

# Board of Director’s Meeting Minutes

November 13, 2021

Video Conference

# Attendees

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| * Chair Kelli Williams Gary, Ph.D.
* Secretary Yael Israel
* Treasurer Dan Raper
* Scott Bucci
* Chad Dillard, MD
* Natalie Drawdy

Staff and Guests:* Anne McDonnell, Executive Director
* Laura Bennett, Director of Programs
* Megan Cary, OTD Intern
* Steve Walls, Auditor (Steve Walls & Associates)
* Sarah Milston, The Spark Mill
 | * Kathleen Hardesty
* Meg Kelly
* Spencer Koch
* Trish Smith
* Alex Watson

Members not in attendance:* Vice Chair Bryan Meadows
* Gary DuPriest
* Debbie Ybarra
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# Call to orderPresident Kelli Williams called the meeting to order at 9:35 a.m.

**Consent Agenda**

**Anne made a motion to add time to go into Executive Session at the close of Committee Updates to discuss a personnel issue. A motion to approve the consent agenda as amended was made by Spencer Koch and seconded by Chad Dillard. All present were in favor and the motion carried.**

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| a.  Approval of 2021.0731 Board Meeting Minutes  |
| b. Reports received as **INFORMATION**    |
|  FY22 Q1 Compiled Financial Statement  |
|  FY22 Q1 Financial Statement Narrative FY22 Q1 Key Metrics FY 21 Audited Financial Statements FY 21 Form 990 |

 **Treasurer’s Report**
Dan provided an overview of the Q1 financials and referred the Board to the narrative report on the portal. Considering the lateness of the federal grant income, which means BIAV had to absorb related Q1 expenses, things are looking good. As of November 1, the federal grant has been signed so the income will start to ease BIAV’s burden. Regardless, the budget for this year will not be straightforward – between hiring new staff, the delayed federal grant, and the unknown of the 2nd RFP for the BIRN grant.

**Audit Findings**

Steve Walls was the new auditor this year and presented the findings of the audit and the Tax Form 990. Overall, Steve said BIAV was in excellent financial shape and even had approximately 9 months of reserves on hand. Steve was very impressed with BIAV’s policies and procedures, and made some recommendations in the governance letter, most of which were addressed already (e.g. restrict staff access to public WiFi). Steve advised the Board to look into investing some of the reserves funds and instituting a retirement plan benefit for staff.

BIAV may be eligible for an employee retention credit via the CARES Act – Steve recommended a company to review BIAV’s financials for eligibility – this is in progress now.

**A motion to approve FY21 Form 990 and Audited Financial Statements and for Steve to e-file the 990 was made by Dan Raper and seconded by Scott Bucci. All present were in favor and the motion carried.**

**BIAV Updates**

Anne provided several important updates:

1. Three women have been interviewed for the Communications and Special Events Coordinator and one has brain injury experience. Anne will be making an offer to her next week.
2. 4 people are lined up for interviews next week for the Deputy Director position.
3. A contract for the federal grant has been signed as of November 1. The second RFP process for the state contract dropped Wednesday and so far it doesn’t look to be as simple as the state indicated it would be. December 1 is the deadline for responding.
4. The sabbatical was a productive, restful experience for Anne. However, she urged the Board to consider making this a benefit for long-time employees, particularly if they are in leadership positions. When a staff person asks for this, the person is already burned out and it would be nice to have the benefit as a proactive measure. She thanked the Board for allowing her the opportunity.

**Strategic Planning**

Anne referred the board to the preliminary findings report developed by The Spark Mill (TSM) and guest Sarah Milston provided a high level overview of the survey process, findings, and recommendations. The Board and Sarah agreed that not everything identified as a concern in the report was BIAV’s problem to fix- rather we need to identify what we excel at and can do and who we can partner with to accomplish the rest. Resources and capacity are limited, and this must be taking into account when further developing BIAV’s strategic plan.

Sarah summarized the Board’s feedback: how do we improve our relationship with the state and use it to impact policy, advocacy, and funding? What is our collaboration and partnership solution statewide, without being seen as a competitor with our partners (e.g. state providers)? What is in our control?

All agreed it would be critical to identify the gaps BIAV can address effectively and to direct resources in that direction. Communicating what BIAV can do and can’t do is also important so people have clarity around who the association is. Sarah recommended following up with the people interviewed and surveyed when a strategic direction is set to let them know their input was used and mattered.

Sarah will be at the meeting in January to continue these conversations with the Board.

**Board Self-Assessment**

Anne presented a summary of the Board’s self-assessment results. This document is available on the Board portal. The Board would like more personal stories highlighting the successes people have had as a result of their interaction with BIAV. All agreed this would help personalize the work BIAV does every day and make them better ambassadors.

**Committee Updates**

* Development Committee: Spencer reported on the success of the annual golf tournament; we netted about $27,000. We had a new sponsor already commit to next year and had 4 new hole sponsors this year, which was great. Giving Tuesday is November 30 and Spencer asked people to be on the lookout for information from Deb with more details. Spencer reminded the Board about various toolkits available to help them fundraise and tell BIAV’s story.
* Nominating Committee: Yael presented the slate on behalf of the Nominating Committee:
	+ Officers: President: Bryan Meadows; Vice-President: Meg Kelly; At-Large Representative to Executive Committee: Spencer Koch
	+ At-large nominees: Joseph Cantor, Daniel Klyce, and Chimdindu Ohaygagha
	+ **Kelli Gary called for a vote as the motion was presented by the Nominating** Committee. All present were in favor and the motion carried.
* Finance Committee: Dan reiterated the good news from the audit report and discussed recent conversations the Finance Committee had with Atlantic Union about consolidating all accounts into their bank (from SunTrust/Truist) and also the advice and options they presented on investment accounts. Dan will be discussing next steps with Anne in the coming weeks. Dan advised the importance of completing the strategic planning process before making any risky decisions about investments.

**Executive Session**

A motion to go into Executive Session was made by Dan Raper and seconded by Kelli Gary. All present were in favor and the motion carried. All guests and intern Megan Cary left the meeting at this time. Anne reminded everyone in attendance of their signed confidentiality statements and need to keep what was discussed next in complete confidence. She announced her resignation date of June 30, 2023 and urged the Board to begin planning now. She cannot lead them through this process, she noted, and believes an executive search firm and internal hiring committee should be formed. She previewed a detailed executive transition plan document complete with messaging, job description, and qualifications, plus much more. She is willing to spend 30 days with the new director and is also willing to consider contracting with the association for lobbying, education, etc.

The decision will not be announced until the end of 2022 or early 2023. Bryan as the incoming chair will have a lot on his plate and Anne will reach out to him personally after the meeting since he was unable to attend today.

**Adjournment**Kelli thanked outgoing Board Members Scott and Debbie, and outgoing staff member Laura. Anne thanked Kelli for her service. **There being no further business the meeting adjourned at 12:20 p.m.**

Respectfully submitted by,

Yael Israel, Board Secretary