Board Of Directors Report To The General Membership

Reporting Period: August 13 Through October 11, 2026

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Over approximately 60 days, we've built a stronger foundation for governance, financial oversight and program accountability. The work ahead is to finish what we've started, diversify our funding and connect our plans to a budget the organization can sustain.

Governance And Accountability Accomplishments

A New Code of Conduct. On September 30, the Board adopted the Code Of Business Conduct And Professional Ethics. It applies to Directors, Officers, employees, contractors, interns, fellows, volunteers and anyone else acting on behalf of Get Free Minnesota. It asks for respectful conduct, honest and accurate records, careful stewardship of funds, disclosure of conflicts and work within delegated authority. No one may promise funding, enter a contract or claim authority they haven't been given. [3]

The Code of Conduct also protects good-faith reporting, lawful member participation and protected workplace rights. Every concern receives a fair and impartial review, and an allegation on its own isn't a finding. Retaliation is prohibited. Acknowledgments and signed conflict of interest disclosures will be completed and kept on file. A signed form is the starting point: when an actual conflict arises, it must be disclosed, reviewed and followed by recusal.

Independent Accountability. On the accountability side, raj has been nominated as Accountability Chair and to lead the independent Accountability And Ethics Committee we're organizing, subject to acceptance and completion of the appointment or election process. This Committee is distinct from the Finance Committee. Its charter will define impartial intake, evidence review, recusal, confidentiality, reporting and the proper route for recommendations. No one will review a concern that involves their own conduct or financial interests. [7]

Proposed Drug-Free Workplace And Substance Use Policy. A proposed Drug-Free Workplace and Substance Use Policy, Version 1.1 revised October 7, is pending legal review and Board adoption and hasn't taken effect. It would apply the same standards to employees, contractors, Directors and Officers, whether paid or unpaid, and interns and volunteers, during organizational duties wherever they take place. Its focus is safety while working: no impaired work or driving, no unlawful drug activity in organizational work, no alcohol while working and no cannabis while working or on GFMN premises, subject to the protections the law requires. Lawful off-duty use, lawful prescriptions, medical-cannabis patient rights and required accommodations are protected. The policy authorizes no testing and no discipline based on test results; any testing would require a separate lawful policy adopted by the Board. [9]

Medical and treatment records stay confidential and separate from personnel records, retaliation for good-faith reporting is prohibited, and ordinary violations receive a written warning and support before any further discipline. Implementation requires legal review, Board adoption, required notice and any required bargaining. The Interim Executive Director will implement the policy and review it annually, and each covered person will return an acknowledgment within five business days of receiving the adopted policy. [9]

Acting Officers And Leadership Continuity

Acting Officers are keeping the organization legally compliant and growing stronger while nominations and elections proceed. I'm providing Administration and Board leadership as Acting President And Board Chair Pro Tem. Maggiy Emery is serving as Acting Treasurer and supports financial reporting and controls. Raeanne Makinen-Brown is serving as Acting Secretary and maintains our governance records. Max S. Graves Jr., our Interim Executive Director, leads day-to-day operations within his delegated authority. Each acting appointment, with its responsibilities and limits, is recorded in the official roster and minutes. Interim service doesn't replace the election process; it carries us to it.

We've developed minutes templates, action tracking and nomination materials. The next step is to use them consistently: record decisions, owners, deadlines, recusals and completed election results every time. We also need broader participation so that governance and follow-through don't rest on one person.

Staff Roles And Reporting Relationships

Updated role documents now make clear who's responsible for organizing and program delivery. The table below describes each assignment at a high level. Compensation, payroll implementation and funded allocations are being handled through the financial review. [4]

Staff Member	Role And Focus	Reports To
Chauntyll Allen	Program Director. Current focus on the End Slavery MN Campaign, including program planning, partnerships and delivery.	Interim Executive Director
Darla Holland	Director of Prison Reform and Advocacy. Leads organizing strategy, relationships and coordinated inside and outside work.	Interim Executive Director
David Boehnke	Inside/Out Organizer. Reassigned to support outreach, member engagement and organizing activities.	Darla Holland

Clear assignments, thoughtful handovers and regular progress reviews will help the team work well together. Leading a program doesn't by itself carry the authority to bind the organization financially or to change anyone else's employment terms.

Board And Officer Nominations And Elections

Nominations for Directors are open, and two have been received so far: James Ferguson and Vada Haxton. The general membership elects Board Directors, and the Board elects Officers through our established processes and governing documents. Candidate profiles and nominations are preparation for an election, not an election result. The Accountability Chair and the independent Committee process remain separate from the Officer ballot. [7]

1. **Confirm Candidates.** Obtain each nominee's consent, eligibility, availability, relevant experience and conflict disclosures, and give every nominee an equal opportunity to provide information.
2. **Publish The Process.** State the offices, deadlines, eligible voters, voting method and any notice requirements. Resolve withdrawals or eligibility questions before voting opens.
3. **Conduct And Record Voting.** Protect one vote per eligible voter, review the count, certify the results and record them in the minutes. Announce appointments only once the required process is complete.

