

Board of Directors of Newcap, Inc.

Thursday June 13, 2019 Tundra Lodge, Green Bay WI

Meeting called to order at 9:03 AM by Chairperson Polarek

Roll Call: Present: Polarich, Nichols, Thompson, Withers, Hoppe, Genrich, Berg, DeWitt, Johnson, Sauve, and VanPembrook

Excused: Rouse, Hoslet, Ludford, Clark, Dillinger, Duke, Brunette, Brock

Absent: Gottard, Crozier

The *Community Actions Promise* was recited.

Discussion and Approval of the Consent Agenda- **ACTION REQUIRED:** Motion to approve the Consent Agenda was made by Hoppe, seconded by Johnson, Motion passed

Governance and Nomination Committee- **ACTION REQUIRED:**

New Board Member recommendations were made. The nominees are Carrie Rouse, Private member from Brown County, Tina Duke, Private member from Marinette County, and Debra Ludford, Private member from Shawano County. In answer to a question from Sauve, background checks are not conducted on potential Board members. A motion was made by Hoppe, seconded by DeWitt to approve the new Board Nominees, Motion carried.

By-Laws Amendments:

Motion made to change the maximum number of Board seats from 30 to 33 Board members by Johnson, seconded by Dewitt. Motion passed.

A motion was made to Change the "Parliamentary Procedure" from *Roberts Rules of Order* to *Democratic Rules of Order* by Thompson, seconded by Johnson. The motion was not voted on. Another motion was made by Sauve and seconded by Hoppe to postpone this action until the August BOD meeting to allow members to read the document and be prepared to discuss and vote. A copy of the *Democratic Rules of Order* will be made to the absent members to have them read and be prepared for the vote.

Chairperson Polarek reported a clarification that a quorum is only required on the Executive Committee, and not on the other committees as they are only advisory.

Personnel Committee – C.E.O. 2019 Evaluation- **ACTION REQUIRED:** - The completed evaluation of the CEO was discussed and the Personnel Committee has recommended a 3% raise for the CEO and a 1% bonus on new money, retroactive to January 1, 2019. The committee discussed they had reviewed the WISCAP triennial Compensation & Benefits study from 2018 to ascertain if our pay range was in line with the other CAA's in the state, especially those similar in size and programming to Newcap. Our CEO pay is comparatively a bit below mid-range, but our CEO has committed to accepting the same percentage as available to her staff. A motion was made by Berg and seconded by Genrich, motion was passed.

Financials Updates: The deficit/reimbursement situations in the respective programs was discussed. It was made note of the good position of the clinics, as other CAP agencies are closing their clinic facilities

in other areas of the State. A motion to accept the April, 2019 financials and place them on file by Johnson, seconded by Berg, motion passed.

A motion was made to adjourn the board meeting by Thompson, seconded by DeWitt, motion carried. Meeting was adjourned a 9:31 AM.