



**Mayor's Fund to Advance New York City
Board of Director's Committee Meeting Minutes
January 26, 2024**

Attendance

Directors:

- Ana Almanzar, Chair
- Bill Heinzen, Vice-Chair
- Lorraine Cortés-Vázquez, Director

Officers:

- Marcella Tillett, President and Executive Director of the Mayor's Fund to Advance New York City

Other Participants:

- Irfan Ahmed, Chief of Staff, Mayor's Fund to Advance New York City
 - Shannon Allen, Director of Programs and Policy, Mayor's Fund to Advance New York City
 - Kamaria Brisseau, Director of Finance and Operations, Mayor's Fund to Advance New York City
 - Madelyn Lantigua, Senior Advisor, Deputy Mayor for Strategic Initiatives
 - Jason Parker, Chief of Staff, Deputy Mayor for Strategic Initiatives
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M. Tillett opened the meeting at 9:40am.

M. Tillett referred to the Board of Directors meeting minutes from October 17, 2023, and asked for directors to review. B. Heinzen motioned to approve the minutes, and it was seconded by L. Cortés-Vázquez. The minutes were approved.

M. Tillett then turned to A. Almanzar to open the discussion on the application of Mayor's Fund 12% administrative fee. A. Almanzar remarked that the Board may wish to consider adjusting the admin fee since it could be viewed as more attractive to our partners but is also open to keeping it at the current rate. A. Almanzar then turned it to Ms. Tillett.

M. Tillett requested to put on the record the email she sent A. Almanzar regarding the retainage section of the Mayor's Fund contract. M. Tillett cited the Mayor's Fund contract with the City of New York, namely "Section 3.04. Retainage," which describes the authority of the Executive Director in determining the retainage amount.

She reminded the Board that the Mayor's Fund amended the contract last June, and the current admin fee was approved unanimously by the Board in June 2023, including by two present Board members, L. Cortés-Vázquez and B. Heinzen.

M. Tillett then spoke to the role of the Board members, including their fiduciary responsibility and their duty of loyalty. B. Heinzen asked what the implications of the statement are made about their roles.

M. Tillett responded that the Board members wear two hats, one of which is the City of New York, such as Commissioners of agencies, to whom the Mayor's Fund provides an array of services, as well as being a Director of the Mayor's Fund.

B. Heinzen remarked that all their appointments are approved by the Conflicts of Interest Board.

M. Tillett acknowledged that point, and then proceeded to provide an example of the NYC Department of the Aging, where L. Cortés-Vázquez is the Commissioner as well as the Board Member. As a reminder, proceeds to underscore that the two roles could converge as conversations about the relationship between the Mayor's Fund and the Department of Aging are held.

A. Almanzar then stated the Board should consider the 12% admin fee considering the 2023 fundraising totals.

M. Tillett expressed that she did not believe or have any evidence that supported the admin fee was a deterrent to our fundraising abilities.

L. Cortés-Vázquez responded that she'd like to focus on the comment about "loyalty to the Mayor's Fund." She proceeded to explain that she's aware and quite clear of her multiple roles and wondered why that was raised. She welcomed discussion on revisiting the admin fee, even though it was already approved last year. She confirmed that although there may not be evidence that the current admin fee is a deterrent, we should evolve and mature, and as such, we may not be able to offer all Mayor's Fund services at this time. L. Cortés-Vázquez stated that it is not out of the ordinary for members of the Board to revisit those decisions despite their other roles.

M. Tillett raised the point that there has not been a conversation about the details of the City contract that would change the admin fee overall and/or who has the authority to modify or waive the fee. Moreover, she stated a representative of the NYC Law department and the Mayor's Fund legal counsel should be present for those discussions as they must inform and approve all contracts.

L. Cortés-Vázquez responded that a resolution can be written to amend the contract. If there are board members to be present for that to happen, then she welcomes that. L. Cortés-Vázquez stated that even if there were other entities that would like to join the board in that discussion, that wouldn't be an issue, but there is quorum and that it's not an issue to revisit decisions in the past and modify accordingly.

M. Tillett responded that City partners, namely the agency, made a request to adjust the admin fee. A. Almanzar clarified that it was the Board that requested it. M. Tillett elaborated further that the request came from an agency in October 2022 and after being denied, the request has come repeatedly from A. Almanzar. L. Cortés-Vázquez stated that it begs the question why wouldn't the board revisit it if indeed it is an issue that is coming up repeatedly.

M. Tillett explained that she believes it conflicts with the roles and responsibilities of the Board. B. Heinzen responded by elaborating on his experience of being on boards for twenty years as well reporting to them, and emphasized that it's normal to have a conversation between the Board and its employees. He explained his reason behind his vote of the fee increase last year, but sees no issue in having continued discussion about it. He emphasized that having this discussion is not a conflict interest. M. Tillett noted this point.

B. Heinzen recommended that Mayor's Fund legal counsel be present for Board meetings. M. Tillett affirmed this point and noted that due to the short notice of this meeting, legal counsel was not able to attend.

L. Cortés-Vázquez remarked that there seems to be raising collateral issues, but not the issue of the admin fee. L. Cortés-Vázquez summarized the rationale of the decision the board made last year regarding the admin fee but has since realized the impact of the fee as a commissioner of an agency. M. Tillett asked L. Cortés-Vázquez to explain that further, to which she replied that it isn't easy for her and her fellow commissioners to fundraise and when it does happen, they want to maximize on the funding opportunity.

B. Heinzen moved to adjourn the meeting, which was seconded by L. Cortés-Vázquez.

The meeting adjourned at **10:05am**.