

PARTNERSF

Organizational Governance & Operating Structure

A Networked Impact Organization for San Francisco Neighborhood Economies

DRAFT — PENDING BOARD ADOPTION

This Governance Framework has not yet been adopted. It describes how PartnerSF intends to operate once its founding Board of Directors is seated, and takes effect only when adopted by the Board. Where it differs from PartnerSF's Articles of Incorporation or Bylaws, those documents control.

Revised draft · October 2026 · San Francisco, California

I. Preamble & Purpose

This Organizational Governance & Operating Structure (the "Governance Framework") sets out the strategic and operational architecture through which PartnerSF (the "Corporation") intends to carry out its mission. Once adopted, it will govern the conduct of the directors, officers, employees, volunteers, and affiliated partners of the Corporation.

The Corporation is a California nonprofit public benefit corporation organized for charitable purposes described in Section 501(c)(3) of the Internal Revenue Code. Its mission is:

"To build private-civic partnerships that strengthen San Francisco neighborhood economies and community wellbeing through neighborhood-level research and public programming."

This Governance Framework reflects contemporary practice in organizational design, informed by research in strategic management, collective action, and network governance. The structure is meant to balance operational agility with neighborhood accountability, using technology to extend the reach of a lean team. All provisions shall be interpreted in furtherance of the Corporation's charitable mission.

Relationship to the Bylaws. All corporate powers are exercised by or under the direction of the Board of Directors, as provided in the Bylaws. The bodies and policies described here — including the Coalition Council and the Neighborhood Sovereignty policy — operate under the Board's authority and do not limit it.

II. Definitions

Term	Meaning
"Board"	The Board of Directors of the Corporation, constituted pursuant to the Bylaws and Section IV.
"Coalition"	A Neighborhood Coalition, as defined in Section V.
"Coalition Council"	The advisory body comprised of all active Coalition Captains, as described in Section 4.3.
"Corporation"	PartnerSF, a California nonprofit public benefit corporation.
"Executive Core"	The planned staff leadership team of up to three full-time positions — Executive Director, Director of Partnerships & Programs, and Director of Research & Insights — to be filled as funding allows. Until these positions are filled, the Corporation's founder leads its operations.
"AI Operating Layer"	The suite of artificial intelligence tools and systems used to augment staff and volunteer capacity in research, content, grant writing, operations, and impact reporting.
"Neighborhood Sovereignty"	The Board policy, described in Sections 3.3 and 4.3, that no activation proceeds in a neighborhood without the affirmative consent of that neighborhood's Coalition.

"Partner"	Any external entity in a formal relationship with the Corporation, including corporate sponsors, civic institutions, community organizations, or other coalitions.
"Sprint Cycle"	The Corporation's quarterly operating period, organized pursuant to Section X.

III. Organizational Philosophy & Theoretical Foundations

3.1 The Networked Impact Organization Model

The Corporation is designed as a Networked Impact Organization — a structure that scales its mission through distributed accountability rather than vertical hierarchy. The model rests on three properties:

- **Thin Executive Core:** Planned staffing is capped at three full-time positions, with administrative, analytical, and operational scaling accomplished through AI augmentation and distributed volunteer action.
- **Distributed Neighborhood Intelligence:** Research, local knowledge, and community insight reside at the neighborhood level, with Coalition Captains and their networks, rather than being concentrated centrally.
- **Platform Enablement:** The Corporation functions as a platform that coordinates, resources, and amplifies neighborhood-led work rather than as a direct service provider.

3.2 Theoretical Foundations

The structure is informed by the following frameworks in organizational science, management, and governance:

Framework	Source	Application to PartnerSF
Strategic Triangle	Mark Moore, Harvard Kennedy School	Aligns public value creation with the authorizing environment and operational capacity
Collective Impact	Kania & Kramer, Stanford Social Innovation Review	Coordinates multiple independent actors around shared neighborhood-level outcomes
Lean Operating Model	Eric Ries, <i>The Lean Startup</i> (2011)	Enables rapid iteration of programs through quarterly sprint cycles with structured reflection
Network Governance Theory	Provan & Kenis, Journal of Public Administration Research and Theory	Informs coordination of a multi-organization network through shared governance and participatory decision-making

3.3 Design Principles

Operational decisions, partnership agreements, and governance procedures shall be guided by the following design principles:

1. **Mission Density.** Every operational expense and staffing decision must demonstrably strengthen the Corporation's ability to achieve its neighborhood economy mission.

