

**RESOLUTION OF BUILD HOPE, INC. BOARD OF DIRECTORS  
APPOINTING A NEW GOVERNING BOARD MEMBER AND SELECTING A CHAIR AND VICE CHAIR**



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Jenny Scanlin, President

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**Purpose:** In compliance with Articles III and VII of the Fifth Restated and Amended Bylaws for Build Hope, Inc. (“BHI Bylaws”), this report intends for the Board of Directors of Build Hope, Inc. (“Governing Board”) to appoint a Director necessary to constitute a complete Governing Board for Build Hope Inc. and to elect its Officers for two year terms.

**Issues:** As a non-profit affiliate of the Housing Authority of the City of Los Angeles (“HACLA”), Build Hope Inc. (“BHI”) receives grants, donations and other support from external organizations to further the goal of providing services and support to residents, clients and the communities served by HACLA. These administrative actions serve to ensure that BHI can deliver on its stated mission by updating its directors and appointing all officer positions.

Appointment of A New Governing Board Member

Article III of the BHI Bylaws provides for the appointment of the members of the Governing Board of BHI, which must include not less than five (5) Directors comprised of the following: three (3) Designated Directors (consisting of the Chairperson of HACLA’s Board of Commissioners (“BOC”), the President and CEO of HACLA, and the Chief Programs Officer of HACLA); and two (2) Appointed Directors, who are appointed by Governing Board resolution.

In June 2021, the Governing Board seated two (2) Appointed Directors to constitute a complete Governing Board. Pursuant to section 3.5.2, Mr. Daniel Tenenbaum was appointed for a one (1) year term, commencing on June 24, 2021 and ending on December 31, 2022. Additionally, Mr. Steve Zimmer was appointed at the same meeting for a two-year term, commencing on June 24, 2021 and ending on December 31, 2023.

On December 31, 2022, Mr. Tenenbaum’s term will end and staff would like to recommend appointing Marisa Hall as a replacement Appointed Director for Mr. Tenenbaum’s seat. Ms. Hall is an active member of HACLA’s Board of Commissioners and a Los Angeles native with over 20 years of leadership experience working for Fortune 500 biological/pharmaceutical companies. (GlaxoSmithKline, AbbVie, Abbott, GEHealthcare etc.) She currently works at Eisai, Inc as a Healthcare Account Executive. During her tenure, she has developed and executed successful marketing campaign strategies to support

biological, pharmaceutical, and medical device product launches. Her work has been formally recognized for its impact and contribution to the industry earning her several awards. She is also an advocate for diversity, inclusion, and women's rights. Ms. Hall has dedicated herself to ensuring that the voices of the underrepresented are heard, not only in healthcare but throughout the community. Her experience will provide strategic insight on some of BHI's most prominent health service goals, partnership development and organizational growth. Ms. Hall would begin her appointment on January 1, 2023 for a term of one (1) year ending on December 31, 2023.

Staff hopes to continue to employ the voluntary services and expertise of Director Tenenbaum as we establish a separate Board of Trustees pursuant to Article V of the BHI Bylaws to help grow the Scholarship Fund and work strategically with staff to develop a fundraising plan.

#### Selection of Officers of the Governing Board

In accordance with Sections 7.1 and 7.2.1 and 7.2.2 of the BHI Bylaws the BHI Governing Board is required to elect its Officers at its Annual Meeting. The four Officer positions include: Chair, Vice Chair, Secretary and Treasurer. According to the BHI Bylaws the Chair and Vice Chair must be Governing Board members while the Secretary and Treasurer do not need to be members.

In June 2021, The Governing Board elected Cielo Castro as its Chair and Douglas Guthrie as its Vice Chair. Marlene Garza, The Chief Operating Officer for HACLA currently acts as the Treasurer and Tiffany Prescott, an Executive Assistant of HACLA acts as the Secretary. Each Officer holds a term of two (2) years at the pleasure of the Governing Board. Although the current terms are through June 2023, the election of Officers is required to take place at the Governing Board's Annual Meeting. Therefore, staff is recommending the Governing Board take up the election of all four Officer positions at this Annual meeting of December 15, 2022.

Staff is recommending the reappointment of Cielo Castro as Chair, Douglas Guthrie as Vice Chair, Marlene Garza as Treasurer, and Tiffany Prescott as Secretary for two (2) year terms commencing on January 1, 2023 and ending on December 31, 2024.

