



BOARD MEETING MINUTES

Meeting Date: March 10, 2010, 6:00 pm

Location: Sizzler Restaurant, Tukwila, WA

Board members present:

Non-Fiduciary	Marti Steindl	Abby White	Karin Schuyleman
	Margie Staulcup		
Fiduciary	Venus Talarico	Jennifer Cooper	DeDe White
	Ralph Talarico		

Board members excused: Jordan Jacobson Lora Dear

Guests present: Laura Porter, Staff Director, Family Policy Council

Staff members present: Dianne Heide

Call to order – Vice Chair Venus Talarico called the meeting to order at 6:25 pm

Quorum – There was a quorum.

Announcements

Venus reminded the Board that everyone was to be respectful and there would be no abuse. There would be one warning and then anyone causing trouble would be asked to leave. We are here about the community and community goals.

Approval of February 10 Minutes

Motion 1 Jennifer moved **to approve the February 10 Board minutes with changes.** Second by DeDe.
The motion passed.

Fiscal Agent Report

Dianne provided the Board with copies of a letter to Laura Porter of the Family Policy Council responding to the fiscal agent situation. Attachments to the letter included a report on the FPC Fiscal Agent / Operations / Open Public Meetings Checklists, SKCCN Board Action Items, letter to the City of Auburn on the issues, City of Auburn fiscal agent contract, SKCCN Bylaws, SKCCN Policies & Procedures, SKCCN November 07 Financial Statement, sample disbursement list, sample disbursement request, and sample Board minutes. The Board had a lot of action items on the agenda so for this discussion they focused on the list of action items which included:

- *Fiscal Agent* – A new contract will be negotiated between the SKCCN and the City of Auburn with a goal of reaching agreement by April 30. A backup plan for a possible partnership with Kent School District is also being considered.
- *Policies & Procedures* – The SKCCN Board will review and updated the Policies and Procedures at the April, 2010 Board meeting.
- *Petty Cash* – A policy for managing petty cash will be included in the updated Policies and Procedures.
- *Disbursements Listing* – In future the Board will get a listing of all disbursements at every Board meeting.
- *Monthly 501(c)(3) Financials* – The SKCCN Board will get a financial report of both state and 501 money each month.
- *Assets* – All assets will be tagged or engraved for security reasons. A check out system will be created to track the location of SKCCN assets.
- *Responsibilities* – The role of each SKCCN officer, member and staff member will be clearly defined in the updated Policies and Procedures.

- *Conflict of Interest* – This issue will be discussed at length and a clearer definition will be included in the Bylaws and Policies and Procedures.
- *Bylaws* – A Bylaws committee will be formed. Consideration will be given to several sections including: Executive Committee functions, Board functions, staff oversight, functions that can be assigned to staff, conflict of interest, Board responsibilities, committee descriptions and other items listed in the above document.
- *Administrative Costs Controls* – The Board will design a new system that will accurately track administrative costs to assure compliance with the 10% limit.
- *SOW & Service Report Tracking* – The Board will design a new system to track staff time related to Statements of Work and Service Reports. This system will include new language in staffing contracts to address these issues.
- *In-kind Donations* – SKCCN Board members will be required to provide a match report at each Board meeting in order to be considered a member in good standing. The current system used to collect in-kind donation information will be reviewed – in our opinion at this time the SKCCN is under and not over reporting.
- *Time Study* – A new time study will be done to assess staff time spent on administrative vs program time.

Treasurers Report

Ralph reminded the Board that there had been no funding from the State of Washington since November 30, 2009. If the Board continues with Dianne Heide's contract the Board will be totally out of money by mid-May. At this time the SKCCN has around \$7,000 on deposit that belonged to outside agencies. In order to assure the SKCCN could continue and have enough money to get someone to help in the office until state funding can be restored the Executive Committee has given Dianne notice as of March 31, 2010. If she is retained until March 31 the Board will pay for five more weeks at \$655 per week for a total of \$3,275.

The Board's Errors & Omissions Insurance with Bell Anderson Insurance was reported due as of March 18. This insurance protects the Board if they are sued. The cost of the insurance is \$1,345 and calls for a two-year term. Ralph did some investigating and found that this seemed to be a good price and the two-year term is standard. Ralph wanted to know if the Board wanted this insurance reporting that the saved money would be helpful to pay someone to replace Dianne.

Motion 2 Margie moved to purchase this insurance at a later time when money was available. Second by Jennifer. The motion passed.

Ralph agreed to contact Bell Anderson.

Ralph reported he had also spoken with Mike Heinisch at Kent Youth & Family Service (KYFS) about the office rent. KYFS has agreed to a rental fee of \$225 per month but wants to be paid as of January 1. Dianne asked if there was anyway the Family Policy Council could help with this expense since it is administrative and therefore not tied to the Statement of Work. Laura said she could not do that until the fiscal agent situation was settled and suggested the SKCCN pay on a quarterly basis. That way the next payment would be due sometime in June and the problems may be fixed by that time. Ralph agreed to contact Mike Heinisch.

February 16 Executive Committee Meeting

Copies of the minutes for the February 16 Board minutes were not available and several members asked for a report about that meeting. Discussions on February 16 included the Board Chair, fiscal agent, code of conduct including discussion of a meeting at Bank of America to get signature cards updated, Board member absences, committees and finances. Venus will provide written minutes for that meeting as soon as possible.

