

Kids Central, Inc.
Executive Committee Meeting
Board of Directors Meeting
November 4,2004

This is a draft of the meeting held on the above date.

Members of the board assembled for the called meeting of the board of directors to be held in Clintwood, VA in the Office of the Mayor of Clintwood at 11:00 PM for the regular dispatch of business of Kids' Central, Inc.

Quorum

The Chair announced that several members had informed him via telephone and by written correspondence that their attendance was doubtful. Dr. Jewel Askins could not attend due to prior commitments. Mrs. Donna Raines (via letter) would not be here due to her attending her husband during a medical procedure. Mr. Bill Davis would not be attending. He expressed (via letter) that he wanted to resign his membership on the board due to having accepted the role of caregiver for his parents for the next two (2) months. Chairman Baker had conversations with him and persuaded him to stay on the board. This conversation resulted in Mr. Davis requesting a two (2) months leave of absence from the board. Mrs. Shirley Rogers could not attend due to the time and distance. Mr. Charles Hay's attendance appeared doubtful due to his business.

Call To Order

Since only four (4) members were present, the members met, as The Executive Committee of the Board of Directors realizing that the business conducted would have to be presented to a quorum of the board at the next Board of Directors' Meeting convened at 11:08 AM.

Members Present: Chairman Donald Baker, Treasurer Paul Buchanan, Secretary Edward Hutchinson, Sr., and George Aichel.

Parent Policy Council Present: Heather Strong attended with her daughter.

Kids' Central Staff Present: Darrell Edwards, Donna Meade, Lisa Barton, Chris Austin, and Hilary Chandler.

George Aichel moved to accept Bill Davis's request for a two-month leave of absence from the board. Paul Buchanan seconded this motion and the committee voted its approval.

Minutes of the September 21,2004 Board Meeting

These minutes had been previously mailed to the members for the October meeting that had to be vacated due to conflicts. The secretary moved that the minutes be approved pending corrections. Paul Buchanan seconded the motion to approve. George Aichel noted that on page two (2) in the first (1st) paragraph that the word requested needed to be changed to required. The committee voted to approve the minutes.

Financial Report

Lisa Barton iterated that we were into early November and that we didn't have the October figures ready. She issued copies of the financial report for the four (4) months ending September 30,2004. She stated that 24% of our Head Start funds had been spent and that 23 ½% of our Early Head Start fund had been spent. We are one-third (1/3) of the way through. With our enrollment projected, we are going to be allowed to the same amount of funding.

Paul Buchanan moved to approve the report. George Aichel seconded the motion and the committee voted approval.

OLD BUSINESS

By Laws of the Parent Policy Council

Heather Strong related that the Policy Council met to update their by-laws. The beginning and ending dates for the Policy Council members' term is from October to September instead of from January to December. So at our last meeting, we seated our new members and elected our officers. The Chairwoman is Sandra Jones. The Vice-Chairwoman is Heather Strong. The Treasurer is Zelma Aichel, and the Secretary is Elizabeth Vitatoe.

We had our recruitment update and talked about the community assessment.

The PC approved the Early Head Start Written Plans, the Long Range & Short Range Plans, and we made an amendment to the by-laws in that there was the need to clarify the number of parents from each center that could be on the Policy Council. The total is thirty-nine (39) members, if possible. A quorum for business would be 25% of seated membership present attending the meeting.

George Aichel moved to approve the Policy Council By-Laws. Paul Buchanan seconded the motion and the committee unanimously voted to approve the motion.

Proposal to Update the copiers at KCI

Chris Austin related that offers with bids had been received from Danka (owners of the copiers at Appalachia and Clincho) and Kingsport Imaging with Kingsport Imaging providing the lowest bid.

Kingsport Imaging is proposing to give us all new equipment, to replace every copier that we have including an upgrade to one color. This will add up to a savings per month because we are now paying over \$2000 per month. With this new five (5) year lease agreement for new equipment, we will be paying \$1374 per month. We will get all new equipment that will be networked so that our people can transfer directly from the computer to the copier. All of them will be basically the same-making them employee friendly. Director Edwards stated that the savings would amount to \$8400 a year against cost.

Subsequent to the motion to approve the lease agreement with Kingsport Imaging made by Paul Buchanan and seconded by George Aichel, respectively; the committee voted its unanimous approval.

