

MINUTES OF THE MEETING OF THE INDIANA UNITED WAY BOARD OF DIRECTORS

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| DATE | August 31, 2022 |
| ATTENDEES | Karen Pipes, Rex Ambrose, John Niederman, Shawn Ellis, Angie Deutch, Brent Wake, Lucia Downton, Marshall Sanders, Ashley Martin, Kirk Klabunde, Tina Patton, Stephanie Crandall, Richard Payonk, Tamara Brinkman, Liz Sedler, Richard Leger, Nancy Vaughn, Joe Bradley, Jonathan Weinzapfel.gh |
| ABSENT | Pam Ottersbach, Priyanka Brunese |
| STAFF | Michael Budd, Ryan Pranger, Tonja Stokes, Caroline Bailey, Fady Qaddoura. |
| GUESTS | None |

Karen Pipes called the meeting to order at 1:08PM.

Karen Pipes did a brief overview of the next two days and what we are hoping to achieve by being here. We did a round of introductions for the Board and their roles outside of Indiana United Ways.

We transitioned to the Consent Agenda to cover the Meeting Minutes for June 2, 2022 Board Meeting and June 9, 2022 Virtual Meeting as well as the Committee Reports. Marshall Sanders requested to change the Meeting Minutes from June 2nd where it stated that he said a “fine or Kickback” should be accessed for unpaid dues to say a “late fee”. This wording more reflects what he meant by his comment during the June 2nd meeting.

Angie Deutch moved to accept the June 2, 2022 Board Meeting Minutes with the requested change along with the rest of the Consent Agenda.

Seconded by Ashley Martin.

The motion passed with all Ayes and no Nays.

We then transitioned to the Governance Committee Report. The first topic was the proposed removal of three Board Members, Carl Ellison, Geoff Gailey, and Tom Paulson, who have not been attending Board meetings for over a year. The communication process was reviewed along with the responses that were received.

Rex Ambrose moved to remove those three individuals from the Board.

Seconded by Jonathan Weinzapfel.

John Niederman requested to make an amendment to accept the resignations of the two Board members, Carl Ellison and Geoff Gailey, who responded to our communications acknowledging their

removal and remove the third Board member, Tom Paulson, who hasn't responded to our communication efforts.

Rex Ambrose moved to accept the resignations of Carl Ellison and Geoff Gailey and to remove Tom Paulson from the Board.

Seconded by Jonathan Weinzapfel.

The motion passed with all Ayes and no Nays.

John Niederman transitioned to start talking about the Bylaws and Articles of Incorporation and the changes that the Bylaws and Articles of Incorporation Task Force has been working through over the last several months. He explained that the membership association that IUW acts as required a lot of consideration as to what the documents required. The committee still has one more meeting for the year to finalize the rest of the changes to the document. Once the document gets reviewed during the final meeting, it will be brought forward to the larger Board for their consideration in December. They are as a committee really trying to make sure that they are being intentional with their changes and making sure that it aligns with the direction of the organization moving forward. Once this has been approved by the committee, they will host some open "Office Hours" for Board Members to answer questions and capture additional Board Member suggestions. Richard Payonk brought up a concern about potentially adding to the Bylaws a minimum of local United Way members being part of the executive committee. This will be brought back to the committee for consideration.

We then transitioned to the Committee Charters and Karen Pipes did a brief overview of the committee charters and why we started putting them together. Once we have the final draft versions from each of the committees, we will include this topic in the "Office Hours" about the Bylaws and the Articles of Incorporation. Lucy Downton brought up 2 concerns: Her first concern was around assigning the role of secretary within the UniFi Operations Committee (UOC) and whether that was required for their own charter. The discussion was resolved around allowing anyone to take notes. The second concern was the number of years of term limits and that the UOC had it set up as 2 years. Other committees had it set as one year, and the concern was whether to match that of other charters. The discussion landed that the Board would allow for what committee sees fit in their work. Karen Pipes put a charge to all of the Board that they should be on 2 committees, and one be a work committee and one be a strategic committee.

We then transitioned to the Finance Committee and moved to talk about the 990 Form. The document was reviewed briefly.

John Niederman moved to approve the 990 Form.

Seconded by Jonathan Weinzapfel.

The motion passed with all Ayes and no Nays.

We then moved to the second quarter financials and Fady Qaddoura covered the financials at a high level. The Management Team has worked to control the expense sides of the organization and cut several expenses that hadn't been looked at for several years. Jonathan Weinzapfel brought up a concern about the loss that the UniFi team has been experiencing over the last budget year. Lucy Downton said that we will discuss more later during the committee reports. Marshall Sanders brought up some concern about the outstanding collection for member dues and wanted to see that in the next report for the Board. Kirk Klabunde suggested to the Board that their needs to be some form of control

put into place for us to handle those back collections and what we should be doing to ensure they are made whole. There was discussion of wanting to see the operational expenses and revenues in a different format for future Board meetings. This will be assigned to the Finance Committee to sort out some of these details.

The Finance Committee moved to approve the second quarter financials.

Seconded by Marshall Sanders.

the motion passed with all Ayes and no Nays.

We then moved to talking about the loss of investment income and what we could do to improve or reduce the losses that we have experienced due to the market fluctuations. Fady Qaddoura covered the three different ways that we are looking to recoup those losses. These three strategies are spelled out in the Board Packet. There was concern about the investment policy and the length of time that it had been reviewed by Kirk Klabunde. The finance committee will review the investment policy and bring it back to the Board at a future meeting.

We then moved to Joe Bradley to talk about the Passthrough Grants Committee and the work that they have done. He covered some of the process changes that have been initiated over the last year and the overall great feedback that the members have given about the changes. The next order of business was approving the seven IN22 Matching Grant applications that the Passthrough Grants Committee has reviewed and approved. The full list was provided in the Board Packet.

Joe Brandley moved, on behalf of the Passthrough Grants Committee, to approve the seven grants that have been brought forward for payout to local United Ways.

Seconded by Angie Deutch.

The motion passed with all Ayes and no Nays and Richard Payonk voted in Absentia.

We then moved to the Public Policy Committee, and it was covered by Brent Wake. He covered one of the larger legislative issues with the predatory lending policy that was brought forward by the Indiana State House. There is a proposed legislative agenda that will be coming forward to the Board. He referred everyone to look at the committee report for more information since we were getting close on time.

Next on the agenda was the UniFi Operations Committee report. Lucy Downton started with covering a basic overview of what UniFi is and why it is important. She covered a lot of the changes that the internal team and the Board has worked on over the last year. The largest win was the processing of pledges is down to a turnaround time of one week versus what it was last year at this same time of several months.

We then moved to the HR Committee and Shawn Ellis covered the notes from the consultant and the committee charter. She was very appreciative of all the work that has gone on in the HR space over the last year to make us the best that we can be. She noted that a phone line had been created for people to call to share a concerns. The number will be directed to the Board Secretary.

Next on the agenda was the Membership Engagement Committee and it was covered by Angie Deutch. The focus of this committee, which is new, is really geared to focus on what our members need and how

IUW can tackle the needs of these members. Please look at the charter and reach out to the Angie Deutch with any concerns.

Michael Budd closed the meeting by talking about the work that we are doing with Lilly Endowment. We are reporting out on a previous grant and now are working with the budget to ask for more money in the next application that we will send next Friday. This will be sent to the Board for their approval as soon as it is complete.

Michael also pointed the Board to Membership and Client Surveys that are in the Board Packet. They will be useful during the Board Retreat.

Karen Pipes called the meeting to close at 3:03PM.

The Board proceeded to a different room for a facilitated Board Retreat.