

Community Action Partnership of North Alabama, Inc.
Board of Directors Meeting
April 23, 2020

Benita Owens opened meeting at 8:30 a.m. welcomed and thanked everyone for connecting electronically to the meeting. Due to the stay at home orders in place by the Governor this meeting was held electronically based on ADECA guidance.

Members Electronically: David Ware, Benita Owens, Teresa Presto, Jennifer Taylor, Joe Holmes, Brent Breedlove, Heather Smith, Allen Stover, Dusty Baker, Joey Martin, Tim Littrell, Tommy Praytor

Members Absent: Mayra Del Valle, Sherry Pentecost, Sandy Adams, Charles Owens

Advisors Electronically: Marcie Hill, Paul Lott, Cissy Pearson, Trae Norrell, Keunna Swopes, David Mathews

Members Absent: Stephanie Pitts, Bruce Gordon, Dana Pigg, Pat Busing, Pat Gilbert, Dawn Owens

Legal Counsel to the Board: Jonathan Watson

Staff Electronically: Leadership Team

Roll Call to Establish Quorum

Allison Speegle conducted roll call and quorum was established.

Executive Directors Report

A copy of the Executive Directors report was sent electronically to all members and advisors prior to the meeting. Tim Thrasher gave a brief overview of the report and stated that his main concern is protecting the safety of the staff. The office is closed with many staff working from home. Benefits have been continued to be provided to staff. Agency work is continuing. Construction with our housing development has continued to progress. Well checks are being conducted on our senior staff. Meals are being delivered to Meals on Wheels clients on Wednesday with packages that contain several days of non-perishable items being delivered once a week. City of Decatur is providing additional CDBG funds for rental assistance. The poverty level has been

increased in an effort to assist more clients. All travel for the agency has been suspended.

Board Resolution – Charleston Square

A copy of the resolution was sent electronically to all members and advisors prior to the meeting. Aron Boldog stated that Charleston Square is a 44 unit family property that has been in desperate need of rehab and in order to qualify for tax credits we must pay 30% down on the HOME loan which matured on March 14th. Aron stated the resolution is approving us to obtain a loan from ServisFirst Bank for \$336,664.00 to pay down on the HOME loan to make it eligible for tax credits. Aron stated that this is basically the same process we followed last year for Harbor Square. Application will be submitted for 2021 and if awarded the loan debt will be carried for approximately 18 months. The floor was opened for questions. Tim Littrell stated that his son was an Officer for ServisFirst Bank and recused himself from the vote. Tim Littrell also asked why the loan was not presented to the Finance Committee to which Aron stated that typically these resolutions are not presented but this is something that we can do if requested by the committee. It was recommended that this be discussed at the next Finance Committee meeting for clarity. Benita Owens asked for a motion to approve the agency to move forward with obtaining a loan of \$336,664.00 with ServisFirst Bank. Allen Stover motioned. Joey Martin seconded. Tim Littrell abstained. There being no further discussion the motion was approved with roll call vote.

Certificate of Secretary – Purchase of Central Office Building

A copy of the certificate was sent to all members and advisors electronically prior to the meeting. Lorrie Mauro, CFO stated the certificate is attesting that Benita Owens is certifying that the Articles of Incorporation, Bylaws, Good Standing Certificate and most recent determination of the IRS are true and correct for this loan. Jonathan Watson stated that those documents need to be submitted with the resolution and that Benita Owens and Brent Breedlove need to look at those documents before signing the resolution. The floor was opened for questions. Joey Martin stated that document reflects Benita Owens as Secretary in the first paragraph and not Brent Breedlove. Lorrie Mauro stated this was an error and that she will correct the document before obtaining signatures. Jonathan Watson stated that these are strange and unusual times and the Bylaws do not address this type of situation and there is a lot of uncertainty with Board of Directors in terms of governance when we cannot meet in person. He stated that he, Tim and Allison discussed this in-depth and we know this video conference is not ideal but we have elected to move forward with these resolutions due to timing and needs of the organization. Jonathan stated that we will defer everything we can and approve only what is absolute necessary during this virtual setting today. These electronic approvals will be ratified at the next in person meeting. Benita Owens thanked Jonathan for his comments and guidance. Benita Owens asked for a motion to approve the Certificate of Secretary with the corrected name change in the first paragraph from Benita Owens to Brent Breedlove. Allen Stover motioned.

Joey Martin seconded. There being no further questions the motion was approved with roll call vote.

Borrowing Resolution – Purchase of Central Office Building

A copy of the resolution was sent to all members and advisors electronically prior to the meeting. Lorrie Mauro stated that we are asking for approval to apply for a loan from NeighborWorks Capital Corporation in the amount of \$1,467,000 for a term of 120 months to be used to purchase the central office building. Tim Thrasher stated that the resolution is for 90% of the appraised value of the property. The floor was opened for questions. Benita Owens asked for a motion to approve moving forward with the loan from NeighborWorks Capital in the amount of \$1,467,000 for the purchase of the central office building. Joey Martin motioned. David Ware seconded. There being no further questions the motion was approved with a roll call vote.