Board Stipend Motion

Machelle would like to entertain a motion at the General Membership meeting to expand the scope of the Board stipend and increase it. The stipend is currently $100 per month and is paid only to formerly incarcerated Directors. The motion would extend it to all Board members who are actively serving and engaged, at $300 per month, for up to six Directors, a ceiling of $1,800 per month.

The Board must not unilaterally vote on its own stipend increase. Because every Director would have a financial interest in the outcome, the decision will come to the membership rather than the Board, and any related Board action will follow the Code of Conduct's disclosure and recusal requirements.

Continued Advocacy And Program Planning

At the September 30 meeting, the Executive Director reported that the symposium was completed, that meetings with legislators took place and that funder outreach continues. Planning is under way for organizing, the End Slavery MN Campaign and our 2027 legislative work. Going forward, our reports will show completed commitments, participation and program milestones alongside the activities themselves. [5]

Finance Committee And Financial Controls

On Friday, October 9, the newly formed Finance Committee (Jaime, Max, Maggiy and me) agreed by a majority to pause new discretionary spending, including travel and related spending, pending a full review of our financial health. The updated September reports, budget comparisons and preliminary analysis point to receipt gaps, contractor payment-period questions, grant dependence and staffing costs that need follow-up. The Committee supports the Board's oversight; it doesn't replace the Board's responsibility.

The New Two Signer Policy

Effective immediately, organizational written checks, along with every funding request, payment and reimbursement, require two authorized signers: the Interim Executive Director and the Treasurer. Before signing, each reviews the legal payee, the amount, the supporting documents and the spending authority. There are no blank checks, and no one approves their own payment. We're aligning the bank's authorized signers and procedures with the written policy, and electronic payments carry the same documented authorization and independent review.

Two signatures are one safeguard among several. Wherever practical, the people who request, approve, release and record a payment, and who review the bank reconciliations, should be different people. When our staffing makes that separation difficult, an uninvolved reviewer examines the supporting records and bank activity. Anyone with a financial interest discloses it and steps aside from the approval. [3, 8]

A Transparent Process For Requests And Payments

1. **Document The Request.** State the business purpose, program, amount, funding source, timing and legal payee. Attach an itemized quote, invoice or written scope as appropriate. Reimbursements need receipts and a business purpose; advances need a later accounting.
2. **Submit For Review.** Return requests to Max and the Finance Committee. Review covers budget capacity, grant restrictions, conflicts, existing obligations and proposed terms. Any missing information is identified before a decision is made.
3. **Record Written Authorization.** Document the authorized approver, the spending ceiling, any conditions and the decision. Max's written approval, and any additional approval the governing authority requires, comes before new spending or commitments. Existing lawful obligations and earned pay are handled separately from new discretionary requests.
4. **Pay And Reconcile.** Verify the supporting record and the correct payee, apply the two-signer control, keep proof of payment and code the expense. An independent reviewer checks the bank reconciliation and resolves any exceptions. Checks payable to the organization are deposited through authorized organizational accounts.

Fundraising proposals go through the same review. Before an authorization decision, we need the venue or vendor scope, pricing, artist and payee details, cancellation terms, insurance and

payment terms. The proposed benefit event isn't approved, and no new spending or commitments are authorized.

Financial Health And Budget Review

The figures below cover September and January through September, rather than the 60-day reporting window. All amounts are in U.S. dollars. The reported surplus doesn't establish available unrestricted cash. [1, 2]

Reported Measure	September 2026	Jan Through Sep 2026
Revenue	$199.59	$511,430.57
Operating Expenses	$48,671.02	$374,150.72
Merchandise Cost Of Goods Sold	$0.00	$860.00
Total Costs	$48,671.02	$375,010.72
Net Revenue	($48,471.43)	$136,419.85

September recorded no grant revenue. One month's deficit doesn't determine the annual position on its own. To assess our ability to pay, we need a reconciled September 30 balance sheet, bank balances, grant restrictions and unpaid obligations. The older salary-adjusted forecast shows a gap of roughly $49,757 in July 2027; that's a historical scenario, not a current forecast of when cash would run short.

Revised Budget And Staffing Costs

September spending came in $4,958.98 below the $53,630 monthly budget. That's a budget variance, not realized savings. The provisional revised 2026 planning budget is $664,896.76 against the $663,992 May benchmark, pending approval. September actuals are unchanged. [2]

The salary changes produce an estimated combined base-wage increase of $3,000 a year, assuming Darla's prior schedule was 40 hours per week. Observed employer-cost ratios add an estimated $282.17 per full month. We still need to confirm hours, benefits and payroll dates, since the October 1 planning assumptions differ from the October 5 effective dates in the offers. The inside-organizer allocation also needs to be reconciled against all funded positions. [2, 4]

Where We Can Reduce Costs And What Is At Risk

We'll look first at optional travel and events, unused subscriptions and overlapping contract scope. We'll protect earned wages, payroll taxes, essential services, grant-required work, insurance and independent oversight. Payroll and employer costs were 66.2% of September expenses, so any continuing gap also calls for a funded staffing and contract plan. Proposed cuts will be reported separately from savings actually achieved.

