

**Board of Directors
Meeting Minutes
January 29th, 2019**

Present:

Board of Directors: Shane Peek, Lauren Gallagher, Jan Garrett, Allison Huffstutler, Jill Schneider, Kirk Shockley, Tommy Jenkins, James Hamilton, Nick Nicholson, Jill Timmons, Doug Burrell, Bill Harder, Clarence Edwards, Jeni Cain, and Morgan Ardent

Management: Meta Bowers, Heather Boyd, Shannon Spurrier, Denise Agnew and Alexis Hanna

Visitor: Tommy Blackmon,

Proceedings:

- Bill Harder called the meeting to order
 - Introductions of all at meeting
- Invocation- Tommy Jenkins
- Pledge of Allegiance- Doug Burrell
- Recitation of the Mission Statement and Vision
- Roll Call
- Motion made to approve the agenda for 1/29/2018 meeting
- Minutes to approve 12/5/2018, 12/13/2018, and 12/17/2019 meetings were reviewed and approved

Nomination Committee Report- Jeni Cain

- Nominations Committee slated the following board members for the Executive Committee
 - President- Bill Harder
 - Vice President- Jill Schneider
 - Treasurer- Clarence Edwards
 - Secretary- Jeni Cain

Election of Board Member and Officers

- Nick Nicholson made a motion to elect Bill Harder as president, Jill Schneider as Vice-President, Clarence Edwards as Treasurer, and Jeni Cain as secretary for the 2019 term.
- Doug Burrell seconded
- The Board of Directors (BOD) elected the officers unanimously.

President's Report- Bill Harder-

- Reminder to be respectful of all board members and their time here, and all decisions to be made for the kids in mind
- Capital Campaign is huge focus for 2019.
- Bill believes the Meyer Center is in a good place and has chance to change the narrative in the community.
- BOD meeting schedule is changed to the 3rd Wednesday of each month.

Executive Director's Report- Meta Bowers

- Meta is thankful for the opportunity at the Meyer Center and her first order of business is to learn.
- Meta created a new organizational chart for the Meyer Center and disseminated to the BOD.
- Meta has started regular meetings with management/ex team and is taking in their wealth of knowledge of the Center.
- Meta wants to get the capital campaign done this year, and she will get the ship steered back in the right direction.

Ice Breaker Activity

- Shane Peek explained the icebreaker activity to the board.
- The first set of individuals at the meeting answered their Ice Breaker activity.

Board Training

- **Board Responsibilities- Tommy**

- The BOD's manual is based on the Policy Governance Model designed by John Carver
- Policies in documents are divided into four sections
 - One of the sections governs how the BODs behave
- Policy governance is an operating system so individuals can lead with confidence, effectiveness and in a fulfilling way
- Jill asked what books should be read by John Carver, and Tommy said the good news is that there are cliff notes versions which he will get to her and other BODs.
- The board speaks with one voice, after a vote, to one person, the ED.
- As board members, individual or as a group we should not circumvent that chain of authority with direction.
- The MC policies fit within one of four categories.
 - Achieve Ends
 - This is what good, for whom and at what cost.
 - This is the results
 - Within Limitations
 - This is limits that are put on CEO's actions.
 - Boundaries
 - Linkage to Staff
 - This is how the board interfaces with the staff
 - Board Behavior
- As a board we want to give the unimpeded latitude to those with the skill and knowledge to get down what needs to be done
- The policy is essentially a job description for the Executive Director (ED) and should create an environment of safety and equity.
- **Staff Presentations**
 - **Denise Agnew- Director of HR and Accounting**
 - Denise introduces herself, and reviews her mission, obstacles and successes for her departments.
 - Denise thanks Clarence for all of the help and aid he provides.
 - Denise expectations for the board is to continue to be supportive, keep the kids in mind, and be advocates for the kids in the community
 - Kirk Shockley asked what her staffing, budget and etc. was like 5 years ago verse today.
 - Denise answered that around that time she had around 80 kids, 50 staff, and around 3 million. She would have to review numbers from 5 years ago.
 - One of the main differences in the nurse on staff which is huge thank you to Doug.
 - **Heather Boyd- Director of Education**
 - Heather extends a welcome to the new Board of Directors.
 - Heather introduces herself and her department.
 - The MC has 9 classrooms; each classroom has one teacher and two teaching assistants. The number of students in that classroom depend on the children's needs.
 - Heather has many goals this year, which she has reviewed with Meta. Heather's main two goals are full implementation of the Strategic Plan and creating stability for students and staff.
 - Heather's successes at the Meyer Center are the updated screening and enrollment process, the Inclusions Works program, the streamlined restructuring of the Classrooms, and that all students are meeting a minimum of 80% of the IEP goals.
 - Heather's challenges at the Meyer center the finances, and her added job responsibilities.
 - Heather's three expectations from the Board of Directors is to use People-First Language when speaking about our students, to find a way to meaningfully way to be involved at the Meyer Center, and to use student centered decision making.
 - Jill asked how staff morale is currently?
 - Heather stated that currently she feels that staff morale is on the upswing, and she is encouraging the staff to stay student centered.
 - Kirk asked what the goals of the staff are for the board