2. **AI-First Operations.** Processes and workflows are designed to maximize AI augmentation of human judgment, freeing staff and volunteers to focus on relationship-intensive and high-judgment work.
3. **Neighborhood Sovereignty.** As a matter of Board policy, no activation proceeds in a neighborhood without the affirmative consent of that neighborhood's Coalition. The Board retains final authority, as required by the Bylaws.
4. **Radical Transparency.** Governing documents, IRS filings, and financial statements will be published on the Corporation's website as they are adopted or filed. Partnership terms are disclosed to the Board and to the Coalitions concerned.
5. **Structural Lightness.** Administrative burden is minimized through streamlined procedures, distributed responsibility, and technology-enabled automation.

IV. Governance Architecture

The governance structure is organized across three layers: the Board of Directors, the Executive Core, and the Coalition Council. The Board holds all corporate authority; the Executive Core manages operations under the Board's direction; and the Coalition Council brings neighborhood perspective to the Board in an advisory role.

4.1 Board of Directors

The Board of Directors is the fiduciary governing body of the Corporation, with authority over mission, strategy, financial oversight, and executive evaluation.

Board Composition. Within the range permitted by the Bylaws (three to fifteen directors), the Board intends to consist of five (5) to eleven (11) directors. Directors are elected by the Board, as provided in the Bylaws. In nominating and electing directors, the Board shall seek the following composition. These are targets for a balanced board, not reserved seats:

Category	Target	Definition
Civic Sector	Up to 2	Current or former representatives of city government, public agencies, or civic institutions (e.g., SFMTA, Planning Department, Mayor's Office)
Private Sector	Up to 2	Representatives of for-profit businesses, investors, or business improvement districts
Community / Neighborhood	Up to 2	Residents active in San Francisco neighborhoods, nominated by the Coalition Council once it is constituted
Technical / AI Expertise	1	A member with expertise in artificial intelligence, data science, or algorithmic governance
At-Large	Remaining seats	Members selected for domain expertise (for example nonprofit law, finance, or urban planning), subject-matter authority, or diversity of perspective

Board Member Standards. All Board members shall:

- Serve three-year staggered terms, with a maximum of two consecutive terms (six years), followed by a one-year break before re-election, as provided in the Bylaws.
- Attend a minimum of four quarterly Board meetings and one annual Board retreat.
- Participate in a "give-or-get" model of \$2,500 in annual philanthropic support (a direct gift or a secured commitment).
- Complete a conflict of interest disclosure annually and abstain from votes in which they have a material financial interest, under the Conflict of Interest Policy.

Board Committees. The Bylaws establish three standing committees. The Board intends to add an advisory AI Ethics & Data Committee by resolution.

Committee	Purpose
Executive Committee	Composed of the officers under the Bylaws; acts for the Board between meetings; oversees executive evaluation, compensation, and succession planning
Finance Committee	Oversees financial stewardship; recommends the annual budget to the Board; oversees the annual financial review or audit the Board determines appropriate (an independent audit is required under California law once gross revenue reaches \$2 million); oversees Form 990 filing
Governance & Nominating Committee	Recruits and recommends Board candidates, oversees governance practices, and manages Board term schedules
AI Ethics & Data Committee (advisory; to be established)	Reviews AI deployments for bias, fairness, transparency, data privacy, and alignment with organizational values

Board Decision-Making. Board decisions are made as provided in the Bylaws: by a majority of the directors present at a duly held meeting at which a quorum is present, unless a greater number is required. Amendments to this Governance Framework require the vote of two-thirds of the directors then in office, with fourteen (14) days' prior notice to all directors.

4.2 Executive Core (planned)

Under the AI-First Staffing Rule in Section 6.1, the Corporation plans to employ no more than three full-time salaried staff, collectively the Executive Core, as funding allows. The Executive Core will serve as the operational leadership of the Corporation and report to the Board through the Executive Committee and Board Chair. Until these positions are funded and filled, the Corporation's founder leads its operations and will report to the Board once it is seated.

