

### **BOARD OF DIRECTORS - REGULAR MEETING**

Wednesday, October 19th, 2022, 6:30 PM

### **MEETING MINUTES**

1. Call to Order - Dominika Seal, Board Chair

The meeting was called to order by Dominika Seal at 6:30 PM.

2. Roll Call - Alexandra Hannigan, Administrative Office Manager

Ms. Alexandra Hannigan completed the roll call.

### **Board Members Present:**

Chairwoman Dominika Seal, Dr. Philip Pate, Ms. Linda Bodkin, Ms. Deborah Rockwell, Chief Kahle Magalis, Ms. Jennifer Coker, Chief Chris Rinker, Mr. MacArthur Payne, Ms. Elisabeth Alger, Ms. Lisa Goshen, Ms. Sherry Arey

### **Board Members Present via Zoom:**

None.

### **Board Members Absent:**

Mr. Guss Morrison, Vice Chairwoman Sandra Dunkle, Reverend David Howard

### **Staff Present:**

Ms. Katie Heritage, Mr. Mike Elwell, Ms. Alexandra Hannigan, Mr. Dylan Glass, Mr. Cody Athey, Ms. Jayne Shanholtz, Ms. Melissa Shaffer-Reyes

3. Approval of Minutes/Agenda - Dominika Seal

Kahle Magalis made a motion to approve the minutes from the September 21<sup>st,</sup> 2022, meeting. Deborah Rockwell seconded, and the motion carried.

4. Opening Comments/Welcome - Dominika Seal

Dominika Seal welcomed all in attendance.

5. New Employee Introduction - Mike Elwell, CEO/Executive Director

Mr. Elwell introduced new employees who were present via Zoom.

49 Years Serving the City of Winchester and the Counties of Clarke, Frederick, Page, Shenandoah, and Warren



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### 6. Public Comment

None.

# 7. Committee Reports to the Board of Directors:

Executive Committee – Dominika Seal

Holiday Dinner

The Board's Holiday Dinner will take place on Wednesday, December 14th at 6:15 PM. There will be an Executive Session at 5:30 PM that evening.

- Property/Program Committee Deborah Rockwell, Committee Chair
- 1. Northern Clinic Update

week which will allow the Agency to submit the license to the Department Ms. Heritage was happy to report that the Northern Clinic project is running on schedule. The occupancy permit is expected to be issued next

# 2. Page Clinic Contract for Purchase

seconded, and the motion carried. with a date of February 28th to close on the deal. Ms. Rockwell made a motion to move forward with the purchase of the Page Clinic. Dr. Pate Ms. Heritage reported there has been movement on this purchase with the current owner. There has been an amendment to the sales contract

Human Resources/Finance Committee - David Howard, Committee Chair

paid Agency Holiday. Ms. Coker seconded, and the motion passed had visited and completed the on-site portion of the audit. Chairwoman Seal made a motion to approve Juneteenth as an additional designated It was reported that the Performance Contract was reviewed and completed. All localities approved. Mr. Elwell also reported that the auditors

Governance/Public Relations Committee - Jennifer Coker, Committee Chair

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design and look. Ms. Coker presented the proposed slate of officers as follows: Ms. Heritage and Ms. Coker were happy to let the Board know that the website has gone live and there has been lots of positive feedback on the

Chair - Ms. Sandra Dunkle

Vice Chair – Reverend David Howard

HR/Finance Committee Chair – Mr. Kahle Magalis

Governance Committee Chair – Ms. Jennifer Coker

Property/Program Committee Chair – Ms. Deborah Rockwell

# 8. Executive Director Report / Announcements — Mike Elwell

Crisis Systems funds and the Agency's roll in that project. Mr. Elwell provided an update on COVID protocol across the Agency. He also provided an update on Crisis Services within the Agency, and the

### 9. Other Business/Questions

None.

### 10. Executive Session

A MOTION TO GO INTO EXECUTIVE SESSION TO DISCUSS PERSONNEL MATTERS PURSUANT TO VIRGINIA CODE SECTION 2.2-3711

that, to the best of each member's knowledge (i) identified the subject matter, (ii) stated the purpose of the meeting and (iii) made specific therefore, be it RESOLVED by the Northwestern Community Services Board members this 21st day of September 2022, that the Board certifies of Virginia section 2.2-3712.D requires certification by this Board that such closed meeting was conducted in conformity with Virginia law; now, pursuant to an affirmative recorded vote and in accordance with the provisions of the Virginia Freedom of Information Act; and WHEREAS, Code CERTIFICATION OF CLOSED MEETING: WHEREAS, the Northwestern Community Services Board has convened an executive meeting on this date Chairwoman Seal made a motion to enter into Executive Session at 7:45 p.m., Ms. Lisa Goshen seconded and the motion carried.

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reference to the applicable exemption from open meeting requirements.

