



**MINUTES OF THE BOARD OF TRUSTEES MEETING
AUGUST 13, 2025, 11:30 A.M.**

TRUSTEES:

Emily Allen	Chair
Debbie Harms	Chair-Elect
Lori Waldon	Secretary
Michelle Dearholt	Treasurer
Abinash Achrekar	
Brian Colón	
Katie Esquibel	
Alex Flores	
Jason Galloway	
Monique Fragua	
Meriah Heredia-Griego	
Harold Lavender	
Paul Mondragon	
Anne Sapon	
Charlotte Schoenmann	
Becky Teague	
Daniel Trujillo	
José Viramontes	
Ashley Wright	

STAFF:

Randy Royster	President and CEO
Marisa Magallanez	Chief Operating Officer (COO) / Incoming President and CEO
Nick Williams	Chief Financial Officer (CFO)
Khia Griffis	Community Impact and Leadership Sr. Director
Denise Nava Wyrick	Marketing and Development Sr. Director (via teleconference)

GUESTS:

Walter Stern	Transition Team, NMCT Trustee
Beverly Bendicksen	Special Advisor to the Executive Committee, NMCT Trustee
Rhiannon Samuel	Future Fund Liaison

1. CALL TO ORDER

The meeting was called to order at 11:30 a.m. Emily Allen welcomed meeting guests.

A land acknowledgement for the meeting site was read by Khia Griffis.

2. CONSENT AGENDA

The consent agenda included the minutes of the meeting held on June 24, 2025, and the ratification of grants.

On a motion made by Harold Lavender, seconded by Brian Colón, it was resolved to approve the consent agenda as presented. Motion carried.

3. COMMITTEE ENGAGEMENT AND MOMENTUM

Written committee reports were distributed in the board posting. No discussion or questions were presented.

4. DONOR RELATIONS UPDATE

Randy Royster provided background information for the memo and copy of a letter to two donors that were included in the board packet. The letter is in response to issues raised by a small group of donors regarding their discomfort with the Foundation's level of attention to DEI and work with the LGBTQ community as well as their dissatisfaction with the Board's choice of the incoming CEO. The letter's stance is that the Foundation will remain committed to the values of the Foundation and principles of DEI embedded in the Foundation, which include the LGBTQ community. Randy Royster explained that he along with board leadership also met with the group of concerned donors to explain the procedure for selecting the new CEO. He stated that other actions have been taken by staff in response to donor relations and service issues raised, such as balancing communication of new initiatives with continuing support of core Foundation activities. The Board expressed a desire to make a final statement to the donors in question and then move on so they could devote more of their time to the mission and work of the Foundation.

Randy Royster encouraged Board members to be transparent about their feelings regarding Foundation matters going forwards. Walter Stern added that it is important for Board members to speak their mind when an issue is being voted on, not after the fact.

5. GOVERNANCE COMMITTEE

Variance Request

The donor requested the variance because they felt that the Foundation's direction, in particular the Foundation's decisions related to DEI initiatives and the Pride Giving Circle, no longer aligned with the donor's family values.

The Trustees discussed the potential for more variance requests based on the Foundation's current mission, vision, and values. Randy Royster explained that possible donor withdrawals were discussed when DEI was included in the bylaws and the Foundation began reaching out to the LGBTQ community in a more meaningful way. He noted that withdrawals are not occurring at an alarming rate.

The Governance Committee explained that they conducted extensive deliberation of the variance request. They determined that there is a need for the variance deliberation process to be clear and to be afforded enough time for intentional decision making. Randy Royster explained that variance deliberations will take place over two Board meetings, potentially extending the process by two months.

On a motion made by the Governance Committee, it was resolved to approve the variance request from the Kevin and Lian Yearout Family Endowment Fund. Motion carried.

Trustee Renewals

On a motion made by the Governance Committee, it was resolved to renew Paul Mondragon's appointment to the Board of Trustees for a second term. Motion carried.

Trustee Appointments

The Committee shared two new Trustee candidates for consideration, highlighting Richard Berry's value in dealing with policy and advocacy issues and Lisa McCulloch's experience in non-profits and creative fundraising as important perspectives on the Board.

Randy Royster announced that with Anne Sapon's retirement from the Board in December 2025, and the appointment of the two new trustees, there will be 23 trustees going into 2026. This will provide three openings on the Board. He noted that the Committee is discussing community members who have indicated interest in joining the Board, being mindful of the future needs of the Board and alignment of the contributions of potential trustees.

On a motion made by the Governance Committee, it was resolved to approve Richard Berry's appointment to the Board of Trustees. Motion carried.

On a motion made by the Governance Committee, it was resolved to approve Lisa McCulloch's appointment to the Board of Trustees. Motion carried.

6. TRANSITION TEAM UPDATE

Marisa Magallanez provided a high-level update of the Transition Team activities after their first meeting. The Transition Team members were listed, and the Team's purpose was shared with the Board. She presented the four areas of focus during the transition period from August 2025 to December 2025 and the Team's current priorities in the process. The Team sees the transition period as a strategic opportunity to have thoughtful relationship transitions with their broad group of stakeholders. Marisa Magallanez highlighted the next steps being taken and indicated that more in-depth information will be presented and discussed at the October 2025 Board meeting.

Trustees discussed the plan to distribute the COO duties instead of backfilling the position. The Transition Team explained that Marisa Magallanez was Foundation's first COO, and they are distributing the duties to give her the first three months as CEO to work on an organizational plan. This will allow her to determine if the structure is appropriate, or if a different alignment or direction is needed.

7. EXECUTIVE SESSION

The Board entered the Executive Session at 12:44 p.m.

Minutes prepared by Bethany Young of Minutes Solutions Inc. from a recording

Lori Waldon, Secretary

Date