

Foundations Panel Presentation

TEAM Up consultant, Patti Caldwell, moderated a panel discussion at the June 28, 2022 Haven board meeting. Panelists represent other organizations in our community that have various models of foundation-service provider relationships. They were W. Mark Clark, CEO of Pima Council on Aging; Susie Huhn, CEO of Casa de los Niños; and Brenda Goldsmith, Executive Director of El Rio Health Foundation.

Patti Caldwell:

So the way that we're going to ask each of the panelists to proceed is that I'm going to ask each of them to take turns, asking ask, answering the first four questions that we posed to them. So Aimee posed some questions to them in advance so they have some time to think things through. I'm going to, we're actually going to go in alphabetical order, and Susie will be last because Susie has some Wi Fi issues. So it may mean that what we're going to do is have Mark and Brenda go, and then we'll fold Susie in when she is able to arrive. It may also mean that we'll have a little time for some question and answers from board members with Brenda and Mark before Susie joins us. So just to know what the flow is so both Brenda and Mark will have five to seven minutes to answer four questions. Let me tell you the first four questions that we've posed to them so you know the frame that they're coming from. So the questions are: Tell us about why your Foundation was established and when what is the legal relationship between the foundation and the service organization? Some examples may be a controlled Corporation the way the relationship is established via the bylaws or any other IRS or legal considerations that are part of that. How was the foundation initially funded? And then currently, how is the foundation staff and how are the funds raised to support the staffing model? So those are the four questions we're asking both Mark and Brenda to answer in about seven minutes each. And then once they've had a chance to share this information, I'm going to ask each of them to reflect on a file and we're going to ask Mark or Brenda so reverse the order on the last question so that Brenda has a chance to go first. And that question really is what lessons have you learned, particularly related to best practice, but really important? What lessons have you learned? So if any presenter is running over time, I'll let them know that's part of my Chess master. I see Mark laughing. I actually know Mark, Brenda and Susie and we have known each other a long time. So this is really a wonderful learning opportunity for me as well. I have to say they're all three incredibly well respected community leaders so this is such an opportunity. After Brenda, Susie and Mark have shared their knowledge and expertise, I'll open the floor to questions from board members, as Barbara mentioned, please hold your questions until that time. I

know it can be frustrating. I've been through this before myself. So just be sure to jot down questions as the panelists speak. So you can be sure to learn all that you can. When it's time for questions either to clarify something you heard, or to delve a little deeper into an area it'd be great if you use the raise the hand down your reaction, carry up zoom so that I don't miss any one is that we can be sure we are sharing the question time among all board members. And Aimee will help me watch for those raise hands in case I missed them. All right. So that's the setup. Are there any questions about the format before we get started? Anybody All right. Then Mark I'm going to turn it over to you. I've got my little time clock over here and we're really grateful that you are here with us.

Mark Clark:

Thanks for your kind words. It's so nice to be here with you all talking about this important governance issue. So I'm currently the CEO of human capital on aging. Previously, I've worked in several nonprofits including 12 years at Codac and then at Compass Healthcare. And Compass Healthcare is actually the first place where I had an experience with this type of foundation structure. And, that was essentially as a result of a merger between gateway in the Tucson Council on Alcoholism and Drug Dependence, which I was the CEO of. At Gateway I already have the gateway foundation. So I have a little bit of experience there. PCIA established his nonprofit foundation in 2000. I believe it was primarily established to take title to the building I'm sitting in right now and hold the title. And in both instances, those were controlled corporations. So part of the reason that Public Health Care Foundation, I functioned actually as the president of the Compass Health Care Foundation, largely because they the merged organization needed a place for me to set because John McNamara, who has been the CEO of Gateway was identified as going to be the CEO there, but they were both separate. They were both foundations that were they, the main Corporation appointed the directors. So although I'm very clearly as the president of the company, Health Care Foundation, work for Joan McNamara. Even though there was a board, she was the secretary and director of the board of the foundation. And so and that I actually participated in setting that structure up in that way. So at PCOA, when I got here we had a separate foundation. Board, and I will be honest with you, I let really a very large part of the first two or three years of my work here was leading a fairly significant governance restructuring of the organization, and we put the foundation to sleep. So we still have the 501 C3 Corporation on a shelf because our legal counsel told us we should never give up a C3, but to prove so it lives, but we moved all of the directors except for three of us who are still the directors of that foundation. So at Compass Healthcare, I was I was the only staff person well,

