



Protectors of Animals, Inc.
Board Meeting – February 17, 2015
144 Main Street, Unit E
East Hartford, CT

Board Members Present: Stacey Doan, Ron Plante, Mukesh Sharma, Jody Macrina, JoAnn Azzara, Sara Taylor, Roopa Rajaramadoss, Zachary Stewart, Jim Byrne

Board Members Absent: Debbie Nichols, Jordan Price

Staff Member present: John Thomas, Executive Director

1. Call to Order: The meeting was called to order at 6:40 p.m.

2. Consent Agenda:

M. Sharma stated that he had some questions regarding the Treasurer's Report, so the Treasurer's Report was removed from the Consent Agenda. The remaining items of the Consent Agenda are as follows:

- Minutes of the January 20, 2015 Board of Directors Meeting
- Executive Director's Report
- Grant Coordinator's Report
- Governance and Nominating Committee Report
- Development Committee Report

S. Doan made a motion to accept the Consent Agenda as modified; R. Plante seconded. The motion unanimously passed.

3. Treasurer's Report:

- M. Sharma raised a few questions regarding the drivers behind the prior year comparison between Jan 2014 and Jan 2015. One major difference in income was POA's receipt of a \$10,000 foundation grant in Jan 2014, but \$0 in foundation grants in Jan 2015. On the expense side, POA had a large printing expense in Jan. 2015 (\$3,094) vs. \$0 in Jan. 2014.
- Z. Stewart stated that the 2015 budget will be based on the 2014 budget.
- R. Rajaramadoss asked about classifying donations for the March 2015 event in such a way that it can be easily discernible that the donations are for that event. This classification is important for an accurate representation of how much money is raised for the event. Z. Stewart said that the donations would be classified in a way that would make it clear that the donations are for the event.

4. Executive Committee Report:

S. Taylor delivered a report of the Executive Committee, which met immediately before the Board meeting. The Executive Committee discussed the following items:

- The proposed spay/neuter clinic in Unit E. J. Macrina, S. Doan, J. Thomas and Kerry Bartoletti (Grant Coordinator) have been meeting and in contact regularly to discuss this initiative. A volunteer on the Dog Team, Matt Oliva, has been donating his time in developing a floor plan for the proposed clinic.
- Board terms/classes. The Executive Committee discussed recommendations of the Governance and Nominating Committee regarding the classification of current Board members in advance of the Board elections that are scheduled to occur in May 2015. Members of the Executive Committee will be contacting current Board members to discuss future Board service.
- Administrative Assistant. The Executive Committee discussed the possibility of hiring a part-time administrative assistant, as that was recommended in the Strategic Plan. Discussions about this topic are in very early stages; more information to come.
- Renewal of Independent Contractor Agreement for Kerry Bartoletti. The Independent Contractor Agreement between POA and Kerry Bartoletti expired on December 31, 2014. The Executive Committee recommended renewing the agreement effective January 1, 2015. The renewed agreement will be available to be voted on at the March 2015 Board meeting.

5. Strategic Plan Discussion

- The Board discussed the Strategic Goal of developing internal systems to support growth from the Strategic Plan.
- One Action/Tactic is to “Develop financial policies appropriate for medium-size nonprofit corporation.” A Measurement/Indicator of this Action/Tactic would be for the Board to grant authority to the Executive Director to sign checks under a designated amount (e.g., \$5,000), except for payroll. S. Taylor recommended that the Board pass a resolution authorizing J. Thomas, as the Executive Director, to have such authority.
- J. Macrina also stated that J. Thomas should have signatory authority on POA’s bank accounts at First Niagara Bank and TD Bank. To that end, the Board considered the following resolutions:
 - RESOLVED, that John C. Thomas, the Executive Director of POA, and Joyce M. Macrina, the President of the Board of Directors of POA, are authorized on behalf of POA to open and maintain such bank accounts at [**Applicable Bank Name**] (the “Bank”) as they may deem advisable, and are:
 - Authorized to individually (i) sign, whether manually or by facsimile signature, in the name of POA, checks, drafts, or other written orders for the payment of money now or hereafter in said respective accounts; (ii) issue written, telephonic, electronic, or oral instructions with respect to the transfer of funds now or hereafter on deposit in said respective accounts, without any written order for the payment of money being issued with respect to such transfer, provided that telephonic or oral instructions are confirmed in writing; and
 - Enter into such agreements with the Bank with respect to any noncredit banking services (including, without limitation, electronic services) as such individuals in their sole discretion deem advisable or in the best interests of POA; and
 - RESOLVED, FURTHER, that any and all checks, drafts, notes, or other orders of every kind deposited or to be deposited for the accounts of POA with the Bank or for collection or otherwise, requiring endorsement in the name of POA, shall be sufficiently endorsed when there appears such name stamped or in written endorsement thereon, without any signature or countersignature affixed.
 - **S. Taylor made a motion to accept the foregoing resolutions; Z. Stewart seconded. The motion unanimously passed.**
- The Board also considered the following resolution authorizing J. Thomas to have signatory authority on checks under \$5,000:
 - RESOLVED, that John C. Thomas, the Executive Director of POA, is hereby authorized to place his signature on checks obligating POA in amounts under \$5,000.

- **S. Doan made a motion to accept the foregoing resolution; Z. Stewart seconded. The motion unanimously passed.**
- The Board also considered the following resolution authorizing J. Thomas to sign documents in connection with grant funding for POA:
 - RESOLVED, that John C. Thomas, the Executive Director of POA, is hereby authorized to execute any and all documents required to effectuate grant funding for POA, including, without limitation, letters of agreement, grant agreements and any other documents pertaining to such grant funding.
 - **S. Taylor made a motion to accept the foregoing resolution; S. Doan seconded. The motion unanimously passed.**
- There was a discussion regarding analysis of veterinary cost trends and adoption fees as a revenue stream. The Strategic Plan recommended a deeper dive into these items.
- J. Thomas stated that implementation of shelter management software is important. To move that initiative along, J. Thomas will propose shelter management software to be voted on at the May 2015 Board meeting.

6. New Business:

- R. Rajaramadoss stated that planning is ongoing for the March 28, 2015 event at the Cromwell Crowne Plaza. The event planning committee has contacted hundreds of potential sponsors/advertisers. Details regarding the event were scheduled to be sent out to potential attendees later in the week of February 16, 2015.

7. Adjournment:

- The meeting adjourned at 7:53 p.m.
- The next Board of Directors meeting is scheduled on March 17, 2015 at 6:30 p.m. at 144 Main Street, Unit E, East Hartford, CT

Submitted by: Sara Taylor, Secretary