

March 17, 2017
Marriott Downtown, Greensboro, NC

The meeting was called to order at 9 am.

Welcome and Introductions by D Jones, Chair. Quorum established. **(See attendance table.)**
Guests in attendance: None.

D tied balloons to the chairs of attendees. D explained that the balloon activity would be held later in the day.

1. Board Chair Report – D Jones, Chair

- D Jones 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 – None.

2. Consent Agenda – Bryan Dooley, Secretary

D Jones directed the Board members to the Consent Agenda and asked if anyone had questions. There were none.

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

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

She explained that the finance/audit committee met and discussed the financial health of the organization. The Executive Committee also met and reviewed the 990 for Disability Rights NC. Although the organization is tax-exempt, we still have to report to the IRS. The financial information on the 990 is the same as what the auditors presented in December.

Finances Year to Date –

- **Balance Sheet** – Itnuit directed the board to look at the current year and the prior year on the Balance Sheet. She stated that we are at about 42% of the fiscal year. There were no specific questions from the board. Charlie explained the Cash and Cash Equivalents. He stated that we have just over a million dollars more than last year. A lot of that was from rep payee reviews, a project that was not renewed. Rep Payee helped us build up our cash reserves together with attorney fees. He asked the board to keep this in mind when we talk later about the investment policy. We are growing the cash reserves and need to pay attention to that. Vicki stated that if available for investment,

it will only come from the Deborah Greenblatt Fund. Itnuit stated that overall we have a positive cash flow. We are on the right track.

- **Statement of Revenue and Expenditures** – Five months (41.7%) of the fiscal year have been completed. Total actual revenue is 44.3% of the annual budget and total expenditures are 39.3% of the annual budget, resulting in a year-to-date excess (profit) of \$181,434. An unbudgeted grant of \$25,000 from the McDowell Foundation and attorney fees are the cause of the revenue being over budget. Expenditures are slightly under budget due to the timing of the budget compared to actual expenses.
- **Summary of Grant Financial Information** – PAIDD is over budget due partly to continuing work started with NC Council on Developmental Disabilities grant funds after the grant period was over and time spent on developing the Community Integration/*Olmstead* case. IOLTA is on a different fiscal year. Disability Law Fellowship will probably be over budget for the year due to not budgeting enough expenses. The McDowell Foundation grant was received after the budget was approved and those funds were used to supplement PAIMI work.
- **Investment Recommendation** – Itnuit reported that an investment was discussed. The cash is now in a money market, interest-bearing account. She reviewed the Reserve and Investment Policy, which is a 3-month cash flow reserve for the organization – 30 days of which must be from Greenblatt. Itnuit stated that we have approximately \$400,000 to invest. Charlie directed the board to look at the Deborah Greenblatt Fund where we have \$720,000 after subtracting expenses. He stated that the maximum that we could invest is \$400,000 - \$450,000. Vicki reminded the Board they codified the Reserve and Investment Policy a year ago. Itnuit shared different investment options and their associated risk. She stated that some strategies could be to put the money in CDs with different maturity times and also discussed working with a financial planner. She said that once we determine the amount of investment and what level of risk, Vicki and Charlie will look for a financial advisor and discuss strategies and then go back to the board with a recommendation. Vicki explained NDRN's investment is in managed funds with the social values of their organization. NDRN earned \$9,000 with a \$100,000 investment in the stock market. She stated that she would get more information from them but NDRN went through the company that has their employee pension plan. Our fund, Mutual of America, does not do this but they are working on a referral for us. Itnuit says we need to discuss what we are comfortable investing in and what amount. Once the amount is determined, Vicki can go the advisor. The board shared various thoughts and comments. She said it does not mean we would put everything in the stock market and /or CD. We are not allocating money yet and would want to find out what the financial advisor could do with it and determine the risk. Bill asked if the finance committee has a recommendation. Kim wanted to know the finance committee's goal. Rachel says when we first started the discussion a couple of years ago, we had a lot of cash with low interest. She encouraged the Finance Committee to look at other banks even for money market accounts or higher interest rates. Vicki

reported that Bob Carey, PAIMI AC Treasurer, had some good guidance about diversification.

Vicki and Charlie asked the finance committee for an amount that they could share with a financial advisor. The finance committee would then come back to the board with investment recommendations.

Itnuit Janovitz Friereich, on behalf of the finance committee, made the motion for Vicki Smith and Charlie Barnes to go to a financial advisor with a potential investment of \$450,000 but not spend any money yet. Crystal Bowe seconded the motion. The motion passed unanimously.

