

January 3, 2017
HSOV Board Meeting Minutes

Call to Order: Meeting was called to order by President Deb Ryder

Present: Deb Ryder, Scott Little, Chris Murphy, Teresa Cunningham, Amy Rogers, Donna Ball, Julie Lowther, Holli Mannix, Shelly Kidd, Shelter Manager, Misty Carpenter

Absent: Executive Director Kelly Goedel

Approval of Minutes:

MOTION TO APPROVE DEC 6, 2016 HSOV MINUTES MADE BY TERESA C AND SECOND BY SCOTT LITTLE. ALL IN FAVOR, MOTION PASSED.

President's Report: Deb R. deferred to Shelly Kidd as previous acting President stating that she has performed the Evaluation of the Executive Director and will review/present to the Board upon receipt of goals requested.

Nomination/Election of Officers:

Teresa C. as Membership Chair distributed officer nomination ballots for which there was only one individual to accept the respective category as follows: President: Deb Ryder, Vice Pres.: Julie Lowther, Treasurer: Amy Rogers, Secretary: Teresa Cunningham. All agreed there was no need to vote again given only one (1) acceptance to the nomination as reflected above. Deb Ryder proceeded to acknowledge acceptance as President and thanked each who stepped up to accept the positions of Vice Pres., Treasurer, and Secretary.

Operations Committee Report:

Deb Ryder discussed that an Operations Committee meeting held on Wed. 12/28 open to the entirety of the board was able to set forth five (5) areas of initial board concentration for 2017 being: 1) Financial Stability; 2) Customer Service; 3) Animal Care/Socialization; 4) Building and Maintenance; 5) Daily Operations/Policy. It was further agreed by all to continue to meet tentatively each Wednesday before each monthly board meeting at least first quarter 2017. In addition, Washington County Commissioners attended the meeting for which further discussion will be held at the next Operations Meeting to discuss concerns presented and result of the revised 2017 contract.

Exec. Director Report

Deb Ryder reported for Kelly Goedel as follows:

- >A replacement HSOV vehicle/truck has been purchased/finalized, insurance coverage engaged and being driven primarily by Misty C. as Shelter Manager. Seeking a new or gently used topper/cap for the truck that will not be cost prohibitive. Mr. Voshell (previous owner of the truck) made a donation of \$1220 (restrictive funds) to be allocated to the truck's cost, topper or other needs of which \$220 specifically for tires from Mahone's.
- >Request for Executive Session to discuss Humane Officer vacancy.
- >Intake & Disposition: Kelly G. to finalize reports upon her return and access to Shelter Pro to run the report; however did report as of 12/31 that 37 there are 37 dogs in shelter/14 in foster care; 67 cats in shelter/36 in foster care.
- >Ohio Pet Grant- Application is now available to be submitted before January 30; Banfield Grant-finalizing submission; Pet Smart Grant – denied as was awarded last year 2016; Petfinder Grant -anticipate to receive funds mid month (confirmed no restrictions on use; however required to document expenditures).
- >FYI the Ohio minimum wage increased effective Jan 1 to \$8.15 and will have minimal affect on annual budget.

Finance Committee Report:

Teresa C. recapped most recent outline from December meeting of topics again to be further discussed as follow-up (not including purchase of vehicle) being: Edward Jones account LOC feature available; Rescue Reimbursement procedures –to be further discussed by Homeward Bound Committee; MCF Medical Fund being a cash account and opportunities to restructure, Internal Controls -will defer to upcoming audit for suggestions if any; and check signing authority given new officers.

Treasurer's Report:

Amy Rogers newly appointed only this meeting deferred to Becky Johnston (previous Treasurer) who recapped Treasurer's report period end 1/1/17 reflecting net income for the month of December of \$2195.77.

Bank Balances as follows:

	(Per Quick Books 12/31)	(Per Bank Stmt 12/31)
Regular:	\$ 14,667.35	\$16,015.23
Petty Cash:	\$ 2,374.10	\$ 3,029.31
Special:	\$ 4,890.67	\$ 4,706.67
Surplus:	\$ 562.01	\$ 552.03

MCC as follows as of 11/31:

Regular:	\$21,032.59
Building:	\$29,713.58
Medical:	\$19,925.69
Trust:	\$1,647,658.91

Also provided 2016 fiscal year (Nov 2015 – Oct 2016):

Income at \$422.6 and Exp. at \$416K for gain of appx. \$6K as compared to that of years past is a significant and unprecedented turn around from a severe deficit to a positive given the strict budget as had been set forth.

