**West Tennessee Legal Services Board of Directors**

**Minutes of April 26, 2021 Board Meeting** **Held Via Zoom Due to COVID-19**

**Present:**  Vanedda Webb, Charles Barnett, Cecil Giles, John Hamilton, Michael Tate, Mary Jo Middlebrooks, William Kendall, Barbara Hudson, Kortney Simmons Laura Keeton, Cathy Clayton, Karen Laird, Kathryn Avent-Mann, and Marcie Williams.

Meeting was called to order by Laura Keeton at 5:30 PM

**First Item of Business**:

Recognition of Former Board Chair, Rick Kendall -- Acting Board Chair, Laura Keeton

A presentation was made to former Board Chair Rick Kendall to thank him for his years of service. Board members were given an opportunity to thank Rick for his service and Rick spoke briefly of his commitment to WTLS. He will receive a plaque later.

**Second Item of Business:**

Annual Audit Presentation by Marcie Williams from ATA & Audit Committee Recommendation

* Audit committee approved the audit previously.
* Marcie spoke about working with WTLS’ audit and that it went very smoothly. She explained that considering the pandemic they were expecting to have findings due to staff working remotely.
* Ms. Williams explained that the Opinion Letter reveals that there was a clean audit.
* Ms. Williams also explained that because WTLS received more than $750,000 in federal funds that a single audit and a financial audit were required. Two federal grants were tested: LSC and VOCA and there were no findings found.
* WTLS made capital purchases from non-LSC sources of $4,473 which are shown on a separate line of the audit.
* WTLS’ total assets were $2,237,730. Ms. Williams went on to explain the required LSC financial statement and showed which funds were released without restriction. She reviewed the Statement of Cash Flow and explained that the following Notes provide detailed information.
* We were able to do 80% of the audit electronically.
* WTLS was able to keep services going during the pandemic.
* There were no findings last year either.
* Marcie thanked the Board; there were no questions from the board about the audit.

Acting Board Chair, Laura Keeton called for motion to approve the 2020 audit; Mr. Barnett moved to approve, Mrs. Simmons seconded, and the 2020 audit was approved unanimously.

**Second Item of Business:**  Confirmation of Nominations

 Cathy thanked Laura Keeton for her service during the timeframe that we were without a Board President. Ms. Webb exited the meeting. Ms. Middlebrooks and Mr. Tate of the nominating committee recommended Vanetta Webb as Board Chair. A motion was made by Mr. Barnett that we accept the nomination of the Nominating Committee. It was seconded by Mr. Tate. It was unanimously approved that Vanedda Webb become the new Board Chair. Ms. Webb re-entered the meeting and Ms. Keeton congratulated her. Ms. Keeton also acknowledged that the job takes time, but that Board was here to help in any capacity needed.

*Vanedda Webb began chairing the meeting.*

**Third item of business:**

December Minutes

* Mr. Barnett motioned to approve the minutes; Laura Keeton seconded; the minutes were approved unanimously.

**Fourth item of business:**

***COVID-19 update:*** WTLS is operating on Phase 3A of the Reopening Plan. Each employee is expected to be in the office two days each week and the rest of the time they are working remotely. The maximum capacity in the office is set at 25 people at a time. Our doors remain locked to the public. Clients/Vendors can come to the office by appointment only. We are making these decisions because our client population is so vulnerable. We are trying to protect them as well as our employees. We will be in Phase 3A until May 15th and will re-evaluate at that time. We require masks to be always worn in the office in common areas and we abide by CDC guidelines. Ms. Middlebrooks asked if we were requiring all staff to be vaccinated. Cathy advised she conferred with WTLS’ employment lawyer and it was determined that we are not requiring that staff be vaccinated. Our staff is letting Cathy know confidentially if they have been vaccinated. Cathy requested that those who have not been vaccinated for religious reasons or medical reasons to let her know. To this date, she has not received any notifications about those who wish to exercise religious privileges or take medical precautions. We are 83% vaccinated. Employees are aware that those who are vaccinated may not have to wear masks in the future and those that are not vaccinated will have to wear masks. As far we know, there has been no spread of COVID from employee to employee. All cases of COVID were contracted outside of the office.