Role	Primary Human Responsibilities	AI-Augmented Functions
Executive Director	Board management; strategic partnership development with civic and private-sector stakeholders; external representation; organizational culture and mission alignment	Grant research and application support; board communications; strategic scenario planning; organizational analytics

Director of Partnerships & Programs	Coalition relationship management; program design and activation standards; partner vetting and accountability; community benefit monitoring	Program documentation; activation tracking; impact measurement; partner communication templates
Director of Research & Insights	Research agenda setting; neighborhood data governance; high-judgment research interpretation; external knowledge partnerships	Quantitative analysis; literature review; data visualization; research report drafting

Executive Authority. Once appointed by the Board under Section 6.7 of the Bylaws, the Executive Director will hold delegated authority to make operational decisions within the approved annual budget, subject to this Governance Framework, and may sub-delegate authority to the other Executive Core directors as appropriate. The Executive Committee shall review executive compensation and performance annually.

4.3 Coalition Council

The Coalition Council will be the advisory body representing the neighborhood constituencies served by the Corporation. It will be constituted once Neighborhood Coalitions are active.

- **Composition:** All active Coalition Captains (defined in Section V) from Tier 1 (Active) and Tier 2 (Emerging) Coalitions.
- **Advisory role:** The Council advises the Board on any activation, initiative, or policy that directly affects a Coalition's neighborhood. Under the Neighborhood Sovereignty policy, the Corporation will not launch an activation in a neighborhood without the affirmative consent of that neighborhood's Coalition; the Board retains final authority and may change this policy only by amending this Governance Framework.
- **Board nominations:** The Council nominates candidates for the two Community / Neighborhood director positions. Directors are elected by the Board under the Bylaws.
- **Procedures:** Council recommendations require consensus or a two-thirds vote, under Coalition Council procedures (to be adopted).
- **Meeting cadence:** The Council convenes monthly, virtually or in person. Special sessions may be called by the Executive Director (or, until one is appointed, the founder) or by petition of three Coalition Captains.

V. Neighborhood Coalition Framework

The Corporation's distributed intelligence operates through Neighborhood Coalitions — volunteer-led working groups organized geographically and accountable to the neighborhoods they serve. Coalitions are the primary mechanism through which the Corporation pursues its mission.

5.1 Coalition Structure

Each active Coalition is made up of the following volunteer roles:

Role	Responsibilities	Qualifications
Captain	Convenes the Coalition; sets meeting agendas; represents the Coalition on the Coalition Council; serves as primary liaison to the Corporation; ensures activation of programs	2+ years of neighborhood involvement; demonstrated leadership; commitment to monthly meetings
Community Liaison	Coordinates local partnerships; facilitates resident outreach; manages Coalition communications; identifies community-driven initiatives	2+ years of community engagement; strong local network; communications skills
Insights Correspondent	Collects and synthesizes neighborhood-level data; supports research; identifies emerging local issues; documents program impact	Research or data literacy preferred; local knowledge; availability for quarterly research sprints

5.2 Activation Tiers

Coalitions are classified into three operational tiers based on capacity, meeting frequency, and engagement:

Tier	Meeting Frequency	Corporation Support	Progression Criteria
Tier 1 — Active	Bi-weekly minimum	Full activation; program support; \$1,000 annual stipend for the Captain; research partnership	Established structure; regular meetings; demonstrated impact
Tier 2 — Emerging	Monthly minimum	Technical assistance; program access; research collaboration; capacity building	Foundational structure; initial programming; demonstrated commitment
Tier 3 — Observing	As needed	Informational access; invitations to events; light technical support	Early-stage organizing; exploration phase; capacity building

5.3 Coalition Lifecycle

Coalitions may advance from Tier 3 to Tier 2 to Tier 1 upon demonstrating organizational capacity, sustained meeting frequency, and engagement with Corporation programming. Tiers are reviewed annually by the Director of Partnerships & Programs (or, until that position is filled, the founder) in consultation with the Coalition.

