Meeting Minutes

June 6, 2025

1:30pm to 3:00pm

Greek Peak Resort and Conference Center

Hope Lake Lodge  
2177 Clute Rd, Cortland, NY 13045

Present: Kelli Johnson, Joe Campbell, Pat Rajala, Brad Loliger, Walaa Ali, Anthony Hayes

Absent: John Eberle, Maureen O’Connor

Zoom: Christos Gkolias

Staff: Kathy Houghton, Kitty Hotles-Samson, Suzanne Mis

1:45pm Johnson welcomed all in attendance, conducted a Quorum check and called the meeting to order. Johnson asked for a board member to recite the Mission Statement. Rajala recited the Mission Statement. Johnson then conducted a language exercise with the board.

**Consent Agenda**-Johnson

Johnson asked if there were changes or additions for the Consent Agenda. None provided. The Consent Agenda consisted of the June 6, 2025 Meeting Agenda, the March 12, 2025 Board Meeting Minutes and previously approved Resolutions for new board members Anthony Hayes and Walaa Ali.

Literacy New York, Inc.

Board Resolution

Anthony Hayes

Resolution to elect a new director to the Board of Literacy New York, Inc.

June 6, 2025.

Whereas, the Board of Directors of Literacy New York, Inc. is actively recruiting a board member for Board Position 7, and;

Whereas, **Anthony Hayes** has expressed his interest, provided a resume showing a depth of work experience and expertise in adult literacy and not-for-profit management, and has been interviewed by the Board President, the Executive Director and approved by a vote from the Governance Committee members,

Therefore, the Board of Directors affirms the election of Anthony Hayes to the Board of Directors for a term of two years to begin June 6, 2025.

Literacy New York, Inc.

Board Resolution

Walaa Ali

Resolution to elect a new director to the Board of Literacy New York, Inc.

June 6, 2025.

Whereas, the Board of Directors of Literacy New York, Inc. is actively recruiting a board member for Board Position 6, and;

Whereas, **Walaa Ali** has expressed her interest, provided a resume showing a depth of work experience and expertise in adult literacy and not-for-profit management, and has been interviewed by the Board President, the Executive Director and approved by a vote from the Governance Committee members,

Therefore, the Board of Directors affirms the election of Walaa Ali to the Board of Directors for a term of two years to begin June 6, 2025.

Johnson asked for a motion to approve the Consent Agenda.

Motion made by Loliger

2nd by Rajala

Johnson requested vote.

All in favor, motion approved without objections or abstentions.

**Financial Reports–**Suzanne Mis and Kathy Houghton

Mis and Houghton reviewed the financial reports.

Johnson asked for a motion to approve the Financial Reports.

Motion made by Rajala

2nd by Loliger

Johnson requested vote.

All in favor, motion approved without objections or abstentions.

**Executive Session: Executive Director Review-** Kelli Johnson

Johnson asked for a motion to go into Executive Session.

Motion made by Campbell

2nd by Loliger

Johnson requested vote.

All in favor, motion approved without objections or abstentions.

Board reviewed Houghton’s self review. Johnson shared her evaluation / summary of Houghton's self review. Board members all have high praise for Houghton and are looking for ways to support her and advance the mission of LNY.

We love Kathy and are glad to have her as CEO.

Johnson asked for a motion to go out of the Executive Session.

Motion made by Rajala

2nd by Gkolias

Johnson requested vote.

All in favor, motion approved without objections or abstentions.

**Welcome Incoming Directors and Officers**-Brad Loliger & Kelli Johnson

Loliger and Johnson welcomed the incoming Directors and Officers. The Tenure Chart was reviewed noting there is additional information that needs to be added to the chart once Committee assignments are determined.

Literacy New York, Inc.

Board Resolution

Election of the Slate of Officers

The Governance Committee presents the following for election as officers to the Literacy New York Inc. Board of Directors, June 6, 2025 and;

Whereas, Literacy New York Board of Directors is governed by ByLaws adopted in December of 2017 which stipulate that officers are to be installed at the Annual Meeting for a one-year term;

And, whereas the Governance Committee has proposed a slate of officers *and there were no nominations from the floor;*

Therefore, Literacy New York approves the election of the following slate of officers to the Board:

President: Bradley Loliger

Governance Chair: Pat Rajala

Secretary: Maureen O’Connor

Treasurer: Joe Campbell

Thank you to John Eberle for his years of service on the Literacy New York Board of Directors. Houghton will deliver his gift from Literacy New York the next time she is in Albany.

