

Board Meeting minutes  
1-25-2011

Called to Order at 12:14 PM

Present: James Burke (acting secretary), Ruth Linoz- Executive Director, Brian Ouellette President, Sharon Van Gorder, Suzanne Huebner-Sannes, Aaron Shumway, Howard Schesser

No introductions necessary. No guests.

Announcements: Executive Director reported that several grants have been completed and two additional grant applications are near completion.

Additions to Agenda- Discussion on building roof repair added.

Correspondences: Thank you cards for contributors signed and sent.  
Siuslaw Valley Bank announced a pending \$250 contribution from United Way.

Discussion/ decision: Board asked Ruth to notify SVB that Tara Salussa is no longer a contact person.

Board Minutes: M/S/A.

Executive Director report: No items needed explanation or discussion.

New Issue: Possible conflict of interest with Russ Owens and Automotive Specialties contract. Russ sold the business that does maintenance on the SLW vehicles. There is a possibility that he may reacquire the business, creating a conflict of interest re: rewarding of a contract for maintenance that could be given to a Board member. Governance Committee needs to review and resolve this issue. A resource: A Guide to non-Profit from Office of Attorney General, Oregon Dept of Justice. It was felt likely by those present that Mr. Owens would be able to continue on the Board of Directors, but recourse himself from all discussion and decisions regarding maintenance.

Decision: Governance Committee to report at next Board Meeting.

Discussion: Time donated by board members needs to be documented and given to Valerie ASAP so that we can create data for matching donations and grant funding. Board members are reminded that any time beyond monthly meetings involved in activities have a value to the organization. Such activities as time/ cost for volunteer recognition, bids on repairs, Board retreat, Car show, extra time, etc. Donors want to see that the board is actively participating. Board members are reminded that time, mileage, and expenses are tax deductible.

Discussion/ decision: We need to develop a sign-in sheet with what, when, how much, who volunteered. That could be circulated at board meeting to improve documentation by Board members.

Finance Committee: Report tendered- no action. Current short term liabilities have been resolved. Debts have been paid off from cash influx such as the Business Energy Tax Credit funds received. Fuel costs are down \$600 from previous month, due to change in Route Around Town.

Discussion: Board determined it is fiscally responsible to reduce as much of the Line of Credit as possible while maintaining the availability to redraw these funds as needed in the future. This would reduce monthly interest costs and be within the expectations of the lender.

Fundraising: no report.

Upcoming: Donor appreciation night (tentatively 3/11/11). For the August 6<sup>th</sup> Car Show, vendors need to be contacted and set. Committee meeting set for Feb 7<sup>th</sup> at noon.

Governance Committee: Met and package of policies regarding financial duties, donations, cash handling, and related procedures reviewed and approved.

Decision: Policies reviewed by Governance Committee at last meeting were presented. M/S/A to accept as written.

Bonding refers to liability if we are handling funds from another source. Our general liability insurance has theft/ embezzlement clause with protection up to \$50K. Executive Director researched increasing limits: \$75K increase is \$26 cost prorated to end of year. \$100K increase would cost \$96/ year.

Decision M/S/A: The Board of Directors, having done due diligence on whether to increase theft/ embezzlement limits, voted not to increase insurance limits for employee theft or embezzlement at this time.

Next packet of policies to be reviewed by the Governance Committee was handed out to board members present.

Discussion: Additional Board members- board will continue to seek new members, especially a connection with the CG Hospital.

Decision on Bank Card Change- M/S/A: Remove previous director from credit card and add current Executive Director with \$1000 limit.

Executive Director Evaluation- Work in progress. Board Advisor Teresa will continue to create a comprehensive evaluation using all of the valuable input from directors, staff, and Executive Director.

Discussion: Roof needs repairs, now, not later. There are obvious leaks. Three licensed contractors have inspected the roof and provided sealed bids. Bids opened and discussed. Cost ranges from approx. \$10K to \$15K. Additional costs are anticipated after demolition and rot repairs are identified. Policy for procurement needs to be addressed and due diligence re: bids needs to be done. This could require an open process procurement, depending on funding source.

Bid 1: \$12,348. Less \$3500 if owner supplies shingles themselves.

Bid2: \$15,171.65

Bid 3: \$11,700.

Discussion: Annual meeting tentatively scheduled for 4/26/11 at 11:30, then noon-closing for board member training. E-mail to be sent to confirm availability and times. Advisors and appropriate others are invited.

Meeting Adjourned at 1:35 PM

Respectfully submitted,

James Burke  
Acting Secretary