

**The DREAM Program Board of Directors**  
Minutes of the Meeting  
March 12, 2005

Present: Lisa Christie, Brianna Dusseault, Mike Foote

Staff: Jon Potter, Mike Loner

Absent: Jan Backus, Sarah Siegel, Ed Willenbaker

**I. WELCOME AND INTRODUCTORY REMARKS**

Lisa Christie called the meeting to order at 10:05.

**II. ACCEPTANCE OF MINUTES**

The Board moved to accept the minutes from its January 22, 2005 meeting.

**III. ACCEPTANCE OF SUGGESTED POLICY REVISIONS**

The Board voted to accept policy changes to EL 2.9, EL 5.8, EL 6.3, EL 6.7, EL 9.11, GP 2, and Ends 1.

The Board voted to accept GP 1 with the amendment that GP 1.1 be changed to not report compliance.

The Board moved to accept the new Notification policy, with the understanding that it would be made part of EL 9 and that the Board does not currently report compliance with the policy. This is a top priority item for the Board this year.

(See Appendix I.)

**IV. MONITORING REPORTS: EXECUTIVE LIMITATIONS POLICIES**

EL 1 Treatment of Mentees and Their Families

MOTION: The Board moved to accept EL 1 as written, with an expectation that Jon Potter will address the issues raised in EL 1.3, 1.4, and 1.5 at the next meeting (See Section V for further clarification on ED “reporting back” on unfinished monitoring policy.)

VOTED: To accept EL 1 as written. Passed: 3 in favor, 0 opposed, 0 abstained, 3 absent.

#### EL 4.1 Compensation and Benefits

MOTION: The Board moved to accept EL 4.1 as written. Jon Potter noted that next year DREAM will consider giving monetary benefits to staff members that may be split among three benefits accounts.

VOTED: To accept EL 4.1. Passed: 3 in favor, 0 opposed, 0 abstained, 3 absent.

#### EL 5 Financial Planning, Budgeting, and Sustainability

AMENDED: The Board moved to re-evaluate 5.2 at the next meeting, after Jon has resubmitted with the 2005 budget.

AMENDED: The Board moved to reschedule EL 5.3 and 5.6 to the May meeting agenda, as the Board should have established budget priorities for 2006 prior to reviewing this policy.

AMENDED: The Board moved to change the language in EL 5.8 to add “for a financial review” to reflect the fact that DREAM does not use an auditor.

MOTION: The Board moved to accept EL 5 with the need to revise.

VOTED: To accept EL 5 with the need to revise policy. Passed: 3 in favor, 0 opposed, 0 abstained, 3 absent.

#### EL 9.7 and 9.8 Capability Development and Maintaining DERAM Values

AMENDED: The Board moved to change the language in 9.7 from “its” to “the” and add “decisionmaking, including the ED’s personal decisions for the organization.” The Board also recognized that the policy language does not clearly articulate who the Board expects Jon to hold accountable for this kind of decisionmaking.

MOTION: The Board moved to accept EL 9.7 and 9.8 with the need to revise.

VOTED: To accept EL 9.7 and 9.8 with the need to revise policy. Passed: 3 in favor, 0 opposed, 0 abstained, 3 absent.

#### EL 8 Communication and Counsel to the Board

The Board rescheduled its discussion of this policy to the next Board meeting.

### **V. NEW PROCESS FOR ADDRESS NON-COMPLIANT OR UNFINISHED POLICY MONITORED BY THE EXECUTIVE DIRECTOR AND BOARD**

The Board recognizes that it needs to provide structured time at each meeting to discuss a new stream of policy discussion: those policies that are incomplete or not fully compliant and that the ED or Board must revisit in the near future (for example, policies EL 1.3-1.5 in this meeting). Follow up discussion on those policies should be incorporated into the annual calendar and the corresponding Board meetings. To this end, the Board will add a new section to its agenda, entitled “Old ED Business” and “Old Board Business,” and two new sections to its annual calendar entitled “ED Follow Up” and “Board Follow Up”

For monitoring policy that is reported by the ED and considered incomplete or noncompliant, the Board will make explicit what it expects to be discussed at the next meeting. The ED will then make proposed changes to the Board calendar to reflect this new discussion point, and he/she will be expected to report back on this policy at that time.

