



Board of Director's Meeting Minutes

October 24, 2019	6:00 PM	District Office
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Call to Order	Chairman Mickey Cartner welcomed everyone and called the meeting to order.
Approval of Agenda	<p>Mickey asked for additions/changes to the agenda and a motion to approve the agenda.</p> <p>Motion by Larry Johnson to approve the agenda Second by Jim Brown Motion Carried</p> <p>The financial audit report is not ready and has been delayed until December. Regina Chappell, CSBG Director, needs approval for new funding from carryover funds which will be added under Other.</p> <p>Motion by Mark Jones to approve the changes to the agenda Second by Suzanne Motion Carried</p>
Attendance	Sylvia Jessup, Secretary called the roll. A Quorum was met with 14 of 24 active members in attendance. A Quorum must meet the requirement of 50% of the membership.
Invocation Memorials/ Remembrances	Chaplain Mike Crouse gave the invocation and asked that we remember staff and Board members who have been ill or have recently lost loved ones. There were several requests for prayers.
Pledge of Allegiance	Mickey Cartner led the group in reciting The Pledge of Allegiance.
Approval of Minutes	<p>Mickey asked for changes to or a motion to approve the August 29, 2019 minutes. Mickey asked if there were any questions and there were none.</p> <p>Motion by Larry Johnson to approve the minutes Second by Jimmy Walker Motion Carried</p>
Introduction of Staff & Guests Recognitions	<p>At Mickey's request, the staff introduced themselves.</p> <p>The following staff members were recognized for length of service and were awarded service pins.</p> <p><u>5 Years</u></p> <ul style="list-style-type: none"> ○ George Hutchinson III, CTP – 9/15/14

	<ul style="list-style-type: none"> Michael McCollum, CTP - 9/15/14 <p><u>10 Years</u></p> <ul style="list-style-type: none"> Shirley Key, OAA – 2/23/09 Kathy Hicks, CTP – 10/19/09 Bonnie Whitley, CTP - 10/19/19 <p><u>15 Years</u></p> <ul style="list-style-type: none"> Lana Smith, HS – 9/20/94 <p><u>25 Years</u></p> <ul style="list-style-type: none"> Betty Tucker, HS – 9/1/94
Seating of New Board Member	<p>Current – Kevin Austin, Public Official – Yadkin</p> <p>New - Marlana Riley Public Official Rep – Yadkin 7133 Mayberry Mill Rd. Hamptonville, NC 27020 (336) 469-8548 mriley@yadkincountync.gov</p> <p>Motion by Mike Crouse to seat our new member Second by Kelly Craine Motion Carried</p>
2018-2019 Financial Audit	<p>Heather Hayes and Ben Ripple, Auditors from Bernard Robinson & Company do not have the 2018-2019 Financial Audit completed, so this item is tabled and will be presented in December.</p>
Executive Director Report	<p>Kathy greeted the board and discussed the following: Kathy noted that her report is located in the board packet and due to a heavy agenda, that she would keep her comments brief.</p> <ol style="list-style-type: none"> WEA Inc. - Propose to dissolve due to lack of interest from clients <ul style="list-style-type: none"> The idea was to create a business that would serve those over income. Tommy Eads, Weatherization Director said that people were not interested if the services were not free. There was \$700.00 sitting in an account and will be returned to Weatherization. <p>Motion by Jimmy Walker to dissolve the WEA Inc. and do whatever needs to be done to complete the dissolution Second by Sylvia Jessup Motion Carried</p> <ol style="list-style-type: none"> December meeting schedule – Adjustment due to the holidays <ul style="list-style-type: none"> The Finance Committee has changed their meeting to the second Thursday of the month, but with the holidays we need to move it to the first Thursday of December

