

**The Arc of Sedgwick County Board of Directors Meeting  
November 27, 2006**

ATTENDEES: Steve Fisher, Marge Zakoura-Vaughan, Linda McCurry, Dick Keck, Dave McGuire, Dena Griswold, Jana Bleakley, Ken Dannenberg, Marlene Sanders, Jayme Gawith.

ABSENT: Curtis Tatum, Tim Reimer, Mary Jane Duling, Darcy Eads, Colette Deads-Conner

PRESIDING: Steve Fisher

STAFF: Kevin Fish, Kristen Phillips, Vonda Bankston, Marty Rothwell, Stacey Evans

GUESTS: Marla Flentje, Michael Webb, Orval Fick

**Call to order**

The November 27, 2006 meeting was called to order at 6:07 p.m.

Steve Fisher introduced a guest, Orval Fick of the Wichita West Lions Club. Orval presented a check to The Arc for \$250 in memory of Bryan Keck to sponsor our Tour of Lights mini tour. Steve Fisher accepted the check on behalf of The Arc.

**Self Advocate Report**

Shawna Fielder was unable to attend. Marty passed her report out to the board

**Agenda**

Modifications to agenda: Marty will not write a report to submit in the board packets since he sends out a weekly report for special projects.

**Consent Agenda**

**It was moved by Jana Bleakley and seconded by Ken Dannenberg to accept the consent agenda as presented. Motion Carried.**

**Old Business**

A. Code of Ethics:

Q. Jana Bleakley asked if the non-compete clause fits under this.

R. Steve Fisher responded that his impression is that it would be separate. Marlene added that the non-compete clause would fall under personnel policies.

It was moved by Jana Bleakley and seconded by Dick Keck to accept the Code of Ethics presented by the Governance Committee.

**Discussion:**

Q. Regarding the discipline that addresses employees Linda McCurry wanted to know what if the person is not an employee

R. Kevin stated that the Governance Committee wanted to develop it separately from the employees.

**Revision 1:** Marlene noted that on page 3 of 4 in the last sentence of the first paragraph after the first set of bullet points “place” should be changed to “placed”.

- Q. Dick Keck asked how long the record of the violation should stay in an employees file.
- R. Marlene said that it should be a permanent record.

Dave McGuire shared that some companies offer that after a year allow the employee to request to have the report removed from his/her personnel file. Marlene questioned if it is physically removed from the file and that it is not common practice. Marge supported allowing removal of the document after a time period.

Marge Zakoura-Vaughan confirmed that this current Code of Ethics is for The Arc employee and when another Code of Ethics is developed that pertains to others it will be brought forward at that time. Ken Dannenberg stated the Code of Ethics is intended to apply to everyone associated with The Arc, but in focusing on the disciplinary portion that was added after the first draft that this disciplinary provision mirrors the disciplinary procedure in the employee’s manual and even though bringing up time frames of getting disciplinary actions expunged are good points doesn’t think we should make revisions to it as it applies to employees.

Marty getting clarification asked if this Code of Ethics would be only for staff as the discipline is focused on staff that another Code of Ethics with a disciplinary procedure for others with be developed later.

Ken replied that the Code of Ethics applies to everyone but that the disciplinary provision by term only applies to staff members because they are the ones that are subject to the disciplinary provision in the employee manual. The rest are not.

- Q. Regarding discipline Dena wanted to know about volunteers. Do we have jurisdiction over volunteers?
- R. Yes.

In further discussion Steve asked if there was question in whether additional disclosure below the disciplinary provision would encompass powers relative to volunteers and directors, if it is necessary at this point.

Ken did not think it was necessary because the Preamble lists everyone the code of ethics applies to, directors, officers, employees, volunteers, and others acting on The Arc’s behalf. The form for the employee’s signature is to show they received notice of it. For directors it can be included in their orientation packet and a volunteer packet for volunteers.

**Revision 2:** Change terminology “staff” to “employee”.

Marty Rothwell mentioned going through this process at Starkey and their lawyers and that we have a good process for ethical violations and that they are sent to the Executive Director. What if it is about the Executive Director? Where are they sent?

Ken said it should be what is stated in the by laws unsure of what the by laws state or in the employee manual. Marty felt that it should go to the board. Kevin noted that since we really don’t have a human resource person that issues regarding the ED would go to the Board President.

Ken figured there would be other provisions in place elsewhere to cover an employee’s complaint against their supervisor.

Dick shared that he thinks that it is spelled in Kevin's contract.

Steve asked if there is a provision in the normal process in the employee's manual. Kevin thought that we could add a sentence that if the Executive Director is in violation then it would be reported to the Board President and go through the same disciplinary actions. It is within the personnel policies but could add it to the code of ethics also.

Steve's concern is if we quote discipline policies apart from the personnel policies that we run the risk of making changes in one and not getting them updated in the other.

**Revision 3:** Under "Discipline" in the first paragraph insert in between the two sentences Employees shall be subject to disciplinary action as stated in the personnel policies' disciplinary guidelines. Eliminate everything after the first paragraph as it is already in the personnel policy disciplinary guidelines.

If it is spelled out in the personnel policies we have it covered.