technically I think there were a couple of other people who have made it work for that corporation, but not an intel that was on the board of health care when we did all this. Not that much fundraising frankly, activity. We didn't do that much fundraising activity honestly, sort of took responsibility for the fundraising event, the special event that gateway had been doing and compass continue. So I was primarily built to the government funding sources that funded the organization. Here at the COA again, there was the development staff typically worked for at all of the expenses of the foundation. Operation were built against the main Corporation. And so that foundation essentially existed. And I can talk about some of the challenges and why. Why we did the board determined on my recommendation to go ahead and essentially transition out of functional existence. So I can also talk at some length, but especially those are going to talk about confusing governance issues in a national church setting that I also worked for two years. But that's a whole other issue.

Patti Caldwell:

You did a great job. We'll come back to you about lessons learned. This is great. So Brenda, we're going to turn it over you for those same four questions, please. And like Mark did if you please share with people how long you've been as the Executive Director of the El Rio Health Center Foundation.

Brenda Goldsmith:

So thank you again for having me and it's wonderful to see everybody lots of long term relationships here. I have been here at El Rio Health Center Foundation for 18 years as the Executive Director of the Foundation. The Foundation was established by the health center board of directors in 2001. It was started to support programs that were being started at the health center a lot in the area of prevention and wellness oftentimes started by federal grants, and then federal grants would cease or run out of funding and then they want to continue the program areas. It is the relationship between the organizations it is a control Corporation. We're a 501 C3 with a 509 a type one supporting designation. So we do recruit our own board of directors, but ultimately they're approved by the Foundation Board but they ultimately are formally approved by the health center board. So they go through like a two part process that you'd like. So we recruit our own board of directors but the ultimate approval comes from the health center board of directors. Let's see other legal considerations. I report to the CEO of the health center and it was initially funded by a drug settlement that came down through the state of Arizona that came out to different county health centers that was not budgeted. So the Health Center took that money and decided to start the foundation they had

already had actually nonprofit tax ID status since 1996. But it actually never got the foundation actually operational to 2001. It's going to make became operational. We're currently staffed with four FTE s and we are funded our staffing model is funded by the health center so much like Mark said, we're actually funded about the administration budget of the health center, so that the donations that we receive really go to direct patient care and support. So what comes out of the donations that is directly related to fundraising would be minor costs related to special events, but our actual salaries are funded by the Health Center. I think that might be really quick. It might just been five minutes on all of that, but hopefully that's the big overview around that. We do a combined audit with the help center and then a separate 990 is done for each of the organizations.

Patti Caldwell:

That's helpful. Thank you, Brenda. So I'm going to ask you to answer the final question and then have go back to Mark with that. So what lessons have you learned and particularly about best practices in this kind of relationship?

Brenda Goldsmith:

I think the relationship is really extremely important between the parent organization the supporting foundation and having you know, clearly defined roles between what the two organizations you know, in your bylaws, what the mission is between the two organizations and how they're going to work together. So I think that we've been successful in the foundation and the health center has because the health center does budget planning, operations, oversight, and we are focused on fundraising, being ambassadors advocates for the organization. We feel like we're often times very much out in public. But so the two boards understand their roles. I have incredible support from my colleagues in the health center and senior leadership team and I sit as one of the senior leaders on our leadership team, which is extremely helpful understanding what the health sector needs are and being able to communicate those to donors, with our board being able to write grants. We do have best practices and that we've also defined between the two organizations. Tara Radke, who is one of your board members, works on the health center side. Tara and her team write all the federal grants, city, state, and federal so we define that where the foundation works on grants that are really foundation Corporation focused. The special event fundraising events are done out of the foundation. So clearly having defined roles and then I think best practices also comes down to you know, the Board of Directors. Having a passionate board of directors that is invested and committed to the

organization that is interested in fundraising as we have the organization is crucial to success, as is hiring and retaining staff at any part of the organization, but certainly fundraising development.

Patti Caldwell:

Brenda, before I go over to Mark, would you please define for us you said there are four FTE is what those stats are.