***Program Update:*** We have renewed several grants, and everything is on track. The Cycles of Success grant is potentially going to have an extension. We look forward to having an answer about that soon. The grant itself has an 2Gen approach to help people stay off the TANF roles. Our partnership with DHS has not gone according to plan due to COVID. DHS in response to COVID began taking applications remotely. WTLS has received an extension at no cost on a grant. WTLS received $75,000 in new Emergency Shelter grant (ESG) funding. We are now able to expand services under the ESG Program to all counties beyond Madison County. It is a no match grant. WTLS will work with people who are very low income to prevent them from being homeless. The grant will provide housing counseling and assistance with consumer issues, etc.

***Housing Update:*** A federal judge in Memphis found CDC exceeded its authority in extending the eviction moratorium. This means the eviction moratorium no longer is in effect in West Tennessee. WTLS sent out press releases and notified partners of this change, along with resources for help as we foresee a significant increase in evictions. Cathy Clayton and Vanessa Bullock, WTLS Housing Director, has been on TV and radio to let people know what their options are.

***WTLS Filing of Fair Housing Complaints:*** The Housing Department is requesting that the Board approve WTLS to file Fair Housing lawsuits to comply with their grant. This will not take money from the private bar. Cathy reassured that she would not allow that.

* Mary Jo Middlebrooks motioned to allow WTLS to file HUD Fair Housing Complaints; Kortney Simmons seconded; the motion carried.

***Accounting Department update:*** Sandy Bingham retired and trained her successor. The person that she trained resigned. Nhung Nguyen from ATA is now our Assistant Controller. Cathy informed the Board that Karen will be retiring at the end of the year. Nhung Nguyen will assume her position upon her retirement.

**Fifth item of business:** Financial update provided by CFO, Karen Laird

* Karen clarified that she was leaving at the end of the year.
* Karen informed the Board that Sandy has returned to train Nhung.
* Nhung has been amazed at how much goes into what we do. She is glad to have not only the training for Karen’s position, but Sandy’s position as well. We believe she will be a fantastic person for this job.
* Karen noted that while Marcie Williams had shared that there were no findings or questions, that ATA did have several questions, but noted that answers were provided.
* Karen shared a draft of the financials and noted that tweaking was needed before they would be able to become final.
	+ Karen advised the Board that we now have a Money Market Account for the proceeds of matured CDs due to the practically non-existent current CD interest rates.
	+ Assets this year are $1,928,075.91 which is an increase over last year’s total of $1,851,703.09.
	+ Karen explained the difference between the two Accounts Payables Accounts. The Accounts Payable-Vendors account is the account that holds invoices received by funders, but not yet paid out. The Accounts Payables-Other may contain monies obligated in a prior year to be paid for in the current year such as work that has not yet been completed.
	+ Karen explained the Retirement Fund Payable is $7,643.14 and said that her original calculations for the one percent payment will have to be adjusted from $19K to approximately $17K.
	+ The Quarterly Breakout of Cash Accounts was given to the Board. Karen explained that the balance sheet shows monies owed to LAW in the prior year that were paid out late.
	+ Karen explained that the final page is the Recap Sheet which shows a balance of $33.75 that is supposed to be zero. She will spend time tomorrow looking for the error to correct that entry.

There were no questions, but Cathy Clayton asked that Karen send the final financial statements to the Board once they are completed.

* Ms. Laura Keeton moved to approve the financial report with corrections; Mr. Cecil Giles seconded; the financial report with corrections was approved unanimously.

The Board unanimously agreed to adjourn. The meeting was adjourned at approximately 6:33 PM.

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Laura Keeton, Board Secretary