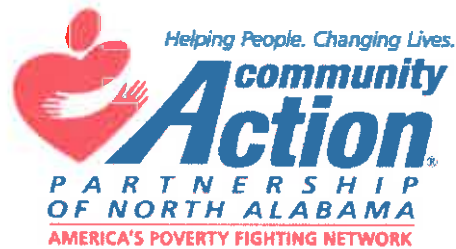


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Community Action Partnership of North Alabama, Inc.
Board of Directors Meeting
February 18, 2016
Central Office

Paul Lott, Board Chair, called the meeting to order at 8:37 a.m. and welcomed those in attendance.

Members Present: Leigh Frances, Jackie Peek, Tim Thrasher, Shelly Waters, Pat Gilbert, Bruce Gordon, Sheryl Marsh, Allen Stover, Paul Lott

Members Absent: Gail Phillips, Bruce Jones, Cassandra Lee, David Mathews, Jennifer Taylor, Earlene Johnson, Tommy Praytor

Members Electronic Communication: Dawn Owens

Advisors Present: Joe Holmes, Marcie Hill, Heather Smith, June Palmer, Pat Busing, Tricia Culpepper, Barbara Sittason, Jonathan Watson

Advisors Absent: Matt Holmes

Advisors Electronic Communication: Stephanie Pitts

Board Attorney: Bingham Edwards

Staff Present: Holly Hicks, Rebecca Bibb, Stephanie Johnson, Deborah Cottingham, Edie Dugger, Alicia Higginbotham, Cindy Anderson, Wendi Busing, Tamisha Sales, Lorrie Mauro, Deb Purcell, Laurie Lincoln-Swaim, Nathan Curry, Allison Speegle, Michael Tubbs

Introduction of Staff and Guests

Michael Tubbs, CEO, introduced those in attendance and participating by electronic communication and staff and welcomed all to the first meeting of 2016.

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.

Executive Directors Report

Michael Tubbs gave a brief overview of the report. He stated there are no high risk issues currently. Key dates and events are listed on the report. The Meals on Wheels and More volunteer appreciation dinner will be April 26th at the central office. All board members and advisors will receive an invitation.

Roll Call to Establish Quorum

Allison Speegle called roll and quorum was established.

Reciting of Mission

Bruce Gordon led all in the reciting of the mission statement.

Legal Liability Training

Bingham Edwards, Legal Counsel to the Board, presented legal liability training which included three parts: (1) Board members have liability in service as a Director or Officer of this corporation (2) How to mitigate that liability and (3) Assure you that you have limited protection with the Bylaws and insurance the agency has purchased. Various risks include but are not limited to, officers and board members are subject to numerous claims including employment issues, civil rights defamation, injuries suffered by actions taken by non-profit. Non-profit corporations act through the employees. Anything an employee does can affect your liability. All employees at the agency are "at will" employees and can be discharged with no reason, however, this action needs to be done in the best interest of the corporation. Several examples of how boards can be sued were given. Bingham Edwards reviewed and discussed the handout that was included in the packet. He stated that as directors you act as shareholders and bring community awareness to the organization. Allison does a good job with the minutes but it is the responsibility of each of you to read the minutes and make sure they are accurate. You must ensure there are policies in place to be accountable. You need to ensure every report from Head Start is fulfilling the mission and processes are clear and outcomes are achieved. Need to attend strategic planning meetings so you will know the direction the agency intends to go. Need to follow ethical standards. There should be one member, at minimum, with a financial background. The budget and income analysis are questions that should be asked. In 1997 the Volunteer Protection Act states no volunteers of a non-profit shall be liable if acting in the scope of responsibilities and harm was not caused by willful or criminal intent. The exposure you have is mitigated by actions you take as a board member and you have built in protections as your service to this board is a great benefit to this community.

Paul Lott thanked Bingham for presenting the training. Paul stated that we are always looking for potential legal liabilities during committee meetings. He stated they periodically test reports that are submitted and at the last committee meeting discussed post check background checks on employees. Paul stated that we always open the floor at the end of each meeting for any further business this board needs to be aware of. Bingham Edwards stated that he has practiced law for 45 years and he has never

known anyone that has been sued that served on a non-profit board but that it could happen.

Approve Heather Smith as Cullman County Private Sector Replacing Heath Meherg

Heath Meherg has gone back into private practice and his schedule does not allow him the time to devote to the board. Heather serves as comptroller with Alabama Farm Credit. Heather has served as an advisor and has agreed to serve. Paul Lott asked for a motion to approve Heather Smith as the Cullman County Private Sector member. Allen Stover motioned. Bruce Gordon seconded. Motion approved.

Acknowledge Appointment of Tommy Praytor by Lawrence County Commission

At the December 2015 board meeting the board accepted Kyle Buchanan's resignation due to job relocation. Paul Lott stated the Lawrence County Commission appointed Tommy Praytor to the board at the February 12th commission meeting. Paul Lott asked for a resolution to welcome Tommy Praytor to the board. Bruce Gordon motioned. Allen Stover seconded. Motion approved.

Approve December 17, 2015 Minutes

Minutes were received in packet prior to the meeting. Paul Lott opened the floor for any questions and/or corrections. There being no corrections Paul asked for a motion to approve the minutes as received. Allen Stover motioned. Tim Thrasher seconded. Motion approved.

