**CDS Board of Directors Minutes**

January 12, 2023 at 8:32 AM

Attending Board Members: Tommy Lane, Daniel Crapps, Richard Mankin, Frank Williams, Reggie Williams, Kandra Albury (upon election), Becky Hunt Veita Jackson-Carter, Debra Kinman-Ford, Jason Shaw, Christopher Stokes, Robert Thomas

Attending Staff: Phil Kabler, Cindy Starling

**Quorum check:**

A quorum was present.

**Action item - Agenda:**

Motion to adopt by R. Mankin, second by D. Kinman-Ford, unanimous approval.

**Action item - Ratification of November 10, 2022 Board Meeting actions (including October 13, 2022 Board Meeting Minutes) due to lack of quorum:**

Motion to ratify/approve by R. Mankin, second by D. Kinman-Ford, unanimous approval.

**Action item - November 10, 2022 Board Meeting Minutes:**

Motion to approve by R. Thomas, second by B. Hunt, unanimous approval. Going forward adoption of meeting Agendas, approval of Meeting Minutes, and similar administrative matters will be listed as Consent Agenda items requiring a single vote of the Board.

**Action item - Confirmation of all Board Members/Officers to original dates of appointment to clarify corporate records:**

Motion to approve by R. Thomas, second by B. Hunt, unanimous approval.

**Action item - New Board Members – Kandra Albury, Brian Scarborough:**

Kandra Albury and Brian Scarborough’s Board of Directors applications were included with the meeting materials packet. Motion to elect K. Albury and B. Scarborough as Directors by D. Kinman-Ford, second by R. Williams, unanimous approval. President Lane welcomed the new Directors.

**Report - Future Board/Committee meetings:**

President Lane noted the meetings listed on the Agenda.

**Report - Annual Reports of President and Treasurer:**

The President’s Annual Report was included with the meeting materials packet. The Treasurer’s Annual Report was comprised of the Financial Reports and CPA Audit Report (link) included with the meeting materials packet.

**Report - Budget & Finance update:**

P. Kabler presented the November 2022 Statements with Notes. President Lane noted no motion is necessary related to this report.

**Report - CPA Audit:**

P. Kabler reported that a ‘clean’ FY 2021-2022 Audit was received, with a notation of a ‘significant deficiency identified that is not considered to be material weakness’ related to the booking of DJJ draw-down payments related to the new Interface Youth Shelter, and CDS’ objection to that notation due to CDS’ following the Auditors’ prior year advice. The Report was included with the meeting materials packet (link).

**Report - CPA Audit Request for Proposals:**

P. Kabler reported that a Request for Proposals has been prepared, to be issued in February. President Lane noted that it is appropriate for this RFP to be issued.

**Report - Comptroller Search:**

P. Kabler reported that several candidates have been interviewed, with second interviews to follow the Board Meeting.

**Report – Independent Contractor Grant Writer:**

P. Kabler reported that Amy Wagner been engaged as an independent contractor Grant Writer. Her initial projects involve the upcoming Basic Center Grant renewal, National School Lunch Program, Bank of America grant, and grants for replacement vans and Interface Youth Shelter – Lake City fence.

**Report - Deficit reduction activities:**

P. Kabler reported on activities taken to-date (e.g., eliminated positions through attrition, possible other position cuts, termination of Yellow Pages placements, change of cellphone group plan, plus ongoing overtime review/management, purchase order review/ management/rejection when-appropriate, and one-week lagging weekly cash management reports).

**Report - CINS/FINS deliverables**:

C. Starling-Hersey reported that our November FY 2022-2022 year-to-date CINS/FINS report card was 100%. One-week lagging performance data reports are reviewed, with potentially problematic issues attended to proactively. October and November 2022 Program Reports were was included with the meeting materials packet.

**Report - Contracts signed:**

P. Kabler reported that the following contracts were recently signed: LSF Amendment 110; WUFT-TV Greater Good Underwriter Agreement.

**Report - Grant Applications:**

P. Kabler reported the status of the following grant application: United Way of Suwanee Valley Mini-Grant (Interface Youth Program – Lake City; $5,000).

**Report - New IYP-C shelter update:**

P. Kabler reported that: (1) the project is in the permitting phase, with ground-breaking to occur in March or April; (2) $1.5MM appropriations requests were submitted to Representative Chuck Clemons and Senator Keith Perry; (3) he presented to the Alachua County Legislative Delegation about (a) the shelter status and (b) current and future years CINS/FINS funding (led by the Florida Network of Youth and Family Services); (4) Bivens is being appraised for possible sale or mortgage (e.g., 5-year interest-only bridge loan); (5) the ground-breaking referenced in (1) above with a coordinating public event (in collaboration with the Greater Gainesville Chamber of Commerce). Bi-weekly construction update calls are being held.

**Report - Rebranding Ribbon-Cutting (February 28, 2023, 1:00p, Bivens):**

P. Kabler report that this public event is being coordinated with the Greater Gainesville Chamber. President Lane requested that all Board Members attend.

**Action item - Jim Pearce Independent Contractor Consulting Agreement:**

P. Kabler reported that Jim Pearce’s Independent Contractor agreement ended December 31, 2022. A number of initial consulting areas have been identified (e.g., legislative affairs (not as a lobbyist); CASF/CDS corporate and Board of Directors/committee matters; CARF accreditation; QI compliance; provider audits; the new Interface Youth Program shelter in-development; organization of the Third Circuit SNAP program. Motion to approve the Independent Contractor Consulting agreement by D. Crapps, second by V. Carter-Jackson, discussion by the Board (e.g., compensation), unanimous approval.

**Action item – 2023 Florida Annual Report:**

P. Kabler reported that it is time to file CDS’ Annual Report with the Florida Department of State – Division of Corporations. Motion to authorize filing the Annual Report by R. Thomas, second by J. Shaw, unanimous approval.

**Action item – Form Standing Development Committee, appoint Committee Chair:**

P. Kabler reported that it is timely for CDS to form a Standing Development Committee. President Lane stated that the Committee should endeavor to become a peer with other leading Gainesville peer non-profits, with the establishment of path to ancillary private fundraising to commence during the first year. Motion to form the Committee by R. Williams, second by D. Kinman-Ford, unanimous approval. D. Kinman-Ford volunteered to chair the Committee, and President Lane make that appointment.

**Action item – Appoint Committee Members/Chairs:**

Action was deferred to the February Board Meeting. President Lane requested P. Kabler to issue a committee membership survey to the Board Members, with appointment to be made from that list, and other approvals to be made by President Lane.

**Action item – Introduce updated Employee Handbook:**

The draft updated Employee Handbook was included with the meeting materials packet (link) for review by the Board Members, and approval during the February Board Meeting. The Handbook contains CDS’ retained employment lawyer’s input.

The meeting adjourned at 9:15 AM.