

Board of Directors call—February 1, 2017

Board attendees: Adonis Brown, Shannon Buller, Joanna Cordry, Dan Shannon, Heidi Lawyer, Kristin Britton, Aaron Kaufman, Vicky Davidson, Charles Hughes

Committee Chairs Attendees: Kristin Britton, Nancy Cronin, Val Bishop, Dan Shannon, Shannon Buller

Additional Network Members on Call: Pat Maichle

NACDD Staff: Donna Meltzer, Robin Troutman, Jessica Misilo, Cindy Smith
Angela Castillo-Epps, Deanna Hartzman

Mat McCollough and Steve Gieber are not on call. Shannon Buller will lead the call

Call to order at 1:04pm ET

Review and approval of minutes

- Motion to approve—Dan Shannon moved to approve; Joanna Cordry seconded the motion; minutes approved unanimously by vote at 1:04pm

Update from BOD President

- ACL transition—Aaron Bishop has left as Commissioner. No timeline for new Commissioner. Jennifer Johnson as Deputy is filling in on day-to-day duties and Edwin Walker is in place as Acting Assistant Secretary of ACL.
- 5-year Impact Report—ITACC has hired a writer to put the report together for release at the 2017 Annual Conference. The data used to inform the report comes from DD Suite (PPRs). The report will be a narrative report that looks across the nation, in key areas, that resulted in systems change.
 - Question—is information gained from PPR pilot group included? Dan Shannon – yes - Search based upon state plan objectives in DD Suite so information on projects has been gathered but may need to reach out to those Councils to get additional information for the data analysis
- Two funding partners have committed money for self-advocacy trainings programs/updates:
- Partners in Policymaking 2.0—UHC has provided seed money for this project and a National Advisory Group has been established to begin work addressing key areas within the training program that can be enhanced
- Art of Impact—Optum has committed funding for this year to update the Art of Impact website and build additional resources into the existing website.
- Shannon raised the topic of ongoing education of board—follow up to July 2016 training in Washington, DC. What next steps does the board want to take to follow up from that discussion and to train new members?
 - New board member orientation for all new board members (conducted in October 2016 for current board)

- Mentorship for new board members from current members
- More face-to-face or computer video meetings (e.g. Skype) more than once a year
 - Question asked about how many people will be in DC for Disability Policy Seminar. Most Board members said they are coming. The Board asked Donna and Robin to schedule a meeting via Doodle poll by February 3rd

Committee Updates

Public Policy Committee—Kristin Britton

- Kristin Britton gave an update on key activities of the PPC
- She presented a draft of criteria that could be used for Board approval of signing on to amicus briefs in the future
- How to use Amicus Brief Criteria moving forward? Should committee use first and then send to the board?
 - Board agrees that PPC should review based on approved criteria and then move to board
 - Dan Shannon made the motion to approve the criteria and to have PPC use for all future requests to sign on to Amicus Briefs
 - Charles Hughes seconded the motion. Criteria and procedure approved unanimously

NACDD Board of Directors Discussion on Criteria for Signing on to an Amicus Brief

In the last several months, NACDD was asked twice to consider signing on to an Amicus Brief. While this has not typically been an activity in which we have engaged, the Public Policy Committee brought the discussion to the level of the Board. In both cases, the Board determined that signing the brief was a wise move. As part of the Board deliberations, it was suggested that we develop some criteria for signing on to Amicus Briefs in the future. Below is suggested criteria:

1. *Does the brief fit with the mission, vision and values of NACDD?*
2. *Is the request to sign on to the brief coming from a DD Council or another reputable partner organization?*
3. *Can NACDD provide input into the draft brief or, at the very least, review the final copy before making a decision?*
4. *Are a known and reputable attorney or attorneys whom that NACDD's mission, vision and values align with drafting the brief?*
5. *Is there a potential impact, negative or positive on NACDD and the Councils?*
6. *Have the other DD Partners decided to support the brief?*
7. *Is there any cost, which NACDD must incur in order support the brief? (e.g., sometimes all signatories are asking to help pay for printing of the brief copies, such as printing) for us supporting the brief?*

Member Services Committee—Val Bishop

- Val shared concerns of some in the network about the uncertain economic climate we are in and the impact it may have on our conference. She reiterated that the Member Services Committee feels strongly that we must continue to support our national conference, as it is the primary way that we bring our network together to have conversations on most pressing issues; helps pull EDs together; and is our venue for sharing of promising practices; etc. Val shared that NACDD would put out a survey to assess how many Council are currently planning to attend the 2017 Annual Conference in Salt Lake City, UT
- Val reported that the Member Services Committee plans to support 6 topical area publications and is seeking suggestions for topics. Current thoughts include HCBS, Supported Decision Making/alternatives to Guardianship, health disparities