	<p>(December 5, 2019). The time of the meeting is now 5:45 pm.</p> <ul style="list-style-type: none"> • The Personnel Committee is on its regular schedule December 9, 2019, the second Monday of the month. • The Board meeting is December 19, 2019. • The Board packet will be mailed out on December 12, 2019. <p>Motion by Mark Jones to approve moving the meetings to the schedule Kathy outlined Second by Jimmy Walker Motion Carried</p> <ol style="list-style-type: none"> 3. Medicaid Managed Care – Due to the delay of the state budget MMC will be pushed back to next summer. 4. Regina Chappell, CSBG Director, has requested that the conflict of interest statement be signed and returned. She is preparing the Organizational Standards to send to OEO for inspection. 5. P&E Report <ul style="list-style-type: none"> ○ Two OSHA investigations resulted in no findings (death of a driver on the job, another driver wrecked and hospitalized). ○ Board member Rebecca VanHoy, drives a school bus and complimented the YVEDDI van drivers and thanked them for being so courteous. ○ Reviewed our mission statement and recommended keeping it as is. ○ Bylaws discussion is on our agenda tonight under Other. 6. Personnel Report <ul style="list-style-type: none"> ○ 2.9% increase in our health insurance ○ YVEDDI Diversity Analysis is located on page 30 7. Finance Report <ul style="list-style-type: none"> ○ Kathy asked that direction is needed from the Board on the type of music/band to have at our next fundraiser? <p>Appreciation was given by Kathy to the following: Thanks to Regina Chappell and Dawn Cheek from CSBG for covering minutes for the Board and P&E Committee in Terry Daniels absence. Thanks to Jim Brown for doing additional work for DV GEM's budget approvals. Thanks to Mickey for being available for all the extra signatures as our Board Chair.</p> <p>Mickey asked Tommy to describe the money that is available through Weatherization. Tommy reported:</p> <ul style="list-style-type: none"> ○ \$800,000.00 for NC WAP Program ○ \$144,000.00 for Blue Cross Blue Shield ○ Three and a half million by Duke Energy each year <p>Rebecca VanHoy complimented the Weatherization team who came out and weatherized her house. She said they were very courteous and cleaned up after themselves. It has made a big difference in her electric bill and she is very grateful to them.</p>

Board Development	<p>Kathy reported that the need in Rowan County is great because of the poor economy and because there had not been a Weatherization Program for a long time prior to YVEDDI's assistance. We were awarded the contract in late FY 2018. During the last quarter of FY 2018 we weatherized 7 homes, installed 2 heating systems, and served 37 people. In FY 2019 we weatherized 37 homes, installed 17 heating systems, and assisted 112 people.</p> <p>Tommy Eads, Weatherization Director, shared a slideshow about a woman who was living in a mobile home, living on \$1,134.00 a month, and had recently had a stroke. There were leaks in the ceiling, holes in the floor, windows were broken and taped, the refrigerator, heating system, and hot water heater were over 30 years old, loose insulation underneath, and a back door completely sealed shut. The team came out and someone from the state videoed and documented all the work they did and it has been shared with other programs in the state.</p> <p>Tommy stated the following improvements:</p> <ul style="list-style-type: none"> • With new heating system and weatherization we cut air loss by 62 percent • Weather stripped the front door and replaced the broken window • Put in a back fan and did some health and safety measures • Removed plastic from windows and replaced the back door that had been sealed and screwed shut • Fixed the back steps and put a handrail up so she could maneuver safely • Patched holes in ceiling so could put up insulation and air sealed correctly • The holes in the floor where you could see the ground was covered with plywood • Put new subfloor in and put in new vinyl floor down • There was no floor insulation – repaired underneath and the local church underpinned it • Removed the old window unit AC and repaired the window • Her old heat system was very outdated and expensive – power bill ran about \$300.00 a month – with her new heat pump, her power bill is around \$140.00 at the most during the winter • Replaced old refrigerator and the new one will only cost about \$44.00 a year to operate • \$4,200.00 to put in a high efficiency heating and cooling system – cutting her cost by about 30 percent • We cool sealed the roof • Flooring work paid for by Blue Cross Blue Shield – vinyl flooring is mold resistant • Vented out the dryer and hot water heater • YVEDDI - \$4,000 on the weatherization, Duke Energy paid about \$2,000 and heating and cooling \$4,200 • Tommy runs 2 crews and this crew consisted of: Junior Eddleman, Larry Pinnix, Greg Brunner, Morgan Harrison, and Sherman Bell • Tommy told the Board how grateful the homeowner was to have all this work done.
Committee Council Reports	<p><u>Planning & Evaluation (P&E) Committee</u></p> <p>Kathy asked the Board for approval for a Corrective Action Plan for our Migrant Head Start Program. Mike Crouse said many of the findings were corrected onsite. Mickey asked for a motion.</p> <p>Motion by Mike Crouse to approve minutes and the Corrective Action Plan for MHS Second by Jim Brown Motion Carried</p> <p><u>Personnel Committee</u></p>