Building, Grounds and Maintenance

Nothing to report. However, Holli M. expressed interest to be included or chair this committee. Committees to be determined prior to February meeting.

Homeward Bound Committee

>Celeste R. reported in 2016 that 442 dogs were moved (fosters/adoptions) through rescue efforts. Expressed appreciation to all involved including staff, volunteers, drivers. Also reported all vet bills would be paid current within next couple weeks and requested upcoming meeting of the newly formed committee address processes to ensure receipt of the bills in order to provide to the rescues for timely reimbursement as was performed in year's past.
>Sharon Paul presented Feline aspect of the report. There are 13 cats in foster homes. Also 58 cats/kittens transferred to rescue in Dec. A total of 323 cats/kittens transferred to rescue in all of 2016! SPOT clinic appointments are set for Jan 11 and Jan 25th. Sharon expressed a special thanks to Misty C. and Holli M. for assistance in these appointments. Scott Little, in turn, expressed special notice to Sharon P. for her amazing work in moving cats to rescue which is unknown to most shelters.

Public Relations Committee

Sharon Paul provided update for Face book: Main Page has 18,126 followers and Group Page has 7554 followers. Reported that photos/descriptions of dogs/cats including lost & found continue to receive the most attention/ "likes". Reported that continues to post daily, photos/bios of dogs/cats to Petfinder/Adopt-a-pet and to HSOV FB page. Updates regarding adoptions/reclaims are posted.

Fund raising Committee: Jamiann Voshel

Reported updates on the results (appx./rounded) of the following previous fundraisers:

>Raise Some Dough	\$84
>Holiday Business Window	\$852
>Light Up Our Lives:	\$2,400
>Santa Paws Bingo:	\$3,042
>We Love Pets Photo w/ Santa:	\$ 720
>Kroger 4 th Quarter:	\$1,090 (Deb interjected this is easiest opportunity by simply shopping)

Reported details regarding upcoming Fundraisers recapped briefly as follows:

>The Adelpia	Feb 3
>Fur Ball	Mar 25 (requested board members contribute \$51/ea or collectively 2 baskets @ \$75 value each)
>Throw down For the Pound	Apr 22
>2 nd Annual Purse Bingo	Apr 23

Volunteer Committee (Julie Lowther)

Will be meeting with Misty Carpenter the upcoming Saturday to discuss volunteer protocols in place/proposed.

Membership Committee: (Teresa Cunningham)

Reported as of now only the current board members and the recurring Lifetime Members along with a couple carry-over's that paid post October 2016. Looking for ideas/opportunities to integrate adoption processes with offering Membership along with perks for membership to include the current receipt of the amazing Newsletter and the right to vote at the annual meeting (board election) per the Bylaws.

Unfinished Business:

- >Deb Ryder reiterated the purchase of the HSOV vehicle/truck with special thanks to Mr. Voshel. Donna Ball stated she may have a viable lead to the topper/cap needed and would report back hereafter.
- >Deb R. requested discussion to follow-up to previous conversation regarding Board Meetings 2017 was agreed that would remain the first Tuesday evening of each month (the weekly Tuesday evening dog walk will be Monday instead the week of board meeting -approved by Misty C who was present).
- >Deb R. recapped the gracious offer for Board Members/Volunteers to work with staff will need to be addressed earlier in any given year as staff work schedules (particular to holidays) is set early in the year as most employees choose to work and receive the respective structured pay as per current policy.
- >Teresa C. requested update on follow-up repairs needed to roof that is leaking again after contractor work performed. Have we received a return call from the contractor for return. Misty C. responded was not certain of the status. Teresa C. expressed grave concern for safety of affect of leaking into the electrical system and loss of lives/liability!

Public Comment:

- >Appreciation/Applaud to Fundraising Committee for their work in raising over \$70K in 2016!
- >Deb Ryder dismissed the public in order to enter into Executive Session.

Return to Regular Session appx. 8:45

- >Deb R. announced have now returned to regular session.

