Supporting foster, adoptive and kinship parents nationally.

Board of Directors Meeting via Zoom
Monday, November 8, 2021 7pm Central Time

Call to Order: Karen Poteet, President at 7pm

Roll Call of Board, Staff and Guests: Sue Dondiego, Secretary

Present: Kareen Poteet, President, Tom Rector, Vice President, Peggy Kirby, Treasurer, Sue Dondiego, Secretary, Tammy Wells, Member-at-Large, Mary Beth Dondiego, Ashley O'Donnell, Bob Ruble, and Leslie Stroud-Romero. Rebecca Mullins (7:23)
Absent: Jessica Lloyd-Rogers, CoSA Chair

Staff: Irene Clements, Executive Director, Sharon Holman, Administrative Coordinator
Guests: None

Quorum: Established with 8 members present.

Presentation of Agenda: Karen Poteet

Mary Beth Dondiego requested that the order of agenda item IX, Governance Committee Recommendations and X, Implementation of Board Member Acquisition Process be switched to better suit the purpose of the meeting.

Motion to approve the agenda as amended made by Sue Dondiego. Second: Bob Ruble
Vote: In favor 8 Opposed 0 Abstained 0

Approval of Minutes: Sue Dondiego, Secretary

October 4, 2021
Special Meeting minutes on Portal 11/4/2021
No discussion
Motion to approve as presented made by Mary Beth Dondiego. Second: Tammy Wells
Vote: In favor 8 Opposed 0 Abstained 0

October 11, 2021
Board Meeting minutes on portal 11/5/2021
No discussion
Motion to approve as presented made by Peggy Kirby. Second: Bob Ruble
Vote: In favor 8 Opposed 0 Abstained 0

Executive Session Minutes: Sent to the Board prior to meeting
No discussion
Motion to approve as presented made by Peggy Kirby. Second: Leslie Stroud-Romero
Vote: In favor 8 Opposed 0 Abstained 0

October 25, 2021
Special Meeting minutes on portal 11/4/2021
No discussion
Motion to approve as presented made by Tammy Wells. Second: Mary Beth Dondiego
Vote: In favor 8 Opposed 0 Abstained 0

Executive Session Minutes: sent to the Board prior to meeting
No discussion
Motion to approve as presented made by Peggy Kirby. Second Leslie Stroud-Romero
Vote: In favor 8 Opposed 0 Abstained 0

Treasurer Report: Peggy Kirby, Treasurer
Documents on Portal 11/5/2021
Reconciliation Report
Balance Sheet
Budget vs Actual FY 2021/Profit & Loss by class FY 2021

The Treasurer reported a bank balance of $459,427,16 as of October 31, 2021. It was noted that some items were not coded correctly. This will be addressed.

2022 Strategic Planning Update: Rebecca Mullins, Committee Chair
Report and Recommendation on Portal 11/6/2021

The Committee Chair reminded everyone that time was short for identifying a consultant and site for the 2022 Strategic Planning Meeting.

During the discussion the names of four consultants to conduct the Strategic Planning session were discussed. Additional names should be sent to the Committee Chair. After consulting with Board members, the best dates for the event were March 10-13 or 17-20, 20222. The site in Texas is available on those dates but other sites are being considered.

Committee Recommendation: Sending a request for proposal (RFP) to consultants listed in the committee report on the Portal, and any other viable consultants by November 15, 2021.

Vote: In favor 9 Opposed 0 Abstained 0

Strategic Planning Operations: Irene Clements, Committee Chair
Report on Portal 11/2/2021
Report stands as posted

Strategic Planning Membership: Tammy Wells, Committee Chair

Report on Portal 11/2/2021
Committee Recommendation: That the NFPA Bylaws Committee update the bylaws to reflect the approved membership system.

Discussion: It was clarified that voting members needed 30 days' notice of any bylaw amendments, as well as the clear language for the proposed amendment. Bylaw amendments need a 2/3rd vote of the Board.

Vote: In favor 9 Opposed 0 Abstained 0

Audit Committee: Tammy Wells, Committee Chair
Report on Portal 11/2/2021

The Committee Chair informed the Board that the recommendation being proposed was on the Portal previously but was not addressed.

Committee Recommendation: That persons outside the NFPA staff and Board of Directors that are utilized in any manner, volunteer or paid, shall sign an NFPA confidentiality agreement.

Discussion: Several types of individuals were identified as being required to sign the confidentiality agreement including Committee Chairs and members as well as the CPA or any other paid person (consultant/contractor). The practice would begin after the Governance Committee developed policy and procedures for this matter. Until that time anyone being considered for a paid or volunteer position would be informed of the NFPA's intent to establish this practice.

