

Virginia Office for Protection and Advocacy
Governing Board
*****FINAL MINUTES*****
Roanoke, Virginia
April 28, 2009

- Members Present:** Susan Kalanges, Chair; Pat Meyer, Vice Chair; Brent Brown, Charles Cooper, Bill Fuller, Waja Grimm, Chris Harrison, Rita Kidd, Elizabeth Priaulx, Daaiyah Rashid, Lisa Ritchie, C W Tillman
- Members Absent:** Maureen Hollowell
- Guests Present:** None
- Staff Present:** Sherry Confer, Colleen Miller, Lisa Shehi
Michael Gray (for portions)
- Call to Order, Welcome, and Introductions:** Susan Kalanges, Board Chair, called the meeting to order at 9:10 a.m. Ms. Kalanges requested that all Board members, visitors, and staff introduce themselves.
- Training:**
- **Issues for People with Brain Injuries** Helen Butler, Director of the Brain Injury Services of Southwest Virginia, provided an oversight of brain injuries and issues individuals with brain injuries encounter.
- Mission Statement:** Elizabeth Priaulx read VOPA's mission statement.
- Adopt Agenda:** Ms. Kalanges requested that the agenda reflect the addition of the Nominating Committee Report following the report from the Executive Director. Pat Meyer made a MOTION to adopt the agenda as amended. Chris Harrison SECONDED the MOTION and the agenda was unanimously adopted.
- Approval of January 30, 2009 Minutes:** Several wording changes were recorded. Chris Harrison made a MOTION to adopt the January minutes as amended. Bill Fuller SECONDED the MOTION and the minutes were unanimously adopted.
- Public Comment:** No public comment was offered.
- Executive Director's Report:** Colleen Miller, Executive Director, provided updates to the written Executive Director's Report. Board members discussed possible options for fund raising goals to expand VOPA's information technology services.

Executive Committee:

- **Nominating Committee**

On behalf of the Nominating Committee, Rita Kidd presented the following slate of officers:

Chair – Pat Meyer
Vice Chair – Bill Fuller

Daaiyah Rashid made a nomination from the floor for Elizabeth Priaulx to fill the position of Chair. After discussion, Ms. Priaulx declined the nomination. There being no further nominations from the floor, Brent Brown made a MOTION to close the nominations. Elizabeth Priaulx 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. Elizabeth Priaulx SECONDED the MOTION and Dr. Meyer and Dr. Fuller were elected Chair and Vice Chair by unanimous vote.

- **Executive Director's Job Description**

Ms. Kalanges noted an addition to the Point Four under Organizational Integrity of the Executive Director's Job Description.

- **Policy Proposal**

Ms. Kalanges shared changes and additions to the Board Policy regarding the Relationship between the Governing Board and the Executive Director.

On behalf of the Executive Committee, Ms. Kalanges presented the changes to the Executive Director's Job Description and the Board Policy for Board approval, as follows:

Added to the Policy Statement:

The Executive Director shall consult or inform the Board via the Chair of issues or strategies that may affect public policy.

Added as a Procedure:

The Executive Director will regularly, at least weekly, inform the Chair of the activities of the Office and will consult with the Chair on those activities. The Chair may then consult with the Executive Committee or the Board, in the Chair's discretion, if further direction is needed.

No SECOND was needed and the changes were approved unanimously.

- **By-Laws – Changes for Nominating Committee**

Ms. Kalanges presented proposed changes to the Nominating Committee structure of the By-Laws for consideration and vote in July 2009. After discussion, the By-Laws were returned to the Executive Committee for further discussion.

Following the election of officers and on behalf of the Board, Ms. Miller presented Ms. Kalanges a gift recognizing her leadership to the Board. Ms. Miller also presented Brent Brown with a Certificate of Appreciation for his service to the Board.

**Executive Director
Evaluation Committee –
Closed Session**

Dr. Fuller 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.

Dr. Meyer SECONDED the MOTION and it carried with unanimous approval of the Board.

After discussion in closed session, Susan Kalanges read a statement to certify that only such public business as that identified in the MOTION to close the meeting was heard or considered. Elizabeth Prialux stated her personal perception that the Board had discussed a matter pertaining to the evaluation process and a substantive advocacy position during the closed session and could not certify that only business pertaining to the evaluation of the Executive Director was conducted. Each other member personally and individually affirmed this certification.

The Board adjourned for lunch at 12:55 and reconvened at 1:20.

**Finance and Resource
Development Committee**

- **Financial Report**

Dr. Fuller distributed the finance report and noted that the Finance and Resource Development Committee met in Roanoke on April 27 to review the financial state of VOPA in detail. On behalf of the Committee, Dr. Fuller recommended reallocating \$1,171 from the Fixed Asset Expenditure line item to increase the Cash Transfer Out line item by an equal amount. No SECOND was required and the MOTION passed unanimously.

Dr. Fuller shared that there is a variance in expenditures planned for Clerical Services due to the contract hire for a personal assistant.

Dr. Fuller discussed the findings of the Auditor of Public Accounts for the period FY2006 – 2008. He explained that the audit was good overall and found one area of concern—the information technology security. Dr. Fuller shared that

VOPA has security measures in place and has responded to the audit accordingly. On behalf of the Committee, Dr. Fuller asked that the Board acknowledge receipt of the Audit Summary. The Board so acknowledged.

