

MINUTES
MEETING OF IMPACT HARRISBURG
March 24, 2015, 2 P.M.
Pennsylvania Housing Finance Agency
211 North Front Street
Harrisburg, PA 17105

Officers of the Board Present:
Neil Grover, Chair
Les Ford, Secretary

Board of Directors Present:
Brian Hudson, Sr., Director
Dale Laninga, Director
Gloria Martin-Roberts, Director
Jackie Parker, Director
Karl Singleton, Director

Officers of the Board Absent:
Doug Hill, Vice-Chair
Brittany Brock, Treasurer

Others Present:
Fred Reddig, Coordinator for the City of Harrisburg
Anne Morrow, Recording Secretary

Mr. Grover called the meeting to order at 2:06 p.m. It was noted that Mr. Hill and Ms. Brock would both be absent. Written notification was given by both Directors prior to the meeting.

It was moved by Ms. Martin-Roberts and seconded by Mr. Hudson that:

"The minutes from Impact Harrisburg Board of Directors meeting on March 10, 2015 be approved."

MOTION CARRIED UNANIMOUSLY

1. Review of the By-Laws

A motion to amend the By-Laws was made by Mr. Grover and seconded by Ms. Martin-Roberts that:

- **Article III, Section 9, Action by Consent. Remove the words "in writing" and add "either oral or by written communication" setting forth the action.**
- **Article V, Section 2, Signing Checks, Notes, Etc. Remove the word "either" and add "both"; currently says "the Corporation shall be signed by either the Executive Director and the Treasurer." Change to read "the Corporation shall be signed by "both" the Executive Director and the Treasurer."**
- **Article V, Section 1, Voting Shares of Other Corporations. Include "as evidence in writing" after "either in person or by proxy."**

- **Article V, Section 2, Fiscal Year.** Change to read "The fiscal year shall begin on January 1 and shall end on December 31."
- **Article V, Section 5, Audit.** This section was added that the Corporation shall have its financial records audited annually.
- **Article VIII, Section 3, Modification or Repeal.** Add ",unless otherwise provided by law." at the very end of the paragraph.

MOTION CARRIED UNANIMOUSLY

ACTION: Mr. Reddig offered to make the necessary edits to the By-Laws. A revised copy of the By-Laws will be circulated to the Board.

2. Selection of an Executive Director

The subcommittee held a conference call to discuss the qualifications and skills necessary for an Executive Director. Drafts of the job description were provided by Ms. Parker and Ms. Martin-Roberts. Ms. Parker stated she had incorporated most of Ms. Martin-Roberts qualifications in a format similar to what the City and State uses.

The Board discussed the qualifications, salary range and benefits of an Executive Director. This position will be a full-time job. The Board would like to get an Executive Director in place before deciding if other support staff is necessary.

ACTION: Ms. Parker and Ms. Martin-Roberts will revise the job description of the Executive Director with a final version to be presented at the next Board meeting.

3. Open meetings – transparency

The Board discussed having open transparent meetings. It was determined the Board will continue to organize by filing their By-Laws, finding a depository and preparing a job description for an Executive Director before having a public meeting. Once these items are in place they will revisit this topic. It was felt that a public meeting to announce the status of the Board's organization, once these organization matters were in place, would be an appropriate time to have a public meeting.

ACTION: The Directors will correspond electronically to discuss the steps they want to take in preparation of future public meetings. A final list will then be compiled that lays out the process of holding open transparent meetings.

4. Board Insurance

Ms. Brock is pursuing avenues for Board insurance. This item was tabled until the next meeting.

5. Depository RFP

Ms. Brock is pursuing an RFP for a depository. This item was tabled until the next meeting.

6. Office Space

Mr. Singleton has an appointment scheduled for this afternoon to discuss office space at the Community Action offices at 13th and Derry Streets.

Ms. Martin-Roberts reported the Dixon Center has availability for Impact Harrisburg – office space for an Executive Director and support staff, if needed, as well as a meeting room. The cost will be approximately \$1,600/month. This includes space for 2 people; cubicles, furniture, delivery of mail, IT services and support, phones, computers, multifunctioning device (printer/copier/scanner), access to the building, parking and a room for the Board to meet.

ACTION: Mr. Singleton will provide an update regarding the office space at the Community Action offices. Mr. Hudson will look into the office space at 323 Reilly Street and will also provide an update at the next Board meeting.

Unfinished Business:

Further discussion is needed on the Bylaws, Article VIII, Section 2, (c), (i) Method of Determination and (ii) Selection and Payment of Independent Counsel. These sections of the By-Laws have been tabled.

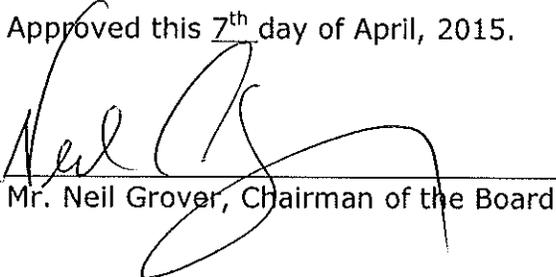
Further discussions are also needed on obtaining Board insurance, RFP for a depository, office space and transparency of Board meetings. All will be further discussed at the next Board meeting.

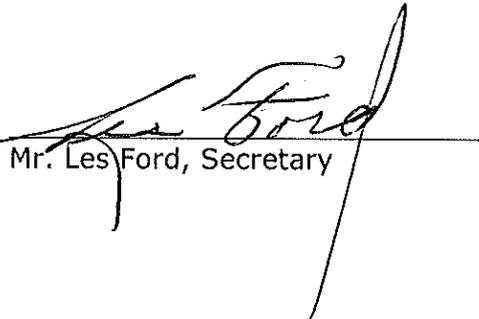
The Chair adjourned the meeting at 3:22 p.m.

Meeting minutes were submitted by Recording Secretary, Anne Morrow.

The next meeting will be held at the Pennsylvania Housing Finance Agency on Tuesday, April 7, 2015, at 2 p.m.

Approved this 7th day of April, 2015.


Mr. Neil Grover, Chairman of the Board


Mr. Les Ford, Secretary