

**Virginia Office for Protection and Advocacy
Governing Board Meeting
MINUTES**

Richmond, Virginia

February 2, 2013

Members Present	Darrel Mason, Chair Jane Anthony, Maureen Hollowell, Jennifer Krajewski, Ali Parker, Martha Pillow, Michael Toobin, Tom Walk
Members Absent	Barbara Barrett, Martha Bryant, Bill Fuller, Rita Kidd, Angela Thanyachareon
Guest Present	CW Tillman
Staff Present	LaToya Blizzard, Lisa McGee, Colleen Miller, Dana Traynham (for portions)
Call to Order and Welcome	Darrel Mason, Governing Board Chair, called the meeting to order at 9:30 a.m. She welcomed Board Members, Guests, and VOPA Staff.
Training	
• Substitute Decisionmaking	Dana Traynham provided an interactive discussion on capacity and alternatives to guardianship.
Mission Statement	Jennifer Krajewski read the Mission Statement.
Adopt Agenda	Tom Walk made a MOTION to adopt the agenda. Michael Toobin SECONDED the MOTION and it was unanimously adopted.
Approval October 3, 2012 Minutes	The Governing Board approved the minutes from October 3, 2012 by consensus subsequent to noted grammatical changes.
Public Comment	No public comment was offered.
Executive Director's Report	
• Legislation	Colleen Miller updated the Board on activities at the General Assembly, highlighting proposed legislation affecting individuals with disabilities.
Non Profit Transition Committee	
• Transition Plan	Maureen Hollowell, Committee Chair, noted that upon redesignation to nonprofit, there will be no state agency with the authority to create legislation for state disability rights. Board members discussed collaborating with an existing disability rights partner agency to pursue legislation.
• Clean-up Legislation	She explained that legislation is moving forward that will allow the disAbility Law Center of Virginia (dLCV) to retain VOPA's physical assets, records and reporting.

Ms. Hollowell explained that the current Board members will retain their positions until the transition occurs. She also noted that the Non Profit Transition Committee is working towards creating the new Board and the Committee is hopeful that the new Board will be in place by October 1, 2013.

She shared that the IRS application for 501c3 status was submitted in January. Colleen Miller will identify an outside consultant to help address salaries, benefits, and leave for the dLCV. Ms. Hollowell shared that the Non Profit Transition Committee will review existing VOPA policies to implement with the dLCV.

Executive Committee

- **Executive Director's Raise – Delayed Payment**

Ms. Mason explained that the Governing Board approved a salary increase for the Executive Director in 2008. The Commonwealth's Department of Accounts failed to recognize the salary adjustment and VOPA fiscal staff have been working with the DOA to rectify the problem. VOPA has begun making payments to Ms. Miller to realize this salary increase which will have a fiscal impact on the agency but fiscal staff are being mindful of the budget. Ms. Mason thanked Ms. Miller for her patience.

- **Appointment of Nominating Committee**

Ms. Mason explained that nominations for the 2013 Governing Board officers must be made to the members 30 days in advance of the April Board meeting. Board members will be asked to vote on the slate in April with the officers effective July 1, 2013. She further explained that the roles will be limited in duration due to the transition.

She announced the Nominating Committee would meet at the conclusion of the Board meeting to discuss potential nominees and develop a slate. She appointed Maureen Hollowell, Ali Parker, and Tom Walk to the Committee, noting that Lisa McGee serves as staff representative on the Committee.

- **Evaluation of Executive Director**

Ms. Mason explained that the Governing Board members provide feedback to the Evaluation Committee (the Chair, Vice Chair, and Finance Committee Chair) on the performance of the Executive Director. She directed Board members to the Evaluation Form within the Governing Board packet and asked that members complete the form prior to the end of the Board meeting.

- **Report to the General Assembly**

Ms. Mason referred Board members to the annual Report to the General Assembly reflecting on VOPA activities during FY2012 and Goals for FY2013.

Finance and Resource Development Committee

- **Financial Report**

Michael Toobin, Committee Chair, noted that the committee met on February 1, 2013 and reviewed all financial reports with no exceptions indicated. He shared that the Committee addressed two requests

from staff:

The first request involved the Unrestricted Funds checking account. Staff shared that the Unrestricted Funds account has grown substantially. Mr. Toobin noted that the funds in this account are primarily from the reimbursement of expenses for Representative Payee monitoring. Staff made a suggestion to the Committee to invest a portion of these funds into interest-bearing accounts. The Committee agreed that \$50,000 be used to open bank certificate of deposit accounts with staggered renewal dates and open an interest-bearing money market account into which the interest earned on the certificates of deposits would be deposited.

The second request was for the purchase of a new software accounting system. Mr. Toobin explained that after the transition, the dLCV will not be able to use the CARS and CIPPS programs used by the state. The Committee approved purchase of new software and the training of the software at a purchase price not to exceed \$40,000. This amount is already identified in this years' budget.

