

SILC Board Meeting Minutes 3/24/21

Present: Karen Roseman, Todd Johnston, Scott Robbins, Eileen Healey, Charlie Conway, Melissa Taylor, Sharon Heddle, Lisa Abbey-James, Jaclyn Pinney, Gary Allen, David Morgana, Roberto Leutwiler, Bev Kidder

Meeting convened 12:09PM by Karen Rosemann

Moment of Silence called for in memory of former Executive Director, Daria Smith, in acknowledgement of her passing.

Memorial for Daria Smith: Karen reported the Cross Disability Alliance is planning to create an award in Memory of Daria; Daria's family will hold a memorial service in the fall, date to be determined. Karen posed the question of whether the SILC wanted to establish the Daria Smith Opening Remarks Speech, at the bi-annual Legislative Forum. Daria was very active in creating the forum and offered opening remarks, this would continue the tradition. The SILC Board would determine who would make the remarks.

Gary Allen suggested establishing a scholarship in Daria's name. Melissa Taylor suggesting something to do with technology as a way to remember Daria. Scott Robbins suggested establishing an award in Daria's name.

Bev Kidder pointed out that there are no funds available to pay for technology or scholarships through the SILC and any funds needed would have to be raised by a committee. Several CIL directors reported that the CILs have funds to help with technology for individuals. Bev suggested a committee be formed to deal with the decision and plans for a memorial. Melissa Taylor agreed to chair the committee, Lisa Abbey-James agreed to serve on the committee as well.

Public Comment:

Melissa reported a friend is having trouble getting training on a technology device provided through BRS. Several Board members advised her to get back to the BRS counselor who worked with the friend and/or reach out to her CIL.

Eileen Healey reported that LJ Granata (former SILC intern) has 4 bins of files and materials belonging to the SILC that are stored at his home since the SILC moved from larger offices. He wants to get them back to the SILC. Todd offered to connect with LJ and transfer the bins to the current office of the SILC. The bins need to be examined but Todd suggested we delay that until a director is in place. The Board agreed.

Karen reported that the Executive Committee has been unable to locate a copy of the Sept, 2020 Board minutes. They are necessary to complete audit requirements. If any member of the Board has a copy please send them to Karen.

Carmen Correro-Rios reported that she still isn't a voting member of the SILC since the paperwork process wasn't completed and asked for next steps. Karen responded that the Executive Committee cannot take on this task at this time and it would have to wait until an interim ED is hired. Carmen said she would pursue trying to determine what next steps are if someone on the Board can provide her with guidance.

Treasurer's Report

Todd Johnston, Treasurer, reported from a report submitted to the Board by Greg DeFrank, accountant,, dated 2/28/21, that the SILC has \$14,735 income over expenses. The excess income is the result of the gap in filling the Executive Director position. An additional \$5,040 was realized through a payment from the UCED. The accountant reports the financial position is good. SILC has receivables from ADS. The bank account was reconciled through 2/21/2021.

IN has paid to establish new Zoom account for SILC, because credit card was required to open the account and the SILC Board did not have access to the credit card. SILC will repay IN when the credit card statement from IN is submitted to the SILC.

There were no questions from the Board about the financial status of the SILC.

Motion made by Charlie Conway to approve the Treasurer's Report. Motion seconded by Sharon Heddle. No discussion ensued. Voice vote taken. All Approved. No abstentions.

President's Report

Karen reviewed the activities of the Executive Committee since Daria's death and informed the Board that the Executive Committee has been meeting weekly to manage SILC issues. Considerable time has been spent locating equipment, finding means to access password protected documents; separating Daria's personal files from those of the SILC that were all stored together on the same equipment, transferring bank account data, changing access to post office box, establishing ZOOM account, re-establishing Tech Soup account, coordinating with ADS.

Karen also reported the PPR needs to be completed as soon as the portal is opened.

The SILC is in contract with the Cross Disability Alliance. The Coordinator of the Alliance, Melissa Marshall has resigned. The steering Committee of the Alliance is meeting to determine future planning for the Alliance. SILC is in receipt of funding to create a website for the SILC and the Alliance. Nothing has been done on completing this project. There is time remaining to do it. Eileen suggested the formation of a committee with Alliance members to spearhead this task. Board agreed creation of the website will be postponed until an Executive director is in place, either acting or permanent.

Scott asked for clarification of the relationship between SILC and Alliance. Eileen agreed better definition of roles and relationship is needed, especially in light of the transition of executive Director at SILC and resignation of Alliance director. Bev asked for clarification of SPIL activities that involve Alliance to complete.

Eileen added that possible changes in funding at the DD Council could result in negative impact on Alliance and thereby impact their ability to complete proposed activities. This is another issue the new ED will have to address.

Karen brought up 4 motions for Board approval.

Motion 1. Ratify the 2/5/2021 decision to empower Karen, as SILC Board President to sign MOU with DD Council. Motion made by Sharon Heddle. Seconded by Melissa Taylor. No discussion of issue raised. Voice vote. No abstentions. Motion carried.

Motion 2. Resolution to empower Karen and Todd as signatories on bank accounts. Motion made by Charlie Conway. Seconded by Lisa James-Abbey. Voice vote carried. No abstentions. No issues for discussion brought forward.