## **VI. BOARD TERMS AND RETENTION OF NEW MEMBERS**

The Board made revisions to the New Board Member Application, which will be submitted for editing in the next Board packet.

The Board discussed the need to transition in several new members, as most current Board members have met their suggested two-year term limit and will be stepping down in the next six months. These Board members are Mike Foote, Brianna Dusseault, and potentially Lisa Christie. Discussion included

- The introduction of a Board of Advisors, which would serve as a board for supporters of DREAM who prefer to support DREAM through networks, connections, advice, etc. and not by working with policy governance.
- The agreement to actively select Board members in the Burlington/Vermont area so that the Board becomes more Vermont-centric, thereby centralizing meeting locations and encouraging more informal communication and collaboration.

## **VII. EXECUTIVE DIRECTOR REVIEW**

Prior to the meeting, Board members had piloted ED Review forms that were structured around the EL and Ends policies.

- Rather than save all evaluative ranking until the year-end evaluation, the Board agreed to keep notes on the policies monitored at each meeting, which will better inform the year-end ED Review evaluation.
- Jon’s feedback asked for more thought-provoking, analytical questions after each section in place of the “General Comments” section.
  - For example, ask the ED to prioritize policies that he/she wants to improve.
- Make the evaluative marks numbers, not x’s, so that standards can be counted and compared to each other.

- The Board agreed to provide a more structured manner of providing feedback to the ED. Members will review their evaluations together in March. The Board President will then hold an individual conversation with the ED to discuss findings before publicly delivering the report at the next (May) board meeting.

## APPENDIX I

### Suggested Policy Changes EL 2.9, 5.8, 6.3, 6.7, 9.11 Notification Policy

Memorandum To: Board of Directors  
CC: Jon Potter, Executive Director  
From: Brianna Dusseault  
Subject: EL 5.8, 6.3, 2.9

#### **Original Policy**

**EL 5.8** "The ED shall not fail to provide all needed information to outside auditors on a timely basis."

#### Proposed Changes

I propose that EL 5.8 be changed to "The ED shall not fail to review the financial standing of the organization using an outside, certified public accountant, until the budget reaches a level that can financially sustain an independent audit."

#### Reasoning

Right now, DREAM's budget is small enough to accommodate review by an outside CPA and does not necessarily need an outside auditor. Hiring an auditor would be costly and not efficient given DREAM's relatively small budget. When the budget reaches a point that can financially sustain and benefit from an auditor, we can revisit this policy.

#### **Original Policy**

**EL 6.3** "The ED shall not fail to receive, process, or disburse funds under controls sufficient to meet the Board- appointed auditor's standards."

#### Proposed Changes

I propose that EL 5.8 be changed from "Board-appointed auditor" to "outside certified public accountant" to read as "The ED shall not fail to receive, process, or disburse funds under controls sufficient to meet an outside certified public accountant's standards."

#### Reasoning

Given the relatively small nature of DREAM's budget and funds, an outside public accountant can do the same job as an auditor and be more cost effective.

#### **Original Policy**

**EL 2.9** "The ED shall not fail to provide adequate tools, training, and support for the appropriate information needs of the management team and staff using priorities consistent with the overall goals of the organization."

### Proposed Changes

I propose that we remove "the management team" so that EL 2.9 reads as "The ED shall not fail to provide adequate tools, training, and support for the appropriate information needs of the staff using priorities consistent with the overall goals of the organization."

### Reasoning

The "adequate tools, training and support" needed to inform the staff are very different from those needed to inform the management team. Because EL 2 (Staff Treatment) focuses on the needs of the staff, it is appropriate for the policy here to refer to the informational needs of the staff, and for separate policy to be written regarding the informational needs of the management team.

