

Board of Directors' Meeting Minutes

NAMI Whatcom

February 11, 2021

Virtual (Zoom)

Approved by Motion 2021-03-11.1a

Present

Board: Rosemary Webb (President), Brian Estes (VP), Bruce Smith (Treasurer), Tom Scott (Secretary), Gracie Lamb.

Staff: Kim Sauter (Executive Director).

Volunteers: Pam.

Guests: None.

Excused:

Board: Russ Sapienza (emeritus).

Called to Order by Gracie 12:04pm.

Pam, Family Support Facilitator

Pam related her experiences as a group leader and took questions from the Board. She cofacilitates two groups with 7-8 attendees. Pre-covid, considerably more attended.

Bylaws Amendments Review

Brian had three areas of concern with the new Bylaws:

1. Mention of Corporate Documents and requirements to provide them upon request.
This was briefly discussed. There was concern over the definition of Corporate Documents.
Motion 2021-02-11.1 Table this subtopic for a Board meeting to be held at the normally scheduled time in March (March 11 @ Noon). **Moved by Brian, Rosemary. Passed unanimously.**
2. The requirement that all volunteers be members.
Brian questioned if NAMI Volunteers need to be members. He wanted to open certain types of volunteering and participation be open to non-members.
Consensus was to retain the requirement for anybody "representing" NAMI Whatcom or in positions so representing while not retaining the requirement for other volunteers.
Consensus was Brian would look into this further, generating some text and bringing to the March meeting along with the Item 1 discussion.
3. The reduction of the maximum Board size from 14 to 9.
Motion 2021-02-11.2 Change maximum Board size to 11. **Moved by Brian, Tom. Passed unanimous.**

Fundraising

Brian briefly discussed refocus for fundraising events in 2021.

Brian was excused from the meeting and did not participate in following motions.

Consent Agenda: Motion 2021-02-11.3 Accept the consent agenda as presented.

Moved by Tom, Bruce. Passed unanimously.

- **Motion 2021-02-11.3a** Approve Board Meeting Minutes for 2021-01-14.
- **Motion 2021-02-11.3b** Approve Annual Board Meeting Minutes for 2021-01-21.
- **Motion 2021-02-11.3c** Accept Treasurer's Report as presented.
- **Motion 2021-02-11.3d** Accept Executive Director's Report as presented.

President's Report

Due to State mandated annual minimum wage change, paid staff cost will increase. Additionally, mileage reimbursement recently approved by the Board will also increase costs.

Rosemary noted that the Price Consumer Index (PCI) is due Feb 15 and the ED Salary Cost of Living Allowance (CoLA) will be recalculated thereafter with appropriate professional consultation.

She noted some timing concerns relating to quarterly tax filings and any additional charges which may arise from the timing issue. **Consensus** was that this be on the March Board agenda which would allow timely filing.

During the discussion regarding mileage reimbursement submission and who would approve the submissions.

Rosemary mentioned that the NAMI Whatcom Mission Statement was changing to comply with national and state standard replacing the phrase "mental illness". This is reflected in the proposed amended Bylaws.

Tom noted that Mission Statements are of high importance to many or most organizations and thus often discussed independently. Tom recommended that the Mission Statement be discussed as a separate agenda item before deliberating on the Bylaws during the March Board meeting. **Consensus** agreed.

Motion 2021-02-11.4 Policies & Procedures shall be amended such that in a timely manner per pay period:

- The Executive Director shall review and approve or disapprove mileage submissions by all except themselves.
- The Executive Director shall submit mileage reimbursement forms to the Treasurer;
- Either the Treasurer or President will review and approve or disapprove the Executive Director's mileage reimbursement submission.

Moved Tom, Bruce Passed unanimously.

Committees

Kim noted that, given that the Board is meeting roughly every other month, some committees such as Finance, Fundraising and Board & Committee Development should meet monthly. Kim then outlined a probable schedule for the Board and committees.

Discussion ensued regarding Board meeting frequency vs Committee meeting frequencies and the workloads on both respecting parties serving on both types of bodies. As part of that discussion, a Board Retreat was mentioned.

Motion 2021-02-11.5 Schedule a Board Retreat for sometime in April and not schedule a regular Board meeting for that month. **Moved by Tom, Bruce. Passed unanimously.**

Gracie asked that Kim send out e-mail to solicit requests for content at the April Board Retreat.

Next Meeting Agenda Items

The March Agenda items were discussed with relation to items tabled or otherwise “pushed” to the March meeting from the current meeting. **Consensus** agreed on the following agenda items.

- Mission Statement.
- Bylaws Amendment Reviews
 - Corporate Documents
 - Membership Requirement for Volunteers
 - General approval and scheduling a Special General Membership Meeting to review and approve amendments.
- Expansion of approved weekly hours for Executive Director.
- Board Retreat content review.

Next meeting Board Meeting, March, 11 @ Noon, at/via Zoom.

Adjourned 1:09pm

Action Items (outstanding from previous meetings)

- Brian leading Facebook Video project with assistance from Amy and others. – Ongoing.
- Board members providing regular, preferably monthly financial contributions. – Ongoing.
- Kim to work with 501 Commons to polish grant writing process and output. – Ongoing.
- Kim to poll Board members for fundraising networking leads. – Ongoing.
- Tom to change registration on new laptop to reflect ownership change.
- Kim & Rosemary: Publish the Annual Report on NAMIWhatcom.org in the Board section.

Action Items (from this meeting)

- Board to complete and approve of Bylaws amendments:
 - Brian to review Corporate Document verbiage.
 - Brian to look into membership requirement for volunteers and provide some text for review.
 - Approve and schedule Special General Membership Meeting to review and approve Bylaws.

Parked/Tabled Items

- Brian to keep Board up to date on activities of Public Policies Committee particularly on the “Behavioral Framework” document.
- Under Policies (Subcommittee) review and determine “Standing” and “Ad hoc” committees as Policies and NOT as part of the Bylaws (which does not currently specify).
- At Annual Board Meeting after Officers Election, formally note the appointed officers such as X Liaisons so that Board and other members may know to whom to refer when needed.

Supporting/Relating Documents

- None

Respectfully submitted

Thomas R. Scott, Secretary