

Kids Central Inc.  
Board of Directors Meeting  
April 13, 2005

The Board of Directors of Kids Central Incorporated met on April 13, 2005 at the Kids Central administration office. Donald Baker, Chairperson, called the meeting to order at 11:00 a.m.

Board Members present: Ed Hutchinson, Paul Buchanan, Jewell Askins, George Aichel, Shirley Rogers, Bill Davis, Heather Strong and Donald Baker

Staff present: Darrell Edwards, Lisa Barton and Ken Smith

Others present: Shannon Scott

#### Minutes

The Board reviewed the minutes of the previous meeting and stated the following corrections needed to be made:

- Ø On page 2, change \$.48 ½ cents to \$.40 ½ cents per mile.
- Ø The date on the agenda from the previous meeting should have been March 16, 2005.
- Ø On page 4, the minutes read “Western Kentucky University will be visiting May 31st”, this date should be May 3 and 4, 2005.
- Ø On page 4, the minutes read Ms. Barton said that Philadelphia was giving KCI the credit that it was due. This should read, “Ms. Barton said that Philadelphia was not giving KCI the credit that it was due”.
- Ø On page 4, the minutes read, “The concern was around grandparents and household about being paid for babysitting”. This should read, “The concern was around grandparents of the household being paid for babysitting”.

George Aichel made a motion to approve the minutes of the previous meeting with the revisions stated above. Shirley Rogers seconded the motion. Motion carried.

#### Finance Report

Lisa Barton gave the finance report. She noted that we have been watching our money closely due to the anticipation that we may not have the full budgeted funds available due to under-enrollment. At this time, we do anticipate having some excess funds. As of the end of March, ten months into our fiscal year, the agency has spent approximately 77% of our Head Start funds and approximately 73% of our Early Head Start funds. She noted that we expect some additional expenses during this fiscal year such as a large state unemployment payment, however we are in good financial shape. We do have some areas in the minus column; however, the items in the plus columns more than make up for those. The food category will be more accurate when the latest reimbursement is received. Lisa anticipates that Head Start will break even on in-kind, while Early Head Start should have excess. A good source of in-kind was the blended program. Since termination of that program, we have lost a substantial amount of in-kind.

Donald Baker asked Lisa Barton about the situation with our center in the Dickenson County Childcare Center. Lisa states she has been in contact with Tina White. Previously, we have been paying 9% of the cost of the childcare building. Last week we received an invoice stating they miscalculated the amount and we now must begin paying 28% of the cost of the building. People Inc. is attempting to pro-rate many items we are not using. Darrell Edwards stated that Chris Austin met with the childcare center’s advisory council and there was some concern that the center is operating at a loss now. Jewell Askins asked if our contract with People, Inc. specified floor space only or included operation costs. Lisa stated that our contract states 10% of the floor space. Jewell stated that we needed to look closely at our contract and abide by it.

Donald Baker asked if we have access to the playground at the childcare center and how meals were provided. Darrell noted that we do have access to the playground and we purchase meals from People, Inc.

Donald Baker asked about the trade of the two modular units in exchange for the modular where the Clintwood center was previously located. Darrell noted that we received verbal approval from the Regional Office on April 11 to complete the deal with Shirley Mullins. Donald noted that we need to get written approval from Joe Mistretta.

Lisa Barton stated that she spoke with our fiscal specialist, Patricia Devereaux prior to the Board meeting about getting written approval. Ms. Devereaux stated that both Joe Mistretta and Robert Sullivan have been out of the office and she is awaiting their signatures to provide the written approval.

Bill Davis asked if the rent issue has been resolved with the Dickenson County School Board. Darrell noted that it has not been resolved and that we have sent written notification to Damon Rasnick stating that we cannot use funds from the current fiscal year to pay debts incurred in previous fiscal years. For clarification, Darrell stated that we recently receive a request for payment from the School Board for rent of the lot where the Clintwood center was previously located, along with the white house that sits adjacent to the former center. The request was for payment dating back nine (9) years. Mr. Baker asked if we have used the house adjacent to the former center. Lisa noted that we used the house Home Base socializations until last fall. We are now awaiting a response from Mr. Rasnick.

#### Policy Council Report

Heather Strong gave the Policy Council report. Her report contained information that can be found in the Board minutes of March 2005. Ms. Strong informed the Board that Carolyn Pierce had conducted a very informative training session on governance with the Policy Council on March 30. She asked that the Board give their advice on defining "immediate family" for the Policy Council. She thinks the definition should correspond to the Personnel Policies and Procedures Manual. The next Policy Council meeting will be held May 18.

#### Old Business

Darrell Edwards reported that the Sally Hammer mobile unit has been donated to the Norton Lions Club who will use it for the Remote Area Medical (RAM) project.

Darrell reported that Joe Mistretta has verbally approved the visit by Western Kentucky University. The details of the upcoming review have been mutually agreed upon by WKU and Kids Central. There were, however, modifications made in the contract.

- There were no provisions for a written report in the original contract; however, WKU will now provide a written report.
- Kids Central has opted to decline any evaluation of the agency's financial system.
- Kids Central has requested an additional person be assigned to evaluate education more thoroughly.

Darrell is enthusiastic about the upcoming review because he feels we need a set of outside critical eyes to look at us and help us redesign our program and set us on the right path and prepare us for our 2006 on-site program review.

Jewell Askins asked about the decision to contract with WKU for the review as opposed to one of the local universities. Darrell noted that we contacted others, but WKU is the best suited to conduct the review. Kids Central, is however, working with other colleges and universities in our area to improve services to children and families. For example, East Tennessee State University (ETSU) will be making doctors and dentists available for our health fair this fall.

