

Disability Rights Arkansas, Inc.

Board of Director's Meeting

Minutes

The Board of Directors of Disability Rights Arkansas, Inc. (DRA) met on September 27, 2017 in the Regions Building DRA Office, 400 West Capitol, Little Rock, Arkansas 72201.

Members Present:

Cherokee Bradley, President
Teresa Dodson, Secretary
Fred Reinhardt, Vice President
Kimberly Marshall
Veronica Tess-Myers

Staff Present:

Tom Masseau
Yvonne Sterling
Susan Pierce
Thomas Nichols
Caroline Boch
Christian Adcock
Jackie Gordon
Cristy Park

Members Absent:

Kim Weser
D'Andre Jones
Lorrie Thiel
Julie Petty
Mark George

President Bradley welcomed all board members and staff and called the meeting to order at 9:07am.

President Bradley announced that we did not have enough members in attendance to create a quorum. The following changes will be made to the agenda due to not yet having a quorum:

The Consent Agenda vote will be moved to 3:10 time with DRA Executive Director and Staff Reports moved to the Consent Agenda time with Reports to follow and Public Comments will be moved down. Tom asked that the agenda item, "Discussion and approval of DRA Employee Handbook" be put off until the January meeting.

President Bradley went through the Consent Agenda, although approval will take place after we have a full quorum.

Consent Agenda:

The Consent Agenda consisted of the following items:

- a.) Approval of Amended Agenda
- b.) Minutes from July 26, 2017 Board Meeting
- c.) Minutes from Finance Committee August 21, 2017
- d.) Minutes from Governance Committee September 11, 2017

Tom Masseau advised that there were some revisions to the July 26th Board Meeting minutes.

DRA Executive Director and Staff Reports:

Executive Director Report:

Tom Masseau introduced Cristy Park and Carolyn Boch as new attorneys with DRA and went over his 4th Quarter Executive Director Report that was sent out to all Board Members.

Legal Directors Report:

Thomas Nichols gave an update on the Legal Directors Report that was sent out to all Board Members. Christian Adcock updated members the monitoring of the Human Development Centers, Intermediate Care Facilities', as well as the forthcoming changes implementing PASSE.

Jackie Gordon provided an updated regarding the weekly monitoring she is performing at the Arkansas Career Training Institute (ACTI). She visits with clients, attends student council meetings, and is reaching out to students to find out about any issues that may be occurring.

Carolyn Boch discussed some legal issues she has been monitoring including voting law changes that took place this year.

FY 2017 Report on Priorities and Objectives for Fourth Quarter:

Susan Pierce went over her FY2017 Fourth Quarter report that was sent out to Board Members. She pointed out that PAIR is only 10% of our overall budget and 44% of calls that come in fall in this area.

Susan also discussed the Public Input Survey. There were 69 responses to the Draft Priorities. Transition planning was the highest request, with Restraint & Seclusion, and Access to Community Services following it.

Discussion and Approval of Fiscal Year 2018 Priorities:

The board reviewed the Draft Priorities and Objectives for Fiscal Year 2018. It was broken out into 6 issue areas which are: Abuse, Neglect, and Exploitation; Community Integration; Access; Education; Employment; and Self-Advocacy/Training. Tom went over the objectives under each priority. It was pointed out that the priorities are not listed in order of priority. Tom also advised that the PAIMI council also met and reviewed the Priorities and Objectives and gave their approval of the draft.

Reports:

PAIMI Reports:

There were no recommendations from the PAIMI council to the board. They will have their retreat in November. Tom is bringing in the PAIMI council liaison from Georgia to speak to our PAIMI council. Tom also reported that this will be Veronica's last board meeting as she will no longer be chair of the council. The new PAIMI chair is Tina Light. Elaine Williams was elected to Vice Chair.

Board Governance Committee:

Fred reported that we have 2 board members who have resigned, Kimberly Weser and Lorrie Thiel. This will also be Fred's last meeting. We will need more new board applicants who can be involved on the board. Tom reported that he has received 1 new board member application. Fred reported that the Governance Committee reviewed 3 applicants and decided to invite two to this board meeting, however, they were unable to attend. They will be re-invited for the January meeting. Officer elections will also be held today.

DD Council Report:

Tom gave a report regarding the meeting that was held in September. The SAND Grant will be extended for a year and funded. Tom feels the council is moving in a good direction. Their next meeting will be in January in Arkadelphia.

At this time Vice President Fred Reinhardt called a Point of Order. It was discussed that if the Board accepts Kim Weser's resignation we will then be able to move forward with a quorum.

Lorrie Thiel was able to attend the meeting via conference call at 11:06am.

Lorrie Thiel made a motion to accept Kim Weser's resignation. Fred Reinhardt seconded and the motion passed.

Consent Agenda Approval:

The Consent Agenda consisted of the following items:

- a.) Approval of Amended Agenda
- b.) Amended Minutes from July 26, 2017 Board Meeting
- c.) Minutes from Finance Committee August 21, 2017
- d.) Minutes from Governance Committee September 11, 2017

Fred Reinhardt made a motion to accept the Consent Agenda with changes as presented. Veronica Tess-Myers seconded and the motion passed.

