

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

Richmond, Virginia

April 17, 2013

Members Present	Darrel Mason, Chair Barbara Barrett, Bill Fuller, Maureen Hollowell, Jennifer Krajewski, Ali Parker, Martha Pillow, Angela Thanyachareon, Michael Toobin, Tom Walk
Members Absent	Jane Anthony, Martha Bryant
Guests Present	CW Tillman, Tera Yoder
Staff Present	Tina King, Kati Kitts (for portion), Clyde Matthews, Colleen Miller, Celia Yette (for portion)
Call to Order and Welcome	Darrel Mason, Governing Board Chair, called the meeting to order at 9:00 a.m. She welcomed Board Members, Guests, and VOPA Staff.
Training	
• Employment Rights	Kati Kitts and Celia Yette provided an interactive discussion and skit on Employment Rights and American with Disabilities Act (ADA).
Mission Statement	Maureen Hollowell 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 February 2, 2013 Minutes	The Board noted five corrections to the minutes from February 2, 2013 Board meeting. Martha Pillow moved adoption as amended, Jennifer Krajewski seconded and they were adopted unanimously.
Public Comment	Tera Yoder from the Partnership for People with Disabilities at VCU shared information regarding the Partnership program.
Executive Director's Report	<p>Colleen Miller updated the Board on VOPA's transition from a State Government agency to a non-profit organization. The "clean up" legislation passed, and the 501(c)3 IRS application was approved. VOPA has retained a Human Resources Consultant to assist, as well.</p> <p>Ms. Miller introduced Tina King as the part time Executive Assistant and mentioned Holly Pratt as the newly hired part time attorney. Part time employees may be converted to full time employees, as resources allow, at the dLCV. From this point on the dLCV will do any additional hiring of staff.</p>

Coleen Miller shared information about the dual eligibility (Medicare and Medicaid) project that is a component of the overall Medicaid reform effort in Virginia.

The Board suggested that VOPA request an audit from the state prior to transition.

Non-Profit Transition

Maureen Hollowell stated that there many of the transition duties are being done by VOPA Board committees, such as Finance and Internal Policy. She stated that there may not longer be a need for the Non-Profit Transition Committee itself.

disAbility Law Center Update

CW Tillman gave an update to the progress of the disAbility Law Center. We are still on target for the switch to become official on October 1, 2013. The Board members recruitment application is live and posted on VOPA's website. Mr. Tillman said the review of applications will start in May or June. The plan is to be certain that we have sufficient applicants to represent the geographic and ethnic diversity of the state, as well as to meet the grant requirements. If necessary, the Incorporating Board will target recruitment to specific needs.

Mr. Tillman said the dLCV is leaning towards a health benefits package for staff that appears to be robust and within budget. We will have more firm details this summer. He recognizes that staff are still feeling uncertain about the transition.

Colleen Miller stated that she is working with the state to have staff transfer their leave if they wish, or maintain a portion of their leave and receive payout for the remaining. In general, staff do not want to start at dLCV with no useable leave balance. The ideal solution will be a partial payout and a transfer of the balance, however the state is resisting that option.

Ms. Miller reported that she has conducted two staff surveys regarding different benefits options.

Ms. Miller stated that there will be two-day staff retreat in July. There will be various trainings and breakout sessions for staff.

Staff will receive offers of employment by July 30.

Executive Committee

Maureen Hollowell moved that the Board go into closed session, stating that this meeting is specifically authorized to be conducted in closed session pursuant to Section 2.2-3711(A)(1). Jennifer Krajewski SECONDED. The closed session began at 11:05 and ended at 11:45. Maureen Hollowell moved to certify that only business authorized to be conducted in closed session was addressed. Jennifer Krajewski SECONDED the motion and all Board members so CERTIFIED.

The Evaluation and Compensation Committee recommends that the Board approve the report on the Executive Director's performance. Additionally, the Committee concurs with the Executive Director's request that there be no change in her salary at this time and that any change in her salary be determined by the dLCV Board. Finally, the Committee recommends that the decision on payout of the Executive Director's leave upon transition be deferred.