Brenda Goldsmith:

Yeah. So and we started out with the beginning with two. So this has been growth over a period of time. So we have the Executive Director of the Foundation and then I have an executive assistant. We have a major gifts officer position, a development coordinator position. And so major gifts being working with individuals and working with the development committee. The development coordinator position works on special events, corporate sponsorships, and employee giving. And then we have an office administrator that works on all of our data entry and gift processing.

Patti Caldwell:

Great. Thank you. All right, Mark. So talk to us about what you've learned about best practices. And maybe a little bit more that you referenced in terms of why PCOA decided to put the foundation to sleep at least for now.

Mark Clark:

So when I got here, what I experienced was a fair amount of confusion. I remember I hadn't been here very long and I was trying to figure out if I had any money to take somebody out to lunch. And I talked to the board chair and he told me to go talk to the president of the foundation because the foundation had money. Well, I talked to the President and actually foundation handle money. Because again, all the staff of the foundation actually worked for the main Corporation and all the money that they raised, went into the main Corporation, and yet you know, our smart, you know, Board Chair thought that it was that was their money that looked at the foundation that I should get the money from. And there just wasn't the up. The other thing was I know board members, and we had a lot 28 members on the main on the PCOA board that week that met monthly plus we had a 12 member executive committee that met monthly plus we have foundation board that had about 18 people on board four times a year and we had a lot of governance that was going on. And so trying to sort all of that out but what part of what we saw was at the foundation when it came time to talk about forgiving and getting the main

corporation would like point fingers at the board and at the foundation board and say well, that's their job. And the foundation would say well, we don't really have any resources. And so it is at that level of confusion of and to some degree avoidance, which I think has the potential to be a real challenge. And so that's probably the biggest issue especially in an organization like ours, which is predominantly government funded, predominantly privatizing public services that tried to guess trying to do fundraising is can be a real challenge. Now we're now in a position where we're starting to get a lot of good amount of the quest income, our development program right now, so we're not without a million dollars a year to raise it about a billion dollars a year. So it's much more significant than for instance, compass. The Compass Healthcare Foundation was but I think we saw a little bit of that same thing of sort of whose job is it to raise money and I think that's a challenge. I also have seen in other organizations where you get in, especially in a situation where you don't have a control corporation you can get into battling boards over who's in charge of water, and that will sap that kind of activity, I think is not productive, and can consume a lot of really scarce government resources, and it can also fracture staff depending upon I think that's another issue. And we have the same problem in the natural setting of the approach. We had like Paperboards daughter and 50 people in the governance of the church, and nobody was in charge and so trying to get the whole organization moving in the same direction was a real problem. And so I facilitated as the Associate General Minister of the implementation of a governance restructure in there that made the same 50 people in charge the directors of all those corporations. And before that, like I said, with more than 200 people on board. So I think that's, that's a challenge. So we basically created a limited liability company and transferred the ownership of the property into that LLC and transitioned all of the board members, that one, all the foundation worker that wanted to continue to be involved on to the main board. And some of those board members have left some people didn't want to transfer. But our current chair was the Chair of the Foundation Board. Our incoming Chair of the Board at its core was also on that board. So I mean, that word really as the foundation board that really, I guess, continued to play a significant leadership in the main in the main Corporation.

Patti Caldwell:

Mark Just to clarify, in putting the foundation asleep, is it true that what you did then was staff up development with PCOA?

Mark Clark:

Well, again, though, then to that point in time to a development director at our marketing or in a development associate, versus those two people have always been being paid out of out of Portland, Maine courts government, basically, and some of the raise money because we were still raising, you know, \$200,000 a year so that's the way that was. So we didn't I mean, the only difference was we didn't have four different boards. So but the C3 still exists. There's, you know, two former directors that I or the board and we were now filing. I think we have one more year of filing easy. So I mean, we were sort of a wash in corporations, but we've done some acquisitions here over the course of the last few years. So we I think we have three securities. But for tax purposes, there's no difference between the foundation and the main Corporation in terms of its ability to receive and spin charitable gifts. And we've not had a problem. We're a little concerned because we have gotten requests this year that have been made in the name of the PCI foundation. But you know, the bank still deposits those shares in cash in scope for PCI, so we haven't had that channel

Patti Caldwell:

We probably have five to eight minutes before Susie will be able to come and share from her perspective and experience so this feels like a good time to open up. Questions from the board for either Brenda or mark, clarifying questions things you want. To know a little bit more about. If you could raise your hands so that we can track that that'd be ideal. What kind of questions do you have?

