**August 27, 2019**

**Transitions Board of Directors Minutes**

**Christ’s Evangelical Lutheran Church Parlor, S. Third Street, Lewisburg, PA**

**MINUTES COMPILED AND SUBMITTED BY:** Mary Louise Schweikert

**NOTE: All attachments and reports are on file with the Secretary**

**ATTENDANCE: P = PRESENT IN PERSON C = ON CONFERENCE CALL A = ABSENT L = ON LEAVE**

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|  | **BOARD MEMBER** |  | **BOARD MEMBER** |  | **BOARD MEMBER** |
| **P** | **Amy Gronlund, Chairperson** | **A** | **Harvey Edwards** | **A** | **Stacy Richards** |
| **P** | **D. Toni Byrd, Vice Chairperson** | **P** | **Tory Kallin** | **P** | **Sheri Rippon** |
| **P** | **Ed Sigl, Treasurer** | **L** | **Sara Kirkland** | **A** | **Linda Treese** |
| **P** | **Mary Louise Schweikert, Secretary** | **P** | **Cathie Langton** | **A** | **Mark Wolfberg** |
| **P** | **Susan K. Mathias, CEO** | **A** | **Marsha Lemons** |  |  |
| **P** | **Brianna Apfelbaum Kula** | **P** | **Helen Nunn** |  |  |
| **P** | **Kendra Aucker** | **P** | **Jacquelyn Paul** |  |  |
| **A** | **Christine Dotterer** | **P** | **Gayle Pollock** |  |  |

**STAFF PRESENT:** Mae-Ling Krantz

**GUESTS**: Imanni Burg, Leadership Susquehanna Valley

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Transitions Board of Directors Meeting Minutes