Bill Fuller MOTIONED the approval of the performance evaluation report; Tom Walk SECONDED, and it was adopted by unanimous vote.

Ms. Mason and Board members congratulated Colleen on a job well done.

**Finance and Resource
Development Committee**

Michael Toobin shared that none of the grants have been fully funded yet, but they should be soon.

- Financial Report

Funds are being managed well. The committee reviewed the financial reports and noted no exceptions.

The interest bearing account has not yet been opened. It will be opened in the name of the disAbility Law Center.

Mr. Toobin said the Committee recommends that an additional \$15K be made available from the discretionary account for resource development. The report and recommendation of the finance committee were approved unanimously .

VDLA Fund Board

Darrel Mason reported that the VDLA Fund Board will meet next week. There are several individuals who are interested in that Board and additional members will be recommended at the July meeting of the VOPA Board.

Internal Policy Committee

Thomas Walk reported on topics discussed at the April 16 meeting. The committee discussed options for a case intake process and recommended that the dLCV keep to same process as is currently in use. (Intakes are done three (3) days a week.)

The Committee likewise recommends that the Case Review Process will remain as is.

- The committee discussed the Client Grievance Procedure. The Committee recommended language to clarify that issues concerning quality of service from advocates and attorneys will be reviewed by Colleen Miller and not the Board, but that concerns about case acceptance and denial can be reviewed by the Board or the Executive Committee.

- The committee discussed the procedure for responding to suicidal callers.
- Client Satisfaction Surveys will be considered for future use at the disAbility Law Center, with a suggestion to use random, telephone surveys in addition to paper surveys.

Public Awareness and Goals Committee

Barbara Barrett shared that Clyde Mathews had provided the committee members with Goals and Committee Objectives sheets for North Carolina and New Jersey. The committee suggests that dLCV have a more streamlined process for approving the annual priorities. Proposed Goals and Focus Areas will be presented to the Board for approval by July 2013. Then, the staff will develop work plans that will be provided to the Board for information purposes, not for Board approval. The public document, and the document used for reporting to the Board and funding sources, will be the approved Goals and Focus Areas.

The Committee recommended the approach of public Goals and Focus Area with a separate Work Plan. The recommendation was unanimously adopted.

Nominating Committee and Election of Officers

Committee members (Maureen Hollowell, Ali Parker and Tom Walk) met and nominated Darrel Mason, Chair and Angela Thanyachereon, Vice Chair. There were no nominations from the floor. The nominations were unanimously approved.

Reports

- Progress on Objectives Colleen Miller referred the Board members to the printed Progress on Objectives report and answered questions from the Board.
- Litigation Ms. Miller referred members to the written Litigation report and gave a brief update on Ross vs. Hatch and on VOPA vs. DMAS.
- PAIMI Council Ali Parker said the PAIMI Council members met on February 9; three members were absent. There are two new members—Jackie Eubank and Van Johnson. The minutes were read and approved. Ms. Parker said that Rebecca Currin is continuing with trainings. Clyde Mathews gave an overview of handouts of how other organizations have gone through transitioning. The PAIMI council is scheduled to meet on May 11.
- Disabilities Advisory Council Barbara Barrett agreed with the suggestion that the DAC Committee be discontinued. Ms. Barrett said there was no strong negative feedback from DAC members. The DAC Council is not required by the grants;

the PAIMI Council is required. CW Tillman said that it was likely that the dLCV Board would discontinue the DAC because the dLCV Board expects to have broad and active representation. Martha Pillow MOVED that the VOPA Board sunset DAC after the May 30 meeting. Bill Fuller SECONDED the motion. Adopted unanimously.

Colleen Miller introduced Rusty Hill. Ms. Miller said Rusty has been the liaison with the Board; that duty will now be done by Ms. King.

It was stated that this is the last meeting for Maureen Hollowell and Bill Fuller. Board Members thanked them for their service and wished them well.

There being no further business, Michael Toobin made a MOTION to adjourn. Angela Thanychereon SECONDED. It was unanimously approved and the Chair adjourned the meeting at 1:05 p.m.

The next meetings of the Governing Board are Wednesday, July 17 and September 25, 2013 in Richmond, VA.