**AGING & DISABILITY RESOURCE CENTER OF THE NORTHWOODS**

**BOARD OF DIRECTORS**

**Friday, June 15, 2018 – 12:00 Noon**

**300A South Lake Avenue, Crandon, WI 54520**

**Members Present:** Ackley,Bix; Dubiak; Kressin, Lemke, Millan, Price, Tallier, Tuckwell

**Members Absent:** Cushing (excused), Gresser (excused), Hammer (excused), Pemma (NOTE: There are two vacancies on the Board of Directors.)

**Call Meeting to Order:** Chair Millan called the meeting to order at 12:00 Noon. Also present were Terese Poe, Regional Manager, Aging & Disability Resource Center of the Northwoods (ADRC-NW); Melissa McLaughlin, CPA, WIPFLI LLP; Angela Beauchaine, Financial Services Supervisor, Oneida County Social Services; Joel Gottsacker, Assistant Director, Oneida County Department on Aging.

**Public Comment & Introductions:** Introductions were made.

**Approval of the Agenda:** Dubiak moved to approve the agenda with twenty items; Tuckwell seconded. All Ayes. Motion Carried.

**Approval of May 4, 2018 Board of Director Minutes:** Dubiak moved to approve the minutes of the May 4, 2018 Board of Directors meeting; Kressin seconded. All Ayes. Motion Carried.

**Financial Statements – April 2018:** The ADRC-NW is currently projected to be slightly over budget, but it is still early in the year. The Workers Comp audit was just completed and the premium adjusted upward. Therefore, that line item will be overspent by about $1,000; and that is because of the addition of new employees (Forest Count) as of January 1, 2018. The Employee Auto Expense line item is currently high as well.

**Time Reporting – April 2018:** The Time Report capture rate was 48.30% for the month of April and 44.23% year-to-date. That is more than enough to cover the 2018 budget which was predicated on a 40% capture rate.

**Audit of Payments/Line Item Transfers – April 2018:** After review, Price moved to approve the April 2018 Transaction Activity Report in the amount of $128,087.31 and to accept the April 2018 Revenue/Expense Report and place it on file subject to audit. Dubiak seconded. All Ayes. Motion Carried.

**Approval of Letter of Engagement RE: WIPFLI Fiscal Agent Services:** This letter is very similar to the letter of engagement that was approved previously. However, WIPFLI has been doing the ADRC-NW payroll under a separate letter that does not include the Fiscal Agent services. This letter is designed to cover those Fiscal Agent services which will now begin in July 2018 and cost $1,475/month. Tuckwell moved to approve the Letter of Engagement for WIPFLI as Fiscal Agent; Bix seconded. All Ayes. Motion Carried.

**Approval of Credit Card Policy:** After discussion, Tuckwell moved to delete the following item under Card Holder Responsibilities of the Credit Card Policy, “The ADRC-NW is a tax-exempt agency. Therefore, employees are not reimbursed for any sales tax incurred. Any sales tax charged will be treated as a personal charge and deducted from employee’s pay”. Kressin seconded. All Ayes. Motion Carried.

**Approval of Changes to Employee Handbook – Unpaid Leave:** Ackley moved to approve the following changes to the Employee Handbook: 1) add “Employees must have exhausted all paid leave before an unpaid leave will be granted. Once an employee goes on unpaid leave, that employee will be billed for all benefits. Employees are expected to pay for these benefits in a timely manner or risk losing the benefit”; 2) add “During unpaid leave, employees will not accrue benefits”; 3) eliminate “Accrued vacation, personal days, and sick time may be used during the period of unpaid medical/parental leave to provide income for the employee during the leave time”. Kressin seconded. All Ayes. Motion Carried.

**Amendment of Bylaws – Discussion and possible action regarding a proposed amendment to the Bylaws of the ADRC-NW to create Absentee Board Member status for Board Members who have two or more unexcused absences from scheduled Board Meetings.** Poe worked with our attorney on this amendment to ensure that we can establish a quorum for our meetings. After discussion, Kressin moved to amend the Bylaws of the ADRC-NW to include the following, “Because of the importance of the ADRC-NW to the community, and because of the importance of informed decisions by the ADRC-NW Board, it is vital that the ADRC-NW Board is not prevented from conducting its necessary business due to any Board Member who repeatedly fails to attend Board meetings. For this reason, two consecutive unexcused absences will result in the Board Member being deemed an Absentee Board Member. Any Board Member deemed to be an Absentee Board Member will not be counted for the purpose of having a quorum in order to ensure that the Board meeting may proceed and the necessary business of the Board may be conducted at each monthly meeting. An unexcused absence is an absence that was not prescheduled or previously communicated to the ADRC-NW Regional Manager or the Board Secretary. An Absentee Board Member may be removed from the Board by a two-thirds (2/3) vote of the Board Members present, upon proper notice.” Price seconded. All Ayes. Motion carried.