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| **AGENDA ITEM/SUBJECT** | **DISCUSSION SUMMARY** | **ACTION AND REQUIRED FOLLOW-UP** |
| **CALL TO ORDER**  **(Amy Gronlund**) | The meeting was called to order at 7:04 pm by Board Chairperson Amy Gronlund. Amy welcomed Brianna Apfelbaum-Kula back to the Board from leave status. |  |
| **SECRETARY’S REPORT**  **(Mary Louise Schweikert)**  Approval of Minutes from 6/17/19  July, 2019 E-Votes  **TREASURER’S REPORT**  **(Ed Sigl)**  Approval of Variance Reports | No additions or corrections were noted.  1). Amended Budget 2019-2020 (Motion from the Finance Committee)  On a motion by Ed Sigl and seconded by Mary Louise Schweikert, “To accept the 2019-2020 budget, as amended”, the vote was as follows:  12 in favor of the motion  0 against the motion  7 members not voting  2). Amended Fiscal Management Policy (Motion from the Finance Committee)  On a motion by Ed Sigl and seconded by Mary Louise Schweikert, “To amend the Fiscal Management policy to allow for the CEO and Programs Director to sign any check between the values of $500 -$999.99, still requiring two signatures but allowing the CEO and Programs Director to be the dual signers”, and “To amend the Fiscal Management policy to change the capitalization threshold from $2,000 to $5,000”, the vote was as follows:  15 in favor of the motion  0 against the motion  4 members not voting  3). Buffalo Road Lease (Motion from the Facilities Committee)  On a motion by Stacy Richards and seconded by Linda Treese, “To accept the lease for Suite #2 of 900 Buffalo Road”, the vote was as follows:  14 in favor of the motion  0 against the motion  5 members not voting  4). Family Justice Center Lease (Motion from the Facilities Committee)  On a motion by Christine Dotterer and seconded by Mark Wolfberg, “To accept the lease for the Family Justice Center”, the vote was as follows:  15 in favor of the motion  0 against the motion  4 members not voting  Reports were distributed previously to Board members. Ed reviewed details of the May 31, 2019, June 30, 2019 (end of the 2018-2019 fiscal year, before audit), and July 31, 2019 Variance Reports. July shows a deficit due primarily to 4 VOCA grants for which funds have not yet been received | Motion by Jacquelyn Paul: To accept the Minutes of the June 17, 2019, Board meeting as presented.  Seconded by D. Toni Byrd.  Motion carried.  Motion carried.  Motion carried  All checks of $1,000 or more will still require two signatures, one of which must be a designated Board signer.  Motion carried.  Motion carried.  Motion by D. Toni Byrd: To accept the Variance Reports for May 31, 2019, June 30, 2019, and July 31, 2019, as presented.  Seconded by Tory Kallin.  Motion carried. |
| **CEO/AGENCY REPORTS**  **(Susan Mathias, Mae-Ling Krantz)** | CEO and Agency reports for July, 2019, and August, 2019, were distributed to the Board previously. Mae-Ling and Susan clarified that:   * PCADV has changed methods for distributing funds to grantees. Our statistics are up so PCADV has awarded an additional $186,663 to Transitions, and PCAR has awarded an additional $15,656 to us. All of these funds are annualized, beginning with the current 2019-2020 fiscal year and moving forward. * The new wooden fire escape in the Shamokin safe house will not be completed by the end of August 2019 as planned. All wiring has been completed and the move back into the safe house should occur by the end of September. * The Family Justice Center renovations are moving along nicely but the move into the Lewisburg Office Building has been delayed until 9/23/19. | Members should read Susan’s and the other staff’s reports and contact her with any questions.  NOTE: Lessons learned from the Shamokin safe house experience:   1. it might have been better to give the wiring more attention in the initial renovation work even though the existing wiring met code; 2. it would have been better to install a fire escape during the initial renovations even though the facility met code as-is; 3. Transitions should restrict our property ownership to 2 safe houses, because rent expenses are allowable grant expenses while mortgage expenses are not. |
| **STANDING COMMITTEE**  **REPORTS**  Auction  (Tory Kallin, Sherri Rippon)  Education  (Harvey Edwards)  Facilities  (Susan Mathias)  Finance  (Ed Sigl, Susan Mathias)  Governance  (Jackie Paul)  (Presentation on Board Performance Evaluation)  (Jackie Paul)  Nominating  (Marsha Lemons)  Personnel  (Mary Louise Schweikert)  **NEW BUSINESS**  Defining Roles in Policy Updates  (Susan Mathias)  **EXECUTIVE SESSION**  **(Amy Gronlund)**  **STAFF MEETING PARTICIPATION BY BOARD**  (Amy Gronlund) | See report. Sherri asked that members consider donating special dinners and other food events in the future, as these seem to bring in the most money, usually well over the actual value of the event. Sherri and Tory reported that we will need to find a new musician for the 2020 event, which will be held Thursday, May 28, 2020, at Susquehanna University.  No report.  See report.  See report. Susan reviewed the Finance Committee report details regarding management of large donations (such as the unrestricted gift of stock being made to Transitions in 2019 and 2020) and management of additional restricted and unrestricted cash on hand in savings accounts.  The gift of stock will be placed in a Vanguard account that will be monitored closely by the Finance Committee under the advice of an ad hoc Investment Subcommittee composed of Robert Kallin, Marvin Rudnitsky, and Board member Sara Kirkland. This subcommittee of the Finance Committee will assist in development of Transitions Investment Policy as well as a donation procedure that will make it as easy as possible for donors to support Transitions. It is likely that we will need to hire a fund manager when our investments exceed $1 million.  See report. Jackie reported that the Governance Committee has met several times to write a formal charter for the committee and set objectives for the Committee.  See Reports: 1) Summary: Board Performance Profile, June 2019; 2) Board Survey Results. Jackie reported on the results of the Board member survey designed to capture individual Board member thoughts on how well the Board functions. 19 out of 20 Board members participated in the 50-question survey with comments. Survey results were generally very positive, and there was nothing to indicate that the Board has serious problems in any of the areas surveyed. Results of the survey will be used by the Governance Committee for potential Board training topics.  No report.  No report.  See 8/8/19 Letter to Susan Mathias from Heather S. Over, previously distributed to the Board for review. After discussion, it was decided that employee personnel policies and Human Resource policies and procedures should require the input and approval of the Board of Directors with guidance from and discussion with the management team.  The Board adjourned to Executive Session at 8:34 pm.  Staff meetings are held on the 1st and 3rd Fridays of each month at 1:00 pm. Board members volunteering to attend upcoming staff meetings are:  September: D. Toni Byrd  October: Sherri Rippon | Amy thanked Jackie very much for the extraordinary leadership she has shown in conducting, summarizing and interpreting the results of the survey.  Board members should forward other suggestions regarding the Role of the Board in Policy Updates to Susan.  Motion by Helen Nunn: To adjourn into Executive Session.  Seconded by Sherri Rippon.  Motion carried.  The regular meeting of the Board resumed at 8:51 pm. |
| **ANNOUNCEMENTS** | Next meeting date is Tuesday, September 24, 2019, at 7:00 pm | Staff and Committee reports are due Tuesday, September 17, 2019 at noon |
| **ADJOURNMENT** | The meeting was adjourned at 9:00 pm. |  |