

FINAL MINUTES
Virginia Office for Protection and Advocacy
Williamsburg, Virginia
April 24, 2007

Board Members Present: Brent Brown, Waja Grimm, Chris Harrison, Van Johnson, Susan Kalanges, Rita Kidd, Pat Meyer, Elizabeth Priaulx, Irene Rebholz

Board Members Present by Phone: Bill Fuller (for portions)

Board Members Absent: Ray Burmester, Maureen Hollowell, Dink Shackelford, Dave Wilber

Staff Present: Sherry Confer, Eileen Levandoski, Colleen Miller, Lisa Shehi
Clyde Mathews (for portions)

Call to Order and Welcome: Brent Brown, Board Chair, called the meeting to order at 9:10 a.m. Mr. Brown asked all present to introduce themselves.

Training:

- Confidentiality

Clyde Mathews, Managing Attorney of VOPA's Resource Advocacy Unit, distributed a handout regarding Confidentiality Considerations in Protection and Advocacy Practice. Mr. Mathews discussed the types of records and information subject to and exempted from the Virginia Freedom of Information Act. Mr. Mathews noted that due to the federal regulations under which VOPA operates, there may be additional protections of information. Following the training, Mr. Mathews answered questions raised by Board members.

Legal Developments: Mr. Mathews shared information regarding the Help America Vote Act of 2002 including specific sections of the Act, activities allowable to protection and advocacy systems under a HAVA grant, and a recent decision in the Northern District of California which held that individuals do not have rights under the Section 301 of the Act.

Mission Statement: Susan Kalanges read the Mission Statement.

Adopt Agenda: Mr. Brown requested that the Finance and Resource Development Committee and Evaluation Committee Reports be moved to an earlier slot in the agenda to accommodate Dr. Bill Fuller who will join the meeting by telephone for those two reports. Waja Grimm requested time on the agenda to discuss an interpretation of the Code of Virginia section pertaining to Board member terms. Colleen Miller shared that she would discuss those interpretations during her Executive Director's Report.

Pat Meyer made a MOTION to accept the agenda as amended. Susan Kalanges SECONDED the MOTION and the amended agenda was adopted with unanimous approval.

Approval of January 30, 2007 Minutes: Board members reviewed the January 30, 2007 minutes. Mr. Brown requested that reasons be noted in the minutes when rules are suspended regarding voting. Waja Grimm made a MOTION to accept the Minutes with the changes as noted by Mr. Brown. Chris Harrison SECONDED the MOTION and it carried unanimously.

Public Comment: No public comment was offered.

Director's Report:

Regarding staffing changes, Ms. Miller shared that Clyde Mathews has been called to active military duty with his last day in the office being May 3. Two new Disability Rights Advocates—Robert Gray and Celia Yette—will join the Resource Advocacy Unit. VOPA is currently interviewing for the position of attorney and reviewing applications for Disability Rights Advocates specializing in Special Education.

Regarding Information Technology, Ms. Miller shared that VOPA released a Request for Proposals (RFP) for the redesign of the VOPA webpage. Additionally, an RFP has been released for interim network service. Beginning on October 1, VOPA will begin using the Disability Advocacy Database (DAD) management system. Ms. Miller noted that, VOPA issued an "Investigation Highlights" document summarizing investigations for 2006.

Ms. Miller reported that the 2007 General Assembly session had been very active. House Bill 2362, for which Ms. Miller had requested assistance from the Board, was withdrawn by the patron. Ms. Miller reported that the Virginia Code is not clear about the potential re-appointment of Board members who were initially appointed to staggered terms, but that it appears they can be re-appointed. VOPA is asking Legislative Services for an interpretation so that there is greater consistency.

Executive Committee:

- Review of Policies Adopted at January Meeting
 - Board and Executive Director Relationship
 - Training and Support of Board Members
 - Review of Board Policies
- Board Policies Proposed at January Board Meeting:
 - Public Comment

Mr. Brown noted that the Executive Committee met on April 16, 2007. Mr. Brown directed Board members to Board policies which were presented and tentatively adopted in January 2007. The Board discussed the following policies with no revisions: Relationship between Governing Board and Executive Director, Grant Renewals, Annual Grant Performance Reports, VOPA Budget and Finances, Training and Support of Board Members, Disabilities Advisory Council, Appointment of Advisory Council Members. The policies, having been presented by the Board with a MOTION for approval, required no SECOND. These policies were adopted with unanimous approval.

The Board made the following recommendations:

Review of Board Policies

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 within 60 days after final adjournment of the Virginia General Assembly. The Executive Director shall report to the Board at the next meeting thereafter.

Pat Meyer made a MOTION to accept the policy on Review of Board Policies. Chris Harrison SECONDED the MOTION and the policy was adopted with unanimous approval of the Board.