- Heather answers that the Board of Directors make personal connections with the daily operations so that when decisions are made the board puts the students first.
 - Kirk followed up with asking what the staff expects from the BOD in resolving the financial challenges?
 - Heather responds that the staff expects transparency.
- **Director of Therapy- Alexis Hanna**
 - Alexis introduces herself and explains she continues to keep a case load, as it keeps her rooted in what she does.
 - Alexis's goals for the therapy department is resolving the issues with Medicaid, the State Dept of Education and Charter School Board, streamlining documentation for therapists, so that additional paperwork does not distract them from time spent with children, exploring other revenue sources, and creating department to have and use a specific budget.
 - Alexis would like to see the music therapist brought on as a full-time staff member.
 - The largest success in the Therapy Department is the its ability to adapt to the challenges; maintaining a focus on what the kids need and trying to give them optimal services.
 - The Therapy Departments asks from the BODs to listen to their voices and give value to their opinions like they are heard and their opinions are valued. The Therapy Department also asks the board to be aggressive in researching and implementing new funding opportunities, and to come spend time in therapy
 - Jill asks, if BOD want to come observe or interact how to go about doing it?
 - Alexis answers to just come to her she will work on making it happen
 - Kirk asks how often salary is an impediment to hiring new staff?
 - Alexis answers that in the past five-year, maybe only 3 individuals. The MC offers a competitive salary to those individuals right out of college; the challenge is more in being competitive in hiring those who have experience and the benefits/retirement package the MC offers.
 - Kirk asks how the board can help the staff feel valued and heard?
 - Alexis answered that the staff just wants to feel like they are informed, information is transparent, and their voices are heard.
- **Shannon Spurrier- Director of Development**
 - Shannon introduces herself and her department. Shannon's word for the year is "transformational"- the ability to produce a big change or improvement in a situation.
 - Shannon's goals for the year is to complete phase two the Capital Campaign expand and increase donors and to finalize an annual giving plan.
 - Shannon's biggest success is the new development team.
 - Other successes are the highest generating revenue from Kid's Classic, which was 586K.
 - Shannon expressed a huge thanks to Allison Huffstutler for speaking at the Ladies' Luncheon and the impact it made in driving donations
 - Shannon's Challenges for the Development Department are the ack of traditional donor cultivation and annual giving, and reliance on special events, the continual increase of money which is needed to be raised and the communiites lack of confidence in the Center.
 - The Development Team wants and needs the BODs to be their 4th man. Shannon asks the BODS to expand their knowledge of the mission, programs, vision and values and to ask the hard and good questions to make the MC better.
 - Shannon asks for the BOD to part of her goal to be "transformational" this year.
 - Doug asked about the lack of the Meyer Center's endowment. Shannon agrees that with the Meyer Center being 65 years and not having a strong endowment is an issue, but a strong change is the Community Foundation is now running the MC's endowment.
 - Bill reiterates having the community foundation run our endowment fund will be beneficial because they will be advocates for the Center to the community.
 - Meta spoke about her development goals. Specifically looking at the Center's mission statement with fundraising eye, the challenges of compliance, and formulating our elevator speech. Meta stressed that with hard work she believes in 3-5 years our current challenges will be small blips on the radar.
 - Tommy stressed the importance of the MC being transformational

- Shannon is working Dr. Meyer 100th Birthday and the MC 65 anniversary into fundraising in 2019.
- **FOIA Presentation- Nick Nicolson**
 - The Meyer Center is a private nonprofit but is covered by the state ethics laws and the FOIA.
 - Anyone can make a request under FOIA, but there are some caveats.
 - Public recorded includes all documents, regardless of physical form or characteristics.
 - Say things in professional language.
 - Meeting minutes for the past six-months need to be immediately available.
 - Documents the Meyer Center doesn't have to disclose include but are not limited to trade secrets, material that would violate attorney-client relationships, information related to a donor, matters specifically exempt from disclosure by law- HIPPA, and personal information that if publicly disclosed would be an unreasonable invasion of privacy.
 - Nick suggest we put our minutes up on the website in an effort to be transparent.
- **Bylaws and Related Governance- Morgan**
 - As a Board member, our top priority is governing the Meyer Center. The BOD should drive strategy, provide oversight on staff and set policy.
 - It is very important for the BOD to trust the ED. The ED seeks the BOD consul on major decisions; keep the BOD informed on major issues and works with the BOD directly.
 - The BOD can provide guidance on how they want to be informed, but should respect the ED's authority as ED of the Meyer Center
 - Active engagement at BOD meetings, and read all materials disseminated and ask questions so we can make informed decisions
 - BODs have 3 Fiduciary duties based upon South Carolina Law. These are a duty of care, a duty of loyalty, and duty to protect the tax-exempt status of the MC as a nonprofit organization.