	<ul style="list-style-type: none"> • Richard Lasky told the Board that the committee did not have a quorum. As Kathy mentioned, there will be a 2.9% increase in insurance which was the best we could do. We need Board approval on the insurance and approval of minutes. • The required background checks are pretty much up to date. Janet Phillips said that all are finished except some of the volunteers. We are still working on an abuse, molestation policy and procedure that will be added to the standard operating procedures. <p>Mickey asked for a motion to approve the minutes and the report.</p> <p>Motion by Larry Johnson to approve the minutes and report Second by Ana Flores Cortez Motion Carried</p> <p><u>Finance Committee</u></p> <ul style="list-style-type: none"> • Jim Brown, committee chair, said the committee had a quorum. • The committee met with the new finance director, Chris Fowler. • Jim asked the Board to turn to page 37 to view email concerning theft of funds through a phishing scam. Jim asked Kathy to explain further. She noted that the emails are intercepted and looked exactly like the original except the account number was one number off. She noted that Jimmy Walker had asked how we could prevent this from happening again. Chris has suggested that we call and verify the account prior to hitting send and then calling again after sending to make sure it was received. The scam was not covered by insurance. Jimmy asked the reason why the insurance did not cover. It was researched and he asked Kathy to explain. Kathy said that the insurance has a clause that covered the crime and theft but not phishing. Kathy deferred to Chris. Chris said that since we actually sent the money voluntarily there was nothing that could be done. Had they used some electronic means to get to our bank account it would have been covered. Since we sent the money it was not covered, although it was not a bogus account. The determination of the event is on page 39. <p>Jim asked for any questions. There were none. Mickey asked for a motion to approve the minutes.</p> <p>Motion by Jim Brown to approve the minutes Second by Richard Lasky Motion Carried</p>
Program Committees Councils	<ul style="list-style-type: none"> ○ Minutes – for information only
Program Statistical Reports (August 2019 - September 2019)	<ul style="list-style-type: none"> ○ Reports – for information only
Other	<p>CSBG Carry Forward Funds</p> <p>Regina Chappell, CSBG Director – Regina told the Board that OEO has advised that we will be receiving \$28,037 carryforward funds. This is the second time this year we have received carry forward funds. Regina commented that she tries to always spend the allocated funding, but since it is near the end of the second quarter and with limited staff this could prove to be a challenge. We</p>

plan to use it for having a community needs assessment conducted. We are also going to partner with NETworX at the Yadkinville United Methodist Church for Getting Ahead Workshops. Mickey asked for a motion to approve the receipt of the money

Motion by Larry Johnson to approve the receipt of the money and the committee minutes
Second by Jimmy Walker
Motion Carried

MHS Corrective Action Plan
Already discussed and approved

HS Playground Structure Purchase

Rhonda Wrenn, HS Director, reminded the Board that the Yadkinville HS Center was gifted to us and we have done a lot of work on it. We are now in need of a Playground Structure and they are valued over \$30,000.00 so according to our Financial Manual anything over \$30,000 requires approval from the Board to go ahead with the purchase. Rhonda showed a picture of the equipment and told the Board that it is HS approved equipment and will be purchased through Kaplan for \$33,966.00 –includes the structure, installation to code, ground preparation, liner so that grass won't grow. We want a poured in place mat that creates a fall zone instead of the rubber chips we normally use. The parents have asked for the play structure. Larry Johnson asked where the money comes from. Rhonda told him that it comes from unrestricted Pre-K funding.

Mickey asked for any further questions and there were none. He asked for a motion to approve the playground structure for HS.

Motion by Sylvia Jessup to approve the purchase of playground structure for HS
Second by Rebecca VanHoy
Motion Carried

Subaru Share the Love Grant Application

Lisa Money, Senior Services, asked permission to apply for the grant which is based on revenue that comes into North Carolina for activities related to Meals on Wheels. Senior Services has applied for 3 years and received \$4,000 last year. Mickey asked for a motion approve the Subaru Share the Love Grant Application.

