



**Plant A Seed Children's Partnership Inc.<sup>TM</sup>**

# **Board of Directors Welcome Packet**





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**PLANT A SEED CHILDREN'S PARTNERSHIP INC.™**  
**BOARD MEETING**  
**DATES 2024**

**January 18, 2024 6:30-8:00 Mandatory**

**March 21 6:30-7:30 ZOOM**

**May 16 6:30-7:30 TBD**

**July 18 6:30-7:30 ZOOM**

**September 19 6:30-7:30 TBD**

**November 21 6:30-7:30 TBD**



## **Plant A Seed Children's Partnership, Inc.**

### **Board Member Acknowledgement Form**

The Board of Directors exists to secure and promote the financial, legal and ethical well-being of Plant A Seed Children's Partnership, Inc.™ (PAS) and to ensure that it fulfills its mission.

As a member of the Board of Directors of PAS, I understand that I have a duty of care at all times to work in the best interests of PAS, a duty of loyalty to put the good of the organization first and avoid any conflicts of interest and a duty of obedience to be faithful to the essential goals of the organization and follow its governing documents.

In furtherance of these commitments and responsibilities I will put forth a good faith individual effort to:

- Attend, fully prepare for, and diligently participate in board meetings, committee meetings and special events.
- Make an annual or monthly personal financial contribution at a level that is commensurate with my financial means.
- Actively participate in helping to develop resources for the organization.
- Act in the best interests of the organization, and excuse myself from discussions and votes where I have a conflict of interest.
- Strive to keep abreast of trends, issues, and current developments that may affect the organization.
- Stay informed about what is going on in the organization, asking questions and requesting information as needed. I will participate in and take responsibility for making decisions on issues, policies, and other board matters.
- Actively voice my opinions and concerns and be open-minded and considerate of everyone else's opinions and concerns, in all board decision making. I will trust that we all share a constant passion for this organization's mission.
- Exercise my authority as a board member only when acting in a meeting with the full board or when appointed by the board.
- Always represent the organization in a positive and supportive manner.
- Give undivided attention and active listening to my participation in meetings.
- Work collaboratively with staff and other board members as partners toward achievement of our goals.
- Maintain strict confidentiality of all privileged or sensitive information provided to me to safeguard the organization's reputation and integrity, as well as the privacy rights of individuals and donors connected with the organization and the Board. I accept this principle as one that should survive my period of board service.



Should I fail to fulfill these commitments to the organization, I will expect the board chair to discuss my responsibilities with me.

In turn, I expect the organization to be responsible to me in the following ways:

- Provide me with quarterly financial reports and analyses and updates on significant organizational and personnel activities.
- Provide me with opportunities to discuss important organizational issues with the board chair and CEO as appropriate.
- Offer me opportunities for professional development as a board member.
- The staff and board members will respond in a straightforward fashion to questions that I feel are necessary to carry out my responsibilities to this organization.
- Board members and staff will work with me in good faith toward the achievement of our goals.

If the organization does not fulfill its commitments to me, I can call on the board chair to discuss the organization's responsibilities.

I certify by my signature that I understand the foregoing expectations that accompany my board service and will do my best to live up to them as a member of the Board of Directors of Plant A Seed Children's Partnership, Inc.

\_\_\_\_\_  
**Print Name**

\_\_\_\_\_  
**Signature**

\_\_\_\_\_  
**Date**

*\*\* Subsequent to its adoption by the Board of Directors, this Statement will be provided to all continuing and prospective Directors-nominees as appropriate.*



## **Plant A Seed Children's Partnership, Inc. <sup>TM</sup>**

### **Conflict of Interest Policy and Annual Statement for Directors and Officers and Members of a Committee with Board Delegated Powers**

#### **Article I - Purpose**

1. The purpose of this Board conflict of interest policy is to protect PAS's interests when it is contemplating entering into a transaction or arrangement that might benefit the private interests of an officer or director of PAS or might result in a possible excess benefit transaction.
2. This policy is intended to supplement, but not replace any applicable state and federal laws governing conflicts of interest applicable to nonprofit and charitable organizations.
3. This policy is also intended to identify "independent" directors.

#### **Article II – Definitions**

1. Interested person – Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.
2. Financial interest – A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
  - a. An ownership or investment interest in any entity with which PAS has a transaction or arrangement,
  - b. A compensation arrangement with PAS or with any entity or individual with which PAS has a transaction or arrangement, or
  - c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which PAS is negotiating a transaction or arrangement. Compensation includes direct and indirect remuneration as well as gifts or factors that are not insubstantial. A financial interest is not necessarily a conflict of interest. A person who has a financial interest in this policy is based on the IRS model Conflict of Interest policy, which is an attachment to Form 1023. This policy adds information needed to allow PAS to assess director independence in order to answer questions on Form 990.2. A conflict of interest exists only if the Board of Executive Committee decides that a conflict of interest exists, in accordance with this policy.



