

FINAL MINUTES
Governing Board
Virginia Office for Protection and Advocacy
Richmond, Virginia
January 30, 2007

Call to Order/Welcome and Introductions	Brent Brown, Chair, called the meeting to order at 9:00 a.m. Mr. Brown asked that Board members, guests, and staff introduce themselves.
Members Present	Brent Brown, Ray Burmester, Susan Kalanges, Bill Fuller, Waja Grimm, Chris Harrison, Pat Meyer, Elizabeth Priaulx, Irene Rebholz, Dave Wilber
Members Absent	Maureen Hollowell, Rita Kidd, Dink Shackelford
Guests Present	Don Lemond (Division of Risk Management), Lisa Ritchie
Staff Present	Sherry Confer, Colleen Miller, Lisa Shehi Clyde Mathews (for portions)
Training <ul style="list-style-type: none">• Board Liability Don Lemond, Division of Risk Management	Don Lemond, Director of the Commonwealth's Division of Risk Management (DRM), discussed the role of the DRM providing liability protection for VOPA and VOPA's Board. Mr. Lemond distributed information regarding the programs overseen by the DRM in 2007 and explained the coverage provided to individuals while acting in their capacity as VOPA Board members.
Mission Statement	Pat Meyer read the mission statement.
Adopt Agenda	After review and discussion, the following agenda changes were noted: <ul style="list-style-type: none">- Removal of the Public Speaking policy from the "New Policies Proposed" section of the Internal Policy Report,- Re-ordering the agenda to hear the Executive Director's Report earlier in the meeting.- Addition of discussion regarding revised state per diems to the Finance Committee Report, and- Correcting the name Priorities and Public Awareness Committee to Goals and Public Awareness Committee. Ray Burmester made a MOTION to adopt the agenda as revised. Elizabeth Priaulx SECONDED the MOTION and it carried with unanimous approval.
Approval of September 26, 2006 Minutes	Board members reviewed the September 26, 2006 minutes. Ms. Miller noted a change in the Internal Policy report discussion. Chris Harrison made a MOTION to adopt the minutes as amended. Elizabeth Priaulx SECONDED the MOTION. The amended Minutes were adopted by unanimous vote.
Public Comment	No public comment was offered.
Director's Report	Ms. Miller reported that the majority of VOPA's time at the General Assembly has been taken up by working on bills for the rights of individuals with mental illness. Ms. Miller shared that one bill that is still of concern is House Bill 2632 regarding the Virginia Lottery and accessibility of the retail locations doing business with the Lottery. Ms. Miller agreed to send Board members information regarding the Senate committee this bill will be assigned to. Regarding staffing changes, Ms. Miller shared that Scott Devore will begin as a staff attorney in February. A third-year law student, Jessica Thompson, had returned to serve as an intern. Ms. Miller also noted that second interviews for the position of Managing Attorney are ongoing.

**Finance and Resource
Development Committee**

- **Financial Report**

Dr. Fuller advised the Board that the Auditor of Public Accounts has scheduled an audit of VOPA. The entrance interview is scheduled for February 12, 2007 at 1:00 p.m. The purpose of this follow-up audit is to check on VOPA's progress following the 2006 audit. Dr. Fuller and Mr. Brown will attend the meeting and all Board members were invited.

Dr. Fuller directed Board members to the financial reports which were distributed with the Board packet. The report identified as "FY2007 - Total of All Programs" has been adopted by the Finance Committee as the official tool for reporting to the Board. Other reports will still be made available to the Board members upon request.

Dr. Fuller shared that the Commonwealth of Virginia had recently revised the meals and incidental travel expenses rates. He presented the new rates to the Board. Based on consensus of the Board members to bring VOPA into compliance with state per diems, Bill Fuller made a MOTION to Suspend normal procedures which dictate that actions not be voted on at the same meeting in which they are initially presented. Pat Meyer SECONDED the MOTION to Suspend. The vote was unanimous to suspend protocol. Dr. Fuller made a MOTION to adopt the revised meals and incidental travel expenses rates. Having been presented by the Finance Committee, no SECOND was required. The vote for adoption of the revised rates was unanimous.

