the earliest convenience, preferably by direct communication on the phone or in person. As needed, following the steps of the appropriate remediation, grievance or whistleblower process will be required.

Executive Sessions: Executive sessions of the Board generate minutes that are not published, copied or otherwise disclosed to the staff, clients or the public. However, if specific actions are taken in executive session, the board shall memorialize such actions, as needed, in a clear

record of the action taken. To protect the confidential nature of the discussion, executive session minutes must be held in a sealed or passcode protected file. These files are kept by the staff liaison to the board.

Home/Non-Work Contact Information: The home and/or non-work contact information of members of the board and committee members, volunteers and staff shall not be given out to any individual or organization without the express permission of the person affected.

Disclosure: SAY San Diego complies with both the letter and spirit of all public disclosure requirements, including public posting of the IRS Form 990 tax return. This policy shall not be construed in any way to prevent SAY San Diego from disclosing information to tax authorities, other governmental agencies or courts, or if disclosure is required by law.

By signing, I indicate that I fully understand that I cannot release, copy, modify, discuss or share in any manner with any individual, outside of the current SAY Board of Directors and CEO, concerned committee members, and senior management (where applicable), any confidential or proprietary information discussed, heard or transcribed in correspondence, conversations or meetings held by SAY San Diego.

I understand that a breach of confidentiality is a serious breach and may result in removal from my position. I agree to abide by both the spirit and the letter of this agreement.

**SAY SAN DIEGO, INC.
BOARD MEMBER AGREEMENT**

APPENDIX C – BOARD OF DIRECTORS’ ATTENDANCE POLICY

Annual Attendance Agreement

Purpose: The policy is intended to support the full contribution of all Board members. All members of the SAY San Diego Board of Directors will receive a copy of this official policy and be asked to acknowledge receipt, annually. The policy has been reviewed and authorized by the board as noted below.

Value of Strong Attendance: Every member of the SAY San Diego Board of Directors has made a noble commitment to serve as a legal, fiduciary and governing representative of our nonprofit organization that commands more than \$30 million in resources, is responsible for the livelihood of more than 400 employees, held accountable to its funders, stakeholders, the public, and more directly accountable to the more than 25,000 members of the community served by SAY San Diego programs. Strong attendance ensures that Directors are fully knowledgeable and responsive to organizational needs, as well as responsive and consistently engaged in key decisions as needed to run the organization. Regular attendance also ensures that Directors are attentive to other members of the Board, the CEO, executive team and managers, who seek input and guidance.

Definition of a Board Attendance Concern: An attendance concern occurs if the following conditions exists, in keeping with the SAY San Diego Bylaws:

The board member attends fewer than 75% of scheduled regular meetings in the board’s calendar year.

Response to a Board Attendance Concern:

Initial Notice: When a board attendance concern is first identified as defined above, the Board President or his/her designee will promptly contact the member to see if it can be remedied. The member, so identified, is expected to remedy his/her attendance right away, possibly step away from the Board for a temporary period or resign if he/she cannot meet the requirement.

When members have a personal or family emergency, or health issue, which could impact their attendance and possibly become a Board Attendance Concern, the member must immediately contact the Board President and ask for a Leave of Absence for a specific period of time.

Final Notice: When an attendance concern is ongoing and persistent, the Board President/designee shall again promptly contact the identified member. The member's response will promptly be shared by the President at the next meeting of the Board or Board Executive Committee, so that the Board of Directors can decide what actions to take regarding the board member's future membership. If the Board or Board Executive Committee determines that the member cannot fulfill their attendance requirement, the process will include both a call and a written notice to the member from the Board President/designee, per the terms of this Attendance Policy. In these communications, the President will request a letter of resignation from the member to be received within two weeks. If the Board decides not to remove the member or seek resignation, the rationale for the decision and next steps shall be documented in the meeting minutes. If a member who has been absent is also nonresponsive, it will be assumed that they can no longer fulfill their obligation to attend and participate in the SAY San Diego Board. Every effort will be made to help Directors to attend.

