**Willard Community Center**

**Board meeting minutes from February 1, 2016**

**Members present:** Irene Williams, Emily Martin, Cole Pomeroy, Justin Pflanz, and Lyle Wheeler

**Others present:** Janelle Soderling and Sarah Reinke

**Not present:** Kassy Knudson, Casey Pflanz, and Mollie Mertens

1. Ms. Williams called the meeting to order at 5:40 pm.
2. Ms. Williams asked for a vote for the Consent Agenda. Mr. Justin Pflanz made a motion and Ms. Mertens seconded it. Motion passed unanimously.
3. Ms. Williams and Ms. Soderling gave an update on fundraising efforts. The Peter Kiewit Foundation grant was submitted January 15, 2016. We are planning a fundraising event April 21 or 28th at Willard. We approved the video proposal from FES and Janelle will authorize. Expenses will be paid out of general fund and eventually we will replenish the operating funds. We have two other grants that will be sent out at the end of January. So far we are close to $700k in funds raised.

Ms. Williams updated the website to including board member bios and article about why Willard. She will add testimonials next. Next the Finance Committee provided an update from their meeting.

1. Next we discussed the Bylaws revision. Mr. Wheeler brought forth an engagement letter from Keating Ogara which outlined services to be provided on a pro-bono basis. The engagement set forth the understanding that Mr. Wheeler will be working on the by-laws under Paul Peter’s direction and he would restate the articles of incorporation and rewrite the corporate by-laws. Mr. Wheeler also suggested that we change our registered agent to Paul Peter. Mr. Pomeroy made a motion to accept the engagement letter and to appoint Mr. Peter as registered agent. Mr. Pflanz seconded the motion and Mr. Wheeler abstained. Motion passed unanimously.

Mr. Wheeler asked that a subcommittee work on the bones of the by-laws and will bring it to the board for review and discussion. Ms. Williams and Mr. Pomeroy agreed to be part of the review committee.

1. Ms. Reinke gave an update on the child care late payment policy and explained how it has alleviated some of the large balances outstanding and how the parents are truly making an effort to keep the balances under the $500 threshold. Ms. Reinke also informed us that we lost about 7 children at Roper because of the increase but she is reaching out to those on the waiting list to fill the spots.
2. Mr. Pomeroy provided a bio for a possible board member. Mr. Mitchell ??? works at the University of Nebraska and is very interested in Willard. Ms. Soderling will reach out and set up a tour of the facility. We would like to invite Mr. ?? to a board meeting and vote on him at the April board meeting.

Mr. Pflanz also has a possible board member in mind and will bring his information to the board by next board meeting. He will also arrange a tour with Ms. Soderling.

1. Next we had a budget discussion update. Ms. Williams discussed how the budget can not have a deficit and included in the revenues is the amount needed in order to make the budget positive. It was suggested that we form a grant committee for operations. Mr. Justin Pflanz, Mr. Wheeler, Ms. Williams, and Mr. Pomeroy will work on this.

Mr. Pflanz suggested that we look at budget the entire year and not wait until the end of the year to deal with any deficits. We also need to look at the programs and adjust accordingly.

Mr. Pomeroy motioned for approval of the budget as presented and Ms. Martin seconded the motion. Motion passed unanimously.

1. Next we discussed the Annual Board Policies which must be reviewed and approved annually. This includes the Document Retention, Compensation, Whistle Blower, Conflict of Interest, and Joint Venture policies. Ms. Martin motioned and Mr. Justin Pflanz seconded the motion. Motion passed unanimously.
2. Next Ms. Soderling reminded the board of the need to complete and have on file the Annual Conflict of Interest Statement.

1. Next we discussed the Audit Engagement Letter from Dana Cole. Their fee was in line with last year’s fee and we discussed whether we should look at other auditors. At this time we should stay with the same auditor since we are in the middle of the capital campaign and the committee felt that consistency was important. Mr. Justin Pflanz motioned for approval of the audit engagement and Mr. Pomeroy seconded the motion. Motion passed unanimously.
2. Last Mr. Justin Pflanz brought up the possibility of having a speaker, Kris Thaller, conduct a session at Willard. It would be free and we could invite local area businesses. The speaker needs 30 people in order to have the grant provide for her fee. Mr. Justin Pflanz provided a biography of the speaker with her credentials. Having interest in providing this service, Ms. Soderling will work with the speaker to set up the time and to promote the function.

Meeting was adjourned at 6:55 pm.