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## **BOARD MEETING MINUTES**

### **May 17, 2019**

**BOARD MEMBERS PRESENT:** Margaret Cox, Nancy Baer, Rena Blank, Margot Hewitt, Joan Hull, Judy Lange, John Ramos, Virginia Smith, Miriam Spreine, Mimi Sutton

**Absent:** Don Gerber

**Staff Members:** Michael Smith, *ShIPLEY Center* Executive Director; Linda Yip, Bookkeeper; Shamyia Waters, Program Director; Beth Barrett, Trips Coordinator

**CALL TO ORDER:** The meeting was called to order at 3:00 pm by Margaret Cox, President.

**Minutes:** The Minutes of the April meeting were accepted as e-mailed.

### **STAFF REPORTS**

[Copies of all written reports are filed with these minutes.]

**Trips & Tours:** Beth Barrett gave the report and was recognized for the work she is doing to build up the income in that area. There is still need for more drivers, and for a smaller van that can be used when fewer than 15 people sign up for a trip.

**The Baywood Village** report was given by ED Michael Smith. An addition to the report, it was verbally stated that a tree endangering one of the houses was removed for \$300 by Samurai Tree Service.

Appreciation was expressed for the very good job Deb Hudson is doing as Manager in caring 24/7 for all the issues that come up.

**Program Director:** Shamyia Waters gave an excellent report on scheduled events and advertising.

Wednesday, May 29th will be the 36th year for *National Senior Health and Fitness Day* to be observed nationally, and the first year for Shipley Center to participate. A range of events and sponsors are lined up to make this a memorable day.

Judy Lange commented on what an excellent job Shamyia had done in advertising Spring Fling. Unfortunately, it was a very windy day and lots of other events were taking place, so few people attended. We will have to rethink this event, and likely not have one next year.

Shipley Center people will be on the front page of the upcoming issue of *Living Well*.

**Café Special Report:** Each board member had received an online copy from Mimi Sutton who completed a thorough review with Debbie Thomas on new menus for 6 or 7 days that would rotate through the days of the week, plus various cost-cutting plans.

**Executive Director's Report:** See below under **New Business**, Health & Wellness Annex for further information.

**Financial Report:** Presented by Linda Yip in a very clear manner. There will be a few changes in how certain periodic income and expenses are stated in the YTD Budget Variance Report. Accepted as presented.

**Board Comment:** John Ramos called attention to the fact that we need to get the SC finances under control.

**Motion:** At 4:00 pm, Nancy/Rena moved and seconded that we go into Executive Session. Passed unanimously.

### **Executive Session:**

**Motion:** At 5:23 pm, at the completion of the Executive Session, John/Margot moved and seconded that we return to the regular board work. Passed unanimously.

## **NEW BUSINESS**

1. Rena presented the following proposed Bylaw change:

### **ARTICLE 5**

#### **OFFICERS**

**5.2 QUALIFICATIONS** The officers of the organization shall also be Directors who have served a minimum of one full year on the Board. Exception: An exception may be made for a qualified person to become Treasurer without the one-year waiting period. Any two offices may be held by the same person, except the offices of President and Secretary. An officer of the organization with discretionary authority shall conform to the general standards for officers set forth in the Washington Nonprofit Corporation Act, as now or hereafter amended.

**Motion:** Nancy/Rena: To approve the Bylaw change. Passed with 9 affirmative votes; 1 opposed. It was decided to add this as an addendum page which will be signed by all the Board members, attached to the current Bylaws.

2. ED Michael Smith gave a presentation on the proposed *Health & Wellness Annex*. He first summarized the history of the plans for this additional building and showed the figures for 85% of the needed funds that are already in hand. The next report shows that, of the \$87,579 approved for soft costs, \$23,637 has been spent to date, with the rest committed for completion of engineering and permitting and other specific expenses in that category. A budget of projected revenue and expenses for the operations of the new *Health & Wellness Annex* was presented showing that anticipated activity, membership, rental and sponsorship revenues will comfortably exceed expenses.

**Motion:** Mimi/Judy: To proceed with the current plans to build the Health & Wellness Annex. 7 affirmative votes, 1 opposed, 2 abstentions.

## COMMITTEE REPORTS

**Nominating:** No report

**Personnel:**

**Motion:** Margot/Virginia: To approve all changes from the Executive Committee. Passed unanimously.

**Fund Raising:** No report

**Finance/Investment/Audit:** No report

**Crafts:** Judy Lange's written report was received but not discussed due to shortness of time. April sales were \$394.00.

**Physical Plant & Safety:** John Ramos' report on the various maintenance jobs was received but not discussed due to shortness of time. Bids are still being sought from local roofing contractors for a small repair that is needed over an upstairs room of the building. Area roofers are fully booked with work, and finding one to do repairs is proving difficult but ED Michael Smith will continue to work on this.

**Member Relations:** No report

**Volunteer Coordination/Social Events:** No report

Adjournment: Margaret adjourned the meeting at 6:00 pm

Next Board Meeting: June 11 at 2 pm.

Respectfully submitted,

Virginia Smith, Secretary