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# Board of Director’s Meeting Minutes

May 27, 2022

In-person at Triple R Ranch – videoconferencing available

# Attendees

|  |  |
| --- | --- |
| * Bryan Meadows * **Joseph Cantor** * **Spencer Koch** * **Trish Smith** * Kathleen Hardesty * Daniel Klyce   Staff and Guests:   * Anne McDonnell, Executive Director * Tim Williams, Deputy Director * Taqiyyah Muhammed, BIAV Speakers Bureau, Public comment & Potential Board Member | * Dan Raper (Remote) * Meg Kelly (Remote) * Gary DuPriest (Remote) * Natalie Drawdy (Remote) * Alexandra Watson-O’Brien (Remote) * Chimdindu Ohayagha (Remote)  Members not in attendance:  * Chad Dillard |

**President’s Remarks:**

Bryan opened the session with gratitude to see so many board faces in person at Camp. He was excited to welcome Taqiyyah Muhammad to provide public comment, and thanked her for her speaking role in last year’s legacy event.

**Camp Update**:

The decision was made to cancel the second week of camp, due to a high number of COVID positive cases, as well as staff shortages due to positive test results and CDC rules for quarantining.

**Public Comment:**

Taqiyyah Muhammed provided public comment about her recovery from brain injury and how BIAV supported her throughout that journey.

**Motion was made (Joseph) and seconded (Spencer) to approve the consent agenda**

**Motion was made (Meg) and seconded (Trish) for ratification of prior actions** to approve actions we made during the pandemic (electronic meetings) because they were not in our bylaws.

**Treasurer’s Report**Dan presented updates from the finance committee highlighting BIAV’s strong financial position as we close out FY22. The Employee Retention Tax Credits and surpluses afforded by decreased expenses combine to add over **$180,000** to the reserves, but a portion of the ERTC money ($20K) was paid to the firm as commission.

Based on the recommendation of our auditor to enhance staff benefits and as a way to begin spending some of the reserve balance, the Finance Committee discussed establishing an IRA.

**Dan made a motion from the Finance Committee for Board approval of BIAV’s enrollment in an IRA for staff, and the motion carried.**

**BIAV Updates:**

* Staffing update: We have had another staff resignation, and are looking to reorganize some positions to hire for our greatest needs. One of the reasons cited was (again) low salaries. A draft of the org chart for FY23 was reviewed.
* Raises: In order to stay competitive in a hiring market, we will be working to raise staff salaries and cut expenses in the grants and contracts for FY23.
* BIAV is considering applying for a CNI grant to support research into the BIAV database and social determinants of Health (SDoH). The grant would be available for $150,000/year for three years. Chimmy expressed interest in supporting BIAV with this grant given the overlap with work she is currently doing at that intersection.
* BIAV worked with lawyers from Sands Anderson to update the board bylaws. Critically, the new bylaws provide policy language to govern emergency situations, the process of moving to executive session and meeting remotely. All of the changes are listed in detail below.

1. Article II, Sections IIC and IIIC- were added to tie the Bylaws to comply with Internal Revenue Service guidance on 501(c)(3) organizational documents.

Article IV Section D – clarified the addition of classes of membership. Sections IVD 2,3,4 were corrected to reflect the dues payment requirement. Section IVD 7 ensured consistency of the name used to denote Career Starter membership

Article IV Section E – clarified voting rights

Article VI, Section D – clarified tenure of Directors

Article IX, Section D – created for electronic meetings. Section E clarified rules for telephonic meetings; Section F added a section on executive session, section G added language to clarify voting procedures

Article X, Section A1 – clarified membership and actions of the Executive Committee

