



**MEMORANDUM OF UNDERSTANDING  
SAN FRANCISCO LATINO PARITY AND EQUITY COALITION  
MEMBERSHIP/PARTICIPATION v 2023**

*The San Francisco Latino Parity and Equity Coalition (SFLPEC) works to inform policy and budget priorities at the local level to foster the social and economic achievement of San Francisco's Latinx community. Through intersectional advocacy, we enhance and strengthen social services and representation in order to promote equity for the Latinx community.*

This Memorandum of Understanding (MOU) is entered into this \_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_, by and between the undersigned members of the San Francisco Latino Parity and Equity Coalition (hereinafter referred to as "the Parties").

**Purpose:**

The purpose of this MOU is to outline the collaborative efforts and mutual understanding among the members of the Coalition in achieving shared goals and objectives.

**Scope:**

This MOU establishes the framework for cooperation and collaboration among the Parties to support and enhance the following objective, please see the coalition's value statement in Annex A:

The San Francisco Latino Parity and Equity Coalition (SFLPEC) works to inform policy and budget priorities at the local level to foster the social and economic achievement of San Francisco's Latinx community. Through intersectional advocacy, we enhance and strengthen social services and representation in order to promote equity for the Latinx community.

**Roles and Responsibilities:**

Each Party agrees to contribute to the Coalition's objectives to the best of its abilities, based on its respective resources, expertise, and agreed-upon commitments. **The specific roles and responsibilities of each Party are outlined in Annex B.**

**Governance and Decision-Making:**

Coalition membership represents the interest of the community they serve first and foremost, as well as the general interests of their organization and other stakeholders. Members participate and inform a year-round planning process that is coordinated, inclusive and outcome-oriented. This includes discussing policy and budget priorities and helping the Director and Concilio develop an action plan that defines the coalition's short- and long-term goals. **Please see Annex B attached for all Governance and Decision making policies.**

**Inclusion and Inclusivity statement:** To ensure parity and equity within our coalition, organizations must operate within the 5 SFLPEC neighborhoods' target areas and strive to include and increase the capacity of smaller organizations whose budget comprises \$1M or less and include all servicing sectors within our city. Additionally, our coalition recognizes that there are many intersecting identities within the Latinx community, and we value and respect each individual's unique perspectives and needs. We are committed to including individuals from various backgrounds and experiences. This includes women, members of the disabled, LGBTQI+, Black, indigenous, and Native American communities, and other vulnerable groups who have historically been underrepresented. Diversity and inclusivity are essential to creating meaningful and effective change, and we strive to create a safe and welcoming space for all members of our coalition. We are committed to actively working toward equity and justice for all community members.

#### **Conflict of interests**

It is the policy of SFLPEC that member organizations, Concilio and co-chairs promptly and fully disclose any actual, apparent, or potential conflicts of interest (as defined in Annex C), that no member participates in any decision by SFLPEC in any matters in which they have a conflict of interest, that SFLPEC follows a disciplined, documented process in making decisions about such matters, and that SFLPEC complies with all applicable legal requirements relating to such matters. **More details on conflict of interests are outlined in Annex C.**

#### **Duration and Termination:**

This MOU shall come into effect upon the date of its signing by all the Parties and shall remain in force for a period of two years, unless amended. Either Party may terminate this MOU by providing written notice of termination to all other Parties with a notice period of one month.

#### **Amendments and Modifications:**

Any amendments or modifications to this MOU must be made in writing and signed by all the Parties.

#### **As general evidence of our commitment, we agree to do the following:**

- Appoint representative(s) and alternate(s) to attend Coalition meetings and activities
- Agree to serve as decision-makers on matters of policy, and the direction of the Coalition's efforts
- Authorize our representative(s) to make decisions on our behalf for the Coalition
- Keep regular communication with Director and SFLPEC Staff
- Read minutes, reports, and newsletters to keep abreast of Coalition decisions/activities
- Help to disseminate relevant information to organizational members or employees through listservs, websites and emails, and newsletters.
- Keep Coalition informed of your organization's related activities.

