



Protectors of Animals, Inc.
Board Meeting – April 14, 2016
6:30 p.m. – 144 Main Street Unit E, East Hartford, CT

Board Members Present: Jody Macrina, Stacey Doan, Zach Stewart (on phone), Ron Plante, Mukesh Sharma, Jordan Price, Jim Byrne, JoAnn Azzara

Board Members Absent: Beth Smith

Staff Member Present: Pam Knoecklein

Other Attendees: None

1. **Call to Order:** The meeting was called to order at 6:35 p.m. Since the quorum requirement was not met, the board proceeded with the agenda items that did not require voting.
2. **Executive Director / Shelter Manager:** Jim Byrne enquired about the state of affairs without ED (Executive Director) and board's feedback on future direction. Jody responded that with Pam managing many of the operational duties, no significant impacts have been felt by the critical functions of the organization, though Q1 2016 was overwhelming. Pam and Jody proposed that a clear definition of the two very separate roles - Shelter Manager & Executive Director needs to be developed for Board's review and consideration.
3. **Hiring/Staffing Process:** Board discussed the need to develop a process for hiring as the organization grows. The process should be based on (at least) two principles – clearly defined roles/responsibilities for prioritized needs & rigor based selection of candidates (best fit for the job). Pam took the action item to develop a job description for two roles - Shelter Manager, Shelter Manager Assistant (Medical) with support from Jody.
4. **New Practice Program-Buy 1 get 1 Free** – Pam introduced the program where POA has opportunity to save money on medications if we place a minimum order of \$2,500 with the vendor.

[Zach joined the Board meeting on phone (at 7:30pm) to satisfy the quorum requirement and vote on the agenda items]

Stacey made a motion to proceed with the purchase order (\$2,500) to benefit from the vendor's *Buy 1, Get 1 Free* discount program. Jody seconded the motion; motion was passed unanimously.

5. **Consent Agenda:** Consent agenda included the following items (made available to Board prior to the meeting)
- i. Minutes of the March 15, 2016 Board of Directors Meeting
 - ii. President's Report
 - iii. Treasurer's Quarterly Report
 - iv. Capital Campaign Manager Summary Report
 - v. Shelter Update
 - vi. Grant Coordinator Report

Stacey made a motion to accept the consent agenda. Ron seconded the motion; motion was passed unanimously with Zach providing his vote on phone.

6. **New Business:** Stacey brought to Board's attention that Beth Smith has missed 2 board meetings of the current year and she had mentioned that she will not be able to attend next 2 Board meetings. This, per the bylaws will result in implied resignation. Stacey took the action item to connect with Beth on this item and discuss options.
7. **Replacement Auditor's Proposal:** Board discussed the need and benefits of having professional financial audits and reviewed the proposal Zach had presented.

Jordan made a motion to proceed with the engagement (Zach has signing authority) as presented. Stacey seconded the motion; motion was passed unanimously with Zach providing his vote on phone.

8. **Leadership Greater Hartford:** Stacey & Jody will be attending the Leadership Greater Hartford event (April 19th) to meet potential board candidates (especially for Treasurer and Secretary positions). Stacey presented a draft document outlining the process for selection and vetting of future board members. Jordan offered a minor update to the language

"...if ~~all parties~~ the individual is interested in pursuing..."

Stacey shared the list of material that will be shared as part of the event – board expectations, Q1 financials, history of POA.

9. **Nominating and Governance Committee:** Stacey confirmed the commitment of the current committee members – Stacey, Jordan, Jim. Mukesh had expressed interest in joining the committee and will now be part of future committee proceedings.
10. **Kerry Bartoletti – Transition from Independent Contractor to Part-Time Employee:** The draft employment letter was shared with the board. Stacey will reach out to Beth for guidance and advice on finalizing the letter and confirming the terms especially around clarifying whether SpayCT work would be considered paid or volunteer effort.

Jody opened the floor for any new business. The meeting was adjourned at 8:02 p.m as there were no additional topics for discussion.

Submitted by: Mukesh Sharma