

Community Action Partnership of North Alabama
Board of Director's Meeting
September 25, 2014
Central Office
Decatur, Alabama

Darris Frost, Board Chair, opened the meeting at 8:40 a.m. and welcomed Jonathan Watson (representing Bingham Edwards, Legal Counsel to the Board) and all those in attendance.

Board members in Attendance: Barbara Sittason, Cleo McDaniel, Leigh Frances, Cassandra Lee, Pat Gilbert, Darris Frost, David Mathews, Kyle Buchanan, Sheryl Marsh, Earlene Johnson, Paul Lott, Bruce Gordon

Board Members Absent: Christine Garner, Dawn Owens, Jerry Jacob, Heath Meherg, Allen Stover, Jennifer Taylor

Advisors Present: Matt Holmes, Bruce Jones

Advisors Absent: None

Staff Present: Fred Harvey, Angela Warren, Alicia Higginbotham, Deborah Cottingham, Candy Ayers, Cindy Anderson, Lorrie Mauro, Dwayne Blackmon, Laurie Lincoln, Michael Tubbs, Allison Speegle

Board Attorney: Jonathan Watson representing Bingham Edwards

Introduction of Staff and Guest

Michael Tubbs introduced staff and welcomed.

Roll Call to Establish Quorum

Allison Speegle called roll and quorum was established with 12 of 18 members present. Darris Frost stated there will be 3 members rolling off the board at the end of December and asked that if anyone has a recommendation for board members and/or advisors to contact Allison or Michael Tubbs.

Recite Mission of Agency

The mission statement was recited by all.

Our Mission

The Community Action Partnership of North Alabama, a results-driven, non-profit business is committed to reducing or eliminating the causes and consequences of poverty for families and communities.

Approve July 31, 2014 Minutes

The minutes were received in packet prior to the meeting. Darris Frost opened the floor for corrections and/or questions. There being no corrections or questions Darris Frost asked for a motion to approve the July 31, 2014 minutes as received. David Mathews motioned. Cleo McDaniel seconded. Motion approved.

Acknowledge Dawn Owens as Cullman County Community Sector Representative

Darris Frost stated a community election was held in Cullman on September 4th at 2:00 p.m. at The Link. Notices of the meeting were posted at The Link, Community Action office in Cullman and the Central Office. Michael Tubbs gave a brief overview of the agency and a board member job description was provided. The community elected Dawn Owens, who has been serving as an Advisor, to represent the Cullman County Community Sector replacing Lorrie Lee. According to the ByLaws, once the community elects an individual they are automatically on the board. Dawn Owens was unable to attend today's meeting due to a previous commitment but looks forward to serving as a board member.

Approve Allen Stover to Serve on Housing Committee Replacing Carolyn Orr

Darris Frost stated that Carolyn Orr resigned from the board to take a full time position with the agency. Allen Stover was a recommend from the July 31st board meeting to replace Carolyn Orr on the Housing Committee. Allison contacted him and he has agreed to serve. Darris Frost asked for a motion to approve Allen Stover to serve on the Housing Committee. Kyle Buchanan motioned. Paul Lott seconded. Motion approved.

Financial Committee Report

Paul Lott, committee member, reported the financial committee has met twice since the last board meeting. Both meetings were in excess of two hours. There was an in-depth review of the finances. He explained that at each meeting a program manager is present and gives an overview of their respective business unit. Dwayne Blackmon presented in August and Cindy Anderson presented in September. This helps the committee learn what is going on within the organization. At the September meeting the committee revisited the ReWorx operation and discussed its future viability and will make the recommendation to the Board to close this business unit. Darris Frost stated the agency is so dependent on government funding and ReWorx was started in an attempt to add money to the bottom line. However, the business has lost money the last two years and the gap of where we are and where we need to be is too large to close. Darris commended Dwayne for the work he has done. Fred Harvey stated he and Dwayne have contacted the CEO in Atlanta to propose taking over the operation and use the warehouse as a collection point, and is awaiting a response. The business currently has an \$84,000 loss. The floor was opened for questions/discussion. Darris

Frost asked for a motion to approve the closure of ReWorx on 12/31/2014. Sheryl Marsh motioned. Kyle Buchanan seconded. Motion approved.

