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# Board of Director’s Meeting Minutes

January 29, 2022

Video Conference

# Attendees

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| * Daniel Klyce * Vice Chair Bryan Meadows * Treasurer Dan Raper * Chad Dillard, MD * Natalie Drawdy * Gary DuPriest * Kathleen Hardesty   Staff and Guests:   * Anne McDonnell, Executive Director * Tim Williams, Director of Programs * Leticia Council, Caregiver and advocate | * Meg Kelly * Spencer Koch * Joseph Cantor * Trish Smith * Chimdindu Ohayagha * Yael Israel |

# Call to order President Kelli Williams called the meeting to order at 9:30 a.m. Each member of the board provided a brief introduction.

**Public Comment**

Leticia Council, a member of BIAV’s Speakers Bureau provided public comment about her daughter’s traumatic brain injury as a result of a car accident over two years ago. Her daughter has since passed, and Leticia has set out to advocate for solutions to problems she experienced as a caregiver. The problems Leticia shared are listed below.

* She noted a lack of awareness and resources for caregivers, including educational packets and training.
* She testified about the need for more local nonprofit organizations to help the caregiver solve issues.
* Ms. Council explained that the amount of time it takes for someone to become familiar with BIAV is a barrier to support.
* There is a need for grievance support education since most people don’t consider the grief ones feels when a loved one loses function.
* Support groups are good but meeting once a month is not frequent enough to provide the continuous help often required.
* Caregiver fatigue is a serious concern, and self-care implementation is needed to educate caregivers on how to take a break so you can care for your loved one fully.
* Leticia received nothing about BIAV when discharged from a Sentara healthcare facility.
* More support is needed to teach caregivers about providing specialized care, such as tracheotomy or colostomy care so caregivers can be independent of home-health aides.

***Action item:*** *Amy will pull together a BIAV advisory committee review of our outreach packets and look for opportunities to provide more information to caregivers when transitioning out of clinical care.*

Gary DuPriest and several board members publicly thanked Ms. Council for her candid and thoughtful testimony.

**Treasurer’s Report**   
Dan Raper provided the treasurer’s report. We are currently $48,000 ahead of budget mostly due to decreased staff expenditures and increased unrestricted revenue. We received the executed state contract from VA Department of Aging and Rehabilitation Services this week. We are working to move bank accounts to Atlantic Union from Suntrust/Truist. Tim is taking over duties with insurer, RCG, and auditor, Steve Walls.

**ED Succession Plan**

Anne provided an overview of the Executive Director (ED) succession plan. She has laid out a generous timeline ending with her leaving the job on 6/30/2023. She is committed until then, but she is open to transitioning out sooner. The succession plan clearly lays out the timeline, and provides detailed recommendations/considerations the board will want to keep in mind now and throughout the process. Bryan reminded everyone strategic planning is a responsibility of each board member, so he appreciates everyone’s attention and engagement with this matter.

* **Search Firm & Committee:**Anne presented the options of using a search firm to guide the board in recruiting candidates and selecting the correct person versus conducting an internal search led by a search committee. Anne recommended using a search firm and forming a search committee to address the unique tasks and challenges this effort presents. She has provided some consideration for this in Section 4, including a list of potential search firms; she noted a search firm will likely charge an amount equal to 40% of the first years’ salary of the ED. Anne has also outlined the steps necessary if the search is to be conducted internally.

Anne noted BIAV has grown and changed a great deal during her tenure, and she knows BIAV is poised to succeed under the guidance of a new ED over the coming years. Trish asked about the budget for this because there is some uncertainty about how much this will cost or what funds might be available. Bryan argued the search firm would be a good investment and we have the money to do it. It would help cut through a lot of the harder details.

Several members said a search firm is most likely necessary since it is something the board doesn’t have time to invest in properly, and this is an expensive thing to get wrong. Chimdindu asked if the board would be able to vote on the candidate to assure the board is able to select someone that feels right to them, and not just what the company says is the top candidate. Anne explained the board could stipulate the candidate review process within the terms set with a search firm.

***Action Item:*** *Board will form a selection committee and begin the process of identifying and hiring a search firm. This will be further discussed in the next Executive Committee call; a motion to pursue hiring a search firm will go out for electronic vote after the call.*

* **Position Title:** One of the questions that needs to be answered is whether the name of the position is CEO or ED. Anne noted many people that hold her position at other brain injury associations have the title CEO, which she thinks is more appropriate and might open recruitment to a different caliber of candidates.

***Action Item:*** *Selection committee and/or board at large should consider the appropriate title for this position.*

* **Executive Contract***:* Anne noted she has not had a contract since 2008 and this would be best practice moving forward to protect the ED and the board. Anne explained a contract could lay out performance expectations, discipline, term, raises/bonus. Meg asked if there is an opportunity to explore a contract to hire where there would be a trial period before the final decision. This could potentially broaden the recruitment to areas distant from Richmond to find quality candidates. Anne explained this might not work because BIAV needs someone with a strong understanding of state and local policy. There are also challenges with leading BIAV remotely, since a Richmond presence is required for staff and advocacy meetings, and it would be very costly to BIAV to reimburse for this frequency of travel.
* **Replacing Anne’s Unique Skills & Experience***:* Anne provided an outline of the qualities and skills required to succeed in the position. There is concern amongst the board about replacing all of Anne’s abilities, but Anne thinks BIAV is in a good position to review these skills and select among top candidates possessing these qualities. Anne said curiosity and willingness to learn are the most important qualities. The ED needs to be ahead of the curve, and possess a drive to knowledge so BIAV is planning initiatives before the rest of the community. A successful ED will also have knowledge of how to get an organization through an audit, maintain compliance, and execute on other business management pieces. Connecting with people to learn, educate, and work together is another crucial characteristic. The search firm can help the Board think through the skills so an informed decision can be made that prioritizes the most crucial skills and experiences.

