

TRANSITIONAL SERVICES, INC.
806 West Street
Homestead, PA 15120

BOARD MEETING MINUTES
June 27, 2018

Directors Present: Mr. Levi Logan, Mr. William Braatz, Ms. Heather Clark, Ms. Lisa Fox, Mr. Matt Johnson, Mr. James Lydon, Mr. Ronald Sugar

Directors On Conference: Mr. Damion Wilson, Mr. Michael McHale

Directors Absent: Mr. Joseph Kuklis

Staff Present: Ms. Mary Anne Poutous, Mr. Robert Dinkelmeyer, Ms. Renay Trotter, Ms. Jenna Marsh, Ms. Keisha Becoate

Staff Absent: Ms. Alissa Bell, Mr. Ronald Lankey, Ms. Kelly Wilson

Guest(s): Ms. Susan Chase, Open Minds

Meeting called to order at 6:00pm.

I. WELCOME – MR. LOGAN

Mr. Logan welcomed everyone in attendance. He directed the Board's attention to Ms. Susan Chase.

II. APPROVAL AND DISCUSSION

A. OPEN MINDS – SUSAN CHASE

- Strategic Plan Planning Next Steps

Ms. Chase commended the members for their hard work in developing the action plans. She stated that the members must now decide how to implement the action items defined. It is expected that the Senior Leadership and Board will oversee the plan and update the action plans. Director's will need to redefine their involvement and implementation of the strategic plan, in collaboration with the Senior Leadership to implement action items.

Ms. Poutous questioned how to evaluate progress at the end of the first year? The Board may begin to meet quarterly as opposed to monthly. During the off months, it is expected that the committees will be working on the action plans, and provide a brief focused report at the quarterly Director's meeting.

Ms. Chase stated that the Directors should focus on determining the indicators of success, which will be included on the dashboard. At a designated time, all indicators and actions plans should be reviewed. During the quarterly meetings, the committee should present their recommendations to the full Board.

Mr. Logan stated that there is a total of three committees (Increasing Diversified Funding and Fundraising, Optimize Human Capital Board/HR, and Quality Outcomes. IT

infrastructure will fall under the Funding/Fundraising Committee). Mr. Logan stated the expectation is to have two to three staff and two to three Board members on each committee. Each committee will establish a chairperson to drive the action steps. Mr. Logan will sit on at least two committees.

Mr. Sugar questioned how the infographic will be utilized externally? He questioned if the infographic should not include the agency's weaknesses, but should the document focus on the strategic priorities? Ms. Poutous answered that instead of looking polished, we want to convey what our true needs are. This will be beneficial when applying for grants in the areas the agency is deficient. Ms. Clark added the infographic show an accurate picture of where we are today. It shows we are not selling ourselves, but are being realistic. Mr. Logan added that the content can be edited depending on the need of the document. We can adjust the information as appropriate.

Ms. Chase offered to be a resource to the agency when needed, as the Board and Senior Team develop the action plans and implementation.

Ms. Chase exited the meeting at 6:25pm

B. CEO REPORT – MS. POUTOUS

Board Works

Ms. Poutous stated that Ms. Fox informed Ms. Poutous of a resource, RMUs Bayer Non-Profit Board Works. The cost for membership is \$500 annually for organization's whose budget is greater than \$1 million. The membership includes an individualized governance assessment, board recruitment, annual training for new board members, and a half-day board retreat. Ms. Poutous feels this is a good resource to utilize in efforts to grow and develop the Board. Membership also includes discounted classes for Board members. Funding for the membership will be distributed from board development funds. All members were in agreement to pursue membership.

Board Meeting Schedule

Ms. Poutous, Mr. Dinkelmeyer and Ms. Becoate reviewed the current FY Board meeting schedule, and agency business that require Board vote in preparation of preparing 2018-19 FY Board meeting schedule. The current Board meets September, through November, and reconvenes January through May, as business is required. Current by-laws state the following:

Section 3.6. Annual Meetings. An Annual Meeting of the Board of Directors shall be held each year during the month of October, or at such other time and at such place within the Commonwealth of Pennsylvania as may be designated by the Board of Directors.

Section 3.7. Regular Meetings. Regular Meetings of the Board of Directors shall be held quarterly unless otherwise provided by the Board of Directors. Regular Meetings shall be held at such time and place within the Commonwealth of Pennsylvania as may be designated by the Board of Directors.

Ms. Poutous proposed to the Directors the following Board meeting schedule for FY 2018-19:

- The Board to move to quarterly meetings (August, November, February and April);
- Business for the August meeting of fiscal year 2018-19, include setting the structure for the Board Committees, and establish a schedule. During this meeting, the By-laws will need updated to reflect the new committee structure;
- The Annual meeting will be held in November (Board Elections and Assessment);
- The February meeting will be utilized to review the budget and Audits. The audits are finalized in March and the budget is submitted to the County by the end of April. The Personal Action Plan will also be approved during this meeting.

Once the Board Works application is completed, we will be able to request a Board retreat providing a 60-day notice to Bayer. This means that a possible the retreat could occur in September.

Directors were all in agreement with Ms. Poutous' recommendations. Ms. Poutous will inform the Directors of retreat information once she is notified by Board's Works. An official calendar will be provided to all directors.

Dashboard

Included in the packet is a draft of the Agency Dashboard. The goal is to develop metrics that will reflect the success of the agency. Indicators will be summarized quarterly beginning July 1, 2018. Some metrics are new, so there is no baseline. The strategic plan will be incorporated into the dashboard. Reports will be provided to the Director's quarterly.

C. Review By-laws

As previously discussed, the annual meeting will be held in November instead of October. This change will need to be reflected in the by-laws. The new verbiage will state:

*Section 3.6. Annual Meetings. An Annual Meeting of the Board of Directors shall be held each year during the month of **November** ~~October~~, or at such other time and at such place within the*

Commonwealth of Pennsylvania as may be designated by the Board of Directors.

MS. CLARK MOTIONED TO APPROVE TO UPDATE THE BYLAWS STATING ANNUAL BOARD MEETING WILL BE HELD IN NOVEMBER. MR. LYDON SECONDED. THE VOTE WAS UNANIMOUS.

D. **OTHER BUSINESS**

Position Updates

A new position for Training Specialist has been created. The focus of the trainer will be to enhance direct care and leadership staff competency. The Clinical Coordinator, Sallianne Brown, has resigned as of June 29, 2018. This position will be posted internally and externally.

III. **ADJOURN MEETING**

MR. BRAATZ MOTIONED TO ADJOURN. MS. CLARK SECONDED. THE VOTE WAS UNANIMOUS.

Meeting adjourned at 7:02pm.