

ASDF Board Meeting Minutes October 7, 2021, By Zoom

Present: Julie Ambrose (Executive Director), Vicki Newhard (Administrator), Dan Bosket (President), Angela Nolan (Vice President), Maria Tjeltveit (Secretary), Joshua Dodd (Treasurer), Ellen Kern, Rashid Santiago, D'nese Sokolowski, Erika M. Sutherland, Nancy Wilt, Kay Kurtz, Peter Kareha, Don Wieand, and Ralph Todd

Call to Order and Welcome

Dan Bosket

Meeting was called to order by Dan Bosket at: 8:02 AM

Dan shared that Susan Williams' father, Homer Williams passed away. His memorial service will be October 9th. Kurt Zwikl's memorial service is the same day.

Recognitions: Ellen Kern being recognized at a Boy Scout Dinner

Don Hinkle November 4 being recognized.

Julie has more info if interested.

Scholarships:

Kurt Zwikl's obituary included information about ASDF starting a scholarship in his name. Dan will be talking with Barb Zwikl after the memorial service.

Approval of August 5 Minutes (A)

Maria Tjeltveit

The spelling of D'nese has been corrected.

Motion: 1st Kay 2nd D'nese **Conclusion:** Approved as amended

President's Report

Dan Bosket

Century Promise—Middle School Transformation

Initial Comments:

The Governance Committee, Rashid, Don, Tony Muir, Charlie Thiel, John Stevens, and Dan met October 1.

Former Superintendent Parker got the grant. It was understood that LV Community Foundation had the money. Members of the Board were assigned to Middle School Transformation teams: Harrison-Morton: Mike Bruckner & John Stevens; Raub: Rashid Santiago & Maria Tjeltveit; South Mountain: Dennis Blankowitsch; Trexler: Ralph Todd. Each middle school chose its own vendor(s). Understood that ASDF would make the vendor payments. Saw that the contracts were written with the ASDF as the party entering the agreement with the vendors. After Dan and Julie met with the ASD leaders, ASD Solicitor wrote an indemnification contract. ASDF Governance Committee met to consider the agreement. At the meeting, Tony said the ASDF doesn't enter into contracts with organizations on behalf of ASD. There were all sorts of liability issues. We don't sign contracts for the ASD. Charlie said that there are other examples of this happening. The Governance Committee didn't understand why ASDF was needed to sign the agreements. Julie sent a letter summarizing the ASDF position (outcome of the Governance Com. Meeting) to Acting Superintendent Jen Ramos.

Don: The ASD asking us to sign the underlying contract with vendor struck him as unusual and inappropriate. Contracts impose commitments and responsibilities on schools. We have no control over what they do. We are accepting risk where we have no ability to control the outcome. They have the wrong party signing the contract.

Dan: At the meeting with Superintendent Ramos, it was said that the School District can't enter into the contract because they don't have the funds. Solicitor. Vendors have started work in the summer and expect to be paid. At Harrison Morton and Trexler Middle Schools, the vendors have stopped work because they haven't been paid.

Josh: ASDF did cut a check in August. ASD Administrator told not to sign any more. We also don't have any more funds. The same argument that the ASD is using for why they can't sign is even more relevant to us because we don't have the funds either. Community Foundation has the funds.

A lengthy discussion ensued, including:

- None of us were involved in this originally but we need to have the broader picture and the impact
- The current ASDF leadership did not learn about this issue until September 8
- Grant from Century Fund went through the ASDF because we are a 501C3 and the ASD is not
- The agreement that the School District sent us does not fully protect us
- Julie and Dan met with Dr. Brown and the ASD grant writer about how we would work on grants like this.
- There may be other ways to work this out, making ASDF just a pass-through, such as payments being contingent on the funds being received by the ASD from the Century Fund. Then ASDF wouldn't be involved in oversight.
- We received email from solicitor that the School Board code requires that anything voted on by the School Board has to have 24 hours-notice, which has been done but we would want some changes to the agreement. We have to work this out.
- If we can work out language in an indemnification agreement and MOU (Memorandum Of Understanding) that the ASD would be responsible for oversight for the work, that could work for us.
- Best path forward: Don to talk with ASD solicitor today, if possible, as there is a School Board meeting tonight.

Julie summarized our goals: 1. See if this is feasible for the Century Fund to turn around funding quickly enough to satisfy ASD signing the agreements; 2: Just add a statement to contracts signed by ASD that funding comes through the ASDF (Angela's suggestion); 3: see if we can get indemnification and MOU that work for us and the ASD.

Treasurer's Report

Joshua Dodd

Approval of 6/30/21 Audit (B)

Finance Committee met with auditors; staff met with them. Once we have a Board vote, the audit is official. Then the audit is sent and used for 990. Also used for the Annual Report.

Clean opinion by auditor. Only found \$3,000 of pay that was in the wrong year. That got adjusted.

Cash increasing by 14%

Only liabilities are 2 PPP loans; one last fiscal year and 1 this year. They just got forgiveness this year

Investments grew: P. 4 shows growth of \$20,183 Unrecognized gains. ~\$110,000

Salary, wages up because of overlap of Executive Directors.

