

ASDF Board

MINUTES

FEBRUARY 4, 2016 7:30 AM

MUHLENBURG COLLEGE
SEEGER UNION-ROOM 110
24TH AND CHEW STS
ALLENTOWN, PA 18104

MEETING CALLED BY	President, Dick Button
TYPE OF MEETING	Board of Directors meeting
NOTE TAKER	Susan Williams (until 8:00 a.m.), then Vicki Newhard
ATTENDEES	In Person: Dick Button, Dan Bosket, Jack Clark, Barry Halper, Kelli Holzman, John Hughes, Jane Marks, Tony Muir, Debora Roberson, David Wildonger, and David Zimmerman (representing Charlie Thiel) By Phone: Dennis Blankowitsch, Elizabeth Marcon, Marci Martinez, and Bob Sperling

Agenda topics

CALL TO ORDER & APPROVAL OF DECEMBER MEETING MINUTES

DICK BUTTON

DISCUSSION	President Dick Button called the meeting to order and welcomed all present. Dick announced that ASDF is receiving a Diversity Award from AAUW on Saturday, March 19. He also reported that Gene Nichols has resigned from the ASDF board.	
	Dick made a motion to approve the December 3, 2015 meeting minutes. Seconded by John Hughes.	
CONCLUSIONS	Quorum met. Minutes approved.	
ACTION ITEMS	PERSON RESPONSIBLE	DEADLINE

EXECUTIVE DIRECTOR'S REPORT

SUSAN WILLIAMS

DISCUSSION	Executive Director Susan Williams gave an update on her annual report timeline, the HIGH NOTES Gala on April 2, ASDF Programs (National History Day, Renaissance Visual & Performing Arts, Teacher Innovation Grants, and the Science Fair), EITC status, grants submitted (Just Born, Crayola, Jr. League, Weis, Highmark, PPL, and Wegmans).	
	Susan announced that the ASD Arts Day will be held on May 21 from 11 am to 2 pm and ASDF has been invited by Maryann Gross to have a booth and provide volunteers. Debora asked who is sponsoring the event and Susan said she'll find out.	
CONCLUSIONS		

ACTION ITEMS	PERSON RESPONSIBLE	DEADLINE
Find out who is sponsoring Arts Day.	Susan	ASAP
Provide tentative schedule for Board Retreat	Susan	ASAP

TREASURER'S REPORT

KELLI HOLZMAN

DISCUSSION	Treasurer Kelli Holzman reviewed in detail the financial reports that she had provided. For income, she reported that we have \$73,500 in grants and are waiting for \$25,000 from Century Fund to arrive bringing the total to \$98,500. She stated that we usually have more EITC funds at this time of the fiscal year and that \$10,000 more has come in since her report was distributed. She then highlighted income to date for scholarships, unrestricted funds instead of EITC funds from PPL, conduit income, and the HIGH NOTES fundraiser.	
	For expenses, Kelli reported that \$55,000 has been spend to date on ASDF programs and more will be spent in the spring. (She stated that \$140,000 was spent on programs last year.) We are ready to give DRIVE their money for the Middle School Baseball Program which is being funded through grants from the Justin Sheftl Memorial Fund and IronPigs. We have already transferred conduit expenses to Building 21, but have not yet issued a check for the Ramos Playground. For operating expenses, the largest expenses are staff salaries and taxes – \$38,000 to date.	
	Kelli pointed out that we have \$382,000 in our Endowment Fund at National Penn Bank, and that he market value went down by \$22,000. Tony Muir stated that while this is a significant loss, it is better than what a lot of others have seen. Kelli reported that the Investment Committee is meeting next week to discuss scholarships.	
CONCLUSIONS	Kelli concluded by saying that so far for the fiscal year, we have more income than expenses.	
ACTION ITEMS	PERSON RESPONSIBLE	DEADLINE