Six miscellaneous entries totaling $2,702.93 lacked receipts in the October 7 schedule. We're resolving the documentation, coding and any refunds. The September contractor schedule mixes advances and service periods, so it can't be treated as uniformly monthly or biweekly, or added again to recorded expenses. These are unresolved records, not findings of wrongdoing. [2]

Funding Concentration And Development Progress

Relying on a single major grant puts Get Free Minnesota's stability at risk. One renewal decision, restriction or delayed installment can affect payroll, services and long-term planning. The historical forecast depends on a major Bush funding installment, and its amount, conditions and timing need to be verified before it supports any new commitment. [2]

Corporate and foundation grants together provided $505,101.90, or 98.8% of recorded January through September revenue. That's the combined share of all such grants, not a verified share for Bush or any other single funder. A funder-level ledger will let us measure concentration accurately. A year-to-date surplus doesn't resolve dependence or cash timing risk. [1]

Clear Line Of Sight For The ED And Board

We're building a shared record of every grant and funding proposal so the Executive Director and the Board can see the full pipeline, our commitments and the receipts we anticipate. A documented grant tracker and review routes are the start; visibility has to run from the first funding idea through submission, award, receipt and closeout. [6]

Each entry will identify the owner, funder, amount, stage, deadline, proposed program, full cost, restrictions, matching or staffing obligations, authorized reviewer, expected payment dates and reporting requirements. Draft, submitted, awarded and received amounts are recorded separately. A prospect or an application isn't spendable money.

The Executive Director needs timely visibility and provides the required operational review. The Board needs the complete pipeline, material obligations and approval items under its authority before the organization becomes bound. No proposal should bypass delegated authority or create an undisclosed commitment.

Our Concern About Development

Progress on new and existing funding development remains a concern because the organization needs measurable funding results and a diversified base of support. Funder meetings, grant applications and proposals show activity; they don't establish an award or cash received. The next update will show dated submissions, renewals, decisions, confirmed awards, receipts, restricted and unrestricted amounts, and the owners and next actions for stalled opportunities.

A monthly development report will reconcile the pipeline with our financial records and identify the funding gap for current programs and FY27. Before extending or expanding any commitment, we'll review paid development scope, deliverables and costs against documented

results. This is an accountability requirement, not a conclusion that any individual has fallen short.

Diversification will combine foundation prospects, individual and recurring donors, appropriate sponsorships and carefully reviewed events. We'll set achievable net revenue targets, include fundraising costs and avoid relying on an unconfirmed large award to support permanent spending.

Continued Planning And FY27 Budget Priorities

FY27 planning will bring program priorities, staffing, development and cash requirements together in one funded plan. Organizing, the End Slavery MN Campaign and our 2027 legislative work each need owners, milestones, realistic costs and measurable results. New initiatives will be phased to match funding and capacity rather than added as unfunded commitments.

The budget review will show the original budget, the revised proposed budget, actual spending and the variance in separate columns. It will include current pay, employer taxes and benefits, funded hours, contract scope, program allocations and grant restrictions, and it will keep the prospective salary revisions distinct from September actuals. The Board reviews and approves the final budget through its established authority.

We'll build the forecast from reconciled cash and obligations, with a rolling 13-week cash view and a longer FY27 outlook. We'll compare a funded base plan against delayed-grant and lower-revenue scenarios, and we'll set reserve goals and decision points for scaling spending, protecting essential services and pursuing diversified support.

Priorities For The Next 30 Days

These are proposed assignments and target periods following October 11. Owners will be confirmed and completion tracked.

1. **First 7 Days.** The bookkeeper and an independent reviewer reconcile September cash, restrictions and obligations, and verify the next payroll and bills.
2. **First 14 Days.** Max, development and Finance refresh the grant pipeline and cash forecast, resolve payroll and receipt questions, and identify avoidable costs.
3. **Within 30 Days.** The Board, Secretary and Finance document payment authority, signers, conduct and conflict records, interim assignments and election steps, and review the revised budget and FY27 framework.

We'll also confirm who prepares and who presents the monthly financials. A practical arrangement is for the bookkeeper to prepare, Max to explain variances and program impact, and Finance to provide independent review before the Board and membership update. Each report will cover cash, restrictions, obligations, budget variances, development results and overdue actions.

Member Participation

Members can nominate leaders, consider committee service, volunteer and introduce funding leads. Submit funding and event requests to Max and the Finance Committee. A completed request is the basis for review, and written authorization is required before any new spending or commitment.

Sources

[1] September and January through September Statements of Activity and September Budget vs Actual.

[2] Updated September Financial Assessment and Membership Financial Report, October 10.

[3] Code of Conduct adopted September 30 and October 5 completion letter.

[4] Current staff offer and role documents.

[5] September 30 leadership update.

[6] Grant Proposal Process update.

[7] Nomination materials and President's governance updates.

[8] Minnesota Attorney General, Guide for Charity Board Members, accessed October 11, 2026: ag.state.mn.us/consumer/publications/fiduciaryduties.asp

[9] Drug-Free Workplace and Substance Use Policy, Version 1.1 redline, revised October 7, 2026, proposed and pending Board adoption and legal review.