>MOTION BY CHRIS M. TO HIRE CANDIDATE MR. HAZELTON BEGINNING AS A KENNEL TECH/POTENTIAL HUMANE OFFICER AT THE RATE AND TERMS DISCUSSED WITHIN EXECUTIVE SESSION THIS DATE. TERESA C. MOVED TO SECOND THE MOTION. ALL WERE IN FAVOR – MOTION PASSED AS PRESENTED. (Deb Ryder to notify Kelly Goedel – Exec. Director of the vote immediately.)

- >Deb Ryder announced next Board Meeting February 7th same location: Washington Co. Comm. Office – 7pm.
- >Scott L. made a motion to adjourn the meeting. Chris M. moved to second the motion. All were in favor – motion approved – meeting adjourned.

POST MEETING MOTIONS:

Standing Committees 2017 (Motion of 1/08/17)

A motion was made by Shelly Kidd via email on 1/08/17 to accept committees presented via email on 1/08/17 by Pres. Deb Ryder, Pres.

A second was made by Chris Murphy via email on 1/08/17 to accept committees presented via email on 1/08/17 by Deb Ryder, Pres.

Votes returned YES (2) by email: Shelly K. and Chris M.

Votes returned NO (6) by email: Teresa C., Holli M., Donna B., Julie L., Scott L., Amy R.

Votes not returned/responded: Deb Ryder (President)

Motion did NOT pass by majority

Standing Committees 2017 (2nd Follow-up Motion of 1/13/17)

A motion was made via email by Teresa Cunningham on 1/13/17 to only approve following committees Ops, Finance, Pub Rel, Fdrsg, Mbrshp as originally presented

A second was made via email by Amy Rogers on 1/13/17 to approve same

Votes returned YES (1) by email, Scott L. (Amy R. initially voted yes then rescinded/changed that vote to NO)

Votes returned NO (4) by email Amy R., Teresa C., Donna B., Holli M.

Votes not returned/responded being Julie L. and Chris M. (Shelly Kidd previously resigned) (Deb Ryder Pres.)

The motion did NOT pass by majority

>Board Member: Shelly Kidd: Resigned via email on 01/13/2017

A motion was made by Donna Ball via email on 01/15/17 to accept the resignation of Shelly Kidd

A second was made by Holli Mannix via email on 01/15/17 to accept the resignation of Shelly Kidd

Votes returned YES (6) by email: Donna B., Holli M., Teresa C., Amy R., Julie L., and Scott L.

Votes not returned/responded: Chris Murphy and Deb Ryder (President)

Motion passed by majority

Special Meeting of HSOV held on Wed, January 25 – 6:30 p.m.

Present: Julie Lowther, Amy Rogers, Donna Ball, Holli Mannix, Teresa Cunningham (not present was Scott Little)

On 1/15/17 Deb R. as President called for a Special Meeting as afforded by the Bylaws for the balance of the board to decide upon the date/time-before being confirmed. On 1/18/17, Deb Ryder resigned as both President and board member, leaving per the Bylaws, Julie Lowther (VP) as acting President. Julie Lowther then proceeded to call such special meeting on 1/19 to be held on 1/25 at 6:30 at TRIAD Company, 125 Putnam St., Marietta, OH for which the following agenda topics were discussed and subsequent motion.

- >Review of the HSOV Board' Job Description & 10 Basic Responsibilities of Nonprofit Boards;
- >Brief review of Robert's Rule of Order of Parliamentary Procedure (governs when Bylaws are not specific);
- >Complete reading and discussion of the entirety of the HSOV Bylaws (most recent amendment OH SOS);
- >Review draft of HSOV Conflict of Interest Policy (to be executed by all board members at the Feb mtg);
- >Review of the revised Standing Committees 2017 which lead to the following Motion:

A motion was made by Teresa Cunningham to accept 2017 HSOV Committees presented this date

A second was made by Holli Mannix to accept the 2017 HSOV Committees presented this date (");

Votes returned YES: Teresa C., Holli M., Donna B., Amy R.

Votes not returned/responded: Scott L (absent) and Julie L. ("acting" President)

Motion approved by majority

Motion to adjourn by Donna B., second by Amy R. All were in favor.

Motion approved -carried.