



Board Meeting Minutes
Wednesday, January 18th, 2017

In attendance and present: Kath Burgweger, Donna Byrnes, Jeffrey Evans, Bill Finger, Dan Fitzgerald, Nisha Hurst, Karen Keegan, Eileen Kim, Ken Mifflin, Richard Porter, Anne Sherrerd, Patrick Sullivan, Brook Urban, Jill Weiner, Marie Woodburn

In attendance by phone: Elizabeth Angelone, Pam Fornero, Erin McCall

Not in attendance: Frances Deutsch, Patrick Kramer, Mary Laughlin, Nancy Weissler

Total Board Members in attendance in person or via phone: 18 out of a possible 22

Staff Attending: Jeremy Nappi, David Rabin, Mary Royes

Welcome/Comments: Karen Keegan - Chair

Karen called the meeting to order at 6:08 pm.

Karen welcomed everyone and emphasized that this is an important meeting for voting on various motions, including amendments to the Bylaws, and the sale of the building. She reminded the Board that a supermajority (15 votes in favor out of 22 Board members currently in office) would be needed in order for these motions to pass. Karen informed the Board that Pam and Liz were calling in for the meeting to vote. Erin called in through Brook's phone as well. Karen then passed around a Board Roster, asking Board members to check their contact details and also to add their spouse's name. Karen also passed around the Committee Assignment sheet asking Board members to review their assignments and mark any changes. Karen then conducted an oral roll call of those calling in to confirm seventeen people in attendance in person or by phone, all able to hear the discussion and vote.

Governance Report: Bill Finger- Chair

Bill explained to the Board that they will be first asked to vote on changes to the Bylaws, as was previously discussed at November's meeting. The Bylaws have incorporated two addendums which are the Board Restricted Fund, signed by Anne Sherrerd, as well as the Operating Rules for the Board Restricted Fund Resolution.

Bill made a motion to vote to amend the Bylaws with the addendums. Eileen Kim seconded it.

The floor was then opened to the Board for any comments or questions about the Bylaws. Anne mentioned there were pagination issues with the full document. The page number order for the Bylaws and addendums seemed to be a bit off.

The motion passed unanimously.

Bill then went on to present the second voting item. This was to nominate Anne and Jeffrey Evans as members of the Board Restricted Fund Committee. He then reminded the Board that Patrick Sullivan, Eileen, Pam Fornero, Karen and David Rabin are already on the Board Restricted Fund Committee.

Bill made a motion to vote on these nominees for the Board Restricted Fund Resolution Committee. Kath Burgweger seconded it. The motion passed unanimously.

Building Task Force Report- Patrick Sullivan, Chair

Patrick reviewed for the Board the proposed offer received to buy the building for \$2.5 million in accordance with terms outlined on the resolution (attached).

Patrick made a motion to vote on the building sale. Eileen and Anne seconded it. The motion passed unanimously.

After the vote, Patrick informed the Board that after talking with the brokers, there is plenty of office space within Greenwich for when the time comes to move. There are currently 17 spaces that are open. He explained that the buyer is doing his due-diligence in the process and there are no issues from the buyer's side.

Karen explained that by February 15th's Board Meeting we should know even more information. She then emphasized that all information is still strictly confidential.

Approval of Minutes, Bill Finger-Secretary Elect

No changes were made to the minutes of November's Board Meeting.

Bill made a motion to approve the minutes of November's Board Meeting. Anne seconded it. The motion passed unanimously.

Karen covered several announcements including direct phone numbers for David and Jeremy Nappi and the new Board Calendar with Committee Report due dates. She then thanked Kath Burgweger and Donna Byrnes for serving on the Community Investment Process panels and encouraged the Board members to volunteer next year.

Karen also informed the Board that for the January 25th Board Meeting, they will be voting on Community Investment as part of the budget. Separately, she thanked Kath for helping to paint the Library for the Day of Caring for the Boys and Girls Club.

Chief Executive Officer Report-David Rabin

David informed the Board that the Greenwich United Way was asked to be on the Greenwich Prevention Council. This council also includes churches, hospitals, etc. They had their 1st meeting and the discussion was focused on overdoses. He shared some local statistics showing that in this month alone, there have been five overdoses from opiates.

David also informed the Board that the Greenwich Jr. United Way is currently looking for a Program Coordinator and there are new kids who are looking to be involved with the program. He also told the Board about the Greenwich CEO Roundtable that GUW will be leading. There are three meetings a year and there are discussions involving Human Resources, Technology and Fundraising.

Fund Development and Marketing - Brook Urban, Vice-Chair

Brook informed the Board that we have reached our goal number for the Campaign in order to allocate money to the panels. There is still a struggle with Tocqueville donors. Many have decreased their donation amount but they continue to reach out to these donors. We are 13% behind and donations from some Public Service agencies still haven't come in yet. For Camp Guide of Community Answers, we have sold \$16,000 worth of ads. Brook also passed around a Weekly Donor Thank Call Sign-Up Sheet.

Finance Committee Report-Eileen Kim, Chair

Eileen did not have much to report but will send out revised Budget for next week's Board Meeting including December's financials and both October and November financials are on the portal.

Governance Report on Board Surveys-Bill Finger, Chair

Bill shared results from the Board Evaluation Survey. He highlighted three areas that were seen from the Board that have improved: 1) clearer Committee Reports 2) avoid administration and management details, 3) more Board members need to get involved. In addition, two areas that needed improvements were, 1) being prepared to discuss Board materials, and 2) attendance. He also shared highlights of results of the Self-Evaluation Form, including four "feel good" comments.

Separately, Karen thanked Ken Mifflin for all of this hard work on the Board..

Nominating Report- Anne Sherrerd, Chair

Anne informed the Board that the Advisory Board slate has been completed, and she then shared Lisa Baird's Bio. The Advisory Board will be voted on next week. Anne then shared the New Board Member Bios with the Board Members to refresh them. Training for the Board Members will be held in February and March. She thanked Board members who had volunteered to be mentors: Donna Byrnes, Richard Porter, Erin McCall, Jill Weiner, and Nancy Weissler.

Anne then reviewed the 2017/18 Nominating Committee Slate: Anne, Karen Chaplin, John Cooper, Bill Finger, Karen Keegan, Erin McCall, Jon Newman and Brook Urban.

Karen then explained that next week the complete Board Slate for 2017 will be presented.

Ken Mifflin then presented updates on Direct Impact Planning. He mentioned there was good progress but it's been a lot of work to get meetings. The events from the 10th have been successful with prospects. Ken asked that those Board members who are considering supporting DIP please let the Team know of their intent. Ken will continue to help lead Direct Impact after he retires from the Board.

Karen asked the Board if they would like to convene an Executive Session. She explained that the Board will definitely have an Executive Session in February. They will give David Rabin an Annual Review close to his hire anniversary date.

Marie and Anne made a motion to adjourn the meeting. Bill seconded and it passed unanimously. The meeting was adjourned at 7:16pm.