



Minutes of the Board of Directors of the San Francisco Ladies' Protection and Relief Society  
Action Without Meeting

In order to comply with the order from the San Francisco Department of Public Health concerning the Covid-19 pandemic and, among other things, gatherings, on March 12, 2020, Chair David Hines cancelled the March 25, 2020 scheduled meeting of the Board of Directors (the Board). However, because of the need to conduct important Board business, Chair Hines invoked Section 6.16 of the Bylaws, Action Without Meeting, in order for the Board to hire Melvin Matsumoto as interim CEO of Heritage on the Marina (The Heritage). According to this section, all members of the Board must consent to the action and the written consents must be filed with the minutes reflecting this action.

All directors voted in favor of the action set forth below and their written consents are attached.

Action: The Chair Hines emailed all Directors that the Executive Compensation Committee had determined that Mr. Matsumoto was the best qualified candidate to fill the position of Interim CEO of Heritage on the Marina. Included in the email were a job description, resume and a motion that set forth the terms of Mr. Matsumoto's employment. The Chair attached a consent to hire Mr. Matsumoto pursuant to the terms listed in the Committee's motion.

Action: The Executive Compensation Committee respectfully makes the following motion: that Melvin Matsumoto be employed as interim CEO of Heritage on the Marina on terms specified below:

I. Salary

Mr. Matsumoto's base salary for full-time work will be \$25,000 a month. As set forth more fully below, he will begin working part-time on July 1, 2020. Effective July 1, 2020 his salary will be prorated to reflect his part-time schedule; his salary then will be \$16,700 a month. Mr. Matsumoto's salary can be changed only by approval of the Board.

II. Benefits

In accordance with the terms of each plan and/or policy, Heritage employees are eligible for a standard benefit package. The standard benefit package includes health insurance (95% paid by Heritage), dental insurance (100% paid by Heritage), 401(k) employer contribution, life insurance, long-term disability insurance, eight paid holidays and accrued vacation. Mr. Matsumoto's eligibility will be in compliance with the terms of each plan, with the exception that, when his time drops below 75% of full-time as of July 1, 2020, he will continue to be eligible for health and welfare benefits (medical, dental, life insurance and long-term disability insurance).

III. Schedule and Time Off

Prior to July 1, 2020 Mr. Matsumoto will be working full-time. He has requested June 30, 2020 as a day off. This will be treated as a vacation day for which he may use accrued, unused vacation.

After July 1, 2020 Mr. Matsumoto will be working 3 days a week. He will take every Tuesday as one of his days off and he will select one other day off each work. He will keep the Executive Leadership Team apprised of his days off.

IV. Duration

Mr. Matsumoto's start date will be as soon as possible after approval of his employment by the Board and upon completion of the pre-employment requirements for this position. His preferred end date is December 31, 2020. This will be a discussion topic between Mr. Matsumoto and the Board's Chair as that date approaches.

V. Miscellaneous

- Mr. Matsumoto will have a fully equipped office on-site at the Heritage.
- The Heritage will pay for appropriate and reasonable continuing education expenses as required for Mr. Matsumoto to maintain his licenses and certification.
- Mr. Matsumoto will be provided a company credit card as soon as possible following his start date.
- Because of the on-call nature of Mr. Matsumoto's position, he will be required to have a cell phone. Because of this requirement, the Heritage will reimburse his cell phone expenses up to \$110 a month.

In addition to the terms and conditions of employment described above, Mr. Matsumoto will be subject to the other terms and conditions of employment as are generally applicable to other Heritage employees, including at-will employment.

The Directors unanimously approved the motion, and, on March 29, 2020, the Board was notified by the Chair of the unanimous approval of the motion.

Respectfully Submitted,

Tony Hanley, Secretary