

**HUMANE SOCIETY OF HURON VALLEY**  
**Minutes of Board of Directors Meeting**  
**July 28, 2008**

**Present:** Nancy Culotta, Peter Fink, Mark Heusel, Diana Kern, Jane Lumm, Robert Tetens, Dennis Wojcik

**Absent:** Del Dunbar, Anne Ferris, Diane Heidt, Teresa Welsh, Mike Walsh

**Others Present:** Tanya Hilgendorf, Deb Kern, Jaci Nicols

**Email Motion and Vote**

- An email motion was made and accepted prior to the scheduled board meeting. Tanya Hilgendorf distributed the University of Michigan and HSHV land lease agreement and related memorandum via email.
- Mike Walsh motioned to approve the lease and memorandum to the lease as attached. Nancy Culotta supported. All approved.

**Bob Tetens called the board meeting to order at 6:05pm.**

**Minutes Approved**

- Dennis Wojcik motioned to approve the June 23, 2008 Board meeting minutes with one minor change. Mark Heusel supported. All approved.

**Treasurer's Report – reported by Peter Fink**

- The June 2008 financial reports were distributed in the agenda packet.
- Peter Fink had some questions regarding the half-year budget review. Clinic expenses are higher due to medical costs – is that higher cost or higher use? Clinic revenue is down.
- Diana Kern stated a concern about the current use of our operating reserve. We need to be very aware of this, as we have unknown true operating expenses for the new facility and will need our operating reserve for the first couple years as expenses and cash flow become known and understood.
- Tanya Hilgendorf stated an expected increase in Clinic revenue as the newly hired third veterinarian gets going. We are also looking at adding out-patient capacity on Saturdays. Regarding the use of the operating reserve, our cash flow model is weighted toward much higher donation revenue at the calendar (and budget) year-end.
- Jane Lumm questioned the adoptions revenue. Is the number of adoptions down or is this due to reduced/special adoption pricing? Tanya Hilgendorf replied the count of dog adoptions is down from last year. Our adoption special pricing is very similar to specials offered in 2007.
- Mark Heusel asked if the signed Capital Campaign pledges are booked in the year received. Peter Fink and Deb Kern replied yes.

- Dennis Wojcik asked how the capitalized items are defined as hard or soft. Tanya Hilgendorf stated she is sure Carolyn Raschke and Mike Walsh have a method. We will clarify.
- Jane Lumm motioned to accept the Treasurer's Report. Diana Kern supported. All approved.

### **Lease Update – reported by Mark Heusel**

- The land lease was approved by the University of Michigan regents. All of our previous zoning approvals from Superior Township were based on HSHV owning the property, not leasing. Mark has been working with the Township attorney on the now leasing vs. owning change. The Township is supportive of HSHV and the land lease. The agreement is to proceed with a lawsuit to obtain a declaratory judgment for relief in zoning approval. This is a common practice. The Board needs to be aware, however, that HSHV will be the plaintiff in the lawsuit against Superior Township.
- Peter Fink suggested composing a statement to provide to the Township, HSHV Board and management, in the event this lawsuit receives any press.
- Diana Kern motioned to authorize Mark Heusel and his law office Butzel Long, to file a lawsuit against Superior Township for a declaratory judgment that specifies the rights between the Humane Society of Huron Valley and Superior Township related to zoning and land use consistent with the previous agreement between the two parties. Dennis Wojcik supported. All approved.
- Mark Heusel and Butzel Long are retained by the Humane Society of Huron Valley on a pro bono basis.
- Dennis Wojcik stated there are some "housekeeping" items, such as the development agreement, construction cost estimate and construction schedule, that our consultants still need to complete with the Township. These are all standard procedure. Tanya Hilgendorf will follow-up with Dennis Wojcik's assistance as required.
- Tanya Hilgendorf updated, the County bonds will be issued on August 14<sup>th</sup>. Our first payment of interest only is due January 1, 2009.
- Tanya Hilgendorf updated, the University is sending the lease to Jim Gouvert for HSHV to sign, then UM will sign.

### **Governance Committee – reported by Diana Kern**

- The Governance Committee has drafted and is recommending two new documents related to Board member service. One is a Board Member Contractual Agreement. The other is Trustee Commitment to Duties. The addition of these formal documents will show our commitment to good governance. These documents also give the Board common language to use and it will help with understanding of peer expectations.
- The committee is recommending that new Board members be provided these documents and be asked to agree and sign them before service begins. Additionally, the committee would like all existing Board members to agree and sign.

