

November 19, 2013
Board Meeting Minutes

Location: McKamey Animal Care Center

Present: Carla Morgan, Ann Ball, Mary Dube, Sonia Young, Barby Wilson, Carol Goodman, Mark Litchford, Susie Matthews, Bruce Baird, Elisabeth Donnovin, Nancy Dunlap, Hiten Patel

Absent: Karla McKamey, Kevin Lusk, Kryste Dalton

Also Present: Alex Green (TFP Reporter), Stan Sewell (City Auditor), Jeff Cannon (COO City), Marie Chinery, Paula Hurn, Tricia Sebes, Trish Reardon, Stefanie Douglass, Paula Hurn, Jamie Petty, Katie Christie

1. Agenda was adopted as revised (Carol Goodman discussion was postponed)
2. The minutes of October, 2013 Board Meeting were approved.
3. A motion was made from the Executive Committee to name the Center's Adoption Pavilion "The Karen S. Walsh Adoption Pavilion" honoring Karen Walsh's significant accomplishments during the 5 years she was Executive Director; a roll call vote was taken and passed by majority vote (see Voting Summary retained in the Minutes Book).
4. EC Committee Report by Bruce Baird: (offered copies of minutes to anyone who would like to see them):
 - a. There was a meeting on October 16th to review how to publicly announce the Executive Director's resignation.
 - b. There was a meeting on October 22nd to create an ad hoc search committee and time table for Job Postings to be placed. The search committee will consist of Nancy Dunlap (Human Resources Board Specialist), Susie Matthews, Barby Wilson and Carla Morgan.
 - c. There was a meeting on November 12th to discuss naming the Adoption Pavilion after Karen Walsh and methods of extending Karen's availability to the Center Staff and Board while a new ED search is being conducted.
5. Ann Ball reported from the EC that a 2014 Nominating Committee has been recommended. Ann Ball made a motion that the 2014 Nominating Committee be chaired by Bruce Baird, Past Board Chair, and consist of Kevin Lusk and Karla McKamey. This motion was approved by a show of hands majority vote.
6. Bruce Baird reported that the Board training presented by CNP on Saturday, November 16th was excellent and very informative; they have agreed to attend some future board meetings to do some additional board training for us.
7. A search committee report was presented by Nancy Dunlap.
8. Ann Ball gave a Special Events committee report:
 - a. Negative publicity has had an adverse affect on our fundraising including the Golf Tournament and Alpha Dog mailings.

- b. Every year we provide lunches for the Center employees during Thanksgiving and Christmas holiday weeks; a sign up list was passed around for Thanksgiving week (food can be provided or give Ann money and she will take care of buying the lunches).
9. Election of Officers:
 - a. The Nominating Committee nominated, Ann Ball as Chair, Susie Matthews as Vice Chair, Kevin Lusk as Treasurer.
 - b. Sonia Young nominated Mark Litchford as Board Chair.
 - c. Ann Ball was elected Board Chair by majority show of hands vote
 - d. Other officer nominations were approved by acclamation.
10. Ann Ball reported for the Nominating Committee who nominated Bruce Beard for another term as Director – majority approved this election by a verbal “aye” vote.
11. The Executive Committee made a motion to reduce the maximum size of the board from 25 to 15; a Roll Call vote was taken and motion was passed (see Voting Summary retained in the Minutes Book)
12. Nancy Dunlap handed out the annual board “agreements” (Conflict of Interest, Confidentiality, and Code of Conduct); everyone was asked to sign and return them by January, 2014.
13. New Business:
 - a. Ann Ball introduced Jeff Cannon, COO with the City of Chattanooga.
 - b. The Executive Committee discussed having Karen Walsh continue to be available for questions and information from the Center staff and a new Executive Director when hired; after discussion, the Executive Committee made the recommendation that Karen Walsh be offered an independent contractor agreement through the end of November with the contract amount equal to the amount of salary she would have earned for this time frame; the motion carried by an “aye” verbal majority vote.
 - c. Mark Litchford made a motion that the Executive Committee be authorized to secure Karen Walsh’s contracted employment as needed beyond the end of November, 2013 and was approved by a verbal “aye” majority vote.
14. The December Board Meeting was rescheduled for December 4, 2013 at 4:30 PM at the McKamey Animal Center at which time the board will vote on Carol Goodman’s board status.
15. Carol Goodman made a request to read a statement to be placed as part of the minutes of this meeting (this statement will be retained with these minutes in the Minutes Book).
16. At the conclusion of this meeting Ann Ball presented Karen Walsh with an engraved clock (gift from the Board of Directors) and a replica of the plaque that will be made and placed by the door to the Adoption Pavilion that will be named “The Karen S. Walsh Adoption Pavilion”.

Meeting was adjourned

Minutes submitted by Nancy Dunlap, Board Secretary