

West Tennessee Legal Services Board of Directors
Minutes of December 5, 2022 Board Meeting, held via Zoom

Present: Barbara Hudson, Charles Barnett, Vanneda Webb, Mary Jo Middlebrooks, Laura Keeton, Cathy Clayton, and Tricia Kost.

The meeting was called to order by Vanneda Webb at 5:31pm.

First Order of business – 10/31/2022 minutes approval: Review and approval of October 31, 2022 minutes. Mr. Barnett made a motion to approve the minutes. Ms. Keeton seconded the motion. The minutes were approved by acclamation.

Second order of business – Priorities for 2023: Ms. Clayton presented the proposed 2023 Priorities and Needs Assessment, which are the same as in prior years. The areas we intend to focus a bit more on are disasters due to our new Disaster grant as well as some pandemic related issues, particularly regarding housing. Ms. Clayton reviewed our Legal Needs Assessment results, included in the emailed agenda packet. Overall, the results were positive. Ms. Clayton shared that this year we changed some of the questions to make them easier to respond to after looking at responses from previous years. Mr. Barnett moved to approve the proposed 2023 Priorities; Ms. Middlebrooks seconded, and the motion passed unanimously.

Third order of business – Certificate of Integrity: Certificate of Integrity which requires a motion. Ms. Webb reminded the board that included in their emailed documents was a Program Letter from LSC as well as a Memo of Program Integrity. Ms. Webb asked Ms. Clayton to summarize the highlights. Ms. Clayton shared that one of the things LSC is requiring is having a procedure in place to ensure that board members do not have a conflict of interest due to serving on another board. Because of this we had to change our Conflict of Interest Policy to include a procedure that board members can utilize in case there is a conflict of interest with them serving on another board. Ms. Webb mentioned that the updated Conflict of Interest policy's changes were in red in the document they were sent. Ms. Kost shared her screen to show the changes to our Conflict of Interest Policy. Ms. Middlebrooks moved to approve the updated policy. Mr. Barnett seconded the motion. The motion passed. Ms. Kost was to send a copy of the new policy with no red text to all board members for them to sign and return to her.

Fourth item of business – Marketing and Communications Plan: Ms. Clayton shared an overview of the plan which stated that every month we will have a new focus which will be communicated on social media posts and email blasts. Ms. Webb asked if there were any questions for Ms. Clayton about the plan. There were none. Ms. Keeton moved to approve the Marketing and Communications Plan. Ms. Hudson seconded the motion. The motion passed unanimously.

Fifth item of business -- Whistleblower and Conflict of Interest policy: Some discussion of this policy was included in the discussion of Item 3 of the Agenda based on the applicable Program LetterMs. Clayton was unsure whether the earlier motion included both the approval of the revised policy and the

Memo of Program Integrity and mentioned that we did need to make sure we had approval for both. Mr. Barnett moved to include both documents in their approval. Ms. Middlebrooks seconded the motion. The motion passed unanimously.

Sixth item of business – Programmatic Update: Ms. Clayton shared that we have had a difficult year but are in good shape. We made the difficult decision this year to move the AIDS related assistance programs to a new home outside of WTLS. These programs no longer fit in with our mission and there were other organizations in the area that could take those on. We have several grants that have sub-grantees. Those grants include our HUD Housing grants and FHIP (Fair Housing). This means we supervise these grants, get an administrative fee for that, and are also grantees ourselves. We also have funding through SSVF (Supportive Services Veteran Families) and we have one subgrantee under SSVF which is Tennessee Homeless Solutions. We have focused on trying to standardize procedures through all these grants, especially the ones where we have multiple sub-grantees. Ms. Clayton shared the Good Stories Slideshow that we created for our ABA Consultant Judicial Open House for our Pro Bono Program.

Seventh item of business – Financial and Property Update: Financial and Property Update was presented by Ms. Clayton. With regards to property, we have had some bizarre things happen recently: a tree fell on our remaining company car from the Jackson office, which would have been totaled for \$3,000 due to its age (less that what it would cost to replace with a reliable vehicle); however, since the car still drives fine and just has some additional scratches, we plan to continue driving it. Our other company car at the Jackson office, a KIA, was totaled after an accident in October. We had a bee infestation, we have had roof leaks at the Jackson office, and last week had to have the back door repaired since it would not open. We are seeking approval through LSC to purchase a new small SUV with the insurance proceeds from the KIA. We received \$3,000 on Giving Tuesday and were one of the top fundraisers throughout West Tennessee on that date. Ms. Clayton shared that Nhung was currently on maternity leave and former CFO Karen Laird, who is filling in for Nhung part-time during her leave, is in Memphis taking care of her husband who just had surgery. Thus, Ms. Clayton would be going over the October Financials for this meeting. The balance sheet shows our assets are slightly less than 2021 mainly due to depreciation. Our statement of cash shows a 2% increase over last year. The analysis sheet showed many of the grants had been closed. Ms. Clayton mentioned that the grants in the red were just due to timing, primarily our housing grants which are always late with payments. Ms. Clayton asked if there were any questions and there were none. Ms. Webb asked if there was a motion to approve the Financial Report. Ms. Keeton moved to approve the report; Mr. Barnett seconded. The report was approved unanimously.

Ms. Webb asked Ms. Clayton to speak about the proposed budgets for 2023. One budget includes DHS-TANF funding, and the other does not. Ms. Clayton explained DHS contacted TALS (Tennessee Alliance for Legal Services) about possibly resurrecting and expanding the old Cycles of Success project statewide using excess TANF funding. DHS asked for a proposal from TALS, which the four other legal aid groups in Tennessee helped develop. The first budget Ms. Clayton shared with the board is the budget which does not include TANF funding. Ms. Clayton pointed out that at the bottom of the page, it looks as

though there is a loss of \$52,636, however if you look at the funding sources to the left of the total Income (Loss) at the bottom of the page (Community Foundation, FHIP, and ESG), they total almost \$80,000. This is funding we just learned during the last month that we are going to receive. So instead of having a net loss of \$52,636, we would have a gain of approximately \$25,000-\$30,000. This budget also includes the entire staff receiving an 8.7% COLA increase that the board previously approved.

Ms. Clayton then showed the budget that included the additional funding from DHS-TANF totaling \$2,252,096. This would be money we would receive for three years. This budget shows a total income of \$20,280; however, this number does not include the additional \$80,000 approximately that we will be receiving from the Community Foundation, FHIP, and ESG either so our true net income would be closer to \$100,000.

Ms. Middlebrooks moved to approve the fiscal budget without the TANF grant and approve the budget with the TANF grant as a contingent. Mr. Barnett seconded the motion. The motion was approved by acclamation.

Eighth order of business – Executive Director Evaluation: At this time Ms. Webb asked all WTLS employees to leave the Zoom meeting so the board could discuss Ms. Clayton’s Executive Director evaluation and salary for 2023. After the board had time to discuss, Ms. Webb asked Ms. Clayton and Ms. Kost to rejoin the meeting and informed Ms. Clayton that the board had approved her 8.7% salary increase for 2023.

The meeting was adjourned at 6:32pm.

 Date: 

Laura Keeton, Board Secretary