Paul Lott stated the agency recently went through an on-site assessment/review as a NeighborWorks member. Two monitors were on site and attended the September committee meeting. Paul stated the financial statements were received in the packet and opened the floor for any questions on the financials, ReWorx or NeighborWorks review. Darris Frost asked for a motion to approve the financial report as presented. David Mathews motioned. Cassandra Lee seconded. Motion approved.

Results Report – Meals on Wheels & More

Laurie Lincoln stated that Cindy Anderson is the Director of the Meals on Wheels & More program. Program serves approximately 325 meals per day. Some of the clients have commented this is the only contact they have with anyone during the day. Budget for this program is approximately \$300,000. Meals are delivered 5 days per week. A short video featuring a recipient who has limited mobility and is wheelchair bound was shown. Cindy Anderson, Program Director, stated they found a number of the clients have pets and were feeding a portion of their meal to the pets. As a result there is a partnership with the Animeals Food Program to deliver cat/dog food once a month to clients. Michael Tubbs stated there is a MOW Advisory Board and informed the Board that Mary Reeves, Kitchen Manager will be retiring in December. Currently this program is running a slight deficit and he and Cindy are looking at ways to rethink this high profile program. This program is operated with local donations and United Way. The agency is the largest recipient of United Way funding in Morgan County. Bruce Gordon asked if there could be some type of screening process to see if some clients could pay for the meals. Cindy Anderson stated there is a small number of individuals that pay for their meals. Darris Frost stated the financial committee had the same conversation and has asked the agency to look into trends for the future, strategy and budget going forward. It is a small program with a high impact. Darris Frost opened the floor for any additional questions/discussion. Darris thanked Laurie for the video presentation.

Approve Board Member to Serve on Head Start Policy Council

Darris Frost stated that Pat Gilbert has been serving on the Policy Council representing the Board of Directors but has completed her term of service according to the Policy Council ByLaws. As part of the shared governance between Head Start and the Board we must select a member of the board to serve on Policy Council. It was also noted the Policy Council selects a member to serve on the Board and that is currently Barbara Sittason. The Policy Council meets once a month September – April with the exception of December. Members are required to attend the first meeting in person but are allowed to conference call into the meeting after that if necessary. Leigh Frances stated that she had served on the Policy Council previously and shared how this program serves the community. Leigh shared she has a 5 year old grandchild who is autistic and that this program/agency has provided the necessary resources that has

enabled him to be a thriving student today and this a major need in the community. Darris Frost opened the floor for volunteer and/or nominations to serve on the Policy Council. Paul Lott volunteered. There being no further recommendations Darris Frost made a motion to approve Paul Lott to serve on the Policy Council. Barbara Sittason seconded. Motion approved.

Select 3 Member Nomination Committee to Present a Slate of Officers to Serve for 2015

Darris Frost stated this committee will have a scheduled meeting coordinated by Allison sometime in November. The committee will present a proposed slate of officers to be voted on at the December board meeting and these individuals will begin serving at the first meeting of 2015. Darris explained the succession plan for officers that has been put in place for the past several years and the benefit of learning about the agency. Darris Frost stated that he was willing to serve on this committee and asked for two additional volunteers. Matt Holmes and Sheryl Marsh volunteered. There being no further volunteers Darris Frost asked for a motion to approve these 3 members as the Nomination Committee. Bruce Gordon motioned. David Mathews seconded. Motion approved.

Approve Submission of CSBG Workplan to ADECA in Mid-October

Darris Frost stated that Community Services Block Grant money only goes to Community Action agencies. Our core service area is Morgan, Lawrence and Cullman counties. CSBG gives the agency the opportunity to partner in the community and the workplan is to show what the agency intends to do with the CSBG money. CSBG also allows for support of other programs within the agency if needed. Cindy Anderson is currently working on compiling information for the workplan. Cindy stated the agency is also working on a community assessment and when this information is received the workplan will be adjusted, based on those results. The agency is currently partnering with Wallace, Calhoun, Decatur Youth Services, Community Free Clinic and Good Samaritan. Cindy stated the workplan is due to ADECA in mid-October and the board is not scheduled to meet again until December and is asking for the board to approve the submission of the CSBG workplan by the targeted due date. The floor was opened for questions/discussion. Darris Frost asked for a motion for delegation of authority to input information without the Board's review by deadline. Bruce Gordon motioned. Cleo McDaniel seconded. Motion approved.