Financial Committee Report

Paul Lott presented the financial report and stated the committee meets on a monthly basis. This is a 5 member committee made up of him, Bruce Jones, David Mathews, Tim Thrasher and Pat Busing. Meetings are generally a couple of hours. Committee reviews balance sheet, statement of revenue/expenses, offer suggestions on additional reporting on dashboard. These meetings are open to anyone board member/advisor that would like to attend. This committee will be meeting with the auditors as they are on site to complete the audit. The December and January financial reports were received in packet prior to the meeting. The floor was opened for any questions on the reports. Paul Lott stated it is the committee's recommendation the financials represent the financial position of the agency. Paul Lott asked for a motion to approve the financial report as presented. Tim Thrasher motioned. Allen Stover seconded. Motion approved.

Executive Committee Meeting Update

Paul Lott stated the Executive Committee met on January 28th to evaluate the CEO performance. He stated that Michael Tubbs is doing an excellent job in managing the operations of the agency and representing the agency to the public, funders and peer agencies. Paul stated that Mike is carrying a tremendous load and as the agency continues to grow that we may need to consider some type of re-organization such as adding a Chief Operations person. Paul stated the committee stressed the need to

have a strong succession plan for the CEO and other key leaders of the agency. Heather Smith asked if the agency is required to have a Chief Operations person. Michael Tubbs stated this is not a requirement and would be up to the board and agency. Mike stated that he currently has 13 direct reports and there was a healthy discussion about this and the caution was to be careful who you choose for this position if that was the decision that was made.

The Executive Committee also completed the Board Performance 2015 document. A copy of this document was received in packet prior to the meeting. There are 43 goals which were either achieved, in progress or not achieved. Paul gave a brief review of the document and stated the majority of the goals were achieved and reviewed those that were in progress or not met.

Paul Lott stated there were 19 responses received to the board survey that was electronically sent to all board members/advisors. Paul thanked all for their input and will take the recommendations into consideration. Some of the feedback received was to conduct more training. Paul stated that we are not sure the best way to do this. He stated that we scheduled a February training date and had to cancel due to low participation. Board members/advisors were reminded of the WIPFLI training modules that are available for review. Anyone that has an issue logging into the modules should contact Edie Dugger. Paul encouraged members to spend a half day with a program director to learn about their program.

The floor was opened for any questions/discussion the CEO Evaluation, Board Performance 2015 and survey. There being no further discussion Paul Lott asked for a motion to approve the Executive Committee report as presented. Jackie Peek motioned. Pat Gilbert seconded. Motion approved.

AHFA Application – Ft. Payne Update

Michael Tubbs stated the agency put together a housing development deal in Ft. Payne called The Village at Hixon Pond. Details are currently being worked on. This would be a 56 unit senior project. This deal will be submitted to AHFA in March. The housing committee will review and meet before the March 9th due date. Board has given the Housing Committee the authority to meet and approve these matters. Currently we are the only CHDO putting in an application. This project will include some green initiatives. This is an approximately \$8.5 million dollar project. We will put a plan together for the Housing Committee to review and make a determination to move forward with this project. The Board of Directors will be updated at next meeting. Floor was opened for any questions/discussion.

ROMA Update

Laurie Lincoln-Swaim stated the ROMA Next Generation will be unveiled the week of April 11th. The first of May we will begin to see this pushed throughout the United States. The call is for every agency to have a certified ROMA trainer. There are currently 7 throughout the Community Action Network and Michael Tubbs will be re-certified this month. Laurie stated she is currently mentoring two individuals who are seeking to be trainers. Two one-day training sessions will be held at the central office for these two individuals to train. This training will be opened to staff and the Board of Directors. When dates have been confirmed Laurie will send the information to Allison to send to Board Members/Advisors. Floor was opened for any questions/discussion.

Customer Satisfaction Survey Update

A copy of the Customer Satisfaction Survey Results was received in packet prior to the meeting. Laurie Lincoln-Swaim gave a brief overview of the results. Report covered December 17, 2015-February 16, 2016 timeframe for the LIHEAP program. Laurie stated this is one way the agency is accountable. She stated there has been discussion on different strategies to ensure each client is completing the survey. Clients currently make appointments through the automated system on a first come first serve basis. The floor was opened for any questions/discussion.

Other Business

Paul Lott stated that we interrupted Michael Tubbs at the start of the meeting during his report due to need to establish a quorum. Paul Lott asked Michael Tubbs to complete his report. Some of the highlights were as follows:

There was a feature article in the Decatur Daily recently about the Meals on Wheels and More program.

Head Start reviews have been taken place during the past couple of months but no final reports have been received.

The first house at the Seville Subdivision has been completed and is for sale.

The three housing projects in Montgomery are getting close to be completed.

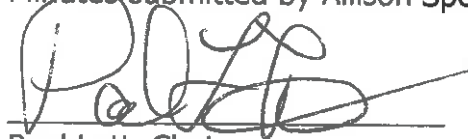
Agency is currently taking applications and frame up an after school program pilot program for Decatur City Head Start. Parents will pay for the after school care. Center would be open until 5:30 p.m. Board will be kept updated on this program.

Board Members/Advisors were asked to take advantage of the training resources available on-line and that the 6 WIPFLI training modules are some the best.

There is a two day Off Site meeting tentatively scheduled for March 17-18th with the Leadership staff. There is a design team working currently working on the details. More information will follow when it has been confirmed.

Paul Lott opened the floor for any additional business and/or discussion. There being no further business the meeting adjourned at 10:15 a.m.

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



Paul Lott, Chair

Bruce Jones, Secretary



Reviewed by Michael Tubbs, CEO