Discussion and Approval of Fiscal Year 2018 Priorities continued:

There was no additional discussion.

Kimberly Marshall made a motion to approve the Fiscal Year 2018 Priorities. Fred Reinhardt seconded and the motion passed.

Public Comment:

There was no public comment.

Discussion and approval of Strategic Plan:

A discussion was held regarding the Strategic Planning Document. The following changes/corrections were discussed:

We would like to correct the wording under 'Vision' to: Disability Rights Arkansas has a vision that people with disabilities are accepted as equal members in their communities. That they live free of stigmas and dictate the course of their own lives through self-determination.

Goal #4 first bullet point change to: DRA will build alliances with non-traditional organizational partners to promote awareness of disability rights issues.

Goal #5 first bullet change ending to 'revenue streams'. Second bullet will be marked as achieved through policy and procedure changes.

Fred Reinhardt made a motion to approve the Strategic Planning Document as discussed and amended. Kimberly Marshall seconded and the motion passed.

DRA Financials:

Discussion and approval of Financial Quarterly Report ending 8/31/17:

The Financial Committee reported that they did request that Greg do a final clean-up of the financials. They had talked about changing the 403b contributions and when they are paid. Carry forward from 2016 and 2017 will be used to pay this in advance. There is carry over of about \$640,000 that needs to be spent during the 2018 budget.

Kimberly Marshall made a motion to approve the Financial Quarterly Report ending 8/31/17. Veronica Tess-Myers seconded and the motion passed.

Veronica Tess-Myers had to leave the meeting during the lunch break. She designated Kimberly Marshall as her voting proxy.

Fiscal Year 2018 Budget:

1. Approval of proposed salary schedule
2. Approval of FY 18 Budget

No motion was made to approve the proposed new hire salary schedule. No approval.

No motion was made to approve the FY 18 Budget as presented. No approval.

Kimberly Marshall made a recommendation that we use 2017 actual expenditures as our 2018 FY Budget with the increase in the building lease and a reduction in parking as well as increase in auditing fees. The increase for the PAIMI Council retreat should also remain.

Kimberly Marshall made a motion for the amended budget as presented. Fred Reinhardt seconded and the motion passed.

Discussion and Introduction of DRA Board Policies:

A brief discussion was held regarding the revision of DRA policies. President Bradley reported that this is too large of a task for one person to take on. A discussion was held on if we should develop a social media policy. President Bradley advised that she would be willing to serve on a committee to revise the policies.

Board Approval of Expenditures:

Kimberly presented a new policy for Board Approval of Expenditures. The policy states: All purchases of items or services (including consulting services) over \$5,000 shall be approved by the Board of Directors, unless written in the approved budget. When the purchase needs to be made but the next regularly scheduled Board meeting is too far into the future, the purchase must be approved by the Executive Committee of the Board of Directors, and the reason for making the purchase prior to the next Board meeting must be documented. The action of the Executive Committee and the reason for the approval must be presented at the next regularly scheduled Board meeting.

Teresa Dodson made a motion to approve the Board Approval of Expenditures policy as presented. Fred Reinhardt seconded and the motion passed.

At this time the Board went into Executive Session.

DRA Membership:

Membership Update:

Discussion was held about the recent resignations of Board Members. It was determined that per our bylaws we must replace 2 board members within 60 days as we must have 9 board members per bylaws. We currently have 4 board applicants and we will need to interview and vote to appoint new members within 60 days.

Election of Officers:

President Bradley advised that Julie Petty is running for President uncontested. Mark George was nominated as Vice President but has not yet accepted that nomination. Kimberly Marshall is running for Treasurer uncontested. Current Secretary, Teresa Dodson is willing to continue in the position if no other Board Members are nominated. We will need to give a 15 day notice for position of Secretary and an electronic vote can be held. Will also accept nominations for Vice President. President Bradley will follow up with Mark to see if he is willing to accept the nomination of Vice President.

Teresa Dodson made a motion to accept Julie Petty as President and Kimberly Marshall as Treasurer. Fred seconded and the motion passed.

Set and approve Fiscal Year 2018 Meeting Dates:

Proposed dates are:

January 31, 2018

April 27-28, 2018 (retreat)
July 25, 2018
September 26, 2018

Kimberly Marshall made a motion to approve the proposed dates. Teresa Dodson seconded and the motion passed.

Other:

Tom presented a plaque to Fred Reinhardt for his service on the board.

Tom presented a plaque to Cherokee Bradley for her 2 years of service as the Board President.

Tom also has a plaque for Lorrie Theil and will get one for Kim Weser.

Teresa Dodson made a motion to accept the resignation of Lorrie Thiel. Fred Reinhardt seconded and the motion passed.

Kimberly Marshall made a motion to adjourn. Fred Reinhardt seconded and the motion passed. The meeting adjourned at 3:02pm.

Teresa Dodson, Secretary

Date