**West Central CoC**

**Meeting Minutes**

Thursday 4/12/17 2:00 – 3:30 p.m.

GoTo Meeting

**Present:** Duana Bremer and Kris Anderson (TSA Polk and St. Croix), Ann Kohanek, Missy Pridgen, and Corin Tubridy (West CAP), Ruth Rosenow (CCHA), Leigh Polodna (ICA), Kevin Fox (ARCW), Julienne Linberg and Kevin Burch (Catholic Charities), Naomi Cummings (Bridge to Hope), Ginny Ormsby (Northwoods), Amanda Schutte (Positive Alternatives)

**Not Present:** Lori Bowman (Benjamin’s House), Ashlee Kendall (Bridge to Hope), Danica Nichols (Community Referral Agency), Heidi Hooten (Stepping Stones), Casey Levrich (Minneapolis VA)

Meeting started at 2:05 p.m.

***Corin reviewed the Timeline of Events related to bylaw proposal.*** No one had questions or comments about the document.

***Corin reviewed the proposed changes to the WI BOSCOC bylaws by Article.***

1. Leigh asked when term limits for Directors would start. Duana does not think this was discussed at the Board level but will ask Jeanette and send an email to the West Central membership.
2. Ruth expressed concern about the change to Article VI allowing email votes by Board members. There is nothing in the proposed changes about notifying the membership about the items to be voted on, raising concerns about transparency. Naomi stated that she assumes Directors can only vote on certain items. Corin stated that all policies related to the BOS as an organization are voted on by the membership. Ruth stated that that notifying the membership ahead of time protects the Directors from being accused of wrong doing. Duana stated there have been no email votes since she has been on the Board.
3. Amanda asked what happens if the bylaws do not pass. Corin stated the current bylaws will stand and the process will start over.
4. Corin asked if members want to offer an amendment to the bylaws requiring notification of the membership before an email vote occurs. Several people stated they did.

Meeting attendees voted (roll call) for one of three options:

Approve bylaws as is – 1 (ICA)

**Approve bylaws with an amendment – 7** (Salvation Army, West CAP, CCHA, ARCW, Catholic Charities, Northwoods, PA)

Don’t approve - 0

Corin asked the group how they would vote if the amendment does not pass. Meeting attendees voted (roll call) for one of two options:

**Approve bylaws as is – 5** (Salvation Army, West CAP, ICA, Catholic Charities, PA)

Don’t approve – 3 (CCHA, ARCW, Northwoods)

Corin reviewed the proposed changes to the WI BOSCOC Governance Structure

1. Amanda asked about the consequences if all the required subpopulation seats are not filled. Corin stated the WI BOSCOC would be in violation of its bylaws, but she was unsure what that would mean as an organization. She asked if anyone else had any insight into potential consequences of a non-profit violating its own rules? No one offered any feedback.
2. Ruth stated that quarterly meetings could still function as a training opportunity if Option 3 was chosen.
3. Ruth pointed out that the ratio of funded vs. non-funded agencies could change within any of the options.
4. Corin stated her concerns with this option: it is set up similarly to the WISCAP Board of Directors, which consists of Executive Directors from each CAP agency, the potential for Community Action agencies to be the majority of members and take the BOSCOC in a different direction than where it’s heading now, CAP agencies may be the largest agencies in the CoC and other local CoC agencies may be fearful of going against the CAP agency for fear of retribution.
5. Ruth stated that she would not be able to commit to attending monthly meetings due to the structure and size of her organization. And if she cannot make that commitment she can’t expect other small agencies to do it either.
6. Duana expressed concern about the Indianhead CoC – she struggles to get other agencies involved, and if she does not serve as the CoC Lead no one else will.

Meeting attendees voted (roll call) for one of three options:

Option 1 – 3 votes (Salvation Army, West CAP, Northwoods)

**Option 2 – 4 votes** (CCHA, ARCW, Catholic Charities, Positive Alternatives)

Option 3 – 2 votes (Minneapolis VA, Bridge to Hope – both by email prior to the meeting)

Abstain – 1 (ICA)

Meeting ended at 3:25 p.m.

Minutes written by Corin Tubridy