

**HUMANE SOCIETY OF HURON VALLEY**  
**Minutes of Board of Directors Meeting – Open Meeting**  
**June 28, 2010**

**Present:** Del Dunbar, Peter Fink, Mark Heusel, Larry Jonas, Diana Kern, Susan Kornfield, Jane Lumm, Tom Piotrowski, Kathy Power, Sharon Rothwell, Mike Walsh, Dennis Wojcik

**Absent:**

**Others Present:** Tanya Hilgendorf, Carolyn Raschke, Sue Novak of Plante & Moran

**Mike Walsh called the Board of Directors meeting to order at 6:05 pm.**

**Public Comment**

- There was no comment by the public in attendance at the beginning of the meeting.
- At the end of the meeting, Shari Wilcox, volunteer and donor, asked the Board to re-visit the special recognition of foster volunteers, as discussed at the 2009 open Board meeting. The Board agreed and the topic was assigned to the Development Committee.

**2009 Financial Audit Presentation – Mike Walsh**

- The Audit Committee met with Plante & Moran representatives and reviewed the 2009 Financial Audit Report. There were no journal entries needed. We were given an unqualified opinion, which is the best you can get. There were no management letter comments to speak of.
- Sue Novak commented that Carolyn Raschke is great to work with. There were no surprises and the audit process was all very positive. 2009 was a big year with a lot going on for HSHV.
- Jane Lumm asked for Sue's opinion on HSHV's overall quality of controls and reporting. Sue replied the audit looks at policies and segregation of duties; there are no areas of weakness in controls (checks and balances).
- Diana Kern asked if Plante & Moran interviews officers. Sue replied that during the audit planning process a letter is sent to Board members. The Board may reply. Additionally, they did interview Mike Walsh, 2009 HSHV Board Treasurer.
- Susan Kornfield motioned to accept the 2009 Financial Audit Report, with minor wording changes requested by the Audit Committee. Peter Fink supported. All approved.

## **Minutes Approved**

- Diana Kern motioned to approve the June 1, 2010 Board meeting minutes, with minor changes. Larry Jonas supported. All approved.

## **Treasurer's Report – reported by Mike Walsh**

- The May financial reports were reviewed. Revenue is 8% over budget. Expenses are on budget. Our bottom line is almost \$200,000 better than budget.
- Balance Sheet continues to be stable at \$15.4 million.
- Carolyn Raschke clarified; bequest receivables are deemed restricted. Once the funds are received, they are only restricted if so designated by the donor, which is rare.
- Susan Kornfield asked that the detail of endowments section be revised for greater clarity of HSHV funds. Carolyn Raschke stated she would move the income amounts and put the endowment values in the notes.
- Carolyn Raschke pointed out the new Funds Remaining to Raise report, which replaced the old Sources & Uses report.
- Dennis Wojcik motioned to accept the Treasurer's report. Peter Fink supported. All approved.

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

- Forty-six animals came in from recent cruelty investigation. About 1/3 have been adopted so far. Extra stress on staff has been difficult, as the shelter was already over capacity. But we feel great about the care we are providing and believe we can adopt them all out to well suited adopters.
- Matt is preparing multiple charges against the owner in the Whippet case, as well as the owner of the other recent hoarding case. Two other cases also in process of being delivered to the prosecutor.
- Cat and kitten adoptions specials happening all of the month of June and into July. Kitty Palooza will be held Sunday June 27<sup>th</sup> with family fun and great adoptions specials.
- We continue to work with Ypsilanti Township on ordinance changes that will help address the overpopulation of pit bulls and problems of abuse and neglect of companion animals. The Twp. is considering an ordinance that requires that all pit bulls and pit bull mixes be sterilized. They have agreed to consider an anti-chaining ordinance at a later date. We are still trying to get a meeting with the Sheriff to discuss deputizing our Cruelty Investigators.
- HSHV holds a small contract with Washtenaw County public health to process animals needing to be tested for rabies. However, we have had an extremely difficult time getting our staff vaccinated for rabies and several newer staff have not been properly vaccinated and more senior staff had not received needed boosters. Carolyn and I are working with Michael Dempsey, Blue Care Network, and Washtenaw County Public Health to get this fixed.

- Billboard advertising free spay/neuter has had a very is going well and we've begun to see an increase in surgeries.
- We are doing a massive "Door hanging" in Ypsilanti Township to promote all of spay/neuter specials.
- Petsmart Charities will visit HSHV in July to review practices and progress toward grant goals.
- HSHV will be working with the Michigan Pet Alliance Fund to put together a Best Practices Conference in Michigan.
- Floor repairs still in process. Landscaping under completion now. Problems with heating and cooling still being addressed.
- Compassionate Feast scheduled for October 12th. We will be roasting Martin Bandyke for his continuous support of HSHV.
- Meijer provided a \$5,000 sponsorship for general use. This was made possible by Tom Milam, manager of the Meijer store on Carpenter Road.
- Our 2009 summer direct mail appeal was mailed last week. The lapsed donor appeal (donors who have not given in over 12 months) will be mailed in July.