Contract Authority

The Executive Director is authorized to enter into contracts with performance periods not to exceed two years and in amounts not to exceed \$50,000, unless ratified by the Board in accordance with the procedures set forth by the Virginia Office for Protection and Advocacy Accounting Manual. Notwithstanding, the Executive Director is authorized to hire staff under the Virginia Personnel Act and within maximum employee limitations set from time to time by the Board.

The Finance and Resource Development Committee was tasked with reviewing the Accounting Manual to ensure consistency between the Manual and the Policy. Pat Meyer made a MOTION to amend the Contract Authority policy. Waja Grimm SECONDED the MOTION. The MOTION to accept the amended policy was approved by unanimous vote of the Board.

The policy on Public Comment was presented for review but not adoption at the January 2007 meeting. After review and discussion, the policy was adopted by unanimous approval of the Board.

- Succession Plan

The Board reviewed and discussed the Succession Plan which was developed to facilitate any transition for the Executive Director and identified identify key individuals for the Board to contact in various circumstances. Mr. Brown brought forth a recommendation from the Executive Committee to adopt this Plan. No SECOND was required. The Plan was adopted by unanimous vote.

- Removal of Officers

Mr. Brown directed Board members to the Executive Committee meeting notes addressing a change to the By-laws that would institute a procedure by which officers could be removed if necessary. Mr. Brown reminded the Board that the proposed change was being presented for review and comment with a vote by the Board in July. The amendment to the By-Laws read as follows:
“Officers shall serve for a term of one year unless earlier removed by an affirmative vote of 2/3 of all Board members after 30 days’ written notice to all Board members by a Board member of the Board member’s intention to move for removal.”

Finance and Resource Development Committee:

Dr. Bill Fuller, Committee Chair, joined the meeting via telephone. Dr. Fuller noted that the Finance and Resource Development Committee met on April 16, 2007.

- Financial Report

Dr. Fuller directed the Board to the finance report in the Board packet and assured the Board that the finances of the organization are healthy. Regarding questions pertaining to the underutilization of personnel expenses, Dr. Fuller reported that the Committee acknowledges that these expenses are within acceptable limits and will continue to receive observations from management on these issues. After review, Brent Brown requested that future reports include the percentage of the budget year expended. Dr. Fuller agreed.

- Accounting Manual

Dr. Fuller reported that the Accounting Manual was accepted and approved by the auditors. Dr. Fuller brought forward the Accounting Manual for final approval of the Board. Ms. Miller submitted one page to be entered into the manuals with a typographical error correction. Mr. Brown complemented the Committee and staff on the development and review of this manual. With no SECOND required, the Board voted unanimously adopting the finalized Accounting Manual dated April 10, 2007.

- Audit Update

Ms. Miller summarized the report from the Auditor of Public Accounts (APA). The draft report found “no areas of noncompliance,” that VOPA had “developed adequate fiscal controls”, and that VOPA had “taken adequate corrective actions in response to last year’s audit.” With respect to the Accounting Manual, the APA assessment will indicate that there is “nothing wrong with it.” The Auditor reminded Ms. Miller that the audit is based on a specific point in time and that future audits may discover other issues. Ms. Miller acknowledged the leadership of Mr. Brown and Dr. Fuller through the audit process.

Evaluation Committee – Executive Session:

Elizabeth Priaulx made a MOTION to adjourn to closed session for the purpose of discussing the performance and salary evaluation of the Executive Director. This meeting is specifically authorized to be conducted in closed session pursuant to section 2.2-3711 (A) (1) of the Code of Virginia.

Chris Harrison SECONDED the MOTION and it carried with unanimous approval of the Board.

After discussion in closed session, Dr. Pat Meyer read a statement to certify that only such public business as that identified in the MOTION to close the meeting was heard or considered. Each member personally and individually affirmed this certification.

Ms. Priaulx made a MOTION to increase the salary of the Executive Director 5% as of April 1, 2007. Rita Kidd SECONDED the MOTION and it passed unanimously.

Mr. Brown made the following recommendations from the Evaluation Committee for the following year's Committee:

The following year's performance evaluation be conducted in the same manner as this year's evaluation with the following improvements:

- a. The Executive Director in consultation with the Executive Committee adopt a formal job description for the Executive Director.
- b. The written ratings by the Board members be based on written criteria from a written job description using a five point scale.
- c. In the following year, efforts will be made to measure at least some of the same areas to assure that year to year progress can be tracked.
- d. The entire evaluation process be memorialized as adopted in amended in the operating procedure to be drafted by the Executive Committee and submitted to the Board for approval.

Lunch:

The Board adjourned for a 30-minute lunch at 12:40, reconvening at 1:10 p.m.

