

Jackson County Community Children's Services Fund Board Meeting Minutes

**Tuesday, January 20, 2018, 2:30 p.m.
Mid-America Regional Council Office**

Board Members Present:

Rhonda Holman, Chair
Robert Bartman, Ed.D.
Brian Kaberline
The Honorable Ann Mesle
Marietta Parker, J.D.
Jovanna Rohs, Ph.D.
Dred Scott, Ed.D.

Board Members Absent:

Luis Cordoba, Ed.D.
Rachelle Styles

Guests, Affiliations: Jennifer Jones, Greater Kansas City Community Foundation; Greg Lam, Copilevitz & Canter; Lynn Durbin, Steppingstone; Jeff Fox, The Examiner; Carol Grimaldi, Cornerstones of Care; Jaime Masters, Jackson County.

Director Holman called the meeting to order at 2:33 p.m. and welcomed everyone. Roll call of the board was taken. Dir. Holman stated the special meeting of the board was called to address governance and administrative matters. She asked Ann Mesle and Greg Lam to lead the discussion of proposed amendments to the Fund's bylaws.

Proposed amended bylaws circulated to the board have been based on the standard set of Missouri Not-For-Profit Corporation by-laws. The amended bylaws incorporate provisions from the Missouri statute that enables Children's Services Funds, the Jackson County ordinance that created the JCCCSF, and provisions from the current bylaws.

Mr. Lam started with a review of the quorum and voting requirements for this board. Following suggestions and discussion by the board, it was decided to 1) keep the current quorum provisions which state more than half the sitting board members must be present at a meeting for business to be conducted, and 2) keep the voting requirement provision, which states a majority of the sitting directors must vote in favor of an issue for it to pass.

Mr. Lam led the board through discussions of each article of the bylaws draft, addressing questions and comments from directors. The following items were discussed at length:

- Terms and vacancies of board members
- Notice of the board meetings
- Executive Director position and the relationship to the board
- Committees and working groups
- Requirement of two signatories on checks
- Investments

- Indemnification and insurance
- Dissolution provision
- Timing of the annual meeting, the fiscal year and contract cycles

By-laws amendments must be introduced at least 10 days before they can be voted on, which means that the proposed amendments and the changes discussed at today's meeting will be queued up for the March 1 board meeting. Dir. Holman agreed to contact Jay Haden in the County's Legal Counsel Office to resolve issues regarding the formal start of director terms and the date of the annual meeting,

Conflict of Interest Policy

Dir. Mesle then asked the board to review the conflict policy. After discussion regarding definitions of a disqualified person, Mr. Lam agreed to make certain changes to be more specific. The board also discussed the definition of financial interest and agreed that the nominal value of a "gift" accepted by a JCCCSF director should not exceed \$35.

Contract RFP process

Director Rohs stated that some agencies have been contacted for short interviews as a part of the selection process. A slate of agencies/projects recommended for contracts was circulated to the board prior to today's meeting and will be presented for approval at the next board meeting. A list of projects that have not been recommended for approval was also provided. The initial amount proposed for the RFP was \$5.5 million; but the working group recommends that the budget be increased to \$5.736 million to fund as many worthwhile projects as possible. Dir. Rohs also mentioned that she has received occasional inquiries from Jackson County legislators. She suggested that the board request time at an upcoming Legislative Session to report on its activities to date and answer any questions that legislators may have. Jaime Masters offered to inquire about time on the February 12th session agenda for this purpose.

Dir. Holman asked if there were any other matters to address. She then asked for a motion to adjourn the meeting, and following a motion by Dir. Scott and seconded by Dir. Mesle, the meeting was adjourned at 4:04 p.m.