Motion by Mike Crouse to approve the minutes
Second by Jim Brown
Motion Carried

Board Bylaws Revision – Kathy Payne – Kathy asked everyone to turn to page 79 in the Board Packet. She pointed out at the red-lined sections were the proposed changes. Kathy asked how the Board wanted to review the proposed changes. Mickey suggested going through each of the changes one at a time. Jimmy asked if it has been reviewed by an attorney. Kathy noted that it's due for a review per the CSBG Organizational Standards. Jimmy said he would like to have this reviewed and Debra Jessup, attorney, agreed that it is a good idea for liability.

Changes proposed to P&E on 8-22-19 and 10-24-19

Changes proposed by Board on 10-24-19

Page 79

The corporate powers, property, funds, and affairs of Yadkin Valley Economic Development District, Inc., hereinafter referred to as the Corporation in the By-Laws, shall be vested in, exercised, and controlled by the Board of Directors, hereinafter referred to as the Board. All directors shall fully participate in the development, planning, implementation and evaluation of the programs offered by the corporation in its service of individuals and families.

- This language in red was added per recommendation by the CAPLAW Toolkit.

Executive Director

The Board shall employ or terminate an Executive Director and prescribe their duties. The Executive Director shall be the chief executive officer and employ and discharge all employees subject to the approval review of the Personnel Committee and the Board at their next scheduled meeting in accordance with personnel policies of the Board. As the Board is the fiscal agent of the corporation, the Board will be involved in the recruitment and selection of the finance director. Personnel policies for employees of the Corporation, not in conflict with Federal or State laws and regulations, will be developed by the Executive Director in consultation with the Personnel Committee and submitted for the approval of the Board. The Executive Director and other designated persons shall serve as the operating fiscal and disbursing officers of the Corporation. The Executive Committee will have the responsibility to evaluate the Executive Director at the will of the full Board.

- Changed word approval to **review** of Personnel Committee because with so many new hires it is not feasible.

Page 80

Checks

All obligations of the Corporation shall be paid by check or other authorized mode which shall be signed by the Executive Director, and countersigned by the Finance Director, The Board Chair, Treasurer, and Vice-Chairperson are also authorized to sign checks in the absence of any of the above. Only under exigent circumstances should a signature stamp be used for the Board Chair's signature and if so used, should be reported Board Chair as soon as practical after such use. The Executive Director signature stamp will be maintained and used by the Executive Assistant in consultation with the Executive Director. The Board Chair signature stamp will be maintained by the Executive Director.

Page 80 Bonding

The board of directors shall require the Executive and Finance Directors of the corporation charged with handling of funds, and may require any other officer, director, employee or agent, to be bonded for performance of their duties in such amount and by such bonding company registered in North Carolina shall be satisfactory to the board. ~~Current YVEDDI positions that handle monies in excess of \$1,000 or more are the Executive Director, Finance Director, Accounting Staff, Executive Assistant, Communications Specialist.~~

- There was nothing previously in our bylaws about bonding. This language was taken from CAPLAW. Our insurance covers theft so the last sentence has been stricken.

- Debra asked about who is paying for cost of bonding and she and Jimmy would like the bylaws to be reviewed by an attorney. Janet remarked that all staff are bonded for five hundred thousand on a blanket policy, but any additional would be seven to fifteen hundred depending on the application.

Page 80

Execution of Instruments

*Except as the board of directors may generally or in particular cases authorize the execution thereof in some other manner, all ~~deeds~~, leases, transfers, contracts, bonds, ~~notes~~, checks, drafts, and other obligations made, accepted and endorsed by the corporation shall be signed by the chair or the executive director and checks drawn on any account of the corporation shall be signed by ~~either~~ the executive director and countersigned by ~~either~~ the finance director, chair, vice chair, treasurer (each an "Authorized Check Signatory"). **Unless authorized by the board of directors**, no officer, employee or agent shall have any power or authority to bind the corporation by any **grantor** contract or agreement, or to pledge its credit, *sign a deed*, or to render it liable for any purpose or for any amount.*

- Debra suggested taking the word deed out and putting unless authorized by the board of directors as written above. Debra said that it would come to the Board anyway.