The SAY San Diego Board authorized this policy by a unanimous vote on August 21, 2018. Modification approved 10-17-23.

**SAY SAN DIEGO, INC.
BOARD MEMBER AGREEMENT**

APPENDIX D – BOARD OF DIRECTORS’ “GIVE AND GET” POLICY

This policy fosters a culture of shared responsibility and engagement among the members of our SAY San Diego Board of Directors.

As is nonprofit Board best practices, SAY has a “Give or Get” Board support opportunity campaign for our Board Members. A “Give or Get” Board support opportunity campaign is defined as a program whereby a Board member can provide a direct donation of \$2,500 to SAY San Diego or get \$5,000 for SAY San Diego. While we encourage all board members to strive for 100% of their individual goals, our primary expectation is a sincere best effort from everyone.

Board Members Can Choose From A, B or C:

- A. Give: Support SAY San Diego by making a financial gift of at least \$2,500 each fiscal year.
- B. Get: Support SAY San Diego by acquiring services or items from the below menu; the value of which equates to at least \$5,000 each fiscal year

Get Menu and Imbued Values of Items and Services:

- Host an event for over 20 people for SAY San Diego. Value: \$5,000
 - Example: A Board member opens her home to host an event for SAY San Diego. That Board member will be credited \$5,000 for the year the event happens.
- Acquire auction items, prize drawings, and restaurant/vendor donations
 - Value: dollar for dollar of what the items are sold for
 - Example: A Board member acquires an auction item that ultimately sold for \$100. That Board member will be credited for \$100 for the year the item sold.
- Referrals to potential individual donors and corporate sponsors
 - Value: dollar for dollar within 2 years of the referral
 - Example: A Board member makes an introduction to a relationship that results in a \$1000 donation/corporate sponsorship within 2 years of the introduction. That Board member will be credited \$1000 for the year that the donation happened. Donations that occur after 2 years would not qualify. It will be on the Board members to track if the donations happen within 2 years of the introduction.

- Invite a SAY San Diego leadership member to an event with many potential donors
 - Value: dollar for dollar within 2 years of the referral
 - Example: A Board member invites a leadership member to a gala. The leadership member meets a prospective donor who donates \$1000 within 2 years of the meeting. That Board member will be credited with \$1000 for the year that the event happened. It will be on the Board members to track if the donations happen within 2 years of the introduction.
- Board member lands media coverage for SAY San Diego, eg op-ed piece, news coverage, etc.
 - Value: \$500
 - Example: A Board member uses her connections to get TV coverage for Play For SAY. That Board member will be credited with \$500 for the year that the event happened.

C. Hybrid: Support SAY San Diego through a combination of A & B.

- A Board member who is utilizing option B and is short of the \$5,000 goal at the conclusion of the year can meet their full obligation via a direct contribution.
 - Example: A Board member utilizing the “Get” option B is short by \$1000 by the end of the year. That Board member can make a direct contribution of \$500 to meet his full obligations. · \$1 from A = \$2 from B

Board officers receive 50% credit towards their goal.

Bonus: For the first Board member to raise double the required amount of either A or B, the CEO will treat that Board member and a guest to a REALLY nice dinner!

Board Member Acknowledgment:

By signing, I acknowledge and agree to the SAY San Diego Give and Get Policy, understanding my role as a Board member, and the mutual benefits that come from my active participation.

PREVIOUS SAY San Diego Board of Directors - Calendar of Important Actions

January	February	March	April
- Investment Review and Reserve Recommendation - Compliance Committee Report	Strategic Goals: Progress - Equity, Diversity and Inclusion - Leveraging Resources - Communications	- Annual Independent Audit Tax Filing (IRS Form 990) - Meet & Greet: Managers and Directors	- Annual Grants and Fundraising Review and Planning - Unit Updates
May	June	September	October
- Committee/Project Reports - Open-up Nominations	- Annual Operating Budget - Bylaws (every four yrs in 2026) - CEO Assessment and Goals	- Annual Retreat, ½ Day - Topic: TBD - Review Nominees	- Annual Meeting - Elections; Onboarding New Members

Notes:

- All meetings are the 4th Tuesday of the month.
- Consent, discussion and other items will still be included in each meeting's agenda.



