

The DREAM Program, Inc.
Board of Directors

Meeting Minutes
November 13, 2002

Opening:

The regular meeting of the The DREAM Program, Inc.'s Board of Directors was called to order at 9:00am on November 13th, 2002 in Apt. #29 of Templeton Court Housing Complex by Debbie Gourley.

Present:

Debbie Gourley – Board President
Jon Potter – Board Treasurer
Mike Foote – Board Vice President and Secretary

A. Approval of Agenda

The agenda was unanimously approved as distributed.

B. Approval of Minutes

The minutes of the previous meeting were unanimously approved as distributed.

C. Open Issues

1) Board Nomination Process

Mike: opened the meeting with an update on the board nomination process. Proposed Matt Dunne as a new nomination and will send out an email with a full nomination form. Lisa Christie turned in the application - Mike and Jon will talk with her this afternoon to find out what day/time would work best for her for an interview.

Orientation Manual is being created. It includes the letter of commitment and conflict of interest statements that the board reviewed during the previous meeting. It should be pretty easy to put together. It is based off of other board manuals, plus our feedback from last meeting. Mike will put it together. It still needs mission statement, vision statements, bio for Debbie, annual report, strategic plan, board calendar.

2) D and O Insurance

Jon: Jon has application, and is working on it, plans to start it on January 8.

3) Board Orientation

Mike: Same day as the first meeting. It will be a group orientation, probably on the 18th or 19th of January. It will be a similar structure to orientation for Zach and Macon, starting in the morning, some at Dartmouth, some at Templeton. Meeting parents, kids, mentors. Lunch included.

D. New Business

1) Minutes

Jon: The minutes are particularly important because Jon is still working through worker's comp. He needs to attach a notarized version of these minutes to the Application for Exclusion From the 'Provisions of the Vermont Worker's Compensation Act. The Board has unanimously approved that it does not need Worker's Compensation Insurance for 2002.

2) Financials

Jon: Nothing much has changed since last time. Funding from other housing authorities for this year does not look promising. Jon also needs to initiate conversations with mentors in the Templeton and Armory Square programs to draw up a contract that can be proposed to the VSHA and Merken Properties.

We are beginning our fundraising campaign. There is about right now a \$16,000.00 short fall for our budget this year.

Debbie: The Board can give before the year is out.

Jon: Jesse is setting up the alumni org and trying to meet \$10,000.00. Those funds will be split between DREAM Inc. and Dartmouth DREAM. An anonymous donor will match those funds that will be given to DREAM Inc. (\$6,000.00 from the \$10,000 will be given to DREAM Inc.). Jon and Mike are each donating \$500.00 to the alum fund.

Jesse is trying to set up 2 class reps for each class (4) and 4 other people to help gather contact information. Each person will collect 20 peoples personal info/contact. A fundraising letter is being sent out on Nov. 27th.

Debbie: Will let Jon know shortly how much she is able to give.

Jon: We have online donation capability too, which will be great for our overseas alumni.

3) Ends

Mike: The following triad of decisions is called "ends:" what (1) results for which (2) recipients at what (3) worth. Ends are always about the changes for persons to be made outside the organization, along with their cost or priority. Ends never describe the organization itself or its activities. Ends are about the organization's impact on the world that justify its existence.

Ends starts with the Mission Statement and trickles down until we're comfortable that it's helpful and not invasive to staff level. We have a mission statement, but there is general consent amongst staff that it needs to be changed. Important components are expanding the children's minds to new opportunities, helping them to make informed decisions about their future, and empowering them to make their decisions a reality.

Ends Policy

Mission: "To break the cycle of poverty with children living in low-income housing developments." Mike suggested breaking down the mission into different groups: children, mentors, parents/communities, etc.

Jon: Since we're not working on the mission right now and the concept matters more than the wording, we'll use the newly created mission statement with rough wording to generate ideas of the lower categories.

Mike: Gist behind new Mission: "To connect families and students to empower disadvantaged children through informed decision-making and expanded choices, so that they may reach their full potential."

Group Brainstorm:

Children- Possibly broken down into individuals, group, alumni, etc.

Mentors- Possibly broken down into individuals, group, alumni, etc.

Parents- Possibly broken down into individual and group

Community- Possibly broken down into the development and the broader community
Children

Individual

Group

Alumni

Individual

Group

Mentors

Individual

Group

Alumni – committed to furthering organization as a whole

Group

Individual

A giver

Involved in old partner's life

Parents

Individual

Group

Community

Development

Broad

4) Governance Policy

Jon: Reviewed Purpose of Governance Policies, and summarized it as follows:

The role of the board, on behalf of the residents of the subsidized housing developments with which DREAM works, is to assure that The DREAM Program (a) accomplishes what it should and (b) avoids unacceptable activities and conditions.