Audit Committee—Shannon Buller

- Shannon briefly stated that our annual audit went extremely well and thanked Robin Troutman, Jessica Misilo and others for their great work preparing for the audit. She reported that there would be a call on Friday February 3rd to finalize with the audit firm and will report back to board afterward

Finance Committee-- Dan Shannon

- Dan Shannon, Treasurer, reviewed the latest financial and reported that NACDD's budget is in good shape
- Dan reported that NACDD is currently slightly above its target for net excess after the first quarter. Will have a better sense of position after 6 months
- Dan said that the committee is reviewing what we need to do to generate an annual surplus and how much should be in that surplus. Dan said the Committee is confident that over the next 3 years we will be able to have and keep the recommended 6-month operating expense in reserve

Self-Advocacy—Nancy Cronin

- Nancy reported that the Self-Advocacy Committee is continuing to meet and discuss its mission, which is to support DD Councils in their efforts to support self-advocacy and the mandate within the DD Act. She stated that many deliverables have already been created and that discussions continue on how to lend voice to people with I/DD having impact in their own lives and communities. Use issues of the day and apply what that means and how to share with the board and network
 - Donna reminded the Board that the SAC was established under Claire Mantonya's presidency and is a committee of the Board but is not established in NACDD By-laws. Item to consider— Is there any desire to add this committee to our by-laws as a standing committee? A by-laws committee would need to be re-activated and then

the By-laws change would need to be brought to the Assembly in July when it meets during the Annual Conference. A decision on this was not reached, but Shannon Buller suggested a more detailed conversation be held at the next Board meeting to discuss pros and cons of making the SAC a standing committee in the NACDD by-laws.

Discussion of new/updated contracts policy language

- Donna provided updated language for the Board to consider for approval on contracts. Robin emphasized that the language is in addition to existing language that currently appears in the Financial Policies Manual and is not a replacement for the existing language. After brief discussion around the legal review process for all templates, Dan Shannon made the motion to approve the updated language to include current language

Contract Policy

Current Policies

- *The Board of Directors is ultimately responsible for the financial management of all activities.*
- *The Treasurer is authorized to act on the Board's behalf on financial matters when action is required in advance of a meeting of the Board of Directors.*
- *The Executive Director is responsible for the day-to-day financial management of the organization. The Board authorizes the Executive Director to hire and supervise staff and independent consultants, pay bills, receive funds, and maintain bank accounts.*
- *The Executive Director is authorized to sign checks up to \$10,000. Checks for amounts greater than \$10,000 shall require the signature of the Treasurer or Board President.*
- *The Executive Director is authorized to enter into contracts for activities as a part of day-to-day management of the organization. In addition, the Executive Director is authorized to enter into contracts for activities that have been previously approved by the Board during the budget and strategic planning process. The Board of Directors must authorize any contracts outside of these parameters.*

Proposed updated language

- *The Executive Director shall provide the Board of Directors with project updates on any Board approved contract or agreement. These updates shall be discussed and agreed upon with the contractor or vendor so that the appropriate information is provided. If the Board of Directors determines that further clarification is needed on a particular project, then additional updates will be scheduled.*
- *Any project or activity that needs to be extended due to time constraints or other factors must have a signed extension in place before any work can be continued. For projects that needed special Board approval, any extensions must also go through a Board approval. The Board will then determine if the project should go forward and what, if any changes must be made*

to the contract terms or scope of work.

- *All communication regarding any contracts will always be between the CEO or appropriate NACDD staff person and the vendor. The Board will make any recommendations to NACDD Staff on a project's status and then the Staff will move forward with the appropriate documentation.*
- *NACDD will use legally approved templates for all contracts, agreements, extensions, terminations, etc.*
 - Joanna Cordry seconded the motion
 - The motion was approved unanimously
- The Board asked that the Financial Policies Manual be re-sent to all Board members once updated with the new language and that each year the Financial Policies Manual should be shared with the full Board to ensure that any/all new Board members see it.

Concluding Remarks – Shannon Buller thanked everyone for their time and asked everyone to think about topics for continuing education for board; by-laws changes or other needs.

Adjournment – Heidi Lawyer moved to adjourn. Joanna Cordry seconded the motion. All approved. The meeting adjourned at 2:43pm ET.