At the January 30, 2009 meeting, the Board approved a procedural statement regarding travel in which wording errors were later noticed. Dr. Fuller provided a copy of the appropriate verbiage and, on behalf of the Committee, recommended approval of the reworded statement. The corrected language reads:

VOPA shall use the Commonwealth of Virginia's travel regulations referenced in the Commonwealth Accounting Policies and Procedures (CAPP) Manual as a model for travel procedures and reimburse mileage, meals, and lodging at the Commonwealth of Virginia per diem rates. Any exceptions to this must be adopted by the Governing Board.

Specific Travel Rules and Procedures may be found at Appendix G of the Accounting Manual.

No discussion was offered and no SECOND was required. The Board voted unanimously to accept the wording change.

Internal Policy Committee

Chris Harrison, Committee Chair, presented for Board approval two policies that were introduced at the January 30, 2009 meeting:

- **Policy 4.18 – Telecommuting**
- **Policy 4.13 – Educational Aid**

On behalf of the Committee, Mr. Harrison recommended adoption of Policy 4.18 – Telecommuting and Policy 4.13 – Education Aid, as follows:

Policy 4.18 – Telecommuting

It is the policy of the Virginia Office for Protection and Advocacy to provide good customer service during normal business hours of operation, while offering sufficient flexibility to staff. Where the two conflict, the needs of the Office take priority. VOPA considers telecommuting to be a privilege extended to employees who have demonstrated they can work effectively and efficiently with minimal supervision.

Policy 4.13 – Education Aid

It is the policy of the Virginia Office for Protection and Advocacy (VOPA) to provide educational aid for full-time employees for coursework that supports the mission of the Office and when adequate fiscal resources are available. VOPA may negotiate the terms of the educational aid and may use the Department of Human Resource Management Policy 5.10 as a guide.

No SECOND was required and each policy was adopted with unanimous vote of the Board.

- **New policies**

Mr. Harrison noted that the committee requested that staff revise a portion of the Personnel Manual.

Goals and Public Awareness Committee

- **Review of FY2010-2012 Goals**

Elizabeth Prialux, Committee Chair, made a MOTION on behalf of the Committee to approve the proposed Goals for FY2010-2012 as presented to the Board in writing, as follows:

Goal 1: People with Disabilities are Free from Abuse and Neglect

Goal 2: Children with Disabilities Receive an Appropriate Education.

Goal 3: People with Disabilities have equal access to Government Services.

Goal 4: People with Disabilities Live in the Most Appropriate Integrated Environment.

Goal 5: People with Disabilities Are Employed to their Maximum Potential.

Goal 6: People with Disabilities Have Equal Access to Appropriate and Necessary Health Care.

No SECOND was required and the Goals were adopted by unanimous vote.

Ms. Prialux, on behalf of the Committee, recommended that the term of the goal-setting process increase from a two-year cycle to a three-year cycle. Board members discussed the request. No SECOND was required and Board approved the recommendation by unanimous vote.

On behalf of the Committee, Ms. Prialux made a MOTION to charge Board members with the duty to assist with outreach and solicitation of public comments during development of future Focus Areas. VOPA will use one open-ended question. Ms. Prialux asked for the support of the Advisory Councils and Board members. No SECOND was required and the vote was unanimous.

Council Development and Public Policy Committee:

The Council Development and Public Policy Committee met on April 27, 2009. Dr. Meyer, Committee Chair, distributed proposed changes to Board Policy #10 - Appointment of Advisory Council Members – reflecting the addition of a “provisional membership” status. Dr. Meyer noted that the Committee will make a recommendation to the Board for approval of these changes subsequent to some additional research. Addition of the status of “provisional member”

would establish eligibility for travel-related expense reimbursement of that member.

Dr. Meyer asked that Board members review the schedule of Council meetings and commit to attending at least one meeting on behalf of the Board.

Dr. Meyer shared that the Committee is working on the recommendations from the April 2008 retreat. As a result, the Committee will begin reviewing the By-Laws for each Council. Additionally, a job description of Council members is under development and will be distributed at a future Board meeting. Dr. Meyer stated that draft minutes will now be included between Board and the Councils.

Reports

- **Litigation**
 - **JW vs. SVMHI** Michael Gray, VOPA Staff Attorney, presented information on a human rights-based litigation.

 - **General** Ms. Miller referred the Board to the remaining litigation notes in the Report.

- **PAIMI Council** C W Tillman, Council Chair, shared that the Council met in Richmond on February 12 and welcomed many guests. He stated that the Council is looking at ways to strengthen and improve its operation. The next PAIMI meeting will be held May 14 in Richmond.

- **Disabilities Advisory Council** Lisa Ritchie stated that the Disabilities Advisory Council met in Richmond on March 12 and welcomed several guests. Anne McDonnell, Executive Director of Brain Injury Services of Virginia, and Celia Yette, Disability Rights Advocate at VOPA, spoke regarding brain injuries. Ms. Ritchie noted that the next meeting of the Council will be on June 11 in Richmond.

- **Progress on Objectives** Board members were provided the Progress on Objectives Report prior to the meeting. There were no questions or discussion regarding the report.

There being no further business, Chris Harrison made a MOTION to adjourn the meeting. Dr. Meyer SECONDED the MOTION and the Board was adjourned at 3:11 p.m. with unanimous vote. The next meeting of the Virginia Office for Protection and Advocacy Governing Board will be held in Richmond, Virginia on July 28, 2009.

FINAL MINUTES

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