Vote: In favor 9 Opposed 0 Abstained 0

Prior to the Governance Committee Report, the President talked about the new NFPA Zoom account, which was recording and transcribing tonight's meeting. The November 8, 2021 meeting, is a pilot and if it works, we will no longer require the use of Accrescent Institute's Zoom account. Karen thanked Tom Rector for the use of this Zoom account and transcriber. Karen explained that the NFPA has a subscription to Tech Soup and it was through this that the Zoom software became available. The annual cost is $256 and should not increase each year unless Tech Soup and/or Zoom increase their prices.

There was much discussion about its capabilities and who would arrange calls/meetings. Karen explained that there were three accounts with one each being available to the Executive Committee/Board, Committees and CoSA. Arranging calls/meetings would be an administrative responsibility. The Governance Committee will be responsible for policies and procedures for the how, who and when of the Zoom account but it was also noted that identifying Committee Meeting dates was essential. Having all dates will avoid conflicts in scheduling meetings. Committee Chairs were asked to send their meeting dates to the Executive Director. In the future, meeting dates can be listed on the Portal.

The floor was then turned over to Tom Rector to bring his recommendations to the Directors.

Recommendation: That the Board seeks two (2) additional Board members, in this calendar year, coming on in June 2022, and that in general the skill sets we're looking for are marketing, program and fundraising. He also stated that they should be asked to participate in the Strategic Planning Meeting, as guests.

Discussion: Timeframes for assuming their positions and participating in the Strategic Planning Meeting were considered, as well as their ability to assume costs for attending the meeting. It was noted that participating in the Strategic Planning Meeting would give the new Board members a better understanding of where we have been and where we are going prior to them taking their Board positions as opposed to having to try to catch up. It was also noted that the Strategic Planning Meeting would most likely be in-person and via Zoom so costs would not be an issue.

Motion to have the Governance Committee move forward to bring on two new Board members with experience in marketing, program, and fundraising, and they have the opportunity to participate in the Strategic Planning Meeting made by Tom Rector. Second: Ashley O'Donnell

Vote: In favor 9 Opposed 0 Abstained 0

Governance Committee: Mary Beth Dondiego, Committee Chair
Report and Recommendations on Portal 11/2/2021
#1: Recommends that the Board approve the Revised Committee Recommendations to the Board procedure and that the JotForm be changed to reflect the revised procedures.

Recommendation #1
No discussion
Vote: In favor 9 Opposed 0 Abstained 0

#2: Recommends the Board approve the Revised Board Committee Involvement Survey procedure.

The Committee Chair explained that recommendations #1 and #2 were being made with document updates and clarifications to keep the Board informed. In reviewing, the Board member acquisition process, it was noted that timeframes were short to accommodate bringing on new Board members prior to the Strategic Planning Meeting. The Executive Director will be unavailable when the information needs to be sent so she will connect the Committee Chair with Liesel Lucas. Ashley O'Donnell and Leslie Stroud-Romero were asked to review the advertisement for possible improvements to the wording. All Board members were asked to review the list of various agencies of different ethnicities used last year and send any other suggestions to the Committee Chair.

Recommendation #2
No discussion
Vote: In favor 9 Opposed 0 Abstained 0

It was then noted that a date for the Strategic Planning Meeting had not been approved.

Motion to hold the Strategic Planning Meeting March 17-20, 2022, with the location to be determined made by Bob Ruble. Second: Sue Dondiego
Vote: In favor 8 Opposed 1 Abstained 0

Executive Director Report: Irene Clements, Executive Director
Report on Portal 11/2/2021

The Executive Director reported that the $10,000 conference sponsorship from United Healthcare has been received. In addition, NFPA Administrative Assistant, Sharon Holman reinvoiced Los Angeles County $5,000. Sharon discovered that $5,000 from Anthem Virginia was coded under General and will be corrected to reflect it under Conference. Two other items were coded wrong by the CPA, Sharon has followed up for the corrections to be made. After corrections and collection of Los Angeles County, the total profit for the 2021 Conference will be $121,500.

Irene also noted that the audit has been started and will be filed by the 15th. This document is needed for the Combined Federal Campaign (CFC) to have the NFPA listed as a charity.

Executive Session: Karen Poteet, President

Motion to move to Executive Session at 8:27pm made by unanimous consent.

Return to Regular Meeting at 9:17pm

A quorum was established with 10 Board members present.

New Business:None

Announcements
The Secretary stated that, although not listed as agenda items, the following reports were posted on the Portal.

Kinship Committee Report: 11/2/2021
Conference Committee Report: 11/8/2021
Program Committee Report: 11/2/2021

Adjournment

Motion to adjourn at 9:19pm made by general consensus.
Vote: In favor 9 Opposed 0 Abstained 0

Respectfully submitted
Sue Dondiego, Secretary
Next Board Meeting: December 13, 2021