Specifically, our organization will commit the following resources to the Coalition:

- Access to our volunteers for Coalition tasks as needed
- In-kind contributions of staff time, material resources, meeting space, refreshments, etc. as needed
- Other resources as needed to help ensure the success of the Coalition's goals and objectives

Name of  
Organization \_\_\_\_\_  
Name of Organization Representative and  
Alternate(s) \_\_\_\_\_  
Signature of Representative(s) to  
Coalition \_\_\_\_\_  
Date \_\_\_\_\_

### **Annex A Values**

*The San Francisco Latino Parity and Equity Coalition (SFLPEC) works to inform policy and budget priorities at the local level to foster the social and economic achievement of San Francisco's Latinx community. Through intersectional advocacy, we enhance and strengthen social service and representation in order to promote equity for the Latinx community. Our work is rooted in the following values:*

**Ancestral honoring-** Our coalition needs to be grounded in honoring the past leaders and community members who came before us. First and foremost, we celebrate their resilience, teachings, and strength. We want to show respect and appreciation for those who have laid the foundations and paved the way for the work the coalition is doing. We also acknowledge the contributions and sacrifices of past leaders, we can learn from their experiences and apply their wisdom to our efforts. Additionally, honoring the past helps preserve a community's history and traditions and can help inspire and motivate current and future leaders.

**Thinking seven generations ahead** (tied to resiliency) Many of our ancestors understood that our actions have benefits and consequences that extend beyond our own lifetimes and therefore made decisions with the well-being of future generations in mind. This way of thinking recognizes that we are all connected and that our actions today can shape the world for generations to come. This value is particularly important when it comes to issues such as sustainability, environmental conservation, and social justice, as the decisions we make today can have far-reaching effects on the world that our descendants will inherit.

**Tener Palabra-** Accountability and integrity are a cornerstone of responsible and effective leadership and are vital values for any coalition seeking to make a meaningful impact. By upholding these values, SFLPEC commits to transparency and honesty in its actions and decision-making processes. This fosters trust and respect among members and stakeholders and ensures that the coalition operates ethically and responsibly.

**Power of Advocacy-** Community-centered power is crucial for a coalition to achieve racial equity because it allows for the needs and concerns of the Latinx communities to be at the forefront of decision-making processes. When a coalition can wield power, it can advocate for and implement policies and initiatives that address the unique challenges and issues faced by the Latinx community. By prioritizing community-centered advocacy, a coalition can advocate for and implement policies and initiatives that work towards dismantling systemic racism and promoting racial equity.

**Courage/ Audacity** These values allow us to take bold and decisive action, even in the face of opposition, and to work towards creating lasting change. Achieving meaningful change often requires challenging and disrupting longstanding systems and structures perpetuating inequality. This can be a daunting task, but by embracing the values of courage and audacity, we can better stand up for our communities and inspire others to join us in the fight for a more just and equitable society.

**Intersectionality and inclusivity-** To ensure parity and equity within our coalition, organizations must operate within the 5 SFLPEC neighborhoods' target areas and strive to include and increase the capacity of smaller organizations whose budget is \$1M or less, as well as include all servicing sectors within our city. Additionally, our coalition recognizes that there are many intersecting identities within the Latinx community, and we value and respect each individual's unique perspectives and needs. We are committed to include individuals from various backgrounds and experiences. This includes women, members of the disabled, LGBTQI+, Black, indigenous, and Native American communities, and other vulnerable groups who have historically been underrepresented. Diversity and inclusivity are essential to creating meaningful and effective change, and we strive to create a safe and welcoming space for all members of our coalition. We are committed to actively working toward equity and justice for all community members.

