



Notes from the Board of Directors Meeting of December 2, 2020

I. Call to Order

Due to Covid-19 requirements, this meeting was held virtually on the Zoom web platform. All voting was done contemporaneously using computer audio.

The meeting was called to order by President Robin Andrews at 2:32 p.m.

The following members were present at the call to order: Robin Andrews, Chelly Hegan, PJ Keeler, Jack Mabb, Casey O'Brien, Ken Stall, Sarah Sterling, John Thompson, Linda Tripp

The following members were absent at Roll Call: Robert Gibson, Kevin McDonald, Theresa Lux, Beth Schuster

Also present were staff members Claire Parde, Lisa Thomas, John Ray and Ashling Kelly and guests Ken McGivney and Brittany Trela of The Bonadio Group.

[Art Proper entered the meeting at 2:33 p.m.]

[Jeff Rovitz and Scott Thomas entered the meeting at 2:34 p.m.]

II. Presentation on audit scope

Ken McGivney and Brittany Trela of the Bonadio Group gave a presentation on the upcoming audit. They addressed the impacts of COVID-19 on audit procedures, which will be conducted virtually. They also discussed the Paycheck Protection Program (PPP), noting that the Consortium's participation in the PPP was a smart decision to preserve the agency's liquidity. They recommend clients exercise patience before applying for forgiveness; there is a ten-month window to apply for forgiveness following the close of the covered period and changes may still occur. They also signaled that balance sheet numbers may look different than in the past due to fluctuations in revenue resulting from the pandemic. The audit will include risk assessment and how remote work affects that risk assessment, as well as examine potential gaps in controls. There was brief discussion regarding funding considerations such as CARES Act funding, and the concern that current New York State's 20% withholding of reimbursements may become permanent cuts.

Ken McGivney stated that he does not foresee any issues with the audit; Claire and John maintain good controls, are very open with the auditors, and are great to work with. He encouraged the Board members to consider what questions they may have and to contact him.

[Theresa Lux entered the meeting at 2:49 p.m.]

[Brittany Trela, Kevin McGivney, and John Ray left the meeting at 3:06 p.m.]

Robin Andrews asked for a motion to engage Bonadio for auditing services.

Be it RESOLVED, the Board of Directors moves to engage the Bonadio Group as the External Auditor [Only Independent Directors may act]

Motion made by Casey O'Brien, seconded by Jack Mabb, and unanimously approved. [Non-independent Directors PJ Keeler, Jack Mabb, and Kevin McDonald abstained]

III. Consent Agenda

A. Board of Directors meeting minutes of October 7, 2020

B. Committee meeting minutes:

- Executive Committee Meeting of November 4, 2020
- Budget and Finance Committee Meeting of November 24, 2020

Claire noted a correction was needed in the Budget and Finance Committee Meeting minutes to reflect that the Committee's approval to disposition a vehicle should be for a 2014 Dodge Grand Caravan, rather than a 2018 Dodge Grand Caravan as noted. When accepting the minutes, the Board is accepting the corrected version of those minutes.

Be it RESOLVED, the Board of Directors moves to accept the minutes/actions for the Board of Directors meeting of October 7, 2020, and all Committee meeting minutes.

Motion made by Linda Tripp, seconded by Jack Mabb, and unanimously approved.

IV. President's Report

Executive Director's 2021 Compensation and Contract

Robin asked for a motion to enter into Executive Session to discuss the Executive Director's compensation proposal and one-year contract.

Scott Thomas motioned to enter into Executive session; Casey O'Brien seconded the motion.

[Claire Parde, Lisa Thomas and Ashling Kelly logged off the zoom meeting, and the Board of Directors entered into the Executive Session at 3:09 p.m.]

The Executive Session ended at 3:29 p.m. following a motion by Jack Mabb, which was seconded by Jeff Rovitz.

[Following the Executive Session, Claire, and Claire, Lisa Thomas and Ashling Kelly rejoined the meeting].

Robin Andrews requested a motion to approve the compensation proposal and contract with the changes discussed in the Executive session.

Be it RESOLVED, the Board of Directors approves the Executive Director compensation proposal and contract, with changes discussed in the Executive session.

Motion made by Jack Mabb, seconded by Jeff Rovitz, and unanimously approved.

[Scott Thomas left the meeting at 3:30 p.m.]

V. Treasurer's Report

Treasurer Jack Mabb reported that the Consortium's cash position remains strong, and the agency is expected to break even, in part due to a \$30,000 grant from the Rip Van Winkle Foundation.

The proposed 2021 Operating Budget, which had been reviewed and approved unanimously by the Budget and Finance Committee, was introduced. The hope, at this time, is that the Consortium will collect all outstanding contract funds, including the 20% being withheld from its reimbursement for expenses already incurred, but the timing remains uncertain. Consequently, the 2021 Operating Budget currently assumes that all accounts receivable will be collected.

Be it RESOLVED, the Board of Directors approves the 2021 Operating Budget as presented.

Motion made by Casey O'Brien, seconded by Chelly Hegan, and unanimously approved.

[Jeff Rovitz left the meeting at 3:35 p.m.]

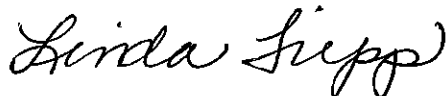
VI. Executive Director's Report

Prior to the meeting, Claire emailed her report to the Board members. She asked if there were any questions; there were none. Claire then read two letters to the group. She described the first letter, which was from one of the Transportation program drivers, as indicative of Consortium staff attitude, particularly that of the drivers. In his letter, he spoke of his pride in working for the Consortium, and said "the job is his reward." The second letter was from a client, who commended one of the Navigators for the kindness and compassion of that Navigator, and her willingness "to go the extra mile." Claire noted that the staff is the foundation of the agency's good reputation.

VII. Adjournment

The meeting was adjourned at 3:45 p.m., following a motion made by Theresa Lux.

Respectfully Submitted,



Linda Tripp, Board Secretary