



Board Meeting Minutes
January 28, 2016

- I. **Opening Prayer & Mission Statement** (Andy Phucas)
- II. **Explanation of Consensus Decision Making** (Sandra Gustavson), Sandra explained the differences between conducting the meetings using Robert's Rules of Order and Consensus Decision Making, (Exhibit C attached). The Co-Op meetings of the Board of Directors will be conducted in the future using the established process known as "consensus decision making".
- III. **Approval of Minutes of October 29, 2015 Board Meeting** (Andy Phucas)
The Board approved the Minutes from the October 29, 2015 meeting without any changes or omissions.
- IV. **Review of Co-Op's New Structure** (Sandra Gustavson) – (Exhibit A, attached) the function of the Church Advisory Council and the roles of the Advisory Committees were discussed. President Andy Phucas will contact all contributing churches to notify them of the upcoming Feb. 11th meeting and ask them to supply one or two representatives to attend the Church Advisory Council meetings.
- V. **Reports and Recommendations**
 - A. **Director's Report** (Linda Freund),

Linda went through the 2015 Annual Report of Churches, the Yearend Statistics, and summarized the last 15 years. Linda discussed the new interview process for the clients.

The list of Authorized Check Signers (attached), as of 1-28-2016 was distributed and bank accounts explained.

The Warming Station plan was implemented for the first time and it was well coordinated. The host site is First Christian Church of Lawrenceville.

The Holiday-Closing Schedule was discussed and is attached with the Director's Report.
 - B. **Treasurer's Report** (Sandra Gustavson) Sandra reviewed the Treasurer's Report that is prepared by Kerri Draper, and it was accepted by the Board. Sandra and Kerri together will redefine and clarify some line items under the Administrative Expenses section.
 - C. **Compensation & Staffing Committee**
 - (1) Hiring an Assistant to the Director (Linda Freund), Linda requested the hiring of an Administrative Assistant to help the Director with day to day functions at the Co-Op and to be the trainer for all new interviewers. She proposed it to be a 20 hour a week position with a starting wage of \$12.00 per hour. After a 3 month probation period and review, the wage would increase to \$15.00 per hour. The Board agreed to her recommendation and the room shook with affirmation.

(2) Status of Faith Community Nurse position- The Co-Op is searching for a new Faith Community Nurse and it is through Gwinnett Medical Center that the position is being advertised. It is a 20 hour per week position.

(3) Need for Personnel Policy- Linda discussed the need to have such a policy in place for confidentiality concerns. The Compensation and Staffing Committee will draw up the new Personnel Policy with the Confidentiality concerns addressed.

Linda is also looking for someone to review the Co-Op's Insurance Policy as it is up for renewal, possibly someone on the Finance and Audit Committee.

VI. Discussion Topics

A. Plan for first meeting of Church Advisory Council (Andy Phucas) - Andy will contact the churches. Sandra passed out Appendix 2 of the Final Report of The 2014-15 Discernment Committee's Focus of the Proposed Church Advisory Council, (attached), as a guide for the meetings. The Council is to include the Supporting Church's representatives and members that volunteer at the Co-Op.

B. Expected 2016 fundraising events (if any) requiring Board approval -(Linda Freund) The Co-Op does not have any fundraising activities scheduled for 2016 that would need Board approval. The Co-Op would only be beneficiaries of fundraisers from other organizations.

C. Status of lifetime maximum for client assistance (Linda Freund) – Linda suggests that the lifetime maximum of \$500 remains the same along with the exception that under Linda's discretion it be increased for certain situations and the Board agreed.

D. Designate conveners for committees (Sandra Gustavson), (Exhibit A, attached) – Sandra discussed the need for conveners for the Advisory Committees, and the Board agreed.

They are as follows:

Program Committee- Sandra Webb

Governance Committee- Sandra Gustavson

Finance and Audit Committee- Sandra Gustavson

Compensation and Staffing Committee- Elaine Schwartz

E. Review proposals approved in 2015 with expected action in 2016 (Sandra G.)

(1) Develop job description for Director-pushed to the January 2017 Meeting.

