

**CACHE BOARD OF DIRECTORS
BOARD MEETING MINUTES**

Tuesday, July 16th, 2013

63 South Main St.

Board Room, 2nd Floor

Liberty, NY 12754

Board of Director Meeting called to order at 8:10am by **Sister Kevin John Shields, OP, Vice Chairperson**. The meeting was held at the following location; 63 South Main Street, 2ND Floor, Liberty NY 12754.

Board Members Present:

Rosa Mason

Esther Harris

Jesse Hinton

Sister Kevin John Shields, OP

Charles Olsen, Jr.

Anita Parkhurst

Members Absent:

Anthony Valle

Others Present:

Gladys Walker, Executive Director of C.A.C.H.E

Kim Ramos, Fiscal Officer for C.A.C.H.E

Josephine Finn, Attorney for C.A.C.H.E

Walter Stein, Director of Family Development for C.A.C.H.E

Demi Cruz, Fiscal Administrative Assistant for C.A.C.H.E

Yuling Tang Brown, Bookkeeper for C.A.C.H.E

Veronica Cruz, Director NYS Department of State Division of Community Services via Speaker Phone

Allison Latin, CSBG Program Analyst via Speaker Phone

Documents distributed and reviewed during Board Meeting:

Exhibit A-Board Meeting Minutes for May 21, 2013

Exhibit B-Board of Directors Annual Statement of Commitment

Exhibit C1-Balance Sheet

Exhibit C2-CACHE Budget Sheet

Exhibit C3-Line of Credit

Exhibit C4-Tax Calendar

Exhibit D- Kimberly Ramos Letter of Resignation

Exhibit E-Executive Finance Committee Meeting Minutes for 7/15/2013

Exhibit F-Community Services Block Grant, Program Project Review

New Business:

Allison Lattin, CSBG Program Analyst, along with Veronica Cruz, Director of NYS Department of State, Division of Community Services, joined the Board Meeting via phone conference to discuss transitional planning and changes regarding the allocation of funds for specific services rendered. Ms. Lattin spoke of the key positions that will soon be opening at the C.A.C.H.E agency. Ms. Latin explained that she wished to ensure the organizations continued success by bringing in the best qualified personnel into the roles of Executive Director and Fiscal Officer. Ms. Lattin also spoke to the Board regarding the 2013 contract amendment regarding the C.A.C.H.E Attorney retainer costs. Ms. Lattin informed the Board that effective the new contract year for 2014, funds will no longer be provided for the retainer fee for the C.A.C.H.E. Attorney. Ms. Latin further clarified that funding will be provided for the Attorney for specific work that is related to CSBG but not towards the retainer fee for that role. Ms. Walker, Executive Director of C.A.C.H.E informed Ms. Latin that the Board will review together what was discussed and will contact Ms. Latin if there are any questions or concerns noted at a later time. Ms. Latin agreed.

Ms. Cruz addressed the Board and recommended contacting the New York State Community Action Association (NYSCAA) to help seek an appropriate candidate through succession planning and to address any questions from the Board pertaining to the vacant position of Executive Director upon Ms. Walker's departure. Ms. Walker informed Ms. Cruz that the C.A.C.H.E agency has an established relationship with NYSCAA as their support had been sought in the past. Ms. Cruz and Ms. Walker further discussed the role of the C.A.C.H.E Attorney. Ms. Cruz made mention of possible misinterpretation regarding the family relationship between the current C.A.C.H.E Attorney and Executive Director. Ms. Walker reminded both Ms. Cruz and Ms. Lattin (as it had been discussed previously to meeting) that she would not be part of the Boards discussion pertaining to the continuous role of the C.A.C.H.E Attorney. Ms. Walker further reiterated to both Ms. Latin and Ms. Cruz that the initial hiring of the Attorney (as a consultant) took place prior to her employment in the role of Executive Director of C.A.C.H.E. Ms. Walker had been absent from the agency for approximately 11 years. During that time, C.A.C.H.E Attorney, Josephine Finn was hired as the agency's consultant. Board Chairperson, Rosa Mason, also spoke to this fact with Ms. Lattin and Ms. Cruz verifying Ms. Walker's testimony, as she was present for the hiring of Attorney Josephine Finn. Chairperson of the Board, Rosa Mason also informed Ms. Latin and Ms. Cruz that prior to the hire of Attorney Josephine Finn, Ms. Finn volunteered her services to the agency for many years. Ms. Cruz presented a question to the Board pertaining to the Attorney's services provided to C.A.C.H.E. Ms. Walker informed Ms. Cruz that a copy of the Attorney's contract with details provided within the appendix is on file in the agency. Fiscal Officer, Kim Ramos also addressed the Board, Ms. Cruz and Ms. Latin and explained that moving forward the agency will budget for legal services with the understanding that as invoices are submitted, a value amount will be affixed to the services rendered relating to CSBG. Ms. Cruz acknowledged this and agreed that the agency can budget for any services they wish for.

CACHE Attorney, Josephine Finn, spoke directly to Veronica Cruz, Director NYS Department of State, Division of Community Services and Allison Lattin, CSBG Program Analyst, regarding her position and responsibilities that has been inherited since her arrival to CACHE.