Marlene did not want directors think they could violate an ethics policy and not have some type of action taken because there isn't a discipline policy for directors for violations.

Ken thought that in the by laws it stated that a director could be removed for cause, but also thought it was a topic for another day. The first thing to do is to get this into place.

**Jana Bleakley amended her motion to include the three revisions above. It was seconded by Dick Keck. Motion Carried.**

## **New Business**

### **A. Strategic Initiatives**

Marla Flentje was introduced to facilitate the discussion for adopting Strategic Plan for 2007 - 2008. Marla proposed that the board discover consensus at least informally and adopt a strategic plan. Marla reviewed the Key Objectives and Measurable Outcomes set at the Board's retreat in November. Everyone had handouts.

Goal 1: Adjust programs to be consistent with priority client needs and available funds and resources.

- i. No changes to key objectives or measurable outcomes.

Goal 2: Develop a Capital Improvement Plan to address facility, transportation and technology needs covering the next 10 year period.

- i. It is recommended to rewrite "key objective a" to apply to all areas not just office and storage.

Goal 3: Create a Development Plan

- i. It was noted that the Fundraising Committee plan to work on this. .

Goal 4: Improve The Arc's Governance Efficiency

- i. No changes.

- Goal 5: Enhance staff productivity and continuity of agency operations and programs
- i. Jana Bleakley noted that it states “enhance the agency operations and programs” when you are really evaluating staff and not programs. Marla stated that the phrase to her means administrative operations and that we may want to add that word in there.

- Goal 6: Increase The Arc’s recognition within the community.
- i. No changes.

Dick commented that he sees these as the Board’s goals and the ED’s goals. The ED should pick which goals are the most important at this point and put a timeline on it. He can pick what he thinks he can get done in the next year and we put a timeline on it. And we should have a report stating objective and how far out to completion.

Marla asked for an informal consensus by the board for the Strategic Plan for the next two years. Informal consensus received.

Adopting Goals and Objectives: Dick Keck thinks it should be written that the board accepts that it is up to the ED to bring back a plan and the board evaluate if it is a good or bad plan.

Marla’s advice that once the board formally adopts this is to say to the ED and staff, “Bring us back more detail, a proposed timeline and your idea of who should be responsible. As it states in this, align your board committees with these goals. The way you hold any ED responsible is as part of Kevin’s evaluation the board should set performance goals for the following year. No board should leave it to the ED to pick and choose. It should be a collaborative effort between the ED and Board. Then the Board says we want these to be your goals.

Dick would like written reports from the ED submitted to the board to monitor progress.

**It was moved by Dick Keck and seconded by Jana Bleakley to adopt the Strategic Plan for 2007 – 2008 as discussed. Motion Carried unanimously.**

1. Assign certain goals to committees for prompt action and progress reports:
  - Goal 1 assign to staff and portions will be pulled over to the finance committee when developed.
  - Goal 2 assign to facilities committee to monitor
  - Goal 3 assign to fundraising committee
  - Goal 4 assign to governance committee
  - Goal 5 assign to personnel committee
  - Goal 6 assign to fundraising committee and staff marketing group
2. Establish a timeline: Have something preliminary in place to review and discuss at the January meeting.

Marge was interested in developing a predictable pattern for meeting to know when meetings will be held. Steve Fisher noted that groups have met when it is convenient. It will be up to each committee and their schedules.

Marla suggested to assign a staff member to each committee to record, which can become the written report at board meetings.

**B. Board Structure**

Expertise/Needs Matrix. Each board member was given a copy as a sample to review.

1. Identify characteristics, attributes, expertise, skills and talents that will be helpful in this board atmosphere and in supporting staff.
2. Self Evaluate on how each of us score in the particular categories that we agree are important in directors
3. Identify who will continue on board and identify vacancies along with the matrix in expertise where we lack and characteristic we lack and give direction to the nominating committee as in what kind of person will benefit the board

Steve requested that before the next meeting identify traits, characteristics that you would expect in an Arc board member. Identify expertise or talent in areas that we see as needs going forward. Some things we need to be concerned about are people with technology experience, building and contracting experience, in the marketing realm that will benefit The Arc.

**C. Staff Appreciation**

Staff Holiday party is Dec. 21. Four options were presented to the board for staff appreciation gifts.

It was moved by Dick Keck and seconded by Marge Zakoura-Vaughan to adopt option B.

Discussion: Marlene Sanders asked if staff in the past received option A. Marge realized that option B would be a reduction. Marlene noted that staff work on low wages and that The Arc does not give out significant increases and it would be nice if possible to keep it at the same level.

Dick Keck withdrew his motion for option B and moved to adopt option A. The motion was seconded by Marge Zakoura-Vaughan. Motion carried unanimously.

**Announcements**

1. Reminder of the Board Challenge Grant for the Endowment
2. Lights on St. Paul grand lighting Friday, Dec 1 at 5:00 p.m.
3. No Board Meeting in December. Next meeting January, 22.

It was moved by Jana Bleakley and seconded by Marlene Sanders to adjourn. Motion carried unanimously.

Adjourned at 8:00 p.m.

Secretary – Darcy Eads  
Recorder – Kristen Phillips