

December 8, 2017
Embassy Suites, Cary, NC

D Jones called the meeting to order at 10:08 am.

Welcome and Introductions by D Jones, Chair. Quorum established. **(See attendance table.)**

Guests in attendance: Kathy Boyd, Past Chair; Paul Conway of Conway & Greenwood; Noelle Browne; Tina Dicke; Mary Irvine, Executive Director of IOLTA; Douglas Stoll, Intern with NC Council on Developmental Disabilities

1. Board Chair Report – D Jones, Chair

- Rachel Fuerst read the Conflict and Competing Interest Statement and asked Board members if there were any known conflicts with any of the Agenda items. No conflicts were disclosed.
- Public Comment – Noelle Browne, mother of two kids eligible for accessible services at various colleges. She asked that Disability Rights consider having a FERPA publication for secondary education for high functioning autistic students. She stated that she would volunteer to help write it.

Consent Agenda – Bryan Dooley, Secretary

Bryan Dooley directed the Board members to the Consent Agenda and asked if anyone had questions. There was none.

Janna Shisler made a motion to approve the Consent Agenda. Rachel Fuerst seconded the motion. The motion passed unanimously.

2. Disability Rights NC's Financial Health – Itnuit Janovitz-Freireich, Treasurer

- **Presentation of FY 17 Audit – Mastin Simmons and Joe Hill with Romeo Wiggins**
Mastin stated that they discussed the audit report in detail with the Audit Committee last week. Mastin directed the Board to the Independent Auditor's Report and stated this is a clean unmodified opinion and as a Board, this is what you want to hear. There were no issues noted in the audit. Page 23 is the summary of the audit. Mastin stated that they looked at the Uniform Guidance and they looked at internal controls. He provided an example – not approving checks and invoices. They did not find anything that was a material weakness and shared that this is a clean report. Each year, the auditors select one of the federal awards to review in depth using a series of checklists. This year it was PAIMI. Mastin stated that it is not easy for all three opinions to be clean and complemented Charlie and Vicki for the excellent work. He further stated that the checks and balances are in place and working. The Board should feel very

comfortable with the way the money is spent. Mastin pointed out Management and General is 14% of total expenses incurred. He stated that grantors like to see this. This means that 86% of the money is going to the different programs that we work on. Most nonprofits they work with are pushing 20%, which shows how well Disability Rights is doing. There were no new footnotes or required disclosures this year. He also highlighted Page 16 – Schedule of Expenditures of Federal, State, and Other Awards. Itnuit said the Finance Committee met and Mastin and Joe did a great job of not making it boring. Joe stated that at the end of the audit they are required to highlight what the responsibilities are for Management and Auditors. He stated that they had no difficulties performing the audit, no issues, no adjustments, they got the information they asked for, and there were no disagreements. After the Finance Committee approves the audit, Charlie and Vicki will sign off.

Itnuit Janovitz-Freireich made a motion to accept the audit report for years ended September 30, 2017 and 2016. Jill Scercy seconded the motion. The motion passed unanimously.

Vicki pointed out that Charlie is leaving Disability Rights with a clean record.

- **Finances Year to Date** – Itnuit stated that the Finance Committee met November 28th and the books had not been closed for December. She stated that everyone has a copy of the Balance Sheet and Statement of Revenue and Expenditures and there is nothing else to discuss.

3. Board Chair Report – D Jones, Chair

- **Committees:** D wants to consolidate the all of the committees to work together to build donations and fundraising. D stated that the numbers are slightly down for donations. The Board is at 100% and wants to keep that going.

D thanked Ernie and Jeffrey for taking care of the socials and doing it on a regular basis. She asked that they take advantage of hotel freebies from hotels that offer them.

4. Elections and Vote to Fill Vacancy – D Jones, Chair

D reported that there is a vacancy in Region 4 and Janna is rotating off from Region 3. The Board is under-represented in Regions 2 and 4. Janna reported that since we have sufficient members from Region 3 to comply with our bylaws, her replacement could come from any region. She stated that it has been a real pleasure serving on this board. Rachel expressed appreciation for Janna's hard work and stated that Janna made a difference. Vicki presented Janna with a plaque thanking her for her years of service and as Board Chair.

D referred the Board to the regional map. Rachel reminded the Board that the PAIMI Advisory Council also has vacancies in Regions 2 and 3 and they need at least three people from each region. Vicki explained the requirements for the PAIMI AC and in addition to the other criteria, a provider or a professional is needed.

Ernie shared that to him Janna is the DRNC fairy godmother. He spoke to Janna when he was first interviewed, like many other board members. He also thanked Natalie for getting all the Policies and Procedures together. Ernie reported that the Governance Committee discussed Alyssa's replacement at the September meeting. He stated that they recommend Tina Dicke because he thinks she will be a great asset. She is a Native American with the Lumbee Tribe, and has been a Chief Administrative Judge and served as the chief justice on the Supreme Court for the Lumbee Tribe. Ernie reported that he and James interviewed Tina together. Tina left the room for the vote.

