**Board Members in Attendance**

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
|  | | | | | |
| X | Mark Mesdag - Chair | E | Rosemary Hagevig |  | **Staff** |
| E | Rustan Burton – Past Chair | X | Joy Lyon | X | Wayne Stevens |
| X | Ann Gifford– Secretary | X | Fred Parady | X | Sara Truitt |
| X | Bill Peters –Treasurer | E | Warren Russell |  |  |
| E | Sue Bill | X | Millie Ryan |  | **Guest(s):** |
| X | Kendri Cesar | E | Robbie Stell |  |  |
|  |  |  |  |  |  |
|  |  |  |  |  |  |
|  |  |  |  |  |  |
| Legend:    X = present           E = excused absence         T = teleconference A=absent | | | | | |

**Call to Order and Introductions**

Chair Mesdag called the meeting to order at 5:12 PM. A quorum was established with seven members present.

**Approval of Agenda**

**Motion: Treasurer Peters moved to adopt the agenda as presented. Board Member Parady seconded the motion.**

Chair Mesdag asked if there were any objections to adopting the agenda as presented.

Members expressed no objections to the adoption of the agenda as presented.

**With no objections, the agenda was adopted as Presented.**

**Approval of Minutes**

**Motion: Board Member Ryan moved to approve the minutes from the June 23, 2016 Board of Directors meeting. Treasurer Peters seconded the motion.**

**Motion to approve minutes as presented was approved unanimously.**

**PRESENTATIONS** – ***Conflict of Interest presentation and conversation* – Board Member Cesar**

Board member Cesar presented a primer on the issue of conflict of interest. She covered a number of situations that board members should be aware of and facilitated conversation about the United Way Conflict of interest statement that all board members are asked to sign. She provided a definition for conflicts of interest, offered up a number of examples related to a board members responsibility to disclose potential conflicts, and encouraged board members to review the conflict of interest statements to know what is covered in the documents.

**Committee Reports**

**Resource Development**

**Finance Committee – Treasurer Peters**

Treasurer Peters reported on the August Finance statement noting that the reports had just been received on Wednesday and the Finance Committee had not yet met to review the August statements. Revenues collections have slowed down from prior year. Expenses are tracking and remain slightly below the prior year and below

budget. Campaign revenue down slightly and now down from last year. Treasurer Peters noted a number of issues that would require clarification including the Uncollected Pledge Expense.

Chair Mesdag wondered if a corresponding adjustment had been made to agency designations amount. The committee would be meeting in the next week or so and would clarify these and other questions raised by other board members.

**Campaign Committee – Bill Peters, Rustan Burton, Mark Mesdag**

Chair Mesdag gave a brief overview of the Campaign Committee’s progress, noting that he had announced the new co-chairs for the campaign at the Chamber presentation on Thursday September 8th. Treasurer Peters reported on the successful hosting of the Donor Recognition event on the Ruby Princess cruise ship. Resource Development Director Truitt reported her progress on the SHARE Kickoff, scheduled for Sept 20thand the CFC kick off on the 21st. Ms. Truitt noted that she is working closely with the SHARE Coordinators Barbara Bozeman and Elizabeth Shultz, as well as the Juneau-based State department coordinators.

**Governance**

**Board Development Committee – Mark Mesdag, Warren Russell**

Chair Elect Mesdag reported that he and Board Member Russell are continuing discussion with a couple of potential board candidates one of whom approached Board member Russell at the Donor Recognition event and indicated a strong interest in serving on the United Way Board. They are planning on meeting on September 22 to discuss other potential candidates. He noted that board members are encouraged to offer names of other potential board members. Chair Mesdag noted that the next two action items will include the addition of a new board member.

**Action Item: Board Member Appointment – Praveen Mekala, CFO SEARHC**

**Motion: Board Member Parady moved to approve the appointment of Praveen Mekala to the Board of Directors with a term expiring in January of 2018. Secretary Gifford seconded the motion.**

**Motion to approve the appointment of Praveen Mekala to the Board was approved unanimously.**

**Action Item: Board Member Resignation – Sue Bill**

Chair Mesdag noted that he had corresponded with Board Member Sue Bill who was out of town working on a project and no longer able to serve on the board.

**Motion: Board Member Parady moved to accept with regrets the resignation of Board Member Sue Bill. Treasurer Peters seconded the motion.**

**Motion to accept with regrets the resignation of Board Member Sue Bill was approved unanimously**

Chair Mesdag asked staff to draft a letter thanking Board Member Bill for her service.

**Personnel Committee – Bill Peters, Ann Gifford**

Treasurer Peters and Secretary Gifford reported that the CEO evaluation has been completed. The committee will present the evaluation and information to the Board in the Executive Session at the end of the regular board meeting.

