Northwestern
COMMUNITY SERVICES BOARD
A Behavioral Health Agency

BOARD OF DIRECTORS – Special Meeting
Wednesday, July 24, 2024, 6:00 PM

Meeting Minutes

1. **Call to Order, Opening Comments and Welcome**
   Ms. Coker called the meeting to order at 6:02 PM. She thanked everyone for attending the special meeting.

2. **Roll Call Attendance**
   Board Members Present
   Elisabeth Alger, Jennifer Coker, Sara Dorr, Charolette Eriksson, Katie Jordan, Kahle Magalis, Chris Rinker, Kelly Storey, Sharon Surratt

   Board Members Absent
   Mary Orndorff

   Board Members Attending Virtually
   Lisa Goshen

   Staff/Public Attendance
   Ellen Harrison, Crystal Jordan, Morgan Ward, Ashley Bailey, Jessica Robinson, Stephanie Davis

   Staff/Public Virtual Attendance
   Brittni Alsberry, Jessica Taylor, Shelli Patterson, Matt Von Schuch, Katie Sherman

3. **Approval of Minutes**
   Chief Magalis motioned to approve the June 12, 2024 meeting minutes. Chief Rinker seconded. Motion passed.

4. **Approval of Agenda**
   Proposal to change agenda to switch 501(c) 3 to item "8" and Governance Committee Report to item "7". Chief Rinker motioned to approve the agenda with the proposed changes. Chief Magalis seconded. Motion passed.

5. **Statement of Issues/Concerns**
   None

6. **Public Comment**
   None

7. **Governance Committee Report**

The Governance Committee met at 5:00 PM and would like to add a section to the Board By-Laws that will allow the Board Members to attend meetings virtually as per VA Code. There are a few important things to point out regarding the VA Code: 1. You can only attend virtually 2x a year 2. There are specific reasons that allow you to attend virtually.
Chief Magalis motioned to accept the addition to the By-Laws as presented. Ms. Alger seconded. Motion passed.
Ms. Goshen joined the meeting.

At 6:07 Ms. Harrison communicated that we had a special guest joining the meeting at 6:30. It was then proposed that items 9A and 9B would be moved forward on the agenda. Chief Magalis seconded. Ms. Alger motioned to move through the agenda until Attorney Mat Von Schuch of FloraPettit could join the meeting. Chief Magalis seconded. Motion passed.

8. **Announcements**

A) Bring calendars in August to schedule Board Retreat
The Board will have a board retreat in the fall. The board chair asked that members bring their calendar to the August meeting to discuss possible dates for this training. The board retreat will include items like FOIA training, conversations about By-Laws, Board responsibilities etc.
Chief Rinker suggested that the executive committee create an agenda for consideration.

B) Mental Health Docket
NWCSB did not receive the second grant for the Mental Health Docket (MHD) expansion. NWCSB has notified stakeholders that we will not be able to continue the coordinator position without the grant funds. Judge Daniel indicated her office will apply for a grant from another source. NWCSB will still be present and instrumental in MHD meetings and will continue to be the provider for mental health. Currently there is one client that we continue to work with in the MHD program.
After this announcement there was discussion regarding the news. Chief Rinker asked that NWCSB offer a letter of support for the grant under Judge Daniel's signature.

9. **501(c)3**

Guest: Matt Von Schuch, attorney with Flora Pettit, was able to walk the Board through the 501(c)3 documents and the overview of the process.

- The 501(c)3 will need to meet requirements for both VA corporate law and Federal tax law.
- VA perspective: most are non-stock, no equity or ownership, formed by filing the Articles of Incorporation, then they are accepted, and it will be in existence.
- Provides liability protection to the board so that no one's personal assets are at risk.
- Once the corporation is formed, we would then file with the Internal Revenue Service to be a public charity and tax-exempt organization (timeframe is about 3-6 months)

- Proposal, as far as corporate structure, is for NWCSB to be a member of the non-stock corporation: The Board gets to elect who the 501(c)3 Board members are and whether they should be a subset with some existing board members or the Board as it is. *If it is the Board as it is, then it would fall under FOIA requirements.

Followed with a few clarifying questions from Board members including how NWCSB would pull funds from the 501(c)3 when necessary and the terms of Board members.

Chief Rinker moved to approve creation of the organization and applying for the 501(c)3 status and charging Ellen Harrison with moving towards necessary steps to complete that process. Ms. Coker seconded.

Opened for Discussion.

Board discussed who should sit on the initial Board of Directors for the 501(c)3 creation. Proposed moving forward with the motion and appointing three people to the initial Board then changing the Board constitution through revised filings after it is created. Chief Magalis seconded. Motion passed.

Chief Magalis motioned to appoint Ms. Coker, Ms. Goshen, and Chief Rinker as the initial Board members for the 501(c)3 initiative. Ms. Alger seconded. Motion passed.

For the Boards consideration we do not have a name for the 501(c)3 and are accepting names. SCC website can show what is available. Ms. Jordan suggested "Recovery Property Solutions".

Matt Von Schuch left the meeting.

10. Executive Session

At 6:57 Ms. Eriksson motioned to enter executive session to discuss personnel matters pursuant to Virginia Code Section 2.2-3711; further that Crystal Jordan, interim HR Director, and Ellen Harrison, CEO, be present during the discussions to advise the board and/or provide technical assistance as necessary. Ms. Alger seconded. Motion passed.

The Board returned to open session at 7:46 PM.

11. Certification of Executive Session

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 Services Board will hereby certify through a roll call vote that, as states in Section 2.2-3712, to the best of each member's knowledge only personnel matters pursuant to Virginia Code 2.2-3711 and as stated in the motion to enter executive session were discussed.

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Roll Call "I so certify": Elisabeth Alger, Jennifer Coker, Sara Dorr, Charolette Eriksson, Katie Jordan, Kahle Magalis, Chris Rinker, Kelly Storey, Sharon Surratt, Lisa Goshen
12. Call to Adjourn Ms. Coker called to adjourn the meeting at 7:47 PM.