Dr. Askins asked which departments at WKU would be involved in the evaluation. Darrell stated that the Technical and Training Assistance (T/TA) staff would be involved. They will be looking closely at disabilities, health/nutrition, and transportation, with an emphasis on education.

Dr. Askins asked if they would be looking at our organization structure. Darrell stated that WKU will review our organization structure, and that we have proposed organizational changes for the 2005-2006 program year. Dr. Askins emphasized that we need to stabilize our organization, pointing out there have been significant changes over the past year. Darrell commented that we are proposing realignment of staff positions to make better use of existing staff and strengthen the program.

Lisa Barton commented that we are not requesting a review of program design and management because we have been under such a microscope for a while. There needs to be more emphasis on education.

#### New Business

Darrell Edwards reported that Kids Central recently advertised to fill the vacant position of Early Head Start Assistant/Driver at Esserville. He, along with EHS Supervisor Linda Mullins, conducted the interviews. There were three candidates. They recommend hiring Shirley Bouton for the position and hiring Kristy Turner and Janice Fields as substitutes.

Darrell reported that we have a member of our maintenance staff who will be out on medical leave/workers compensation for an undetermined length of time. He requested that Board approve Jason Mays to fill the position on an interim basis.

George Aichel made a motion to approve the staff hires. Shirley Rogers seconded the motion. Motion carried.

Darrell stated that our Program Operations Directors, Chris Austin, is in New Orleans attending a training seminar on male involvement. In his absence, Darrell reported on our proposal to purchase new buses and cars. He states that we are fully funded for 449 children for the current program year, and there will not be a funding reduction for the 2004-2005 program year. Consequently, Chris is developing a proposal to purchase five (5) new buses and five (5) new cars with the money we have set aside from the anticipated under-enrollment issue. After the Regional Office has approved the proposals, they will be presented to the Board for approval.

George Aichel stated that the minutes needed to reflect the Board's approval of purchasing the vehicles. He made the motion to approve the purchase of five (5) buses and five (5) cars. Paul Buchanan seconded the motion. Motion carried.

Darrell requested permission from the Board to begin the process of filling the Education Services Director's position. He requested that Jewell Askins serve on a search committee. Shirley Rogers made a motion to proceed with filling the position of Education Services Director. Paul Buchanan seconded the motion. Motion carried.

Darrell passed out a copy of a draft organizational chart for the Board members. He talked about proposed changes to job titles and placement of staff. He is proposing that the Education Director be moved from senior staff to management. This is only a proposal, and he is not requesting approval from the Board at this time. However, he is requesting the Board review the proposed changes and provide feedback.

George Aichel asked if the combined parent committees are mirrored to the committees on the Board. Darrell explained that the Policy Council does not have a structured committee system at this time. The committees referenced on the organization chart are the groups who elect Policy Council members.

Jeell Askins suggested changing the MIS Director title to MIS Coordinator to make the position uniform with the other management positions on that level. She also stated that the proposed Education Services Director should probably be on the senior level. We will need to design the position in a way that will attract the caliber of person we need to oversee education. She also suggested that we may need to wait until we get a report from Western Kentucky University before we make changes to the organizational structure.

George Aichel suggested that the manpower committee should be titled personnel rather than manpower. Darrell noted that we would need a change in our By-Laws since the committee is titled manpower committee in the By-Laws.

George asked about when the degree to which the personnel committee should be involved in interviewing and recommending staff. Specifically, at what level on the organizational chart should the committee participate in interviews and make recommendations for hiring? Darrell noted that the responsibility for hiring rests on the Executive Director along with the responsibility for performance evaluations. George stated that the personnel committee needed to be involved in the interviewing and hiring of management staff. Darrell noted that the approval or disapproval process is not taken away from the Board and Policy Council. He stated that members of the personnel committee should be notified when interviews are taking place and can chose to attend and participate.

#### Comments

Donald Baker recognized Mr. Shannon Scott from the Wise County Administrator's Office. Mr. Scott has been issued an invitation to join Kids Central's Board of Directors. Shirley Rogers made a motion to accept Shannon Scott as a Board member. Paul Buchanan seconded the motion. Motion carried.

Bill Davis stated that his term on the Board expires in May 2005 and that due to his time constraints, he will not be able to serve another term. George Aichel made a motion to accept Bill Davis' resignation. Paul Buchanan seconded the motion. Motion carried.

Donald Baker noted that the Board needed to select a slate of officers for next program year. He appointed Jewell Askins, George Aichel and Shirley Rogers to serve as a nominating committee.

At 12:02 p.m., Donald Baker requested the Board go into closed session for the discussion of a personnel matter lawfully exempted under section 2.2-3711(A)(1) of the Freedom of Information Act. Jewell Askins made a motion to go into closed session. Shirley Rogers seconded the motion. Motion carried.

At 12:18 p.m., the Board reconvened into open session and pursuant to Section 2.2-3712, took a roll call vote to affirm that nothing was discussed in closed session other than those matters the Board went into closed session for.

George Aichel made a motion to amend the minutes of the previous meeting as follows:

On page 4, after the sentence "Her comments were of a sensitive nature and not included in the minutes" add the following: other than to include acceptance of her resignation that she requested.

Shirley Rogers seconded the motion. The motion carried.

Paul Buchanan asked that Jim O'Quinn be asked to serve on the Board again. Darrell expressed his concern that Mr. O'Quinn is a tenant in our building. He feels that to do so would be a conflict of interest. Donald Baker felt this would not be the case in that he only occupies an office in the building.

The next Board of Directors meeting will be May 17, 2005 at 11:00 a.m. at the Kids Central Administration office.

George Aichel made a motion to adjourn the meeting. Paul Buchanan seconded the motion. Motion carried. Meeting was adjourned at 12:22 p.m.