Vanessa Seaney:

Thanks for doing this. It's been very, very helpful. So I guess Mark and Brenda, so knowing what you know now, what do you still have for Mark, I guess would you still form that foundation, given all the challenges and things that you went through?

Mark Clark:

Well, the foundation was formed long before I got here. It was formed in 2000. And I've only been here since 2014. So I believe still that of doing taking the course of action that we did was the one that made the most sense for us.

Vanessa Seaney:

Is there something that you think could have been done to keep it viable as it was, as it was created or is there?

Mark Clark:

I, otherwise say this I have worked for, I don't know 10 or 12 nonprofit corporations. I've been on two dozen boards of directors' state local, national. I mean, that's what I do for a living these governance. Part of what I see is there's just a decreasing interest. It's getting harder in every level that I'm involved with to get people to join board. And so trying to figure out ways to reduce what I would call the governance overhead which is that such a terrible staff kind of phrase, which I'm sure Brenda would never say. But you know, there's there is a cost to doing our governance process. And so trying to figure out how to how to get the right balance between the value that's added versus the cost that's incurred, which is fundamentally I believe the question board members need to ask and be able to flow they need to be able to answer is what does that value proposition? Make sense? So I mean, that's really that's, that's kind of where I've come down, but I really did lead that charge, honestly.

Jeannie Gadea:

Thanks, both of you so much for your insights. I think you both are familiar with The Haven and one of the main motivators for us as a smaller organization is that we were hoping to safeguard some of our assets and keep them out of our operating environment and be able to maybe keep, you know, protect some of our assets from our general operating, you know, liabilities in general. Has that been a concern for you at the foundation or do you see that as a valid role of a foundation?

Brenda Goldsmith:

That was for El Rio that was one of the initial areas that was considered as well initially when the foundation was started. The health center did lose some assets over for a period of time off of a real health centers. Move them over for the very reason you said save for also for consideration for when they were applying for other resource to so multiple reasons. They no longer do that. And the foundation has we have grown also an asset base that is supportive to the health center. So now in the health center applies for loans and things like that and the big picture is looked after the organization because ultimately all of the assets that we have belong to the health center. That's also a strength for the organization as well. So I think the answer is yes, Jamie initially, but then over time, that became less of a factor for the health center.

Mark Clark:

So I don't quite know how to answer that in a way that is well, I don't know I mean, the question I would have there is I think it all depends upon decisions board members make. And I think, honestly, what are the real challenges? I

think when you set up multiple separate corporations inside the same organization, that you run the risk of really creating a real lack of alignment. And that's really what, again, we saw at the church. We didn't have so much of a lack of alignment. That wasn't an issue here at the TOA. Of course, we do put all of our real assets, you know, we have two LLCs that own our two individual buildings, our properties that we actually own, so they're protected. From liability standpoint, you can do that with an LLC you don't need you don't need a C3 corporation to do that. I think part of the question I would have is, I mean, the financial policies can be established by a board which can segregate those resources, make all sorts of policy decisions, processes in place to protect the kind of assets you're talking about. I don't fully understand exactly what I have some. I have some assumption about what you're talking about. So I think you can do it the same way with we're talking about both cash and real property that we want to protect. Yeah, so property, like I said, you can protect that with a civil LLC. It gets rolled up and treated with the same tax advantage at the same exact tax status as the main corporation. In that particular instance, they're referred to as disregarded entities. I know at Codac we have like six or seven, because we've got buildings.

Barbara Sattler:

I was just wondering from Brenda on the Foundation Board and the Help Center for how much overlap with your how and why you disrupt it.

Brenda Goldsmith:

Initially, there was overlap of several members when it was originally formed, but at this point in time the only overlap is with our CEO. She serves as an ex officio on our board, and both board presidents attend each other's meetings. We have bylaws that say up to 25 on our board and then we also have a group of young professionals that have been with us for seven years now that also work in fundraising and we have up to 40 that are with us as well that are a separate group that we support in their fundraising efforts.

