

disAbility Law Center of Virginia (dLCV)
Board Meeting
draft

Zoom Meeting

January 28, 2023

Members Present	Donna Gilles (president), Carrie Knopf, Sally Conway, Tom Walk, Stacy Ruble, Greg Crapanzano, Zipporah Levi-Shackleford, Henry Claypool, Sean Campbell, Carol Tuning, Tyler Williamson, Evan Wrinkle, Diana Crosswhite, Sierrah Chavis at 10:28 a.m., Harry Gewanter at 12:45 p.m., Gavriel Legynd via notetaker only, Colleen Miller
Members Absent	Cameron Lynch
Guest	Angela Thanyachareon
Staff Present	Sophia Nelson, Terry Lynn Smith
Call to Order and Welcome	Donna Gilles (president) called the meeting to order at 10:05 a.m.
Introductions	
Consent Agenda	Tom moved and Sally seconded to approve Consent Agenda. Adopted unanimously.
Mission Statement	Evan read the mission and vision statement.
Public Comment	Angela Thanyachareon offered the Public Comment as a former Board Member.
Mission Moment	Sophia Nelson offered the Mission Moment on the Representative Payee Program
Presidents Report & Exc. Com	Communicate to committee chair if you are not going to be at the meeting. Proposed revision to Conflicts Disclosure Policy for staff to disclose when they have entered into a relationship with another staff member. Same language for board member to be added to conflicts statement. Stacy moved, Evan seconded. Adopted unanimously. PAIMI Council representatives needed for PAIMI Council meetings. Sierrah – April 29 th , Henry – July 22 nd .
Governance Discussion	Is the Board involved in personnel matters? Nothing addresses it directly. Board only supervises one person; the executive director. Unless there is a complaint against the executive director, the Board should not get involved. Motion made by Henry, Carol seconded. Governance and

Executive committees can do research and put in language requirements of when complaints should go to the board. Should employees be directed to HR? Who is the person? If the employee cannot pursue issue via HR or executive director, should they go to the board? Maybe utilize a third-party company, go to executive director, HR, or board? Donna suggests a couples of members from the Executive committee and a representative from the Governance committee and the Executive committees should be a subgroup that can work on this policy. The Executive director should be a part of this process. Timeline for completion is next Board meeting. Henry withdrew motion.

Committee and Task Force Reports

Resource Development Committee

Impact Awards were a big success. Preliminary feedback was that it diverted staff from Gala work. Creates some conflict with two awards back-to-back, Impact and Gala. Have the Impact Awards be more Board-driven throughout the year.

Training for the entire board in Fundraising 101 to help raise money and give board resources.

Stacy reports the Gala is on April 14th at 6:30 p.m. at the Dewey Gottwald Center. It is larger than where we had it last year as it holds over 200 people. We have a board challenge. Pick any three and let Stacy know by February 1st. The ticket prices are the same as last year. \$75 for the first 50 sold, and \$95 after that. There is a discounted price if that is an issue for anyone. Henry mentioned that board job description versus what is required of board members does not match, i.e., fundraising. Greg states to Henry's point, we do not want this to be a burden on anyone. If anyone feels this is over-the-top, let us have a conversation about it.

Personnel Committee

Tom reports the Personnel committee met in December, and there were two primary items on the agenda. The first was the discussion of the approval of going to the 35-hour work week beginning January 1 and whether it has been a success/failure/indifferent change. Colleen talked about it at the staff meeting, and there is a lot of gratitude. Colleen worked with Tina on a life/work balance survey, which may not show a huge change in May.

Second on the agenda was revisions to the Workplace Harassment Policy. The Management Team and the Committee present to you for your consideration today a revised policy that allows for the confidential but anonymous reporting of complaints to a third-party company, HR Business Solutions. The reporter does not have to go through the third-party, they can go through the usual chain of command. The Committee is asking for approval of this revised policy. Sally is asking to make a change to last paragraph that instead of "management should take" that "management shall or must take". Sally moves to change the first sentence of the last

paragraph to “management shall take”. Carrie seconds. Greg makes an amendment to say “shall take any appropriate interim remedial action, up to and including, possible reassignment or suspension of pay.” Carrie seconds. Donna, all in favor. Aye! None opposed!

Plan for changes in personnel manual to be introduced to staff is to have a Zoom meeting with staff. Waiting on approval from board.

Public Awareness and Goals

The Committee met on January 9th to review the annual survey and pulled out the Covid information. The Committee talked about a short form survey; an exit survey. It asks would you recommend us to a friend, family, or colleague? A third survey is a more targeted survey, people in specific populations or work with specific agencies, also known as the fireside chats. There are 18 issues. We are asking that they rank them in order of the three most important and then we see how they relate back to the grants. Next meeting is on February 17th.

Buy-a-Building Task Force

The Task Force is relying on Colleen and the staff to set up a capital campaign. Colleen and Angela went to the Hill at the end of November to solicit earmark funds. It went extremely well. Initial inquiries are with foundations who particularly support capital campaigns and with Congress for a possible earmark. Tyler remarked that FACT pursued City Council and the city, if you have friends on council, and Ann Flippin with Autism Society of Richmond.

Finance and Audit

Stacy reported that as of December 31, 2022, the professional reports were over by \$1,024.00 in professional insurance. The Committee moves that to transfer \$1,024.00 from travel and training to professional insurance. Tom seconds. All in favor! Motion carries.

Status on 2023 Grants. Expecting everything to stay where we expected it to except for the PAIMI Grant. The PAIMI grant received more money than expected.

The 2021 audit is going to be late. A consultant is assisting Randy. Hopefully, the 2022 audit will not be late.

Regarding the 30-day payment requirement, in October, two bills were not paid within the 30-day payment bracket. In November, there were eight bills not paid within the 30-day payment bracket. In December, all bills were paid within the 30-day deadline.

There are two subcommittees. One is the Insurance subcommittee, and the other is the Accounting Manual subcommittee. The Accounting Manual is on hold until we hire a new Director of Finance. Interviews are happening the first week of February.

Governance Committee

Angela reported that the purpose of the Governance Committee is to help the Board reach its full potential. Looking at how to assist Board members who are struggling to meet expectations? Want to be proactive; not

reactive. At January meeting, Governance discussed where Board members are located, looked at upcoming Board vacancies, how to fill Board vacancies as well as diversity on the Board. Sierrah stated having a Board liaison could help support new Board members.

Board Assessment Skills

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Closed Session

Sally motioned at 1:01 p.m. to discuss personnel matters.