- **Fiscal Operating
Procedures**

Dr. Fuller distributed the Accounting Manual, noting that the Finance Committee had reviewed the manual for the second time on Monday, January 29, 2007. Dr. Fuller noted that there are still areas which need refinement. After review by the Board, Dr. Fuller, on behalf of the Finance Committee, requested that the Board adopt the manual as an interim measure with the acknowledgement that it is subject to change. Based on the urgent need to have an approved accounting manual, Susan Kalanges made a MOTION to Suspend the Rule to enable the Board to consider the recommendation from the Committee. Waja Grimm SECONDED the MOTION to Suspend the Rule and the MOTION carried unanimously. Dr. Fuller made a MOTION to adopt the manual. Having come from the Finance Committee, the MOTION required no SECOND. The MOTION carried with unanimous vote of the Board.

**Goals and Public
Awareness Committee**

- **Timeline**

Elizabeth Priaulx distributed a timeline and discussed the process by which VOPA will develop the biennial Goals, Focus Areas, and Objectives. Mr. Brown commended the Committee for the level of detail work that has been presented. Ms. Priaulx noted that the Committee also discussed ways to disseminate information to the community regarding the Goals, Focus Areas, and Objectives. Further, Ms. Priaulx explained that the online survey tool will be utilized for public input in 2007. She stressed that after the Board is presented with the Goals in April 2007, VOPA will create online survey tool. Ms. Priaulx encouraged Board members to distribute the information about the survey throughout their networks.

Public Policy Committee

Ray Burmester, Chair of the Public Policy Committee, noted that the committee had not met since the September 2006 Board meeting and had no report.

Reports

- **PAIMI Council**

Irene Rebholz, Council Chair, shared that the Council met on November 16, 2006 in Arlington, Virginia. At that meeting, dates for 2007 meetings were formalized and elections were made. Ms. Rebholz was elected Chair, Lisa Ritchie was elected Vice Chair, and CW Tillman was elected Secretary. Ms. Rebholz noted that staff support would continue to take minutes at the meetings. Elizabeth Priaulx represented the Board at the meeting. Ms. Rebholz noted that Sherry Confer, VOPA Policy Director, is coordinating a joint training between the PAIMI Council and the Disabilities Advisory Council. The next meeting of the PAIMI Council will be February 15 in Richmond.

- **Disabilities Advisory Council**

Disabilities Advisory Council (DAC) Chair Dave Wilber noted that the DAC met on December 13 and saw a good turn out. The Council worked on their annual report during this meeting. Waja Grimm represented the Board at the meeting. The next meeting of the DAC will be March 21 in Richmond.

- **Progress on Objectives**

Ms. Miller directed Board members to the Progress on Objectives Report provided in the Board packet. The Report serves as a review of progress towards the Objectives set for Fiscal Year 2007.

- **Litigation**

After the Board reviewed the Litigation Report, Ms. Miller summarized several cases and took questions from Board members.

Internal Policy Committee

- **Policies Proposed at September Board Meeting**

- Inclement Weather
- Standards of Conduct
- EEO
- Lay-Offs
- Information Technology

Susan Kalanges, Committee Chair, presented for Board approval the following policies which had been introduced at the September Board meeting:

Policy 4.6 – Office Closings/Inclement Weather

No changes were made to the policy from its introduction in September. The MOTION, coming from the Committee, required no SECOND. Policy 4.6 – Office Closings/Inclement Weather passed with unanimous vote.

Policy 4.9 – Standards of Conduct

Ms. Kalanges noted that at the request of the Board, the policy now reflects changes suggested at the September Board meeting. The MOTION, coming from the Committee, required no SECOND. Policy 4.9 – Standards of Conduct was approved by unanimous vote.

Policy 4.10 – Equal Employment Opportunity

No changes were made in this policy from the original reading in September. The MOTION required no SECOND as it was made by the Committee. Policy 4.10 – Equal Employment Opportunity was adopted by unanimous vote.

