

THE HAVEN BOARD OF DIRECTORS MEETING  
Minutes – May 23, 2023, 3:30pm

*Our mission is to provide professional, holistic services to all women as they unlock their potential while recovering from substance use and while moving toward their best mental health.*

**Board members present:** Jacquie Wohl, Rebecca Smith, Barbara Sattler, India Davis, Fran Moore, Judith Francis, Jeannie Gadea, Vanessa Seaney

**Board members absent:** Phyllis Howell, Colette Barajas

**Staff members present:** Ryan Olsen, Kelli Gacic, Aimee Graves, Emilia Honkasaari, Cynthia Duncan, Vondi Grijalva, Latricia Clary, Sharese Bailey, Julie Mairs

**Guests:** Kendis Muscheid

A quorum is present

Meeting called to order at 3:30 pm

**Kendis Muscheid, Ballard Spahr LLP, Presentation – Amended and Restated Articles of Incorporation & Amended and Restated Bylaws for (1) The Haven and (2) Proposed for The Haven Butterfly Foundation**

Discussion: During review of the draft of The Haven’s Amended and Restated Bylaws, several topics required review and approval for the final Bylaws that would be adopted by the Board. The following revisions and options were discussed to be made to the draft of *The Haven’s Amended and Restated Bylaws* (refer to meeting transcript for full presentation and vote).

- No term limits will be imposed for either directors or officers
  - Six board members were in favor of no term limits and one board member was in favor of imposing term limits.
- Staggered terms will be imposed by putting the directors in alphabetical order by last name.
  - All board members were in favor of imposing staggered terms on this basis.
- Directors and officers can be removed with or without cause.
  - All board members were in favor of these provisions.
- If a director fails to attend three consecutive board meetings during the calendar year they will be considered to have voluntarily resigned.
  - All board members were in favor of this provision.
- Special meetings of the board can be called with 72 hours’ notice via personal delivery, phone or email/fax of notice only (not regular mail).
  - All board members were in favor of this provision.
- The CEO title will be changed to “CEO & President”
  - All board members were in favor of this change.
- Committees sections were discussed and changed in several ways:
  - The Governance Committee name changed to the “Executive Committee” in these Bylaws and going forward in practice;

- The Finance & Audit Committee section should be revised as follows:
  - “The Finance & Audit Committee shall consist of at least two (2) Board members, with the Treasurer as chair. The Finance & Audit Committee, together with the CEO & President, shall prepare and propose the Organization’s annual budget on a fiscal year basis; act as liaison with the outside accounting firm retained by the Organization for its monthly financial statements, annual audit, and similar matters; review all monthly financial statements and make recommendations to the Board as required regarding the Organization’s investments and other financial matters; coordinate and assist, as necessary, with fundraising activities.”
- The footnotes in the section are to be removed.
- Committee Charters will be developed and approved by the Board to provide more detail for each Committee identified in the Bylaws.
- All board members were in favor of these changes.

MOTION: Moved to adopt The Haven Amended and Restated Bylaws with the noted revisions, and The Haven Amended and Restated Articles of Incorporation – Motion passed unanimously to accept the documents as presented together with the revisions as discussed and agreed in the meeting.

MOTION: Moved to present to The Haven Butterfly Foundation’s board of directors as a package both (a) The Haven Butterfly Foundation Amended and Restated Bylaws and the (b) The Haven Butterfly Foundation Amended and Restated Articles of Incorporation, with a request that those documents be adopted and the IRS application for tax-exemption be filed for the Foundation to be a supporting organization to The Haven. Motion passed unanimously.

**Staff Appreciation – Savannah Robbins, Nurse Manager**

Discussion: Not only is it national nurses’ week (May 6th-12th) But she is doing a FANTASTIC job as the “new” RN Manager! She deserves recognition for a plethora of reasons, here are some reasons why. Savannah continues to demonstrate good leadership skills by showing empathy to all our clients, she is supportive and encouraging, communicates effectively, and has an all-around positive attitude. She is engaged and passionate about her work here at The Haven. Also, she goes above and beyond to make sure everyone’s needs are taken care of. She is dedicated and motivated to doing a good job. Lastly, she has done such a wonderful job at networking with outside agencies and building relationships with Genoa pharmacy, The Health Department, and the “MOMS Clinic” at Banner Hospital. I’m grateful to be under Savannah and her genuine care and direction. As we know she is very patient with me 😊 She makes my job easier! She makes sure that the clients that transition from/to residential have the medications they need. She went out of her way to make sure a client's medication was administered after they transitioned to IOP. Thank you Savannah!!