3. Independent Director – A director shall be considered “independent” for the purposes of this policy if he or she is “independent” as defined in the instructions for the IRS 990 form or, until such an employee of PAS or an employee of any entity in which PAS has a financial interest does not directly or indirectly have a significant business relationship with PAS, which might affect independence in decision-making; b. is not employed as an executive of another corporation where any of PAS’s executive officers or employees serve on that corporation’s compensation committee; and does not have an immediate family member who is an executive officer or employee of PAS or who holds a position that has a significant financial relationship with PAS.

### **Article III – Procedures**

1. Duty to Disclose – In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Board or Executive Committee.
2. Recusal of Self – Any director may recuse himself or herself at any time from involvement in any decision or discussion in which the director believes he or she has or may have a conflict of interest, without going through the process for determining whether a conflict of interest exists.
3. Determining Whether a Conflict of Interest Exists – After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the Board or Executive Committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board or Executive’s Committee members shall decide if a conflict of interest exists.
4. Procedure for Addressing the Conflict of Interest:
  - a. An interested person may make a presentation at the Board or Executive Committee meeting, but after the presentation, he/she leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
  - b. The Chairperson of the Board or Executive Committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
  - c. After exercising due diligence, the Board or Executive Committee shall determine whether PAS can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
  - d. If a more advantageous transaction or arrangement is not reasonably possible under Circumstances not producing a conflict of interest, the Board or Executive Committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in PAS’s best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.



5. Violations of the Conflict of Interest Policy

- a. If the Board or Executive Committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Board or Executive Committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.
- c.

**Article IV – Records of Proceedings**

1. The minutes of the Board and all committees with board delegate powers shall contain:
  - a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board's or Executive Committee's decision as to whether a conflict of interest in fact existed.
  - b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion including any alternatives to the proposed transaction or arrangement, and a record of any vote taken in connection with the proceedings.
  - c.

**Article V – Compensation**

- a. A voting member of the Board who receives compensation, directly or indirectly, from PAS for services is precluded from voting on matters pertaining to that member's compensation.
- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from PAS for services is precluded from voting on matters pertaining to that member's compensation.
- c. No voting member of the Board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from PAS, either individually or collectively, is prohibited from providing information to any committee regarding compensation.





## Article VI – Annual Statements

1. Each director, principal officer and member of a committee with Board delegated powers shall annually sign a statement which affirms such person:
  - a. Has received a copy of the conflict of interest policy,
  - b. Has read and understands the policy,
  - c. Has agreed to comply with the policy, and
  - d. Understands PAS in order to maintain its federal tax exemption must engage primarily in activities which accomplish one or more of its tax-exempt purposes.
2. Each voting member of the Board shall annually sign a statement which declares whether such person is an independent director.
3. If at any time during the year, the information in the annual statement changes materially, the director shall disclose such changes and revise the annual disclosure form.
4. The Board of Directors shall regularly and consistently monitor and enforce compliance with this policy by reviewing annual statements and taking such other actions as are necessary for effective oversight.
5. To ensure PAS does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:
  - a. Whether compensation arrangements and benefits are reasonable, based on competent survey information (if reasonably available), and the result of arm's length bargaining.
  - b. Whether partnerships, joint ventures, and arrangements with management organizations, if any, conform to PAS's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement or impermissible private benefit or in an excess benefit transaction.



### Article VII – Use of Outside Experts

When conducting the periodic reviews as provided for in Article VII, PAS may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the Board of its responsibility for ensuring periodic reviews are conducted.

#### Certification

Cheryl Allen, Board Chair of PAS, Ginny Gates Secretary of PAS certify that the foregoing is a true and correct copy of the Conflict-of-Interest Policy of the above-named organization, duly adopted by the initial Board of Directors on January 2, 2024.

