



# Board of Directors Meeting Minutes

February 23, 2024

10:13 AM

*Meeting called to order by ~ Wendy Nissen, Board President at 10:13 a.m.*

In Attendance – P (resent), A (bsent)

Board Members:	P	A	Staff Members:	P	A
Wendy Nissen, Board President	x		Tracy Diaz, Executive Director	x	
Steve Stanley, Vice President	x		Carrie Gable, CFO	x	
Laura Burrowes, Secretary/Treasurer	x		Cassidy Kipp	x	
Robin Haidle	x		Brooke Mason	x	
Alicia Davis	x		Allison Deaver	x	
Jamie Quinn	x		Sarah Aczas	x	
Donna Martin	x				
John Holland	x				
Chance Barrett	x				

Minutes Recorded by: Brooke Mason

Take Roll/Call to Order

Board President Wendy Nissen called meeting to order at 10:13 a.m. Board Members present/absent by teleconference and in person as noted above.

{A} Approval December 15, 2023 Meeting Minutes

*Motion was made by Donna to approve the December meeting minutes, seconded by Robin. The Meeting Minutes from December 15, 2023 are approved by unanimous vote.*

{A} Approve Agenda

Wendy discusses the agenda. Tracy wants to add Program & Planning report before Questions on Program Reports.

*Motion was made by Laura to approve the agenda with amendment; seconded by Robin; motion carried by unanimous vote.*

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## {A} Update Financial Status

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Carrie shares CSBG is underspent. ESG is waiting for a new contract. Allocable is slightly under budget. Section 8 has a small profit because we carried forward funds from two years ago. Weatherization DOE is overspent. Fuel Assistance just got contracts and we've put together the contract for client outreach and admin. In fundraising we have \$110k.

*Motion was made by Chance to approve financial status; seconded by Donna; motion carried by unanimous vote.*

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## {A} Approve Updated Fiscal Policies and Committee Report

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Chance shares there were a lot of updates to meet additional policies but they were mostly formatting and procedural. Finance Committee recommends approval.

*Motion was made by Robin to approve updated fiscal policies; seconded by Donna; motion carried by unanimous vote.*

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## {A} Approve Consent Agenda

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Tracy reviews Consent Agenda items and discusses that the agency is waiting on the new NWE contract. We are currently working on DOE. We will be hiring a facilities assistant for janitorial services.

*Motion was made by Johnnie to approve the Consent Agenda; seconded by Laura; motion carried by unanimous vote.*

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## {A} Reaffirm vote on sale of CAPNM Main Office

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Tracy asks the board to reaffirm the vote consenting to the sale and signing of the buy-sell of the CAPNM Main Office.

*Motion was made by Robin to reaffirm vote on sale of CAPNM Main Office; seconded by Donna; motion carried by unanimous vote.*

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## {A} Accept changes to Board Bylaws

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Only one line was added to the board bylaws per the recommendation of our state monitor. This appears at the end of paragraph C where the word "at large" is modified to encourage participation of board members who live and work in the counties that they represent. Tracy adds that if you were a CAP employee you can't become a board member until a year of not being employed by CAP.

*Motion was made by Chance to accept changes to Board Bylaws; seconded by Johnnie; motion carried by unanimous vote.*

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## {A} Program & Planning

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Tracy shares about two big issues including E&T's Pathways Program and the forthcoming Preschool. Maximus got awarded the contract by the state for TANF Pathways/SNAP E&T and they want to subcontract with us. This transition will occur in the coming months.

Licensing requirements for the planned Learning Tree Preschool, LLC are extensive and require a lot of staff training. Tracy suggests opening as non-licensed initially, and accepting private pay. Licensing can take up to three months. At that time, we would fill with low-income and get reimbursed for food as well as be able to accept the States' Child Care Scholarships, Best Beginnings.

*Motion was made by Donna to move forward without full licensing; seconded by Alicia; motion carried by unanimous vote.*

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## {B} Questions on Program Reports

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Tracy shares. We still have a contract for the E&T Pathway's Program through the end of June with the state and Maximus talked about the transition plan.

