Mountain Community Action Program, Inc.

BOARD OF DIRECTORS MEETING

October 17, 2017

MEMBERS PRESENT: Herbert Clay, Denisha Cook, Kristy Dean, Alan Gray, Sabrena Ison, Linda Larmer, Beverly Mountain, Buster Sage. and Amy Tuell.

MEMBERS ABSENT: Wade Blevins, Cameron Burton, Lori Deel, Gary Houseman, Meagan Hudson, Sara King, Leticia Maldonado, Angela Peters, and Debra Reeves.

STAFF IN ATTENDANCE: Mike Williams – Executive Director, Regina Williams – Finance Manager, Brook Vernon – Human Resource Manager, and Pam Howell - Recorder.

The Annual meeting of the Board of Directors of Mt. CAP was held at the Mt. CAP offices in Marion, Virginia on October 17, 2017 at 7:00 p.m. Nine members were present, therefore representing a quorum.

Herbert Clay chaired the meeting. Buster Sage motioned to approve the agenda as presented. After a proper second by Denisha Cook, the motion passed. Buster Sage motioned that the minutes of the meeting held on September 19, 2017 be approved. Amy Tuell seconded the motion. The motion carried.

Under Old Business, Buster Sage reported the Constitution and Bylaws Committee had met on October 3, 2017 to review and update board of director’s policies, procedures and the bylaws. A quorum was not present, therefore, the committee has scheduled another meeting on October 24, 2017. The committee will present their recommendations to the full board at the November regular meeting.

The Budget/Finance Committee meeting scheduled for Oct. 4, 2017 to address a strategy for increasing Mt. CAP’s unobligated funds and forming a long term financial plan for the agency was cancelled due to lack of attendance. Linda Larmer, as a member of the Budget Committee in attendance, will confer with other committee members to reschedule the meeting.

The Personnel Committee meeting scheduled for Oct. 4, 2017 to review the Family Medical Leave Act and other personnel issues was cancelled due to lack of attendance.  Members of that committee in attendance will meet after the conclusion of business to reschedule.

Mike Williams presented the electronic voting results for the record:

* September 27, 2017: Motion to approve the purchase of two buses and technological support for classrooms and administrative offices with the Head Start carryover funds as budgeted. 11 votes yea, 0 votes nay. The motion passed by majority vote.

At this time the board revisited the question of a conflict of a Mt. CAP board member sitting on the Head Start Policy Council. Mr. Williams reported that although the bylaws do not address this issue, he cited the following exerts from the Board Policies and Procedures Manual:

* Policy B-5 - Shared Decision Making Policy: *“The governing board shall appoint one member to serve on the Policy Council. The person serves as a liaison between the two boards. Verbal reports will be given to the board of directors and the Head Start policy council at each of their meetings.”*
* Policy B-12 – Shared Governance, item 6: *“A Policy Committee member will be represented on the Board of Directors, and a Board Member will be represented on the Policy Council.”*
* Policy B-13 – Useful Terms for Head Start under Governing Body of the Head Start Act: *“The group that is legally responsible for overseeing operations of the Head Start or Early Head Start program and setting the program’s financial priorities. Although a member of the governing body may also serve on the Policy Council or Policy Committee, and vice versa, the membership of the governing body and the Policy Council cannot be identical.”*

After a lengthy discussion, Herbert Clay stated that in his view as an attorney, it is not in the best interest of the agency to have a member serve on both governing bodies to avoid any potential conflicts of interest. Linda Larmer made the following motion: A Board Member cannot serve on the Head Start Policy Council. After a proper second by Sabrena Ison, the motion passed.

At this time Sabrena Ison motioned to approve Amy Tuell as liaison to the Head Start Policy Council. After a request by Mr. Clay, she rescinded the motion.

Sabrena Ison motioned that the selection of the liaison to the Head Start Policy Council be tabled until the upcoming board committee assignments have been presented and approved. Amy Tuell will serve as interim liaison until that time. After proper by Linda Larmer, the motion passed.

