

Minutes of ACT – Regular Board Meeting
Date: February 12, 2019

Location: McKamey Animal Center

Board Members Present: Krystye Dalton (Board Chair), Doug Swafford (Treasurer), Lee Towery, Robert Jackson, Bryan Harrison (Vice-Chair)

Absent: Elisabeth Donnovin, Sonia Young, Jay Floyd, Bruce Baird, Charles Sanford, Nancy Dunlap (Secretary), Karla McKamey, Chelsea Sadler (City Representative),

Also Present: Jamie McAloon (ED), Paula Hurn (HR & Operations), Buck Gentry (CFO), Mary Ollie Newman (Development Director), Tiffany Newcomb (Animal Control Dept Head), Laura McCann (Venture Forward)

Meeting was called to order at: 4:30 pm

1. Agenda, Minutes from last month’s board meeting, monthly financials and Center Statistics, were not approved since there was not a quorum for a vote.
2. **ED Report** – Jamie McAloon
 - a. Will send a written report out later as to allow time for Laura McCann’s presentation
 - b. Jamie and Tiffany reported on progress with the City of Red Bank, and McKamey’s possible acquisition of that city’s animal control contract
3. **Development Committee** - Mary Ollie Newman and Robert Jackson reported for the Development committee: The name of the Humanitarian Awards Gala (on May 3 at The Hunter) has been changed to “A Night for Paws”, and progress is being made, although sponsorships and tables sales remain a major goal
They reminded the Board about the Mardi Gras Brunch at Walden Club on Sunday March 3
4. **Finance Committee** - Buck Gentry gave the report for the finance committee and reviewed December’s financials; MAC received 83K from the house bequest
5. **Governance Committee**- Bryan recognized and congratulated the Governance Committee, Lee as the immediate past Chair, the Board and staff for reaching several governance milestones over the last two years including:
 - Executive Director Compensation Study & Recommendation
 - Executive Director Evaluation Review & New Evaluation Tool
 - Introduction and Adoption of a Consent Agenda
 - Board Member Training
 - Revision of the Mission Statement

- Board Strategic Plan
- ByLaws Revision
- Vetting multiple new Board members including Charles and Robert
- Undergoing an annual accounting audit bidding process
- Delivered a new slate of officer under the new ByLaws
- Analysis of Board skill sets and passions

Bryan explained that there is a trend in both for-profit and non-profit Boards to where the governance code/committee is becoming increasingly focused on Board culture. Bryan explained Board culture as the shared values, attitudes, standards, and beliefs that characterize the Directors of an organization.

Bryan introduced and sought feedback from the Board regarding the Governance Committee potentially focusing on culture. Specifically, the types of Board practices that when reinforced creates the behavior that will lead to a high performing culture, specifically in the areas of innovation, creativity and ability to foster change in advance of disruption.

6. Paula again reminded all committees that they must keep minutes of their meetings that must be given to her to keep in the Committee Minutes Book in her office for review by anyone wishing to see them;
7. Jamie and Paula reported that by June, MAC will no longer operate its IT under the city of Chattanooga, but will have an independent computer system etc through EPB. They are confident that this system will be much more effective and easier to use;
8. Laura McCann of Venture forward (who facilitated Board Training and the development of MAC's current strategic plan), conducted a very in-depth review of the strategic plan, and asked the board for updates on the goals therein. Board Development (recruitment for areas of expertise and for diversity) remains a goal and she offered some advice there, including resources through Venture forward;
9. New Business:
Jamie announced the Volunteer Awards Event "The Paw-scars" to be held on March 28 at The Gallery in Red Bank, Board Members were encouraged to attend;

No Old Business

Meeting adjourned at 7:20 pm

Minutes submitted by Lee Towery

Minutes approved by the Board: March 12, 2019