

MINUTES

MEETING OF IMPACT HARRISBURG

December 1, 2015, 2 P.M.

Joseph T. Simpson Board Room, Pinnacle Health, Polyclinic Campus
2501 North Third Street, Harrisburg

Officers of the Board Present:

Neil Grover, Chair
Doug Hill, Vice-Chair
Brittany Brock, Treasurer

Board of Directors Present:

Brian Hudson, Sr., Director
Dale Laninga, Director
Gloria Martin-Roberts, Director
Karl Singleton, Director

Others Present:

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

Officers and Directors of the Board Absent:

Les Ford, Secretary
Jackie Parker, Director

Mr. Grover called the meeting to order at 2:13 p.m. Ms. Parker was absent from the meeting.

1. Presentations for an Accountant

Ms. Brock scheduled interviews with representatives of 3 firms, Maher Duessel, Baker Tilly and Hamilton and Musser, to present to the Board their proposal to serve as Accountant. A fourth firm was unavailable for today's meeting and will present at the December 15 meeting. Below is a brief summary of each presentation.

- Maher Duessel
 - Serves as auditor for City, HRA, HPA and CRW and is familiar with City finances and Impact Harrisburg's funding source
 - Experienced and proficient in working with Non-Profits
 - Annual Non-Profit update conference in July at no cost - will provide other training throughout year
 - Uses a ShareFile program to review client records
 - Provided 3 year not to exceed cost proposal for \$4,801, \$4,958 and \$5,115

- Baker Tilly
 - Recently merged with Parente Beard and now with SF & Company and is establishing a local presence in the community
 - Provides exceptional client service
 - Offers individual and group training
 - Utilizes IDEA, an electronic data mining/auditing tool to view client records
 - Provided not to exceed 1 year proposal for \$7,500 if done according to GAGAS and \$6,250 if done according to GAAS

- Hamilton and Musser
 - Specializes in Non-profits
 - Develop internal controls and fraud prevention
 - Experienced Staff
 - Strive to exceed our expectations and provide training
 - Provided 3 year proposal for \$8,000, \$8,100 and \$8,200 plus \$1,000/year for IRS 990 and PA BCO-10 filings

2. Minutes of the November 17, 2015 meeting

It was moved by Mr. Laninga and Ms. Brock seconded by that:

“The minutes from the Impact Harrisburg Board of Directors meeting of November 17, 2015 be adopted as amended to reflect that Mr. Ford departed the meeting prior to any discussions on the Executive Director Search Committee status.”

MOTION CARRIED UNANIMOUSLY

3. Resignation of Director Ford

At the start of the meeting, Mr. Ford provided the Chair with his resignation letter effective today, December 1, 2015, due to a conflict of interest. Mr. Grover shared the resignation letter with the Board, Mr. Reddig and Ms. Morrow. Mr. Ford had departed prior to the meeting starting.

It was moved by Mr. Laninga and Mr. Hill seconded by that:

“The resignation of Les Ford as Board Director and Board Secretary be accepted by the Board.”

MOTION CARRIED UNANIMOUSLY

4. Executive Director Search Committee status

Mr. Hudson reported an offer for the position of Executive Director was presented to Sheila Dow-Ford. The terms of employment were discussed with the Board. For clarification of employment terms and to confirm Sheila Dow-Ford’s acceptance of the Executive Director position, the Board contacted her by phone to finalize the terms and her start date of December 14, 2015.

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

“To use the resources of Mr. Antonacci with McNeese Wallace & Nurick for the purpose of preparing an independent contractor agreement with Sheila Dow-Ford to serve as Executive Director.”

MOTION CARRIED UNANIMOUSLY

ACTION: Mr. Grover will contact Mr. Antonacci to request his expertise in drafting an independent contractor agreement for Sheila Dow-Ford as Executive Director.

ACTION: Mr. Grover will contact Sheila Dow-Ford to discuss the necessity and cost of a laptop computer and cell phone that the Board will provide in her position as Executive Director.

ACTION: Mr. Grover asked Ms. Morrow to prepare the letters for the candidates not chosen for the ED position and advise them of the Board's decision.

5. Investment Manager

Ms. Brock reported Wilmington Trust would like to begin buying bonds in December, which will produce some cost savings on the investment of funds. She would like to get an account opened and funds transferred within the next week or two. Ms. Brock and Mr. Grover agreed to stay after the meeting to complete the necessary paperwork received from Wilmington Trust for an account to be opened by early next week. Once the account is opened, Wilmington Trust advised they would like to meet with the Board to discuss the investment of bonds.

It was suggested by Ms. Brock that a Finance Committee be formed to assist the Board with fund investment. She noted it will be crucial over the next 6 months to have many conversations with the Investment Manager about the disbursement of funds and the projects the Board will be approving. A Finance Committee would interact with the Trust and then report back to the Board. The Board was accepting of this suggestion.