Policy 4.11 – Layoff/Work Unit Identification

Ms. Kalanges noted that no change had been made to this policy since its introduction. The MOTION, coming from the Committee, required no SECOND and passed with unanimous vote of the Board.

Policy 7.1 – Information Technology

No changes were noted in this policy since its introduction in September. The MOTION to adopt this policy was made by the Committee and required no SECOND. The MOTION passed with unanimous approval.

- **New Policies**

In continuing to re-evaluate and adopt Operating Policies previously approved by the 2002 VOPA Board, Ms. Kalanges distributed the following policies for the Board's review and consideration to be voted on in April 2007. Ms. Kalanges noted that any change to verbiage is indicated by the text reflecting a "strikethrough" and new language is underlined.

Policy 6.1 – Public Awareness

After review and discussion by the Board, it was suggested the Committee reconsider unclear terminology.

Policy 1.2 – Service Access and Eligibility

Members reviewed the policy and requested that the Committee re-evaluate terminology relating to case acceptance. Further, members discussed the need to define the number of federal programs under which VOPA operates, suggesting that to define that number might limit the scope of the policy.

Policy 1.4 – Caseload Sizes

Members discussed the importance of identifying the number of cases for which each staff position is responsible. Policy 1.4 dictates the expectations for caseloads. Members requested that the Committee revisit the wording of the policy.

Lunch

The Board meeting was adjourned for lunch at 12:00 and reconvened at 12:30.

Executive Committee

- **Nominating Committee**

Ms. Miller reminded Board members that under the Bylaws, a slate of candidates must be presented to the Board no later than 30 days prior to the election. Mr. Brown appointed Elizabeth Prialx and Waja Grimm to the Nominating Committee to recommend a slate of candidates which will be voted on in April. Mr. Brown appointed Lisa Shehi, Executive Assistant, as the staff support secretary to the Board.

- **Appeals Process**

Ms. Miller reminded the Board members that an interim appeals process had been approved at the September meeting. The interim process allowed the Board Chair to assign a Board member as an Appeals Reviewer on a rotating basis. After discussion, and as presented to the Board in September, the Executive Committee recommended continuing the following process:

Appeals shall be reviewed by one Board member, selected by the Board Chairperson, generally on a rotating basis. The Chairperson and any Board member with a hardship shall be exempt from service as an Appeals Reviewer. The Reviewer shall operate within the policies and procedures established by the Board, except that Reviewer's recommendations involving organizational changes or to which the Executive Director objects are not effective until supported by a vote of the full Board, or, in emergency situations, the Executive Committee.

No SECOND to the MOTION was required and it was approved by unanimous vote of the Board.

- **Bylaws Changes**

Ms. Miller distributed Bylaws, as revised at the September 2006 Board meeting. After discussion and no additional changes, Mr. Brown made a MOTION on behalf of the Executive Committee for approval of the Bylaws. No SECOND was required. The Bylaws were approved by unanimous vote of the Board.

The Executive Committee will study the necessity of incorporating a clause into the Bylaws to enable the Board to remove an officer.

- **Affirmation of Previous Policies**

- **Contract Authority**
- **Grant Performance Report**
- **Budget**
- **Grant Renewals**
- **Council Appointments**
- **Disabilities Advisory Council**

Mr. Brown reminded Board members that the 2006 audit identified existing policies from 2002 which had never been formalized. Mr. Brown read each of the following policies asked that the Board consider reaffirmation of these policies:

VOPA Contract Authority

Board members offered no further discussion to this policy. Mr. Brown made a MOTION on behalf of the Executive Committee to adopt the policy as read. With no SECOND required, the policy was adopted by unanimous vote of the Board.

VOPA Annual Grant Performance Reports

No discussion was offered by Board members. Mr. Brown made a MOTION on behalf of the Executive Committee to adopt the policy as read. With no SECOND required, the policy was adopted by unanimous vote of the Board. The vote was unanimous for adoption.

VOPA Budget

After the reading of the policy, Members requested that the final sentence be amended to read, "The Finance Committee and the Executive Director will timely inform the Board if any programs are at risk of fiscal jeopardy." Mr. Brown made a MOTION on behalf of the Executive Committee to adopt the policy as amended. With no SECOND required, the policy was adopted by unanimous vote of the Board.