Shared Services Contract

Donna Meade stated the Blended Program was a big issue in our last review – specifically the monitoring services for the children. We redid and renegotiated the contract and included a monitoring system with the Dickenson County School System and the City of Norton. The contracts have been signed and executed. We submitted the Monitoring Program with the Quality Improvement Plan (QIP) and it was approved. In the interim time, the Blended Program basically dropped from Kids' Central. Since then things have changed.

The motion to approve the contract was made by George Aichel and seconded by Paul Buchanan. The committee voted to approve the shared services contract.

Long Range Plan

Darrell Edwards stated that the draft of this plan was presented in August 2004. The Parent Policy Council had approved the plan with no further additions or corrections.

Paul Buchanan moved to approved this plan and George Aichel seconded his motion. The committee voted unanimously to approve the Long Range Plan.

Agenda Items for the November 16th Meeting

Darrell Edwards stated that the PC would meet on Wednesday November 17th so as to give the Review Team a chance to see all of our governance in action. The agenda for our meeting will be formulated and given to the board at least one week in advance of the meeting on the third Tuesday: November 16, 2004. It so happens that the regular Board and Policy Council meetings will happen while the Review Team is here. As to specifically what the Review Team may want to see at those meetings, they haven't told us. The staff will want to make their perfunctory presentations and then exit the meeting.

NEW BUSINESS

Personnel

The Head Start Director reported that the Policy Council had approved the terminations of two (2) employees. She also reported that Jennifer Stidham and Jessica Jackson were the new hires.

Edward Hutchinson moved to approve the action to terminate. George Aichel seconded the motion. The committee voted to approve the action.

George Aichel moved to approve the new hires with Paul Buchanan providing the second needed. The committee voted to approve the new hires.

Signatures on Approval Forms

Donna Meade reported that the programs plans have been approved, but she needed signatures on the approval forms. Chairman Baker iterated that to make sure that the program's plans had been approved, he would receive a motion to assure that we had done so.

George Aichel moved to approve the Disabilities Written Plans, Nutrition Written Plans, the Health Written Plans, the Mental Health Written Plans, Policies and Procedures, and that the signatures be fixed as requested. Paul Buchanan seconded the motion. The committee voted to approve the motion.

The Early Head Start Written Plans were tabled. Paul Buchanan moved to raise them from the table and that they (previously presented to the board) be approved. George Aichel seconded the motion. The committee voted unanimous approval of the motion.

Donna Meade voiced that we will have those "written plans" in one bulk document. Given that they are approved every year.

Appalachia II Center Proposal

Chris Austin reported that this would be for discussion only. The search for land has not netted anything. The Presbyterian Church in Appalachia has produced a leak in the bell tower's flat roof. A local contractor (Sturgill Construction Co), that the church had engaged, has not been diligent to fix the problem in a timely fashion. Kids' Central has not spent any money on the church to effect repairs.

Darrell Edwards related that we have a proposal to Abingdon Presbytery to acquire the building as a gift to Kids' Central so that we can become the owners. George Aichel (a retired Presbyterian Minister and member of Abingdon Presbytery) offered his insight into this matter by stating that he knew that KCI would not get the building free, but could get it at a modest price. The building would be fixed and they want it fixed. The secretary stated that from past dealing with the contractor that they were slow in getting work done.

George Aichel made the motion to give the staff permission and authority to explore the possibility of purchasing the Appalachia Presbyterian Church-taking into account, among other things-the cost of repair and maintenance of that facility. Paul Buchanan seconded the motion.

The committee voted unanimous approval.

George Aichel requested that Chris Austin remain in touch with him about this matter so that he (Aichel) could render help.

Community Assessment

Executive Director Edwards stated that this had already been done and approved back in February of this year. The thing that Philadelphia didn't like about our Community Assessment wasn't the data we had gathered, but the way that we looked at our funded enrollment. We were using a free and reduced lunch formula that had never been looked at or approved, and too many high-income kids (that are over our limits) are still approved for free and reduced lunches.

So we rewrote the entire report based on everything that was already in our report using a lot of the same information, a lot of the same charts, but we changed the way we calculated the number of enrolled children that were available for KCI to offer services too. That was the major change in the document. It has been presented to the board to look at. It is a standard and mandatory three (3) year production agreement. It is basis for our future plans. We will redo this. This is not the final version, but we had to have something that they would approve and this is the document that they approved. It is a credible document.