- The Trustee Commitment to Duties document was briefly discussed and one minor change suggested.
- The Board Member Contractual Agreement document was discussed. The title will be changed to Board Member Expectations and one other minor change was suggested.
- Nancy Culotta motioned to accept both documents with the changes discussed. Jane Lumm supported. All approved.
- The Board 2008-09 Meeting Schedule was tabled until next meeting. The date of the next meeting was set as August 25, 2008.

## **Director's Report – reported by Tanya Hilgendorf**

### **Shelter Activities**

- Adoption specials have increased adoption rates over the last several weeks.
- New shelter software conversion is under way. Project being led by Merri. Staff going through extensive training with start date of September 2.
- Two new Adoption Counselors have been hired (replacements).

### **Clinic**

- Mantis Heartworm Clinic – Did over 40 animals.
- 220 animals received free Rabies vaccine at HSHV Ypsilanti Twp Firehouse event.
- Pit Bull spay/neuter goal reached for year – 95 done (goal of 75 for the year)
- Hired Intern for Summer for Exam Room Assistant Work (replacement)

### **Cruelty/Rescue**

- Cruelty Investigators still working with prosecutor on charges on recent dog fighting case. Security guard was here hired for 4 days. Last week two armed gunman broke into MHS Shelter looking for a fighting dog that was being housed there.
- Still working on a cat cruelty case involving children.

### **Marketing/Outreach/Fundraising**

- Raised \$2640 from the Ann Arbor News Pet Expo and did 27 adoptions.
- Dog Wash to benefit HSHV at Animal Emergency Clinic on 7/26.
- Dixboro Fair on 8/2.
- Rabies Clinic at Mantis Pet Supply on 8/9.
- New part-time Development Assistant has been hired (replacement).

### **Capital Campaign**

- Our \$150,000 Challenge Grant from the Faith A. and James Knight Foundation was matched, \$153,000 raised to date. We raised \$27,000 from on-line Campaign appeal. Looking for a new major giver to extend the challenge grant.
- Ground breaking likely to be early September as we finalize several small steps. (i.e., permits, development agreement, bid selection, consent decree between HSHV and Superior Twp.)
- Bonds will be issued August 14. First payment (interest only) scheduled for January 1.

### **Other**

- Contracting with LTI for IT support (cost estimate the same as currently budgeted on IT support).

### **Comments**

- Tanya clarified; the security was rented for a time period of four days. Our HSHV Cruelty case raids always include the appropriate sheriff or police back-up.
- Diana Kern questioned the challenge grant extension. Tanya Hilgendorf and Deb Kern clarified that we are looking to extend the challenge as it has been a great motivator for donors.
- Tanya added the shelter software conversion to Petpoint is going very well thanks to Merri's project management.

### **IT Analysis and Review – Diana Kern**

- This is complete. The Executive Director report covered the latest change to contract with LTI.

### **Convio Update – reported by Deb Kern**

- The project report, including summary and project timeline, was included in the agenda packet.
- Deb Kern is also working with other community partners related to internet exposure opportunities.
- The most successful Convio campaign so far as been the use of TeamRaiser during Walk and Wag.
- The Board agreed that Deb has done a great job with the Capital Campaign emails' content and look.
- The Board agreed this report was great information.

### **Mobile Radios**

- Tanya Hilgendorf described the current on-site communication problem at the shelter; finding a person/staff to get questions answered, gather information or handle customer issues is very inefficient and a big time waster.
- Management would like to obtain mobile radios to use on-site to improve this communication. The current paging system method just doesn't meet the needs.
- The Business Office has obtained estimates for the necessary equipment; approximately 20 units needed – all staff on-the-floor in the shelter and Receiving, plus one for each of the Adoption Desk, Clinic and Administration. The cost is approximately \$150 per unit. We only need equipment, no service or associated fees. We can use the family radio frequency range. These radios would be used in the new facility, as well, and will be imperative at that point.
- The Board understood and agreed to the need.
- Nancy Culotta stated that once management makes a final equipment selection, the Board will need to look at the budget and a possible budget line-item switch.

- Tanya Hilgendorf will bring to the next Board meeting or possibly relay and seek Board action via email.

Dennis Wojcik commented that email vote/action requests should also get a phone follow-up if an immediate email response is required and not received.

There being no other old or new business, Dennis Wojcik motioned to adjourn the meeting. Peter Fink supported. The meeting was adjourned at 7:45pm. The next scheduled meeting of the Board is Monday August 25<sup>th</sup> at 6:00 pm.