

MINUTES
MEETING OF IMPACT HARRISBURG
April 7, 2015, 2 P.M.
Pennsylvania Housing Finance Agency
211 North Front Street
Harrisburg, PA 17105

Officers of the Board Present:

Neil Grover, Chair
Doug Hill, Vice-Chair
Les Ford, Secretary
Brittany Brock, Treasurer

Board of Directors Present:

Brian Hudson, Sr., Director
Dale Laninga, Director
Gloria Martin-Roberts, Director
Karl Singleton, Director

Board of Directors Absent:

Jackie Parker, Director

Others Present:

Vance Antonacci, McNeese Wallace & Nurick LLC (via phone)
Fred Reddig, Coordinator for the City of Harrisburg
Anne Morrow, Recording Secretary

Mr. Grover called the meeting to order at 2:12 p.m. It was noted Ms. Parker would not be in attendance. Written notification was given by Ms. Parker prior to the meeting.

1. Minutes of March 24, 2015

It was moved by Ms. Martin-Roberts and seconded by Mr. Hudson that:

“The minutes from Impact Harrisburg Board of Directors meeting of March 24, 2015 be approved.”

MOTION CARRIED UNANIMOUSLY

2. By-Laws

Mr. Antonacci reviewed the changes to the By-Laws from the March 24, 2015 minutes and advised the Directors of the following:

1. Article III, Section 9 – PA law requires that any action taken without a board meeting is only valid if there is unanimous written consent. Directors cannot consent verbally if there is not a meeting. Section 9 should not be amended as proposed.
2. Article VIII, Section 3 – Advised the Board not to include this language. The By-Laws may be amended per Article IX. The point of Section 3 is to prohibit the By-Laws from being amended by a future board to eliminate or lessen the indemnity provided to past Board members. The only limitation on a retroactive amendment is Section 3. The Board would be putting itself in a precarious position by adding this language.

The Board adhered to Mr. Antonacci's advice not to revise the By-Laws to Article III, Section 9 and Article VIII, Section 3.

It was moved by Mr. Laninga and seconded by Mr. Hudson that:

"The revised By-Laws of Impact Harrisburg be approved for April 6, 2015."

MOTION CARRIED UNANIMOUSLY

ACTION: Further discussion is needed on the Bylaws, Article VIII, Section 2, (c), (i) Method of Determination and (ii) Selection and Payment of Independent Counsel. These sections of the By-Laws have been tabled.

3. Board Resolution

The Board Resolution was circulated prior to the meeting. It was signed at the meeting by the Board except Ms. Parker, who was absent. Mr. Grover noted he will obtain Ms. Parker's signature before forwarding the executed resolution to Mr. Antonacci for filing of a non-profit 501(c)(3) corporation.

It was moved by Ms. Martin-Roberts and seconded by Ms. Brock that:

"Resolution #1 of Impact Harrisburg of 2015 be approved."

MOTION CARRIED UNANIMOUSLY

4. Status of Non-Profit Incorporation

Mr. Antonacci reported the Articles of Incorporation have been filed with the State and have been advertised. Impact Harrisburg is now a non-profit corporation.

ACTION: Mr. Antonacci will include the EIN number on IRS Form 1023 for distribution and review by the Board. He noted the Articles of Incorporation and the EIN form are necessary for opening an account with a depository.

5. Selection of an Executive Director

Ms. Martin-Roberts worked with Ms. Parker on finalizing the job description for an Executive Director. A copy of the final version was distributed. After discussion by the Board on certain aspects of the description, the Board reached agreement on the job description as presented. The Board agreed to circulate the job description to the public by April 23, if not before, in multiple locations – newspaper(s), websites and on Channel 20. A Gmail account was set-up for Impact Harrisburg – impactharrisburg@gmail.com. This will be used to receive applications.

It was moved by Ms. Brock and seconded by Ms. Martin-Roberts that:

"The report of the committee on the Executive Director search and its recommendations be accepted per the Board's discussions."

MOTION CARRIED UNANIMOUSLY

ACTION: Mr. Hudson will prepare a job advertisement for the newspaper.

ACTION: The Board will communicate electronically on developing a press release to coincide with the job description. Mr. Grover will provide a draft press release at the next Board meeting. He noted all replies can be directed to him via email.

ACTION: The Board will communicate electronically with interview questions to Ms. Martin-Roberts, who will coordinate gathering a list prior to the interviewing process. Questions from the Board should be emailed to her by April 14.

6. Office Space

Mr. Singleton reported he was able to tour the office space at the Community Action Commission at 13th and Derry Streets. This space is available immediately and there are 2 rooms available. Mr. Singleton also reported there is a possibility Pinnacle Health will have office space at the old Polyclinic Hospital. Mr. Singleton will report back to the Board once he receives a reply back from Pinnacle if office space is available.

ACTION: Mr. Grover asked those Directors who are inquiring on office space to bring a price quote and a target date of leasing the space to the next Board meeting.

7. Board Insurance

The Board discussed obtaining Board insurance. Ms. Brock reported the Board would want general liability insurance and D&O insurance as well as having a fidelity bond for the Board and its employees. Ms. Brock noted the Board should also consider having some of the Officers bonded – Treasurer, Executive Director and possibly 1 or 2 other people.

ACTION: The Board will consider who they would like to recommend for Board insurance by the next meeting.

8. Depository RFP

The Board discussed looking for a depository to open a traditional banking account with an investment component. Ms. Brock reported 2 RFP's will be created – 1.) For a depository and 2.) For a money market/investment account. Ms. Brock distributed a handout on the investment piece for the Board to review. The amount of funds that will be deposited will be approximately \$12 million. A collateralized letter would be necessary from the depository due to FDIC insurance limits.

ACTION: Ms. Brock will circulate a depository RFP to the Board electronically by the end of the week with a proposed release date of next week.

9. Open meetings – transparency


This item was tabled until the next meeting due to time constraints.

The Chair adjourned the meeting at 3:22 p.m.


Meeting minutes were submitted by Recording Secretary, Anne Morrow.

The next meeting will be held at the Pennsylvania Housing Finance Agency on Tuesday, April 21, 2015, at 2 p.m.

Approved this 21st day of April, 2015.



Mr. Neil Grover, Chairman of the Board



Mr. Les Ford, Secretary