Internal Policy Committee:

- Policies Proposed at January Board Meeting
 - Policy 1.2 – Service Access and Eligibility
 - Policy 1.4 – Caseload Sizes
 - Policy 6.1 – Public Awareness

Susan Kalanges, Committee Chair, presented for Board approval three policies which were introduced at the January 30, 2007 meeting of the Board. After discussion of the policies, Mr. Brown recommended a wording change to Policy 1.2. After rewording, Policy 1.2 reads:

It is the policy of the Office to provide its services in an accountable manner. The Office will provide information and referral services to any person making a request for simple factual information. Technical assistance may be provided to any person with a disability or a representative of a person with a disability with a rights issue covered by state, federal or other programs administered by the Office. Only individuals who meet the statutory standards for eligibility under the one state and federal programs or the eligibility standards of a new or periodic program will be considered eligible for case advocacy (including short-term assistance), legal representation and investigation services which are referred to collectively as case level services. In addition to meeting these eligibility standards, individuals may only receive case level services when the presenting issue falls under one or more of the objectives established annually, except that only the Executive Director may authorize case level services for requests falling

outside of the annual objectives.

The MOTION, having been brought by the Committee, required no SECOND. Policies 1.2, 1.4, and 6.1 were approved by unanimous vote of the Board.

- New Policies

In continuing to re-evaluate and adopt Operating Policies previously approved by the 2002 VOPA Board, Ms. Kalanges offered Policies 2.1: Case File Management and 2.8: Case Transfer for the Board's review and consideration. Ms. Kalanges noted that any change to verbiage is indicated by the text reflecting a "strikethrough" and new language is underlined. Mr. Brown suggested changing the text of Policy 2.8 to read:

It is the policy of the Virginia Office for Protection and Advocacy to transfer cases between staff or between funding streams when it is deemed administratively necessary by the Executive Director or her designee.

After review by the Board and discussion, it was recommended that Policies 2.1 and 2.8 be consolidated into one policy. Additionally, the Committee presented a new Operating Policy addressing Office Holidays. Board members discussed the policy and made recommendations to the Committee.

The Board will vote on these policies at the July 24, 2007 meeting.

- Old Business

Ms. Kalanges noted that the order of policies presented for Board review has been re-prioritized to include expediting a policy regarding Harm to Staff or Self.

Public Awareness and Goals Committee:

- Goals

Elizabeth Prialux, Committee Chair, referred Board members to materials provided and discussed the steps in developing the Goals, Focus Areas, and Objectives. The Committee recommended that the Goal statements as provided be adopted for FY 2008 – 2009. After review and other discussion, Mr. Brown suggested the rewording of the final goal (as identified in the Committee's memo) be amended to read "People with Disabilities in the Commonwealth of Virginia are Aware of the Nature and Scope of VOPA's Services." Dr. Meyer made a MOTION to adopt the Goals as amended. Chris Harrison SECONDED the MOTION and it passed with unanimous vote of the Board. Ms. Prialux discussed methods by which the Committee will obtain community input on Objectives.

Ms. Prialux noted that the Committee would meet on June 28 in Northern Virginia to develop proposed focus areas. Ms. Prialux recommended that the Public Awareness and Goals Committee also develop best methods to publicize VOPA's Goals to empower individuals and identify needs.

Public Policy Committee:

There was no report from the Public Policy Committee.

Subsequent to discussion by the Board, Mr. Brown requested that the Public Policy Committee provide a forum to address public issues including mandatory mental health treatment.

Nominating Committee:

The Nominating Committee presented the following slate of officers:

Chair – Brent Brown

Vice Chair – Susan Kalanges

There being no further nominations from the floor, Pat Meyer made a

MOTION to close the nominations. Rita Kidd SECONDED the MOTION and the vote to close the nominations was unanimous. Chris Harrison made a MOTION to accept the nominations as presented by the Nominating Committee. Pat Meyer SECONDED the MOTION and Mr. Brown and Ms. Kalanges were elected Chair and Vice Chair by unanimous vote.

Reports:

- PAIMI Council
Irene Rebholz, Council Chair, noted that the PAIMI Council last met on March 21, 2007 in Richmond. Susan Kalanges, Board Vice Chair, attended on behalf of the Board. The next meeting of the PAIMI Council is May 16 and will be held at Piedmont Geriatric Hospital in Burkeville.

- Disabilities Advisory Council
Van Johnson, Council Vice Chair, shared that the Disabilities Advisory Council and the Protection and Advocacy for Individuals with Mental Illness Advisory Council had participated in joint leadership training on April 17, 2007. The next meeting of the DAC is scheduled for June 20, 2007 in Richmond.

- Progress on Objectives
Ms. Miller summarized the Progress on Objectives Report which summarizes VOPA fiscal year activities through March 31, 2007.

- Litigation
Ms. Miller reviewed the Litigation Report and responded to questions from the Board.

There being no further business, Pat Meyer made a MOTION to adjourn the meeting. Waja Grimm SECONDED the MOTION. Upon unanimous vote, Mr. Brown adjourned the meeting at 3:30 p.m. The next meeting of the Board will be July 24, 2007 in Richmond.

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