



Minutes of Newcap, Inc. Board of Directors

February 9, 2017 – 12:00 p.m.

Oconto City Hall – Multi-purpose Room, 1210 Main Street, Oconto, WI

1. **CALL TO ORDER:** Meeting called to order at 12:04 p.m. by Vice Chairperson Spencer Mosley.
2. **DISCUSSION OF AGENDA:** Change to the agenda under New Business. Change F to resignation of Ron Nye and Carol Feller Gottard taking over his term. Then reletter the rest of the agenda under New Business. Motion made by Polarek. Second by Berg.
3. **ROLL CALL:**

Present: Berg, Brock, Brunette, Bubbs, Champion, DeWitt, Dillinger, Feller Gottard, Hamilton, Honish, Hoppe, Hoslet, Londo, McKenzie, Mosley, Pederson, Polarek, Reinhart, Sauve, Thompson, Van Pembroke, and Withers.

Excused: Carper, Doeren, Ehrfurth, Genrich, Johnson, and Moeller.

Absent: Starszak.

Staff Present: Detrick, Barlament, Johnson, Ratzburg, Filz, Wiesner, Patrick, Egnarski, and Hannigan.

Guests:

4. **INTRODUCTIONS:** Shelly Egnarski, JoAnn Hannigan, and Deb Wiesner.

5. **APPROVAL OF AGENDA:** Motion made to approve the agenda with changes by Hoppe. Second by Hamilton. Carried.

6. **APPROVAL OF MINUTES:** Motion made by Brock to approve the minutes. Second by Berg. Carried.

A. Board of Directors – 12/8/16

7. **OLD BUSINESS:**

A. Final Approval Plan of Action 2017. Motion made to approve by Polarek. Second by Berg. Carried.

8. **NEW BUSINESS:**

A. Financial Procedure Manual. HUD monitored one of our programs. Spelled out the reconciling of grants. Met with Program Directors. We need to follow our grant procedures. Record retention at three years had to be seven years. Motion made to approve by Committee. Second by Berg. Carried.

B. Audit Firm – Mary Paitrick. Haskins Ash sent a certified letter that they did not want to continue the relationship with us. Wipfli already does other CAP agencies. Value-added services with no charge. They work for the Board of Directors. Operational Audit – we never received the audit. Wipfli was taken aback by the last few years of lack of any findings. Motion to approve by Hamilton. Second by Brunette. Carried.

C. December 2016 Financials – Mary Paitrick. Finance Committee met on January 30, 2017. They went over the balance sheet for December 31, 2016. Under current liabilities it is now \$0. Purchased Green Bay building and have the line of credit. We have made two payments so far. Profit and Loss. Community Health Services was grossly understaffed 2016. Weatherization is

overbudget. They don't go by the budget year. Their grant runs July 1 through June 30. Motion to accept and place on file as presented by Honish. Second by Berg. Carried.

D. Presentation and Approval of 2017 Budget – Cheryl Detrick. First time getting a budget for the Board. Consolidated budget. Real Estate will be coming in future months. Newcap programs need to be charged for their expenses. Operations budget – really looking at the bottom line. A work in progress. Bringing in trainers for the budget. We have programs that are negative and can't cover their costs. Create Your Own Opportunities will be a new title. We can do and need to do a lot more with Community Health. Also much more in Affordable Housing stock/availability. Motion made to approve by Hoppe. Second by Hoslet. Carried.

E. Governance and Nominating Committee – Cheryl Detrick. Structural changes. We will now have term limits for the private and low income. Bylaws have been updated. Public members are unlimited terms. The private and low income can serve two five-year terms and go off the Board for a minimum of three years. The Private members leaving the Board are: Dick Doeren and Tom Hamilton. The Low Income members leaving the Board are: Barb Moeller and Bruce Starszak. Executive Committee is being reduced from 11 members to 7. The chairperson will ex-officio and will be able to vote on all committees in case of a tie. Meeting can be in person or electronically. There will two-year term limits for Executive Committee. The Nominating Committee is now the Governance Committee.

- 1) Proposed Bylaws. Motion by Hoppe to approve. Second by Brock. Carried.
- 2) Slate of Officers.
- 3) Executive Committee.

- 4) Renewing Terms for the Board. Sandy and Janet have renewed five-year terms. Motion to approve by Berg. Second by Hoslet. Carried.

F. Resignation of Ron Nye from Langlade County and Carol Feller Gottard taking over his term. Carol introduced herself and told a little bit about her experience. She is a current Supervisor and is on the Langlade County Board. Motion by Polarek to approve. Second by Thompson. Carried.

G. Report from Building Committee – Cheryl Detrick. Building Committee met for the first time today. Larry Berg will be the chairperson. Doug Thompson will be the Vice Chairperson. Newcap needs a new home. Forward Community Investments could possibly give us 25% of the money in New Market Tax Credit. Cheryl will hear from them on Monday. USDA has a grant program that could give us from 55 to 75% of the necessary money needed. Cheryl would also like to see a memorial garden at the new location. Jessica's father had been a doctor here in Oconto for years. The building we will get for \$1.

Resolutions approved by the board

- 1) Option on the building.
- 2) Construction investigation will cost \$50,000 and the Boldt Company will do it.
- 3) Coastal Management Grant.
- 4) EPA grant.

H. Resolution to Change our Retirement Plan – Deb Barlament. TIAA-CREF has been the retirement plan for many, many years. We would like to go with Mutual of America. They have fantastic service, they will come to all the locations and speak with the each employee individually. They have been here twice already to meet with the Benefits Committee and also for an All Staff Meeting.

Motion made by Pederson to approve. Second by Hamilton.
Carried.

- I. CEO Evaluation – Sandy Polarek. Sandy spoke about the evaluation and that the deadline had been extended. Deb Barlament also spoke about how the process works for getting the evaluations completed and some of the issues that we have seen in the process.
- J. Whistleblower Policy – Deb Barlament. CSBG compliance on the policy. Currently, it has Deb Barlament as the HR Director and that will be changed to JoAnn Hannigan. Motion made to approve by Van Pembroke. Second by Sauve. Carried.

8. **ANNOUNCEMENTS:**

- A. Conflict of Interest forms need to be signed by all Board members and turned in.
- B. Spencer Mosley is resigning from the Board as of today. He spoke about how much it has meant for him to be on the Board and all that is being accomplished.

9. **PUBLIC COMMENTS:**

10. **ADJOURN:** Motion made by Brunette to adjourn. Second by Berg.
Carried.

Spencer Mosley, Vice Chairperson

Sarah Bauman, Recording Secretary