## **Annex B**

### **Roles, Responsibilities and Governance**

#### **Community**

SFLPEC constituents and community are Latinx families and individuals living, working, and receiving services in San Francisco. It is vital for SFLPEC to be grounded and informed by the community it serves to address its needs and concerns effectively. Connecting to our community is crucial for guiding the decision-making process and ensuring that the coalition's efforts align with the community's priorities. In addition, engaging our constituents in community building can foster trust and support for the coalition's goals of achieving greater equity within our city. The goal is to conduct 3-4 community town halls a year.

#### **Coalition Membership**

- **Purpose:** The San Francisco Latino Parity and Equity Coalition (SFLPEC) works to inform policy and budget priorities at the local level to foster the social and economic achievement of San

Francisco's Latinx community. Through intersectional advocacy, we enhance and strengthen social services and representation in order to promote equity for the Latinx community.

- **Roles & Responsibilities:** This is the space where pressing issues are discussed, where dialogue is encouraged, and ideas are presented, and where the larger coalition membership body makes ultimate decisions through a voting process. Coalition membership represents the interest of the community they serve first and foremost, as well as the general interests of their organization and other stakeholders. Members participate and inform a year-round planning process that is coordinated, inclusive, and outcome-oriented. This includes discussing policy and budget priorities and helping the Director and Concilio develop an action plan that defines the coalition's short- and long-term goals.
- **Time commitment:** Meets monthly facilitated by the director.
- **Criteria:**
  - Organizations must be 501c3 or fiscally sponsored projects based in San Francisco,
  - Latinx-leading: with over 50% of their executive staff and board of directors being Latinx and over 50% of their constituents being Latinx,
  - Be represented by the Executive Director or designated senior-level staff. Members may also designate a representative and one alternate to represent them,
  - Respect all other members and their affiliate organizations,
  - Represent their organization with the highest decorum and other community members with collegiality and respect,
  - The Coalition membership comprises any organization/individual that has agreed to participate in our Coalition as outlined in the Memorandum of Understanding (MOU) and agrees to comply with SFLPEC's Conflict of Interest and Members in Good Standing policies.
- **Membership size:** Currently 21. No limit on the size of the membership.

**DEFINITION of Members in Good Standing Policy:**

- Member in Good Standing is defined as an organization that fulfilled the requirements for membership according to the MOU, Conflict of Interest Policy, and has not voluntarily withdrawn nor been deemed inactive.
- The organization understands, agrees, and participates in the coalition's voting and e-voting procedures in person or by email.
- The organization has at least 1 member of their leadership/ executive team participating in monthly meetings.
- The organization has an active participant in a working group.
- The organization responds to emails or communications requesting feedback or response within 48hrs.
- Organizations with a budget ask are to participate with a decision maker in at least 75% to 80% of the budgetary process meetings.

**DEFINITION of Inactive Member Policy:**

- An Inactive member is defined as any organization that has not fulfilled the membership requirements, has failed to communicate regarding their participation or capacity, and/or has not voluntarily withdrawn from the membership. We define inactive members to have mutual accountability.

- The organization has more than 2 unexcused absences from membership meetings. An unexcused absence is when an organization has failed to communicate its absence. You must communicate with the Director or Concilio about your absence to remain in good standing.
- The organization has failed to participate in a working group consistently or has failed to communicate regarding their participation in a working group.
- The organization has failed to communicate consistently with SFLPEC staff and Concilio. (see Members in Good Standing section)
- Members who are not consistent in their participation according to these guidelines will be considered inactive and will be notified by Director and Concilio Chairs to develop an action plan to become members in good standing again.