If a Coalition Captain position becomes vacant, the Coalition has 90 days to identify and onboard a new Captain. If no Captain is identified within 90 days, a Tier 1 Coalition moves to Tier 2, with the opportunity to return to Tier 1 once a new Captain is appointed and operating capacity is restored.

VI. AI-First Operating Model

The Corporation's operating model is shaped by the AI-First Staffing Rule. Rather than scaling through traditional hiring, the Corporation aims to scale its mission through careful use of artificial intelligence, so that a small staff can support a distributed network of neighborhood organizations. This section sets out the criteria, operating layer, and safeguards for AI use.

6.1 AI-First Staffing Rule

The Corporation shall employ no more than three full-time salaried staff positions. Any new operational need shall be evaluated against the following criteria, in order of precedence:

Criterion	Definition	Examples
Judgment Intensity	Whether the task requires complex human discretion, relationship stewardship, or moral reasoning that AI cannot adequately perform	Partnership relationship management; research interpretation; coalition leadership; strategic negotiation
Relational Necessity	Whether the task requires face-to-face presence, trust-building, or embodied community engagement	In-person coalition meetings; community events; stakeholder convenings; accountability conversations
Physical Presence	Whether the task requires on-site presence in San Francisco neighborhoods	Direct program delivery; local partnership coordination; in-person events

Tasks that meet none of these criteria should be handled by the AI Operating Layer or distributed to volunteer leadership. New staffing requests must be justified against these criteria and approved by the Board.

6.2 AI Operating Layer Functions

The Corporation uses artificial intelligence in the following areas:

Function	AI Tools & Capabilities	Human Oversight
Research & Analysis	Quantitative analysis; literature review; data visualization; qualitative coding; statistical modeling	Director of Research & Insights reviews methodology, interpretation, and quality
Content & Communications	Research report drafting; program documentation; newsletter generation; social media assets; template design	Executive Director and program leads review and approve all external communications
Grant Writing & Fundraising	Grant opportunity research; proposal drafting; budget modeling; funder landscape analysis; compliance checking	Executive Director reviews and signs all grant submissions
Operations & Administration	Scheduling; document management; financial tracking; workflow automation; data entry	Executive Director and Finance Committee oversee financial controls
Impact Reporting & Evaluation	Outcome data aggregation; impact calculation; annual report drafting; dashboard generation	Director of Research & Insights and the Finance Committee verify impact metrics

Until the Executive Core positions are filled, the founder carries out the oversight assigned to them in this table.

6.3 AI Ethics & Governance

AI use carries risks of bias, opacity, and unintended consequences. All AI use is governed by the following principles:

- **Bias & Fairness:** AI tools used in decision-making (e.g., research analysis, program evaluation, partnership selection) shall be audited annually for demographic bias and fairness across racial, socioeconomic, and other protected categories.
- **Transparency:** The Corporation shall maintain a public AI Inventory (to be established) documenting the AI tools in use, their functions, data inputs, and known limitations or risks.
- **Data Privacy:** AI systems shall comply with the California Consumer Privacy Act (CCPA) where applicable and with nonprofit data stewardship practices. No personal data of community members shall be used to train or optimize AI models without explicit consent.
- **Human Authority:** AI provides recommendations only. Final authority over material decisions — partnerships, program approvals, impact assessment — rests with the Board and the staff it oversees.

AI Ethics & Data Committee. Once established (Section 4.1), the committee will be responsible for: (1) reviewing new AI deployments before launch; (2) conducting annual AI bias audits; (3) maintaining the public AI Inventory; (4) receiving and investigating complaints about AI misuse or bias; and (5) issuing an annual AI Transparency Report to the Board and the public.

VII. Compensation Transparency Framework

The Corporation is committed to pay equity, transparency in compensation, and alignment between organizational resources and mission impact. This section sets out compensation principles and schedules, which apply as positions are funded and filled.

