

**Menominee-Delta-Schoolcraft  
Community Action Agency**

**GOVERNING BOARD MEETING  
Thursday, October 9, 2014  
1:30 p.m.**

**MINUTES**

Chair Karen Wigand called the meeting to order at 1:31 p.m. A quorum was noted with the following in attendance:

**MEMBERS PRESENT**

Doug Krienke, Menominee  
Susan Kleikamp, Menominee  
Lee Robbert, Schoolcraft  
Tom Lippens, Delta  
Geri Nelson, Delta  
Ken Penokie, Delta  
Myra Croasdell, Delta  
John Stapleton, Schoolcraft  
Dan LaFoille, Schoolcraft  
Karen Wigand, Delta  
Omer Doran, Schoolcraft  
Kristi Wood, Schoolcraft  
Ann Jousma-Miller, Delta  
Mari Negro, Menominee

**OTHERS PRESENT**

William Dubord, Executive Director  
Cathy Pearson, Executive Assistant  
Connie Maule, SCP Director  
Mary Bunnin, FGP Director  
Kim Johnson, ECP Director  
Theresa Nelson, RSVP Director  
Joe Dehlin, WX Director

**MEMBERS ABSENT**

Susan Phillips, excused  
Julie Moberg, excused  
Ken Bryant, excused  
Dave Moyle  
Cathy Mercier  
Dave Anthony

**ACCEPTANCE OF SEPTEMBER 4, 2014 GOVERNING BOARD MINUTES**

Members received a draft of the September 4, 2014 Governing Board minutes for their review. There were no questions or comments and ***THEY WERE ACCEPTED WITH A MOTION FROM DAN LAFOILLE, SECONDED BY OMER DORAN; MOTION CARRIED.***

**ACCEPTANCE OF PASTOR LEVIN'S RESIGNATION**

Members were mailed a copy of Pastor Levin's resignation letter. ***MR. LAFOILLE MOVED TO ACCEPT PASTOR LEVIN'S RESIGNATION WITH REGRET AND GRATITUDE AND DIRECTED STAFF TO PRESENT HIM WITH A PLAQUE OF APPRECIATION. THE MOTION WAS SUPPORTED BY MARY NEGRO; MOTION CARRIED.***

**FINANCE COMMITTEE REPORT**

Chair Wigand called on Treasurer Dan LaFoille who reported that the Finance Committee met on October 1<sup>st</sup> and reviewed the August Accounts Payable Schedule and recommends their approval. ***JOHN STAPLETON MOVED TO APPROVE THE CAA AUGUST ACCOUNTS PAYABLE SCHEDULE, SECONDED BY OMER DORAN; MOTION CARRIED. (see attachment "A")*** He reported that the committee also reviewed a sole source bid for the Creative Curriculum that the program has used the past several years in the amount of \$7,506.50 ***AND IT WAS APPROVED WITH A MOTION FROM DAN LAFOILLE, SECONDED BY KEN PENOKIE; MOTION CARRIED.*** The Finance Committee report was accepted with a ***MOTION FROM MR. DORAN, SUPPORTED BY JOHN STAPLETON; MOTION CARRIED.***

### NOMINATING COMMITTEE REPORT

Karen Wigand called on Mr. LaFoilie who reported that the Nominating Committee met today and reviewed the status of the board vacancies and attendance. Pastor Levin was representing the FGP PAC so we could look to that group for a replacement. The vacancy from Gil Vandenhouten's resignation remains open. The Mid-County Senior Center PAC has a member, Clyde Thoune, who is interested and willing to serve. That committee will see if the PAC wishes to appoint him as their representative. Mr. Dubord reminded the board that John Stapleton's term expired at the end of July. He is still interested in serving but waiting to see whether or not Schoolcraft County Transit will reappoint him. He has moved to Delta County but still serves both Schoolcraft and Delta County Transit. The committee recommends extending John Stapleton's term on the board until the end of December. **TOM LIPPENS MOVED TO EXTEND JOHN STAPLETON'S TERM UNTIL THE END OF DECEMBER WHILE WAITING TO SEE IF HE WILL BE APPOINTED BY THE SCHOOLCRAFT COUNTY TRANSIT, GERI NELSON SECONDED THE MOTION; MOTION CARRIED.** Mr. LaFoilie told the members that the committee discussed whether we should look at reducing the board size from 21-18 through attrition. It was noted that the by-laws will need to be revised if we decide to change. **BY CONSENSUS THE BOARD AGREED TO HAVE STAFF LOOK AT CHANGING THE SIZE OF THE BOARD FROM 21-18 THROUGH ATTRITION. SUSAN KLEIKAMP MOVED TO ACCEPT THE NOMINATING COMMITTEE REPORT, SECONDED BY KEN PENOKIE; MOTION CARRIED. (see attachment "B")**

