

**Michigan Protection and Advocacy Service
Annual Meeting
September 19, 2017**

Present: Tom Landry, President, John McCulloch, 1st Vice President, Mark Stephenson, Mark Lezotte, Pam Bellamy, Doug Olsen, Paul Palmer Via phone: Veda Sharp, 2nd Vice President, Jane Shank, Hansen Clarke, Kate Wolters

Absent: Terri Lynn Land, Alethea Brinkerhoff, Selena Schmidt, Travar Pettway

Staff: Elmer Cerano, Michele Brand, Camilia Limas, Michelle Mull, Mark McWilliams, Mark Cody

I. Call to Order

The meeting was called to order by President, Tom Landry.

II. Introductions

III. Approval of Agenda

The agenda was presented for approval. Tom Landry requested the Budget and Finance Committee be moved up before the Director and staff reports.

**MOTION TO ACCEPT THE AGENDA AS AMENDED. BY Paul Palmer.
SECOND BY Mark Lezotte. MOTION PASSED UNANIMOUSLY.**

IV. Approval of Minutes of May 16, 2017

The minutes of May 16, 2017 were presented for approval.

**MOTION TO APPROVE THE MINUTES OF MAY 16, 2107 BY John McCulloch.
SECOND BY Pam Bellamy. MOTION PASSED UNANIMOUSLY.**

Tom Landry noted that in the packet of materials was a Conflict of Interest form. Landry asked that members please complete and return to Camilia Limas.

V. Committee Reports

Budget and Finance Committee

Jane Shank thanked the board for accommodating her schedule.

Shank presented the financial statements ending June 30, 2017. Shank noted that Michele Brand is open for discussion and any questions.

Michele Brand reported on the financial statements and narrative. There are a couple grants that are overspent, PABSS, TBI and AT. Brand noted PABSS and AT have carryover funds or program income that can cover any of the overages. Overall, the agency is 9% under budget.

John McCulloch asked on the procedure of overages, is it after the fact that you find out the grant is over or is it tracked continually and is known. Brand noted she does financial statements at the end of the month and they are discussed with Elmer. Managers discuss the overages at the quarterly meetings. Mark Cody noted that Michele apprises staff of what is going on and made aware of overages and she also has conversations with managers. Tom Landry noted that the managers meet quarterly and Michele reports monthly where the dollars are on the various grants so staff know the beginning of the year and an ongoing process.

Elmer Cerano noted that several years ago it was expressed to the board that if agency is involved with litigation and the cost will be more than expected there would be a need to move money from one account to the other. The board set up an additional fund to be used to cover those costs. There is currently \$105,000 to cover overages, which we have not had to use.

MOTION TO ACCEPT THE FINANCIAL STATEMENTS AND BALANCE SHEET AS OF JULY 30, 2017 BY John McCulloch. SECOND BY Paul Palmer. MOTION PASSED UNANIMOUSLY.

Proposed Budget

Jane Shank presented the proposed budget for FY 2018.

Michelle Brand reported the Budget and Finance Committee have received more information such as personnel, revenue estimates, estimates of spending and revenue for the budget.

Mark Lezotte reported that the key in the discussion of the B&F is the uncertainty of the funding.

Michele Brand state the agency budgets conservatively and when receive notification from NDRN we update the process so that the budget is in our range. Brand noted the only issue as we move forward is that we need to spend more of our grants, we do not want to carry over large amounts of money. The carryover allows us to operate for three months if something affects us getting revenue. We are gradually moving to spending more of the grant dollars and having less carryover. As the committee discussed we will be hiring to replace positions we have not replaced all year to lessen the carry over and to do the work. We cannot do work without bodies.

Lezotte asked what does reserves constitute, a couple of months? Brand noted that we use 20% for reserves. This years estimated 20% would be about \$625,000 and the agency is carrying over a million.

The sense of the board is keeping 2-3 months' worth of funds is prudent. The board is not interested in building reserves 6+months. A couple months of reserves is easier to explain to funders.