Committee Reports:

Executive Finance Committee-Meeting Minutes for 7/15/2013 distributed and reviewed (*Exhibit E*). Presentation to the Board provided by Esther Harris, Board Treasurer (who met with Executive Director Gladys Walker and Fiscal Officer Kimberly Ramos on 7/15/2013). Noted within the report given; CSBG Funds were decreased from \$221,000.00 to \$207,000.00 which lead to expense adjustments (*Contractor Expenses, Training and Fiscal Administrator Assistant is no longer a full time position*). Discussed during a previous meeting, Weatherization funds decreased from \$374,122.00 to \$250,000.00. Current contract is \$1,460,037.24. Line of credit has been reduced from \$50,000.00 to \$1,250.00. Fiscal Officer, Kimberly Ramos' letter of resignation (*Exhibit D*) presented to the Board. Letter read aloud by Vice Chairperson, Sister Kevin John Shields, OP. to Board Members. Esther Harris reported to the Board that Fiscal Officer Ramos is currently training Yuling Tang Brown, Bookkeeper for CACHE and Demi Cruz, Fiscal Administrative Assistant for CAC.HE. Both employees will be handling all fiscal matters until a permanent Fiscal Officer is hired. Also noted, to assist with this training will be CFO for hire and NYSCA. Vice Chairperson, Sister Kevin John Shields, OP entertained a motion to accept the Executive Finance Committee Report, including letter of resignation from Fiscal Officer, Kimberly Ramos. Motion moved by Anita Parkhurst, and 2nd by Charles Olsen, Jr. All Board Members approved (6/6). None opposed. Motion carried.

Personnel Committee-Assign committee to schedule meeting to review revised job description and evaluate director at next scheduled Board Meeting
Board Development/Planning Committee

1. CACHE Strategic Plan 2012-2014
2. Vice Chairperson, Sister Kevin John Shields, OP entertained motion to re-seat Charles Olsen, Jr. in the low income sector for a term beginning 3/2013 and ending 3/2016 retroactively. Motion moved by Anita Parkhurst, and 2nd by Esther Harris. All Board Members approved (6/6). None opposed. Motion carried.
3. Invitation to Amy Kristt to serve on the Private Sector of the Board of Directors and representing business has been postponed for a later Board Meeting date.

BYLAW ADHOC Committee Report: Committee report provided by Sister Kevin John Shields, OP. Noted within the report; BYLAW revisions are almost complete. Final revisions will be sent to Board Members prior to requesting Special Meeting to finalize and approve revisions to BYLAWS after review by CACHE Attorney, Josephine Finn.

Approval of Minutes: May 21st, 2013 (*Exhibit A*)

May 21st, 2013 Board Meeting minutes distributed and reviewed by present Board Members. There were no issues or concerns noted within the minutes. Vice Chairperson, Sister Kevin John Shields, OP entertained motion to accept the Board Meeting minutes for May 21st, 2013. Motion moved by Anita Parkhurst, and 2nd by Rosa Mason. All Board Members approved (6/6). None opposed. Motion carried.

Executive Director's Report

Community Service Block Grant, Program Project Review for the period ending June 30, 2013 (*Exhibit F*). Report distributed to present Board Members for review. Executive Director, Gladys Walker provided report. Noted within the report; CSBG's six Goals/Regulations reviewed amongst Board Members. Board Members advised of upcoming training regarding the regulations in September of 2013.

Vice Chairperson, Sister Kevin John Shields, OP entertained motion to accept the Community Service Block Grant, Program Project Review for the period ending June 30, 2013. Motion moved by Rosa Mason, and 2nd by Esther Harris. All Board Members approved (6/6). None opposed. Motion carried.

New Business:

Robyn Gerry, former CACHE Board Member, will be invited to next Board Meeting to discuss donated website. Karen Fisher & Anne Dubrovsky of FisherMears, Advertising Agency will be invited to next Board Meeting.

Community Concerns:

There were no community concerns.

Communications Received:

There were no communications received

Vice Chairperson, Sister Kevin John Shields, OP entertained motion to the Board to ratify taking agenda out of order due to accommodating conference call with Veronica Cruz, Director NYS Department of State Division of Community Services, and Allison Latin, CSBG Program Analyst. Motion moved by Charles Olsen, 2nd by Esther Harris. All Board Members approved (6/6). None opposed. Motion carried.

Annual Statement of Commitment provided to Board Members for review and acknowledgment by signature (*Exhibit B*). Executive Gladys Walker has also requested that all Board Members submit updated resumes.

Presentation of Fiscal Package:

Kimberly Ramos, Fiscal Officer presented Agency Wide Budget, Individual Department Budgets, Balance Sheet for period ending 5/31/13, Line of Credit Reconciliation, and CACHE Tax Calendar for 2013 (*Exhibits C1, C2, C3, and C4*). Vice Chairperson, Sister Kevin John Shields entertained motion to accept Presentation of the Fiscal Package.

Motion moved by Charles Olsen and 2nd by Sister Kevin John Shields, OP. All Board Members approved. None opposed. Motion carried.

Other:

No additional information was provided.

Executive Session:

Vice Chairperson, Sister Kevin John Shields, OP entertained motion to enter into executive session to discuss pending litigation. Motion moved by Anita Parkhurst, and 2nd by Charles Olsen, Jr. All Board Members approved. None opposed. Motion carried at 9:14am.

Executive session ended at 9:42am.

Motion to adjourn at 9:47am Moved by Charles Olden, 2nd by Jesse Hinton. None opposed. Motion Carried.