

UCP of the North Bay Board Meeting Minutes



November 19, 2015
9:30 AM – 12:00 PM
Cypress Conference Room

<input checked="" type="checkbox"/> Board Meeting <input type="checkbox"/> Executive Committee Meeting <input type="checkbox"/> Financial Committee Meeting		<input type="checkbox"/> Audit Committee <input type="checkbox"/> Program Committee <input type="checkbox"/> Organizational Development <input type="checkbox"/> Other Meeting			
1. Attendance					
a. Elaine called the meeting to order.		Meeting of the Board held on November 19, 2015 was called to order at 9:42 AM (PST). Margaret informs the Board that George has officially resigned from the Board and UCPNB will be having a blood drive in his honor. Jack is recovering from Achilles surgery. Elaine will chair the meeting.			
b. Roll call. Quorum met? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No Approve 09.24.15 minutes: <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No MaryAnn moved to approve. Mariah seconded. Unanimously approved.		<input type="checkbox"/> Jack Stuart (President) <input checked="" type="checkbox"/> Elaine McHugh (Vice-President) <input checked="" type="checkbox"/> Janet Hart (Treasurer) <input checked="" type="checkbox"/> Mary Ann Malinak (Secretary) <input type="checkbox"/> George Triest (Member) <input type="checkbox"/> Jamie Hidalgo (Member) <input checked="" type="checkbox"/> Mariah Shields (Member) <input checked="" type="checkbox"/> Connie Silva-Broussard (Member) <input type="checkbox"/> Claire Martin (Member Emerita)	<input checked="" type="checkbox"/> Margaret Farman (Chief Executive Officer) <input checked="" type="checkbox"/> Ron Hamilton (Chief of Operations) <input checked="" type="checkbox"/> Laura Briggan (Cypress School Director) <input type="checkbox"/> Mike Lisenko (WBS President of Business Ops) <input checked="" type="checkbox"/> Dennis Blong (GFG President of Business Ops) <input checked="" type="checkbox"/> Aludia Argouarch (Chief Financial Officer) <input checked="" type="checkbox"/> Elizabeth Clary (President of Business & Program Development) <input checked="" type="checkbox"/> Mimi Schott (Administrative Asst.)		
2. Finance Report		Summary			
Financial		Action/Follow-Up			
Financial		<u>Investments for the Months ending September and October 2015:</u> <ul style="list-style-type: none"> For the month of September 2015 our investment accounts have realized and unrealized losses in the amount of \$603,789 (-2.89%). For the month of October 2015 our investment accounts have realized and unrealized gains in the amount of \$763,933 (3.76%). Our cumulative gains from the date of investment (March 2007) amounted to \$3,333,661 (+18.80%). <p>The Finance Committee approved the Investment Summaries for the months of September and October 2015. <i>Please see attached reports.</i></p>		<p>Motion: Janet moved to approve the September Investment Summary. Maryann seconded. Unanimously approved.</p> <p>Motion: Janet moved to approve the October Investment Summary. Maryann seconded. Unanimously approved.</p>	