Paul Buchanan moved to approve the Community Assessment document. Edward Hutchinson seconded the motion and the committee unanimously approved the motion.

Bridge Agreement

Darrell Edwards stated that the Bridge Agreement has already been approved and has been sent to Philadelphia and that we were in good shape. No action is necessary.

Virginia Head Start Conference

Donna Meade stated that this conference would be held in Lynchburg, VA running from Monday of next week through Wednesday. It promises to be a very fulfilling and in line with many things of interest to KCI. Eight (8) staff members and two (2) PC members will be attending. Member from the Regional Office and Virginia State Board of Education will be attending. The effects of the Virginia Program Initiative (VPI) are on the conference agenda. Darrell Edwards said, "we intend to hit all of the conference sessions. We have been asked to bring our comments and statements. We need to get some directions."

Approval of Bank Notification

Lisa Barton reported that she has discovered four (4) bank accounts – some dormant- belonging to ARCHS totaling between \$ 60 and \$70. In order close them and collect their balances that the board would need to give her authorization and signatory authority. The accounts were in The People's Bank of Pound and Powell Valley National Bank.

The motion to give Lisa Barton the authority to handle these accounts and deposit the amount collected was made by George Aichel and seconded by Paul Buchanan. The committee voted unanimously to approve this authorization.

Policies Procedures Manual

Lisa Barton stated that though this was approved in June 2004, after looking into the performance standards, we found that there are several things that should be incorporated into the Policies and Procedures Manual as Appendices. The following to wit:

- § Standards of Conduct
- § Health Insurance Portability and Accountability Act of 1996(HIPPA) Policy
- § Drug and Alcohol Testing for School Bus Drivers
- § Substance Abuse Policy
- § Employee Performance Evaluation Form

The following paragraph has been added to the Standards of Conduct:

“ Information designated as confidential may not be discussed with anyone outside the agency and may be discussed within the organization only on a ‘need to know’ basis. In addition, employees have a responsibility to avoid unnecessary disclosure of non-confidential internal information about the agency, its employees, and its families it serves. However, this employee responsibility to safeguard internal agency affairs is not intended to impede normal business communications and relationships.”

Paul Buchanan moved to approve this change in the Policies and Procedures Manual. George Aichel seconded the motion, and the committee voted to unanimously approve the motion.

Positions Description

In the report given by Lisa Barton, she stated that in doing the organizational structure again some changes were made in some titles and duties so as these descriptions would better reflex with the personnel policies. All jobs descriptions are up to date to match the new titles and responsibilities, who they report to. Personnel have a better understanding of what is expected of them and their expectations of KCI. The new descriptions will serve as a valuable aide to prospective job applicants and for those interviewing. All job descriptions are now in the same format. The job descriptions were approved by the Policy Council on October 13,2004. They need to be approved by the board of Directors, and will be incorporated as an appendix to the Personnel and Procedures Manual.

George Michel moved that the position descriptions for human resources and staffing positions be approved. Paul Buchanan seconded the motion and the committee passed the motion.

Point of Order

During the presentation Charles Hay entered the meeting. The secretary pointed out that there was now a quorum of the Board of Directors present and that the meeting of the Executive Committee could cease and a call issued to declare a meeting of the Board of Directors open.

Opening the Board of Directors Meeting

The Chair declared the meeting of the Board of Directors open and the Executive Committee Meeting closed as of November 4, 2004.

Darrell Edward spoke to say, "we don't do business this way". He promised that the board would be given a complete breakdown of everything before going into a board meeting. He further stated that he appreciated the way things have been handled considering the circumstances under which we have been operating in hurrying to get things done before the arrival of the review team. The meeting today was to make sure that all of our bases are covered and that we are legitimate and that all these things have been reviewed and looked at. We are ready.

Next Meeting

The next meeting of the board will occur on November 16, 2004 at 11:00 AM and held at the administration building in Esserville, VA. The PC will meet on Wednesday November 17, 2004.

The December Meetings will be a joint meeting of the board and the policy council.

Charles Hay moved to approve the next meeting date for the board. George Aichel seconded this motion. The board voted unanimously to adopt the motion.

Adjournment

Charles Hay moved to adjourn the meeting at 12:18 PM.

Edward R. Hutchinson, Sr.

Secretary