- Special Dues Assessment – Itnuit explained that NDRN asked members to increase dues to \$1000 to work on lobbying Congress, which this Board approved in December. Vicki reported that the NDRN Board after discussion developed a sliding amount their members would be asked to pay. The eight largest P&As were asked to pay \$2,000 with non-federal money to increase the NDRN presence to protect disability and funding. That is an additional \$1,000. If all NDRN members pay the requested amount, it will raise \$74,000 for NDRN’s discretionary fund to increase lobbying targeting P&A programs.

Bill Donohue made a motion to approve the additional special dues amount of \$1,000. Carol Cannon seconded the motion. The motion passed unanimously.

4. Board Member Development – Corye Dunn, Director of Public Policy

Corye explained this is an activity requested by the governance committee. She went over tips for board members to use in order to have effective communication with elected officials.

5. PAIMI Advisory Council Report – Carol Cannon, Chair

Carol reported that they have two attorneys on the Advisory Council now and have met their requirements. They will work on racial diversity in the future. They will be replacing one attorney position immediately. They will be looking at their guiding principles similar to what the Board is doing. They will be looking seriously at the Board’s by-laws. She asked for some ideas for protocol and rotation of members. Carol stated that Corye Dunn, Director of Public Policy, and Kishona Mimms, Investigator, talked to them about PRTFs. They were glad to hear that Disability Rights had worked towards closing one. Carol is very interested in human trafficking and mental illness. She went to the CIT conference. She said they discussed PAIMI eligibility guidelines and Vicki discussed it at their meeting. Jeff McCloud is on the Advisory Council and he is a former board chair and a reviewer. The PAIMI AC is looking at spending down PAIMI funds. Carol directed the board to a recommendation for approval:

The PAIMI Advisory Council recommends the Board approve the allocation of PAIMI funds to two additional targets.

- *Advocate for the employment of people with mental illness in competitive, integrated jobs.*
- *Enforce the right of people with mental illness to have equal access to their community and to fair housing*

The Board discussed the logic for the two additional targets and how PAIMI eligible individuals would benefit.

Carol Cannon, on behalf of the PAIMI Advisory Council, made a motion to approve two additional PAIMI targets. Crystal Bowe seconded the motion. The motion passed unanimously.

Rachel asked Carol to let the board know when the PAIMI AC is looking for new members and their wish list. Carol asked the board to do the same. PAIMI will have a few members rotating off.

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

Vicki says replacing Charlie Barnes is one thing that keeps her up. She provided an update on filling the CFO position. Vicki stated that if all goes as planned, Charlie's replacement would be at the June board meeting. The new CFO will be sent to the NDRN CFO training in Washington in July. After July 31, Charlie would be around to provide technical assistance, as needed. Vicki stated that our finances are complex and our goal is to continue to have clean audits.

She explained that the former organization, Carolina Legal Assistance, did not have reserves. Disability Rights is in good shape to weather the next few years, financially. The president's budget did reduce the DHHS but not the P&A. Vicki stated that disability is bipartisan and we have friends in Congress. NDRN is already working on positioning the P&As as a critical enforcer of rights of people with disabilities in all states. Vicki stated that we may have to depend less on federal dollars as we move forward but we are strong and believes we will meet the challenge. Bryan asked how much the president knows about P&As. Vicki stated there are people who work for him who likely know P&As.

Committee meetings – D asked each committee to meet for thirty minutes and challenged them to come up with a 5-year goal.

Committee Reports –

ASK – Elaine reported on behalf of the committee. The committee focused on making an “ask” at the conference. Bill and Rachel, during the open session, will make a pitch at for everyone to give \$5 and tell the audience what Disability Rights can do with that amount. They also discussed the July event but it is still in development.

AMBASSADORS – Bola reported that this committee wants to fully implement communication. They want to find ways to do this with staff and board members and see what strategies can be developed. The main purpose would be to raise the visibility of Disability Rights. Bola stated that increasing visibility may help increase private funding. The plan will be to include social media, as an example. Another example, under social media, would be to share information with our donors. The committee will provide the tools and plans to have a 30-minute training in the future.

ADVOCACY – Jill said they have a lot of new people and Corye updated them on the big issues. The 5-year goals would be to emphasize the importance of reaching out to their representatives. The 5-year plan would include a group of Board members and others ready to hit the ground running to make calls with people they have a relationship with, continue each board member’s relationships outside of the board and build those coalitions, professional and personal, to build a better group of folks going forward. Corye said it was notable that the group will have to put some effort into federal policy, particularly healthcare and preserving Medicaid.

