

**COMMONWEALTH OF VIRGINIA
ASSISTIVE TECHNOLOGY LOAN FUND AUTHORITY
Board of Directors Called Meeting**

Minutes Adopted by Board of Directors on December 11, 2019

August 14, 2019

MEMBERS PRESENT

Joyce Viscomi, Chair
Sarah Liddle, Vice-Chair
Elise Nelson, Treasurer
Vanessa Rakestraw
Dean Bonney
Brian Taylor
Douglas Bierly
Marques Jones
Clay Huie
Ron Lanier

MEMBERS ABSENT

Michael Costanzo

ALSO PRESENT

Pamela Beckner, Assistant Attorney General
Sandra Prince Banker, Executive Director
Joe Stepp, Financial Director
Christy Crowther, Program Manager

CALL TO ORDER

The Assistive Technology Loan Fund Authority Board of Directors met for a called meeting at the office of ATLFA, 1602 Rolling Hills Drive, Suite 107, Richmond, Virginia on August 14, 2019. Joyce Viscomi, Chair, called the meeting to order at approximately 9:35 AM.

APPROVAL OF MINUTES

Joyce Viscomi asked Board members to review the minutes of the June 12, 2019 meeting as presented. **A motion was made by Sarah Liddle, Vice-Chair, to approve the June 12, 2019 minutes as presented. The motion was seconded by Marques Jones and unanimously carried.**

PUBLIC COMMENT

None.

Joyce Viscomi, Chair, recognized Pamela Beckner, Assistant Attorney General, and Ronald Lanier, new member to the Board. Each Board member and staff introduced himself or herself. Ms. Viscomi stated that it was great to have Ron Lanier back in an official capacity as a Board member since he had retired as director of the state agency.

NEW BUSINESS

Joyce Viscomi, Chair, stated that the meeting was a called meeting to resolve issues/concerns resulting from the closed session portion of the meeting held on June 12, 2019.

Dean Bonney stated that he brought this issue up at the meeting of last month's loan committee because we are not holding four meetings a year and not saying that we should or shouldn't meet four times a year. He thinks we need to hold four meetings a year no matter how efficient an organization operates and even though most Board members are here on a monthly basis for loan committee.

Board Meeting Cancellations

A discussion was held around cancellation of meetings if no quorum or weather related issues kept the Board from meeting. With the motion at the June 12 meeting that no Board meetings can be cancelled, we realized that this would cause a problem if a meeting needed to be cancelled. Joyce Viscomi stated that if a meeting has to be cancelled, then the reasonable accommodation would be to just reschedule for the next month.

Pam Beckner asked if the Board had set up an electronic policy for meetings if a member wanted to attend remotely. She noted that some of the Boards are looking into developing a policy for remote meetings, but that a quorum of the Board always had to be present in one location if you were holding an official business meeting. A member cannot always attend a meeting remotely, and has to be present for a number of the meetings. A meeting can be held without a quorum as an information meeting only with no business being conducted. She stated that as of July 1, 2018 some of the rules on electronic meetings had changed by the Freedom of Information Act Council (FOIA). She stated that she would get the information to the Board members so they could have the information for their own review. Ms. Beckner also reminded the members not to respond to "all" in an email exchange, that no more than two members can be on an email link, and that no more than two members can be in a discussion in person because it would constitute a meeting.

A motion was made by Dean Bonney that ATLFA formally adopt four quarterly meetings a year with flexibility given to staff if meetings needed to be cancelled due to circumstances and make best effort to reschedule the cancelled meeting. The motion was seconded by Brian Taylor and unanimously carried.

A motion was made by Marques Jones for the Chair to create a proposed policy around remote attendance. The motion was seconded by Dean Bonney and unanimously carried. Pamela Beckner, Assistant Attorney General, noted that she would research if other Boards had written any policies so that we would not have to reinvent the wheel.

Sandra Prince Banker, Executive Director, stated that she had contacted the FOIA Council and they will conduct training for the full Board at one of the Board meetings after March 2020. The schedule is full for the remainder of the year and they will not conduct training during the General Assembly session. Pam Beckner, Assistant Attorney General, stated that she could also conduct the training for the Board members.

Staff Performance Plans

Joyce Viscomi, Chair, noted that she has discussed with Sandra Banker her performance plan and it will be completed by September. She also noted in discussing performance plans with the Executive Director and the Vice-Chair, it was determined that performance plans for staff and the Executive Director have been performed each year, are reviewed each audit cycle by the Auditor of Public Accounts, and are in the personnel files of each individual. Sandra Banker, Executive Director, noted that the Chair of the Board has completed a performance plan each year for the Executive Director and that the Executive Director has completed one for each employee. Dean Bonney stated that he did not know that a performance plan had been completed for the Executive Director each year. Ms. Banker noted that the Board moved performance plans to April 1 of each year because of pay increases on July 1 of each year if the Board so authorized a pay increase.

Marques Jones made a motion that all staff performance reviews be completed by February 1 of each year. The motion was seconded by Brian Taylor and unanimously carried.

Dean Bonney made a motion that the Chair or Executive Director inform the full Board when reviews are completed. The motion was seconded by Marques Jones and unanimously carried.