Motion 3. Motion to authorize Karen to sign documents on behalf of the SILC. Moved by Gary Allen. Seconded by Melissa Taylor. No Abstentions. No issues for discussion brought forward.

Motion 4. Accept anti-discrimination policy. Moved by Sharon Heddle. Seconded by Gary Allen. Discussion: Eileen shared that the policy is mandated by our funder and hasn't been approved as required. It has to be submitted to our funder with the current contract. Voice vote to approve. No abstentions.

Discussion of Interim Ed

Karen reported that Executive Committee thinks an Interim ED is essential. The Executive Committee doesn't feel they can continue to operate the SILC business without an Interim Director. Bev seconded Karen's assessment. Scott agreed an Interim is necessary as soon as possible. Scott inquired about the timeline for bringing on an ED and/or an Interim.

Karen reported that it is the recommendation of the Executive Committee that Meg Harris, former Board secretary be asked to serve as the Interim. Meg has been very involved, through her position as secretary, in exploring the SILC records, reports, files, and accounts. At this point in time she has considerable knowledge of the working of the SILC and the tasks to be accomplished and is committed to IL philosophy. Meg recently resigned her position as secretary and therefore wouldn't be in conflict in the position of Interim.

LJ Granata, former intern at SILC was also considered as Interim, however, Eileen reported LJ isn't interested in the temporary position.

Bev reported that consideration was given to ask a CIL director to serve as Interim, however, Mark Linabury ADS, advised the SILC that ADS thinks this is an "untenable" option. Mark reported concerns that an apparent conflict of interest would be identified by auditors and as the SILC fiduciary he would not advise this option, but agreed to bring it to higher level decision makers at Ads for an opinion. Bev also reported that Mark was provided with a document describing all the actions the SILC would take to prevent conflicts of interest and examples of similar arrangements in past circumstances which did meet auditors' requirements. ADS was asked to provide a recommendation by today's Board Meeting, but they did not issue a formal opinion as of today 3/24/21.

Motion made by Charlie Conway to offer the Interim position to Meg Harris. Three month offer with the option to continue for 3 additional months if needed. Salary=\$6,000 per month. Contract position. No benefits. Todd seconded motion. Discussion ensued (David Morgana) about deferring a decision about

the selection of an Interim until a later date. The Executive Committee spoke strongly against this option. Vote carried with 3 abstentions.

Karen will make offer to Meg. If Meg refuses, the Board will reconvene on 3/29/21, 11AM to strategize future plan regarding Interim ED.

Executive Director Position

Discussion of several issues related to ED position. Bev asked if salary should be included in job notice. Group agreed it should be left out.

Scott inquired about the range of salary. Daria earned \$72,000 plus reimbursement for health insurance.

Eileen indicated that Daria's salary was based on being a 12 year employee and a new person wouldn't necessarily start at Daria's salary. Eileen also added that if the DD Council changes its funding activity, the SILC will not have the same level of salary available. If the DD Council funding is decreased, the SILC will have to file a SPIL amendment.

Discussion ensued about the possibility of reducing the Executive Director position to a part-time position. If that occurs CIL directors will have to assume greater responsibility for completion of SPIL activities. CIL directors were polled on idea of reducing Executive Director position. All CIL Directors wanted reduced position. Three wanted 30 hour position. Two wanted 20 hour position.

Charlie Conway made a motion to approve the job description provided by the Executive Committee and to reduce the hours of the SILC Executive Director to 30 hours per week with a salary range = \$35,000 - \$45,000 annually. Motion seconded by Sharon Heddle. Voice vote carried. No abstentions.

Secretary of Board

Karen reported we need a temporary Board secretary to fill the recently vacated position. Per the bylaws, the Board Development Committee will identify future secretary candidates Sharon Heddle offered to serve in the temporary position.

Board Development Committee

Karen described the need for a board development committee since we have 8 Board members rotating off the Board. Sharon reminded Board that SPIL allocated funds for Board development consultant in latest SPIL. Gary Allen agreed to serve on committee with Scott and Todd.

Future Planning for SILC

Eileen requested discussion for near future, of planning activities necessary to ensure SILC is in compliance with regulations as a 501©3 and funders mandates, as well as the structure and organization of the SILC. Board agreed topics are important to maintain SILC in good standing but preferred to defer discussion until an ED is hired. This issue will be considered a priority for a new ED.

New Business

Eileen commented that the Board needs to develop greater system of accountability of ED to Board. Executive Committee's attempts to understand the functions of the SILC has revealed that there are many necessary things that haven't been attended to in recent years. As a result, the SILC isn't in compliance in many areas. Since the Board, ultimately, is responsible for the activities of the SILC, not having adequate oversight places the Board members in a vulnerable position.

Scott inquired whether the SILC is current with Directors and Officers insurance. During meeting, accountant Greg DeFrank confirmed the D&O insurance is current.

Eileen suggested the development of a repository for essential SILC documents so future Executive Committee members will have access to materials needed to ensure the business of the SILC is conducted without interruption. Group agreed this is another item for the new ED to address.

3:15PM Motion to adjourn made by Charlie Conway. Seconded by Melissa Taylor. No discussion. Voice vote carried. No abstentions.