

disAbility Law Center of Virginia (dLCV)
Governing Board Meeting

Richmond, VA

January 31, 2015

Members Present	CW Tillman (President), Stephen Dawe, Maureen Hollowell, Bryan Lacy, Kathryn Merritt, Michael Newcomb, Angela Thanyachareon, Michael Toobin
Members Absent	Karen Michalski-Karney, Eunice Turkson,
Members Present via Conference Phone	Donald Price
Staff Present	LaToya Blizzard, Devin Coleman, Colleen Miller
Guests	Russell Payne
Call to Order and Welcome	CW Tillman (President), called the meeting to order at 10:05 a.m.
Mission Statement	Kathryn Merritt recited the dLCV mission statement.
Agenda	Accepted with minor revisions to the order of the meeting.
Approval of Minutes	The Board approved the minutes from the October 22, 2014 meeting without any revisions. The Board approved the minutes from the December 10, 2014 meeting without any revisions. The Board approved the minutes from January 9, 2015, as amended.
Public Comment	Russell Payne introduced himself on behalf of the Virginia Department of Behavioral Health and Developmental Services (DBHDS). Russell reported that the department has recently formed a new division, the Office of Constituent and Stakeholders Relations.
Board Round Robin	CW Tillman introduced a new agenda item for future Board meetings, which each Member will have the opportunity to voice their disability related concerns. Each member participated.
Director's Report	Colleen Miller reviewed and discussed the Litigation and Progress on Objectives reports under tab three (3). Colleen provided an update on the new office space. The expected office move date is the first week of April. Colleen reported that the disAbility Law Center of Virginia Foundation met on January 19, 2015. The annual gala will take place on April 24, 2015, at the Cultural Arts Center at Glen Allen.

President's Report

CW Tillman reported that he speaks with Colleen on a consistent basis about the ongoing activities of dLCV, and Colleen is keeping him well informed. Kathryn Merritt will represent the Board at February's PAIMI Council meeting.

CW discussed the Board financial support for the dLCV and reported that the Board did not reach 100% giving for FY2014. CW urged each Member to make a contribution for FY2015 that is substantial to each member, regardless of the amount. Currently, there are two options to give: indicating on your travel reimbursement voucher or by check. This information will be vital as dLCV looks to apply for grants and other funding. CW will periodically ask for an account of participation.

Next, CW briefly discussed the following Board Member duties:

- Duty of Care
- Duty of Loyalty
- Duty of Obedience

Finally, CW proposed to move forward with having decision-centered meetings. The move is designed to have improved discussions on business issues and action items, and less time discussing Committee issues that take place prior to Board meetings.

Committee Reports

Strategic Planning: Michael Toobin reported that the Committee has not met since its October meeting, but that he has been actively working with dLCV staff on the Committee's behalf. Michael met with Nachama L. Wilker, Deputy Executive Director for Training and Technical Assistance from NDRN, to discuss consultation and facilitating strategic planning committees. Michael recommended hiring NDRN as a consultant to assist the Strategic Planning Committee. Bryan moved to the hiring of NDRN as a consultant; seconded by Kathryn. The Board approved the motion unanimously.

Next, Michael will report the approval to the Committee and NDRN. The Committee will need to establish a budget for strategic planning. There is no budget proposal to make at this moment for the retreat, but the budget is expected to be minimal. A significant amount of pre-planning is expected to take place prior to the Board Retreat. All Board Members will become Stakeholders and actively involved with the pre-planning process. Moving forward, Michael requested 100% participation from the Board.

Executive Committee: Angela Thanyachareon reported that the Committee met December 9, 2014 and again January 30, 2015. During the January meeting, the Committee reviewed and approved the drafted Board Policy and Advocacy Procedures. The Committee agreed to focus on legislation at the Federal level

that would adversely affect dLCV. The document will be revised and presented for adoption at the April Board meeting.

The Committee is continuing to work on the Advocacy Procedures Manual. The review will be tabled until a future Board meeting.

The Board Training Fund Guidelines were discussed at the January Committee meeting. The Committee proposed that Board Members use an application process when requesting financial support for conferences and trainings.