11 Ayes. 0 Nays.

12. Call to Adjourn - Dominika Seal adjourned the meeting at 8:12 PM.

13. Next Meeting – Wednesday, November 16th, 2022, 6:30 PM

GIVEN CHIDER MY HAND This 16 Day of NOVember, 2022.

Alexandra E. Hannigan, Administrative Operations Coordinator

Start 4:45 End: 8:12

### MOTION TO ENTER EXECUTIVE SESSION

Per Section 2. Executive Session for	2-3711(A) of the Code of Virginia, a motion is made to enter the purpose of:	
(×) ( ) ( )	Discussion Voting/taking action Other	
Under the following e	exemption:	
` '	Personnel Matters and Records (#1) Medical or Mental Health Records of Identified Client(s) (# Attorney-Client Privilege (#7) Acquisition or Disposal of Public Property (#3) Negotiation and Award of Contract, prior to award (#29) Other	15)
Dominika Seal Motion made by:	<u>Lisa Goshen</u> Seconded by:	
A.,	Vote:	•
	Yes No	

LIST OF COMMON EXPEMPTIONS:

### RECORDING OF ACTION DURING EXECUTIVE MEETING

WHEREAS, the Northwestern Community Services Board has convened an executive meeting on this date pursuant to an affirmative recorded vote and in accordance with the provisions of The Virginia Freedom of Information Act; and

WHEREAS, the Northwestern Community Services Board has taken action during the executive meeting;

NOW, THEREFORE, BE IT RESOLVED that Northwestern Cor	nmunity
Services Board hereby certifies that with respect to the following applicable	exemption:
(★) Personnel Matters and Records (#1)	
( ) Medical or Mental Health Records of Identified Clier	ıt(s) (#15)
<ul><li>( ) Attorney-Client Privilege (#7)</li><li>( ) Acquisition or Disposal of Public Property (#3)</li></ul>	
( ) Acquisition or Disposal of Public Property (#3)	
( ) Negotiation and Award of Contract, prior to award (#	29)
( ) Other	
The following action was taken!: Discussion	
<u>VOTE:</u>	1 é .
AYES: N/A Discussion of Rensonnel ma	Her
NAYS:	
ADCENIT DUDÍNIC VOTE:	
ABSENT DURING VOTE:	
ABSENT DURING MEETING:	

<sup>&</sup>lt;sup>1</sup> The statement of action cannot be so specific that it actually compromises the reason for going into Executive Meeting, but merely notes the type of action taken. For example, the motion could be as simple as "I move that the Board of Directors approve the personnel action as discussed during Executive Meeting" or "I move that the Board of Directors approve the hiring of an attorney pursuant to discussion during Executive Meeting".

MOTION: Dominika Seal NO:

NO .: SECOND: Elisabath Alger RESOLUTION - NONE

MEETING DATE: 10/19/22

### **CERTIFICATION OF EXECUTIVE MEETING**

WHEREAS, the Northwestern Community Services Board has convened an executive meeting on this date pursuant to an affirmative recorded vote and in accordance with the provisions of The Virginia Freedom of Information Act; and

NOW, THEREFORE, BE IT RESOLVED that Northwestern Community

712 (A), to the best of each ed the purpose of the mption from open meeting entified Client(s) (#15)  rty (#3)  or to award (#29)
RESOLUTION - NONE
MEETING DATE: 10/19/22
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- § 2.2-3711. Closed meetings authorized for certain limited purposes.
- A. Public bodies may hold closed meetings only for the following purposes:
- 1. Discussion, consideration, or interviews of prospective candidates for employment; assignment, appointment, promotion, performance, demotion, salaries, disciplining, or resignation of specific public officers, appointees, or employees of any public body; and evaluation of performance of departments or schools of public institutions of higher education where such evaluation will necessarily involve discussion of the performance of specific individuals. Any teacher shall be permitted to be present during a closed meeting in which there is a discussion or consideration of a disciplinary matter that involves the teacher and some student and the student involved in the matter is present, provided the teacher makes a written request to be present to the presiding officer of the appropriate board.
- 3. Discussion or consideration of the acquisition of real property for a public purpose, or of the disposition of publicly held real property, where discussion in an open meeting would adversely affect the bargaining position or negotiating strategy of the public body.
- 4. The protection of the privacy of individuals in personal matters not related to public business.
- 5. Discussion concerning a prospective business or industry or the expansion of an existing business or industry where no previous announcement has been made of the business' or industry's interest in locating or expanding its facilities in the community.
- 6. Discussion or consideration of the investment of public funds where competition or bargaining is involved, where, if made public initially, the financial interest of the governmental unit would be adversely affected.
- 7. Consultation with legal counsel and briefings by staff members or consultants pertaining to actual or probable litigation, where such consultation or briefing in open meeting would adversely affect the negotiating or litigating posture of the public body; and consultation with legal counsel employed or retained by a public body regarding specific legal matters requiring the provision of legal advice by such counsel. For the purposes of this subdivision, "probable litigation" means litigation that has been specifically threatened or on which the public body or its legal counsel has a reasonable basis to believe will be commenced by or against a known party. Nothing in this subdivision shall be construed to permit the closure of a meeting merely because an attorney representing the public body is in attendance or is consulted on a matter.
- 15. Discussion or consideration of medical and mental records excluded from this chapter pursuant to subdivision 1 of § 2.2-3705.5.