Ice Breaker Activity

- The BOD and Staff read and answer the next set of icebreaker questions.

Committee Reports

- **Finance Committee- Clarence Edwards**
 - We are principally on a cash basis
 - Balance Sheet
 - Cash account at Southern Frist is at 232K, a great way to start off 2019.
 - There are two endowment accounts, both are at the community foundation and they are managing both accounts for the Center.
 - The MC had a 15k donation toward the endowment account at the end of December, it will be reflected in next month's financials.
 - The Capital Campaign account has 81K, which is approx. 6 months in expenses. As donations come in they will go directly toward the 2.2-million-dollar loan.
 - Income Statement
 - CGM did not bill a great number of Medicaid therapies last year, so there is an excess of 86K from the Charter School Medicaid payment.
 - Medicaid transportation is off a small amount. The revenue and expenses area equally down, so the MC is breaking even.
 - This is the first year the Meyer Center has received any Charter School funding for 3 and 4-year old's. The Meyer Center was paid in a lump sum of 108K in December 2018. The Center has since also received another \$9,700 designated for 3 and 4-year old's. The Center could get more in March based upon student numbers.
 - Annual giving is 30K ahead of budget based upon an increase in year-end giving
 - Website is over budget by \$1,500. 1K is due to reprogramming the website so parents can pay online for services
 - There are 3 main financial challenges currently at the Meyer Center.
 - The Meyer Center received a notice from CFO of SC Charter Schools that Medicaid is disallowing 43K for our 2018 Summer Camp program based upon documentation. Medicaid wants the 43K back.
 - Sid has agreed that until the Center can get in front of the Medicaid staff, he will not take it back.

- Medicaid is stating the documentation issue is the use of an IEP verse ITP.
 - Meta, Heather and others are working on getting a meeting in front of the right people at Medicaid to plead the Center's case.
 - Sid says if Medicaid denies the Meyer Center, his hands are tied and he has to withhold the 43K payment.
 - Meta stated that Mary Ellen has already put together an ITP for each student going forward.
- The Center received payment for 3 and 4-year old for the 2018/2019 school year. The Center is now exploring being paid for 2017/2018 school year.
 - A bill has been put in the hands of the State Representative's which would provide payment of approx. 154K.
 - These representatives include Jason Elliott, Neal Collins, and Ross Turner.
 - The governor has put into his budget verbiages for 3 and 4-year old with disabilities to be paid for going forward.
 - Jill asks whom we should contact?
 - Morgan is going to send out the appropriate wording
- The Meyer Center is still taxed with resolving the Medicaid match payment. The state provided a wavier for the Center to no pay the match this current fiscal year; but did not for coming years.
 - Eric Norton volunteered to go to bat for the Center with the appropriate agencies and ask them to step up and not make the Center pay the match.
 - The Center is waiting to hear back from Eric.
 - If the agencies don't step up then the Center will likely have to put another bill into the legislature.
- **Governance- Morgan Arndt**
 - Bylaw's and governance policy have been updated based on model charter school policies that can be tweaked to fit the Meyer Center.
- **Capital Campaign(CC)- Tommy Blackmon**
 - The CC has to be packaged with a viable substantial financial package going forward.
 - Tommy expressed the importance of eliminating the debt in order to make steps across all plans at the Center.
 - Kirk asked why there was such a large focus on fundraising in the capital campaign instead of focusing on other things such as opening another classroom.
 - The BOD had a robust discussion about the topic.
 - Meta asks if any of the changes and upgrades were mandated by government agencies.
 - Jill stated there were many things that had to be brought up to code.
 - Tommy is excited to teach the MC how to cultivate long term donors who can make gifts over 2 years.
 - Clarence pointed out that even though stage one of the CC is complete, not all of the money is in house, the pledges were over 3-5 years.
 - Jill encouraged us to use our skilled professionals who can make the ask.
 - Lauren suggested the handout is the elevator speech to pitch CC asks.

Jill Schneider thanked everyone for their time and effort put into the meeting.
Meeting was dismissed.

Respectfully Submitted,

Jeni Cain

Board of Directors

Meta Bowers

Executive Director