7.1 Compensation Schedule

Role Category	Specific Role	Compensation Band	AMI Multiple
Executive Core	Executive Director	\$90,000 – \$110,000	0.75x – 0.92x
Executive Core	Director of Partnerships & Programs	\$90,000 – \$110,000	0.75x – 0.92x
Executive Core	Director of Research & Insights	\$90,000 – \$110,000	0.75x – 0.92x
Board	All Board members	\$0 (unpaid)	N/A
Coalitions	Coalition Captains (Tier 1 only)	\$1,000 annual stipend	See Section 7.3
All other	Volunteers, interns	\$0	N/A

Compensation Band Rationale. The Corporation benchmarks compensation to the Area Median Income (AMI) for the San Francisco region, taken as approximately \$120,200 for a single person when this draft was prepared and to be updated annually from HUD's published figures. All three salaried

positions share the \$90,000–\$110,000 band (0.75x–0.92x AMI) to reflect equal value for distinct expertise. The single band reflects a lean, interdependent team in which all three roles are mission-critical and equally valued, despite differing skill sets.

7.2 Compensation Principles

- **Pay Equity:** Compensation within the band is determined by role, responsibility, and experience, not individual bargaining power. The Corporation will conduct annual pay equity reviews stratified by gender, race, and other protected characteristics.
- **Market Benchmarking:** Compensation bands are benchmarked to peer nonprofit organizations in the San Francisco Bay Area with comparable mission and scale, using annual salary surveys.
- **Ratio Ceiling:** The ratio between the highest-paid role and the lowest-paid filled position shall not exceed 1.2:1. Because the band itself spans about 1.22:1, the Board shall set salaries within the band so that this ceiling is met (for example, if the lowest-paid filled position is at \$90,000, no position may exceed \$108,000).
- **Program Expense Ratio:** A minimum of 75% of operating revenue shall go to program and mission activities. Compensation for the Executive Core shall not exceed 25% of operating revenue; administrative overhead shall not exceed 15%.
- **Transparency:** Compensation bands and principles are published in this Governance Framework. The Corporation's Form 990 filings will include executive compensation disclosures as required by law.

7.3 Volunteer Stipend Program

Tier 1 Coalition Captains shall receive an annual stipend of \$1,000, paid quarterly in \$250 installments. The stipend offsets direct costs of Coalition leadership (meeting space, communications, childcare for meetings) and reflects the Corporation's commitment to valuing neighborhood leadership equitably. The stipend does not establish employment status; counsel should confirm its tax treatment before payments begin.

7.4 Equity and Non-Discrimination

All compensation and volunteer opportunities are provided without regard to race, color, religion, sex, national origin, age, disability, veteran status, sexual orientation, or gender identity. The Corporation is an equal opportunity employer and believes that compensation transparency advances racial and gender equity by reducing the wage gaps that emerge from information asymmetry and individual negotiation.

VIII. Volunteer Architecture

Beyond the Coalition framework, the Corporation engages volunteers in event coordination, research assistance, fundraising, program delivery, and governance. Volunteers are essential to the mission and are held to the same ethical standards as paid staff.

8.1 Volunteer Tiers

Tier	Commitment Level	Example Roles	Time Expectation
Leadership	High structural responsibility	Coalition Captains; board committee members; program advisors	6–10 hours/week
Core	Regular substantive contribution	Research assistants; event coordinators; content reviewers	3–6 hours/week
Events	Event-specific participation	Event planning committee; day-of event staff; setup and breakdown	As needed per event
Specialist	Domain expertise	Pro bono legal review; pro bono accounting; subject-matter expertise	As needed, episodic

8.2 Volunteer Standards & Agreements

All volunteers, regardless of tier, shall:

- Sign the Volunteer Code of Conduct (to be adopted), affirming commitment to the mission, confidentiality obligations, anti-harassment and anti-discrimination provisions, and respectful engagement.
- Disclose material conflicts of interest annually, including financial relationships, employment, or other ties that could create perceived or actual conflicts.
- Sign the Data Ethics Agreement (to be adopted), confirming understanding of data confidentiality, CCPA compliance, and restrictions on personal data use.

IX. Terms of Service & Partnership Standards

The Corporation engages Partners — external organizations and entities — in furtherance of its mission. All partnerships are governed by the following principles and accountability mechanisms.