Approve COLA 2.00% & Quality Improvement

A copy of the FY 2020 Head Start Funding Increase ACF-PI-HS-20-20 along with the funding amounts were sent to all members and advisors electronically prior to the meeting. Lorrie Mauro reviewed the following COLA and Quality Improvement funding:

12 County Head Start COLA - \$260,471; Quality Improvements - \$298,984
12 County Early Head Start COLA - \$28,989; Quality Improvements - \$32,208
Madison/Limestone Head Start COLA - \$75,075; Quality Improvements - \$94,962
Madison/Limestone Early Head Start COLA - \$15,365; Quality Improvements - \$35,000
Lauderdale County Head Start COLA - \$29,392; Quality Improvements - \$41,496
Lauderdale County Early Head Start COLA - \$18,860; Quality Improvements - \$20,496

Tim Thrasher stated that these are due May 15th. Kim Dodd stated these were put into motion before the pandemic. The floor was opened for questions. Benita Owens asked for a motion to approve the COLA 2.00% and Quality Improvements as presented. David Ware motioned. Jennifer Taylor seconded. There being no further questions the motion was approved with a roll call vote.

Approve Funding for COVID-19

A copy of the information pertaining to the COVID-19 funding from the Office of Head Start was sent to all members and advisors electronically prior to the meeting. Lorrie Mauro stated that we are asking for permission to apply for COVID-19 funding and the legislation includes \$750 million for programs under the Head Start Act to support preventative, preparedness and response activities related to COVID-19. Kim Dodd and her staff have been discussing a plan on how these funds would be used if approved. Benita Owens asked if there was a certain dollar amount we would ask for to which Kim Dodd responded that the amount would be based on enrollment. Tim Thrasher stated that we are looking at mental health services and possibly paying for some meals that will not be reimbursed. Kim Dodd stated the money will be used per the guidelines contained in the Office of Head Start information sent to the Board based on need. The

floor was opened for additional questions. Benita Owens asked for a motion to approve applying for funding for COVID-19. Joey Martin motioned. David Ware seconded. There being no further questions the motion was approved with a roll call vote.

Request for Carryover Funds for Lauderdale County

Lorrie Mauro stated that we are asking for permission to submit a request to carryover funds for the \$1.2 million dollars received from the Office of Head Start for the Lauderdale County building into the new grant cycle year. The floor was opened for questions. Benita Owens asked for a motion to approve the submission to request to carryover the funds for Lauderdale County. Allen Stover motioned. David Ware seconded. There being no further questions the motion was approved with a roll call vote.

Summer Programming Funding

Kim Dodd stated this funding has come from the CARES Act for any program that wants to provide summer programming to take care of the loss gap for 4 years olds as well as children with IEPs that are currently enrolled. She stated that we had to submit an Intent to Apply last Monday. Kim stated that we submitted for 800 children, 4 hours per day that includes staff that would like to work this program for 6 weeks starting in mid-June. Kim stated that we do not know the funding, that we submit the intent and we are notified of funding amount. The floor was opened for questions. Benita Owens asked for a motion to approve the summer programming funding as presented. Brent Breedlove motioned. Joey Martin seconded. There being no further questions the motion was approved with a roll call vote.

Revision to HR Policy 3.5 Other Leave

A copy of HR Policy 3.5 was sent electronically to all members and advisors prior to the meeting. Alicia Higginbotham, HR Director stated that we are asking the Board of Directors to approve the addition of information of Emergency/Administrative Leave under 3.5 Other Leave. Alicia stated that we have been directed by ADECA to add emergency leave to our HR policies so we can continue to pay our employees. Alicia reviewed the highlighted addition. She explained that we sent all staff home and that most employees are able to work remotely but some, for obvious reasons, are unable to clock 8 hours per day. Lorrie Mauro stated that we must follow our own policies and that ADECA has stated they would allow this to be done retroactive. Lorrie stated that if this is not added then down the road it could become an audit issue. Tim Littrell asked if this is to be a permanent change to which Alicia stated that it would be a permanent change but would only be utilized in a state of emergency situation. Alicia stated that she had asked ADECA for more specifics in regard to the wording and was referred to CAPLAW for guidance. Jonathan Watson stated that if the funders provided the guidance then there should not be a problem. Joey Martin asked if we need to pass this addition retroactive to a certain date to which Lorrie Mauro stated that ADECA will accept the date we put. The floor was opened for any additional questions. Benita Owens asked for a motion to approve the addition of Emergency/Administrative Leave

to 3.5 Other Leave in the HR Policies. Joey Martin motioned. Tommy Praytor seconded. There being no further discussion the motion was approved with a roll call vote.

Alicia Higginbotham stated we did not have a specific policy in the HR Policies addressing Emergency Preparedness. She stated that we have worked on a plan with procedures in place but felt like we need to have a reference within the HR Policies. She reviewed the draft of 5.12 Emergency Preparedness that was included with 3.5 approved above. Alicia stated the agency has a Communications Plan and Emergency Management Plan and will continue to work and update these as needed. Joey Martin and Allen Stover both expressed concern over if this was something that absolutely had to be approved today. Tim Thrasher stated that we could table this action. The floor was opened for additional questions. Based on the comments Benita Owens asked for a motion to table the Emergency Preparedness Policy. Joey Martin motioned. Allen Stover seconded. There being no further discussion the motion was approved with a roll call vote.

Adjourn

Tim Thrasher shared that he appreciates the Board and staff to be able to connect electronically, to approve these items with an upcoming due date and that hopefully we will be able to meet in person in June. There being no further business the meeting adjourned at 9:35 a.m. Minutes submitted by Allison Speegle, Recording Secretary to the Board of Directors.

Benita Owens, Chair

Brent Breedlove, Secretary

Tim Thrasher, CEO