Mr. Reddig noted the Bylaws state when forming a committee a resolution is to be adopted by a majority of the whole Board to include the general scope of activity the committee is charged with doing.

After further discussion, the Board agreed to make a motion, due to the immediate action at hand, to institute an Ad Hoc Finance Committee for the purpose of meeting with Wilmington Trust for the investment the funds. The Board will at a later date vote on a written formal resolution.

It was moved by Mr. Laninga and seconded by Ms. Brock that:

"The Board waives the adoption of a resolution under Bylaw, Article III – Section 11. Committees, for the purpose of creating an Ad Hoc Finance Committee to meet with Wilmington Trust to evaluate investment options and set up the initial bond investment; participating members are Ms. Brock, Mr. Grover, Mr. Hill and Mr. Hudson."

MOTION CARRIED UNANIMOUSLY

6. Board Insurance

Ms. Brock reported she has not received the pricing for Officers & Directors insurance or Fidelity Bond. She will follow-up with Mr. Enders from Enders Insurance regarding the pricing and to be sure these coverages don't get cancelled due to lack of payment.

7. Accountant/Audit Services

Wilmington Trust was selected by the Board at the November 17, 2015 Board meeting. Ms. Brock will send letters to the firms who weren't selected by the Board and advise them of the Board's decision.

8. Treasurer's Report

Mr. Grover reported Ms. Brock signed the checks that were approved from the last Board meeting for Cincinnati Insurance and McNeese Wallace & Nurick. However, a notice of cancellation was received from Cincinnati Insurance requesting payment by December 14, 2015 because dual signatures were not on the check issued due to the crossing over from single signature checks to dual signature checks. Ms. Brock noted she contacted Mr. Enders with Enders Insurance regarding this matter and was advised it shouldn't be an issue.

Ms. Brock reported that Fulton Bank charged account maintenance fees but should not have. She reached out to Fulton Bank who agreed the fees shouldn't have been charged and will refund the fees that were charged.

Mr. Grover noted he now has the paperwork needed to open a PO Box and will initiate this task prior to the next Board meeting.

9. Office Space

Mr. Singleton reported he received an email from Pinnacle Health advising a different office space was selected for the Board located on the Memorial lower level at the Polyclinic Campus. A revised Lease Agreement was attached to the email that will need to be executed. The new agreement outlines the items and services that will be provided by Pinnacle Health (see below). Mr. Singleton will forward the email to Ms. Morrow for distribution to the Board and for execution by the Chair.

The following items will be provided by Pinnacle Health:

- Utilities
- Taxes
- Miscellaneous pieces of furniture (2 desks and 2 task chairs). Impact Harrisburg will need to supplement with additional pieces where needed.
- 2 basic computers
- 2 single phone lines with code for long distance calling. If voicemail is required there will be a charge for the service.
- 2 parking decals for garage parking (4th Street)

Impact Harrisburg will need to provide:

- Computer software
- Fax machine
- Copier
- Other furniture/office equipment items not provided by Pinnacle.

10. Other Business

Mr. Grover acknowledged letters to the depositories who responded to the Depository RFP need to be sent out.

Mr. Grover inquired with Mr. Reddig on his and Ms. Morrow's involvement at Board meetings once the Executive Director is on board. Mr. Reddig noted that he and Ms. Morrow will attend the December 15th Board meeting and assist with the transition of the ED but ultimately will withdraw from attending future meetings. The Board acknowledged a replacement for Mr. Ford as a Board of Director and Board Secretary will need to be accomplished in the near term.

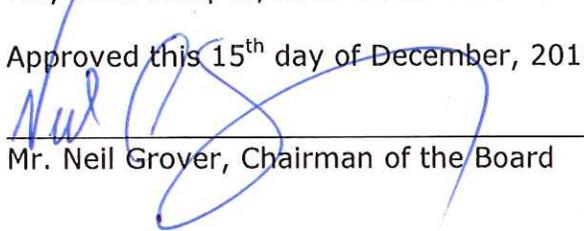
ACTION: Mr. Grover requested email nominations from the Board for a replacement for Mr. Ford be received by December 7, 2015.

Mr. Grover adjourned the meeting at 4:27 p.m.

Meeting minutes were submitted by Recording Secretary, Anne Morrow.

The next Board meeting will be on December 15, 2015, at 2 p.m. at the Pinnacle Health, Polyclinic Campus, 2501 North Third Street, Harrisburg, PA.

Approved this 15th day of December, 2015.


Mr. Neil Grover, Chairman of the Board


Mr. Doug Hill, Vice-Chair of the Board