*****Providing adults with disabilities the opportunity to work and live in their community*

**WACOSA Board of Directors Meeting**

**May 18, 2020**

**5:30PM – 8:00PM**

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| --- | --- | --- |
| Board Members Present | Board Members Absent | Staff and Committee Members Present |
| Sherwin Anderson  Jon Archer  Jeff Benveniste  Ron Brandenburg  Zachary Dorholt  Mollie Garden  Laura Krueger  Jeff Murphy  Karla Myers  LeRoy Northam  Joe Perske  Lindsey Rennie  Cheri Schofield  Herb Trenz | Jeanne Theis | STAFF  Steve Howard  Traci McKinnon  Sandie Westergren  COMMITTEE  Jennifer Johnson |

1. **BOARD CHAIR REPORT**
2. **APPROVAL OF AGENDA:**

Jeff Murphy added two items to the Board Chair Report: New Board Member Orientation, and Google Docs Drive Update. No other changes were recommended. A motion was not called to approve the agenda.

1. **APPROVAL OF FEBRUARY 24, 2020 MINUTES:**

Karla Myers stated the second listing of Schlenner Wenner was misspelled in item #6 in the February 24, 2020 Minutes.

LeRoy Northam moved to approve the corrected Minutes. Joe Perske seconded. Motion passed.

1. **DOCUMENT STATUS UPDATE**
   1. **Board Charter**

The Board Charters were created and defined in 2019. Each Committee is tasked with reviewing their specific charter to identify if any fine tuning or minor adjustments need to be made.

* 1. **Governance Policies and Memo of Understanding**

Jeff Murphy stated the Governance Policies have been streamlined by removing items not specifically related to governance but more protocol. Steve Howard reviewed the changes and it meets CARF standards. Ron Brandenburg is making adjustments to the Governance Policies document and will bring it back to the Board for approval.

Jeff Murphy and Steve Howard will review the content removed from the Governance Policies and document the necessary information a Memorandum of Understanding. This document will be brought back to the Board at a later date.

* 1. **Bylaws**

New Bylaws are in the process of being drafted by Ron Brandenburg. Once approved by the Executive Committee they will go to the full board for approval.

1. **APPROVED SIGNERS FOR 2020**

Steve Howard, Jeff Murphy, LeRoy Northam, Jon Archer and Ron Brandenburg have been identified as the approved signers for the organization. Joe Perske asked if this list put any constraints on the organization in getting signatures in a timely manner. Steve Howard stated he felt this was not an issue.

Motion by Herb Trenz and seconded by Karla Myers to approve Steve Howard, Jeff Murphy, LeRoy Northam, Jon Archer and Ron Brandenburg as approved signers for WACOSA. Motion Passed.

1. **COMMITTEE MEMBERSHIP**

Jeff Murphy reported there is a need for more Director representation on the Marketing and Development Committees. We have plenty of Director Representation on the Program Committee, but there is a need for non-Director representation.

LeRoy Northam has now moved from the Program Committee to the Development Committee. Jennifer Johnson will continue as the chair of the Program committee until a successor has been named to replace her. There was discussion about granting a temporary Director position for Jennifer Johnson. However, this would be contrary to the Bylaws. Ron Brandenburg did not recommend making a short term changes or variances. Multiple options were discussed, such as shortening the absence period from one year to six months, allowing Jennifer Johnson to return to the Board. Another option was for Jennifer Johnson to continue on as the Chair until her successor is named. Joe Perske stated he would be interested in joining the Program Committee as this would be a better fit for him than the HR Committee.

It was decided this would be an action item brought to the Program Committee and Executive Committee to work through.

1. **NOVEMBER BOARD MEETING DATE**

The November Board Meeting will be held November 23, 2020. Jeff Murphy will send an email to the Executive Committee to discuss rescheduling the October 23 Executive Committee meeting to November 9, 2020.