Ernie Baldwin made a motion to nominate Tina Dicke to the Board of Directors representing Region 4. Kim Lan Grout seconded the motion. The motion passed unanimously.

Tina returned to the room and D welcomed her to the Board of Directors.

Executive Committee Composition – Vicki explained that the committee has five members each serving two-year terms. When a Board Chair finishes a two-year term, they stay on the committee for one additional year to add their wisdom. Janna has now completed her past year as Chair and it is now time to elect a Chair-Elect, which does not need to be the Vice-Chair. D asked for nominations for Chair-Elect.

Rachel Fuerst nominated Bryan Dooley as Chair-Elect. Crystal Bowe seconded the motion. There were no other nominations. The motion passed unanimously.

Vicki explained that there is now a vacancy in the Secretary position. She explained the secretary's role. This position serves on the Executive Committee, which typically meets every month at a time convenient for the members. It is a two-year term. D asked for volunteers for the Secretary position. Crystal nominated Jill. Jill nominated Kim Lan.

Kim Lan Grout volunteered to fill the Secretary position. Jill Scercy made a motion to approve Kim Lan Grout as Secretary to the Board. The Board unanimously approved.

5. **PAIMI AC Report** – Bethany Smith reported in Gaile Osborne's absence. Vicki explained that the Chair of the PAIMI Advisory Council sits on the Board by mandate. Gaile Osborne is the new PAIMI AC Chair replacing Carol Cannon.

Vicki explained that one of the roles of the PAIMI Advisory Council (PAC) is do a report to CMHS and document that all requirements are full-filled. The PAIMI Advisory Council is governed by its own operating procedures and they have specific federal requirements to follow. The PAC also has to report on how well Disability Rights and the Board are doing by following the advice of the PAC. Vicki also described how the PAC fills out their report. They have to pick a priority or objective and comment about them.

Bethany read the following statement on behalf of the PAIMI AC:

The PAC is fully engaged in developing, modifying and finalizing the PAIMI priorities in collaboration with the Board after consulting the staff. The PAC functions in a cohesive manner given the different perspective of the members. The intention is to reach consensus.

A relationship has been built over the years of mutual respect and trust that has positively influenced the work of staff. The PAC perceives our role as co-creators of the staff work plan and invested in the outcomes of that work.

The PAC depends on the staff to continue to develop our capacity to serve as advisors. Otherwise, we would not be able to set the priorities without the broader knowledge of the contextual that needs to be taken into consideration for the greatest impact for investments.

This is a very challenging process with so many needs facing the communities given the limited resources of the agency. That said Disability Rights NC has been actively engaged in monitoring the DOJ settlement while pursuing potential litigation on behalf of children with complex needs. These PAIMI eligible children cycle in and out of institutional placements because of systemic failures. Disability Rights NC was able to reach a settlement agreement with the State that will need to be monitored in the future.

The PAC highlights the importance of the work to keep PAIMI eligible kids in schools. Disability Rights is a lead on the State's Homebound Stakeholder Group. A survey was conducted and the results were analyzed in August which revealed trends that were confirmed by the survey. As the PAC, we believe that is a priority that is worthy of our upmost attention and we are proud that Disability Rights NC is actively involved in drafting a Best Practices Guide for Homebound and Modified Day Placements for the State. This Guide will address legal requirements for the IEPs including:

placements, behavioral and mental health services resources, and problem-solving methods for challenging behaviors. These students are almost always placed on homebound because of unaddressed behavior issues that stem from mental health issues such as anxiety, depression, ODD, trauma history, and diagnosis such as bipolar. The behavior issues are often unaddressed because they are complex, often co-occur with other diagnoses, and school staff sorely lack training in addressing mental health issues, and challenging behaviors in general. As adults who are either current or former recipients of mental health services or family members of these individuals, we believe addressing mental health needs of children appropriately will minimize adverse traumatic childhood experience which often leads to the onset of complex adult mental illness. Work will continue through FY18.

6. What Keeps the ED Up at Night – Vicki Smith, Executive Director

Grievances: She stated that we are required to report on grievances for the year. There were no PAC grievances this year. Vicki described how the Executive Committee handles the grievances. She explained that anyone could file a grievance – even if they are not a current client. Lisa explained that everyone that calls gets information and referral. Jill says part of it is changing the culture. Itnuit stated that she has reviewed a lot of grievances and people just want to be heard. Rachel commented that sometimes people’s expectations are not realistic.

