

BOARD OF DIRECTORS MEETING

217 South Salina Street, 2nd Floor, Syracuse, NY 13202

Monday, November 24th, 2014

MEMBERS PRESENT: David A. Scharoun, Richard Baker, Judge James Cecile (Development Chair), Paula Freedman Elizabeth Hakanson, Dwight Hicks (Finance Chair), Steven Hodgens, Emma Johnston (Emeritus), Pastor Phyllis Lee-Williams (EEO/Personnel Chair), Gary Russell, Erich Shafer, W. Michael Short, Robert Tackman, Tonia Thornton, Patricia Usherwood, Jason Wallace

MEMBERS EXCUSED: George Chapman, Shirley Copes (Planning Chair), Rick Shafer

MEMBERS ABSENT: Fatriyah Jones

STAFF PRESENT: Joseph O'Hara, Catherine Green, Kathleen O'Brien, Jamie Colucci

CALL TO ORDER:

The Board of Directors meeting was called to order by President Scharoun at 4:46pm.

ROLL CALL:

President Scharoun noted for the record that a quorum was present.

MOMENT OF SILENCE:

Board members observed a moment of silence.

APPROVAL OF MINUTES:

*The President requested a motion to approve the October Board Meeting minutes;
Mr. Jason Wallace moved to approve the October Board Meeting minutes;
Pastor Phyllis Lee-Williams seconded the motion;
The motion carried unanimously*

PRESIDENT'S REPORT:

President Scharoun introduced two newly-seated Board members: W. Michael Short and Patricia Underwood. He noted that they would each eventually be assigned to a Board committee, and that Fatriyah Jones and Steven Hodgens have been assigned to the EEO/Personnel Committee.

EEO/PERSONNEL COMMITTEE REPORT:

Chair Phyllis Lee-Williams reported that the November meeting of the EEO/Personnel Committee was cancelled, because there were no action items and both Mr. O'Hara and Ms. Green were out of town.

***The President requested a motion to accept the EEO/Personnel Committee report;
Mr. Gary Russell moved to accept the EEO/Personnel Committee report;
Mr. Richard Baker seconded the motion;
The motion carried unanimously***

DEVELOPMENT COMMITTEE REPORT:

Chair James Cecile reported that the CSBG Core Review referred to a need to conduct annual reviews of the Board by-laws. The committee decided to conduct a by-laws review at its January meeting, and to present any revisions to the Board at the Annual Retreat. Judge Cecile reported that the committee is considering adding language to the by-laws regarding indemnification of Board members and electronic participation in Board meetings.

Judge Cecile reported that the committee also discussed the two current Board vacancies.

***The President requested a motion to accept the Development Committee report;
Pastor Phyllis Lee-Williams moved to accept the Development Committee report;
Ms. Tonia Thornton seconded the motion;
The motion carried unanimously***

FINANCE COMMITTEE REPORT:

Chair Dwight Hicks asked CFO Kathleen O'Brien to present the October financial statistics. Ms. O'Brien reported that the net surplus before depreciation was \$276,775 versus the year-to-date budget of \$71,977, and that the current ratio was 161.69%. She also reported that the line of credit balance is zero, and discussed the new cash accounting system for the Captive Health Insurance Program and the analysis of in-kind for HS/EHS and CSBG.

***The President requested a motion to accept the Finance Committee report;
Mr. Gary Russell moved to accept the Finance Committee report;
Mr. Robert Tackman seconded the motion;
The motion carried unanimously***

PLANNING COMMITTEE REPORT:

President Scharoun reported that the November meeting of the Planning Committee was cancelled, and that there were no action items.

EXECUTIVE DIRECTOR'S REPORT:

Mr. O'Hara reported that he attended an annual executive director retreat in Lake Placid on November 6th and 7th.

Mr. O'Hara discussed the expansion to the Foster Grandparent Program, due to a pioneering pilot program by the Syracuse City School District and the Corporation for National Service to place a FGP volunteer in every first and second grade classroom.

Mr. O'Hara reported that the second annual Employee Wellness Program was held on October 31st and was well attended.

Mr. O'Hara reported that he attended the Gifford Foundation's Nourishing Tomorrow's Leadership meeting on November 18th.

Mr. O'Hara reported that PEACE, Inc. Westside FRC held a Turkey Dinner on November 20th, and more than 200 individuals and families were served dinner.

Mr. O'Hara discussed the NYS Non-Profit Revitalization Act of 2013, which calls for the establishment of an Audit Committee within the Board Finance Committee. Mr. O'Hara said that this new committee would convene twice annually, once before and once after the agency annual audit.

President Scharound noted that the formation and function of the Audit Committee would need to be reflected in a revision to the Board by-laws.

Mr. O'Hara reported that Board members will receive amended by-laws for their review by certified mail at least two weeks prior to the Board Retreat.

Mr. O'Hara reported that Conflict of Interest forms will be distributed to Board members to be signed and collected at the Board Retreat as in years past, but recommended that they also be reviewed at interviews for prospective Board candidates.

Mr. O'Hara discussed the annual agency United Way campaign, and invited Board members to participate using pledge cards which were distributed. He noted that pledges should be submitted to the campaign coordinator, Jamie Colucci in Human Resources.

CENTER REPORTS:

None.

NEW BUSINESS:

None.

OLD BUSINESS:

None.

COMMUNITY CONCERNS:

None.

ADJOURNMENT:

***The President requested a motion to adjourn the November 24th, 2014, Board meeting;
Mr. Gary Russell moved to adjourn the November 24th, 2014, Board meeting;
Mr. Robert Tackman seconded the motion;
The motion carried unanimously
The November 24th, 2014, Board Meeting adjourned at 5:20pm.***