

MINUTES
Community Action Inc., of Rock & Walworth Counties
BOARD OF DIRECTORS
20 Eclipse Center, Beloit, WI
February 27, 2019
8:30 a.m.

<u>Present</u>		<u>Absent</u>	<u>Staff Present</u>
Terrance Cummings	Jennifer Wood	Laura Williamson	Cecilia Dever
Bob Geist	Mary Weeden-	Alan Kupsik	Lynn Jones
Amy Carey	phone	Kate Abbe	Beth Tallon
Norvain Pleasant	Erin Davis-phone		Laura Laux
Julie Lewis	Amanda Sookraj-		Marc Perry
Brenda Pinson	phone		Katie Wheelock
Jeremy Zajac-phone			Debbie Sheldon
Natalie Van Sickle			Sara Schumacher
Carlo Nevicosi			Bill LaChance
Minnie Murry-phone			Joanne Guldemon
			Erick Williams

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1. WELCOME:
 2. CALL TO ORDER: Meeting was called to order by Julie Lewis, Board President, at 8:32a.m.
 3. APPROVAL OF AGENDA
ACTION REQUIRED: Norvain Pleasant motioned to approve agenda. Bob Geist seconded. All approved.
 4. APPROVAL OF NEW BOARD MEMBER (Carlo Nevicosi—Public—Walworth County)
 - A. Board Members and CAI staff introduced themselves to Carlo.
ACTION REQUIRED: Brenda Pinson motioned for approval of Carlo Nevicosi. Bob seconded. All approved.
 5. CONSENT AGENDA ITEMS (Julie Lewis requested to pull Consumer Advisory packet and Finance Committee regarding the line of credit)
 - A. Minutes, December 12, 2018
ACTION REQUIRED: Bob Geist motioned to approve the December minutes and consent agenda. Terry Cummings seconded. All approved.
 - B. Consumer Advisory Committee Meeting
 - i. Marc Perry joined the meeting to present and review the Community Needs Assessment Survey. Recommendations for the survey were provided by the committee.
 - ii. Lynn Jones noted the efforts in Walworth County for additional programming. CAI has recently hired an office staff to work in the Delavan office four days a week. The Fatherhood Initiative is going to be providing one session in Walworth County. Lynn also noted the continued efforts to provide three PREP sessions. Lynn also spoke about the effort providing a certification course in Walworth County in the near future. Certification course could include PACT, CPR, First Aid, and/or OSHA.
 - iii. Cecilia Dever spoke about an upcoming meeting later today with the school superintendent of Delavan regarding a potential collaboration with Head Start and the School District to provide childcare.

* **UNITED WAY BLACKHAWK REGION:** Denise from United Way Blackhawk Region came into the meeting to present a surprise award. Erick Williams, Program Manager of The Fatherhood Initiative, was honored with the Excellence in Advocacy Award. Erick will be honored formally on March 20, 2019 at the annual United Way meeting.

- C. Finance Committee
 - i. Finance committee approved all financial reports during their meeting this past month.
 - ii. Julie Lewis asked Debbie Sheldon to explain and clarify the cash CAI is showing on statements.

1. CAI's cash balance is higher than the FDIC insured limit (limit is \$250,000) on 12/31/18. Cecilia and Debbie met with BMO banking representatives in January and they provided documentation as to the soundness of their bank and ways they are safeguarding our cash balance.
2. CAI evaluated what makes up the cash balance and reported that we have had a significant amount of housing loan repayments, which has increased our cash on hand.
3. For the April meeting, Julie Lewis requested CAI evaluate the Housing Loan Program and come up with a plan on how to spend those dollars.
4. Debbie discussed the Line of Credit account. CAI has not had to use this account since 2016. Line of Credit account matures October 2020 and will be evaluated further at that time.

ACTION REQUIRED: Bob Geist motioned to approve the Consumer and Finance packets. Jeremy Zajac seconded. All approved.

6. PLANNING AND EVALUATION COMMITTEE, No quorum

A. Community Needs Assessment

- i. 2900 surveys will be sent out in Rock and Walworth County.
- ii. Beloit College student interns will input the data of the surveys when returned
- iii. Focus groups will begin soon
- iv. The Community Needs Assessment is due to the State in October

B. Program Evaluation: The Fatherhood Initiative

- i. Erick Williams, Program Manager of Fatherhood, presented the internal program evaluation.
- ii. Recruiting has been challenging for participants and staff. The staff need many specific skills. The barriers have changed for participants. TFI (CAI) is an employment first program. Erick continues to reach out to numerous community service providers to discuss similar challenges.
- iii. Revising possible changes to programming. One of those is to be able to provide supportive services. Currently TFI does not provide supportive services.
- iv. Erick is going to be beginning a group at GIFTS. Underlying barrier is if basic needs are not being met, participants are not able to focus on programming.

ACTION REQUIRED: Jennifer Wood motioned to approve the Planning and Evaluation packet. Bob Geist seconded. All approved.