Board Quarterly Agenda Items

Joyce Viscomi, Chair, stated that during the June meeting agenda items were discussed. She feels that some of these items may be out of sequence with what is required as part of the state guidelines. She noted that Sandra Banker and Joe Stepp will know better what needs to be placed on the agenda during certain times of the year. The quarterly meeting dates will be March, June, September and December. Sarah Liddle, Vice-Chair, suggested that the Board have a list of Board topics and leave the staff with flexibility as to when the items are on the agenda in case circumstances prevent a Board meeting. Dean Bonney stated that you can have a meeting without a quorum and still have an informational meeting. Pam Beckner, Assistant Attorney General, stated that normally meetings without a quorum are held when you don't have Board members appointed on a timely basis and can't get a quorum and the Board is just provided information. Joyce Viscomi, Chair, stated that she did not see having a meeting without a quorum because the Board had voted to reschedule the meeting if cancelled.

A discussion was held regarding statutory requirements of the Board. It was noted that the annual report and an audit by the APA is required as per the *Code of Virginia*. Joe Stepp noted that in the last general assembly, the Auditor of Public Accounts got legislation changed and the ATLFA audit will be at their discretion with a plan that they will audit once every three years. Joyce Viscomi, Chair, stated that the topics for each Board meeting will be noted on the Board agenda. She noted that the agenda is sent out two weeks before each meeting and that every Board member has an opportunity to add a topic to the agenda. Any additions to the agenda will be sent to the Executive Director and the new agenda will be sent to the Chair and Vice-Chair for review prior to forwarding to full Board.

Officer Succession Plan/Election of Officers

Joyce Viscomi, Chair, stated that the election of officers was discussed at the June meeting and that officers need to be elected that are not up for reappointment in the middle of the officer term. She noted that Dean Bonney and Doug Bierly were appointed at the June meeting to come up with a list of officers. Dean Bonney noted that the only question they had was with Sarah Liddle's reappointment and that has been confirmed until 2023. Dean Bonney presented the slate of officers as follows:

Joyce Viscomi, Chair
Sarah Liddle, Vice-Chair
Elise Nelson, Treasurer

Dean Bonney made a motion that the slate of officers as presented be elected to the respective offices. The motion was seconded by Brian Taylor and unanimously carried.

Year End Financials and Budget

Joe Stepp, Financial Director, presented the FY 2019 year-end financials included in the Board packets. He noted that as of June 30, 2019, there were 308 active loans with an outstanding balance of \$4,507,929. During FY 2019 ATLFA booked 89 direct loans for \$2,001,454 and the dollar amount is an all-time high for the organization. The default rate is 0.37% for the fiscal year with eight loans written off.

Mr. Stepp presented the unaudited Statement of Net Assets and Statement of Revenues and Expenses for July 1, 2018 through June 30, 2019. He also presented the FY 2019 budget versus actual operating statement for the year ended June 30, 2019.

Mr. Stepp presented the FY 2020 budget as revised based on the salary increases adopted at the June 12, 2019 Board meeting.

CLOSED SESSION

Joyce Viscomi, Chair, made the following motion to go into closed session:

I, Joyce Viscomi, move that the Board convene in closed meeting pursuant to Virginia Code Section 2.2-3711A(1) and A(4) for discussion of personnel issues, loan approvals and other Board matters that are appropriate. Additionally, I move that Sandra Prince Banker, Executive Director and, if necessary, staff members, Joe Stepp and Christy Crowther, attend the closed meeting because their presence will aid the Board in its consideration of these matters. The motion was seconded by Marques Jones and unanimously carried.

RESULTS OF THE CLOSED SESSION

Joyce Viscomi, Chair, convened the Board meeting in regular session.

Joyce Viscomi stated that a roll call vote will be held and all those who certify to the best of their knowledge that only business lawfully exempted from open meeting requirements under the Virginia Freedom of Information Act and that only business matters as were identified in the motion by which the closed meeting

**was convened were heard, discussed or considered in the meeting certify by stating your name and saying “Yea”. Those who do not certify say “Naye”.
Yeas – Bonney, Bierly, Liddle, Taylor, Rakestraw, Lanier, Viscomi, Huie, Nelson
Nayes – None**

A motion was made by Sarah Liddle, Vice-Chair, to forgive the loan in the amount of \$8,218.42 for the 2000 Ford Van and title be sent to the said loan holder. The motion was seconded by Elise Nelson and unanimously carried.

Dean Bonney noted that he felt the performance evaluations and list of agenda items for each quarterly Board meeting needed to be included in the Governance Manual. Sarah Liddle stated that if you read the bylaws and manual, a Board member should know that the performance evaluations happen on an annual basis. Ron Lanier stated that motions made at a meeting are official documents of the Authority. Mr. Lanier stated that if each motion were included in the governance manual, then the manual would have to be changed after each meeting. Sandra Prince Banker, Executive Director, noted that when the Governance Manual was written, reviewed by the Office of the Attorney General and adopted by the Board, the language was left very broad so the manual would not have to be constantly revised unless you had a change in Code language. Joyce Viscomi, Chair, asked if this information satisfied the question. Mr. Bonney noted that he would discuss this issue again at the December meeting.

Sandra Prince Banker, Executive Director, will work with Joyce Viscomi, Chair, and Sarah Liddle, Vice-Chair, to develop a list of items to be included for each Board meeting that will be presented at the December meeting.

Joyce Viscomi, Chair, adjourned the meeting at 11:40 PM. The next Board meeting is scheduled for December 11, 2019 at the ATLFA, 1602 Rolling Hills Drive, Suite 107, Richmond, Virginia.