Page 84

Removal of a Board Member

Public Officials or their representatives may be replaced on the Board only by the respective Boards of county commissioners which appoint them.

Other members of the Board who represent either the low-income or private sectors may be removed for cause. The grounds and procedures for removal of such members shall be as follows:

1. *If any Board Member shall be absent from three (3) consecutive regular Board meetings without **contact or** a valid excuse as approved by the Board, his/her name shall be dropped from the roll of members of the Board of Directors, by action of the Board of Directors. The appointing authority or member shall be notified, immediately, of such action and the reason for removal from the Board of Directors by means of a certified letter. Absences will be unexcused unless a request has been submitted prior to the scheduled meeting of the Board of Directors. **Special consideration or an exception may be given to persons responsible of small children who represent the Head Start Policy Council or Migrant Head Start Policy Committee.***

- Rebecca asked that grandparents or guardian be added to page 84 as she is raising grandchildren. It was discussed about what language to use and it was settled on using "persons responsible".
- Jimmy asked that a reminder be sent out about attending the meetings and it was decided not to include in the bylaws.

	<p>Page 89</p> <p>What is written in green is about adding former Board Chair to Executive Committee.</p> <p>Mickey asked for further comments or questions.</p> <ul style="list-style-type: none"> • Debra asked about executions of deeds. Kathy said there has never been guidance. Kathy said she mimicked what has been done in the past. Debra said the sale of any land would come to the Board anyway. Kathy said that on vehicle purchases she always signed transactions of this nature as Yadkin Valley Economic Development District, Inc. by Kathy Payne. Kathy noted that since she has been on board there has been no sale of property. • Rebecca VanHoy asked about the Yadkinville Head Start Center that was gifted to YVEDDI. Kathy and Rhonda noted that it was put in the corporation's name. • Sylvia asked about former Board Chair process on page 89. Mickey said that Cindy resigned and could not come back and Mike Crouse was nominated to serve in the former board chair position. Richard agreed. <p>Mickey reminded everyone about a closed Executive Committee meeting after a brief break. Larry Johnson interjected that he wanted to share that he was reminded by Tommy's presentation that PTRC receives a lot of funding that helps low income. Applications are available online https://www.ptrc.org/services/housing/home-program or call the regional office in Kernersville. He told the Board that Davie County has built 3 homes from these funds.</p> <p>Future Fundraiser</p> <p>Larry asked if we want to do another car show fundraiser and someone had also suggested gospel music. Larry asked for a vote to support fundraiser and suggested April 25, 2020 as the date for the fundraiser as that would not interfere with Easter.</p> <p>Motion by Jimmy Walker to support a fundraiser and have Larry coordinate it Second by Jim Brown Motion Carried</p>
Adjournment	<p>Mickey asked for a motion to adjourn.</p> <p>Motion by Jim Brown to adjourn Second by Mike Crouse Motion Carried</p>

The meeting adjourned at 7:25 PM.

Next Board Meeting: December 19, 2019

Respectfully submitted,

Sylvia Jessup
Secretary

Regina Chappell
Staff Recorder

Board Members				<u>Staff and Guests</u>
<u>October 24, 2019</u>	<u>Present</u>	<u>Absent</u>	<u>Excused</u>	
Kevin Austin/Marlana Riley				Kathy Payne
Jim Brown	X			Regina Chappell
Mickey Cartner	X			Jeff Cockerham
Kelly Craine	X			Rhonda Wrenn
Mike Crouse	X			Janet Phillips
Beverly Essick		X		Yolanda Lytton
Ana Flores-Cortez	X			Chris Fowler
Wayne Frye		X		Linda Trivette
Eddie Harris			X	Tommy Eads
Rachel Horton		X		Lisa Money
Debra Jessup	X			
Sylvia Jessup	X			
Larry Johnson	X			
Mark Jones	X			
Shelby King	X			
Richard Lasky	X			
Jo Ann Layell		X		
Mary Olvera	X			
Dr. Edward Stevens			X	
Rebecca VanHoy		X		
Jimmy Walker	X			
Marion Welborn			X	
Suzanne Wright	X			
Jamie Yontz			X	