On behalf of the Committee, Mr. Toobin distributed the certification form review of financial records with no discrepancies or exceptions noted and recommended acceptance. No SECOND was required. The report was accepted by unanimous vote.

Internal Policy Committee

Tom Walk, Committee Chair, stated that the Committee met on February 1, 2013 with Melissa Meade joining by telephone. The Committee looked at personnel policies to begin evaluating if they will be carried over to the non profit.

He also noted that the Committee discussed development of the leave, employee grievance, and layoff policies for the dLCV

No quorum was present and no formal actions were taken at the meeting.

Reports

- **Progress on Objectives**

Ms. Miller referred Board members to the printed Progress on Objectives Report. She explained that the goal in the FY2012 Program Performance Reports was to personalize the outcomes by telling stories. She shared that the Progress on Objectives Report reflected that storytelling as opposed to presenting clinical facts. Board members discussed the use of storytelling.

Jane Anthony advised that she had provided Ms. Miller position papers regarding the transition to the community for training center residents and the safety of the community. Ms. Miller will provide to all board members and suggested that the Executive Committee take a look at how these could be incorporated into future Goals, Focus Areas, and Objectives. Ms. Mason asked Ms. Miller to report on how the

reception of people from the institutions into the community is going at the July 2013 Board meeting.

Ms. Miller shared that VOPA advocates have been working with people at Central State Hospital who are being held in more restrictive environments than the treatment teams think they need.

- **Litigation**

Ms. Miller referred Board members to the Litigation Report.

Reports (continued)

- **PAIMI Council**

Ali Parker, PAIMI Council Chair, shared that the PAIMI Council met on November 10, 2012. Ian Watlington, staff member at the National Disability Rights Network (NDRN), attended the meeting and described the function of NDRN and its connection with the PAIMI Councils throughout the system. The Council held a work session to form the PAIMI Program Performance Review Report. Ms. Parker expressed thanks to the Board members who have been able to attend the PAIMI Council meetings.

- **Disabilities Advisory Council**

Colleen Miller shared that Barbara Barrett was unable to attend the Board meeting, but provided a report from the Disabilities Advisory Council. Ms. Miller distributed the report and the annual Advisory Council Report to the Board.

- **Virginia Disability Law and Advocacy Fund**

Ms. Mason distributed a biography of the Virginia Disability Law and Advocacy (VDLA) Fund Board members. She explained that the VOPA Board has approved the appointment of those listed in the biography document with the exception of Dr. Katherine "Kathy" Matthews. Ms. Mason explained that Dr. Matthews currently serves as the Executive Director of the Faison School and has attended multiple Fund Board meetings. On behalf of the VDLA Fund Board, Ms. Mason recommended the nomination of Kathy Matthews to that Board. Michael Toobin SECONDED the nomination and Dr. Matthews was approved by unanimous vote.

Ms. Mason announced that Fund Board members invite individuals who are interested and who meet the skill sets needed to attend a Fund Board meeting. She also noted that other names have been presented for consideration but those individuals have elected not to participate at a Board-level. The Fund Board members will approach these individuals for committee work.

Ms. Mason explained that the Fund Board members will explore potential topics for the next focused fund raising campaign.

- **disAbility Law Center Update**

CW Tillman spoke on behalf of the disAbility Law Center Incorporators. He distributed notes from the January 21 Incorporators Meeting which included plans for development of the dLCV Board, transition of Board members, and a timeline for future actions. The key dates identified

are as follows:

March 1	Next Incorporators Meeting (Richmond)
March 1	Draft Board application packet complete
April 1	Final Board application packet complete and recruitment begins
July 1	Board application deadline
Mid-August	Board member selection
September	Board member orientation and training
October	First Board Meeting

The Incorporators requested that the VOPA Finance Committee review the Accounting Manual on behalf of the non profit.

In addition, Mr. Tillman noted that the Incorporators approved the Conflicts Policy which was required as part of the submission of the application for 501c3 status to the Internal Revenue Service. He shared that application was submitted on January 10, 2013.

The Incorporators will begin developing a job description for Board members including the rights, responsibilities, and expectations. They recommended that Board members have varied initial terms ensuring that not all Board members would rotate off, or be reappointed, at the same time. They will also begin developing the application process. In the application process, applicants will be provided a copy of the Conflicts of Interest policy or provided a link to the policy and they will be required to sign or note that they agree to abide by the policy. The Incorporators decided that all current VOPA Board members interested in membership on the dLCV Board must apply.

There being no further business, the Chair heard a MOTION from Tom Walk to adjourn. With unanimous vote, the Chair adjourned the meeting at 2:00 p.m. The next meeting of the Governing Board is Wednesday, April 17, 2013 in Richmond.

DRAFT MINUTES

February 2, 2013
