

West Tennessee Legal Services Board of Directors
Minutes of April 25, 2022, Board Meeting Held Via Zoom and In Person

Present: Vanedda Webb, Cecil Giles, John Hamilton, Michael Tate, Laura Keeton, Barbara Hudson, Marcie Williams (ATA auditor), Cathy Clayton and Nhung Nguyen

Meeting was called to order at 5:30 PM

First Item of Business:

Cathy introduced Marcie Williams as WTLS' lead auditor who will present the results of this year's audit.

Second Item of Business:

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

1. Audit committee approved the audit previously.
2. Marcie spoke about working with WTLS' audit and that it went very smoothly. She explained that considering the remote audit, she was pleased how the audit turned out.
3. Ms. Williams explained that the Opinion Letter reveals that there was a clean audit.
4. Ms. Williams said page 5 of the audit shows overall numbers have increased due to COVID money and grant money.
5. WTLS' total assets increased to \$2.2 million compared to \$2.1 million last year. Ms. Williams went on to explain liabilities also increased to \$450,000 compared to \$252,000 last year.
6. Ms. Williams also explained format and presentation of the statement of activities on page 6, which shows a total of \$4.9 million in total revenues and \$5 million in total expenses. The change in net assets shows a \$55,000 loss for 2021 due to a one-time expense in 2021 (payroll bridge payment).
7. There were no findings found during this year or last year's audit. They also had no management letter comment.
8. Ms. Williams also explained that because WTLS received more than \$750,000 in federal funds that a single audit was required. No findings were found with grants tested for single audit this year.
9. Marcie thanked the Board. There were no questions from the board about the audit. Vanedda Webb called for motion to approve the 2021 audit; Mr. Giles moved to approve, Mr. Tate seconded, and the 2021 audit was approved unanimously.

Second Item of Business: December 6, 2021 Minutes Approval

Cathy asked board members if they had any questions regarding December minutes. No questions were raised. Vanedda Webb, ask for motion to approve the minutes; Mr. Tate moved to approve, Ms. Keeton seconded, and the December 2021 minutes was approved unanimously.

Third item of business: Program Update

1. Cathy announced that the vacant Executive Assistant/ Benefit Coordinator position has been offered to and accepted by a candidate and we are awaiting background check results.
2. LSC Field Grant is up for competitive grant application. Other organizations could apply but Cathy doesn't anticipate anyone will. We are required to complete a pre-application which requires resumes for all attorney board members. All resumes are due on May 13.
3. WTLS has applied for the LSC Supplemental Disaster funding related to the December 2021 tornados. We received a call about the grant and were given more money than anticipated. Cathy has asked for written documents but hasn't received them yet.

4. WTLS will apply for a Technology Initiative Grant (TIG) for a predictive analytic data project that will be used to best identify where to allocate resources. WTLS' main task will be to supply Vanderbilt with data.
5. We applied for the VOCA Elder Abuse grant today for the maximum award amount of \$65,000/year for 3 years. We will also apply for another VOCA Grant – VOCA Underserved this week. The total possible award is \$200,000 for year 1, \$200,000 for year 2, and \$100,000 for year 3. This grant will be used for victims underserved on Federal or Foreign cases.
6. WTLS was working with TALS on the Opportunity Act grant and was successful in securing the Planning Grant. However, we did not receive the Implementation Grant.
7. Ryan White Grant ended March 31, 2022 and the grant has been awarded to Children and Family Services who has opened an office in Jackson. All of WTLS former Ryan White employees are now working at Children and Family Services. Teresa Cook, WTLS' former Ryan White/HOPWA program manager, will serve as a resource for WTLS but has been employed with the United Way of Greater Nashville area serving as a field representative for the Ryan White program.
8. Carita Cole who has been working with the HOPWA grant will stay with WTLS and serves as a testing coordinator working in the new Fair Housing- ARP Grant.
9. We were projecting a deficit for FY22 at the end of December 2021. However, we received news that our LSC allocation is \$45,000 more than anticipated, which will reduce the projected FY2022 deficit.

