

**ARCS Foundation, Inc.**  
**National Board Meeting – January 22, 2022**  
**Resolutions for Approval**  
**(Draft January 10, 2022)**

**III. Items for Approval, listed by Agenda Item**

**A. Waiver of Requirement of In-person Attendance and Authorization for Attendance by Zoom**

Whereas, in light of the continuing COVID-19 pandemic, the President of ARCS Foundation, Inc. (the “Corporation”) determined on that for the health, safety and well-being of the members of the NB, its regular meeting set for January 22, 2022 would be held through the use of electronic video screen communication.

Whereas, the last sentence of Section 4.8 of the Bylaws of the Corporation regarding regular meetings of the Board of Directors (“National Board” or “NB”) states:

“Directors must be physically present to participate in a regular meeting.”

Whereas, Section 5211(a)(6) of the California Nonprofit Corporation Law permits directors to take action at a meeting held by electronic video screen communication as follows:

“Directors may participate in a meeting through use of conference telephone, electronic video screen communication, or electronic transmission by and to the corporation (Sections 20 and 21). Participation in a meeting through use of conference telephone or electronic video screen communication pursuant to this subdivision constitutes presence in person at that meeting as long as all directors participating in the meeting are able to hear one another.”

Whereas, the National Board now wishes to confirm that all actions to be taken at this meeting and at its regular meeting to be held on June 11, 2022, by electronic video screen communication (“Zoom”), are the legally binding authorizations and approvals of the National Board.

Resolved, that the last sentence of Article IV, Section 4.8 that requires the physical presence of directors at a meeting of the National Board is hereby waived for the meetings of the National Board held on January 22, 2022 and to be held on June 11, 2022.

Resolved further, that attendance by a member of the National Board at meetings held on January 22, 2022 and to be held on June 11, 2022 by Zoom shall qualify as presence in person of such duly-elected and serving member as if she were physically present and voting and that actions duly approved by the National Board at such meetings shall be the legally binding authorizations and approvals of the National Board.

**B. Approval of Minutes from September 11, 2021 National Board Meeting**

Resolved, that the minutes of the meeting of the National Board held by electronic video screen communication on September 11, 2021, in the form previously presented, are hereby approved.

**C. Election of Nancy B. Spetzler as 2021-2022 Director**

Whereas, Nancy B. Spetzler was elected on June 12, 2021 to serve as a member of the Council of Advisors for 2021-2022.

Whereas, Nancy B. Spetzler was elected as an at-large member of the 2021-2022 Nominating Committee on September 11, 2021;

Whereas, effective October 2, 2021, the President has duly appointed Nancy B. Spetzler as the Chair of the 2021-2022 Nominating Committee in accordance with Article VI, Section 6.2.7.4 of the Bylaws, and thus, as the holder of that position, as a director of the National Board and on that date, Nancy B. Spetzler resigned as a member of the Council of Advisors; and

Whereas, the President is now seeking the National Board’s approval of Nancy B. Spetzler’s resignation from the Council of Advisors and as a director of the National Board.

Resolved, that the National Board hereby elects Nancy B. Spetzler as a director, ratifies her appointment as Chair of the 2021-2022 Nominating Committee and confirms her resignation as a member of the Council of Advisors, all with an effective date of October 2, 2021.

**D. Acceptance of 2020-2021 Financial Statements**

Resolved, that the ARCS Foundation, Inc. 2020-2021 Financial Statements dated September 30, 2021, as reviewed by Aprio LLC, approved by the Audit Committee and posted on the National members-only password secured intranet website, are hereby accepted.

**E. Approval of Amended 2021-2022 Operating Budget**

Whereas, the 2021-2022 operating budget was previously approved on June 12, 2021, and since that date of amendment, it is now advisable to further amend and modify that budget.

Resolved, that the amended 2021-2022 budget, as presented to the NB in advance of this meeting at the National Board Forum and in the revised form as posted on the National members-only intranet website, is hereby approved.

