

**disAbility Law Center of Virginia (dLCV)
Governing Board Meeting**

Richmond, VA

September 25, 2013

Members Present	CW Tillman (Chair), Stephen Dawe, Bryan Lacy, Karen Michalski-Karney, Ali Parker, Elizabeth Prialux, Donald Price, Angela Thanyachareon, Michael Toobin, Eunice Turkson
Members Absent	Maureen Hollowell, Kathryn Merritt
Guest Present	Curt Decker, Maria Diaz, Charlene Green
Staff Present	LaToya Blizzard, Michael Gray, Tina King, Clyde Mathews, Colleen Miller, Randy Reus
Call to Order and Welcome	CW Tillman, Meeting Chair, called the meeting to order at 1:50pm. Mr. Tillman asked everyone to introduce themselves and share their passion.
Agenda	Accepted.
Approval of Minutes	Elizabeth Prialux motioned the approval of the minutes of August 21. Donald Price seconded. The Board adopted the minutes.
Virginia’s Protection and Advocacy (P&As) and History of VOPA	Elizabeth Prialux discussed reflections on Virginia’s P&As and the History of VOPA. Ms. Prialux acknowledged Maureen Hollowell for her contribution to the summary of the history of VOPA. Ms. Prialux stated that Virginia’s P&A has been on a positive evolutionary track for more than a decade. Ms. Prialux encouraged all Board members to read the board manual.
P&As	<p>Curt Decker of NDRN shared his wealth of knowledge and experience about P&As. Mr. Decker said the Board of Directors is critical to the success of P&As. Curt Decker said the Board needs to be judicious and resourceful, should set policies, hold the Executive Director accountable, and be the outside buffer for public relations of the organization.</p> <p>Mr. Decker congratulated the dLCV Board members and especially recognized Colleen Miller for a successful transition.</p>
dLCV Bylaws	<p>Michael Gray gave an overview of the dLCV bylaws. The Board discussed voting procedures, quorum requirements and electronic attendance, among other items.</p> <p>The Board discussed FOIA and the Conflicts of Interest policy and the importance of disclosing if there is any conflict of interest now or in the future. A conflict of interest form should be signed by Board members every year.</p>

Colleen Miller recognized Michael Gray and Tom Walk for all their assistance with the legal and procedural documents creating the dLCV.

dLCV Organizational Structure and Intake Process

Clyde Mathews gave an overview of the dLCV's organizational structure. There are three units that will focus on separate aspects of the agency's work. Clyde Mathews said there are 17 advocates and attorney positions. Colleen Miller said that the management team consists of the Executive Director and three (3) Deputy Directors. There are also three team leaders. Mr. Mathews shared the strategic goals of the organization, the Board's role, and the staff's overall objectives.

Clyde Mathews referred the Board members to the Resource Manual as he discussed the Intake Process.

Board Action Items

CW Tillman said that the VOPA Board and committees reviewed most of the action items. Under Board Action Items, Review and Ratification of Documents taken by the VOPA Board on behalf of the dLCV are listed below. The dLCV Board discussed and ratified the documents as listed below.

- **Goals & Focus Areas**
There was a motion by Donald Price, and seconded by Karen Michalski-Karney to ratify the Goals & Focus Areas document. The motion carried.
- **Budget**
Michael Toobin discussed the proposed budget for dLCV and said that there are adequate funds to begin the first year of the non-profit organization. There was a motion by Donald Price, and seconded by Stephen Dawe to ratify the budget document as presented. The motion carried.
- **Accounting Manual**
Michael Toobin suggested that the accounting manual be used as a guidance document and be referred to the committee for further review and revisions. The revised manual should refer to the new finance software, SAGE. There was a motion by Donald Price, and seconded by Stephen Dawe to use the current accounting manual as guidance document and the committee will review and revise in coming months. Motion carried.
- **Personnel Manual**
Angela Thanyachaeron said that the dLCV Personnel Policies Manual is well written and pending review by ADP, the dLCV's payroll vendor, and the HR consultant. CW Tillman said that the changes may be made to the manual by ADP for compliance with applicable laws. There was a motion by Donald Price and seconded by Eunice Turkson to use the current personnel manual with the understanding of possible revisions by ADP and the HR Consultant. Motion carried.

