

**MINUTES: BOARD OF DIRECTORS MEETING
COMMUNITY ACTION PARTNERSHIP OF HENNEPIN COUNTY
8800 HIGHWAY 7, SUITE 401, ST. LOUIS PARK, MN 55426
THURSDAY, APRIL 26, 2018
6:30 P.M.**

David Asp	P	Marvin Johnson	P
Anthony Baquero	P	Karin Keitel	P
Mary Brindle	P	David Krause	P
Alma Brown	P	Mark Matasovsky	E
Abdi Busuri	E	Jeanne McTootle	P
Jeremiah Ellison	A	Kevin Myren	P
Justin Gillette	P	Solomon Ogunyemi	P
Debbie Goettel	P	Char Wilkinson	P

CAP-HC Staff Present:

Pam Pullman, Feleshia Edwards, Marihelen LaRosa, Kim Mongoven, Kim Saunders and Laura Seymour.

Guest:

Casey Krolczyk, aide to Commissioner Debbie Goettel.

I. Call to Order:

The meeting was called to order at 6:30 p.m. by Chairperson Brindle.

II. Conflict of Interest Disclosure:

Chairperson Brindle asked if there were any conflicts of interest to disclose. There were none.

III. Approval of the Agenda:

A **MOTION** was made by Ms. Goettel and seconded by Ms. McTootle to approve the agenda. **MOTION CARRIED.**

IV. Roll Call/Introduction of staff/guests/visitors:

Chairperson Brindle asked for the roll call. A quorum was present. Chairperson Brindle called on board and staff to introduce themselves to new board member Kevin Myren. Mr. Myren is acquainted with CAP-HC and is eager to serve on the board.

V. Review and approval of *Amended* March 22, 2018, Board of Director Minutes:

A recommendation was made by Chairperson Brindle to approve the March 22, 2018 board minutes. Ms. Keitel offered corrections: correction item c, Acknowledge Mr. Myren is a Private Sector Board Member; Item 2, missing a period; Item 3a. should state “financial report”; and Item 4a should be Personnel Committee. A **MOTION** was made by Mr. Gillette and seconded by Mr. Johnson to approve the minutes as corrected. **MOTION CARRIED.**

VI. Committee Reports:

1. Executive Committee Report

a. Committees and Chairs

Chairperson Brindle described the new committee structure that is included in the organization's proposed bylaws. A chairperson to lead the Planning & Evaluation Committee is needed. Ms. Brindle also stated that the board may also decide to establish a Government Relations Committee. It was discussed that as the vacancies for new board members get filled it will be a priority that they serve on a Committee. Mr. Asp asked whether the Government Relations Committee would be a standing committee and therefore needed to be added to the bylaws. Chairperson Brindle responded that if the board decided to have one, it would be a special committee, as permitted by the new bylaws.

b. Board Members and Terms

The community and private sector board members had different terms in the old bylaws and we will track and have turnover periodically. With the adoption of the new Bylaws, board member terms will change, and some board members will reach their maximum years of service. Ms. Brindle gave a special thank you to Jeanne McTootle, Char Wilkinson and Marvin Johnson who are retiring from the board; they will be recognized at the May 17 Reception & Volunteer Recognition Event.

c. CAP-HC Legacy Group

Chairperson Brindle stated the need to establish a Board Advisory or Legacy Group. This will allow the board to keep previous board members involved and allow the board to seek their advice. There would be no terms and they could meet periodically during the year. A MOTION was made by Ms. McTootle to establish a CAP-HC Legacy Group and seconded by Ms. Goettel. **MOTION CARRIED.**

d. CAP-HC Legal Roster

A list of attorneys that CAP-HC has used for legal advice has been compiled. The board was asked to review and forward any additional names to be included on the list.

e. Bylaws Update

Chairperson Brindle stated that the proposed bylaws have been reviewed and ready for approval. A MOTION was made by Mr. Baquero and seconded by Mr. Johnson.