By: *Cheryl Allen*

Date: 1/2/2024

Board Chairman (Signature)

By: *Ginny Gates*

Date: 1/2/2024

Board Secretary (Signature)



Plant A Seed Children's Partnership, Inc.  
Director and Officer  
Conflict of Interest Statement

Name \_\_\_\_\_ Date \_\_\_\_\_

Are you a member in Good Standing?  Yes  No

What organization(s) or other membership affiliation(s) do you represent? \_\_\_\_\_

Please list (or attached separate sheet) the position (s) \_\_\_\_\_

Are you a voting Director?  Yes  No

Are you an Officer?  Yes  No If you are an Officer, which Officer position do you hold:

\_\_\_\_\_

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**I affirm the following:**

I have received a copy of the Plant A Seed Children's Partnership, Inc. (PAS) Conflict of Interest Policy \_\_\_\_\_(initial)

I have read and understand the policy. \_\_\_\_\_(initial). I agree to comply with the policy. \_\_\_\_\_(initial)

I have reviewed the PAS Board Member Job Description. \_\_\_\_\_(initial)

I understand that PAS is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of tax-exempt purposes. \_\_\_\_\_(initial)

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**DISCLOSURES**

Do you have a financial interest (current or potential), including a compensation arrangement, as defined in the Conflict of Interest policy with PAS?  Yes  No. If yes, please describe it: \_\_\_\_\_

\_\_\_\_\_. If yes, has the financial interest been disclosed, as

provided in the Conflict of Interest policy?  Yes  No

In the past, have you had a financial interest, including a compensation arrangement, as defined in the Conflict of Interest policy with PAS?  Yes  No. If yes, please describe it, including when (approximately) \_\_\_\_\_

\_\_\_\_\_. If yes, has the financial interest been disclosed, as provided in the Conflict of Interest policy?  Yes  No

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Are you an independent director, as defined in the Conflict of Interest policy?  Yes  No

Date: \_\_\_\_\_ Signature of Director \_\_\_\_\_



## PLANT A SEED CHILDREN'S PARTNERSHIP INC. BOARD OF DIRECTORS



### **Skylor Wingate-Massie, President and CEO**

*Plant A Seed Children's Partnership Inc.*

Skylor Wingate-Massie, a child advocate with over 20 years of experience working with children, youth and their families. She has extensive training in recognizing sexual abuse, understanding trauma in children, and cultural responsiveness in children. Skylor graduated from Duquesne University with degrees in Philosophy and Communications.

Through her experiences and knowledge, Plant A Seed Children's Partnership, Inc. was birthed to help kids feel and see the success in their own lives. This is achieved through a curriculum that utilizes education and cultural history, arts and sports, counseling, and intervention support.



### **Cheryl Allen, Board Chair**

*Retired Judge*

Cheryl Allen, a Retired Superior Court Judge and former Pittsburgh public school teacher, is a graduate of Penn State University and the University of Pittsburgh School of Law.

Judge Allen is a founding member of Women Without Walls (WWW), has served on the Juvenile Court Judges Commission and on boards including the Pittsburgh Leadership Foundation, Hosanna House, and Cornerstone Television. She is a Waynesburg University Trustee and a former board member of Child Watch and Court Appointment Special Advocates (CASA).



### **Erin Massie**

*Journalist*

Erin Massie, a journalist and advertising/marketing professional with investigating, writing, and editing experiences through The Globe, KDKA-TV, and Point Park News service. Erin has utilized her skills to further the mission of various organizations through written and visual communication. Erin is a graduate of Point Park University.

More to come



# Board of Directors Qualifications and Requirements

## Qualifications

*Interests:* The ideal candidate will be an engaged, enthusiastic, innovative partner to advance Plant A Seed's mission. The candidate will have a passion for youth and Jesus Christ, understanding our purpose is to advance God's kingdom by building, supporting, and helping others. As a result, they are willing to donate their time and financial support toward the mission using their professional expertise. Time requested is flexible and can be determined at the time of interview.

*Ethics:* Candidates must be believers in and committed followers of Jesus Christ, morally sound, and committed to the vision of Plant A Seed. We require that our spiritual beliefs are not only understood and believed, but also lived out in their everyday lives.

*Expertise:* We are most interested in candidates with expertise in the fields listed below, but are open to consider all backgrounds and skill sets:

- Attorney/Legal
- Certified Public Accountant/Finance
- Development/Fundraising
- Event Management
- Marketing/Communications/Social Media
- Strategic Planning
- Education
- Social Work

## Responsibilities

Terms: Board Members hold an office term of two (2) years. Board members serve on a volunteer basis; there is no compensation. Each member must be reelected.

*Attendance and Engagement:* Board members are expected to attend at least 75% of regularly scheduled meetings. Meeting attendance can be in person or virtually via video call. Board members are expected to participate in outreach and fundraising events when possible.

*Conflict of Interest:* Board members must complete an annual Conflict of Interest statement requiring the disclosure of actual and potential conflicts.

*Philanthropy:* Board Members are encouraged to make a commitment to financially support PAS at a level they feel is commensurate with their personal economic status. (There is no minimum.)

*Advocacy:* Board Members will serve as active advocates and ambassadors for the organization and leverage connections, networks, and resources to support the mission.

*Ethics:* Board members are expected to maintain the Christian values and beliefs of Plant A Seed in all endeavors.