Memorandum To: DREAM Board  
CC: Jon Potter, Executive Director  
From: Mike Foote, Board Member  
Subject: Proposed Revision to EL 6.7

During our November, 2004 meeting, Jon Potter moved to review EL 6.7 policy regarding financial purchases that exceed budgeted amount by 20 percent and to revisit the board's role in approving or simply being informed of purchases not planned for in the organization's annual budget. During our January meeting, changes were made to the proposed revision:

January Proposed Revision:

The ED shall not fail to inform **and gain approval from** the Board *prior* to the final decision regarding:

- All **single** financial decisions/purchases amounting to more than \$5,000,
- **Any line items on annual budget greater than \$5000 that exceed budget specifications by 20 percent, or**
- **Any single budgeted items greater than \$5000 that exceed budgeted specifications by 20 percent.**

March Proposed Revision:

The ED shall not fail to inform and gain approval from the Board *prior* to the final decision regarding:

- All single financial decisions/purchases amounting to more than \$5,000,
- Any single budgeted items greater than \$5000 that exceed budgeted specifications by 20 percent, and
- **The ED shall notify the Board in a timely fashion of budgeted expenses that exceed expectations by 20 percent.**

Memorandum To: Board of Directors  
CC: Jon Potter, Executive Director  
From: Mike Foote  
Subject: EL Addition – 9.11

During the January meeting I proposed that we remove “management team” from EL 2.9 and add independent policy regarding management team training.

**EL 2.9 currently reads:** The ED shall not fail to provide adequate tools, training, and support for the appropriate information needs of the management team and staff using priorities consistent with the overall goals of the organization.

**Proposed revision by Bree Dusseault in other memo:** The ED shall not fail to provide adequate tools, training, and support for the appropriate information needs of the staff using priorities consistent with the overall goals of the organization.

**Proposed addition, EL 9.11 (EL 9 deals with Capability Development and Maintaining DREAM Values):** The ED shall not fail to provide adequate tools, training resources, and support for the appropriate information needs of the Board, including appropriate training in the Carver Model.

Memorandum To: DREAM Board  
CC: Jon Potter, Executive Director  
From: Lisa Christie, Board Chair  
Subject: Notification Policy

**Notification of Pertinent Parties**

The ED shall not fail to notify parties discussed in a policy report of the content of that report. This notification should be held enough in advance of the policy discussion to allow comment by all affected parties before the report is discussed by the Board. If desired, people affected by the policy should make their opinions about the policy known to the Board Chair prior to the Board meeting. Comment does not mean that changes will be made to reflect comments, just that comments will be heard and noted.

## TO DO LIST FOR THE BOARD

### Board

- Contribute to list of potential, Burlington-based Board members
- Send any comments on the general wording of the ED Review document (in the March Board Packet), Board member application (also in the packet)

### Mike Loner

- Define roles and expectations for Board of Advisors

### Bree

- Revise language to EL 9.7, 9.8
- Place Notification policy under EL 9
- Look for any more info on Board of Advisors from Inspire
- Change language to EL 5.8
- Update policies approved at March meeting on the DREAM server

### Lisa

- Change language in GP 1.1 to not report compliance
- Add new agenda item “Old ED Business” for Jon to report back on policies not fully approved in March meeting
- Make suggested changes to the ED Review document
  - Add “thought-provoking, analytical” questions in place of the “General Comments” section (may want to work with Jon on this)
  - The scoring should be numbers, not X’s
- Add to May agenda a conversation on the Board’s 2006 budget priorities, so that Board can monitor EL 5.3, 5.6

### Jon

- Follow up on the following policies
  - EL 1.3, 1.4, 1.5
- Resubmit EL 5.2 with a budget
- Write document that outlines what the Board should expect to receive and when from the ED (for example, when should the final review be completed – 1/2 months after closing the books?)
- Put together/oversee the schedule for new Board members. Email out to the Board prior to the May meeting. Should include the first meeting for new Board members, training date, retreat date.

### Mike Foote

- Write/revise job description for Board of Directors
- Revise Board Application form
- Add EL 8 to the May agenda
- Work with Lisa on framing the Board discussion of what its 2006 budget priorities should be.