PROPOSED SAY San Diego Board of Directors - Calendar of Important Actions

January	April	June	October
• Annual Retreat, ½ Day • Topic: TBD • Investment Review and Reserve Recommendation	• Annual Independent Audit Tax Filing (IRS Form 990) • Meet & Greet: Managers and Directors	• Annual Operating Budget • Bylaws (every four yrs in 2026) • CEO Assessment and Goals	• Annual Meeting • Elections; Onboarding New Members

Notes:

- All meetings are 2 hours on the 4th Tuesday of the month.
- Meetings will be held in person, with Zoom available only if someone cannot attend.
- Consent, discussion and other items will still be included in each meeting's agenda.



SAY San Diego
Board of Directors
ANNUAL ELECTIONS, October 2025
Elections Slate

ELECTION OF MEMBERS

Voting Item: The following persons are seeking to be approved as members of the SAY San Diego Board of Directors, renewing their 3-year terms for the period of November 2024 to September 2027:

- Trisha Monteleon
- Sara Hyzer

The following persons are part way through their 3-year terms and, therefore, no action is required:

- | | |
|-----------------|-----------------|
| • Omar Baza | • Robert Gaan |
| • Dani Pena | • Carly Couture |
| • Janie Wardlow | |

The following persons are ending their service as board members:

- | | |
|--|--|
| • Dave Kern, effective August 2025 | • Barbara Ryan, effective October 2025 |
| • Theresa Carter, effective
December 31, 2025 | |

The Board of Directors is composed of 12 seats plus the CEO for a total of 13. After the approval of Amy Truong, should that vote pass, there will be 3 vacancies entering 2026.

ELECTION OF OFFICERS

Voting Item: The following persons are seeking to be nominated as officers of the Board for the term of one year from October 2025 to Sept. 2025. The proposed slate includes:

- | | |
|--|-------------------------------|
| • Sara Hyzer, President | • Trisha Monteleon, Secretary |
| • Omar Baza, 1 st President | • Tibyasa Matovu, Treasurer |

EXECUTIVE COMMITTEE

The Executive Committee shall be composed of the officers of the SAY San Diego Board of Directors plus the CEO.

RESOLUTION TO REAUTHORIZE THE CHIEF EXECUTIVE OFFICER (CEO)

Voting Item: We are seeking resolution for Louie Nguyen to continue to serve as CEO of SAY San Diego until such time that a new CEO begins. The CEO is duly authorized to enter into contracts and otherwise legally obligate the corporation pursuant to the bylaws.

Omar Baza's Assessment of Amy Truong

I had a wonderful conversation with Amy and enjoyed learning more about them, the PARU team, and their interest in joining the board. I was impressed by their strengths in entrepreneurship, marketing, operations management, and brand building. These are all valuable skills that would benefit the board.

We spent some time discussing commitment, and I appreciated that Amy, like me, prefers to commit to things we can fully invest in. I took this as a positive indication that Amy plans to actively contribute and engage thoughtfully. We also talked through the “give or get,” which they feel comfortable with, and they expressed confidence in asking for financial support when needed. Additionally, Amy asked great questions about the board's needs, company culture, and what I personally enjoy about serving.

Overall, it was a very positive and productive conversation, and I would be happy to recommend Amy for board membership.

Trisha Monteleon's Assessment of Amy Truong

My assessment is that Amy would be a great addition to the board. Their background includes both small business ownership/entrepreneurial as well as marketing. Both of those are areas we are looking to bolster. They also have a lot of connections in the community from the tea shop, especially in La Jolla which has some money to tap into.

Amy's prior/current board experience relates more to the tea business so they asked a lot of questions about being on the board and expectations. However, I didn't really take this as a negative since the questions were great. I think the right mindset compensates for prior similar board experience.