1. **NEW BOARD MEMBER ORIENTATION**

The normal process for New Board Member Orientation is an on-site review of the Orientation Manual, a tour of the WACOSA facilities, and lunch. During this COVID pandemic, social distancing is necessary. Steve Howard will lead a Zoom meeting with the 5 new board members and the tour and lunch will happen at a later date. Jeff Murphy will send the group 3 potential dates and will finalize the orientation date.

1. **GOOGLE DRIVE UPDATE**

LeRoy Northam reported WACOSA received a grant for the current WACOSA Website. A small portion of the grant related to the Board Portal. The decision was made to move forward with Google Drive for posting Board materials. LeRoy will need about 30 days to set up the drive to allow permission controlled access to the appropriate files.

LeRoy does not believe there will be any financial requirements or support needed to set up the drive.

1. **COMMITTEE REPORTS/BUSINESS**
2. **FINANCE COMMITTEE**
   1. **March 2020 and 1st Quarter 2020 Financial Statements**

Traci McKinnon provided a summary of the March 2020 and 1st Quarter financials. A complete description of the summary is located on the Board Portal. Jon Archer reported WACOSA is in a decent cash position. We haven’t had to dip into any reserves or PPP loan yet. Traci McKinnon reported if WACOSA stays closed for two more months, we may have to tap into reserves.

We will have a better picture of how things are looking once we have April financials.

Motion by Cherie Schofield and second by Jeff Benvenista to approve the 1st Quarter financial statements. Motion passed.

* 1. **Update on 2019 Financial Audit**

Jon Archer reported the audit is progressing slowly due to it being completed remotely. Clifton Larson Allen will present the Financial and 401K Audits in June.

* 1. **Modification to the Finance Committee Charter**

Jon Archer requested to update the Finance Committee Charter to allow for one non board member on the committee.

There are multiple reasons for this change. A non-board committee member provides a feeder for potential future board members. It allows some flexibility for board members leaving the board to continue serving WACOSA. There is not a concern about a non-board member on the Finance Committee because much of the information is publicly available.

Motion by Ron Brandenburg and seconded by Joe Perske to modify the Finance Committee Charter to read: Chaired by a WACOSA board member and can have up to five members comprised of up to 4 board members. The Board Chair also serves as the Board Treasurer. Motion passed.

* 1. **SBA PPP Loan Approval**

Motion by Jeff Benvenista and seconded by Jon Archer to formally accept the online ballot accepting the $1,239,900 Payroll Protection Plan loan and conditions with the loan, deposited April 9, 2020.

* 1. **Internal Control Policy**

The Finance Committee will review and update the Internal Control Policy and present it for approval at the upcoming board meeting.

Steve Howard will identify documents regularly reviewed and approved for best practice or CARF compliance reasons. These documents will be assigned to each of the committees and placed on committee calendar schedule. The committees will be responsible for the required review, annually, semi-annually, etc. of each document.

1. **BOARD CHARTER**

The Board Bylaws allow for 21 members, but the Board Charter only allows for 16 members. As we are starting to fill out the Committees, we are realizing 16 is not a workable number.

Motion to approve by Jon Archer seconded by LeRoy Northam to modify the Board Charter to allow up to 21 members to be consistent with the Board Bylaws.

Jeff Murphy will update both documents and email them out to everyone.

1. **PROGRAM COMMITTEE**
   1. **Update on Committee Work**

Jennifer Johnson welcomed Mollie Garden and Sherwin Anderson to the Program Committee.

Jennifer Johnson reported the Program Committee met on March 9th and Influenza A had just spread through staff and clients. They were just starting to recover when it closed 10 days later due to COVID.

Jennifer Johnson stated the major topic of the meeting was to review the Sauk Centre lease. It is a renewal term on September 1, 2019 through August 31, 2024. We have some more time on the lease so this has been put on the back burner.

Jeff Murphy asked Jon Archer and the Finance Committee to review the lease to verify there is an ability to opt out early. Steve Howard stated Ron Brandenburg reviewed the document before we signed it to make sure WACOSA could get out of the lease sometime in the five year period. Traci McKinnon forwarded a copy of the lease to Jon Archer.

The next committee meeting will be June 1, 2020 and we will be discussing how the phased reopening will look.