- **Advocacy Procedures Manual**
CW Tillman said these procedures are well written and will not need detailed review immediately. Colleen Miller stated that we may come back at a later time to review and tweak the manual. There was a motion by Donald Price and seconded by Bryan Lacy to adopt the Advocacy Procedures Manual. Motion carried.

CW Tillman said that the Initial Board reviewed most of the action items. Under Board Action Items, Review and Ratification of Actions Taken by the Initial Board on Behalf of the dLCV are listed below. The dLCV Board discussed and ratified the documents as listed below.

- **Conflicts of Interest**
The Board discussed that the Conflicts of Interest form needs to be signed by all Board members and returned to Tina King. Donald Price motioned and Stephen Dawe seconded the ratification of the Conflicts of Interest Policy. Motion carried.
- **MOU with CEO**
The Board discussed that there is an overlap in that there Colleen Miller is currently the Director of both agencies. Donald Price motioned and Ali Parker seconded the ratification of the MOU with CEO. Motion carried.
- **Board Operating Policies**
The Board discussed the operating policies and suggested that it be a guidance document. There was discussion referencing budget and finances; Board travel policy; legislative and public policy activities; and Board discussion memos. Eunice Turkson motioned and Donald Price seconded that the Board Operating Policies be used as a guidance document. Motioned carried.
- **Contract with VOPA**
Colleen Miller explained that, in case of the transitional paperwork is not completed by October 1, the dLCV will operate under contract with VOPA. The redesignation is effective October 1, 2013. Karen Michalski-Karney motioned and Bryan Lacy seconded that the Contract with VOPA be ratified. Motioned carried.
- **Job Offer to Colleen Miller**
Ali Parker moved that the session be closed and Stephen Dawe seconded. When the session reopened it was noted that the only discussion during closed session was Colleen Miller's salary. Donald Price motioned that Ms. Miller's salary was only discussed and Stephen Dawe seconded. Motion carried.

Election of Officers,

The Board discussed the process for the election of Officers and Formation of

Formation of Committees

committees.

The Initial Board officers are CW Tillman, President; Maureen Hollowell, Vice President; Elizabeth Prialx, Treasurer; and Colleen Miller, Secretary. These positions will expire when the new officers are elected.

The President appointed a nominating committee. The Nominating Committee consists of Maureen Hollowell, Chair Ali Parker and Michael Toobin. The Nominating Committee will present a slate of officers to be voted on at the next meeting.

The Board discussed the Finance committee. The first task of the committee would be to review the accounting manual. Colleen Miller will ask Linda VanAken to consider volunteering for the committee. The Committee will consist of Linda VanAken, Ali Parker, Donald Price, and LaToya Blizzard. The Board discussed that a job description be written for the chair and for the Audit and Finance Committee itself. Karen Michalski-Karney motioned that there be an Audit and Finance Committee and Donald Price seconded. Motion carried.

CW said that there were 38 applicants for the Board positions. The Board discussed the possibility of volunteer roles for applicants not chosen. At the next Board meeting there will be discussion of other possible committees.

Calendar for 2013-2014

The Board members reviewed the calendar for 2013-2014. The Board members discussed the possibility of the Board meeting some other time than the fourth week of the month.

The VDLA Fund Board will meet on October 28.

The PAIMI Council will meet on November 16. Stephen Dawe will attend that meeting.

The dLCV Board will meet on November 13, 10am to 3pm in Richmond, VA. Future meetings will be discussed and scheduled at the November 13 meeting.

Other Items

The Board members recognized Elizabeth Prialx for all of her hard work and dedication serving on the Board and as a council member over the years. This meeting marks the end of her Board service.

Ali Parker motioned that the meeting adjourn and Donald Price seconded. Motion carried. The meeting adjourned at 5:58pm.