Finally, the Committee will develop Board Member metrics for meeting attendance and giving. This is about the Board's performance as a whole, not individually.

Evaluation Committee: Stephen Dawe moved to adjourn the open session and proceed to closed session, stating that this meeting is specifically authorized to be conducted in closed session pursuant to the Bylaws of the disAbility Law Center, Article VII, Section 4 to discuss or act on personnel matters, specifically to evaluate the performance of the Executive Director; and to discuss or act on personnel matters, specifically the Executive Director's compensation. Kathryn Merritt seconded the motion.

During closed session, the Board requested the participation of the Executive Director to discuss her evaluation.

At the conclusion of the closed session, Michael Toobin moved and Kathryn Merritt seconded to certify that only the matters identified in the motion to go into closed session were heard and considered during the closed session.

The President took a roll call vote of each member. Each member present agreed that only such business as described in the motion to close the meeting was considered in the closed session.

2015 Goals: The Board drafted the following goals for the Executive Director:

- To hold one (1) Talk of the Morning or similar meeting in Virginia that is CLE eligible, to increase knowledge of dLCV.
- To develop a script and outline a process that Board Members can use for outreach presentations to groups.
- To research five (5) public partnership entities regarding their relationship between governing and fundraising boards that are separate.

Kathryn Merritt moved to accept the goals; seconded by Michael Toobin. The Board approved the motion unanimously. September 30, 2015 will be the completion date.

Finance: Donald Price reported that the Finance Committee met January 30, 2015 to review financial reports, to hear a proposed budget amendment, and to receive an update on the status of the audit. The Committee moved to accept the budget to actual expenditures. The Board accepted the motion unanimously.

Donald reported that, after carefully reviewing the budget, no budget adjustments are required for expenses relating to the office move. The auditor requested additional information for the audit, which has been provided. dLCV will request an extension for filing the 990.

Nominating Committee: Maureen Hollowell reported that the Committee requested Colleen Miller to research the process other P&A's Nominating Committees use for Board recruitment. Prior to the election of Officers, a Board recruitment policy will need to be in place.

PAIMI Council: Michael Newcomb began by reciting the PAIMI Council mission statement and reported that Angela attended the Council meeting on November 15, 2014. The Council discussed the PAIMI site review, and was advised that it may be as long as three years before the formal report is completed. The Council is currently reviewing its bylaws, and will submit it to the Governing Board for final review. The next meeting will take place February 7, 2015.

Unfinished Business

Bylaws revision: CW reviewed and discussed the revisions from the October Board meeting. At the October meeting, the Board decided to make a final vote at the January 2015 meeting regarding the bylaws. Bryan Lacy moved and Kathryn Merritt seconded to approve the bylaws with revisions. The Board accepted the motion unanimously. The bylaws will be submitted with next year's 990.

2015 Meeting Schedule: The annual gala will take place on April 24, 2015, at the Cultural Arts Center at Glen Allen, followed by the next Board meeting on the 25th. Alternative dates for Committee meetings will be conducted via conference call.

The Board approved the following meeting dates for 2015:

- April 25, 2015
- July 2015, Planning retreat (election of new Officers)
- October 2015, (annual meeting)

A doodle poll will be distributed to finalize the remaining dates.

New Business

Legislative Update: The General Assembly regular session has begun. Colleen reported that legislation limiting the use of seclusion and restraint in public schools is going very well. The legislation did well in the House Sub-Committee and the Senate. Colleen is actively monitoring several bills that are intended to slow down the closing of training centers.

Calendar for 2015

Reminder of upcoming events:

- April 24, 2015 — *dLCV 2015 Gala*, 6:30 p.m. – 9:00 p.m.
- April 25, 2015 — *dLCV Board*, 10:00 a.m. – 2:00 p.m.
- May 9, 2015 — *PAIMI Council*, 10:00 a.m. – 2:00 p.m.
- May 11, 2015 — *dLCV Foundation*, 12:00 p.m. – 1:30 p.m.

Meeting adjourned at 2:45 p.m.