(2) Reorganize financial reports regarding funding sources will be completed by Sandra Gustavson and Kerry Draper.

F. Existing policies to be revised / new policies to be developed (Sandra Gustavson), (Exhibit D, attached). Sandra discussed potential Policy Projects during 2016. The Board requested that the Program Committee discuss desired features in a privacy policy and a disaster response policy. If desired by the Program Committee, the Governance Committee can construct the actual wording for the proposed policy .

G. Board meeting logistics (Sandra Gustavson), Sandra discussed with the Board the following recommendations and the Board agreed:

1. Send out agenda ahead of time
2. A password protected page on the Co-Op's website for Board handouts
3. A Follow-up Task List
4. Rotate opening and closing prayers (Sandra will propose a schedule)

H. Other – Elaine Schwartz discussed using Constant Contact for a possible newsletter.

Social Media, Facebook, the use of technology was also discussed by the Board and it will be brought to the Church Advisory Council for further discussion.

VII. Meetings & Tasks for 2016 – EXHIBIT B (attached), the handout was reviewed by the Board.

VIII. Closing Prayer (Sandra Webb) The meeting was adjourned at 9:14 PM

IX. Board Meeting Sign-In Sheet (attached)

Respectfully submitted,
Elbie Ancona
Board Secretary

Co-Op Task – To Do List From the 1-28-2016 Board Meeting

- President Andy Phucas will contact all contributing churches to notify them of the upcoming Feb. 11th meeting and ask them to supply one or two representatives to attend the Church Advisory Council meetings.
- Sandra Gustavson and Kerri Draper together will redefine and clarify some line items under the Administrative Expenses section.
- Reorganize financial reports regarding funding sources will be completed by Sandra Gustavson and Kerri Draper.
- The Compensation and Staffing Committee will draw up the new Personnel Policy with Confidentiality concerns addressed. Target completion date is the Spring Board meeting (April 28)
- Linda Freund is looking for someone to review the Co-Op's Insurance Policy as it is up for renewal, possibly someone on the Finance and Audit Committee.
- The Finance and Audit Committee, in consultation with Linda, is to propose a 2016-17 budget at the April 28th Board meeting.
- The Program Committee will discuss and recommend features of two new potential policies on the following topics: (1) Privacy and (2) Disaster Response.
- Sandra will put together a schedule for the sharing of opening prayer and closing prayer responsibilities at each Board meeting.
- The Compensation and Staffing Committee, in consultation with Linda, will formulate a proposed job description for the Executive Director, for consideration at the January 2017 Board meeting.

EXHIBIT A

Board of Directors – Responsible for approving overall priorities, developing policies as needed, and overseeing operating procedures. Officers are elected annually.

Position on Board	Name	Length of 1 st Term on Board	Last Year of 1 st Term
President	Andy Phucas	3 years	2018
Vice President	Lynn Torak	3 years	2018
Secretary	Elbie Ancona	2 years	2017
Treasurer	Sandra Gustavson	1 year	2016
Board Member	Sandra Webb	3 years	2018
Board Member	Elaine Schwartz	2 years	2017
Board Member	Mary Brooks	2 years	2017
Board Member	Rod Baker	1 year	2016
Board Member	VACANT	1 year	2016

Church Advisory Council – Purpose is to discuss and make recommendations to the Board about improving communication and connections between the Cooperative and churches within the Cooperative's service area. Church Advisory Council members are the primary liaisons between their churches and the Co-Op. All welcome at meetings; Supporting Churches to be asked to send two representatives to each meeting.

Advisory Committees:

PROGRAM COMMITTEE (Rod Baker, Barbara Cabaniss, Sandra Webb, Mary Brooks, Andy Phucas) – Works with Executive Director to develop proposed policies concerning client services, including policies regarding volunteers, for final approval by the Board

GOVERNANCE COMMITTEE (Sandra Gustavson, Andy Phucas, Lynn Torak) - (1) Serves as the Board's nominating committee to recruit and recommend new members of the Board and to recommend an annual slate of Officers; (2) Reviews the definition of a Supporting Church and recommends changes as needed; (3) Develop proposed amendments to the bylaws and continuing resolutions as needed; and (4) Maintains records of Board members' terms and committee service.

