



Protectors of Animals, Inc.  
Board Meeting – May 19, 2015\*  
144 Main Street, Unit E  
East Hartford, CT

Board Members Present: Stacey Doan (via phone), Ron Plante, Mukesh Sharma, Jody Macrina (via phone for part of the meeting, in person for part of the meeting), JoAnn Azzara, Sara Taylor, Jordan Price, Zachary Stewart, Jim Byrne

Board Members Absent: Roopa Rajaramadoss, Debbie Nichols

Staff Member present: John Thomas, Executive Director

**1. Call to Order:** The meeting was called to order at 6:45 p.m.

**2. Consent Agenda:**

S. Taylor asked that the Treasurer's Report be removed from the Consent Agenda for separate discussion.

**S. Doan made a motion to accept the Consent Agenda as modified; J. Price seconded. The motion unanimously passed.**

**3. Treasurer's Report:**

- Z. Stewart gave a verbal Treasurer's Report. Income is overall consistent with 2014; however, drivers have been somewhat different for income. Fundraising income is being booked in multiple line items; Z. Stewart will discuss with the bookkeeper.
- Expenses are up from 2014, vet expenses in particular. Z. Stewart stated that he and J. Thomas would meet with J. Azzara to discuss.
- A bill from Hartford Vet for expenses incurred as far back as 2013 came in this year and has been booked as an expense in 2015.
- More than \$100,000 has been received from estates but had to be booked in 2014.
- A portion of the Estate of Carla Aloï (approximately \$75,000) has been received and will be booked in May 2015.
- The 2014 audit is still pending.

**4. Estate of Carla Aloï/Probate Matter**

- J. Byrne reported on the status of this matter. Carla Aloï left one-third of her residual estate to POA, and one-third each to the Connecticut Humane Society and to the ASPCA. Her residual estate included a one-third ownership interest in a house in Old Saybrook. The other two-thirds ownership interests are owned by Ms. Aloï's sister and brother-in-law (the "Family Members").

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\* The April 2015 Board of Directors meeting was cancelled due to lack of quorum.

The Family Members have offered to buy out the three charities for a total of \$80,000. The property was appraised at \$333,333. J. Byrne stated that he believes that the \$80,000 offer for the three charities' collective one-third interest was acceptable, and other members of the Executive Committee agreed. POA would receive approximately \$26,666.67 if the Board agreed to accept the offer that has been made by the Family Members.

**S. Taylor made a motion to accept the Family Members' \$80,000 offer for the Carla Aloï Estate's one-third ownership interest in the Old Saybrook property (POA to receive approximately \$26,666.67); J. Azzara seconded. The motion unanimously passed.**

**S. Taylor made a motion to authorize J. Macrina to execute all documents, if any, necessary to effectuate the transaction in the foregoing resolution; Z. Stewart seconded. The motion unanimously passed.**

#### **5. Shelter Management Software Recommendation**

- J. Thomas had previously reported that the cost of the PetPoint Shelter Management software that he has recommended for POA could be reduced by 40% if POA agreed to allow the vendor to give the "gift of insurance" to each adopter. J. Thomas's research has shown that the insurance product offered by the vendor has received mostly negative reviews. The vendor representative confirmed that POA could use the software without including the "gift of insurance" to adopters.
- The Board discussed the "gift of insurance," and there was general agreement that the 40% discount was not worth the impact to the Placement Team and the possible negative feedback that POA could receive for being associated with pet insurance that has not received favorable reviews.

**S. Doan made a motion for POA to contract with the vendor of PetPoint Shelter Management software and to forego the 40% discount for offering the "gift of insurance" to adopters; J. Macrina seconded. The motion unanimously passed.**

#### **6. Development Committee Update**

- R. Plante provided an update for the Development Committee. The Committee has met several times and will unveil a formal plan soon. Current, short-to-long term and long term initiatives include:
- Current: Review of Giftworks and alternative software solutions for gift/donor tracking and CARM and outreach. J. Thomas is driving this effort with help from a team of grad students who have conducted a full analysis. Also, Elizabeth Abbe is driving a bequest program, which will include information on the POA website.
- Short-to-long term: Reinstatement of the membership program, which is being driven by R. Plante, and a Leadership program led by Elizabeth Abbe.
- Long term: Capital campaign for the development of the low-cost spay/neuter clinic. Preliminary discussions have mentioned a goal of \$175,000 by spring 2016.

#### **7. Board Transition**

- S. Taylor discussed the Board Transition plan that the Governance and Nominating Committee has been working on. At the June Board meeting, the Board will vote on slotting Board members into Classes. Class I will be eligible to serve three two-year terms, Class II will be eligible to serve two two-year terms and Class III will be eligible to serve one two-year term.
- Debbie Nichols and Roopa Rajaramadoss have officially transitioned off the POA Board of Directors; therefore, as of the June Board meeting, there will be a total of nine Directors on the Board. In order for the Board to have a quorum and to be able to vote on matters before it, at

least seven Board members will have to attend Board meetings, per the requirement in the Bylaws that at least 75% of the current Board members must be in attendance for quorum to be met.

- S. Taylor asked Board members to mine their contacts for prospective Board members. Board members should contact S. Taylor, as the Chair of the Governance and Nominating Committee, if they would like to propose prospective Board members.
- S. Doan is putting together a Board packet/binder for new Board members.

#### **8. New Business:**

- J. Thomas stated that he would like POA to continue its TNR work over the next several months, even though POA has used all of the vouchers obtained from the state. There was general agreement among the Board members that this work should continue under J. Thomas's supervision and his monitoring of costs.

#### **9. Adjournment:**

- The meeting adjourned at 8:10 p.m.
- The next Board of Directors meeting is scheduled on June 16, 2015 at 6:30 p.m. at 144 Main Street, Unit E, East Hartford, CT

Submitted by: Sara Taylor, Secretary