Loliger and Johnson asked for a motion to approve the Election of Officers.

Motion made by Rajala

2nd by Loliger

Loliger and Johnson requested vote.

All in favor, motion approved without objections or abstentions.

**Annual Meeting Actions Requested**-Brad Loliger & Kelli Johnson

The Board was reminded that 3 missed meetings is considered to be an automatic resignation from the Board.

Loliger asked Houghton to review the forms and documents. The Commitment and Conflict of Interest Forms were collected from those Board members that completed them. Those still needing to submit them have until June 20, 2025 to email them to Kitty or mail them to the office.

The Annual Calendar of Board Meetings was reviewed. As needed, Board calls may be scheduled between meetings.

Literacy New York, Inc.

Board Resolution

Annual Calendar of Board Meetings

Resolution to approve Literacy New York, Inc.’s annual calendar of board meetings on June 6, 2025 and;

Whereas, the Board of Directors is to meet quarterly with phone calls as needed between quarterly meetings during the fiscal year 2025-2026;

Therefore, the Literacy New York Board approves the annual calendar of board meetings.

Thursday, September 11, 2025

Thursday, December 11, 2025

Thursday, March 12, 2026

Friday, June 5, 2026

Loliger asked for a motion to approve the Annual Calendar of Board Meetings.

Motion made by Johnson

2nd by Rajala

Loliger requested vote.

All in favor, motion approved without objections or abstentions.

The Board roster was reviewed. Houghton stated that the Roster and the Tenure Chart will be updated. The Board will receive these documents after they have been updated.

Houghton reviewed the details of continuing to work with Literacy New York’s existing auditing firm. Rajala asked about the firm’s rate.

Literacy New York, Inc.

Board Resolution

Auditing Firm

Resolution to approve Literacy New York, Inc.’s selection of an auditing firm June 6, 2025 and;

Whereas, the Board of Directors is to select an Auditing Firm to conduct the fiscal year 2025 Literacy New York audit;

Whereas, Johnson, Mackowiak, and Associates, LLP has successfully completed the fiscal year 2024 audit**;**

Therefore, the Literacy New York Board selects Johnson, Mackowiak, and Associates LLP as its auditing firm.

Loliger asked for a motion to approve the Auditing Firm.

Motion made by Hayes

2nd by Ali

Loliger requested vote.

Asked if there were any questions or discussion. None provided.

All in favor, motion approved without objections or abstentions.

Houghton reviewed the details of Literacy New York’s financial institutions.

Literacy New York, Inc.

Board Resolution

Financial Institutions

Resolution to approve Literacy New York, Inc.’s selection of financial institutions June 6, 2025 and;

Whereas the Board of Directors is to select Financial Institution(s) for Literacy New York to work with in the coming year,

Therefore, the Literacy New York Board selects Key Bank and M&T Bank as its Financial Institutions.

Loliger asked for a motion to approve the Financial Institutions.

Motion made by Hayes

2nd by Campbell

Loliger requested vote.

Asked if there were any questions or discussion. None provided.

All in favor, motion approved without objections or abstentions.

Houghton stated what the Board Committees and Working Group assignments are. All Board Members are asked to select a Committee and/or Working Group on the Commitment Form.

-Campbell-Treasurer responsibilities-Houghton reviewed the responsibilities

-Rajala-Governance Committee responsibilities-Houghton and Johnson reviewed the responsibilities

-JCF-is a work group rather than a committee-Houghton reviewed the responsibilities

-Marketing Work Group-Gkolias has committed to be part of the working group-Houghton reviewed the responsibilities

**Employee Manual (Updated)**-Houghton

Houghton stated there are updates to the Employee Manual more so related to former staff and the RAEN’s. An email vote to approve the updated Employee Manual by 6/13/2025 is requested.

Loliger asked for a motion to approve the Slate as presented to the Board.

Motion made by Gkolias

2nd by Hayes

Loliger requested vote.

All in favor, motion approved without objections or abstentions.

Loliger asked for a motion to adjourn.

Motion to adjourn made by Campbell

2nd by Rajala

All in favor, motion approved without objections or abstentions.

03:01 a.m. Meeting adjourned.

**Next meeting:**September 11, 2025, 9:30am Zoom