### ACCEPTANCE OF 9/24/14 EARLY CHILDHOOD MONTHLY REPORT

Members received a copy of the 9/24/14 ECP monthly report for their review **AND IT WAS ACCEPTED WITH A MOTION FROM MR. STAPLETON, SECONDED BY OMER DORAN; MOTION CARRIED.**

### HEAD START UAW CONTRACT

The Chair called on Bill Dubord who reminded the members that the contract expired in October of 2013, however there were no major issues with the contract renewal and the international rep. has been extremely busy with contracts that had more issues. The bargaining unit members have ratified the new contract language. **JOHN STAPLETON MOVED TO APPROVE THE HEAD START UAW CONTRACT SECONDED BY TOM LIPPENS; MOTION CARRIED.**

### APPROVAL OF EXECUTIVE DIRECTOR'S JOB DESCRIPTION

Members received a copy of the Executive Director's job description for their review and **IT WAS APPROVED WITH A MOTION FROM DAN LAFOILLE, SECONDED BY LEE ROBBERT; MOTION CARRIED.**

### APPROVAL OF EXECUTIVE DIRECTOR'S SUCCESSION PLAN POLICY

Members were provided a draft of the Executive Director's Succession Plan Policy for their review. There were no questions or comments **AND IT WAS APPROVED WITH A MOTION FROM OMER DORAN, SUPPORTED BY MR. LIPPENS; MOTION CARRIED.**

### APPROVAL OF CONFLICT OF INTEREST POLICY

Members had received a draft of the Conflict of Interest Policy at the September board meeting and there was a recommendation for some language changes to clarify the intent of the document. These changes were incorporated and mailed to members in draft form. **THE CONFLICT OF INTEREST POLICY WAS**

**APPROVED WITH A MOTION FROM KEN PENOKIE, SUPPORTED BY SUSAN KLEIKAMP; MOTION CARRIED.** We need a copy on file for each of our board members and will do so annually. (see attachment "C")

### **ORGANIZATIONAL STANDARDS UPDATE**

Ms. Wigand called on Bill Dubord who noted that we have been extremely busy this past month so have nothing new to report except that the Executive Director's Job Description, the E.D. Succession Plan Policy and the Conflict of Interest Policy are all part of the new standards to we are making progress.

### **EXECUTIVE DIRECTOR'S REPORT**

The Chair called on the Executive Director who reported that he, Sally Kidd, Kim Johnson and Patti LeMire looked at several properties in Menominee for consideration to house our Early Childhood Program and preferably our Senior Citizen and Client Services Programs as well. One of the facilities could possibly serve our ECP but not the Senior Program. The Catholic School may still be viable for all of our services but there is a lot of work to be done before any decision is made in that regard.

The Early Childhood Program has contracted to bring a nationally recognized speaker, Donna Beagle, for training on November 3<sup>rd</sup> at Bay College on working with at risk families. **There is limited room remaining but if any board members wish to attend they should contact Kim Johnson by October 24<sup>th</sup>.**

### **PUBLIC COMMENT/OTHER BUSINESS**

There were no public comments or other business to come before the board.

### **ADJOURNMENT**

There being no other business **THE MEETING ADJOURNED AT 2:12 P.M. WITH A MOTION FROM GERI NELSON, SECONDED BY MYRA CROASDELL; MOTION CARRIED.**

**THE NEXT MEETING IS NOVEMBER 6, 2014 AT 1:30 P.M.**

*Attachment "A"*

**FINANCE COMMITTEE MEETING**  
**Wednesday, October 1, 2014**  
**12 noon**

**MINUTES**

The meeting was called to order at 12 noon. The following were present: Dan LaFoilie, Omer Doran, Julie Moberg, Karen Wigand, Bill Dubord, Cathy Pearson, Kim Johnson, Sally Kidd and Kris Thibeault (by phone)

Bill asked Kris to update the board on how things seem to be working since she has been out of the office and trying to take care of her work responsibilities remotely from home. She noted that her staff (especially Jill Johnsen) are stepping up to help make sure that year end tasks as well as regular work is done.

It was noted that Pastor Levin has resigned so we have a vacancy on the Finance Committee. Karen asked the committee to give some thought who might be good and able to devote the time to serve on this committee. Bill indicated we might consider doing some meetings be phone or video conference if that would help.

Members reviewed the CAA credit card charges. Bill noted that the interest charge was waived and we are working to streamline our internal process so it doesn't happen again.

The committee reviewed the CAA August Accounts Payable Schedule. The committee asked many questions about a high cost training item that occurred. Kim noted that the board approved this line item but will try to remind the members of big ticket items regardless if they have already been approved. **THE AUGUST ACCOUNTS PAYABLE SCHEDULE WAS APPROVED WITH A MOTION FROM OMER DORAN, SECONDED BY JULIE MOBERG; MOTION CARRIED.**

The committee reviewed the HRA credit card charges.