9.1 Universal Partnership Principles

- **Community Benefit Primacy:** Partnership activities must demonstrably benefit San Francisco residents or neighborhood economies. Commercial advantage to the partner alone does not justify a partnership.
- **Transparency:** Partnership terms, funding, scope, and expected outcomes are disclosed to the Board and to the Coalitions concerned.
- **Non-Displacement:** No partnership shall advance initiatives that displace residents, increase displacement risk, or contribute to neighborhood gentrification without explicit community consent.
- **Inclusive Access:** Programs and services resulting from partnerships are accessible to residents across income levels, immigration status, language, and ability.
- **Data Ethics:** Data collected through partnerships is handled in accordance with the CCPA where applicable, nonprofit data stewardship practices, and the AI principles in Section 6.3.

9.2 Partnership Categories & Terms

Category	Definition	Typical Duration	Governance
Corporate Partnerships	Sponsorships, grants, pro bono services, or program collaborations with for-profit businesses	1–3 years	Executed by the Executive Director; reviewed by the Finance Committee; disclosed to the Coalition Council
Civic / Institutional	Partnerships with government agencies, educational institutions, or public benefit corporations	2–5 years	Executed by the Executive Director; may include formal memoranda of understanding
Community Organization	Collaborations with nonprofit, grassroots, or community-based organizations	1–3 years	Executed by the Director of Partnerships & Programs; vetted for mission alignment by the Executive Director
Neighborhood Coalition	Formal relationships between the Corporation and Neighborhood Coalitions	Ongoing (annual review)	Managed by the Director of Partnerships & Programs; advisory review by the Coalition Council

Until the Executive Core positions are filled, partnerships are executed by the founder and reported to the Board once it is seated.

9.3 Partner Accountability & Termination

The Corporation may terminate or suspend partnerships that violate the Universal Partnership Principles or repeatedly fail to achieve stated outcomes:

- **Notice & Cure Period:** The Corporation shall give the partner 30 days' written notice of performance deficiencies or principle violations and an opportunity to cure.
- **Immediate Suspension:** In cases of safety risk, illegal activity, or material harm to community members, the Corporation may suspend partnership activities immediately, without a notice or cure period.
- **Appeal:** Partners may appeal termination decisions to the Board within 14 days, for Board review and reconsideration.

9.4 Annual Partnership Review

All partnerships are reviewed annually by the Director of Partnerships & Programs in consultation with the relevant Coalitions and Board committees. The review assesses: (1) achievement of stated outcomes; (2) alignment with the Universal Partnership Principles; (3) community satisfaction and perception; (4) financial performance; and (5) renewal or modification recommendations.

X. Operational Cadence & Sprint Cycles

The Corporation operates on quarterly Sprint Cycles, a lean operating model drawn from agile methodologies. This structure supports rapid iteration, structured learning, and responsiveness while maintaining accountability to the Board and neighborhoods.

10.1 Quarterly Sprint Structure

Each 13-week quarter follows a consistent four-phase rhythm:

Phase	Duration	Key Activities
Plan	Weeks 1–2	Staff align on quarterly objectives; the Coalition Council reviews planned activations; the Board receives a quarterly update; resources are allocated
Execute	Weeks 3–10	Programs and activations launch; Coalitions implement initiatives; data collection begins; weekly syncs; real-time problem-solving
Measure	Weeks 11–12	Outcome data analyzed; impact metrics calculated; impact reports produced; qualitative feedback collected from Coalitions and partners
Reflect	Week 13	Retrospective and lessons documented; the Finance Committee reviews financial performance; the Coalition Council convenes for feedback

10.2 Annual Calendar

Quarter	Thematic Focus	Key Board / Coalition Activities
Q1 (Jan–Mar)	Strategic Planning & Annual Governance	Annual Board retreat; Board elections; fiscal year planning; Coalition Council strategic alignment
Q2 (Apr–Jun)	Community Engagement & Program Launch	Spring neighborhood activations; Coalition capacity building; quarterly Board meeting
Q3 (Jul–Sep)	Research & Insights	Neighborhood research reports released; data partnerships; Coalition data workshops; quarterly Board meeting
Q4 (Oct–Dec)	Sustainability & Annual Review	Annual Impact Report; year-end fundraising; Board annual evaluation; Coalition Council annual review

XI. Records Retention & Document Governance

The Corporation shall maintain records to ensure institutional continuity, fiduciary accountability, and legal compliance. The following retention schedule applies:

