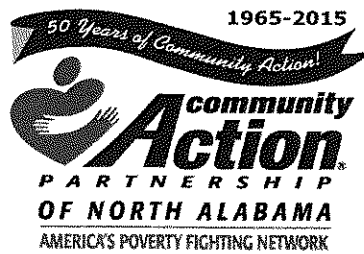


1909 Central Parkway SW  
Decatur, AL 35601  
Phone 256.355.7843  
Fax 256.355.7953  
www.capna.org



---

Community Action Partnership of North Alabama  
Board of Director's Meeting  
December 4, 2014  
Central Office  
Decatur, Alabama

Darris Frost, Board Chair, opened the meeting at 8:32 a.m. and welcomed all those in attendance. Darris stated this is his last board meeting as Chair and expressed his appreciation for the opportunity to serve for the past two years. He stated he started as an Advisor and this is a complicated organization and that diversity on the Board and Advisors is important to the agency. Darris stated this is the best non-profit, professional and best staff he has been associated with.

Board members in Attendance: Cleo McDaniel, Leigh Frances, Dawn Owens, Pat Gilbert, Darris Frost, David Mathews, Kyle Buchanan, Sheryl Marsh, Allen Stover, Jennifer Taylor, Earlene Johnson, Paul Lott, Bruce Gordon

Board Members Absent: Christine Garner, Barbara Sittason, Cassandra Lee, Heath Meherg

Advisors Present: Matt Holmes, Bruce Jones

Advisors Absent: None

Guest Present: Charles Sale - Head Start Policy Council Chair, Pat Busing – Alfa Insurance Agent, Heather Smith – Controller Alabama Farm Credit, Joe Holmes – Decatur Utilities Communications & Public Relations Coordinator, Jackie Peek – Vice President Bank Independent, Marcie Hill – Wallace State Child Development Program Director

Staff Present: Allison Speegle, Michael Tubbs, Fred Harvey, Deborah Cottingham, Cindy Anderson, Angela Warren, Jennifer Carroll, Tracy Clemons, Nathan Curry, Marcia Castleberry, Michael Shafer, Lorrie Mauro, Deb Purcell, Laurie Lincoln, Tamisha Sales, Sue Stancil, Richard Lyons, Alicia Higginbotham

Board Attorney: Jonathan Watson representing Bingham Edwards

**Our Mission**

The Community Action Partnership of North Alabama, a results-driven, non-profit business is committed to reducing or eliminating the causes and consequences of poverty for families and communities.

### Introduction of Staff and Guest

Michael Tubbs introduced staff and guests.

### Roll Call to Establish Quorum

Allison Speegle called roll and quorum was established with 13 of 18 members present.

### Recite Mission of Agency

The mission statement was recited by all.

### Approve September 25, 2014 Minutes

The minutes were received in packet prior to the meeting. Darris Frost opened the floor for corrections and/or questions. There being no corrections or questions Darris Frost asked for a motion to approve the September 25, 2014 minutes as received. Pat Gilbert motioned. David Mathews seconded. Motion approved.

### Acknowledge Bruce Jones as Morgan County Community Sector Representative

Darris Frost stated a community election was held on December 3<sup>rd</sup> at Austinville United Methodist Church. Notice of the meeting was posted. Michael Tubbs gave a brief overview of the agency and purpose of meeting. It was explained that Bruce Jones is currently serving as an Advisor but had expressed an interest in filling the board seat. The floor was opened for further nominations. The community elected Bruce Jones, who has been serving as an Advisor, to represent the Morgan County Community Sector replacing Cleo McDaniel who will complete his 5-year term of service at today's meeting. According to the ByLaws, once the community elects an individual they are automatically on the board.

### Acknowledge Jerry Jacob Resignation

Darris Frost stated that Jerry Jacob accepted a job and will be unable to attend the board meetings, therefore, he has submitted a letter of resignation from the Board.

### Financial Committee Report

Darris Frost stated there are several committees within the agency and the Financial Committee is one that meets once a month. Paul Lott, committee member, reported the financial committee has met twice since the last board meeting and those financial statements were included in board packet. He also stated that following the financial committee meetings the complete packet of information from the committee meeting is forwarded to all board members and advisors. Paul Lott stated that approximately 80% of the expenses are Head Start and the statements are reviewed by the Head Start Policy Council also. One new procedure that has been put into place is to periodically review the payroll tax withholding report. The floor was opened for questions and/or discussion. Paul Lott stated it is the Financial Committee's position the statements represent the financial position of the agency. Darris Frost asked for a motion to

approve the Financial Committee report as presented. Allen Stover motioned. Leigh Frances seconded. Motion approved.