The committee reviewed the HRA August Accounts Payable Schedules and **THEY WERE APPROVED WITH A MOTION FROM MR. DORAN, SUPPORTED BY JULIE MOBERG; MOTION CARRIED.**

Members were mailed a copy of a sole source purchase for the Creative Curriculum for the Early Childhood Program. They were reminded they are the only providers of this particular portfolio service and we have utilized them the past several years. **THE SOLE SOURCE PURCHASE FOR CREATIVE CURRICULUM for \$7506.50 WAS APPROVED UPON A MOTION FROM MS. MOBERG, SECONDED BY OMER DORAN; MOTION CARRIED.**

Members were given recommendations for the Senior Citizen Program charted positions. It was noted that staff would like to table the recommendation until more information is known about the Medicare/Medicaid dual enrollment that will occur soon and when we know about our reimbursement rate from UPCAP. We really want to raise the Personal Care Aides to a Level IV position because of the type of work they do.

At the last Finance meeting it was suggested that we visit the mileage reimbursement rate. Members were given a chart reflecting what different increases in mileage would mean to the Senior Citizen Program since it is one of our biggest programs. This will be revisited at a later date along with the consideration of a wage increase certain Senior Program chart positions. The committee understands that the Executive Director has the authority to adjust mileage rates as long as they do not exceed the federal rate.


Bill told the members that the Dickinson-Iron CAA missed a deadline to extend their LCA contract. It would take several months if DICSA had to reapply so we have offered to enter into a sub-contract for us act as the fiduciary in order for DICSA to get these funds. Bill assured the members that there is no risk in us doing this.

The meeting adjourned at 1:20 p.m.

Attachment "A"

THE FINANCE COMMITTEE HAS REVIEWED THE AUGUST 2014 ACCOUNTS PAYABLE SCHEDULES FOR **MDS COMMUNITY ACTION AGENCY**. WE HAVE DETERMINED THAT EXPENDITURES ARE REASONABLE AND PROPERLY CHARGED WITHIN BUDGETARY RESTRICTIONS AS FOLLOWS:

HEAD START	\$	125,527
EARLY HEAD START		57,027
EARLY-ON CHILDHOOD		61
GSRP		13,262
ASSET & LIABILITY ACCOUNTS		38,860
<b>TOTAL</b>	<b>\$</b>	<b>234,737</b>

SIGNED   
(TREASURER)

DATE 10-1-14

**NOMINATING COMMITTEE MEETING**  
**Thursday, October 9, 2014**  
**12:45 p.m.**

**MINUTES**

The meeting was called to order at 12:45 p.m. and the following were present: Omer Doran, Dan LaFoille, Karen Wigand, John Stapleton and Bill Dubord. Susan Phillips and Julie Moberg asked to be excused.

Members received a copy of Pastor Levin's resignation letter and will recommend that the board accept his resignation with regret. Pastor Levin was representing the Schoolcraft FGP PAC. It was noted that Pastor also served on the Finance Committee. Karen Wigand noted that we will seek at least one more person to serve on the Finance Committee, possibly two but it would be preferable to get someone from Menominee and/or Delta Counties since we already have two from Schoolcraft.

The committee was reminded that there is a vacancy in the consumer sector from Gil Vandenhouten's resignation. Bill reported that Clyde Thoun from the Mid-County Policy Advisory Committee is interested and willing to serve.

John Stapleton's term expired at the end of July. It was noted that John was representing the Schoolcraft Co. Transit Board. He has moved to Delta County (Garden) and works for Schoolcraft and Delta County Transit. He is waiting to see whether or not they will reappoint them. It was suggested that we extend John's term until December 31, 2014 while we wait to find out if he is reappointed.

The members were notified that Ken Bryant is not doing well and it is likely he may not return to serve on the board.

Members were provided a copy of the board attendance from July, 2013 – Sept., 2014 for their review. It was noted that no one has missed three consecutive meetings except Dave Moyle; however he has an alternate that can act in his absence.

It was mentioned that we may want to consider reducing the board from 21 members to 18 through attrition. With the vacancy caused by Pastor Levin's resignation and possibly one in the near future from Mr. Bryant, it may provide the opportunity to do so without having to ask someone to step down. If we decided to do this the By-laws would have to be changed. Karen indicated someone like Ken Penokie might be amenable to serving as a legal advisor rather than be on the board.

