



Protectors of Animals, Inc.
Board Meeting – April 16, 2013

Board Members present: Stacey Doan, Jody Macrina, Ron Plante, Sara Taylor, JoAnn Azzara, Debbie Nichols, Jordan Price, Greg Simpson, Linda Williams, Zachary Stewart

Guest/Prospective Board Members present: Roopa Rajaramadoss, Mukesh Sharma

Staff Member present: John Thomas

1. **President's Call to Order:** J. Macrina called the meeting to order at 6:30 p.m.
2. **Nomination of Roopa Rajaramadoss (Co-Fundraising Coordinator) and Mukesh Sharma (IT Chair) to the Board of Directors.**

R. Rajaramadoss and M. Sharma introduced themselves to the Board. Both discussed their interest in joining the Board and explained the skills that they can offer. After these introductions, they departed from the meeting and there was a brief discussion by the Board.

S. Doan made a motion to accept R. Rajaramadoss and M. Sharma as Board members; J. Azzara seconded. The motion unanimously passed.

3. **Policy regarding staff mileage reimbursement and payment for attendance at events.**

There was a discussion regarding the proposed Policy, and a revision to the wording in one section of the Policy was suggested for clarity.

Z. Stewart made a motion to accept the Policy as amended; J. Price seconded. The motion unanimously passed.

4. **Minutes of the March 19, 2013 Board of Directors meeting.**

S. Doan made a motion to accept the minutes as written; J. Price seconded. The motion unanimously passed.

5. **President's Report:**

- a. Financial statement: Z. Stewart had a few questions regarding some of the line items on the financial statement. He also talked about using Giftworks software to track giving. G. Simpson asked about POA's Newport timeshare. It was confirmed that POA will entertain any offer to sell the timeshare. Z. Stewart observed that the telephone bill for February was unusually high and indicated a billing error, which will be further investigated. J. Macrina confirmed that POA still owes New England Veterinary Center (Kennedy Road) \$5,000.
- b. Update on bookkeeping services: Quickbooks Non Profit 2013 has been installed. The transition to the new bookkeepers is underway, but in the meantime, all materials for the 2012 audit are being obtained from ARI.

- c. Certificate of Amendment and Minutes from 2008 meeting regarding members: J. Macrina stated that John Aissis, the attorney who is assisting POA on a pro bono basis with corporate governance matters, will get back to her with a plan on how to address the fact that we cannot locate the minutes from the 2008 Board meeting during which a vote was held to change POA from a member-voting to a non-member-voting nonstock corporation.

6. **Linda Williams**

- a. Status of cat condos for East Hartford shelter: The cat condos had arrived and were staged in Unit N. L. Williams stated that on Sunday, April 21, the condos would be installed in Unit O. L. Williams confirmed that POA must vacate Unit N by the end of April. Unit E is currently vacant, and we have received permission to use that space for temporary storage.
- b. Signed volunteer agreement from volunteer who was injured: The volunteer agreement was signed on April 22, 2011. The version of the volunteer agreement that was signed in 2011 included release, waiver and indemnification language. An up and down vote was held for the following 2 options:
 1. Do not pay any expenses incurred by the volunteer who was injured.
 2. Pay expenses, less the expenses for first responders and emergency transport (East Hartford Fire Department and ambulance transport). The total of the payable expenses would be \$1,340.36. In consideration for this payment, the volunteer would be required to sign a Release and would not volunteer at POA in the future.

A majority voted in favor of Option 2 above. J. Thomas agreed to contact the volunteer to present the Board decision to her.

- c. Final version of proposed volunteer agreement to be voted on: L. Williams presented a final version of the revised volunteer agreement.

S. Doan made a motion to adopt the newly revised volunteer agreement; R. Plante seconded. The motion unanimously passed.

7. **Ron Plante**

- a. Results from discussions with Pieper Memorial Veterinary Center, Colchester Vet, Marlborough and Portland: This discussion was tabled until the May 2013 Board meeting. J. Macrina did mention that DAKIN spay/neuter costs without a voucher are reasonable, and New England Veterinary Center (Kennedy Road) will take vouchers and charge \$130 for spay/neuter surgeries.

8. **Stacey Doan**

- a. Finalize and vote on list of 4-5 veterinarians that POA will use going forward: This discussion was tabled until the May 2013 Board meeting.
- b. Branding Discussion: POA letterhead and business card draft designs: S. Doan presented a few different prototypes for consideration. There was general agreement on business cards with vertical layout and POA cat/dog logo.
- c. Applying for capacity-building grant and formation of Strategic Planning Committee: S. Doan suggested that a significant portion of the May Board meeting should be dedicated to a strategic planning discussion. She asked Board members to come to the May Board meeting each prepared to discuss three bullets/goals for POA.

- d. Spring Fundraiser: S. Doan reported that she is going to meet with Andrews & Associates, whose services POA used for the fall 2013 fundraiser, which exceeded our goal. A spring fundraiser will be planned.

9. Sara Taylor

- a. Status of collection of HOPE loans: POA's pro bono attorney, Joe Schwartz, contacted Attorney Jerome Mayer, who represents HOPE, to discuss a payment plan. Attorney Mayer had stated that he would contact Cathy DeMarco to discuss. However, as of the date of the Board meeting, Attorney Mayer has not responded. A further update will be available at the May Board meeting.

10. Zachary Stewart

- a. Update on accounting system: Quickbooks has been installed. Z. Stewart stated that he will need a final cut-off file from ARI.
- b. Streamlining donor tracking and thank you letters: Z. Stewart stated that the Giftworks donor tracking software has helpful reporting capabilities and can also feed into Quickbooks, which will make tracking donations more efficient.

11. Greg Simpson

- a. Annual Volunteer Report: G. Simpson provided the Annual Volunteer Report (3/15/12 – 3/14/13), which is attached to these minutes.

12. New Business

- J. Macrina discussed Kerry Bartoletti's monthly report, which included grants applied for in March 2013.
- J. Macrina stated that the Sephora fundraiser needs to be organized and coordinated with Leaps & Bones. There is also a dog park at Evergreen Walk.
- There was a brief discussion regarding planning another volunteer recognition event.

13. Lease and Relocation Plan

L. Williams departed the Board meeting prior to the Lease discussion to avoid any potential conflict of interest.

S. Taylor discussed comments to the Lease and agreed to prepare a redlined version of the Lease with proposed changes. There was a discussion regarding the formation of a Relocation Committee. S. Doan presented a resume from Dan Carstens and proposed him for membership on the Relocation Committee when it is formed.

14. Adjournment

- The meeting adjourned at 9:25 p.m.
- The next Board of Directors meeting is scheduled on May 21, 2013 at 6:30 p.m. at 144 Main Street, Unit E, East Hartford, Connecticut.

Submitted by: Sara Taylor, Secretary