7. COMMUNICATION

A. Chair Remarks – Julie Lewis noted Cecilia will be working with Dr. Warren Braden. Julie provided a handout regarding the mentorship project.

B. Executive Director's Report

- i. Cecilia expressed the need to purchase a 15 passenger Ford Transit van for CAI. Currently, two of the CAI vans do not meet "daycare standard code" to take children in them. Ideally would like to purchase two vans, however, at this time one van is being requested. This van will primarily be utilized in the Employment and Training Department.
- ii. Deputy Director's Report
 1. Lynn Jones reported DCF has announced an opportunity to continue Transitional Jobs for another two year contract. Lynn stated CAI is only interested if the state will expand the service area beyond Beloit.
 2. The DOL Youthbuild Grant was awarded for a three year contract effect February 1, 2019 for Fresh Start. Two new staff positions have been added.
 3. Coordinating with BTC to put together a WAT (Workforce Advancement Training) grant opportunity. The focus is on Leadership Development. If funded, this could provide 20 staff opportunities to advance their leadership skills.
- iii. Contract Update
 1. Sara Schumacher reported contracts are strong.
 2. Received a \$5,000 increase in CSBG funds for contract year 2019
 3. Outline for United Way Blackhawk Region "ask" is provided in the packet. This ask is for \$508,000 over a two year contract period for eight CAI programs.
 4. A smaller request is being made of United Way of Walworth County at \$42,500 for Fatherhood, TOS and RRH/PSH.
- iv. Monitoring Report
 1. Sara Schumacher reviewed the monitoring report
 2. CSBG sent their monitoring response indicating two findings. CAI is in the process of providing a response to CSBG.

v. Fund Development Report

1. Beth Tallon strongly encouraged the BOD to note her 'Board Action Item' in her report (page 123). This is a request for the Board to introduce CAI/Beth to three stakeholders who have the ability to give, or can connect CAI to others who can give.
2. Due to a generous donation, the 2019 Gingerbread raffle items are already secured!

ACTION REQUIRED: Bob Geist motioned to approve the Executive Director's report. Terry Cummings seconded. All approved.

8. FORD TRANSIT VEHICLE PURCHASE

- A. Capital Purchase
- B. Purchase amount is \$37,994.00

ACTION REQUIRED: Jennifer Wood motioned to approve the vehicle purchase. Brenda Pinson seconded. All approved.

9. BOARD TRAINING—Julie Lewis (PowerPoint during meeting, PP was also provided to BOD and staff members)

- A. Handout provided on Robert's Rules of Order
- B. Julie reviewed the Robert's Rules of Order process. She detailed motions and the types of motions.
- C. Julie discussed the legal obligations of board members and the fiduciary duties.
 - i. Duty of Loyalty
 - ii. Duty of Prudence
 - iii. Duty of Care
 - iv. Duty of Obedience

FOR REVIEW ONLY: No action required.

10. Senior Living Projects—Slide Show

- A. Bill LaChance presented a slide show of the four senior housing projects. It consisted of picture slides so that the Board members had a virtual tour of the facilities.

FOR REVIEW ONLY: No action required.

11. SENIOR LIVING PROJECTS DISCUSSION

ACTION: Jennifer Wood motioned to table this to the next Board meeting in April. Bob Geist seconded. All in favor.

12. MULBERRY GROVE DISPUTE UPDATE AND DISCUSSION

- A. Attorney Stephanie Losching of Carney Thorpe Law Office appeared by phone during the meeting.
- B. Handout provided to BOD with updates.
- C. Stephanie Losching provided a brief update regarding the negotiation stage. The final offer at negotiation was \$65,000 (CAI invested \$220,000).
- D. Current legal fees are \$13,000. This is the full amount the Board has allowed for attorney costs. Further litigation will endure more costs.
- E. Julie Lewis and Stephanie Losching outlined options moving forward in this process:
 - i. Reopen negotiations—projected fees of an additional \$10,000
 - ii. File a lawsuit—projected fees of an additional \$50,000
 - iii. Do not pursue any further
 - iv. File declaratory judgement action in federal court to construe the operating agreement—Julie Lewis stated she would do this pro bono.

ACTION REQUIRED: Norvain Pleasant motioned to take this court. Carlo Nevicosi seconded. Jennifer Wood amended the motion to take to court or renegotiate at \$110,000. Anything under that amount, would have to come back to the BOD for approval. Jennifer Wood also added in the amended motion to have Julie Lewis file in action in federal court and represent CAI pro bono. Bob Geist seconded the amended motion. Julie Lewis abstained. All approved.

13. Adjourn:

ACTION REQUIRED: Bob Geist motioned to adjourn the meeting at 10:46am. Brenda Pinson seconded. All approved.

**NEXT MEETING: April 24, 2019 8:30a.m.,
1545 Hobbs Drive, Delavan, WI**