**Consent Agenda**

- A. Board Meeting Minutes from April 25, 2023
- B. CEO’s Report

Discussion: The CEO’s report is very comprehensive and if you haven’t had the chance to read it, it is worth the time.

MOTION: To approve the consent agenda made by Jacque and seconded by Fran. Motion passed unanimously.

## **Committee Reports**

### **Finance/Audit**

Discussion: April is the second month in a row with a surplus. April revenue was just over \$614k which is more than the budget. Year to date revenue is 85% of the budget. Expenses for April were \$542k which was less than budget by \$74k. Year to date expenses are at 87% of budget. April's operating surplus was \$68k which is a favorable variance to budget. The year to date operating deficit is \$104k which is an unfavorable variance to the budget. We currently have 244 days cash on hand which is approximately 8 months. Current ratio is 7.3:1 which is stupendous.

In May, AHCCCS finalized the new rate for IOP code H0015. The new rate is \$157 which is almost half of what the rate used to be. AHCCCS has implemented a lot of additional steps for client billing and documentation. There is a provider meeting on Friday that will hopefully outline what will happen and what criteria is required going forward. We have submitted questions through the AHCCCS portal for potential discussion. We are unsure at this time if the rate change is temporary or permanent.

### **Development**

Discussion: We are close to our overall fundraising goal for the fiscal year. Our donor base feels a little bit saturated right now so May donations were low. We are planning donor asks for the upcoming months.

### **Board Self-Assessment (Ad hoc)**

Discussion: Three meetings have been held so far to go over the board self assessment documents. The plan is to streamline individual and governing documents. Progress has been made and the committee will also concentrate on a new board member orientation packet.

## **Information, Discussion and Action Items**

### **Investment and Liquidity Policies**

Discussion: Changes to the policies have been made. These policies have been in place for a few years and are reviewed and updated annually. Benchmarks in the policies were too high so modifications were made to reduce the liquidity requirements from 12 months to three. The investment policy language was modified to match the liquidity policy. Operating expenses were reduced from 12 months to three months.

MOTION: To approve policies as provided, made by Jeannie. Seconded by India. Motion passed unanimously.

### **Strategic Planning**

Discussion: The current plan is set to expire on September 30, 20223. We have received three bids to develop the next plan. One bid from Open Minds, a second from Community Connections Consulting and the third from Alexander/Carrillo. We may seek a fourth bid as

well. The current Strategic Plan is focused heavily on operations. We may want to focus more on the community. This will be a topic for discussion at the board retreat.

### **Leadership Institute**

Discussion: It would be great to have one or two board members attend this training. A suggestion is the next incoming chair could participate in the workshop. This training was created with an eye for succession planning for the board and focuses on how to establish trust and accountability. The participating members are paired with a consultant for five coaching sessions over nine months. They are only accepting 10 non-profit organizations. Let Barbara know if you're interested by next week.

### **Native Ways Distinguished Speakers Series/Open House Recap**

Discussion: The speaker series happens on June 24<sup>th</sup> and will be informative and worthwhile if anyone is able to attend. The open house was a great event. If you weren't able to attend, please stop by and see the house if you get a chance.

### **Board Retreat (new date)**

Discussion: The retreat will be June 28<sup>th</sup> at 5pm at Barbara's house.

Meeting adjourned at 5:35pm

### **DATES TO REMEMBER**

- Governance Meeting – June 7, 12:15pm via Microsoft Teams
- Haven Tour – June 16, 8:30am
- Development Committee – June 26, 12pm via Microsoft Teams
- Finance/Audit Committee – June 26, 4pm via Microsoft Teams
- Board Meeting – June 27, 3:30pm, hybrid (in person and via Microsoft Teams)