Approve Submission of NeighborWorks OU (Organizational Underwriting) Due October 17, 2014

Darris Frost stated that each year agencies that are an affiliate of NW are required to submit an OU application that consists of three narrative parts: progress report/performance update; production/performance targets and assessment of financial health. Funding received is based on how well the agency achieved the goals that were written to in 2014 along with the projected goals of 2015. As you recall, Colette Pozzo with NeighborWorks attended the July board meeting and gave an overview of the PROMPT review process. Michael Tubbs stated the agency received

\$150,000 from NeighborWorks last year and it gives the agency the ability to manage the housing business unit. The process is very intense and NW expects performance and productivity. Last year the agency received additional money for board governance. The housing business unit is currently in the process of writing the OU application that is due October 17th. Paul Lott has also agreed to be a part of this process. The housing business unit would like the board to give permission for the submission of the OU application by due date with Paul Lott's oversight. Darris Frost opened the floor for questions/discussion. Darris Frost asked for a motion to approve the submission of the NeighborWorks OU by due date of October 17th. Barbara Sittason motioned. Leigh Frances seconded. Motion approved.

Approve Form 990

Darris Frost stated the Form 990 was received in packet. The Board should have an understanding of the information in the 990. Fred Harvey stated the Form 990 is basically a federal income tax return that all non-profits are required to file. Completion of the Form 990 is part of the auditing process by Wear, Howell, Strickland and Quinn accounting firm. The form contains information for the 2013 year. Fred stated there are a couple of corrections that need to be made, such as misspelled board member names. He also stated the section of Future Depreciation Report reflects modular buildings the agency disposed of in 2012 but were not taken off the books until 2013. These will be removed and will not affect the balance sheet numbers. The floor was opened for questions/discussion. Darris Frost asked for a motion to approve the Form 990 with the corrections noted by Fred Harvey. Bruce Gordon motioned. Leigh Frances seconded. Motion approved.

Executive Director's Report

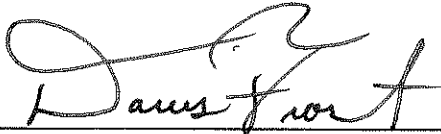
Michael Tubbs gave the following brief overview:

- Foster Grandparent/Senior Companion Program recently went through a monitoring review with no findings.
- Agency had a CSBG monitoring visit that resulted in some findings. Darris Frost received a copy of the monitoring report and the agency is in the process of responding.
- Agency had a NW review September 17-19. This review is required once every 3 years.
- He and Richard Lyons recently attended a FAHE meeting.
- Deb Purcell and Laurie Lincoln attended the National Community Action Agency Conference.
- He, Paul Lott and Allison Speegle will attend a Community Action Association meeting in Montgomery next week and also Board Source Training in October.
- There is a NeighborWorks Training Institute in December that we would like to have board participation in.
- December 18th is an agency wide staff meeting day.
- October 1st – Open House for the Head Start East Acres from 2:00-3:30.

Other Business

The floor was opened for any additional business/discussion. As a follow up to the ReWorx action item, Jonathan Watson recommended that Bingham Edwards review the contractual agreement to ensure no breach of contract and before any substantial action is taken in regard to liability. Darris Frost stated this would be done. There being no further business the meeting was adjourned at 10:10 a.m.

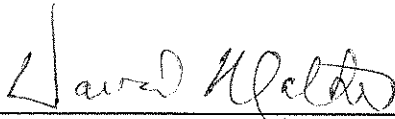
Minutes submitted by Allison Speegle, Recording Secretary to the Board.



Darris Frost, Board Chair



Reviewed by Michael Tubbs, CEO



David Mathews, Secretary