1. **HR COMMITTEE**
   1. **Executive Director Performance Review**

Herb Trenz reported the Executive Director Performance Review has been sent out. There is a June 1, 2020 Deadline.

* 1. **Executive Director Job Description**

Jeff Murphy and Herb Trenz discussed the Executive Director Job description. Jeff Murphy stated the items removed from the Executive Limitations section of the Governance policy should be reviewed to identify if any should be added to the job description. Steve Howard stated the Memorandum of Understanding will cover some of those items. Herb Trenz stated a job description is about what the job entails, not the “thou shalt nots.” After the Memorandum of Understanding is complete, the HR Committee will review to identify any remaining items that may fit into the job description.

* 1. **Review of Employee Protection and Safety**

Sandie Westergren reported WACOSA has implemented a Preparedness Plan, based on the template from the MN Department of Labor and Industry. We are performing health checks on employees as they check in. We are requiring staff wear masks. We have set of detailed cleaning and sanitizing processes. And we have set up morning and afternoon work stations. The station is sanitized and unused for 24 hours.

We have received over 250 masks donated to WACOSA. Traci McKinnon reported Nancy Betts has placed a $10,000 order for disposable masks we should be receiving in a couple weeks.

Jeff Murphy asked if both staff and clients will be required to wear masks. Sandie Westergren explained there will be clients who are unable to wear masks. We are looking at ordering face shields for working with those clients or when performing personal cares. We are also working on gowns.

The preparedness plan has protocols in place for quarantining potential COVID exposure.

1. **DEVELOPMENT COMMITTEE**
   1. **Update on Committee Work**

Karla Myers reported the 1 – 5K is scheduled for August. Carrie Peterson is very carefully watching the situation and in touch with colleagues in Development work. Many of them are cancelling or postponing events or doing virtual events. Our client base impacts how WACOSA is going to move forward with this event.

* 1. **Gift Acceptance Policy**

Karla Myers reported the Gift Acceptance Policy was created in 2012 and is in the process of being reviewed by the committee. They are seeking professional input the document and will be brought to the Executive Committee for review. The policy covers how we accept gifts.

* 1. **Update on Grants**

Karla Myers reported Carrie Peterson has been very busy. WACOSA has secured about $191,000 in grants. $148,000 in 5310 vehicle grants. $17,200 Morgan Grant for adaptive media equipment. The grant will be applied toward the purchase of media equipment. One example of how clients may benefit from this equipment, is they will be able to create a video resume to use to apply for jobs.

Steve Howard reported on how our new employee, Mike Nichols, has a strong background of working with people with special needs in the area of electronic and social media. Mike Nichols brought a group of clients to the Disability Day at the Capital, and he supervised clients as they interviewed lawmakers. Employment Exploration has been approved for funding. We will be billing for those services using this platform that Mike has designed. We are excited about what Mike Nichols and this grant will offer our clients.

WACOSA secured a $16,000 Central MN Community Foundation grant to purchase physical therapy equipment and hire a Physical Therapist, a $5,800 grant from MN Arts Board for an Intro to Theater class in partnership with Great Theater, and a $4,000 grant from Waite Park for a hydraulic table for the 1st Ave. location.

Carrie Peterson is waiting to hear about a $5,000 grant for PPE equipment.

* 1. **Update on Fund Raising Activities**

Karla Myers reported Carrie Peterson received a $5,000 gift and the donor is potentially interested in the endowment

Karla Myers also reported the 1 – 5k Walk generated about $25,000 last year. The decision to hold the walk in up in the air and the committee is providing Carrie Peterson with feedback and insight. More information to come.

And finally, the Rox game is unfortunately canceled.

Herb Trenz asked how things are going with Charlie Clour. Steve Howard explained Charlie was working with clients to potential do some cold calling of customers, but that wasn’t working out. He is still looking at ways to help us, but with the COVID shut down, there is nothing being done at the moment. Herb Trenz asked Ron Brandenburg if there was a need to update or review the contract and is there a cost involved. Ron Brandenburg was unsure of the need for renewal, but it was also explained there is no cost for his services. Steve Howard will review the contract.