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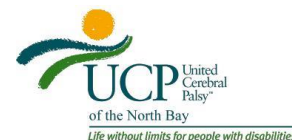
	<p style="text-align: center;"><u>Financials for the Month of August 2015</u></p> <p>The organization showed net operational losses of \$190,300 for the month of August 2015 and year-to-date net operational losses of \$175,169, behind budget by \$37,140. <i>Please see attached reports.</i></p> <p style="text-align: center;"><u>Financials for the Month of September 2015</u></p> <p>The organization showed net operational losses of \$44,616 for the month of September 2015 and year-to-date net operational losses of \$214,127, behind budget by \$67,000. <i>Please see attached reports.</i></p> <p>Agenda was revised to include the Capital Budget for 2015-2016.</p> <p style="text-align: center;"><u>Proposed REVISED Capital Annual Budget: July 1, 2015– June 30, 2016</u></p> <p>We are projecting a Revised Capital Budget of \$440,000 by the end of the fiscal year, June 30, 2016 <i>Please see attached revised operational and capital annual budget spreadsheet reports.</i></p> <p style="text-align: center;"><u>Proposed REVISED Annual Budget: July 1, 2015–June 30, 2016</u></p> <p>We are projecting operational net losses of \$545,432 by the end of the fiscal year, June 30, 2016, mainly due to decreased sales and regional center revenue. Gross revenues will decrease by 3%, for a total of \$14.6 million, compared to current budget of \$15.0 million.</p> <ul style="list-style-type: none"> The Finance Committee is recommending to the Board to approve the Revised Annual Budget and Capital Budget ending June 30, 2016, as presented by staff. <p style="text-align: center;"><u>Transfer \$1,000,000 of Investments Accounts from Wells Fargo to Morgan Stanley:</u></p> <p>The Finance Committee is recommending to the Board to approve the transfer of \$1,000,000 of Investments Accounts from Wells Fargo to Morgan Stanley to increase the use of our LOC with Morgan Stanley.</p>	<p>Motion: Mariah moved to approve the August Financial Summary. Janet seconded. Unanimously approved.</p> <p>Motion: Connie moved to approve the September Financial Summary. Mariah seconded. Unanimously approved.</p> <p>Motion: Mariah moved to approve including the Capital Budget for 2015-2016. Janet seconded. Unanimously approved.</p> <p>Motion: Maryann moved to approve the Revised Capital Budget Janet seconded. Unanimously approved.</p> <p>Motion: Connie moved to approve the REVISED Annual Budget Maryann seconded. Unanimously approved.</p> <p>Motion: Maryann moved to approve the transfer of \$1M from Wells Fargo to increase the LOC at Morgan Stanley Connie seconded. Unanimously approved.</p>
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	<p><u>Additional Fixed Financing with Bank of Marin:</u> The staff will start the second phase in processing \$9M in a fixed loan with Bank of Marin.</p> <p><i>See Finance Meeting Report for details.</i></p> <p>The Finance Committee is recommending to the Board to approve the process of additional fixed financing with Bank of Marin in the amount of \$9,000,000.00</p> <p>The Finance Committee recommended the transfer of the remaining balance (approximately \$3.3 million) of the Investments Accounts from Wells Fargo to Morgan Stanley as required by Bank of Marin to fix the \$9 million loan.</p> <p>A Board Resolution was proposed to approve Margaret Schliessmann as the authorized signatory for the Bank of Marin loan documents.</p>	<p>Motion: Janet moved to approve the additional fixed loan application for \$9M with Bank of Marin. Maryann seconded. Unanimously approved.</p> <p>Motion: Mariah moved to transfer the remaining balance from Wells Fargo to Morgan Stanley to fix the 9M loan. Janet seconded. Unanimously approved.</p> <p>Motion: Mariah moved to approve Margaret as signatory for B/M loan documents. Mariah seconded. Unanimously approved.</p>
3. Audit/Checking Acct	Summary	Action/Follow-Up
<p>Audit Reports</p> <p>PRC Checking Account</p>	<p>Audit:</p> <ul style="list-style-type: none"> The Audit Committee recommended to the Board to approve the Audited Financial Reports for the fiscal year ending June 30, 2015 as presented. The Audit Committee recommended to the Board to approve the Tax Reports (Form 990, Form 199, RRF1) for the fiscal year ending June 30, 2015 as presented. <p>PRC Checking Account Additional Signatories:</p> <ul style="list-style-type: none"> Action Item: Mariah proposed to add the following employees as signatories to PRC Checking Summit Bank Account#6488: Troy Laugle, Jesus Mendez, Bruce Mullenix, Anthony Spriggs; and to delete Kevin Lopez Munoz as signatory. 	<p>Motion: Maryann moved to approve the audited financial reports for 2014/2015. Connie seconded. Unanimously approved.</p> <p>Motion: Connie moved to approve the tax reports for 2014/2015. Maryann seconded. Unanimously approved.</p> <p>Motion: Mariah moved to change signatories as proposed. Maryann seconded. Unanimously approved.</p>

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4. CEO Report	Program Report Highlights – See attached reports	Action/Follow-Up
CEO Report	<p>CEO Report – see attached reports</p> <ul style="list-style-type: none"> • Adult Day Programs & Operations – Ron Hamilton • WineBev – Mike Lisenko – 4 new referrals and expect four more in December • Business & Development – Elizabeth Clary – Senior Program in Rohnert Park revised program design was submitted to Jodi Campbell with a few recommendations. Waiting for DDS to give approval, and scheduled to open with 20 outside referrals. Jerry organizing an Open House to introduce Service Coordinators to program. Facebook received most “likes” historically. • Cypress School – Laura Brigglin – December 1st hosting Open House at Cypress School to invite local businesses for tour of school, promote solarization project and work opportunities for Cypress students, and involve community in UCPNB’s mission. Laura Brigglin received “Champion for Children” Award from 4C’s. • Gone For Good / PRC – Dennis Blong – Picked up all IRS in NorCal since last board meeting. Scheduled to get AAA Certified (highest rating) on 12/18/15 which will enable GFG to be able to pick up computers from banks, etc. and resell on EBay. Looking to increase square footage to deconstruct E-Waste. Looking into scanning documents for accounting firms etc. Getting increased volume from banks and other commercial accounts. Should we offset expense to increase volume? Discussed impact on how increased wages will impact contract adjustments. PRC - Numbers are down. El Nino will contribute to lack of donations. Roof structure was added. Need for marketing and mobile crews to increase revenue. • Leadership agreed to continue with programs as long as we deliver Mission if we stay within the 4%. 	<p>Mariah offers to contact dental clients regarding dental E-Waste</p>
5. Other	Summary	Action/Follow-Up
	<p>Discussion of Board recruitment, skills and demographics. Possible recruits: Jim Sipich and Carlo Rossi. Invitation to meet with them after MLK holiday</p>	<p>Schedule meeting</p>
6. Adjournment	Summary	Action/Follow-Up

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	Time: 12:08PM	Elaine adjourned.
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Respectfully submitted,
Maryann Malinak, Board Secretary

2015 Remaining Meetings

- Holiday Board/LT Dinner: 12.11.15, Friday, Stark's Restaurant, Santa Rosa 5pm-8pm

2016 Board Meeting

- January 28th Board Meeting to be held at OADS, 9:30-12:00
- 2016 Board/Leadership Strategic Retreat at Marconi Center, March 21st-22nd
- May 26, 2016
- July 21, 2016
- September 29, 2016
- November 17, 2016
- December 8, 2016 Board Dinner