**VI: STRATEGIC DISCUSSIONS –**

**Education Committee - Robbie Stell, Ann Gifford, Joy Lyon, Kendri Cesar, Lisa Richardson**

**Income Stability Committee – Millie Ryan, Bill Peters, Mark Mesdag**

**Health Committee – Kendri Cesar, Warren Russell, Fred Parady**

Chair Mesdag reported that he had been working with staff to streamline the agenda to smooth out the flow of the meetings and allow for more time to be spent on strategic discussion. He noted that his plan was to ask each major committee, Education, Income Stability and Health to be prepared each quarter to report on their meeting, discussions and recommendation to the board. His hope is that by focusing on one impact area each month we can spend more time discussing strategic opportunities and less time on reporting of activities.

Board members were supportive of the concept. The Education Committee would report at the October board meeting with the Income Stability Committee reporting in November and the Health Committee reporting in December.

**New Business**

**Report on Electronic Vote Results**

***King Island Fiscal Agent Request – July 28, 2016***

***Community Impact Grant Approval of Committee Recommendations – August 25, 2016***

President Stevens noted that the Board had conducted two electronic votes on the items listed above. Electronic votes are allowed in the By-Laws of the organization. The votes are now before the board for ratification by the body so that there is a record of those actions in the corporate minutes. He reported that there is a memo outlining the request for a vote on both items and a record of the outcome of those votes included in the board packet.

**Motion: Treasurer Peters moved to ratify the outcomes of the two electronic votes as noted above. Secretary Gifford seconded.**

**Motion approved unanimously.**

**Election of Chair Elect – Warren Russell**

Chair Mesdag noted that at the January Annual Meeting we did not have the position of Chair Elect filled. He has been in conversations with Board Member Russell and he has agreed to serve as the Chair Elect. Chair Mesdag reported that with concurrence of the Board at the annual meeting in January, he will serve a second term as Chair so that he and Board Member Russell can facilitate the strategic plan development and implantation while maintaining continuity of programs for the next two years.

**Motion: Treasurer Peters moved to elect Board member Russell as Chair Elect of the Board. Board member Parady seconded.**

**Motion approved unanimously.**

**Chairs Report – Chair Mesdag**

Chair Mesdag thanked all board members for their efforts to develop a regular meeting schedule for the committees. He noted the need for additional board members and encouraged members to bring names forward for consideration.

**Resource Development Director Report – Sara Truitt**

Resource Development Director Truitt reported that Papa John’s has posted on social media that “United Way of Alaska” is their charity of the month recipient. Ms. Truitt has contacted Papa John’s Pizza to try and learn more and offer to assist with promotion for UWSE. Also, Ms. Truitt reported that she is set to attend the CFC and SHARE kick-off’s next week at the Federal building and State office Building. She is connecting with Barbara Bozeman and Elizabeth Shultz of the SHARE Campaign to get up to speed on any updates that took place after her maternity leave began. Ms. Truitt also took this opportunity to review the campaign goal of $450,000 and the importance of board level involvement to make the goal a success.

**President’s Report**

President Stevens thanked the board for their kind thoughts and words during his recent medical issues. They were much appreciated. He thanked Chair Mesdag and Treasurer Peters for stepping in to assist with the planning and preparation of the Donor Recognition event and the Community Impact Grant approvals. Stevens reported that he is getting back up to speed. He included his past three months of activity reports in the board packet. Staff will be busy working campaign activities of the next couple of months.

**Board Member Comments**

None

**Executive Session for the purpose of reviewing the CEO annual evaluation**

**Motion: Treasurer Peters moved to go into executive session for the purposes of reviewing the CEO evaluation. No action will be taken in Executive Session. Motion seconded by Board member Parady,**

**Motion passed unanimously.**

Member Lyons left the executive session shortly before 7:00 pm to fulfill another engagement. Peters noted that he had member Hagevig's proxy for the meeting.

**Motion: Treasurer Peters moved to exit the executive Session noting that no action had been taken by the Board while in Executive Session. Motion seconded by Board member Parady.**

**Motion passed unanimously.**

**Motion: Treasurer Peters moved to approve a 1% increase to the annual salary – and a $1,000 bonus – for the CEO and noted three primary objectives the board identified for the coming year:**

**1. Intensified focus on the strategic plan and sustainability of the organization.**

**2. Increased focus on outreach to other SE Alaska Communities to increase engagement.**

**3. Budgetary planning in conjunction with the board to address the ongoing depletion of reserves.**

**Secretary Gifford seconded.**

**Motion passed unanimously.**

**Adjournment**

Chair Mesdag adjourned the meeting at 7:15 PM