Susie Huhn:

I am the ex officio on the foundation board. So our staff, both my CFO and myself and our VP of development really served both boards. It was set up in such a way with the intention that our operational board still does it. It still does major gifts. We're probably still giving programs that really support the day to day operation or starting new programs. The Foundation Board, really all wills and request and plan giving, whether we've known about it or not known about it all automatically goes to the foundation unless it is otherwise

designated by the donor. It's interesting just this last year because the IRS has put out some different Q and A's around what makes a supporting organization and we had a couple of brokerage firms this year actually asked for backup for that for the first time and had to pass some resolutions from our foundation that we met because we basically don't meet the first two types of supporting organizations. And we are the only one that chose to in type two. And they're asking actually, for a majority of governance overlap, not just to members, and which we don't, we don't have so we had to actually certify from our board that we still active this important organization, but that is kind of new, something new that came up so it's something that you should look into what is the IRS and the IRS stuff holding organization 123 Because actually we were accepting a donation from a donor and his brokerage firm asked that documentation. And so that came up for us. And so that's kind of in a nutshell. You know, it's it really, we rarely use our foundation for operational support. We have used it more so for capital except that will say we used it for either starting a new program until we can secure additional funding and another strain and we also used it to survive the recession of 2000.

Jeannie Gadea:

Suzy, how was the foundation initially funded?

Susie Huhn:

It was actually funded with a net profit from operational \$3 billion was put over to actually start the foundation so when I came 18 years ago, we were a \$4 million organization and have foundation. Obviously our growth has been hard to government contracts over the last 18 years. So our foundation was sitting at 16 million. I only want to tell you that my now notice we're going to look at that statement right. And we are 22 million organization.

Vanessa Seaney:

And you said the foundation is health staff separate from people who work for Casa de Los Ninos?

Susie Huhn:

No, but it has in a historical view and has in fact, there was a time period where they tried to hire a separate fundraiser to work just for the foundation. And that was before my time. And whatever reason it didn't feel like that was a really good fit or it didn't work. So literally the three crossover pieces of my executive leadership team, obviously the CFO does all the financials for the foundation reporting. Our investment firm does all the investment reporting and then I

myself X officio advisor to the foundation, help the plan giving them tracking for the foundation.

Susie Huhn:

I can send you our bylaws and our current foundation note structure, but I'll also send you the latest IRS designation on what makes a supporting organization.

Barbara Sattler:

All right. I'm just I don't know if this is a question either but a reasonable question, but is Do you think that you have to have a certain amount of assets or money to set up the foundation was that not a criteria at all? If that makes sense. And that's up to you. You know, your goal is I'm sure to grow it. So just to start in the first step.

Brenda Goldsmith:

Yeah. I don't believe you have to have a certain amount of money to start the foundation.

Jennie Gadea:

I guess my question comes back to which format is going to be more advantageous for them to have a supporting organization or foundation that is a separate organization that doesn't report on a consolidated basis with the Haven? How do we make that decision?

Brenda Goldsmith:

I would, so we are two separate entities however, our audit is consolidated. We can't get away from that. So there is some consolidated reporting that does have to happen with our audit. I think intentionally, they were two separate organizations to provide a layer of protection to the asset the foundation from liability is most likely going to occur on the operations.

Jeannie Gadea:

Now, that's our concern, too, but I was sort of concerned that as a supporting organization that doesn't provide as much liability protection as we were interested in. I think your business is more in line with ours where operations do create a high level of risk to our assets. And that's, that's one of the main things we're looking to protect.

Susie Huhn:

So did you get advice from an attorney that specializes in foundations to know what your protection will be?

Jeannie Gadea:

That's what we're discussing right now.

Susie Huhn:

Yeah, I would, I would, because ours, you know, we feel confident, separation between the two. And so our foundation because it has no staff carries no liability except directors and officers insurance. But that there are people there are attorneys, obviously that specialize in just about anything you want to know about. And they definitely there are some that specialize in foundations that may be able to answer some of those questions better than I could.

Brenda Goldsmith:

I just agree with what Susie is sharing. And, you know, again, we've set up works out the same way and we have no employees of the foundation. We're employees of health center and we have DNO for the foundation offices.

Jeannie Gadea:

Thanks. Well, my focus was on protecting the assets not the actions but protecting the funds in the foundation from any operational liability that might arise in the organization.

Vanessa Seaney:

It seems like each of you have sort of different overlap on the board members. Was that a criteria for having I mean did it have to be more than 50%? Or was that not something you're worried about? Um, the number of board members?