The appointment of a new Director to its Governing Board and seating of officers will positively impact the ability of BHI to strategically serve residents, increase donations and remain competitive for grant funding.

**Funding:** No funding is necessary for this Governing Board action.

**Attachment:**

1. Resolution re appointment of a Governing Board Member and selection of Governing Board Officers

RESOLUTION NO. \_\_\_\_\_

**RESOLUTION OF BUILD HOPE, INC. BOARD OF DIRECTORS  
APPOINTING A NEW GOVERNING BOARD MEMBER AND SELECTING A CHAIR AND VICE CHAIR**

**WHEREAS**, the Housing Authority of the City of Los Angeles (“HACLA”) established Build Hope, Inc. (“BHI”) as a nonprofit affiliate to support programs and provide opportunities that improve the quality of life for households associated with HACLA’s housing and programs;

**WHEREAS**, BHI was formed for public and charitable purposes and its specific purposes and goals are set forth in Article I, Section 1.2 of the Fifth Restated and Amended Bylaws (“BHI Bylaws”);

**WHEREAS**, Sections 3.2.1 and 3.2.2 of the BHI Bylaws provide for the appointment of members of the Board of Directors of BHI (“Governing Board”), which must be comprised of not less than five (5) directors: three (3) Designed Directors (consisting of the Chairperson of HACLA’s Board of Commissioners (“BOC”), the President and CEO of HACLA, and the Chief Programs Officer of HACLA); and two (2) Appointed Directors, appointed by Governing Board Resolution;

**WHEREAS**, the term of Appointed Director, Daniel Tenenbaum will terminate on December 31, 2022 and a new Appointed Director is required to address this vacancy in an Appointed Director position;

**WHEREAS**, the Governing Board desires to appoint Marisa Hall for a term of one (1) year, beginning as of the January 1, 2023 and ending on December 31, 2023, in accordance with the terms set forth in Section 3.5.2 of the BHI Bylaws;

**WHEREAS**, in accordance with Sections 7.1, 7.2.1 and 7.2.2 of the BHI Bylaws, the Governing Board wishes to select Cielo Castro from among the members of the Governing Board to continue to serve as Chair of the Governing Board for a two (2) year term commencing January 1, 2023;

**WHEREAS**, in accordance with Sections 7.1, 7.2.1 and 7.2.2 of the BHI Bylaws, the Governing Board wishes to select Douglas Guthrie to continue to serve as Vice Chair of the Governing Board for a two (2) year term commencing January 1, 2023;

**WHEREAS**, in accordance with Sections 7.1, 7.2.1 and 7.2.2 of the BHI Bylaws, the Governing Board wishes to select Marlene Garza to continue to serve as Treasurer of the Governing Board for a two (2) year term commencing January 1, 2023;

**WHEREAS**, in accordance with Sections 7.1, 7.2.1 and 7.2.2 of the BHI Bylaws, the Governing Board wishes to select Tiffany Prescott to continue to serve as Secretary of the Governing Board for a two (2) year term commencing January 1, 2023;

**WHEREAS**, BHI requires the continued commitment and oversight of the Governing Board to ensure the delivery of programs and services; and

**WHEREAS**, the Governing Board desires to update its composition and Officers accordingly.

**NOW, THEREFORE, BE IT RESOLVED** that the Board of Directors of Build Hope, Inc. hereby appoints Marisa Hall as an Appointed Director of the Governing Board for a term of one (1) year commencing on January 1, 2023 and ending on December 31, 2023.

**BE IT FURTHER RESOLVED** that Cielo Castro is hereby appointed as Chair of the Governing Board of Build Hope Inc., Douglas Guthrie is hereby appointed as Vice-Chair of Build Hope, Inc., Marlene Garza is hereby appointed as Treasurer of Build Hope, Inc, and Tiffany Prescott is hereby appointed as Secretary of Build Hope, Inc.

**BE IT FURTHER RESOLVED** that this Resolution shall take effect immediately.

APPROVED AS TO FORM:

BUILD HOPE, INC.

By: \_\_\_\_\_  
General Counsel

\_\_\_\_\_  
Cielo Castro, Chair

Date: \_\_\_\_\_

**I HEREBY CERTIFY** that the foregoing resolution is a full, true and correct copy of a resolution adopted by the Governing Board of Build Hope, Inc. at its meeting held on December 15, 2022.

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SECRETARY