FINANCE & AUDIT COMMITTEE (Sandra Gustavson, Glyn Richards, Jay White, Hank Hankins) – (1) Develops annual budget proposal; (2) Provides oversight for handling of receipts, disbursements, and investments; and (3) Recommends and serves as Board's liaison with external auditors / reviewers.

COMPENSATION & STAFFING COMMITTEE (Andy Phucas, Sandra Webb, Elaine Schwartz, Sandra Gustavson) – (1) Recommend periodic changes to staff compensation; (2) Provide leadership when staffing changes are anticipated; (3) Annually review staff job descriptions and recommend updates as needed; and (4) Annually review any existing leadership succession plans and recommend updates as needed.

EXHIBIT B
2016 Meeting & Task Schedule

Meeting / Task	Who is Responsible (if known)	Meeting Date or Deadline for Completion
Board meeting	--	Jan. 28
Conflict of Interest forms to be signed	Each member of Board	Jan. 28
Church Advisory Council meeting	--	Feb. 11
Develop 2016 budget proposal	Finance & Audit Committee; Linda	Apr. 28 Board meeting
Develop proposed personnel policy	Compensation & Staffing Committee; Linda	Apr. 28 Board meeting
Board meeting	--	Apr. 28
Board meeting	--	July 28
Church Advisory Council meeting	--	To be determined
Nominations for Board & officer positions	Governance Committee	Oct. 27
Staff raise recommendations	Compensation & Staffing Committee	Oct. 27
Board meeting	--	Oct. 27

EXHIBIT C

Consensus Decision Making

Section 8.10 of Co-Op Bylaws:

ROBERT'S RULES OF ORDER, Revised shall govern all meetings of the Board of Directors when not inconsistent with these bylaws and when a necessary decision cannot be made in any other manner. Whenever possible, Board meetings will be conducted using the established process known as "consensus decision making."

Taken from consensusdecisionmaking.org:

Consensus decision making is a process used by groups seeking to generate widespread levels of participation and agreement. It is an alternative to Robert's Rule of Order, where the goal is to structure debate and passage of proposals that win approval through majority vote. Characteristics of consensus decision making include:

- **Inclusive & Participatory** - All group members are included and encouraged to participate, and the needs of all stakeholders affected by a decision are included in the deliberations.
- **Agreement Seeking** - Groups using a consensus process strive for the full agreement of all participants.
- **Collaborative** - All members of the group contribute to a shared proposal and shape it into a decision that meets all the concerns of group members as much as possible. Consensus is distinctly different from an adversarial process wherein participants compete for the group's support, and the concerns of the losing parties are not addressed by the winning proposal.
- **Whole Group Thinking** - Participants are encouraged to voice their personal perspectives fully, so that the group benefits from hearing all points of view. But consensus participants are also expected to pay attention to the needs of the whole group. Ultimately, in consensus, personal preferences are less important than a broader understanding of how to work together to help the group succeed.

How Co-Op Board Meetings will be Different with this Process:

- Voting is a "last resort" if we cannot reach consensus about a question or proposal.
- Motions (and seconds) are the exception, rather than the rule.
- Board meeting minutes can simply report "The Board agreed to"
- Board President will guide discussions so that everyone has an opportunity to speak if he/she wants to.
- During discussion, anyone can suggest that a consensus has been reached. If there is disagreement, then we keep talking.

Exhibit D
Policies of the Lawrenceville Co-Op

Existing Policies Approved by the Board and Posted on the Co-Op's Website:

Accountable Reimbursement Plan (2008)

Record Retention Policy (2009; amended 2015)

Health Emergency Contingency Policy (2009)

Conflict of Interest Policy (2010)

Whistleblower Policy (2011)

Gift Acceptance Policy (2012)

Fundraising Events Policy (2015)

Potential Policy Projects During 2016:

1. Personnel Policy
2. Privacy Policy (for clients, volunteers, and staff)
3. Disaster Response Policy