

**West Tennessee Legal Services Board of Directors**  
**Minutes of October 25, 2021 Board Meeting, held via Zoom and in-person**

**Present:** Vanedda Webb, Laura Keeton, Cecil Giles, Mary Jo Middlebrooks, Barbara Hudson, Michael Tate, Sarah Johnston-Barnett, Karen Laird, Cathy Clayton, Nhung Nguyen

The meeting was called to order by Vanedda Webb at 5:33pm.

**First Item of Business:** Review and approval of July 26, 2021 minutes

There were no questions or comments about the July minutes. Laura Keeton moved to approve the minutes, Cecil Giles seconded, and the minutes were approved unanimously.

**Second Item of Business:** Board training

Board Manual Update – Sarah Johnston-Barnett showed the Board where WTLS’ Board Manual can be accessed through the WTLS website (linked [here](#), password: WTLSboard). Ms. Johnston-Barnett also showed the Board how to access the EJU training – [Ensuring Accountability while Respecting Authority: How Board Members Can Strike the Right Balance with their Executive Directors](#). Cathy Clayton went through WTLS’ Board Manual in its entirety, and she discussed policies in the Manual that need Board members’ signatures as well as updates that were recently made to WTLS’ Board Manual. The policies that were discussed that need Board member signatures included:

- Board Member Responsibilities
- OCJP E-Training Certification
- WTLS Whistleblower/Code of Conduct/Conflict of Interest Policy
- WTLS Board of Directors Code of Ethics

Ms. Clayton also reviewed the Organizational Chart, LSC’s Income and Asset Guidelines, and WTLS Priorities. She explained how to access the [Charter and Bylaws](#), [WTLS Manual](#), [Strategic Plan](#), [LSC’s Performance Criteria](#), [LSC’s Regulations on Governing Bodies](#), [LSC Program Letters](#), [LSC Advisory Opinions](#), the [Tennessee Guide for Nonprofits: What Every Board Member Should Know](#), and [WTLS’ 990](#) via the links in the online Manual. Ms. Clayton informed the Board that she, along with the General Counsel, the Managing Intake Attorney, the CFO, and the Assistant Controller, are going through and updating the entire WTLS Manual. The Manual will be presented to the Board once it’s update is finished. There were no questions about the updates to the Board Manual.

Board Self-Assessment – Ms. Clayton discussed the options for Board members’ self-assessments: the self-assessment that is currently in the Board Manual, the Authenticity Consulting Nonprofit Board Self-Assessment Tool, and the McKinsey Nonprofit Board Self-Assessment Tool; the second two assessment tools were shared with the Board prior to the meeting. Vanedda Webb and Mary Jo Middlebrooks volunteered to look at each of the self-assessment tools and come up with what they think will best meet the Board’s and WTLS’ needs. They will report back at the December Board meeting.

**Third Item of Business:** Executive Director evaluation

Ms. Clayton presented the Executive Director Evaluation, and she explained that last year the Board voted to use that evaluation tool again. Ms. Clayton stated that both Board members and members of the Management Team have had issues with this particular Executive Director Evaluation tool – they stated that they wanted a “not applicable” option for the questions. The Board agreed that this would be helpful, and Ms. Johnston-Barnett will update the Google Form version of the evaluation and the

Word version to include “N/A” as an option. Ms. Clayton stated that she will reach out to the Board to let them know to whom the Word evaluations should be returned since Ms. Johnston-Barnett’s last day is October 29, 2021. There were no further questions regarding the Executive Director Evaluation.

**Fourth Item of Business:** Program updates

OIG Fiscal Vulnerability Review – LSC Office of Inspector General (OIG) has scheduled a fiscal vulnerability review with WTLS. The OIG is the enforcement arm of LSC, and they do these reviews with all LSC-funded organizations. The review is not a penalization; it is designed to help the organization being reviewed. This will occur on November 29, 2021, and Nhung Nguyen has gotten all documents ready for the review.

Laird Remediation Services, LLC (LRS) Contracted Work – *WTLS’ CFO Karen Laird is married to Bruce Laird (owner of LRS). Ms. Laird does not participate in the contracting process when WTLS receives bids from LRS, and Ms. Laird left the Board meeting for the discussion of LRS’ contracted work.*

LRS was hired for three renovation projects at the Dyersburg office between December 2020 and March 2021 for which LRS was hired. For the first project – to convert the upstairs of the building into office spaces – WTLS requested bids from five contractors, and the only company to send in their bid by the deadline was LRS. LRS’ bid was for \$23,689 which covered two contracts (one for construction work costing \$11,909 and one for electrical work costing \$11,780). Ms. Clayton accepted this bid on December 29, 2020.

For the second project – repair work for the offices being renovated – WTLS requested bids from four companies, including LRS. The only bid that WTLS received for this project was from LRS totaling \$2,950. For the third project – to bring the building up to code by correcting violations noted in the Dyersburg Fire Marshall’s inspection – WTLS did not request bids from any companies other than LRS, since LRS was familiar with the building and its old wiring and because they were already working on the renovation and repair projects. The total contract for that project was for \$7,526.

