

Literacy New York  
Board of Directors Meeting Minutes  
June 12, 2020  
Videoconference Meeting 9:00am-12:00pm

Present: Elizabeth Dailey, Marsha Tait, John Eberle, Debbie Mickle, Cecelia Brock, Mary Ellen Darling, Pat Rajala, Kelli Johnson, Joe Campbell (joined meeting at 9:20am)

Staff: Kathy Houghton, Kitty Hotles-Samson, Mary Abousaid, Ann Marie Pryzbyl, Sue Hensley-Cushing

Called to Order at 9:03am

President's Welcome and Quorum check – Dailey

Dailey asked to approve Agenda with changes moving the Election of Nominating Committee and Governance Committee to follow the approval of the Slate of Officers to accommodate Eberle's shortened time commitment for this meeting.

Motion made by Tait  
2<sup>nd</sup> by Eberle  
Dailey asked for a vote.  
All in favor, motion approved.

Houghton facilitated the Icebreaker and Introduction exercise.

Dailey asked for a motion to approve the April 21, 2020 Board Meeting minutes.  
Motion made by Brock  
2<sup>nd</sup> by Tait  
Dailey asked if there were any comments, corrections, questions. None provided.  
Dailey asked for a vote.  
All in favor, motion approved.

Literacy New York, Inc.  
Board Resolution

Resolution to Elect

Board position 3: Joseph Campbell  
To be elected 2020 - 2022.

Board position 4: Patricia Rajala  
To be elected 2020 – 2022.

Board position 6: Debbie Mickle  
To be elected 2020 – 2022.

Board position 7: Mary Ellen Darling  
To be elected 2020 – 2022.

Board position 8: Kelli Johnson  
To be elected for one year 2020 – 2021

Dailey asked for a motion to approve the Election of Directors.  
Motion made by Eberle  
2<sup>nd</sup> by Tait

Dailey asked if there were any comments, questions. None provided.  
Dailey asked for a vote.  
All in favor, motion approved.

Literacy New York, Inc.  
Board Resolution

Resolution for the Slate of Officers

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 Nominating Committee has proposed a slate of officers *and there were no nominations from the floor*,

Therefore, the Board elects the following slate of officers:

President: Elizabeth Dailey  
Vice President: Mary Ellen Darling  
Secretary: Debbie Mickle  
Treasurer: Cecilia Brock

Dailey asked for a motion to approve the Slate of Officers.  
Motion made by Rajala  
2<sup>nd</sup> by Eberle  
(Note: New Treasurer: M. Cecilia Brock)  
Dailey asked if there were any comments, questions. None provided.  
Dailey asked for a vote.  
All in favor, motion approved.

Literacy New York, Inc.  
Board Resolution

Resolution of the Nominating Committee

Whereas, Literacy New York Board of Directors is governed by ByLaws adopted in December of 2017 which stipulate the annual election of a Nominating Committee;

Therefore, two or more directors will be elected to present a slate of nominees for Board officers and directors at the 2021 Annual Meeting.

Dailey asked for a motion to establish the Nominating Committee, appoint members and approve the Nominating Committee with Eberle and Rajala as members.  
Motion made by Eberle  
2<sup>nd</sup> by Rajala  
Dailey asked if there were any comments, questions. None provided.  
Dailey asked for a vote.  
All in favor, motion approved.

Literacy New York, Inc.  
Board Resolution

Resolution and Charge of the Governance Committee

I. Whereas a governance committee helps a board succeed in recruiting and orienting new members; promotes a diverse and ethical board; and improves and evaluates its own performance and that of the Executive Director;

Therefore, the Board of Literacy New York establishes a Governance Committee, with a minimum of two Board members, as an ad hoc committee of the Board to work with the LNY Executive Director to forward nominations of new Board members to the Board; to update Board policies and Bylaws for Board consideration; and to bring to the Board recommendations for processes that will increase Board effectiveness including the process for evaluating the Executive Director.

Dailey asked for a motion to approve the Charge of the Governance Committee.

Motion made by Mickle

2<sup>nd</sup> by Brock

Dailey asked if there were any comments, questions. None provided.

Dailey asked for a vote.

All in favor, motion approved.

Dailey asked for a motion to nominate members to the Governance Committee.

Dailey stated that the Vice President is usually the Chair. Therefore, Darling will be Chair.

Nominations are Darling, Campbell and Eberle.

Motion to nominate members made by Rajala

2<sup>nd</sup> by Tait

Dailey asked if there were any comments, questions.

There was discussion on combining the Nominating and Governance Committees. Dailey stated that actions can be approved as is.

Dailey asked for a vote.

All in favor, motion approved.

Abousaid (Financial Manager) reviewed details of the May 2020 Board of Directors Financial Report and the Summary Report.

Dailey asked for a motion to approve the Financial Reports.

