

MINUTES

MEETING OF IMPACT HARRISBURG

January 19, 2016, 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
Brittany Brock, Treasurer

Board of Directors Present:

Brian Hudson, Director
Dale Laninga, Director
Gloria Martin-Roberts, Director
Jackie Parker, Director
Karl Singleton, Director

Others Present:

Sheila Dow-Ford, Executive Director
Fred Reddig, Coordinator for the City of Harrisburg
Anne Morrow, Recording Secretary

Officers and Directors of the Board Absent:

Doug Hill, Vice-Chair

Mr. Grover called the meeting to order at 2:18 p.m. Mr. Hill was not present at the meeting.

1. Minutes of the December 15, 2015 meeting

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

"The minutes from Impact Harrisburg Board of Directors meeting of December 15, 2015 be adopted as printed."

MOTION CARRIED UNANIMOUSLY

2. Treasurer's Report

Ms. Brock reported on January 5, 2016 she and Mr. Grover went to Fulton Bank to sign the paperwork to transfer funds in the amount of \$12,118,910.50 to Wilmington Trust for investing into short and long-term securities. On January 16, 2016, Wilmington Trust confirmed they received the funds and invested the funds in short and long-term investments. The outstanding interest that was leftover will be transferred into the Operating Account. Ms. Brock will work with Gift & Associates, accountant, on segregating the interest back into the 2 funds - infrastructure and economic development.

Ms. Brock reported no new invoices were received at this time for approval or payment.

Ms. Brock reported the Board voted unanimously (electronically) on January 11, 2016 to set up an ACH (Automated Clearing House - next-day wire) for processing a monthly payment in the amount of \$8,333.33 to Sheila Dow-Ford, as Executive Director. The first payment to Ms. Dow-Ford was by check, however, going forward an ACH wire will be processed for payment on the 15th of each month.

Ms. Brock reported she received an email request from Mr. Miller with Miller Dixon Drake to obtain a copy of the proposal for accounting services from Gift & Associates, who was awarded the proposal. The Board had no issues in providing Mr. Miller the proposal from Gift & Associates.

ACTION: Ms. Brock and Ms. Dow-Ford will work together with advising Gift & Associates of the Board's decision to share Gift & Associates proposal with Miller Dixon Drake.

Ms. Brock reported she and Ms. Dow-Ford met both with Maher Duessel, Auditor, and Gift & Associates, Accountant, over the past couple weeks. Both meetings went well and each entity provided good advice on how to get the non-profit up and running. Ms. Brock is working on getting items together that each entity had requested and plans to respond to them later this week. She also noted that as the Board further develops internal controls with both check writing and disbursements to Grantees, it will want to be mindful on how they draw down on the disbursements as they finalize the guidelines. Mr. Reddig noted the draw down process is discussed in the Guidelines. Although the draft guidelines can be modified, the Board will need to coordinate that process with the auditors to insure proper internal controls are provided.

ACTION: Ms. Dow-Ford and Mr. Laninga will provide the Board with examples of internal controls for non-profits.

Ms. Brock reported Maher Duessel will begin their auditing process sometime between May and June. A trial balance sheet will be completed, with the back-up of QuickBooks and the preparation of a General Ledger. Between July and August Maher Duessel will complete a year-end audit. Maher Duessel will bill 90% the week of the audit when they will come on-site and the remaining 10% will be billed when the audit is completed. Maher Duessel advised that bank statements and invoices should be given first to the Treasurer for review and reconciliation and then given to the accountant for processing.

Ms. Brock reported she and Ms. Dow-Ford met with Gift & Associates this past Friday. Gift & Associates will complete the first report, reconciling back to the beginning when the Corporation was created. This will include all paid invoices for the period with a January 31 month-end. All invoices will be provided to Gift & Associates who will issue payment to the payee. Gift & Associates will also utilize their QuickBooks program to reconcile accounts monthly. With minimal activity, this is the cleanest process at this time. The Board can choose to alter their payment method in the future, if desired. Mr. Grover noted both Maher Duessel and Gift & Associates quoted a fee for filing a tax return. He requested clarification on who would do this filing.

ACTION: Ms. Brock will contact Maher Duessel for clarification regarding which entity, should file the Corporation's tax return. The Board will then ask the other entity to adjust their fee accordingly.

Ms. Brock reported the engagement letters to Maher Duessel and Gift & Associates were completed and ready to be distributed.

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

"The Engagement letters to Maher Duessel and Gift & Associates be approved contingent on the clarification of who will process Tax Form 990."

MOTION CARRIED UNANIMOUSLY

Ms. Brock reported she will add Ms. Dow-Ford to the Fulton accounts and to the Crime Policy held with Enders Insurance; as the Bylaws read "the Executive Director shall have the same power in the

name and on behalf of the Corporation to endorse for collection and deposit in any account maintained with any banking institution by the Corporation, all checks or other negotiable instruments payable to the order of the Corporation."