Amy's other questions were around time commitment which seemed to be a bit of a worry (for all of us I guess). But I thought their reaction to my answers on that was positive (or at least neutral). That may be one point we need to sell on.

I would be happy to make a recommendation to add Amy to the board.



SAY San Diego
Board of Directors
Prospective Member Nomination Form

Dear Prospective Board Member: Thank you for your interest in SAY San Diego! Together, we aim high and strive to achieve our vision of opportunity, equity and well-being for all San Diegans. Across our organization, we share the belief that all San Diego children, youth, and families can achieve greatness – positive health, safety and security, creative and productive educational and occupational opportunities, and an overall high quality of life. This has been a guiding belief since SAY San Diego’s beginnings in 1971. It is our mission to partner with youth, adults, families and communities to reach their full potential.

SAY San Diego does not do this work alone. We are very fortunate to have robust collaborations with government at the county, state, and federal levels; with all branches of the military; with schools, faith institutions, philanthropic, nonprofit, and corporate partners; and with hundreds of talented individuals who give of their time as volunteers each year. Board members are a key part of this community collaboration. Board members hold the public stake in our nonprofit organization. Board service is voluntary and provides needed governance in the form of fiscal, legal, strategic and creative oversight to ensure SAY San Diego is effective, responsive and sustainable.

Candidate Information

Full name: Amy Truong

Home address: 4221 Conrad Ave

Home/mobile phone number: 9498708286

Work phone number:

E-mail address: amy@paruteabar.com

Employment/Position: Owner



Please check-off any of the following skills or experiences that the candidate possesses:

- | | |
|---|---|
| ☒ Business development | ☐ Finance, accounting, insurance expertise |
| ☒ Community leadership | ☐ Fund raising, donors, philanthropy |
| ☐ Contacts, networking | ☐ Human resources |
| ☒ Culturally diverse life experience | ☐ Media, public relations |
| ☐ Educational programming (early age to college) | ☐ Public health |
| ☒ Equity, diversity and inclusion | ☐ Public policy, advocacy, social justice |
| ☐ Evidence based practices | ☐ Real estate |
| ☒ Entrepreneurial, social enterprise | ☐ Research, data and/or evaluation |
| ☐ Faith community leadership | ☐ Volunteer management, service enterprise |
| ☐ Practice of law/legal services | ☐ Youth/family support partner |

- ☐ Other, please say more if you wish:

Please confirm candidate agreement with the following board member requirements:

- ☒ Will attend Board meetings with the exception of extenuating circumstances.
- ☒ Will support the goal of 100% of board members giving to the organization with an annual cash contribution that honors the urgency of SAY San Diego's mission.
- ☒ Will be a vocal champion for SAY San Diego and to invite others to give their time and financial support to SAY San Diego.

Narrative Questions:

- Please tell us how the candidate will contribute to advancing SAY's vision, mission and goals:



- Please describe the candidate's previous board and/or governance experience (if any) with (name or org):

Board Officer for Urasenke Tankokai San Diego Association

- Please list past or present affiliations, organizations, educational experiences of note (e.g., membership, professional, civic):

Certified TAC Tea Sommelier®, Certified Global Japanese Tea Specialist, SDE / LGBTQ+ Top 10 Leaders 202

- How will the candidate help to promote and uphold SAY San Diego's commitment to equity, diversity and inclusion?

Please feel free to attach any additional information, including a bio and/or recommendations from others.