- 28. Discussion or consideration of records excluded from this chapter pursuant to subdivision 11 of § 2.2-3705.6 by a responsible public entity or an affected local jurisdiction, as those terms are defined in § 56-557, or any independent review panel appointed to review information and advise the responsible public entity concerning such records.
- 29. Discussion of the award of a public contract involving the expenditure of public funds, including interviews of bidders or offerors, and discussion of the terms or scope of such contract, where discussion in an open session would adversely affect the bargaining position or negotiating strategy of the public body.
- 33. Discussion or consideration of confidential proprietary records and trade secrets excluded from this chapter pursuant to subdivision 18 of § 2.2-3705.6.
- B. No resolution, ordinance, rule, contract, regulation or motion adopted, passed or agreed to in a closed meeting shall become effective unless the public body, following the meeting, reconvenes in open meeting and takes a vote of the membership on such resolution, ordinance, rule, contract, regulation, or motion that shall have its substance reasonably identified in the open meeting.
- C. Public officers improperly selected due to the failure of the public body to comply with the other provisions of this section shall be de facto officers and, as such, their official actions are valid until they obtain notice of the legal defect in their election.
- D. Nothing in this section shall be construed to prevent the holding of conferences between two or more public bodies, or their representatives, but these conferences shall be subject to the same procedures for holding closed meetings as are applicable to any other public body.
- § 2.2-3712. Closed meetings procedures; certification of proceedings.
- A. No closed meeting shall be held unless the public body proposing to convene such meeting has taken an affirmative recorded vote in an open meeting approving a motion that (i) identifies the subject matter, (ii) states the purpose of the meeting and (iii) makes specific reference to the applicable exemption from open meeting requirements provided in § 2.2-3707 or subsection A of § 2.2-3711. The matters contained in such motion shall be set forth in detail in the minutes of the open meeting. A general reference to the provisions of this chapter, the authorized exemptions from open meeting requirements, or the subject matter of the closed meeting shall not be sufficient to satisfy the requirements for holding a closed meeting.
- B. The notice provisions of this chapter shall not apply to closed meetings of any public body held solely for the purpose of interviewing candidates for the position of chief administrative officer. Prior to any such closed meeting for the purpose of interviewing candidates, the public body shall announce in an open meeting that such closed meeting shall be held at a disclosed or undisclosed location within 15 days thereafter.

- C. The public body holding a closed meeting shall restrict its discussion during the closed meeting only to those matters specifically exempted from the provisions of this chapter and identified in the motion required by subsection A.
- D. At the conclusion of any closed meeting, the public body holding such meeting shall immediately reconvene in an open meeting and shall take a roll call or other recorded vote to be included in the minutes of that body, certifying that to the best of each member's knowledge (i) only public business matters lawfully exempted from open meeting requirements under this chapter and (ii) only such public business matters as were identified in the motion by which the closed meeting was convened were heard, discussed or considered in the meeting by the public body. Any member of the public body who believes that there was a departure from the requirements of clauses (i) and (ii), shall so state prior to the vote, indicating the substance of the departure that, in his judgment, has taken place. The statement shall be recorded in the minutes of the public body.
- E. Failure of the certification required by subsection D to receive the affirmative vote of a majority of the members of the public body present during a meeting shall not affect the validity or confidentiality of such meeting with respect to matters considered therein in compliance with the provisions of this chapter. The recorded vote and any statement made in connection therewith, shall upon proper authentication, constitute evidence in any proceeding brought to enforce the provisions of this chapter.
- F. A public body may permit nonmembers to attend a closed meeting if such persons are deemed necessary or if their presence will reasonably aid the public body in its consideration of a topic that is a subject of the meeting.
- G. A member of a public body shall be permitted to attend a closed meeting held by any committee or subcommittee of that public body, or a closed meeting of any entity, however designated, created to perform the delegated functions of or to advise that public body. Such member shall in all cases be permitted to observe the closed meeting of the committee, subcommittee or entity. In addition to the requirements of § 2.2-3707, the minutes of the committee or other entity shall include the identity of the member of the parent public body who attended the closed meeting.
- H. Except as specifically authorized by law, in no event may any public body take action on matters discussed in any closed meeting, except at an open meeting for which notice was given as required by § 2.2-3707.
- I. Minutes may be taken during closed meetings of a public body, but shall not be required. Such minutes shall not be subject to mandatory public disclosure.

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