1. **MARKETING, COMMUNICATION & ADVOCACY COMMITTEE**
   1. **Update on Committee Work**

Laura Krueger reported they have shifted focus to recruitment. Our goal was to have a couple people ready to join the committee. We have one person, Lindsey Rennie’s husband, will hopefully be joining the committee. We have a number of other people to reach out to. It would be nice if they also had a development background.

We have changed our marketing tactics due to COVID. We are looking at our marketing strategy for the next couple months. We want to be focused on coming out of COVID strong. Assisting DocuShred, replacing lost Electrolux revenue, increasing ThritWorks revenue, and working with HR to promote the employer brand. We would like to get a few more members on the committee before we get too deep with those marketing tactics.

Jeff Murphy asked everyone to think about who they might know that would be a good fit for the committee. The Board Recruiting Talking Points is a good primer to have on hand when having discussions with potential committee members.

1. **EXECUTIVE DIRECTOR REPORT**
2. **Update on Committee Work**

Steve Howard gave an update on the Response to COVID 19. The full report can be found in the Board Portal. He is in close contact with MOHR Representatives and they are very active in keeping up with the Governor’s office. The Department of Human Services has been issued the power by the Governor to tell us and give us guidance about when we can go back to work. We are going to take our guidance from MDH. We sent out a letter to staff getting them ready and excited to come back to work. We are looking at potentially opening in phases. Nothing is in stone at this point, but we are looking at phase one being ThriftWorks!, Docushred, and some of our higher functioning clients in the Annex. We have 5 Plexiglas shields donated by a customer that we could put up at the checkouts. Phase two, would be what families would allow and what medical fragility would allow. And phase three maybe being some of the last folks late in the year.

Karla Myers asked if there was any thought about bringing the services to the clients rather than having them coming in to help mitigate exposure.

Just recently the Dept. of Human Services granted a variance to allow us to provide services offsite. There are many challenges with providing services offsite. We don’t have enough staffing to provide a one to one. Jennifer Johnson stated it would not be beneficial to bring a WACOSA employee into the group home as they are trying to limit people coming into the home. Pay is also a challenge as the group homes would still have to pay staff, and both the home and WACOSA can’t receive payment for the same client at the same time. This may be an option for clients living at home. Sandie Westergren explained Nancy Betts has begun looking into this for those clients living at home. Karla Myers stated a crisis sometimes brings creative options for survival.

Jeff Murphy asked Jennifer Johnson to have the Program Committee look for other opportunities to provide services in different ways.

1. **Brainstorming Minutes**

Steve Howard reported the Brainstorming Minutes can be found on the board portal. He shared the last meetings fell on the day we shut down for COVID. We haven’t had one since, but we will be continuing the meetings.

1. **2019 Outcomes Measurements Report**

Steve Howard reported the 2019 Outcomes Measurement Report was completed about three weeks ago and the full report can be found on the board portal. He reviewed the following information from the dashboard:

* 685 persons served in 2019 – 0% change from 2018.
* 86 Admissions
* 64 Discharges
* 46 Crews – 19% reduction from 2018
* 3 new community crews
* 101 individual placements – 32 new placements for the year
* 72,700 total center based contract hours 72,700 – 3% drop, partially due to the loss of Electrolux and Westrock
* $232,300 in DocuShred Income
* 906,000 pounds collected
* $393,000 ThriftWorks! revenue – 11% increase
* Almost $500,000 in Development Income
* 258 Volunteers – 20% drop
* 2,500 Volunteer hours – a slight drop in hours

1. **EXECUTIVE SESSION**

Jeff Murphy asked Committee Chairs to have all 2020 Objectives submitted to Jeff by 6/15/20.

Jeff Murphy asked Committee Chairs to have all KPIs, charter fine tuning and the committee calendar finalized and submitted by the next Exec Committee meeting.

1. **MEETING ADJOURNMENT**

The meeting was adjourned without a motion.

**Next Meeting: DATE**

Ron Brandenburg, Board Secretary Date