For the first project, WTLS did not follow its own policy in that WTLS failed to get Board approval for contracts totaling over \$10,000. Ms. Clayton asked for retroactive Board approval, and Ms. Clayton left the room so that the Board could discuss the matter. Ms. Middlebrooks moved to approve Ms. Clayton’s actions retroactively, and Mr. Tate seconded. There was no further discussion, and the actions were approved unanimously.

Tennessee Housing Development Agency (THDA) Grant – WTLS has been notified that it will receive a THDA subgrant for \$913,000 to provide housing stability for West Tennesseans. This project is not limited by LSC guidelines – WTLS can provide services for people with incomes up to 80% of the average median income (this varies by county). WTLS will not represent anyone that could afford to hire an attorney but will provide assistance for those for whom hiring an attorney would mean that other bills would go unpaid. This grant is broad, and services could include helping landlords and tenants obtain supporting documentation for funding assistance, helping people apply for unemployment or child tax credit, negotiating for payment plans for utilities, continuing disability reviews, and restoration of rights. WTLS has begun staffing this project.

Cycles of Success – The Cycles of success program is ending. The Department of Human Services does not have the TANF money that they said they had.

HOPWA, Ryan White, and MAI – After much consideration by Ms. Clayton, Ms. Laird, and the General Counsel, WTLS has determined that it is in the organization’s best interest to not renew the grants from HOPWA, Ryan White, and MAI. These programs do not fit within WTLS’ core mission, are contributing to mission drift, and require a substantial amount of administrative staff members’ time. Ms. Clayton will tell the manager for these programs that WTLS will not reapply for funding, and she and Ms. Laird will offer to help them establish a nonprofit of their own and reapply for funding that way. WTLS will also offer to provide a space for them to rent for their first year.

Ms. Middlebrooks moved to accept the recommendation of Ms. Clayton regarding not reapplying for funding for Ryan White and MAI, and Mr. Giles seconded. It was brought to Ms. Middlebrooks’ attention that she did not include MAI in her initial motion, therefore she amended her motion to include MAI. This was approved unanimously.

Proposed Salary Increases – Because of inflation and increases in healthcare costs, WTLS is proposing to increase all salaries in the current salary scale by \$1,500 per year (this would not include the Executive Director’s salary). Ms. Clayton explained that this will help provide staff members with a living wage and will prevent retention issues. Mr. Tate moved to accept this recommendation, and Barbara Hudson seconded. There was no discussion, and the recommendation was approved unanimously.

Check Signing Policy – Ms. Clayton explained that the proposed policy had already been approved by the Executive/Finance Committee. Ms. Clayton went over the policy and provided examples for when the policy would be utilized to make things more streamlined. Laura Keeton moved to approve the policy, and Ms. Middlebrooks seconded. There was no discussion, and the policy was approved unanimously.

Payroll Changes – Ms. Laird explained that currently, WTLS payroll is done on the 15<sup>th</sup> and 30<sup>th</sup> of each month, and WTLS accounting department proposed that the payroll dates be moved to the 5<sup>th</sup> and the 20<sup>th</sup> of each month. Ms. Laird explained that this would give the accounting department a chance to catch any issues that came up at the end of the month and would prevent WTLS from paying staff for work that they did not do. Ms. Clayton explained that many WTLS employees live paycheck to paycheck, so she proposed that WTLS provide staff (excluding Ms. Clayton) an extra one-week paycheck when these changes take effect so that staff members do not have to wait an extra week for their paychecks after the payroll dates are switched. Mr. Tate and Ms. Webb asked for clarification, which Ms. Laird provided. Ms. Middlebrooks stated that she did not believe that WTLS needs Board approval for this, but she moved that WTLS change the payroll dates as recommended. Mr. Giles seconded, and that recommendation was approved unanimously.

Ms. Webb stated that the Board did not include the one-week additional payroll in the motion. Mr. Tate moved to approve the additional payroll, Ms. Keeton seconded, and it was unanimously approved.

**Fifth Item of Business:** Financial update

Ms. Laird discussed the financial statement for September. She went over the bank balances and expenditures and the fixed assets and liabilities; she explained that most liabilities are zeroed out.

Ms. Laird also reviewed the cash accounts sheet, which shows the bank account balances compared to the same time last year. She explained that there are differences in the amounts (lower amounts this

year) because WTLS has a lot of past due fund balances – Cycles of Success owes \$63,000, FHIP owes over \$90,000, VOCA owes over \$80,000, and TSLA is several months behind in payments. There were no questions about the financial update. Mr. Tate moved to approve the financial report, Ms. Keeton seconded, and the update was approved unanimously.

**Sixth Item of Business:** December Board meeting

Ms. Clayton stated that the December Board meeting is traditionally a Holiday dinner. This was skipped last year because of COVID-19, and WTLS provided all Board members with blankets as gifts. The Board agreed to skip the Holiday dinner again this year. Ms. Middlebrooks suggested that instead of getting Board members a gift or food, WTLS could feed others in Board members' names. The Board agreed that this was a great idea, and Board members are to get back with Ms. Clayton on organizations to which WTLS could make these donations.

Ms. Keeton moved to adjourn the meeting, Ms. Hudson seconded, and the meeting was adjourned at 6:54pm.

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Laura Keeton, Board Secretary


Date: \_\_\_\_\_

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Date: 1/13/2022