Fifth item of business: Stolen Laptop

A WTLS laptop was stolen out of an attorney's car in January 2022. Although the laptop is password-protected and had MFA, emails via Outlook are automatically saved to hard drive, and those emails could potentially contain confidential information related to our clients. We have identified 92 clients whose personally identifiable information might have been at risk. WTLS will notify those clients; however, we do not expect any liability related to this incident. The stolen laptop was reported to the insurance company under the cyber policy. But due to a mix-up in computer identification, we were late in reporting the incident and our claim was denied. Cathy has reached out and will consult with Clint Scott whose firm handles insurance denials and disputes regarding this insurance denial.

Sixth Order of business: Proposed Policy Changes

1. **Inclement Weather Policy:** This policy was previously approved by the Executive/ Finance Committee, and we now ask for the approval of the full board. The main change to this policy is that WTLS will base the decision to close the offices during inclement weather on the closing of the Chancery Courts in the counties where the offices are located. Under the previous policy, the closings of institutions of higher learning were used to base the decision of closing our offices, which lead to inconsistency. The new policy also requires employees to work remotely during inclement weather or use paid leave if they wish to take time off. Vanedda Webb asked for motion to approve. Mr. Tate moved to approve and Mr. Giles seconded. The motion was approved unanimously.
2. **Hybrid Work from Home Policy:** This proposed policy will allow employee, subject to approval (by their immediate supervisor and the ED) and other safeguarding measures (not being on probationary period/ disciplinary actions and as their job duties permit, etc.), to work remotely up to 2 days/week. This was previously presented to the Executive/ Finance Committee, and we now ask for the approval of the full board. The policy and the remote work request form were provided to the Board in the agenda email. Vanedda Webb asked for motion to approve Mr.

Hamilton moved to approve., Ms. Keeton seconded the motion. The motion was approved unanimously.

3. **Closing the Office during the Week between Christmas and New Year:** In an effort to promote employee retention and compensate employees given the fact that we are not able offer salaries that are comparable to the private sector, we are asking the board to approve the closing of our office during the week between Christmas to New Year. LSC along with 2 (out of 3) other TN LSC-funded organizations already adopted this policy. Furthermore, we don't usually have a lot of activities during this time, and we will ensure to have on-call staff during this time to address any clients' needs. This policy was previously presented to the Executive/ Finance Committee, and we now ask for the approval of the full board. Vanedda Webb asked for motion to approve. Mr. Tate moved to approve. Mr. Giles seconded. The motion was approved unanimously.
4. **Floating Holiday Policy:** Cathy proposed to the board a floating holiday policy in recognition of Juneteenth. Employees can use the floating holiday policy to take another federal/religious/cultural holiday or their birthday in lieu of one of the 11 paid holidays on WTLS' list. Vanedda Webb asked for a motion to approve. Mr. Giles moved. Mr. Hamilton seconded the motion. The motion was approved unanimously.

Financial Update by Ms. Nguyen:

Overall, the financial activities during March 2022 were comparable to those of March 2021. Total asset is \$2.2 million in March 2022 which is comparable to \$2.0 million in March 2021. We have had a slight increase in accounts receivable mainly due to our unpaid housing counseling AR for the 4th quarter of 2021. In terms of liabilities, the amount has stayed the same at \$414,000 in March 2022 compared to \$403,000 in March 2021. Cash in the bank was at \$1.05 million in March 2022 compared to \$1.08 million in March 2021.

Most of our grants receivable are either current or 1-30 days past due. We are currently maintaining a healthy fund balance. Vanedda Webb asked for a motion to approve the March 2022 financial statements. Mr. Hamilton moved to approve. Mr. Giles seconded. The motion was approved unanimously.

Vanedda Webb asked for a motion to adjourn the meeting. Mr. Giles moved to approve. Ms. Keeton seconded, and the meeting was adjourned at 6:35 pm.

Laura Keeton, Board Secretary

Date: _____