It was suggested the Development Committee or Finance Committee may want to engage in a conversation or policy of reserves and is there consistency to report reasoning. Tom Landry noted that the board did establish a policy for 20% in reserves over ten years ago.

Mark Lezotte stated that we may want something in writing done by the Development or Finance committee stating "In light of budget uncertainties and repeated failures of Congress to approve budget in a timely fashion, we believe it is prudent to keep one quarters worth of revenue in reserves." Tom Landry recommended that at the next Finance Committee meeting this be put on the agenda for a recommendation on reserves.

MOTION BY Paul Palmer TO APPROVE THE PROPOSED BUDGET FOR FISCAL YEAR 2018. SECOND BY Mark Stephenson. MOTION PASSED UNANIMOUSLY.

VI. Executive Director and Staff

Elmer Cerano expressed sincere gratitude to the organization during his recovery. It has been a pleasure to serve MPAS another year. The agency currently has an attorney position open, if the board has any referrals, send them our way.

Cerano noted that while absent, the organization did very well although his presence was needed for some issues. Prior to his illness, the agency reorganized the staffing structure with information and referral. Although bumps were anticipated, Cerano was not available to take care of them at the time. Cerano stated the agency will need to relook at the structure again with managers and see where changes may need to be made. We also want to redefine the organization as a user-friendly organization. We will be adding additional training for staff.

Cerano noted that this is an election year and there is HAVA money available to be spent during the election year. Mark McWilliams will be collaborating with other organizations regarding voter IDs and registration.

Cerano gave an update on 298 and HCBS.

Mark Cody reported that we have a current Skadden fellow, Erin Diaz, who will end in November. There is potential for another Skadden Fellow, her name is Alexis. We will be notified in November/December whether we will get her. Alexis's focus would be on veteran's issues. NDRN is currently looking on how the system can help veterans.

VII. Public Comment

Sean Bennett presented public comment on the importance of right to refuse drugs. For more than 10 years no staff have interest to protect the rights Board get staff to work on these issues and will they work in good faith and diligence. Tragedy to see agency unable to protect informed consent.

VIII. PAIMI Advisory Council

Doug Olsen reported for the council. The Council met a week ago, discussed Council membership and the need to fill required seats.

IX. Agency Priorities

Tom Landry presented the changes to the priorities.

Michelle Mull reported on the proposed priority language for fiscal year 2018. Mull noted there is no changes to the language of the priorities and only one change to the language of the objectives. The proposed change is under Priority 2 Objective 2A to strike the language funeral representatives. The language was added last year at the request of Council. The agency has not received any requests for assistance under this issue during the year. If someone was to contact the agency needing assistance on this issue, we would still assist them.

MOTION TO REAFFIRM PRIORITIES BY Doug Olsen. SECOND BY Pam Bellamy. MOTION PASSED UNANIMOUSLY.

X. President's Report

Tom Landry stated it has been two years since elected as chair. We have had a new president, Flint water crisis, 298, the Able Act and PADD funding cuts. The Murphy Bill and restraint and seclusion. We gave our first advocacy award to Lt. Governor Brian Calley. Tom has been thankful for the tremendous board support and even more thankful for MPAS managers who stepped in when Elmer had his set-back. The managers have all stepped up and did a great job as you can see by the lives that are affected by the work the agency has done. Landry thanked each and every one and it has been an honor and privilege to work with everyone the past two years. Tom will be working on fundraising with the committee. It has been a privilege the past two years.

Michele Brand thanked Tom from all the staff for his help during this time and that the agency would not have made it without him. He was always available for phone calls, meetings, etc. Kate Wolters also gave kudos to Tom and noted it has been a tough year politically and internally. The board knows that he did step up during Elmer's absence and he accepted it with grace and it is truly appreciated. Kate gave Tom a round of applause for his support.

XI. Committee Reports - continued

Board Development

Kate Wolters reported for the Committee and presented the slate for re-elections and officers.