#### Approve ERSEA Selection Criteria

Darris Frost stated a copy of the selection criteria was included in board packet. Tracy Clemons, Content Team Leader, stated the criteria is based on information received from the Community Assessment and reflects the needs of the family. The goal is to ensure the neediest families are served. The form was briefly reviewed and it was noted the Policy Council approved the form at the November 20<sup>th</sup> Policy Council meeting. The floor was opened for questions and or discussion. Darris Frost asked for a motion to approve the ERSEA Selection Criteria. David Mathews motioned. Cleo McDaniel seconded. Motion approved.

#### Approve Early Head Start Grant Submission for Madison/Limestone Counties

Fred Harvey, CFO, stated the Application for Federal Assistance SF-424 form was included in board packet. This is a refunding application and a standard procedure required every twelve months. The total program operations are \$734,475 in federal funds. Head Start is an 80/20 match. Volunteers and donated space make up the majority of the required match. It was explained that Head Start has four separate grants and application must be submitted 90 days prior to the end of the grant. The agency has been operating this grant since 5/1/2014. This budget is smaller compared to other budgets of the agency. The floor was opened for questions and/or discussion. Darris Frost asked for a motion to approve the Early Head Start Grant Submission for Madison/Limestone Counties. Allen Stover motioned. Pat Gilbert seconded. Motion approved.

#### Approve Head Start Grant Submission for Madison/Limestone Counties

Fred Harvey, CFO, stated this grant is for operation of the regular Head Start program. The total program operations are \$3,472,157 in federal funds. Local share is \$816,000. This grant cycle is March 1<sup>st</sup> – February 28<sup>th</sup>. The agency has been operating this grant since July 2013. The floor was opened for questions and/or discussion. Darris Frost asked for a motion to approve the Head Start Grant Submission for Madison/Limestone Counties. Allen Stover motioned. David Mathews seconded. Motion approved.

#### October Shared Governance Report – Head Start

Darris Frost stated the October report was included in board packet. Jennifer Carroll, Content Team Leader, stated the numbers are in line with where they should be. Funded enrollment is currently 2,710 children. The floor was opened for questions and/or discussion. Darris Frost stated this report is for information purposes only and requires no action of the Board.

### Housing Committee Report and Approve Report Submission

Matt Holmes, committee member, stated the agency has several projects in the pipeline and gave the following updates:

- The Village at Oliver Place, Phil Campbell is 99% completed. Also looking into partnering with someone to possibly add a storm shelter at this site.
- Class attendance is down for the Homeownership Classes held once a month at the Central Office. Sue Stancil and Candy Ayers will be working with other agencies to educate individuals on what it is to be a homeowner.
- There are several homes in the pipeline for Weatherization Services. Also received approval from ADECA to weatherize 13 additional homes. There are currently over 200 individuals on the waitlist for weatherization services.
- Lorrie Mauro is reviewing the compass reports for all the apartment complexes on a regular basis. The majority, with the exception of two, are within the standards and guidelines. Lorrie is working with the General Manager of the two complexes to get them back on track.
- The application submitted to AHFA for The Village at Southeast Sheffield did not receive funding. Application lost in a tie-breaker.
- Agency is discussing steps to possibly sell or refinance a couple of complexes that are reaching the end of the 15 year tax credit period. This would also allow additional points on the next AHFA application.
- Approved the agency to continue to look for new projects. Currently working with The Bennett Group on a project in Millbrook. Contracts are being revised to reflect a larger return to the agency.
- There are HUD issues in play with the Lanier project. A letter of agreement has been signed to build 17 units. These will be built one to two at a time to test the market.
- Amanda Loop in Montgomery is an area that needs revitalization. The City of Montgomery has asked the agency to complete the rehab and manage 15 housing units. Committee approved the agency to move forward with this project.
- In future housing committee meetings the members will be provided a summary sheet of each project, including how much funds will be needed for each project and where those funds will come from.
- The HUD issues have been resolved for the Seville project in Decatur. Currently waiting on the City of Decatur to deed property to agency.
- Agency purchased a house on 5<sup>th</sup> Avenue SW in Decatur to rent.
- The rehab house on Hillside Circle in Decatur is for sale.
- Agency has received a draft report from the NeighborWorks OAD review. This review is conducted every 3 years. The agency met or exceeded each category.

Matt stated the committee wants to ensure the Partnership is making sound decisions. Darris Frost stated the agency is involved in over 30 projects and that it takes time to understand the complexity of each one. The floor was opened for questions on report. Darris asked for a motion to approve the housing committee

report as presented. Sheryl Marsh motioned. Pat Gilbert seconded. Motion approved.

#### Nomination Committee Report / Approve Slate of Officers for 2015

Darris Frost stated historically there has been a progression of officers. The Nomination Committee met on November 19<sup>th</sup> and it is the committee's recommendation to present the following slate of officers for 2015. Chair Paul Lott, Vice Chair David Mathews, Secretary Bruce Jones. The floor was opened for additional nominations/recommendations. There being no further nominations Kyle Buchanan motioned to close nominations. Bruce Gordon seconded. Motion approved. Darris Frost then asked for a motion to approve the slate of officers as presented to serve for 2015. Bruce Gordon motioned. Leigh Frances seconded. Motion approved.

