**Board Members in Attendance**

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| X | Mary Becker – Past Chair | X | Rosemary Hagevig |  | **Staff** |
| X | Mark Bryan – Chair  | X | Alberta Jones | X | Wayne Stevens |
| X | Karen Crane – Chair Elect | X | Jaysen Katasse | X | Jennifer Treadway |
| X | Mark Mesdag –Treasurer | E | Joan O’Keefe |  |  |
| E | Sheryl Weinberg– Secretary | A | Corey Pavitt  |  | **Guest(s):** |
| A | Katherine Eldemar | A | Bernie Sorenson |  |  |
| X | Glenn Gelbrich | X | Robbie Stell |  |  |
| A | Chris Gerondale | E | Lance Stevens |  |  |
| Legend:    X = present           E = excused absence         T = teleconference A=absent |

**Call to Order and Introductions**

Chair Mark Bryan called the meeting to order at 5:15 PM. Quorum established with nine board members present.

**Presentations: Beth Beaugard and Dianne Gubatayo, WISH, Ketchikan**

At the start of the presentation, Beaugard and Gubatayo thanked United Way of Southeast Alaska for continued support. Beaugard briefly explained that community impact funds received have been utilized to provide snacks/light meals for participants at parent support groups and parenting seminars. With these funds, WISH has been able to provide snacks/light meals at each meeting to 21 children in Metlakatla, 29 children in Ketchikan, and 39 adults in both communities. By providing healthy snacks, WISH staff can explain the importance of healthy, economical cooking.

**Approval of Agenda**

Chair Bryan asked for approval of the agenda. He asked that the agenda item Board Service discussion be deleted.

**Motion: Board member Gelbrich moved to approve the agenda as amended.**

**Board member Hagevig seconded. Motion approved unanimously.**

**Approval of the Minutes from March 21, 2013 Board Meeting**

Chair Bryan asked for approval of the minutes from the March 21, 2013 Board of Directors meeting.

**Motion: Board member Gelbrich moved to approve the minutes from the March 21, 2013 Board of Directors meeting. Board member Stell seconded. Motion approved unanimously.**

**Presentations - None**

**Committee Reports**

**Finance Committee – Mark Mesdag**

Treasurer Mesdag noted that as a result of the ongoing transition of the accounting services to the United Way of Anchorage, the March finance statements were not yet complete and ready for board review. Treasurer Mesdag noted that he has been working with Len Lambert, CFO of United Way of Anchorage on final details of the statements. Mesdag expected that by the April Board meeting, both the March and April statements would have been reviewed by the Finance Committee and budget adjustments completed for the Boards review and approval.

He noted that he and his staff had reviewed the Form 990 filing for FY2012 which was completed by our audit firm of Altman, Rogers & Co. Chair Bryan had also reviewed the 990 forms for FY2012. Treasurer Mesdag recommended that the Board approved the 990 forms as prepared for submittal.

 **Chair Bryan asked if there was any objection to approval of the990 IRS form as prepared by the audit firm.**

**No objections, statements stand approved.**

 **Personnel Committee – Sheryl Weinberg**

In the absence of Secretary Weinberg there was no report. Chair Bryan noted that we needed to finish the development of the strategic plan so that the Personnel Committee could review and amend the CEO’s job description and develop an annual review process for the CEO. Additionally, the personnel committee will be reviewing the leave policy to make sure it best fits our organization.

 **Campaign Committee –Robbie Stell & Rosemary Hagevig**

Campaign Co-chairs Stell and Hagevig reported on the status of the 2012 campaign efforts. Resource Development Director Treadway provided a brief report on campaign activity noting that campaign income YTD is $213,500.00 including new pledges from Coeur Alaska and corporate donations from Alaska USA Federal Credit Union and UPS, compared to 2011 YTD income of $205,874.96. There is a lot of work to be done before the end of the campaign year to achieve our goal of $500,000.

**Board Development Committee – Karen Crane**

No Report

**Events Committee –**

President Stevens reported on the two upcoming United Way events. Diversity Class is set for April 26 9:00 am – 4:00 pm. Resource Director Treadway noted that we have three presenters with a focus on disability awareness. Presenters are Richard Saunders, Interim Executive Director of the Governor’s Council on Disabilities and Special Education, Duane Mayes, State of Alaska Director of the Division of Senior and Disability Services and Jim Beck, Executive Director of Access Alaska. The class is being held at the University of Alaska Southeast and sponsored by the City and Borough of Juneau. The registration is still open and participation is growing.