FINANCE COMMITTEE REPORT

KELLI HOLZMAN

DISCUSSION	Kelli reported that the committee met with auditor Bill Oswald to review our Form 990 and voted to approve it. Board members will get a copy by email.	
	Kelli reported that the committee also reviewed the audit report and that it needs Board approval. This was followed by a discussion on voting to approve the audit at the next board meeting since board members did not receive copies before today's meeting. Debora Roberson stated that some of our funders may want to see the audit before our next meeting.	
	Kelli mentioned that there were 3 recommendations from the auditors: transfer accounting to QuickBooks (we're already in the process), move a portion of the staff salaries from operating expenses to program expenses (considering this for next fiscal year), and do accounting entries for in-kind donations.	
	Kelli reported that some important policies have been removed from the Accounting Policies Manual and the Board will need to vote on them:	
	<ol style="list-style-type: none"> 1. Uncashed or Stale ASDF Checks: After 6 months, check will be voided and reissued. After 1 year, check will be voided and written off with the exception of scholarship funds which will go back into the fund. 2. Financial Reporting Policy: Board will receive a report on a quarterly basis. 3. Approval Policy: A TAR check request form must be completed for all disbursement requests with approvals (on the form or via email) according to the Approval Matrix (provided on the agenda brief). 4. Payroll Policy: For all ASDF employees, there must be a personnel file that is maintained by the chair of the Personnel Committee. Payroll is bi-weekly and payroll registers are to be approved by the Executive Director. Changes in the following payroll data (new hires, terminations, changes in salaries, pay raises, and bonuses) are to be authorized by the Board. Changes in voluntary payroll deductions and income tax withholding status are to be authorized in writing by the employee. 5. In-Kind Donation Form: It shall be the policy of ASDF to record in-kind donations on a properly approved donation form in the financial records of the foundation at the estimated fair value of the donation. The donation must be useful. 6. Overhead Rates: This policy shall be amended to include an overhead charge on conduit funds if stipulated in the conduit agreement (0% to 2%, in accordance with the agreement). 	

CONCLUSIONS	<ol style="list-style-type: none"> 1. Kelli made a motion to approve Uncashed or Stale ASDF Check Policy. Tony seconded the motion. After a short discussion, all voted in favor to approve. 2. Kelli made a motion to approve the Financial Reporting Policy and Tony seconded. There was no discussion. All in favor to approve. 3. Kelli made a motion to approve the Approval policy and Barry seconded. After a short discussion, all voted in favor to approve. 4. Kelli made a motion to approve and Jack seconded. No discussion. All in favor to approve. 5. After a short discussion on the wording of the policy and the contents of the in-kind donation form, Kelli said she will "clean it up" and present it for approval at the next board meeting. 6. Kelli made a motion to approve and Barry seconded. After a short discussion, all voted in favor to approve. 	
ACTION ITEMS		
ACTION ITEMS	PERSON RESPONSIBLE	DEADLINE
Email copies of the audit report to Board members.	Susan	ASAP

GOVERNANCE COMMITTEE REPORT

TONY MUIR

DISCUSSION	<p>Tony Muir stated that the three by-laws in the packet were originally addressed at the December meeting. Some changes were made and we will be voting to approve them today. See agenda briefs for details:</p> <ol style="list-style-type: none"> 1. Art. VII/Committees/Sec 2 2. Art. VIII/Meetings/Sec. 6 3. Art XI/Miscellaneous 	
CONCLUSIONS		
<ol style="list-style-type: none"> 1. Tony made a motion to approve and David Wildonger seconded. After a short discussion, all voted in favor to approve. 2. Tony made a motion to approve and Barry seconded. No discussion. All in favor to approve. 3. Tony made a motion to approve and Barry seconded. After a short discussion, all voted in favor to approve. 		
ACTION ITEMS		
ACTION ITEMS	PERSON RESPONSIBLE	DEADLINE

SCHOLARSHIP COMMITTEE

DICK BUTTON

DISCUSSION	<p>Dick discussed how money has been sitting in the Mary E. Leiby Scholarship Fund and how the committee has come up with a way to distribute the money (see agenda brief for details).</p>	
CONCLUSIONS		
<p>Dick made a motion to approve the proposal and Jane seconded. After a short discussion, all voted in favor to approve.</p>		
ACTION ITEMS		
ACTION ITEMS	PERSON RESPONSIBLE	DEADLINE

OTHER ITEMS

DISCUSSION	<p>Barry recommended we identify 1 or 2 of the EITC funders to do a photo with for the Lehigh Valley Business Journal.</p> <p>Tony said we could recognize funders at next year's gala, but we'd need to be careful since we have a lot of funders.</p> <p>John Hughes reported that there was a reunion for former Dieruff basketball coach Terry German and school alumni, staff, etc. at the Allen/Dieruff game & afterwards at the Brass Rail. He also said he has nominated the Dieruff Sewing Club for an award that catcher young people being good. The club has been making ponchos and blankets for the homeless using leftover surgical material from LV Hospital.</p> <p>Susan is hoping to have Muhlenberg College interns by summer who can work on stories about ASD students, ASDF activities, etc.</p>	
CONCLUSIONS	N/A	
ACTION ITEMS	PERSON RESPONSIBLE	DEADLINE

ADJOURNMENT

DISCUSSION	<p>Dick thanked everyone for attending the meeting and helping us reach a quorum. He also thanked David Zimmerman for representing Charlie Thiel at the meeting. Dick then adjourned the meeting.</p>	
ACTION ITEMS		