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## {B} Agency Personnel Status

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Allison shares the departure of Joseph Barnes in the Weatherization department. We did a reduction in force in the Libby office, including Amber Good. Moving into 2024 we let go of Anne Castren as an Admin in the LIHEAP department due to seasonal slowdown. As of January 1st, we decreased hours and increased hours for some staff. We are welcoming two fiscal roles and an additional Weatherization crew worker. We are signed up for the job fair in April.

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## {A} Change of Authority on Banking

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Tracy updates that we want to add Sarah to the accounts.

*Motion was made by Donna to change authority on banking; seconded by Robin; motion carried by unanimous vote.*

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## {B} Property Report

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Cassidy updates that demolition has begun at CAP South. There was asbestos in the floor so that was abated. We are fine tuning the timelines for the architectural renderings and have a first draft of the blueprints with slight modifications. We're working with DEX Imaging to get the cubicles set up. Our In-Date is still 6/30.

In regards to the installation of the housing in the back we've been working with civil engineering for the ground work on those. We are discussing program fees versus rents for our Home Again project and we're working with the city on what occupancy rules may apply due to unit sizes, as well as the tap fees for addition to city services.

Three affordable housing projects that CAPNM is administrative general partner with, are being sold by the managing partners to another nonprofit; CAPNM anticipates getting roughly \$200k total back. We want to put that back into our building fund so we can do repairs.

Cassidy looked into self-insurance and reported it does not look like it would be compatible with the number of units we are servicing.

Tracy asks the board if we can move forward with an amendment to our buy-sell agreement. The buyer said they couldn't meet our due diligence deadline for the end of February. Buyer originally wanted to close and take possession March 1<sup>st</sup>. Negotiations with buyer led to a lease-back arrangement so that CAP can occupy the building until 6/30/2024. In the amendment the closing date and possession of property moves to August 2<sup>nd</sup> with no additional earnest money.

We also need to take \$400k from the unrestricted fund for our construction costs soon because of this change in closing date. Funds to be reimbursed once Main Building closes in August. Tracy asks the board to approve this use.

*Motion was made by Chance to move forward with amended buy-sell agreement with clarification from realtor; seconded by Donna; motion carried by unanimous vote.*

*Motion was made by Chance to approve use of unrestricted funds in the amount of \$400k; seconded by Donna; motion carried by unanimous vote.*

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{C} Board Consensus on ED Timesheets

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Wendy reviewed Tracy's time sheet.

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{A} Approval for ED travel

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Tracy updates that she is going to CAPLAW and National this year. She has been invited to do a workshop for Region 8 in July. June, July and August are her travel dates and everything has been budgeted for.

*Motion was made by Donna to approve ED Travel; seconded by Robin; motion carried by unanimous vote.*

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{B} Status of Pending Legal Issues

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Tracy updates.

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{D} Discussion about board recruitment

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Tracy updates that Laura identified a Lake County seat but they have withdrawn interest. Donna sent a name of someone who could fill Lincoln County and we have not yet heard anything back. Kristin Smith on the Libby City Council had someone else on the Council that might be interested. Our public official seat has to be appointed by a Commissioner. We need one for Flathead and Lincoln. We are encouraging the board to actively reach out to people to serve on the board. Wendy and Laura committed to another term.

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{A} Change June Board Meeting Date

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Tracy wants to cancel the June board meeting because we are going to be in the middle of the move. We want to move agenda items to the August board meeting and have a ribbon cutting/grand opening at that time.

*Motion was made by Chance to change next board meeting date; seconded by Robin; motion carried by unanimous vote.*

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{A} Adjournment

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The meeting officially adjourns at 11:55

*Motion was made by Donna; seconded by Johnnie; motion carried by unanimous vote.*

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Wendy Nissen, President

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Laura Burrowes, Secretary/Treasurer

{A} - Action is Required

{B} - Board Information Only

{C} - Consensus is Needed

{D} - Discussion is Anticipated