- a. The board will engage in structured contact with the residents of the subsidized housing developments with which DREAM works to represent their diversity.
- b. The board will define in Ends policies what is to be accomplished in terms of benefits, recipients, and their relative priorities. It will define in Executive Limitations policies those activities and conditions it considers unacceptable. The board will delegate performance on these matters to an Executive Director.
- c. The board will carry out its job with discipline, emphasizing strategic rather than short-term issues, policy rather than single events, and group rather than individual decisions.
- d. The chairperson is charged to make decisions on issues of Board Process and Board-Executive Relationship within board policies where these policies and the bylaws leave room for interpretation.
- e. Conduct of board members will be consistent with their fiduciary responsibility and with the discipline adopted by the board.
- f. If board committees are necessary, they will assist in the board's job only, never interfering in the direct link between the board and the Executive Director, and never fragmenting the wholeness of the board's job
- g. The annual cycle of the board will conclude with reestablished Ends policies just prior to Executive Director construction of a new annual plan and budget.

5) Jon discussed the Board-Executive relationship

All board authority delegated to the operational organization is delegated through the Executive Director, so that all authority and accountability for the operational organization is considered to belong to the Executive Director.

- a. The board will direct the Executive Director to achieve specified results, for specified recipients, at a specified worth by establishing Ends policies. The board will limit the latitude the Executive Director may exercise in practices, methods, conduct, and other "means" by establishing Executive Limitations policies.
- b. As long as the Executive Director uses *any reasonable interpretation* of Ends and Executive Limitations policies, the Executive Director is automatically authorized to establish all further policies, make all decisions, take all actions, establish all practices, and develop all activities.
- c. The board may change its Ends and Executive Limitations policies, thereby shifting the boundary between board and Executive Director domains. But so long as any particular delegation is in place, the board and its members will respect and support the CEO's choices. This does not prevent the board from obtaining information in the delegated areas. Only decisions of the board acting as a body are binding upon the Executive Director. Decisions or instructions of individual board members, officers, or committees are not binding, except in rare instances where the board gives specific authorization. If board members or committees require information or assistance without board authorization, the Executive Director can refuse such requests that

require—in the Executive Director’s judgement—a material amount of staff time or funds, or that are disruptive.

- 6) Debbie started development of the Executive Limitations:
The mission of DREAM, Inc is to connect families to students in order to empower disadvantaged children through informed decision making and expanded choices, so that they may reach their full potential.

ENDS

1. The highest priority result area will be methods of ensuring a strong and permanent connection of mentors to families, who reside in targeted low income housing complexes throughout the State of Vermont.
2. The second highest priority result area will be methods of making the results of these connections public and on-going.
3. Lifestyle behaviors will be consistence with the presence of mentoring in a child’s life.

Global Executive Constraint:

The CEO shall not cause or allow any practice, organizational circumstance, activity, or decision that is either imprudent or in violation of commonly accepted business or professional ethics.

1. Paid staff and volunteers shall not be subjected to unfair, undignified, or unsafe treatment conditions;
2. Budgeting any fiscal year (or remaining) part shall not deviate materially from board Ends policies, risk fiscal jeopardy, or fail to be derived from (multi year plan) annual budget.
3. Assets may not be inadequately maintained, unnecessarily risked, or unprotected.
4. Actual financial conditions and performance shall not incur jeopardy or compromise the board’s Ends policies.
5. Staff compensation and benefits shall not deviate materially from (market) from the annual budget.
6. Board information will have no significant gaps in timeliness, accuracy, or completeness.

Asset Protection:

Assets may not be inadequately maintained, unnecessarily risked, or unprotected. Accordingly, the CEO shall not:

(taken from #3 above)

1. Assets may not be inadequately maintained, unnecessarily risked, or unprotected, the CEO shall not:

1. Fail to insure against, theft, casualty to at least (figure should be put in after we talk to insurance agent) and liability losses to staff, organization and board members to at least (figure should be put in after we talk to insurance agent).
2. Unnecessarily expose the organization, staff, or board members to claims of liability.
3. Allow unbonded persons access to material amounts of funds
4. Receive, process, or disburse funds with controls insufficient to meet standards of board appointed auditor. (I disagree, the CEO will present a financial update to the board on a regular basis. All of the financials should be reviewed by an auditor/accountant at the end of the year).
5. Invest or hold operating capital in insecure instruments, including uninsured checking and savings accounts or non-interest bearing accounts, except where necessary to facilitate daily operations.

Financial Conditions and Activities:

Actual financial conditions and performance shall not incur jeopardy or compromise the board's Ends priorities. Accordingly, the CEO shall not:

1. Expend more funds than have been received in the fiscal year.
2. Incur debt beyond normal accounts payable in amounts that cannot be re-paid within sixty days.
3. Conduct inter shifting of funds in amounts that cannot be restored within 30 days.
4. Fail to settle payroll and debts in a timely manner.
5. Allow tax payments or other government -ordered payments or filings to be overdue or inaccurately filed.

Governance-Management Linkage Policy:

The board will link governance and management functions through a single chief executive officer, titled the executive director.

7) Misc.

Jon: Ordered new board book on policy development.

Jon: The Articles of Incorporation, Bylaws, Conflict of Interest Statement, Board Commitment Letter with Randy Amis, the lawyer. He will probably get back to us shortly with a letter suggesting revisions.

E. Next Meeting and Agenda

We will meet again on Monday, December 18 at 9am at Templeton to focus completely on board policy.

Adjournment:

Meeting was adjourned at 11:15am by Debbie Gourley. The next general meeting will be at 9:00am on December 30th in Apt. #29 at Templeton Court Housing Development.

Minutes submitted by: Mike Foote

Approved by: Jon Potter and Debbie Gourley