Congressional Budget Update: Vicki stated there are a lot of moving targets and we are heavily dependent on federal dollars. The Tax Reform Bill has lots of impact because we are a nonprofit. Sequestration and PAYGO go together and became an issue awhile back. Vicki described the budgeting process and reported that we have only experienced the lowest steps. If the Tax Reform Bill passes, it will kick it up to a higher level and put the funds in danger. NDRN believes that sequestration would fall mainly on other mandatory spending. Vicki stated that P&A funding is appropriated every year – it is not mandatory funding. She asked the Board to go out and do whatever they think they need to do to help. She reported that right now our funding is level for all of our programs. She reported on the potential for a new P&A program for rep payee (PARP). This is bi-partisan and is increasingly rare. The program would be at least \$25M. This would be the third largest P&A program for all P&As. If the new program passes, it would be under FY17 budget and subjected to sequestration.

Compliance Grid: Vicki directed the Board to the NC Center for Nonprofits checklist. She added comments to show the Board where Disability Rights is fulfilling our federal responsibilities. She also highlighted the 990 Assertions. She stated that the Board of Directors has to make these assertions for our 990. She explained that the 990 goes to the

Executive Committee for review before submittal due to timing. She reminded everyone to fill out their Conflict of Interest disclosure today. Lisa G. reviewed the disclosure language for attorney compliance.

7. Old Business –

Draft of the Board-Staff Interaction Policy: Vicki reported that the Board-Staff Interaction Policy was reviewed by Janna. Rachel asked for clarification on Section II. B. as it relates to board members contacting staff on organization work-related issues. The Board discussed examples as to when it would and would not be appropriate to interact with staff directly. D asked for a motion to approve the policy.

Bill Donohue made a motion to approve the Board of Directors and Staff Interaction policy. Crystal Bowe seconded the motion. The policy was unanimously approved.

Vicki stated that this policy would be combined with the other approved policies and procedures. All approved policies will be put in a packet format with the dates of adoption.

8. New Business –

- Conflict of Interest Statement and Disclosure forms: Forms were distributed and Board members were asked to complete both pages. Vicki reported that the PAIMI Advisory Council and staff also complete these forms.
- Meeting Dates for 2018: Itnuit asked about changing the March board dates. She made a motion to change the March 16 meeting to March 9. Jill seconded the motion. The Board discussed other meeting date conflicts.

Itnuit Janovitz-Freireich made a motion to approve March 16, June 15, September 21-22 and December 14 as the 2018 board meeting dates. Bill Donohue seconded the motion. The motion passed.

Vicki described the regions for quarterly meetings: the location for the meeting in Region 2 has not been set, June is in the mountains, September at the beach, and December is in Raleigh.

Charlie provided blank expense reports to the Board to work on during the Executive Session. He explained how meals are reimbursed and the option to donate back to the agency.

1:30 pm Executive Session – Closed

At 1:45 pm, the Board of Directors came out of Executive Session and announced that the national executive search firm of Conway & Greenwood was hired to conduct the executive search to replace retiring Executive Director, Vicki Smith.

Paul Conway returned to the board meeting to discuss the search process.

Meeting adjourned at 3:15 pm.

Submitted by: _____

Bryan Dooley, Secretary

Date: _____

Board Meeting Attendance Report – 2017

This chart illustrates board attendance for the current calendar year
P = Member attended meeting in Person
T = Member participated by Teleconference
O = Member was absent

Board Members	Jan	Feb	Mar	Apr	May	Jun	July	Aug	Sep	Oct	Nov	Dec
Ernie Baldwin			P			O			P			P
James Booker			P			P			P			P
Crystal Bowe			P			P			P			P
Carol Cannon, PAIMI AC Chair			P			P			P			n/a
Bola Desalu			P			T			O			P
William Donohue			P			O			P			P
Bryan Dooley			P			P			P			P
Victoria Ekstrand			P			P			P			P
Itnuit Janovitz Freireich			P			P			P			P
Rachel Fuerst			P			P			P			P
Kim Lan Grout			P			P			P			P
D Jones			P			P			P			P
Natalie Miller			O			P			P			P
Alyssa Ng			P			P			O			n/a
Gaile Osborne, PAIMI AC Chair			n/a			n/a			n/a			O
Jill Scercy			P			P			P			P
Janna Shisler			P			T			P			P
Deborah Whitfield			O			P			O			O
Board Attendance			88%			88%			82%			88%
% Participation / In Person			88%			88%/76%			82%			88%
<u>Ex-Officio Members:</u>												
Christopher Egan, NCCDD			P			P			P			P
<u>Supporting Staff:</u>												
Charlie Barnes			P			P			P			P
Lisa Grafstein			P			T			P			P
Vicki Smith			P			P			P			P
Elaine Whitford			P			P			P			P
Janice Willmott			P			P			P			P
Corye Dunn			n/a			P			n/a			n/a