

Virginia Office for Protection and Advocacy
Richmond, Virginia
*****FINAL MINUTES*****
January 28, 2012

Members Present	Bill Fuller, Maureen Hollowell, Susan Kalanges, Rita Kidd, Darrel Mason, Mike Newcomb, Martha Pillow, Elizabeth Priaulx, Angela Thanyachareon, Mike Toobin, Linda VanAken, Tom Walk
Members Absent	Daaiyah Rashid
Guests Present	Robin Jordan
Staff Present	Sherry Confer, Colleen Miller, Lisa Shehi Paul Buckley (for portions)
Call to Order and Welcome	Bill Fuller, Board Chair, called the meeting to order at 9:00 a.m., welcoming Board members, guests, and staff.
Training <ul style="list-style-type: none">• Human Rights, Inspector General, and VOPA	Paul Buckley, VOPA Managing Attorney, discussed the roles of the Office of Human Rights, Office of the Inspector General, and the relationship of these entities to VOPA.
Mission Statement	Susan Kalanges read the Mission Statement.
Adopt Agenda	Colleen Miller, VOPA Executive Director, distributed a revised agenda. After review, the amended agenda was unanimously adopted.
Approval October 1, 2011 Minutes	No corrections were noted for the minutes of the October 1, 2011 Governing Board meeting. Darrel Mason made a MOTION to approve the minutes. Tom Walk SECONDED the MOTION and the minutes were approved by unanimous vote.
Public Comment	No public comment was offered.
Executive Director's Report <ul style="list-style-type: none">• DOJ Settlement Agreement• Legislative Update	Colleen Miller acknowledged the resignations of Board members Susan Kalanges and Mike Newcomb and presented each with a plaque of appreciation. She shared that the settlement agreement between the US Department of Justice and the Commonwealth of Virginia recognizes the State's plan to close four of the five training centers in the Commonwealth. She reviewed key provisions of the proposed agreement. The Board requested that we use the "training" period of the April Board meeting to discuss the agreement in greater depth. Colleen Miller reminded the Board that the General Assembly 2012 began on January 11. She said that several bills that would have had adverse effects on persons with disabilities have been stricken. One of the issues covered in those bills included making it a misdemeanor to distribute absentee ballots at nursing homes.

Colleen Miller highlighted several bills of significance to VOPA's constituents including HB 1061, which would eliminate the modified standard diploma, and HB 218, which deals with the bills of rights for deaf children. There are a couple of bills concerning forced treatment of individuals with mental illness that VOPA is carefully following.

- **Financial Disclosure Statements**

Colleen Miller reminded the Board that the Board adopted a policy affirming that Board Members will comply with state Conflict of Interest Act. She noted that the Act does not indicate to whom the financial disclosures are to be sent and asked for guidance from the Board to appoint a staff member as Conflicts of Interest Liaison and custodian of those reports. She further noted that the financial disclosures are considered public record and therefore are subject to disclosure under the Freedom of Information Act. In the event of a request for disclosure, she advised that advance notice will be given to affected Board members. Bill Fuller designated Lisa Shehi, Executive Assistant, as Conflicts of Interest Liaison.

Ad hoc Committee to Consider Transition to Non-profit

- **Position on HB1230**

Maureen Hollowell noted that the Committee met on January 27, 2012. The Committee discussed activities to date including sponsorship of House Bill 1230 by Delegate Robert Orrock calling for the privatization of the Virginia Office for Protection and Advocacy. On behalf of the Committee, she distributed a copy of the bill and Fiscal Impact Statement and she called for consideration. Bill Fuller added that the bill calls for a plan for privatization by December 2012, establishment of a non-profit entity to provide advocacy, legal, and ombudsman services to persons with disabilities no later than December 31, 2013, and transition to non-profit entity by Governor designation not later than January 1, 2014.

Board members discussed implications for staff employment and benefits. Bill Fuller noted that there is a commitment to maintain equal or better benefits. Colleen Miller added that she will submit a proposal to Delegate Orrock with language to recognize the employee transition and allow for maintenance of state retirement and healthcare benefits.

Maureen Hollowell, on behalf of the Committee, recommended Board support of the transition to a non-profit entity in a manner consistent with VOPA's mission and resources. Darrel Mason seconded the recommendation. Individual Board members voted verbally with unanimous approval of the recommendation.