### **Workgroups**

- **Purpose:** Developing a shared approach to meeting responsibilities will be crucial for the success and sustainability of our coalition. The concept behind the workgroups is that we can undertake specific projects that require particular expertise/experience. This means our corresponding work group will line up with the work your organizations are already doing and in which they are the expert (understanding community needs, best practices, etc). The membership can define workgroups and should be responsive to the needs and priorities set forth by the membership. Workgroups should be intersectional and action-oriented.
- **Roles & Responsibilities:** Participate in meetings and presentations specific to areas of expertise when needed. Conduct research and disseminate information. Articulate strategies for the provision of services and programs. Abide by the overall committee timeline.
- **Criteria:** Working groups should reflect areas of focus based on the coalition's priorities set by the membership. Working groups can be sector-oriented or focused on certain initiatives, campaigns, and/or projects. Each member organization should join a working group of interest to them and where they see themselves fully contributing to the working group's outcomes.
- **Terms:** Ongoing and ad-hoc
- **Membership size:** TBD based on the identified coalition priorities and goals. Working Group membership is open to all coalition member participation and coalition staff.
- **Meets** Monthly, No less than quarterly. (Workgroups may be facilitated by member organizations or the Coalition staff, depending on workgroup culture, need, and capacity.)

### **Concilio:**

- **Purpose:** The Concilio's role is to uphold the coalition's mission and vision while meeting the appropriate interests of its members and stakeholders. It serves the overall coalition membership and the greater community, not solely their respective organizations.
- **Roles & Responsibilities:** The Concilio body makes overall operational and strategic recommendations to the Coalition membership. It evaluates the progress of the Coalition work and oversees planning and implementation efforts. It vets the monthly coalition meeting agenda. Concilio is the Advisory Committee responsible for overseeing the contractual fiscal sponsorship governance and maintaining a relationship with the fiscal sponsor organization. It is the supervisory body that hires and oversees the Coalition Director.
- **Time commitment:** Meets Bi-weekly, Monthly, or as needed
- **Criteria:** Elected and voted by coalition membership.
- **Terms:** 2-year term with one staggering. Can serve up to 2 terms/ in an open election process. 1 vote per member organization.
- **Membership size:** No less than 5, max 7

### Co-Chairs

- **Purpose:** To serve as liaisons between the Concilio and the Membership body in offering continuity, direction, and support to the SFLPEC Coalition Director.
- **Roles & Responsibilities:** The Co-Chairs manage and provide leadership to the Concilio and the Director. They serve as the oversight between the fiscal sponsor and Concilio.
- **Time commitment:** Meets bi-weekly with the SFLPEC Director.
- **Criteria:** Both co-chairs will be elected by the membership. In the event of a chair vacancy, Concilio can recommend a new co-chair. The annual retreat can serve as a venue to hold elections.
- **Terms:** 2-year term with one staggering. Can serve up to 2 terms/ in an open election process.
- **Fiscal Year:** July - July
- **Membership size:** 2

### Membership Voting

Motions are statements that describe a proposed action or decision. Making motions ensures that no decision is accepted without the opportunity for discussion and a vote.

The motion-making process progresses as follows:

- A group member proposes a motion: "I move that..."
- Motions require that a second group member agrees to consider the proposal to ensure that the proposal is meant for more than one person. A group member chooses to second: "I second" or "I second for discussion" if you want to be clear that you are not in support but want to entertain a conversation about the proposal.
- Without a second the motion will die. The Director will lead a vote once the group has had a chance to speak in favor or against the motion.
- In our coalition, we have 21 current organization members.
- Quorum: Minimum 50% +1 to move a motion and conduct coalition business.
- For a motion to pass, we need 75% voter approval of the quorum attendance.
- Each member org will state their organization's name and state their vote: yes/no, Support/Oppose, and can also vote with comments on their position or ask for clarification or questions.
- The Director will communicate with absent coalition members through email to notify results.