A question was raised about Section 7.1, *Regular meetings*, and proper meeting notices. An email including the agenda and minutes will be sent five days in advance of the meeting. Mr. Baquero suggested that we clarify that notice of regular board meetings could be given by email, phone or U.S. mail. There was a discussion regarding Section 4.8, *Removal and Misconduct* and unexcused absences. Once the agenda and minutes are sent to the board, if a member doesn't call or show up to a meeting, it will be considered an unexcused absence. The board will discuss and vote on whether to remove the member from the board. A question was raised to reword bylaws in Section 9.2, *Audit*, and it was made and

decided to add that the board will approve the audit no later than the June board meeting following the closing of the fiscal year. **MOTION** to accept the “Amended” bylaws was made by Mr. Myren and seconded by Ms. Goettel. **MOTION CARRIED.**

Chairperson Brindle stated that DHS held an informal meeting with the Executive Committee of the Board to discuss the agency’s progress, and stated they were pleased with the direction the way the agency was moving forward.

2. Interim Executive Director’s Report

Ms. Pullman noted that now that the bylaws have been updated, the agency is in the process of updating its board volunteer form and is developing a board governance calendar. She stated a new Client Services Director (formerly Program Operations Director) was hired and will be joining us on Monday, May 7th. Her background includes work at MinnCAP and other community action agencies and non-profits in the area.

Ms. Pullman briefly discussed the overview of agency operations and the handout provided at the meeting regarding changes in the Outreach Strategy, including changes in programs that would allow the agency to operate more effectively and efficiently. Open client files are being processed for payments and related services; new methods for improving program delivery are being explored, along with internal procedures that will ensure oversight and compliance. It was recommended that the new Executive Director and Board of Directors revisit the agency’s program priorities.

CAP-HC staff attended a meeting this afternoon with the City of Minneapolis and MPHA regarding Kahn Properties. CAP-HC has several concerns regarding the challenges in the current MOU. Ms. Pullman will continue to review and to work with the city and MPHA, and she hopes to re-define the role CAP-HC will play in this project.

Ms. Pullman stated that after much consideration and review of the logistics involved, it was decided that CAP-HC could not host the May 2nd meeting with U.S. Congressman Paulsen. The door was left open for meeting in the future once the new Executive Director is hired. The board discussed how to handle future legislative inquiries for visits and/or meetings. Ms. Goettel stated that she will work with her staff to host and make these meetings happen, as they are very important.

3. Finance and Investment Oversight

Ms. Saunders gave an overview of financial materials included in the board packet. She reported that the organization now has financial staff in place and has implemented processes for segregation of duties for payroll and accounts payable, which had been considered a material weakness in the 2016 audit. She noted that these will be mentioned again in the 2017 audit because the new processes were not put in place until this year. A **MOTION** was made by Mr. Gillette and seconded by Ms. Goettel to accept the February fiscal report, subject to audit. **MOTION CARRIED.**

4. Staff Directors Reports

a. Planning and Development

Ms. Mongoven reported that the Community Housing Team was instrumental in the city of St. Louis Park passing its new tenants protection ordinance, which is believed to be the first in Minnesota. She also mentioned preparations for the Volunteer Recognition event, including obtaining videos from the state's U.S. Senators and a proclamation from the governor. The board was referred to Ms. Mongoven's written report for additional information.

b. Energy Services

Ms. Edwards reported that applications for heating assistance are down at CAP-HC and statewide, most likely as a result of the low unemployment rate and better wages. Ms. Edwards also mentioned the additional LIHEAP funding included in the recent federal omnibus funding bill. The board was referred to Ms. Edwards' written report for additional information.

c. Human Resources

The board was referred to Ms. Seymour's written report.

5. Personnel Committee Report.

The Board of Directors will convene for a Special Meeting for an interview with a candidate for the Executive Director position. Two dates were proposed. A query will be sent to determine which date will work for the majority of board members. There must be a quorum. The goal is to announce the new ED at the Volunteer Recognition reception.

A MOTION was made by Ms. Brindle to close the meeting at 7:50 pm in order to discuss the search process for the new Executive Director. Seconded by Ms. Goettel. **MOTION CARRIED.** The closed session ended at 8:23 p.m.

VII. Unfinished Business:

Mr. Asp mentioned the open board seats, and Ms. Brindle stated that now that the bylaws have been updated, the organization can proceed to fill open seats. Ms. Brindle and Ms. Pullman described a recent lunch meeting with 15 community organizations that may want to partner with CAP-HC, such as PICA Head Start, and Ms. Pullman was pleased that the organizations indicated an interest in having their board members serve on the CAP-HC board.

VIII. New Business: None

XI. Adjournment:

With no further business, Chairperson Brindle adjourned the meeting at 8:27 p.m.

**NEXT REGULAR BOARD OF DIRECTORS MEETING:
JUNE 28, 2018, AT 6:30 PM**