Record Type	Retention Period	Rationale
Financial records (statements, receipts, ledgers, audits)	7 years	IRS and California law requirements
Board minutes and resolutions	Permanent	Governance accountability and historical record
Tax filings (Form 990)	Permanent	Public record and organizational history
Partnership agreements	7 years after termination	Legal protection and institutional knowledge
Employee and volunteer records	7 years after separation	Legal compliance and payroll verification

AI audit logs and algorithm documentation	5 years	Bias audit trail and algorithm accountability
Communications (email, meeting notes)	As set by the Executive Director	Balance of operational efficiency and transparency

Records shall be stored securely, with backup copies kept in a geographically separate location. Destruction of records shall be authorized by the Executive Director and the Finance Committee.

XII. Whistleblower Protection

The Corporation is committed to operating with integrity and complying with all applicable laws and ethical standards. It welcomes reports of suspected violations and protects reporters against retaliation.

12.1 Protected Disclosures

Any director, officer, employee, volunteer, or partner may report suspected violations of:

- This Governance Framework or Board-adopted policies;
- State or federal law;
- The Corporation's tax-exempt status or charitable mission; or
- Ethical standards, including misuse of organizational resources.

12.2 Reporting Procedures

Reports may be made to: (1) the Executive Director (or, until one is appointed, the founder); (2) the Board Chair; (3) the Governance & Nominating Committee; or (4) a confidential hotline, once established by the Board. Reporters may remain anonymous.

12.3 Anti-Retaliation

The Corporation prohibits retaliation against any person making a good-faith report. Retaliation includes termination, demotion, harassment, or adverse treatment in any form. Any person experiencing retaliation should notify the Board Chair immediately.

12.4 Investigation & Resolution

The Governance & Nominating Committee shall investigate reported violations within 30 days and provide a findings report to the full Board. Corrective action, if warranted, shall be determined by the Board and implemented within 14 days of final findings.

XIII. Indemnification & Liability

The Corporation shall indemnify and defend its directors, officers, employees, and volunteers against claims arising from their service, to the extent permitted by California law, consistent with the Bylaws and the Corporation's charitable status.

13.1 Scope of Indemnification

The Corporation shall indemnify any director, officer, or employee named as a defendant in a civil, criminal, administrative, or investigative proceeding arising from actions taken in the good-faith exercise of their duties to the Corporation, except in cases of willful misconduct, gross negligence, or violation of law.

13.2 Directors & Officers Insurance

The Corporation shall obtain and maintain Directors & Officers (D&O) liability insurance with coverage limits of not less than \$1,000,000 per occurrence once the Board is seated. The Finance Committee shall review D&O coverage annually.

13.3 Volunteer Liability Protection

Volunteers may be protected in certain circumstances by the federal Volunteer Protection Act of 1997 (42 U.S.C. § 14501 et seq.), and volunteer directors and officers by California Corporations Code § 5239, which limit liability for good-faith acts within the scope of their responsibilities, subject to the exceptions in those laws. The scope of these protections should be confirmed by counsel. The Corporation shall obtain volunteer liability insurance with coverage limits of not less than \$500,000 per occurrence before volunteer programs begin.

XIV. Amendment & Revision

This Governance Framework may be amended by the vote of two-thirds of the directors then in office, with fourteen (14) days' notice before the Board meeting at which the vote occurs.

For amendments that materially affect the following provisions, the Coalition Council (once constituted) shall be consulted and asked for its advisory approval: (1) the Neighborhood Sovereignty policy; (2) the AI-First Staffing Rule; (3) the Compensation Transparency Framework; and (4) Coalition structure or authority. Coalition Council advisory approval requires a two-thirds vote of the Council but is non-binding; the Board retains final authority.

XV. Adoption & Certification

This Governance Framework takes effect when adopted by the Board of Directors of PartnerSF, a California nonprofit public benefit corporation, and remains in force until amended or superseded by Board action. Before adoption, it should be reviewed by counsel for consistency with California nonprofit law, the Corporation's Articles of Incorporation and Bylaws, and IRS requirements.

Certificate of Adoption

The undersigned officers certify that this Governance Framework was adopted by the Board of Directors on the date below.

Date adopted _____

Chair of the Board _____

Secretary _____