The second event is the fund raising dinner and conversation at the Orca Point Lodge on Thursday May 9. The boat trip and dinner are graciously donated by Allen Marine. Joining in conversation will be Kelley Harvey and Shannon Avenson, with the Juneau School District, who will report on the Learn United: Reading Tutors program and Jackie D’Cafango Kookesh and Sarah Dybdahl with Sealaska Heritage Institute to discuss successful community programs that help children and youth achieve their potential. Tickets are now on sale and he encouraged board members to purchase as soon as possible.

**Community Impact Committee – Katherine Eldemar**

In the absence of Committee Chair Eldemar, Resource Director Treadway reported on the process underway to improve the Community Impact grant process. She is working on incorporating suggestions from the Community Impact Committee who had solicited input from grant applicants and past awardees to streamline to the process. Board Member Hagevig noted that setting expectations of measurements and outcomes would be beneficial to United Way and to the agencies.

**Health Committee –Corey Pavitt**

In the absence of Board Member Pavitt no report was presented.

**Education Committee – Karen Crane, Bernie Sorenson**

Board Member Crane noted that she had indicated a willingness to explore the idea of serving as Chair of the Education Committee, but that other commitments prevent her from fulfilling the role. Board Member Jones indicated that she would be willing to serve as committee co-chair.

**Income Stability –**

**Strategic Plan Update –**

Chair Bryan summarized strategic planning efforts since the last Board meeting. He noted that he and President Stevens had spent time with Dirk Van Den Bosch discussing the way forward. President Stevens and Van Den Bosch will bring a draft to the board for review and approval.

**Old Business**

**Small Project ideas and discussion**

Board Chair Bryan noted that at the annual meeting he had indicated that he would like to see the board take a more active role in the community. He had suggested developing a small project that the UWSEAK board member would undertake in the coming year. From the list generated at an earlier Board meeting a vote of the top three projects had been taken.

The top three project ideas selected were:

Ask member agencies for projects

Day of Caring – UWSEAK team

Education programs – Reading Tutors

Board Member Crane noted that she cooks a meal at The Glory Hole once a month and would welcome participation from other board members at any time.

**2013 United Way Membership Certification**

President Stevens reviewed the 2013 United Way Membership certification material in the packet. Staff filled out the questionnaire and asked the Board to review for accuracy and approval.

**Motion: Board member Gelbrich moved to approve the 2013 Membership Certification form. Board member Mesdag seconded.**

Board members noted that one block had not been checked. With that block filled in appropriately the Board approved the submission of the 2013 Membership Certification.

**Motion approved unanimously.**

**New Business**

 **Review and Approve Code of Ethics**

President Stevens noted that as a part of the review of the Membership Certification process he noticed that the Board has not reviewed and approved the Ethics Code since March of 2007. The certification process requires a review and approval by the Board every three years. The Board reviewed and discussed the Ethics Code.

Board members concurred with staff recommendation that the Code of Ethics was still a valid document and did not need any amendments or changes.

**Ethics Officer**

As a part of the review of the Ethics Code, President Stevens discovered the requirement to identify an Ethics Officer. He noted that the requirement suggests that the responsibility reside with the position of Chair in organizations not large enough to have a full time Human Resource position. There was discussion about the best way to handle the requirement.

**Motion: Board member Hagevig moved to approve the incorporation of the Ethics Officer responsibilities into the Board Chair job description. Board member Stell seconded.**

**Motion approved unanimously.**

 **Review and Approve Diversity Statement**

President Stevens noted that as a part of the review of the Membership Certification process he noticed that the Board has not reviewed and approved the Diversity Policy since December of 2009. The certification process requires a review and approval by the Board every three years. The Board reviewed and discussed the Diversity Policy. Board member Hagevig noted that there was an incorrect geographical name still in the policy that needed to be changed.

 **Motion: Board member Hagevig moved to approve the Diversity Policy Statement as corrected. Board member Crane seconded.**

**Motion approved unanimously.**

**Chair Report**

Chair Bryan noted that as an outcome of his change in employment status, he would be stepping down from the Board. He read from a letter to the Board and noted four areas that he strongly felt the Board should focus on in the short term. He asked the board to continue work on the development of the board matrix, the Vision and Goals work started in the strategic plan process, community involvement and visibility and strengthening the presence of United Way in Southeast Alaska.

**President’s Report**

Stevens pointed out the attachments in the Board packet including his President’s report and articles on nonprofit effectiveness and board composition in the future. He reported on progress of contracting for the accounting and database management with United Way of Anchorage, gave a quick reminder about the Diversity training class on April 26 and the Orca Point Lodge fundraiser on May 9. He updated the Board on the K.I.D.S. clothing shipments and public relations efforts.

**Board Member Comments**

Board members expressed support for Chair Bryan and expressed disappointment regarding his possible departure from the community.

**Adjournment**

Meeting adjourned at 6:55 PM.