Minutes of Board meeting, Annual Meeting - Newcap, Inc. Board of Directors

Regular Meeting-CALL IN MEETING—Weather issue

December 12 2019

Newcap, Inc, held as Zoom call in. 1540 Capital Dr. Green Bay, WI

1. **CALL TO ORDER:** Meeting was called to order at 12:20 by Russel B.,
2. **ROLL CALL:**

**Present:**  Larry Berg, Patricia DeWitt, Gene Hoppe, Diane Nichols, Doug Thompson, (Secretary), Holly Clark, Carrie Rouse, Steven Berg, Russel Brock (Vice Chairperson), Ruth Johnson,

**Guest:**

**Staff Present**: Cheryl Detrick, CEO/President, Deb Barlament, Deputy CEO/Executive Vice President of Operations, Debra Bushman, Lynn Ratzburg, Val Filz, Jaime Johnson, Cathy Hoeft, Shannon Gowan

 **Excused: , Tina Duke, Carol Feller-Gottard, Jim Genrich, Raquel Bell, Marie Dillinger, Tine Duke, Sandy Polarek, Florence Withers, Norman Shawanokasic, Yvonne Pembrook, Bob Detrick, Candy LaCount, Peggy Zielinski, Sarah Charlebois,**

**Absent: Rebecca Brunette**

MOTION was made to activate Cheryl Detrick as Board member by Doug T, second by Diane N. **Carried**

1. Recited, “The Promise of Community Action”
2. **APPROVAL OF AGENDA:** Additions were noted on Agenda; -Personnel minutes were missed, section 5d. and Budget, section 8b, will be approved in February, not at this meeting. Additions and Agenda motioned to approve by Gene H, second by Carrie R., Motion **Carried**.

1. **CONSENT AGENDA**: Motion to approve Minutes from Board Meeting (10/17/19), Governance & Nominating Committee minutes (12/4/19), and Executive Committee Meeting Minutes (12/4/19) made by Gene H, second by Larry B. **Motion carried**.
2. Governance & Nominating Committee
3. New application for Board from Norman Shawanokasic was discussed. Motion to approve by Doug T, Second by Diane N. **Motion carried.**
	1. New application from Robert Brewer was discussed. Cheryl talked about how he is now working during the day and not able to attend meetings.
	2. Will pull application until Cheryl can call him to see if he can commit to meeting-**ACTION ITEM**
4. Renew Doug T. and Russel B for 5 more years. Cheryl D moved to approve, second by Larry B. **Motion Carried**
5. Planning & Evaluation Committee
	1. Report outs handed out and discussed by Cheryl D.
		1. Jaime talked about Representative Payee
		2. Motion to approve Report outs by Gene H. second by Doug T. **Motion Carried**
	2. Presentation of 2020 Action Plan by Cheryl D.
		1. Motion to approve Gene H. Second by Larry B. **Motion Carried**
6. Finance
	1. Cathy H discussed financials.
		1. Sold building to fill weatherization hole that Newcap knew was needed.
		2. Field work for audits- In April they will come back. I more year and we will no longer be “at risk”
		3. Gene H. asked for clarification on weatherization loans and clarified long term pay back process.
		4. Motion to accept Financials and put on file by Gene H. Second by Doug T. **Motion carried**
	2. 2020 Budget- discussed. Final budget will be emailed to Board before 12/31. —**ACTION ITEM**
		1. February will formerly approve 2020 Budget

Cheryl also talked about Board retreats and committee Charters. Since we had to call in this meeting, those papers, with a return envelope, will be mailed along with Board Packet information from this meeting. —**ACTION ITEM, BOARD MEMBERS MUST COMPLETE FORMS AND RETURN BEFORE February MEETING!—Also showed gift from us to Board members—calendars with all of the meetings, Holidays, and closed day of Office**

1. Potential Conflict of Interest

Deb Barlament addressed the renewal of “Your Digital Voice” as our Marketing consultant. She described the process of the applications: The timeline, how they were ranked by a team, and asked the Board for any questions that could arise due to the possible conflict of interest.

a. Larry moved to acknowledge the completion of a formal RFP process for Marketing & Social Media Services in excess of the guidelines required based on the anticipated amount of services annually to be expensed, done in adherence with the Procurement Policy in our Financial Procedures Manual and to approve the committees’ selection of vendor.  This motion further acknowledges that a perceived conflict of interest could be viewed and in compliance with our Conflict of Interest Policy and due to the nature of the conflict, the committee advised the Board of Directors  that *Your Digital Voice* is an agency owned by the CEO’s daughter. The CEO did not participate in the selection and has not/does not administer the contract other than to provide overall marketing/social direction as well as input as to needs and priorities. and place notification on file. Carrie R. Second. Cheryl Abstained. **Motion carried**.

1. By laws handed out
	1. **NOTE**. This issue was mistakenly not addressed. They are included for your review and will be voted on at the February meeting. —**ACTION NEEDED—BOARD REVIEW BEFORE February**
2. Other Business
	1. Cheryl discussed the Community Revitalization project and their progress on that.
	2. Gene H. discussed how Shawano has a building Newcap could rent if they would like to move their Oconto office there. Cheryl will revisit this issue after the first of the year with Gene.
3. Motion to adjourn meeting at 1:45 pm by Larry b. Second by Doug T. **Motion carried.**

NEXT MEETINGS

 January 29, 2020: 10:00 Governance

 11:00 Executive

 11:30 Lunch

 12:30 Personnel

 February 13, 2020, Board Meeting

*Minutes respectfully submitted by Shannon Gowan, Executive Administrative Assistant on December 12, 2019*