Submitted by: Amy Truong (signature)
Amy Truong (Sep 26, 2025 16:15:53 PDT)

Print
Name: Amy Truong

If not a self-nomination, please provide nominator's phone number and email contact:

louie.nguyen@saysandiego.org

Board-of-Directors-Nominee-Form-2024

Final Audit Report

2025-09-27

Created:	2025-09-16
By:	Allie Lindsley (alindsley@saysandiego.org)
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"Board-of-Directors-Nominee-Form-2024" History

-  Document created by Allie Lindsley (alindsley@saysandiego.org)
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-  Signer amy@paruteabar.com entered name at signing as Amy Truong
2025-09-27 - 1:15:51 AM GMT- IP address: 76.167.198.243
-  Document e-signed by Amy Truong (amy@paruteabar.com)
Signature Date: 2025-09-27 - 1:15:53 AM GMT - Time Source: server- IP address: 76.167.198.243
-  Agreement completed.
2025-09-27 - 1:15:53 AM GMT

I will contribute to advancing SAY's vision, mission, and goals by bringing my leadership experience and professional expertise in marketing to strengthen programs and initiatives that serve the community. Specifically, I can:

- **Support collaborative initiatives** by bringing a diverse leadership perspective that fosters teamwork and alignment across projects.
- **Offer professional insights** on the local community to help SAY grow its visibility, impact, and sustainability.
- **Ensure alignment with SAY's mission** by applying strategic and fresh insights to initiatives that reflect the organization's values and long-term goals.



2025-2026

Committee Roster

Executive Committee	<u>Chair: Sara Hyzer</u> Omar Baza Trisha Monteleon Tibyasa Matovu Staffed by: Louie Nguyen
Finance	<u>Chair: Tibyasa Matovu</u> Carly Couture Rob Gaan Louie Nguyen Staffed by: Jane Drover
Governance & Nomination	<u>Chair: Omar Baza</u> Sara Hyzer Barbara Ryan Danielle Pena Staffed by: Allie Lindsley
Fundraiser	<u>Chair: Carly Couture</u> Rob Gaan Janie Wardlow Staffed by: Mary Baum Advisory members: Stephen Chin, Sarah Hassaine
Audit (Compliance + Risks and Opportunities have now folded under Audit)	<u>Chair: Trisha Monteleon</u> Danielle Pena Janie Wardlow Staffed by: Jane Drover

Wellspring Fund:

Bridging the Gap to
Sustaining Mental
Wellness in San Diego

By Louie Nguyen
CEO of SAY San Diego

The Critical Gap: Affordability vs. Need

- SAY has 9 skilled therapists and 2 facilities available to provide mental health care, but financial barriers stop care when it's needed most.
- The school district's current mental health program, while amazing, only offers short-term relief of 6-8 sessions when most clients require +25 sessions
- Clients do not have the resources for ongoing, sustained therapy.

4 Vulnerable Populations



Initial Focus Groups

1. School-based mental health for students from elementary to high school
2. The parents and guardians of the children in Group 1.
3. First 5 Steps young mothers
4. Family Resource Centers – military families

Crisis Conditions

- 10–24 year/old suicide rate: +56% from 2022→2023 (latest data)
- Earlier onset: elementary years—intervene early
- System strain: “unprecedented” (Rady)

Crisis Conditions

- California has seen the largest increase in depression and anxiety among youth in the nation, nearly 2 of every 3 of California youth with depression go without mental health treatment due to a lack funding to access to services
- The number of children 12 to 17 going to an ER for mental health needs climbed 31% from 2010-2020
- 70% of people either limited their mental health therapy sessions or temporarily suspended treatment due to cost and almost half were worried about continuing to pay



An Investment in Mental Health

- **Goal:** 1,000 sessions per year, in perpetuity
 - 5,000 sessions in 5 years
 - Capital Campaign: \$2,000,000
 - Annual Yield +6%
 - Annual Cash Flow: \$120,000
 - Modest co-pay, sliding scale
-

Impact

Stability: Provides the necessary long-term therapy that is currently out of reach, helping clients achieve lasting stability.

Prevention: Interrupts the cycle of intergenerational stress and trauma by supporting both children and their parents simultaneously.

Empowerment: Ensures our therapists can focus entirely on care, not on administrative costs or the client's ability to pay.

Safety Net: Establishes a reliable, non-grant-dependent funding source for this vital service, guaranteeing its future.



Challenges & Call to Action

We seek partners and visionary donors for a one-time raise of the \$2,000,000 Wellspring Fund.