There being no other business **THE MEETING ADJOURNED AT 1:26 P.M.**

## MDS Community Action Agency & HRA Inc.

### Board of Directors

#### **CONFLICT OF INTEREST AGREEMENT AND DISCLOSURE**

In the course of conducting business for the Menominee, Delta & Schoolcraft Agency & Human Resources, Inc. (MDS CAA/HRA), both real and apparent conflicts of interest may arise. For the most part, these conflicts occur because the Board of Director members have multiple interests, affiliations, and positions within their communities.

Within this context, Conflict of Interest shall refer to any MDS CAA/HRA Board of Directors decision-making situation where an independent observer may reasonably question the influence of personal interests, concerns, relationships, affiliations or positions held by any individual member(s) of the Board. Such Conflicts are undesirable because they potentially, apparently or actually place the personal advantage of such decision-maker(s) ahead of what is best for MDA CAA/HRA and its obligations to its charitable purposes, mission, and public interest. However, real or apparent conflicts that are harmless to all individuals and entities involved **WILL NOT** require termination of board membership.

Head Start grant requirements do not allow board members to serve if they have immediate family members employed by Head Start. This does not apply to the elected sector. Immediate family is defined as: Husband, Wife, Father, Mother, Brother, Sister, Son, Daughter, any family with the prefix "step" (i.e. step-child), any family with the prefix "grand" (i.e. grandchild), and any family with the suffix "in-law" (i.e. brother in-law).

Therefore, because members of MDS CAA/HRA's Board of Directors may be involved with other organizations that may have business dealings, affiliations or seek grants from MDS CAA/HRA, the following general principle has been established:

*In the event a Board Member or a member of his or her family has a personal or business interest in, or is involved in any way with, an organization with whom the Board is considering a business contract or other dealing, such interest or involvement shall be disclosed to the Board. In such an event, said Board Member may not participate in discussion of the matter and shall abstain from voting on the matter. Minutes of the meeting shall indicate the disclosed Conflict of Interest in the matter being considered by the Board, whether said member participated in the discussion, and that said member abstained from voting on the matter.*

Please complete the following questions, and submit this form to the appropriate designated individual as noted on the bottom of this form.

1. Are you or a member of your immediate family an officer, director, trustee, partner (general or limited), employee or regularly retained consultant of any company, firm or organization that presently has business dealings with MDS CAA or which might reasonably be expected to have business dealings with MDS CAA in the coming year?

\_\_\_\_\_ Yes \_\_\_\_\_ No

If yes, please list the name of the company, firm or organization, the position held, and the nature of the business which is currently being conducted with MDS CAA in the coming year:

2. Do you or does any member of your immediate family have a financial interest, direct or indirect, in a company, firm or organization which currently has business dealings with MDS CAA or which may reasonably be expected to have such business dealings with MDS CAA in the coming year?

\_\_\_\_\_ Yes \_\_\_\_\_ No

If yes, please list the name of the company, firm or organization, the nature of the interest and the name of the person holding the interest, and the nature of the business which is currently being conducted with MDS CAA or which may reasonably be expected to be conducted with MDS CAA in the coming year:

3. Do you or does any member of your immediate family have a financial or personal interest in an entity in which MDS CAA has a financial or other vested interest.

\_\_\_\_\_ Yes \_\_\_\_\_ No

4. Is any member of your immediate family an employee of MDSCAA or the Head Start/Early Head Start Program?

\_\_\_\_\_ Yes \_\_\_\_\_ No

If yes, please provide details below:

### Agreement

I acknowledge that this disclosure does not relieve me of the obligation to make further disclosure of potential conflicts of which I become aware after this date.

**I HAVE READ AND UNDERSTAND THE CONFLICT OF INTEREST POLICY. I AGREE TO ITS TERMS AND MY ACTIONS HAVE BEEN AND WILL CONTINUE TO BE GUIDED THEREBY.**

\_\_\_\_\_  
Printed name of Member

\_\_\_\_\_  
Signature of Member

\_\_\_\_\_  
Date

**Return to: Cathy Pearson 507 1<sup>st</sup> Ave. N. Escanaba, MI 49829**


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Attachment "A"

THE FINANCE COMMITTEE HAS REVIEWED THE AUGUST 2014 ACCOUNTS PAYABLE SCHEDULES FOR **HUMAN RESOURCES AUTHORITY**. WE HAVE DETERMINED THAT EXPENDITURES ARE REASONABLE AND PROPERLY CHARGED WITHIN BUDGETARY RESTRICTIONS AS FOLLOWS:

SENIOR CITIZENS	\$	123,076
VOLUNTEER PROGRAMS		37,550
NUTRITION		70,928
STATE & LOCAL PROGRAMS		105,512
ENERGY AND HOUSING		13,991
ASSET & LIABILITY ACCOUNTS		43,511
TOTAL	\$	<u>394,569</u>

SIGNED   
(TREASURER)

DATE 10-1-14