***Action Item****: Anne will connect with people at Senior Connections (an Area Agency on Aging), who are currently undergoing a CEO search to see what search firm they used and to gain insight into the process.*

* **Anne’s Involvement with Process***:* Anne cannot be a part of the search and selection phase, but can be available to help transition and provide guidance to the selected candidate, depending on the opinions of the new ED and the board. This could be negotiated depending on what the board and the new ED want.

**Strategic Planning**

Spark Mill wants to do a two hour meeting to lead board members in a discussion about strategic planning. The group provided their availability and Anne will follow up with Spark Mill to schedule.

***Action Item:*** *Spark Mill scheduled the call on Wednesday, February 23 from 5pm to 7pm. All should plan to attend and notify Anne of any conflicts.*

**BIAV Program Updates**

*Information and Referral (I&R)*

Christine Baggini (CB) provided an overview of BIAV I&R activities and recounted a contact with an individual who experienced a concussion and received support from BIAV recently. Meg referred to Leticia’s public testimony and wondered how long after the injury or incident people are reaching out to BIAV. CB explained sometimes the person hears about BIAV directly from a discharge planner in the hospital and is able to follow up within days, other times it can be months or years later. Anne noted people are given this material in the hospital, but it is challenging for individuals to receive and internalize the information.

**Camp Update**

Dana Larson, previous Board member and Co-Director of Camp Bruce McCoy reviewed the Camp Decision Brief (attached to these minutes) and explained we are hoping to have our camp sessions in-person this year.

* Our intention is to require proof of vaccination for all campers, staff and volunteers, and follow other relevant CDC guidelines as necessary.
* As the RRR raised it rates and we will need to hire more staff to accommodate insurance change, we are planning a 10% increase; one week of camp will cost $600.
* We have successfully secured sexual abuse and molestation coverage for an overnight camp; the cost remained the same as last year ($300) The new policy does require a presence of more support personnel so no campers are ever alone with a single adult.
* BIAV has also received guidance from RCM&D that liability for COVID-based claims is not a huge risk from a medical and legal perspective, since determining cause of transmission is incredibly difficult. Dana and the team is undergoing preparation and planning to mitigate risks, including coming up with a backup plan if community testing capacity is compromised, and scheduling backup support personnel in the event staff test positive.
* A survey revealed a majority of past campers would not come without a requirement that everyone be vaccinated

The board agreed the plan for camp in person should progress without reservations.

***Action Item:*** *Dana, Amy and the rest of the camp staff will continue to plan and prepare to host camp in person this year, and will focus on addressing some of the potential risks posed by hosting camp in a post-COVID world.*

**BIAV Updates**

**Legislative update** regarding targeted case management, housing coordination, expanded case management, and the BI waiver budget amendments currently for consideration by the Virginia assembly. We are currently in a holding pattern waiting for updates and are using the time to engage representatives directly with staff and indirectly with our constituents through the Phone-a-Friend campaign. On Tuesday, Feb. 1, which is Brain Injury Awareness Day, Anne asks every member of the board take some time to participate in the advocacy effort. .

***Action Item:*** *Board members should review the phone-a-friend campaign on BIAV’s website and participate to the fullest of their ability.*

Tim presented the **annual board training**; it included a review of the Job Description of a member of the BIAV Board and a review of the Duties of Care, Loyalty and Obedience. He requested each board member review and complete the annual training packet by Friday, February 25. Brian reminded everyone that members carry fiduciary responsibilities they must understand, and he appreciates everyone’s engagement in the training packet.

***Action Item:*** *Review, complete and return the annual training packet to Tim by Friday, February 25.*

Anne provided details about the form and process to complete the **ED annual review** for the next year. Bryan requested timely and thoughtful feedback about Anne’s performance. Anne will send out the ED performance review packet to each board member, and Bryan requested they are returned to him within 30 days.

***Action Item:*** *Board members must return the ED performance review packet to Bryan within 30 days.*

**Committee Updates**

**Development Committee:** Meg reminded everyone about the legacy event, which takes place on Saturday, June 25.

***Action Item:*** *Everyone on the board should make sure the Legacy Celebration event is on their calendar.*

**Nominating committee**: Yael discussed the recruitment matrix to assure current members attributes are properly identified and to outline what’s needed going forward. The board agreed on the need to put more attention on enhancing diversity, equity and inclusion amongst members.

**Finance committee** has been looking at way to spend excess reserves. Dan thinks a smart option would be to invest in staff and has provided details on a simple retirement benefit for BIAV employees. The plan would be a SIMPLE IRA, which has low fees and is easy to run. BIAV would incur costs related to whatever the match contribution is set at. If we set a 3% match and all employees take full advantage, then BIAV’s costs would be roughly $15,000. The finance committee thinks this is a good plan because it will improve recruitment/retention by placing our benefits closer in line with other nonprofits and the private sector.

***Action Item:*** *Executive committee will discuss this option in their next meeting.*

**Adjournment   
There being no further business Bryan Meadows made a motion to adjourn, seconded by Kathleen Hardesty. The meeting adjourned at 12:30 p.m.**

Respectfully submitted by,

Tim Williams, on behalf of

Yael Israel, Board Secretary