Executive Committee

- **Review of Board Policies**

Bill Fuller explained that the policies affecting the Governing Board are due for review and re-adoption. He stated that the Internal Policy Committee would begin reviewing them and the Board would be asked to consider

- **Attendance at Advisory Council**

Bill Fuller explained that concern from a Board member had been brought to the attention of the Executive Committee regarding Board

Meetings

member attendance at Advisory Council meetings. He explained that the Executive Committee believes this is a valuable opportunity for the Board member and Advisory Council members. After discussion the Board concluded that no policy mandates this practice. Although the Board did not vote to adopt an official position on this issue, the majority of Board members concur that it is a good practice and should be continued.

- **Appointment of Nominating Committee**

Bill Fuller stated that he would participate on the Nominating Committee and appointed Maureen Hollowell and Elizabeth Prialux to the Committee. He announced that the Committee would meet at the close of the full Board meeting.

- **Evaluation of Executive Director**

Bill Fuller explained that the Board must complete an evaluation of the Executive Director annually. He asked that all Board members complete the evaluation form over lunch and stated that the Evaluation and Compensation Committee would use them to formulate the evaluation for the Executive Director, to be adopted at the April meeting.

- **Report to the General Assembly**

Bill Fuller referred Board members to the report submitted to the General Assembly summarizing VOPA's work for the previous fiscal year.

Finance and Resource Development Committee

- **Financial Report**

Linda VanAken, Chair of the Finance and Resource Development Committee, shared that the Committee met on January 27, 2012 to review financial reports. On behalf of the Committee, she distributed certification of the review and noting that no exceptions were indicated or noted.

- **Accounting Manual**

The Committee completed a review of the revised Accounting Manual. On behalf of the Committee, Linda VanAken recommended adoption of the revised manual. The recommendation required no SECOND and the revised manual was unanimously adopted.

- **Resource Development**

Bill Fuller shared that the *ad hoc* Resource Development met on January 17, 2012 to discuss the development of the Virginia Disability Law and Advocacy Fund Board of Directors. On behalf of the Committee, he nominated Mary Jane Sufficool as a member of the VDLA Board. William Hurd and Alexander McCauley were offered as conditional nominees based on their acceptance of the nomination. No SECOND was required. The names were approved by unanimous vote of the Board.

Additionally, the Committee recommended that it be disbanded as its mission was fulfilled. No SECOND was required. Board members voted unanimously to eliminate the *ad hoc* committee.

Internal Policy Committee

Angela Thanyachareon announced that the Internal Policy Committee met on January 27, 2012 and began discussion of Board Policy 1.1 – Conflicts of Interest and Operations Policies 4.2 - Sexual Harassment Prohibition and 4.6 – Office Closings/Inclement Weather. She noted that Policy 4.6 – Office Closings/Inclement

Weather was return to management to address a broader range of scenarios. No policies were presented to the Board for review or adoption.

Reports

- **Progress on Objectives**
- **Litigation**

Colleen Miller referred the Board to the Progress on Objectives Report in the Board package.

Colleen Miller shared updates in the status of litigation since the last Board meeting and referred the Board to the report in the Board package for their review.

Public Awareness and Goals Committee

Elizabeth Prialux, Committee Chair, shared that the Committee met on January 27, 2012 and discussed the process by which public input will be gathered for the upcoming triennial goals and focus areas development. She stated that Clyde Mathews, VOPA Managing Attorney, provided a list of methods of public input used in the past and proposed for future use including public surveys, listservs, and paper copy distribution. The Committee requested input from the Advisory Councils at their next meetings. This input will be instrumental in the development of objectives for the next period.

New Business

Bill Fuller announced that 2012 is the 10-year anniversary of VOPA's independence. He suggested that a celebration be held honoring that distinction, and helping to build the VOPA brand name. On behalf of the Executive Committee, he recommended that the Governing Board authorize the Executive Committee to provide \$20,000 from the unrestricted funds account to work with an event planner. He further shared that this could become an annual fund raising event for the non-profit. No SECOND was required. The recommendation was approved by unanimous vote of the Board.

Reports

- **PAIMI Council**
- **Disabilities Advisory Council**

Mike Newcomb, Advisory Council Chair, shared that the Council met in December. The Council developed their annual report, a copy of which was included in the Board package. He noted that new members are adding valuable diversity to the Council.

Council Chair Linda VanAken shared that the Council met at Southside Virginia Training Center in December. Council members were given a tour of the facility. A Family Resource Consultant was a guest speaker at the meeting. The DAC Annual Report was provided in the Board package.

There being no further business, Governing Board Chair Bill Fuller adjourned the meeting at 1:53 p.m. The Governing Board will meet on April 25, 2012.