



**INC Board of Directors Meeting
June 20, 2020 – 5:30 pm Arizona
Fiat Administrative Offices
Meeting held via Zoom**

Join from PC, Mac, Linux, iOS or Android: <https://asu.zoom.us/j/98283810132>

Meeting Minutes – July 20, 2020

Attendees:

Voting Members

X	Rena Cruse, Chair	X	Brenda Halpain, Treasurer	X	Amy Anderson-Vali, Secretary (Phone)
	Gerry Stenson, Vice Chair	X	Teresa Ribbe	X	Lynn Gallet
X	Charles Jerzycke (phone)	X	John Scola		
	James Powell	X	Dr. Charles Armstrong		
X	Erin Alaimo	X	Ingrid Plumb		

Additional Attendees

X	Laura Magruder, CEO		Colleen Conley, Piper/Atlas Consultant		
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Agenda Items:

Welcome and Opening Reflection	Lynn opened the meeting with a prayer
Consent Agenda - Minutes of Inc. Board Meeting for June 2020 CEO Report	Motion to approve Consent Agenda: Erin Alaimo Seconded: Lynn Gallet 10 In favor 0 Opposed 1 Vote done by phone – Charles J
Governance Moment – Board Matrix a. Board Matrix b. Upcoming elections potential candidates process (November)	John provided the Governance Moment <ul style="list-style-type: none"> • Shared board matrix online (mostly white, females, over 50) • Need to identify diverse candidates and need to start thinking about candidates for next year now. • Board members determining if they would like to renew this year – Brenda, Teresa, Gerry, John & Charles • Jim is on the Council and if we vote to eliminate the council, his role would be eliminated but John has talked to him about staying on as a board member.
CEO COVID and Ohio Update	Laura provided information on the following: <ul style="list-style-type: none"> • Covid-19 – Covid free at all houses. • Ohio – Went as smoothly as could be expected.

	<ul style="list-style-type: none"> • Back-to-school – August 8, 2020 and the week of August 10 with drive-up. • Plan to exit some Corp early to bring on others to keep everyone safe and not cause cross contamination. • Justin, accounting manager, has resigned. Looking for a staff accountant to focus on grants and HR. • More funds have come in since CEO report (more and larger gifts due to Covid-19)
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Board Business Time

Topic	Management Line	Board Line	Notes
To be read into the minutes: <ul style="list-style-type: none"> • Approval of Kyle Gallett for Finance Committee 	NA	12 approved by email	Rena read into the board minutes
To be read into the minutes: <ul style="list-style-type: none"> • Approval for Laura Magruder to sign renewal contract on Gerard House 	NA	12 approved by email	Rena read into the board minutes
Recommendation of the Governance committee on Council structure	Discussion	Discuss/Vote	<p>John discussed the council structure with recommendation to eliminate councils, since we no longer have Ohio and the only remaining one is Arizona. If done, the responsibilities of the AZ council would be absorbed into the board.</p> <p>Motion to approve the elimination of the Arizona Council: Amy Anderson-Vali Seconded: Erin Alaimo 10 In favor 0 Opposed</p> <p>1 Votes done by phone – Charles J</p>
Recommendation on by-law changes regarding the Council structure	Discussion	Discuss/Vote	<p>John discussed a recommendation of bi-law changes to the council structure.</p> <p>Motion for the board to accept the revisions to the bylaws that were prompted by the elimination of the Arizona Council: John Scola Seconded: Erin Alaimo 10 In favor 0 Opposed</p> <p>1 Votes done by phone – Charles J</p>
Board Responsibilities	Discussion	Discuss/Vote	Erin discussed updated board responsibilities. This conversation occurred during the discussion of elimination of the AZ council, but was needed

			<p>to update the information that we use when discussing board responsibilities with potential board members. The team began with the mission and worked to encompass/merge board responsibilities.</p> <p>Motion to approve adopting the updated board responsibilities: Charles Jerzycke Seconded: Brenda Halpain 10 In favor 0 Opposed</p> <p>1 Votes done by phone – Charles J</p>
MP Articulations Revised	Discussion	Discuss/Vote	<p>Rena discussed this for Gerry. Gerry is having someone work on graphics and putting together a nice document to share with others. Gerry wanted to bring it to the board one more time to review and approve before the volunteers work on the document/collateral piece.</p> <p>Motion to approve articulation: Amy Anderson-Vali Seconded: Teresa Ribbe 10 In favor 0 Opposed</p> <p>1 Votes done by phone – Charles J</p>
Miscellaneous updates	NA	Discuss	<ul style="list-style-type: none"> • Rena followed up on the strategic planning session. We will not be able to get together anytime soon. • Board member contributions, without names, will be shared during the next meeting. • Officer positions needed for next year. Gerry can/should move from Vice Chair to Chair but must be elected. A Vice Chair and Secretary will be needed.

Adjourned 6:25 pm Arizona Time