#### **Discussion:**

- Tanya commented staff and volunteers have done a great job handling and caring for the two recent large cruelty case animals.
- Kitty Palooza resulted in 54 adoptions in one day.
- Tanya Hilgendorf and Carolyn Raschke further clarified the challenges related to the rabies pre-exposure vaccinations for staff. There is a phone call scheduled for Wednesday, June 30<sup>th</sup> with Washtenaw County Public Health Department. Carolyn is working with our insurance company, Dempsey Incorporated, to locate providers who will obtain and vaccinate staff. The Board asked for an update at the July meeting.
- Diana Kern asked for clarification on the spay-neuter surgery goals, as shown in the monthly statistics report. Tanya Hilgendorf replied this is connected to the Humane Alliance grant we received.

Del Dunbar motioned to accept the Director's report with great appreciation. Dennis Wojcik supported. All approved.

#### **Old Business**

##### **Development - POE – Larry Jonas**

Larry Jonas distributed a Point of Entry (POE) Toolkit handout. He wants to bring a higher comfort level to the Board regarding development and fundraising. He believes POE's can be very effective and build on our excitement regarding the new facility. Diana Kern is already planning a POE for some time in September.

### **Strategic Planning Retreat – Diana Kern**

As the Executive Committee discussed and suggested the timing is moved out to allow our newest Board members to get acclimated. The plan was decided as:

September 27, 2010 – Monday – 5pm-8pm

Brief, regular Board meeting business

Tanya Hilgendorf presents best practice, trends and other focus topics  
(Fran Alexander to attend and facilitate)

October 25, 2010 – Monday – 2pm-6pm (or 6:30pm)

Brief, regular Board meeting business

Board Retreat - planning & visioning work  
(Fran Alexander to attend and facilitate)

The Board asked that the Board360 Report from March be redistributed to all members. The last page is the “Action Plan for Company”. Board members who participated in the self-assessment (back in March) should complete and provide this information to Diana Kern by the July Board Meeting (July 26). This feedback will be used for retreat planning by the Executive Committee and Fran Alexander (facilitator/consultant).

### **Whistle Blower Policy**

- Mike Walsh stated this is on the agenda to ensure follow-up of the final details.
- Susan Kornfield commented that an additional layer of procedure, in addition to that defined in state law, would require a contract with each employee. Our current policy, as adopted at the June 1 meeting, is sufficient.

### **Conflict of Interest Policy**

- Mike Walsh stated this is on the agenda to ensure follow-up.
- Susan Kornfield commented this is a matter of disclosure, wholly unrelated to financial matters and intended to ensure a high degree of transparency.
- Susan Kornfield forwarded a draft of a broader policy, which would be applicable to all staff, to Mike Walsh, Board President. Once vetted by the Executive Committee, full Board discussion will occur.

### **New Business**

#### **Committee Membership and Chairs – Mike Walsh**

- The current committee descriptions were included in the agenda packet.
- The Board agreed to combine Audit and Finance Committees.
- The Board agreed to title and task the current Nomination Committee with Governance.
- Standing Committees (chairs and members), were defined:
  - Finance/Audit Committee – Del Dunbar
    - Members: Peter Fink, Doug Kelly (community member), Mike Walsh, Dennis Wojcik

- Development Committee – Larry Jonas
  - Members: Diana Kern, Jane Lumm, Tom Piotrowski, Peter Fink
- Governance & Nominations Committee – Susan Kornfield
  - Members: Jane Lumm, Sharon Rothwell, Kathy Power
- Standing committee chairs are asked to review and revise committee descriptions/charters, define a work plan and report back.
- The current committee related documents will be forwarded to all committee chairs.

### **Board Nomination**

- Mike Walsh reported that Bob Tetens has resigned from the Board. The Board thanked Bob for his service.
- The Board discussed the nomination of Anne Staebler.
- Kathy Power motioned to appoint Anne Staebler to a term expiring June 2013. Del Dunbar supported with amendment to the motion that appointment is subject to finalization at a meet-and-greet luncheon with Anne and any Board member who can attend. All approved.

Mark Heusel motioned to adjourn regular meeting and convene an executive session. Jane Lumm supported. All approved.

Del Dunbar motioned to adjourn the executive session and re-convene the regular meeting. Mark Heusel supported. All approved.

Del Dunbar motioned the follow-up training needs for staff, and the executive coaching plan that were part of a signed agreement with Tanya Hilgendorf and the Board, be assigned to the Governance & Nomination Committee for resolution and reporting back to the Board by December 2010. Dennis supported. With no further discussion, all approved.

There being no other business, Dennis Wojcik motioned to adjourn the meeting. Jane Lumm supported. The meeting was adjourned at 8:47 pm. The next scheduled meeting of the Board is Monday July 26<sup>th</sup> at 6:00 pm.