Darris Frost stated that Allison will post and send out a list of training events for 2015 and stressed the importance of board attendance at some of the major events.

#### Approve Bylaw Revisions

Michael Tubbs stated the Bylaws are reviewed every two years. A copy of the proposed changes was included in board packet. Carolyn Orr appealed to the State a couple of years ago regarding the Open Meetings Act. This provision prevented the agency/board from allowing members to connect electronically for meetings. Recently ADECA has agreed to allow electronic participation at meetings. Bingham Edwards, Legal Counsel to the Board has reviewed the proposed changes and recommended adding the section on Indemnification. ADECA has also reviewed and approved proposed revisions. If the Board approves the changes they would become effective January 1, 2015. The floor was opened for questions and/or discussion. Paul Lott noted the following two corrections. Page 1, Article Two, Number 2, an "s" needs to be added to the "cause". Page 18, line 9, the word affidavits is misspelled. There being no further corrections Darris Frost asked for a motion to approve the Bylaw Revisions with the two noted corrections. Bruce Gordon motioned. David Mathews seconded. Motion approved.

#### Human Resources Policies & Procedures Revisions

Michael Tubbs stated this has been in the review process for several months. There have been some new policies added to the manual such as the Whistleblower Policy. Matt Miller, our HR attorney in Birmingham has reviewed all proposed changes. The draft has been reviewed with the Leadership Team also. The floor was opened for questions and/or discussion. Michael Tubbs stated the recommend is to ask the Board to give permission to the Executive Committee to review the proposed revisions at a scheduled meeting for December 16<sup>th</sup> and then present to the full Board at the next scheduled meeting. The floor was opened for questions and/or discussion. Darris Frost asked for a motion to approve the recommendation as stated by Michael Tubbs. Bruce Gordon motioned. David Mathews seconded. Motion approved.

### Wage Study/Compensation Plan

Michael Tubbs stated the agency completes this process every five years. The Agency contracted with WIPFLI to complete the study. The compensation guide has just been completed. Michael Tubbs stated the recommend is to ask the Board to give permission to the Executive Committee to review the Wage Study/Compensation Plan at a scheduled meeting for December 16<sup>th</sup> and then present to the full Board at the next scheduled meeting. Darris Frost asked for a motion to approve the recommendation as presented by Michael Tubbs. Allen Stover motioned. David Mathews seconded. Kyle Buchanan asked about the confidentiality of employee's salaries and made the recommendation to remove staff's current salary and only include grade levels and salary brackets. Darris Frost asked for an amended motion to allow the Executive Committee to review the full report and remove personal salaries when presenting to the full Board at the next scheduled meeting. Allen Stover motioned. David Mathews seconded. Motion approved.

### Approve Proposed 2015 Calendar

Darris Frost stated the proposed calendar was included in board packet. The floor was opened for questions and/or discussion. Darris Frost asked for a motion to approve the proposed 2015 Board of Director's calendar of meetings. Pat Gilbert motioned. Dawn Owens seconded. Motion approved.

### Executive Director's Report

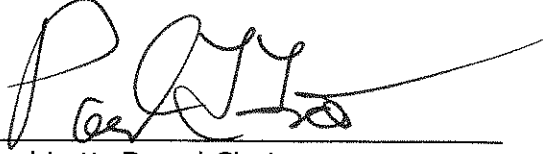
Darris Frost stated the report is at the tabletop. Michael Tubbs gave a brief overview of the content which includes upcoming key dates of the agency:

- Board was informed that he, Fred Harvey, Lorrie Mauro, Candy Ayers, Michael Shafer and Board Member Bruce Gordon will be attending a NeighborWorks Training Institute the week of December 9<sup>th</sup> in Washington DC.
- There will be a Central Office Christmas luncheon on December 17<sup>th</sup> and board members are welcome to attend.
- December 18<sup>th</sup> will be an all-staff meeting at the Marriott in Huntsville. Matt Miller, HR Attorney will speak and this will also be the United Way Campaign.
- Phone lines open today for those needing utility assistance.
- Agency recently went through three monitoring reviews and all went well.
- There will be a two day off site Strategic Planning meeting in January 2015 and would like to have board involvement. Location is to be determined.

Michael Tubbs stated it is very helpful to see board members attend training. The agency covers the cost of travel/training. In the past, Darris Frost, Bingham Edwards, Matt Holmes and Paul Lott have attended training. It allows board members to see how the agency and Board compares to the other agencies.

Michael Tubbs asked the Board to review the Executive Director's report in full and if there were any questions to please contact him.

Minutes submitted by Allison Speegle, Recording Secretary to the Board.



---

Paul Lott, Board Chair



---

Reviewed by Michael Tubbs, CEO



---

Bruce Jones, Secretary