ACTION: Ms. Brock will work with both Fulton Bank and Enders Insurance to add Ms. Dow-Ford to the banking accounts and Crime Policy.

3. Executive Director Report

Ms. Dow-Ford reported that over the past couple weeks she has met with many of the Board of Directors, Coordinator for the City of Harrisburg, Mayor Papenfuse and Capital Region Water (CRW). These discussions were informative and provided insight on what the Board has accomplished to date and the direction the Board is moving in. In particular she wanted to obtain the Stakeholder's vision and the resources that the City and CRW can leverage to promote improvements in the city with the funds available, particularly with infrastructure.

Ms. Dow-Ford reported the independent contractor agreement has been finalized and executed. A copy of the agreement needs to be forwarded to Ms. Brock. Mr. Grover noted he would scan and email a copy of the agreement to Ms. Brock.

Ms. Dow-Ford noted she will purchase a cell phone and laptop, including computer programs, for the purpose of performing her duties as Executive Director and as an independent contractor. The Board will not pay for the cost of these items as initially noted at the last Board meeting. These items will be purchased out-of-pocket by Ms. Dow-Ford, as an independent contractor, and not reimbursed by the Board. Ms. Dow-Ford has the keys to the office space and will be picking up the parking passes in the near future.

The Board discussed where to house their electronic and paper files. Mr. Grover noted the independent contractor should not be the keeper of the records. The Board agreed and noted they could use "the Cloud" for electronic record storage with paper copies kept in a locked filing cabinet in their office at Pinnacle Health. Ms. Dow-Ford will work with Mr. Singleton in obtaining a filing cabinet.

Ms. Dow-Ford proposed that the Board send out an RFP to hire a website developer. She will have a draft proposal at the next Board meeting for review and approval. Names of website developers have been solicited from the Board. A letter of interest will be requested. Mr. Reddig suggested Harrisburg University may also be a good source to contact. The Board and ED will inquire with the web developers regarding a logo that will also be used on company letterhead and envelopes.

Ms. Dow-Ford will begin building a calendar that will not only show scheduled Board meetings, but after the Guidelines are finalized, will also reflect the complete application process. Having this process incorporated in a calendar will assist with publicizing the Board's goals and its application process. This task should begin in early February.

Mr. Grover asked Ms. Dow-Ford to prepare and bring to the next meeting a draft publicity release as a checklist for the Board to review. Ms. Brock suggested the Board prepare a press release reflecting the Board's achievements to date. Mr. Reddig also suggested the Board may want to consider having a press conference.

4. Program Guidelines

Ms. Dow-Ford will distribute the proposed Guidelines to the Board for review and to determine whether the Guidelines fit the Board's goals. At the next Board meeting the Directors should bring their proposed modifications along with them and be ready to discuss the changes they would like to make. Ms. Dow-Ford will also have a scoring matrix for the Board to review.

At this time the Chair suggested that the Board go into an executive session. Mr. Reddig was asked by the Chair to remove himself from the executive session until the Board reconvened back to the regular meeting. Mr. Reddig left the board room.

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

"The Board voted to go into executive session to discuss a potential legal matter. The executive session began at 3:04 p.m. and ended at 3:40 p.m."

MOTION CARRIED UNANIMOUSLY

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

"The Board reconvenes back to a regular session for the completion of the meeting agenda."

MOTION CARRIED UNANIMOUSLY

5. Other Business

The Board provided Ms. Dow-Ford with 5 candidates name for consideration as a replacement for Les Ford. They are Tim Anderson, Jeff Baltimore, Linda Goldstein, Russ Montgomery and David Madsen. Ms. Dow-Ford noted the resumes for these candidates have been either included in the binders that were handed out at the beginning of the meeting or will be forwarded to the Board after today's meeting. Questions to be asked of the candidates are 1.) What their availability is; and 2.) If there are any conflicts of interest that would render them unable to fully perform the duties of a Director of the Board. An electronic vote may be requested of the Board in the near future for the purpose of selecting a new Board member.

The Board further discussed Mr. Laninga's request for consideration to change the time and/or day of Board meetings. Beginning in February and over the next 3 months Mr. Laninga has another obligation that restricts him from attending Board meetings at 2 p.m. The Board agreed they would begin their meetings in February at 10:30 a.m. and revisit this request regarding future meetings.

Ms. Brock reported she had provided verbal notification to the depositories.

Mr. Grover adjourned the meeting at 3:58 p.m.

Meeting minutes were submitted by Recording Secretary, Anne Morrow.

The next Board meeting is scheduled for February 2nd at 10:30 a.m. at the Pinnacle Health, Polyclinic Campus, 2501 North Third Street, Harrisburg, PA.

Approved this 2nd day of February, 2016.



Mr. Neil Grover, Chairman of the Board



Mr. Doug Hill, Vice-Chair of the Board