Mark Clark:

We only have one board member that overlapped during the time that I was with the foundation, so but the fact that the main Corporation, elected all of the directors and controls the bylaws, so they were clearly like it was clearly a controlled organization.

Brenda Goldsmith:

We had in the beginning, we have the overlap, and it was graduated over three years with the health center board members rotating not just to give time for the foundation to recruit additional new board members. Like I said, we don't have overlap at this point in time.

Vanessa Seaney:

But the way that yours is controlled is because the health center board votes on the board members for the foundation.

Brenda Goldsmith:

They do the final approval.

Susie Huhn:

Ours is not. So foundation members vote their members in and which is why probably now with some of the changes in the IRS interpretations, maybe the structure or more overlap, but that's an intentionally the bylaws originally 25 years ago are set up with 220.

Mark Clark:

The year controlling the bylaws and the articles of the two corporations. I assume they're separate they control each they control all their governing documents separately. And there's two other completely separate.

Patti Caldwell:

Other questions from the Haven board of directors? I know we need to move on so you can complete your business meeting but it's such a unique opportunity to have Brenda, Mark and Susie all here. I want to be sure we don't miss anything that you're sitting on that you want to ask while you have a moment with them.

Barbara Sattler:

I totally agree with that, Patti. I mean, we're doing that right now. We just spent time with our attorney yesterday, and I hesitated to let you go. You know if you just want to if you want to ask a question on chat, you can do that also, as Aimee said.

Susie Huhn:

And you're more than welcome even after tonight as more things come up please just reach out. I'm happy to answer them. Brenda and Mark would to.

Barbara Sattler:

All right, well, I'm not seeing or hearing any more questions. So I just want to again thank all of the panel members for agreeing to spend some time with us and Patti, for moderating and we all appreciate that and will take you up on the opportunity to ask more questions.

Take Aways:

Jeannie Gadea:

It's, you know, I really thought that to protect the amount of money that's in the foundation. It could not be a supporting organization, but I feel differently about that now and I think we need to explore that a little bit more, which may give me more comfort because I think that was one of the concerns that I heard from her. Amy correct me but I think in starting this we want to make sure that the foundation is completely in line with the mission or vision of The Haven. And I think as a supporting organization, there's a lot more ability to control that. Do other people feel same way about that? Yeah, I do too. I mean, just given what we just heard, it sounds like you know even mark with not so much foundation piece. And you know, you get so many people making the decisions that sometimes decisions don't get made. Or one entity thinks the other side is actually doing it and they're not. I think on PCO a, they don't have operationally the kind of liability that El Rio and Casa and the Haven have just because of our client base. And that may be one reason that he COA doesn't need their foundation because a lot of PCOS fundraising. Anyway, that was my take off.

Colette Barajas:

I agree Jean, we need to replace it and have a conversation about you know, I don't know if that's maybe something that Patti will help us in the thing that she's going to be doing, you know, we can hash this, those kinds of things out. I'm not sure that might be a good place to but I thought it was really it totally changed me I'm like whoa, you know, from what kind of all the things that we've been doing it was good information and good stuff to digest. And really, you know, work on you know, what's special with The Haven.

Tara Radke:

I don't have much else to add other than, you know, from my vantage point in working, obviously, Del Rio and seeing how it works with the foundation. You know, I don't know what the legal terms are for what we do here, but you know, it works. The way that we've got it structured really does work. So I would definitely support a supporting organization to if that's what we're going for. And I do apologize, I'm going to have to leave in a few minutes. I have another commitment. So if we're voting on anything I vote with Barbara.

Jeannie Gadea:

So I just have one more thing to add about the foundation that I picked up from Barbara's discussion and we've had so many conversations about how to bring

more community members into the Haven on an ancillary basis and I think the foundation may be a vehicle to do that. She mentioned their vecinos program where they have 40 young people that are Jr foundation members, and you know, with the advocacy that we'd love to do in the community with sobriety, especially with younger people that maybe aren't in recovery, but just you know, ways to promote sobriety or healthy living. I think the foundation could be a great vehicle for a similar type of junior membership or community membership. So it sparked a few other ideas that have been circulating for the haven that just because we're so preoccupied with operations, we've never really been able to get some traction with it. And that may be a function of the haven of the community outreach piece. Just thought.

Barbara Sattler:

That's a great idea. Really great idea.