Article 11, Section A – clarified issues related to support group association

Article 12, Section D – clarified Rights of Inspection

Article XIV.  Dissolution – section added

Article XVI. Emergency Bylaws – section added

**Committee Updates**

* Development Committee:
  + Meg presented the draft development plan. We’re hopeful FY22 investments in a new learning management system will provide increased revenue as we develop more educational content for purchase on our website.
  + Legacy: Currently have $7,500 in sponsorships, including 2 mission partners/5 additional sponsors. BIAV will need 6-8 volunteers – if you’re planning on attending and are interested in helping out at the event, please email Deb or Sophie. Registration closes June 10.
  + Amazon Smile is another way you can help BIAV with fundraising. Select/Designate BIAV as your charity – a portion of all your purchases will come to BIAV!
* Nominating Committee: It was noted that questions regarding Diversity, Equity and Inclusion were not included in the latest Board self-assessment. The board was provided with a brief on the topic, and Kathleen will lead a conversation at the July Board meeting, asking these 2 questions: 1) about what is our goal and 2) what we will focus on first? Board members should consider these questions and come prepared to discuss the topic at the next meeting.
* Finance Committee: BIAV is developing the FY23 budget and is expecting a shortfall due to: staff raises, the search committee, overlapping salaries, and the IRA. We do not expect to be able to fund the IRA from the grants/contracts this year without significant financial impact to them. Funding the IRA from reserves was the recommendation of our auditor, who also advised the Board to look into investing some of the reserves.
* Strategic Planning Committee: BIAV’s draft strategic plan was presented; staff is in the process of marrying up the goals of the Strategic Plan for 2023-2025 with our contracted deliverables and internal infrastructure needs. The overarching goals of the strategic plan are:
* Strengthen statewide brain injury community to increase access to services through advocacy
* Become the “go-to” organization for persons with brain injury, caregivers, and providers
* Adapt and innovate programmatic strengths to better serve persons with brain injury and caregivers
* Fortify BIAV’s infrastructure to support strategic impact

**Adjournment**There being no further at-large business a motion to move into executive session was made by Bryan Meadows and seconded by Daniel. Anne, Tim and Taqiyyah left the room.

**Executive Session**

Attendees: Trish, Brian, Joseph, Chimmie, Gary, Natalie, Kathleen, Spencer, Dan, Daniel,

Motion for executive session: Bryan Motioned, Spencer 2nd, unanimous passed.

* Director annual review had a 96% response rate
* Anne was rated excellent in all areas.
* In executive committee session, listened to data on salaries. Based on goals, it was voted on having Anne’s salary increased from $100,000 to $110,000. This was recommended by an outside source and was indicated as a midpoint across other salaries on Glassdoor.
* In addition to increasing salary to 110,000, Anne will also receive a $3,000 bonus.
* The increase in salary comes from the surplus of funds BIAV had that does not account for what went into the reserve fund as well as other staff salary increases.
* Executive Search Committee:
  + Comprised of 7 board members, both active and past board members.
  + Members include: Dan, Kelly Lang (past), Brian, Trish Smith, Kathleen, Dana (past), and Daniel
  + Search committee had initial meeting.

**Motion to confirm search committee members:** motion passed by Daniel (motion) and Gary (2nd).

* + Reasons for timeline:

1. Anne’s resignation was declared for July 2023
2. Anne would like to walk the candidate through the next legislative process
   * Search committee will be responsible for looking for a search firm and then selecting 3 candidates for the Executive Director position
   * Following the selection of 3 candidates, a board meeting will be scheduled.
   * June 8th at 5pm is the next Search Committee meeting
   * Search Committee will be scheduling a Bias Training before the July meeting. Bryan, Trish, Kathleen, Joseph, Dan Raper, Dana Larson, Kelly Lang. The search committee is meeting monthly and will meet more frequently as needed. The board can expect regular updates from the search committee.

**Motion to power the Search Committee to find the search firm and select the 3 candidates through the interview process to then present to the board:** motion passed by Daniel made motion and Spencer 2nd.

**Motion to adjourn: passed**- Kathleen, Gary

Respectfully submitted by,

Yael Israel, Board Secretary