Under New Business, Herbert Clay presented the President’s report.

* Mr. Clay reported that the Smyth County Board of Supervisors appointed Blake Frazier to replace Wade Blevins as their representative on the board. A replacement to fill the position vacated by Lori Deel is still pending.
* Mr. Clay presented a letter of resignation from Alan Gray, who will be retiring from the Board as of December 31, 2017. Buster Sage motioned to approve Mr. Gray’s resignation. Sabrena Ison seconded the motion. The motion carried.

Mike Williams presented the Director’s Report. Mr. Williams had distributed a written report to board members prior to the meeting.

* Mr. Williams reported that staff have been busy attending several trainings and working on the Head Start Grant. The Office of Head Start has extended the deadline for that grant from December 1st to early February 2018.
* Delania Norris, Weatherization Program Manager, has received a Class A Contractors License and is now the agency’s Designated Party for that license.
* Mr. Williams met with members of the Constitution and Bylaws Committee to review current board policies and bylaws for updates.
* Mr. Williams and the Finance Manager had their bi-monthly conference with the OVCS Program Consultant and discussed information needed for the CSBG reporter. Over half if the documents required deal with actions by the Board of Directors and commended the agency on documents submitted thus far.
* Mr. Williams expressed his appreciation to the Board for the approval of the line of credit that had allowed the agency to operate effectively until pending grants receivable funds had arrived.
* Weatherization’s QCI technicians are currently contracted to do quality control assessments for Clinch Valley Community Action and the Council of Southern Mountains in West Virginia.
* At this time Mr. Williams introduced Brook Vernon, Human Resource Manager. Ms. Vernon has been busy updating personnel files with required documentation, reviewing federal labor regulations, preparing for employee health insurance open enrollment, assisting with the community assessment, and social media for the agency.

Mike Williams presented the Head Start Report:

* Head Start attendance and meal count reports for September 2017.

Regina Williams presented the Finance Report.

* Prior to the meeting reports had been provided to Board members outlining spending levels for Mt. CAP contracts along with financial balance sheets, bank statements, and credit card logs.
* Ms. Williams reviewed the September balance sheets and the current grants receivable report.

Under Other Business, Herbert Clay opened the floor for nominations for Officers of the Board:

Sabrena Ison nominated Herbert Clay for President. Amy Tuell seconded the nomination. The nomination was approved. Sabrena Ison motioned to close nominations for President. Buster Sage seconded the motion. The motion passed.

Buster Sage nominated Debra Reeves for Treasurer. Sabrena Ison seconded the nomination. Sabrena Ison motioned to close nominations for Treasurer. Buster Sage seconded the motion. The motion passed.

Amy Tuell nominated Linda Larmer for Secretary. Buster Sage seconded the nomination. Buster Sage motioned to close nominations for Secretary. Sabrena Ison seconded the motion. The motion passed.

Amy Tuell nominated Buster Sage for Vice-President. Sabrena Ison seconded the nomination. Linda Larmer motioned to close nominations for Vice-President. Sabrena Ison seconded the motion. The motion passed.

At this time, board members were asked to sign and return the following documents: Board Code of Ethics, Board Conflict of Interest, and Sworn Statement for Head Start.

After a discussion regarding the meeting scheduled for November 21, 2017, the meeting was rescheduled to be held at 6:15 p.m. on November 28, 2017 at the Peking Restaurant in Wytheville, Virginia.

The meeting scheduled for January 16, 2018 has been moved to January 23, 2018 to avoid a conflict with management staff attending the VACAP conference. The meeting will be held at 6:15 p.m. at the Marion Mt. CAP offices.

The next regular meeting is scheduled for November 28, 2017 at the Peking Restaurant in Wytheville, Virginia at 6:15 p.m.

Alan Gray motioned that the meeting be adjourned. After a proper second by Buster Sage, the motion carried.