VOPA Grant Renewals

No changes were noted from the original policy. Mr. Brown made a MOTION on behalf of the Executive Committee to adopt the policy as read. With no SECOND required, the policy was adopted by unanimous vote of the Board. The vote was unanimous for adoption of the VOPA Grants Renewal policy.

VOPA Council Appointments

Mr. Brown made a MOTION on behalf of the Executive Committee to adopt the policy as read. With no SECOND required, the policy was adopted by unanimous vote of the Board. The vote was unanimous for adoption of the VOPA Council Appointments policy.

VOPA Disabilities Advisory Council

Ms. Miller explained that this Advisory Council has undergone a naming change since originally approved by the Board in 2003 and that the policy had been amended as appropriate. Mr. Brown made a MOTION on behalf of the Executive Committee to adopt the policy as read. With no SECOND required, the policy was adopted by unanimous vote of the Board. The vote was unanimous for adoption of the VOPA Disabilities Advisory Council policy.

- **New Policies**

- **Public Comment**
- **Board and Executive Director Relationship**
- **Training of Support of Board Members**
- **Review of Board Policies**

Mr. Brown presented new policies for the Board's consideration. These policies formalize existing practices. Therefore, Mr. Brown requested that normal procedure be suspended and that the Board vote on these policies at this meeting, with the understanding that all will be revisited at the April meeting.

VOPA Relationship between Governing Board and Director

Mr. Brown read the policy. Chris Harrison noted that the title "Director" should be changed to "Executive Director."

By unanimous consent, normal procedure suspended and the policy was adopted by unanimous vote.

VOPA Board Review of Policies

After reading of the policy, the Board discussed and recommended that the policy be amended as follows:

It is the policy of the VOPA Governing Board to review the Board's operating policies on at least an annual basis to ensure compliance with law. Unless otherwise directed by the Board Chair, the review will be conducted by the Executive Director during the first full month after final adjournment of the Virginia General Assembly. The Executive Director shall report to the Board at the next meeting thereafter.

By unanimous consent, normal procedure suspended and the policy was adopted by unanimous vote.

Training and Support of Board Members

After reading of the policy and discussion, the policy was amended to read as follows:

The Executive Director shall prepare and maintain a Board Resource Manual and provide a copy to each Board member. The Resource Manual shall be updated periodically as necessary. The Executive Director shall make available a New Board Member Orientation and training within six (6) months of appointment of the Board member. At a minimum, the Board training shall include the Freedom of Information Act (FOIA), policies and procedures, Conflicts of Interests statute, travel policies, financial oversight, and governance responsibilities. The training will be open to all Board members as a refresher.

The Board will develop a list of available resources in specific subject matters with individuals with expertise. The list will be retained by the Chair and Vice Chair of the Board. The Board will use the expertise of VOPA legal staff to the extent possible and to the extent such use does not constitute a conflict of interest and does not drain resources needed for clients. If expertise is not otherwise available, the Board, through its Executive Committee, is authorized to hire legal counsel and other consultants as may be necessary, utilizing the state procurement process.

By unanimous consent, normal procedure suspended and the policy was adopted by unanimous vote.

Public Comment

Ms. Miller distributed a copy of the Public Comment policy. Board members discussed the policy and Mr. Brown reminded them that they would not be asked to vote on this policy until April 2007.

- **Succession Plan**

Board members discussed the Advance Planning for Transition of the Executive Director. Mr. Brown noted that the Succession Plan is presented for consideration and review. A vote will be taken on adoption of the Plan at the April 2007 Board meeting.

Legal Developments – Clyde Mathews

Clyde Mathews, Managing Attorney in VOPA's Resource Advocacy Unit, discussed recent actions in employment law.

There being no further business, Pat Meyer made a MOTION to adjourn at 2:15 p.m. Susan Kalanges SECONDED the MOTION and it passed with unanimous approval. The next meeting of the VOPA Board will be April 24, 2007 in Williamsburg, Virginia.

FINAL MINUTES

April 24, 2007