### Director and Staff Coordinator

- **Purpose:** The Director and staff report to the Coalition Membership. The Director serves the interest of the greater Coalition mission and vision affairs. The SFLPEC Director is responsible for creating, executing, and continuously evaluating a comprehensive strategy that ensures the quality, efficiency, and consistency of the SFLPEC's mission, vision, and priorities.
- **Roles and Responsibilities:** The SFLPEC Director takes direction from the Concilio via the membership and reports to the Co-chairs. The Director maintains regular communication with the coalition's fiscal sponsor. This position is remote with the expectation that the employee will be available to meet in person regularly with SFLPEC member organizations. Maintaining consistent and effective communication channels is critical for building strong working

relationships and a smooth functioning collaboration. Responsible for attendance and minutes of all planned meetings. Working groups are supported by the Director and Coordinator who oversee that the functions of working groups are being carried out.

- **Job description for Director:** [W SFLPEC Director Description 2022.pdf.docx](#)

## **ANNEX C**

### **Conflict of Interests**

#### **Introduction**

The San Francisco Parity and Equity Coalition (SFLPEC) and its leadership and staff are subject to legal requirements relating to conflicts of interest. For example,

The California Nonprofit Public Benefit Corporation Law (the “Nonprofit Law”) limits transactions between SFLPEC and its member's organization, Concilio, and co-chairs. It provides that a majority of the Concilio must meet a specified independence standard.

California corporation law principles provide that member organizations, Concilio, and co-chairs owe SFLPEC a duty of loyalty, which requires a member to act in the organization's interest rather than in the personal interest of the organization.

Federal tax law and SFLPEC’s Articles of Incorporation provide that no part of the net earnings or assets of SFLPEC may inure to (benefit) its members, Concilio, and co-chairs.

Federal tax law requires public disclosure regarding, among other things, relationships between SFLPEC and its leaders, the independence of SFLPEC’s Concilio, and the compensation of SFLPEC’s leadership.

SFLPEC adopted this Conflict of Interest Policy (this “Policy”) to facilitate compliance with these laws and provide procedures for addressing situations that involve, or may appear to involve, conflicts of interest.

#### **Policy**

##### **Core principles.**

It is the policy of SFLPEC that member organizations, Concilio and co-chairs promptly and fully disclose any actual, apparent, or potential conflicts of interest (as defined below), that no member participates in any decision by SFLPEC in any matters in which they have a conflict of interest, that SFLPEC follows a disciplined, documented process in making decisions about such matters, and that SFLPEC complies with all applicable legal requirements relating to such matters.

#### **Definitions**



A conflict of interest exists if a member is in a position to make or influence SFLPEC's decisions about a transaction or relationship with a funder, city department, legislator, vendor, supplier, lender, lessor, consultant, grantee, or other person and (ii) has an affiliation with the other party to the transaction.

A key employee is any SFLPEC employee who receives more than \$100,000 in annual compensation and has management responsibility over a substantial segment (10% or more) of SFLPEC's assets, income, expenses, or budget or is otherwise considered a key employee under SFLPEC's compensation review policy.

An associate is considered to have an affiliation if (i) the associate is the other party; (ii) the other party is a family member; (iii) the other party is an entity in which the associate or a family member of an associate is a director, officer or employee; or (iv) the other party is an entity in which the associate or a family member of an associate has a substantial financial interest as an owner or investor in the entity. Family member means brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person.

## **Disclosure**

### **Annual disclosure**

Upon election, hiring, or appointment, and annually thereafter, directors, officers, and key employees must complete an annual affirmation and disclosure questionnaire in the form provided by SFLPEC. On this document, they must disclose all affiliations or other matters that could give rise to a conflict of interest and confirm their commitment to compliance with the Policy. They should update this disclosure as appropriate. They are responsible for reviewing their business, personal, and philanthropic interests and their family and other close relationships for actual, apparent, or potential conflicts of interest.

### **Conflicts of interest as they arise**

Associates should promptly disclose to SFLPEC Concilio or Co-chairs any affiliations or other matters that constitute or could result in a conflict of interest in connection with any transaction or other decision under consideration by SFLPEC Concilio or Co-chairs. Members should disclose such matters to other participants in the decision-making process whenever there is any doubt about whether a disclosure is required.