MOTION BY Kate Wolters FOR RE-ELECTION TO THE CLASS OF 2020 FOR ALETHEA BRINKERHOFF, HANSEN CLARKE AND PAUL PALMER.

Election of Officers of the Corporation

**KATE WOLTERS PRESENTED THE SLATE OF OFFICERS FOR A ONE YEAR TERM. President – John McCulloch, 1st Vice President – Veda Sharp, 2nd Vice President – Terri Lynn Land, Treasurer – Hansen Clarke, Secretary – Jane Shank, Immediate Past President – Tom Landry
SECOND BY Paul Palmer. MOTION PASSED UNANIMOUSLY.**

Tom Landry had forwarded the resume of Mark Wiedelman to Kate Wolters as a potential new board member. Mr. Wiedelman is passionate, smart and caring. He has a child with a disability and comes highly recommended as a new member.

MOTION BY Kate Wolters TO RECOMMEND NOMINATION OF MARK WIEDELMAN TO THE BOARD IN THE CLASS OF 2020. SECOND BY John McCulloch. MOTION PASSED UNANIMOUSLY

Mark Lezotte presented a certificate of appreciation to Tom Landry for his service as board chair for the past two years.

Public Policy Committee

Mark McWilliams reported for the committee.

With re-election of new board members and officers the public policy card and letterhead will be updated to reflect changes.

Mark McWilliams noted we are wrapping up policy work on two general education initiatives on limiting use of restraint and seclusion in schools. That legislation was passed last December and signed. The State Board of Education has adopted a policy to implement. The Michigan Department of Education has issued guidance on the policy and this will now be an implementation and enforcement project. The second policy initiative wrapping up is the special education dispute resolution or complaint process reform.

Federal level

McWilliams noted there has been reemergence of the Affordable Care Act repeal and replace. The latest is called The Graham Cassidy Act which is in the U.S. Senate and was brought under the reconciliation process so it only needed 50 votes to pass. The major impact to our clients is that it cuts and caps Medicaid for the clients. An alert about the impacts on people with disabilities will be posted on the agency Facebook page.

HR 620 ADA Education Act -this Act requires anyone who brings forth a challenge under Title III of the ADA that before you can bring a challenge you have to bring additional notice to the business you think is not accessible.

A new section on social media has been added to the public policy report. Specific work on abuse and neglect will be happening in the coming year.

XII. Old Business

At the last board meeting the board discussed a potential name change of the agency. Mark Lezotte has reserved two potential name changes.

Tom Landry met with the managers to discuss the name change. There was discussion regarding fundraising with our current name. It was decided to continue to fundraise with the current name and see what comes about. The name is able to reserved again as the reservation is expiring. It was recommended to keep the agency name as is and revisit in another year and come up with a marketing strategy.

Fundraising: Kate Wolters offered her knowledge to help the agency do fundraising from outside sources. There is an investment to pay \$400 for the foundation website.

XII. New Business

Mark Lezotte discussed the organization structure and that the articles predate the current laws. Lezotte recommended that the articles be redone to indicate we are a Michigan directorship nonprofit, and directors elect the directors.

It is recommended that Mark Lezotte prepare and file a brief restatement of articles to the fullest extent provided by law.

MOTION BY TOM LANDRY TO RECOMMEND THE ANMENDMENTS TO THE ARTICLES AND TO HIRE MARK LEZOTTE'S FIRM TO PRODUCE THE ARTICLE CHANGES. SECOND BY Pam Bellamy. MOTION PASSED. ABSTAINION BY MARK LEZOTTE.

Elmer Cerano thanked Tom Landry for all his support during his tenure as president.

MOTION BY Tom Landry TO GO INTO EXECUTIVE SESSION.

MOTION TO ADJOURN

Minutes prepared by: _____
Camilia Limas, Executive Secretary

Minutes approved by: _____
Terri Lynn Land, Secretary