GOVERNANCE – Ernie reported that the committee is working on training and the board documents. The committee touched on a few 5-year goals and plans to discuss this more at their Tuesday meeting. Ernie stated that we now have a full board but will have some openings next year. The committee also wants to get feedback from board members to encourage participation. Meeting participation is currently at 86% and wants to encourage more participation.

- Ernie thanked Corye for doing the training this morning and wants other training to be driven by the board. Send email suggestions to him.
- The committee has regularly scheduled monthly meetings with an agenda. They find that keeping the meeting to under an hour is very helpful. The minutes are then sent to the Executive Committee.
- Ernie expressed appreciation to Alyssa for helping with the social on Thursday night.
- He read the Mission and stated that it will be read at every meeting.
- James talked about the Vision statement and said the idea behind the Vision statement is nothing you would ever memorize. He said it is based on what we do. This is something to refer to during discussion as it talks about what we are trying to accomplish.
- Ernie stated that Janna and Natalie have been working with the policy documents and it will be a reference document. Janna reported that the most critical document we have is the Code of Ethics. The plan is to try and adopt the policy manual in June but if there are things to discuss, they will be discussed at the June board meeting. Janna asked board member to get back to them individually with their comments and then they will move on to the other organizational manuals.

D thanked all of the committees for their reports.

7. Program Reports –

Public Policy – Corye talked briefly about *Raise the Age* and reported that we are sharing information on our Facebook page. Corye asked everyone to go to ncleg.net and find out the names of their senators to contact them for their support. Rachel asked Corye to send everyone a list of co-sponsors to *Raise the Age* in order to thank them or ask them to please vote if not yet a co-sponsor.

Corye then talked about the Joint Health and Human Services Appropriations Committee-DHHS Affordable Care Act Repeal Impact document dated March 14, 2017. Jill asked for a copy of the document. Corye will send it to the board. Tori recommended that we do videos with Jill and Crystal sharing their stories. Corye says we are doing some communication pieces now.

Investigations & Monitoring – Cas Shearin, Director of Investigations & Monitoring, and Gabby Martino, Investigator, have been out training all week and present at the meeting. Cas talked about the Fight Club (Improving the Quality of Lives of People in Institutions) training they do. She explained the video before showing it to the board. The board then talked about how this could happen, culture and prevention.

Legal Update – Lisa provided a brief update on the 5-year goals. She talked about the Bottom Dollar video screenings, their work on the sheltered workshops, and the overhaul of the guardianship system in our state. She stated that the short-term goal was to have a report on guardianship and they are working with the guardianship coalition. They are doing work to address the way people with MI/DD are being treated in prisons. She reported that another goal is to prevent restraints at schools. Lisa explained the reasoning behind the *Olmstead* case in state court.

Development – Elaine says conference applications are way ahead of last year. Scholarships are due as of today. She explained how the Belks Charity event works and how to purchase the \$5 tickets. Rachel asked for an electronic message that can be shared with friends.

8. OLD BUSINESS –

- Strategic Planning –on hold at this time
- 2017 Meeting Dates – reviewed the dates and locations of the meetings. A reminder of the meeting dates will be sent to the board.

9. NEW BUSINESS –

- Employee Conflict of Interest Disclosure Statement – Janice explained that a review of the document was done after an employee raised a concern about some of the language. Lisa researched the language in question and agreed with the concerns. The document was revised.
- Over the Edge – Elaine discussed the Over the Edge Fundraiser and shared a video. She stated that Disability Rights is currently holding a provisional license for 30 days to hold this event in Durham. A decision will need to be made in the next couple of weeks. The event would take place the 2nd or 3rd week of October.

Bill Donohue made a motion to allow the Executive Director and Director of Development to submit an application to run an “Over the Edge” fundraising event, enter into any contracts or agreements necessary to conduct the event, and spend money from the Greenblatt Fund to cover the expenses of the event. All funds raised from the event will be deposited into the Greenblatt Fund. Crystal Bowe seconded the motion.

The board discussed the amount of time that would be needed to do the fundraising, establish connections to the buildings in Durham, establish the fundraising goal for participants, possible conflict with another nonprofit, and the manpower needed. Elaine has already started working to address some of these questions. Vicki stated that the conference is well underway and we have the capacity to do the conference and this work, together with other staff and volunteers. Elaine explained that there is a step-by-step manual. D Jones stated that she is making a personal goal to get people to know who we are. She does not think we will take attention away from the other nonprofit but that our event would enhance them.

Nine voted in favor of the motion, 2 abstained, and 1 opposed. The motion passed.

D asked for a motion to adjourn, Rachel seconded the motion. The meeting adjourned at 3:45 pm.

Submitted by: _____
Bryan Dooley, Secretary

Date: _____