## **Procedures**

### **Abstention from decision-making**

In all situations calling for disclosure, the interested members should abstain from voting or participating in the decision other than by providing the information requested by the decision-makers.

## **Review**

With regard to any member organization, the Executive director, Concilio, and Co-chairs will determine the appropriate response by SFLPEC in line with the principles set out in this policy, including, without

limitation, review by membership and concilio. Regarding director or employee matters referred to by the Concilio, they will determine the appropriate response by SFLPEC in light of the nature of the conflict.

### **Action by the Concilio**

The Concilio will take such actions as it believes are appropriate under federal tax or state law principles and this policy. These actions may include limiting review to specified concilio and members, obtaining information from the interested member, reviewing information about comparable transactions, and obtaining advice from advisors. As a general matter, the Concilio may approve a decision or transaction where a member has a conflict of interest if the following steps are taken:

The interested member leaves the room during the Concilio's consideration of the decision or transaction.

The disinterested Concilio members compile and review all material facts regarding the decision or transaction and the interest.

The disinterested Concilio members determine after reasonable investigation that SFLPEC cannot obtain with reasonable efforts a more advantageous arrangement with a person or entity that would not give rise to a conflict of interest and that the decisions or transaction is fair and reasonable to SFLPEC and for its benefit and not for the benefit of the interested associate.

The disinterested Concilio members vote to approve the decision or transaction by a majority of directors then in office, not counting votes of interested Conciliomembers.

The Director prepares complete minutes of the Concilio's consideration of the decision or transaction. The minutes should note a description of the decision or transaction and the date the action was taken; Concilio members who were present during the meeting and those members who voted; data obtained and relied upon and how the data were obtained.

### **Self-dealing transactions**

SFLPEC will not engage in self-dealing transactions as defined in Section 5233 of the Nonprofit Law without taking the actions set out in the bullet points above and such other actions as may be appropriate under Section 5233. A self-dealing transaction is in which SFLPEC is a party, and one or more members have a material financial interest.

### **Related matters**

#### **Concilio composition**

At all times, not more than 49% of the directors of Concilio's Concilio members may be "interested persons." An interested person means either: (i) any person currently being compensated by SFLPEC for services rendered to it within the previous twelve months, whether as a full-time or part-time employee,

independent contractor, or otherwise, excluding any reasonable compensation paid to a director in their capacity as a director; or (ii) any family member (as defined above) of any such person.

### **Compensation**

This Policy does not cover a review of senior management compensation. Compensation matters are covered in the Compensation Review Policy.

### **Loans to directors and officers**

Except as permitted by Section 5236 of the Nonprofit Law, SFLPEC will not make any loan or other advance of money or property to, or guarantee the obligation of, any employee, member, Concilio or co-chairs. .

### **Personal use; gifts**

Associates may not use or authorize the use of the name, logo, or other property of SFLPEC for the benefit of the associate or any other person or entity, except as approved by SFLPEC. Members may not accept or give any payments, gifts, loans, or other favors from or to anyone who does or wishes to do business with SFLPEC except as approved by SFLPEC Concilio.

### **Corporate opportunities**

Associates may not take personal advantage of opportunities that are discovered through the use of corporate property, information, or one's position, except as approved by SFLPEC.

### **Relationship to other laws**

This Policy is intended to supplement and not supersede any applicable federal or state laws, including laws prohibiting or otherwise relating to self-dealing, private inurement, private benefit, or transactions with interested persons. Nothing in this policy authorizes SFLPEC to engage in any act of self-dealing, inurement, or other prohibited by law.

### **Annual board review**

The Concilio will perform an annual review of this Policy and amend the Policy as appropriate. In addition, the Concilio will perform an annual review of the questionnaires received under this Policy and consider appropriate actions to promote compliance with this Policy.