**Amendment of Bylaws - Discussion and possible action regarding a proposed amendment to the Bylaws of the ADRC-NW to provide for per diem compensation to Board Members who attend a Board Meeting where no action is taken due to a quorum not being present.** Kressin moved to approve the following amendment to the ADRC-NW Bylaws, “In the event a quorum is not present for a scheduled meeting of the ADRC-NW Board of Directors or one of its committees, members present will be entitled to a per diem at the regular rate and travel expense reimbursement.” Ackley seconded. All Ayes. Motion Carried.

**Resignation of a Disability Benefit Specialist:** The Disability Benefit Specialist in Taylor County is resigning effective June 13 to assume a position elsewhere. Poe will undertake advertising, both internal and external, to generate applications for the position. This is a 0.6 position. Poe stated that training for the position usually takes 3-6 months.

**ADRC Staffing – Rhinelander Office:** All satellite offices except Oneida County have no more than two I & A Specialists; Oneida County has three. Most of the employees will take vacations and/or use comp time that was accrued due to the changeover to Family Care during the summer months. Gottsacker added that in addition to vacations, it was requested by Terese and the DBS program attorney to triage DBS cases through the I&A staff to lessen the DBS’s high caseload. This will potentially increase his I&A staff’s workload. Gottsacker is asking at one of the part-time I & A Specialists be made full-time so that that person can fill in for Oneida County I & A Specialists on vacation. Bix moved to have Ann Erfurth go to full-time status if she is willing to handle the extra workload with the extra payroll to be covered by carryover funding; Kressin seconded. All Ayes. Motion Carried.

**Report from Executive/Personnel Committee on evaluation of the Regional Manager:** This item was tabled by the Executive/Personnel Committee and thus is not available for review at this time.

**Restructuring Update:** Oneida County will have their conference call with the state to discuss their application on June 21, and Vilas will have theirs on June 29. The tribal governments in the ADRC-NW should know more about their situation by the end of June and will make a decision sometime later.

**Regional Manager Updates:** 1) Poe is still working on the MOUs and MOAs. 2) RMM is developing a quote on the cost of moving the IT from Rhinelander to Crandon. 3) The ADRC-NW purchased a new shredder for Taylor County. 4) Vilas County has 68 on their waitlist with 9 pending; Taylor has 29 with 8 pending; Forest has 33 with 8 pending; and Oneida has 66 with 34 pending. 5) The 2017 Change Project has been approved, but the 2018 Project is still pending. 6) David Albino from the State of Wisconsin Department of Health Services will be doing a three-hour training with WIPFLI for Fiscal Agent duties. 7) Oneida County has received its 60-day notice that we will no longer need their services for Fiscal Agent. 8) The Continuing Skills training has been completed by all employees. Results should be available soon. 9) Poe will be on vacation from August 1 through August 5.

**Letters & Communications:** Resignation letters from Holly Steinman, Disability Benefit Specialist, and Gloria Cobb, ADRC-NW Board of Directors.

**Future Agenda Items:** As needed.

**Adjournment:** The next meeting of the Aging & Disability Resource Center of the Northwoods will be Friday, July 13, 2018 in Rhinelander.With no further business, Bix moved to adjourn; Dubiak seconded. All Ayes. The meeting was adjourned at 12:33 P.M.

**Handouts:** Minutes of the May 4, 2018 Board of Directors meeting; April 2018 Revenue/Expense Report; April 2018 Time Report; 2017-2018 ADRC Federal & State GPR Revenue Comparison; April 2018 Transaction Activity Report; Letter of Engagement with WIPFLI LLP; proposed change to ADRC-NW Credit Card Policy; proposed changes to Employee Handbook; proposed changes to ADRC-NW bylaws.