**F. Amendment of Standing Rules, Appendices B, D, E-1 and E-2**

Whereas, Article V of the Standing Rules states in part that “All amendments and modifications to the Standing Rules and its Appendices (except for amendments to Appendix C, the National Endowment Fund Policy, which shall be governed by the express terms of paragraph G of the National Endowment Fund Policy) shall be approved by a majority of the NB at a meeting at which quorum is present.”

Whereas, the Governance Committee has recommended amendments to Appendices B, D, E-1 and E-2 to the Standing Rules; and

Whereas, Article V of the Standing Rules also requires that the NB members shall receive notice of any proposed amendments to the Standing Rules at least ten (10) days in advance of the meeting at which approval will be sought, and notice of such amendments was given by email to

the NB on January 12, 2022 and such amendments were posted on the National members-only password secured intranet website on the same date.

Resolved, that following amendments to the Standing Rules, all in the form as previously presented, are hereby approved:

- Appendix B: Charters of the Standing Committees
- Appendix C: Finance Policy
- Appendix E-1: Duties and Responsibilities of Officers
- Appendix E-2: Duties and Responsibilities of Standing Committee Chairs

**G. Approval of Extension of Term of ARCS Foundation Strategic Plan 2017-2022**

Whereas, on June 22, 2019, the National Board approved an amended organization-wide Long Range Strategic Plan 2017-2022 and related amended Implementation Guidelines 2017-2022; and

Whereas, the 2021-2022 Long Range Planning Committee is now recommending and seeking from the NB an extension of the term of the Strategic Plan and its related implementation guidelines.

Resolved, that the extension of the term of the current Long Range Strategic Plan and its related Implementation Guidelines to June 30, 2023 is hereby approved.

**H. Approval of the University of California at Merced as a Recipient Institution and Approval of Three Identified Departments**

Whereas, the Northern California Chapter has completed all requirements for the approval of the University of California at Merced (UC Merced) as a recipient institution, including the approval of its members and its Board of Directors, and UC Merced has agreed with all requirements for ARCS® Foundation recipient institutions as outlined in the University Relations Manual;

Whereas, the University Relations Committee has evaluated the application and supporting materials submitted by the Northern California Chapter in support of the granting of recipient institution status to UC Merced and the approval of three departments: Environmental Systems, Physics, and Cognitive and Information Sciences; and

Whereas, the University Relations Committee has recommended to the National Board the approval of UC Merced as a recipient institution and the approval of its three identified departments.

Resolved, that the University of California at Merced is hereby approved as a recipient institution of Achievement Rewards for College Scientists Foundation, Inc., Northern California Chapter, effective July 1, 2022.

Resolved further, that three departments of the University of California at Merced, Environmental Systems, Physics, and Cognitive and Information Sciences, are hereby approved, effective July 1, 2022.

**I. Approval of Criteria for Submission and Authorization of Executive Committee Approval of Chapter DEI Statements**

Whereas, at its meeting on September 13, 2021, the Executive Committee of the NB (EC) has adopted the following criteria (Chapter DEI Statement Criteria) for Diversity, Equity and Inclusion Statements issued by an ARCS Foundation Chapter:

- Be based on values rather than principles
- Be positive
- Be a-political
- Support ARCS mission
- Support ARCS Scholar selection criteria

Whereas, the EC also approved a Chapter's use of the ARCS Foundation, Inc. mission statement in conjunction with the Chapter DEI Statement in fulfillment of the above-listed requirement of "Support ARCS mission;"

Whereas, the EC also approved the DEI Statement submitted by the Seattle Chapter in conjunction with the use of the ARCS Foundation, Inc. mission statement; and

Whereas, the EC now recommends the approval of the Chapter DEI Statement Criteria and requests authorization to approve Chapter DEI Statements that in accordance with the Chapter DEI Statement Criteria.

Resolved, that the Chapter DEI Statement Criteria is hereby approved and the EC is hereby authorized to approve future Chapter DEI Statements that are in accordance with the Chapter DEI Statement Criteria.

Resolved further, that the EC's approval on September 13, 2021 of the Seattle Chapter's DEI Statement, on the terms described above, is hereby ratified and confirmed.