Election of Chair / Nominating Committee / Bylaws

The Board discussed how to best handle filling the position of Board Chair. While Venus stated she really does not want to take on the challenge she felt strongly that she was going to do it because someone had to help the Board get back on track. The Board is too far away from its mission and it is critical to get focused and find a contractor with the right skills. Jennifer Cooper had also shown an interest in being the Chair during the February meeting but withdrew her name and asked instead to serve on the Nominating Committee for new officers.

The Board wanted to elect Venus to the position but even after a motion was made (it was withdrawn) decided not to take a vote that would be counter to the Bylaws. Instead since the Bylaws give the Vice Chair all the responsibilities and authority of the Chair in the absence of a Chair they decided to just allow Venus to stay in that

role until June 30.

Venus asked for volunteers to work on a Bylaws Committee. Jennifer, Karin and Abby volunteered.

Termination of Contractor

The Board agreed with the Executive Committee decision to terminate Dianne Heide's contract for financial reasons as of March 31. There was a great deal of discussion about the hard feelings between members of the Board and Dianne. After much discussion all parties agreed to not disparage the others and created a written agreement to this affect. It was signed by all Board members present and Dianne. The agreement includes the Family Policy Council but Laura Porter was not able to sign the document without approval. She stated that the Family Policy Council would have no reason to disparage staff from any Community Network. Dianne agreed that she trusted Ms. Porter's integrity and believe there would be no problems from the Family Policy Council. A copy of the agreement is attached to these minutes.

Motion 3 Jennifer moved **to accept the agreement as edited.** Second by Margie. The motion passed.

Dianne agreed to scan the document and send a copy to the entire Board by March 11.

Transitions

The Board asked if there was a plan for April 1. They were told that one person was interested in the job but it would be advertised and a short term contractor would be found until issues with the Family Policy Council could be handled.

Other Business

Motion to Dissolve

Jennifer Cooper made the following statement and motion:

GIVEN that the South King County Community Network Association has taken no constructive actions in the last 18 months

GIVEN that the South King County Community Network Association Board currently has only 10 members and the Bylaws require at least 15 members

GIVEN that current South King County Community Network Association leadership is ignoring Bylaw requirements

GIVEN that the South King County Community Network Association has lost funding from the State of Washington

GIVEN that the South King County Community Network Association has lost the communities confidence I, Jennifer Cooper, move that the South King Count Community Network Association be disbanded as of March 31, 2010 and according to SKCCN Bylaws the assets of the organization be donated to Kent Youth & Family Services to support out of school programs for youth in South King County in keeping with current Board focus on Healthy Youth Development and that current staff member, Dianne S. Heide, be paid through March 31, 2010 and be assigned the task of closing the SKCCN offices.

The motion was seconded by Margie.

Jennifer felt that it was time for the SKCCN to simply start over and get a fresh start. She had received an email that said the DV Task Forces were considering taking their money out of the SKCCN accounts which started this train of thinking. Several Board members said they were considering resignation anyway so this might be a better solution. Some felt that it was time to disband and think about things like geographic barriers – it is impossible to serve 15 cities, 8 school districts and a population of 650,000. This should be no reflection on those that have served on the Board. The lack of funding should not be considered a reflection on anyone.

The motion failed in a vote of 3 Yes, 4 No and 1 Abstain.

Family Policy Council Contractor

Laura Porter advised the Board that she could not open the lines of funding at this time but was willing to contract directly with someone to assist the Board in finalizing their Statement of Work and Service Reports. After some discussion it was decided she would speak with Janet Maxwell and Geof Morgan then make a decision. She must contract in the next three days or will face a contracting cutoff date with the State.

Meeting adjourned – 8:15



March 10, 2010

TO: Ms. Dianne Heide

FROM: The South King County Community Network (SKCCN)
The Family Policy Council (FPC)

This agreement is entered into between Ms. Dianne Heide, The SKCCN and The FPC whereas Ms. Heide agrees to willfully and without prejudice terminate her contract with the SKCCN as of March 31, 2010.

Ms. Heide agrees to not disparage any Board Member, Officer or Staff of the SKCCN or the FPC in any way, shape or form or in any type of communication whatsoever and in turn the SKCCN and the FPC will not disparage Ms. Dianne Heide in any way, shape or form or in any type of communication whatsoever *from this date forward.* DSH W

DSH ~~After a complete audit of all the financial books~~ Ms. Heide will receive her final payment from the SKCCN no later than ~~April 5, 2010.~~ *MARCH 31, 2010.* DSH

Venus T. Talawo
Venus Talawo, SKCCN Board Chair

Dianne Heide 3/10/10
Dianne Heide, Contract Date Signed

Ralph Talarico
Ralph Talarico, SKCCN Board Treasurer

Dani White 3/10/10 3/10/10
Dani White, Board Date Signed

Abby White
Abby White, SKCCN Board Secretary

Karen Schuylerman 3/10/10
Karen Schuylerman Date Signed

Lora Dear, CAT Committee Chair

Margie Stankovic 3/10/10
Margie Stankovic - 3/10/10 Date Signed

Jennifer Cooper, PRP Committee Chair

Marti Steindl 3/10/10
Marti Steindl Date Signed