Motion made by Darling

2<sup>nd</sup> by Campbell

Dailey asked if there were any comments, questions. None provided.

Dailey asked for a vote.

All in favor, motion approved. (Eberle not present for this vote)

Dailey asked for a motion to approve the LNY 2020/2021 Budget which has been previously reviewed by the Board.

Motion made by Tait

2<sup>nd</sup> by Rajala

Dailey asked if there were any comments, questions. None provided.

Dailey asked for a vote.

All in favor, motion approved. (Eberle not present for this vote)

Houghton and Abousaid reviewed the Sustainability Mindset Matrix Map process and results which came out of a series of 3 webinars.

Dailey asked for a motion to go into Executive Session.

Motion made by Tait

2<sup>nd</sup> by Eberle

Dailey asked for a vote.

All in favor, motion approved.

LNY Board returns from Executive Session. Eberle leaves the meeting at 10:55am. 8 of 9 Directors remain.

Houghton reviews Mission and Vision document. Board provides suggestions for changes to the document. Revisions made to the document. Houghton asks if there are any further questions.

Dailey asked for a motion to approve the Mission and Vision document.

Motion made by Darling

2<sup>nd</sup> by Tait

Dailey asked if there were any comments, questions. None provided.

Dailey asked for a vote.

All in favor, motion approved.

Dailey reviewed the Strategic Action Plan 2020-2022.

Dailey asked for the approval of the Strategic Action Plan by vote.

All in favor, Strategic Action Plan approved.

Houghton reviewed the monthly Executive Director Report which covered the Re-opening Plan with safety protocol steps, Paycheck Protection Program guidelines and Distance Support Activity for the ALE funded agencies.

Literacy New York, Inc.  
Board Resolution

Resolution for the Financial Institution

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

Therefore, the Literacy New York Board selects Key Bank as its Financial Institution.

Dailey asked for a motion to approve Key Bank as LNY's Financial Institution.

Motion made by Mickle

2<sup>nd</sup> by Campbell

Dailey asked if there were any comments, questions. Suggestion was made to have a secondary financial institution. Dailey asked who the signatories at Key Bank are. Houghton and Lyons currently; adding M. Cecilia Brock; removing Wrinn.

Dailey asked for a vote.

All in favor, motion approved

Dailey asked for a motion to approve the Conflict of Interest Policy.

Motion made by Tait

2<sup>nd</sup> by Rajala

Dailey stated that all Board members must sign the Conflict of Interest form and email it to Kitty.

Dailey asked if there were any comments, questions. None provided.

Dailey asked for a vote.

All in favor, motion approved

Literacy New York, Inc.  
Board Resolution

Resolution for the Harassment Policy

Whereas, Literacy New York, Inc. desires to demonstrate compliance with all applicable laws and regulations regarding its organization and employees and;

Whereas, Literacy New York, Inc. desires the Board of Directors to be aware of new or renewing laws and regulations and;

Whereas, Alcott HR has prepared and implemented a Harassment Prevention Policy according to New York State Law,

Therefore, the Board of Directors approves the Harassment Prevention Policy and names the Board President as one of the appropriate recipients of an employee complaint.

Dailey asked for a motion to approve the Harassment Policy.

Motion made by Darling

2<sup>nd</sup> by Campbell

Dailey asked if there were any comments, questions. None provided.

Dailey asked for a vote.

All in favor, motion approved

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

Motion made by Mickle

2<sup>nd</sup> by Rajala

Dailey stated this calendar serves as meeting notification from LNY.

Dailey asked if there were any comments, questions. None provided.

Dailey asked for a vote.

All in favor, motion approved

Literacy New York, Inc.  
Board Resolution

Resolution for the Auditing Firm

Whereas the Board of Directors is to select an Auditing Firm to conduct the June 2020 Literacy New York audit,

Therefore, the Literacy New York Board selects RA Mercer Company as its auditing firm.

Dailey asked for a motion to approve RA Mercer as LNY's Auditing Firm.

Motion made by Tait

2<sup>nd</sup> by Darling

Dailey asked if there were any comments, questions. None provided.

Dailey asked for a vote.

All in favor, motion approved

Literacy New York, Inc.  
Board Resolution

Resolution for the Publication Method

Whereas the Board of Directors is to identify an official Publication Method for Literacy New York communication,

Therefore, the Literacy New York Board identifies the official Literacy New York website as its Publication Method.

Dailey asked for a motion to approve the Publication Method.

Motion made by Campbell

2<sup>nd</sup> by Johnson

Dailey asked if there were any comments, questions. There was a discussion regarding why this resolution is necessary.

Dailey asked for a vote.

All in favor, motion approved

Dailey asked for a motion to adjourn the meeting.

Motion made by Tait

2<sup>nd</sup> by Darling

Dailey asked if there were any comments, questions.

Dailey asked for a vote.

All in favor, motion approved

Meeting adjourned 11:41am.