

Board of Directors of SPARC, Inc.

Meeting Agenda

Date: August 14, 2025

Time: 10:00-11:00pm ET

Location: Zoom

1. Call to Order & Roll Call

The meeting was called to order at 10:03am ET by Heather Joseph who acted as Chair of the meeting.

The following directors were present:

- Heather Joseph
- Yasmeen Shorish
- Emily Gore

The following directors were absent:

- n/a

Also present:

- April Hathcock
- Valorie Hollister
- Raym Crow

The Chair declared that a quorum was present, and the meeting was duly convened.

2. Appointment of April Hathcock to the Board of Directors

The Board reviewed and discussed the appointment of April Hathcock.

RESOLVED, the Board of Directors hereby appoints April Hathcock as a member of the Board of Directors, effective immediately.

April has served as Chairperson of the SPARC Steering Committee and has returned from parental leave.

April will serve as a Director until her successor is appointed, with all the rights and responsibilities of a Board member as outlined in SPARC's governing documents.

The resolution was adopted unanimously with 3 votes in favor, 0 against, and 0 abstentions.

3. Appointment of Valorie Hollister as Treasurer

The Board reviewed and discussed the appointment of Valorie Hollister as the Treasurer of the Corporation.

RESOLVED, The Board of Directors hereby appoints Valorie Hollister as Treasurer of the Corporation, with no Board voting rights, effective immediately.

As Treasurer, Valorie Hollister is authorized to execute all financial, banking, and business transactions on behalf of SPARC, including but not limited to signing contracts, managing bank accounts, authorizing payments, and executing any documents necessary for SPARC's financial operations and general business purposes.

Banks, financial institutions, and other third parties may rely on this resolution as evidence of Valorie Hollister's authority to act on behalf of SPARC.

Valorie Hollister will serve as Treasurer until a successor is appointed, with all the rights and responsibilities as outlined in SPARC's governing documents.

After discussion and minor edits, the resolution was adopted unanimously with 4 votes in favor, 0 against, and 0 abstentions.

4. Establishment of the Steering Committee

The Board reviewed and discussed the establishment of the Steering Committee as an advisory committee to the Board.

RESOLVED, the Board of Directors hereby establishes the Steering Committee as a formal committee of the Board, effective immediately.

Committee Purpose: The Steering Committee oversees SPARC's strategy and programs, serving in an advisory capacity to the Board of Directors.

Committee Responsibilities: The Steering Committee is authorized to offer guidance to the Executive Director and staff, identify emerging trends and opportunities, assist in prioritizing activities and programs, promote SPARC's work, establish Working Groups, and propose nominees for Board vacancies as requested by the Board.

Committee Composition: The Steering Committee shall consist of eleven to fifteen members representing the SPARC membership, elected by SPARC members using nomination and election processes approved by the Steering Committee. The Chair and Vice Chair of the Steering Committee shall serve as voting ex officio members of the Board of Directors.

Authority: The Steering Committee serves in an advisory capacity to the Board of Directors and may establish Working Groups on specific issues as needed. The Steering Committee shall operate under the Steering Committee Charter and such additional rules and procedures as it may adopt, consistent with SPARC's governing documents.

After discussion and minor edits, the resolution was adopted unanimously with 4 votes in favor, 0 against, and 0 abstentions

5. Establishment of the Nominating and Elections Committee

The Board reviewed and discussed the establishment of the Nominating and Elections Committee as an advisory committee to the Board.

RESOLVED, The Board of Directors hereby establishes the Nominating and Elections Committee as a formal committee of the Board, effective immediately.

Committee Purpose: The Nominating and Elections Committee is responsible for identifying, recruiting, and nominating qualified candidates for election to the Steering Committee and for overseeing the election process.

Committee Responsibilities: The Committee is authorized to develop criteria for Steering Committee service, identify and assess potential candidates, present a slate of nominees to the Board, the full Steering Committee, and SPARC members, administer Steering Committee and Officer elections, and report on committee activities.

Committee Composition: The Committee shall consist of no fewer than three members and must include at least one current Board member who shall serve as Chair. The Committee may include former Board members and other qualified individuals from SPARC's membership or community. Committee members serve one-year terms and may be reappointed.

Authority: The Committee has full authority to manage the Steering Committee nomination and election process, subject to established procedures and SPARC's governing documents. The Committee shall operate under the Nominating and Elections Committee procedures and such additional rules as it may adopt, consistent with SPARC's governing documents.

After discussion and minor edits, the resolution was adopted unanimously with 4 votes in favor, 0 against, and 0 abstentions

7. New business

No new business.

8. Adjournment

There being no further business, the meeting was adjourned at 10:44am ET.

Submitted by: Valorie Hollister on behalf of Yasmeen Shorish, Secretary

Date: 8/14/2025

Minutes approved by all Board members