

**Monadnock Peer Support Agency (MPS)**

**Board of Directors**

32 Washington Street | Keene, NH 03431

Zoom Dial In: 603 352 5094

1/11/2022 5-7pm

In Person - MPS ED Office

**MINUTES**

Dinner from Luca's was served while the board met.

Attendance: In-Person - Ed Bryans, CarolinaENZler, Diane Croteau, Kelly Fleurette, Nancy Little, Jennifer Richardson, Meghan Rouleau, Mandy White. Online- Marla Steffire, Stephanie Ritchie, Brienna Foster. Absent- Daria Levy, Claire Howard, Amanda Pirner. Also in Attendance- Lisa Steadman-Director of Agency Relations, Melissa Callender-Director of Community Relations, Dante Diffendale- Member

Welcome and Introductions- board members and employees shared how long they had been on the board or employed at MPS

We do not have November minutes for tonight. There may be some hand-written notes available. There were no minutes in December due to the Christmas gathering.

The Board discussed board membership numbers. If it desires to induct a new member, it should increase the number of members in the bylaws from 12 to something higher. It was suggested to remove the cap altogether. **MOTION** by Carolina, 2<sup>nd</sup> Nancy: to amend the MPS Bylaws to read under B. General Make-up of the Board 'The Board shall be made up of not less than nine (9) members from the consumer sector as well as the general public sector.' **Motion Passes Unanimously**

**MOTION** by Carolina, 2<sup>nd</sup> Kelly to wave the Policy and Procedures for Board Recruiting and consider Mandy White as an At Large Board member. **Motion Passes Unanimously**

Christine Allen shared an Executive Director Report- staffing changes since November – adding Melissa, Lisa, Dante, Trish, Chris V, and Chris M. Mia is driving again. Andy has been promoted to Residential Team Leader. Mike and Doug have left. There was a short mention of the financial reports. Christine discussed some equipment that will need to be purchased in the near future - Bed bug zapper; Small refrigerators; Gym equipment; Spill Kits. She also shared that there will be costs for the sump pump and sewage ejection pump in the basement and the hot water tank. There will be a kitchen upgrade after Washington Wellness is settled. There is 168k in non-BDH funds that can be used. There will be Narcan training for staff. There will be safety training for staff that focuses on avoidance and self-defense. Carolina likes the type of training that is specific to mental health and institutional settings where each participant can get a certificate. Lisa will share information on Safety Care.

Christine discussed Board Development and Lisa shared some documents from Lee Bruder, an organizational development professional who has worked with the MDS board in the past funded by a 2019 NHCF grant. Board members have '10 Fundamental Responsibilities of Nonprofit Boards' in their packets. After Board Development, MPS can begin a Strategic Planning initiative

Melissa Callendar reported on Community Relations Report. There will be a Vaccine Clinic on 1/27. The center is holding AA Meetings on Tuesdays, Fridays, and Saturdays. We add a couple groups – LGBTQ, Self Harm, Ted Talks, Quiet Group. Everyone, including board members, now has a nametag.

Lisa Steadman shared an Agency Relations Report. The agency underwent a State Quality Assurance Audit in late 2021 and some updates to Bylaws, Employee Handbook and Accounting Policy will be needed to come into compliance. Lisa introduced the changes one by one and the board made the motions to follow:

**MOTION** by Briana, 2<sup>nd</sup> Carolina to accept the proposed changes to the MPS Accounting Policies and Procedures Manual to reflect new limits for secondary signer at \$5000 and capital expenditures at \$2000. **DISCUSSION** Lisa shared rationale - many organizations have increased these limits in an effort to streamline the administrative burden of smaller transactions. **Motion Passes Unanimously**

**MOTION** by Carolina, 2<sup>nd</sup> Nancy to accept the proposed changes to the MPS Accounting Policies and Procedures Manual to add a Petty Cash Policy. Lisa explained that keeping a small amount of cash in the office makes it much easier for authorized staff to cover occasional small purchases or expenses. She shared an article: <https://quickbooks.intuit.com/r/accounting-money/dos-and-donts-for-petty-cash/>. This policy was adapted from policies in place by similar organizations. The policy is endorsed by the Director of Operations Karen Carrien and by the time of the board meeting, will have been approved by the state. **Motion Passes Unanimously**

**MOTION** by Carolina, 2<sup>nd</sup> Diane to accept the proposed changes to the MPS Accounting Policies and Procedures Manual as required by state QA guidelines on approval for expenses. **DISCUSSION** Lisa explained that we are required to have all expenses approved by the Executive Director. 'Proper Documentation' will be amended as follows: Every instance of credit card or other purchase use must be documented with travel authorizations, receipts, individuals paid for, nature of business, etc. before the expense will be considered authorized and will be approved **by the Executive Director** for reimbursement. The state also requires that the board approve the operating budget annually, so 'Final Budget' is amended as follows: **The Executive Director prepares the Annual Operating budget, reviews it with the Treasurer, and brings it to the Board for approval before the commencement of each new fiscal year.** **Motion Passes Unanimously**

**MOTION** by Carolina, 2<sup>nd</sup> Diane to accept the proposed changes to the MPS Bylaws amending Powers of the Board. **DISCUSSION** Lisa explained that the state requires that the board approve the operating budget annually, so 'The powers of the Board' will be amended to add **2. To make final approval of the Annual Operating Budget.** **Motion Passes Unanimously**

**MOTION** by Carolina, 2<sup>nd</sup> Diane to accept the proposed changes to the MPS Bylaws -Responsibilities of the Treasurer. **DISCUSSION** Lisa stated that there are several responsibilities of the treasurer listed in the Accounting Policies and Procedures that are not reflected in the Bylaws. It is good to ensure that the two documents align. There will be additions to Responsibilities of the Treasurer: **b. Present at each meeting of the Board a statement of the receipts and expenditures. The Chair or Vice-Chair and Treasurer shall sign this report. c. Reviews and approves all financial reports for presentation to the Board. d. Edits, reviews, and approves annual budget for presentation to the Board. e. Authorizes all inter-fund transfers. f. Acts as secondary signer on checks over the amount of \$5000.** **Motion Passes Unanimously**

**MOTION:** Carolina, 2<sup>nd</sup> Briana to accept the proposed changes to the MPS Bylaws amending election of new board members as required by state QA guidelines. **DISCUSSION** Lisa explained that the state requires that all members vote on the election of board members, but the board will still elect its own officers. The following changes will be made: The Board shall hold an Annual Meeting each year **at which new board members will be elected by a majority vote of members present.** and Term of Office- At the very first Annual Meeting, four (4) Board members will be elected for a term of one (1) year, four (4) for a term of two (2) years, and four (4) for a term of three (3) years. Thereinafter, four Board members will be elected **by the members at each annual meeting** for a term of three (3) years. In case of vacancies, new members will be elected for the **remaining** term of the vacancy. No more than 20% of BOD members may serve over six consecutive years. **Motion Passes Unanimously**

**MOTION** by Carolina, 2<sup>nd</sup> Diane to accept the proposed changes to the MPS Policy and Procedures for Board Recruiting to align with the revised MPS Bylaws. **DISCUSSION** Lisa explained this document should reflect that members of the center vote on the election of board members. Steps in the process are updated as follows:

8. You may suggest that the person set up a meeting or phone call with the Executive Director for a tour and further discussion about MPS. Also, invite him/her to attend a board meeting, if they would like to observe. You can also invite them to any upcoming organization events. They should NOT be present for the Board meeting when we will be discussing their candidacy **and voting them in.**
9. From the list of candidates, Board decides on nominees to fill all unfilled seats.
10. **Candidates are nominated at the Annual meeting at which candidates may be approved by a majority vote of members present. Nominees are encouraged to attend.**

11. As needed throughout the year, existing board members vote in new members of the Board of Directors. This process may be repeated with votes taking place at a monthly Community Meeting or a special meeting of the board advertised to all members.
12. At that same Board meeting, Mentors will be assigned to each new board member.

**Motion Passes Unanimously**

**MOTION** To accept the addition of ADA policy language to the MPS Employee Handbook FY21 as required by state QA guidelines.

**DISCUSSION** Lisa explained we are required to have an ADA policy. This policy is adapted from the national organization Society for Human Resource Managers (SHRM). The sample policy included in the body of the attached Employee Handbook mark-up. **Motion Passes Unanimously**

Lisa also brought a proposed change to the Social Media Policy, suggesting that post approval could be turned on for recently-parted employees. The Board discussed the merits of the proposal and decided the topic is broader than just former employees. Briana asked about incorporating the Rights **MOTION** to table xxxx, 2<sup>nd</sup> xxxx. **Motion Passes Unanimously**

Lisa gave a Washington Wellness Update stating that there will be 6 new rooms. The planning Board meeting is on 1/24. After the Conditional Use Permit is granted, we can get a building permit. Lisa also shared an update on the Residential Team- We hired Dante as a floater per-diem and we have been keeping him busy. Andy was promoted to Residential Team lead and will be like a coach to the other coordinators. There is one last piece of the Financial Audit to complete. We will review and perhaps transfer our insurance policies. Lisa is a licensed agent with Kapiloff. Kapiloff gives a donation to the nonprofits it works with. Lisa is disclosing and asking whether the board feels there is a conflict of interest. Carolina stated that she is appreciative of the offer and does not see a problem with it. Lisa also shared that the grant period for 100+ women who care (\$12k) is open.

**MOTION** to Adjourn by Carolina, 2<sup>nd</sup> Kelly. **Motion Passes Unanimously.** Meeting ended at 7:00 PM