Expenses down. Scholarships up. EITC down.

Sent extra EITC funds to arts programs

After we file 990 then there will be a Single audit for CARES funds. Deadline is March. Looking at what funds came into ASDF and which went out. \$2-5,000 for audit. Dan will go to Lehigh County to ask for funding.

Motion to Approve Audit: 1st Ralph 2nd Angela **Conclusion:** Approved

Approval of 8/31/21 YTD Financials (C)

Not a whole lot happened. Received Embassy Bank's EITC contribution. Made a \$53,000 payment from Century Fund to Middle Schools.

Motion: 1st Ellen 2nd D'nese **Conclusion:** Approved

ASD Board Update

Nancy Wilt

New Superintendent, Dr. John Stanford. Working to transition into the district. First official day is Nov. 15. His bio and welcome letter are on the ASD website.

Executive Director's Report

Julie Ambrose

Mission Moment

ASD included ASDF in "5 things you need to know about ASD"

Included Latin Dance program. Started already at the middle schools and almost at capacity.

Volunteer readers program started.

Fall Newsletter

Everyone should have gotten Fall newsletter. Highlight: we were in Art in the Park. Earned \$1200.66.

Julie and Dan met with Dr. Lucretia Brown and ASD grant writing consulting firm. Looking at whether the firm could help ASD working with ASDF. Consultant was impressed with ASDF's programming and ASD's grant management. We were encouraged because invited in front end of the process.

Grants

\$1250 sent to Union Terrace teachers impacted by the fire, with a note to the principal, asking for receipts.

\$1,000 in Homeless funds: used for gift cards rather than uniforms, as requested.

\$5,000 from Highmark Blue Shield for Latin Dance (increase). Nov. 17 Latin Dance competition.

Bill Sugra Fund: \$5000 for TIG. They have been very supportive.

Mike Bruckner recommended we to apply to Target. Julie did.

Kurt's obit generated 6 donations. 2 by check and 4 online. More payments are coming online.

Annual Report

Staff are working on this. Got 2 bids for printing. Print Force was chosen vendor (had done it before).

Also looking at doing something with Working Dog Press

Annual Report will go out Oct 25.

Annual Appeal

Will use Print Force for Annual Appeal as they have the different components

Will be out Nov. 25 so Annual Report will be a month before.

High Notes Gala 2022 (D)

D'nese Sokolowski

Return to In-Person Event

Considering using Miller Symphony Hall (MSH) with former caterer. Looked at Americus Hotel (AH) also. Chart shows options. Starting at AH then moving to MSH with some student performances at AH and main performance at MSH.

Comparable with other caterers. AH offers overnight stay for a raffle. 3 caterers' bids requested: Cathy's Creative Catering, Simply Smooth, and Red Door (which was never received).

Requests input from board venue location and whether to be in person.

Discussion:

- How many people can we fit? Over 300 at AH; fewer at MSH; first few events at MSK were at 50% of capacity, due to participation, not limitation.
- Better ingress/egress than at MSH so AH is better.
- Since AH is new, helping them say "we are here we are open."
- Like overnight stay raffle idea.
- Strongly urge us to sell corporate tables. Attendance dropped at a similar function for another organization when they stopped doing corporate tables.
- Make sure to have a variety of options for various dinner preferences (not just carving stations).

Venues starting at Americus Hotel and moving to Miller Symphony Hall

Motion: 1st Kurtz 2nd Erika **Conclusion:** Approved

Vendor Deposit(s)**Approve Vendor Deposit checks (over \$1000)**

Motion: 1st Josh 2nd Ellen **Conclusion:** Approved

Could use some Gala volunteers: Dan, Maria, Josh, Angela volunteered

Governance Item—Board Emeritus Status (E)

Rashid Santiago

At the June Board retreat it was proposed that we create an Emeritus Board status.

The Governance Committee met in August and discussed this. In order to create the emeritus status, we would have to change our Bylaws, adding Section 8. Created a good starting point and passed to Executive Committee and they shed some more light on it.

Crafted an amendment (attachment E) for a future date. Could develop a narrower definition for emeritus status. Emeritus board members would understand importance of serving and making resources available.

Criteria: Completing at least one full term. Significant contributions to the Board. Chosen by Governance Committee.

Benefits: attend reg sched meetings, with voice but no vote, and receive minutes; invited to ASDF events; name on website and letterhead. 3-year term can be renewed for an additional 3-year term

Rashid invited input. Responses included

- Some felt that the focus of eligibility needed to be focused; to define what "contributed in some significant way" is and who determines that.
- A few others wanted to keep the qualifications broad.

- It was suggested that, after we have 2 or 3 Emeritus Board members, they would set the metric.
- “Emeritus” by definition usually doesn’t have a term-limit attached to it. If have term then need a different title.
- Lehigh Carbon Community College is also trying Emeritus board status.
- Commend having the Emeritus Board member having voice but no vote.

It was agreed to continue the conversation about this.

Ellen: When Thomas Parker started, as Superintendent, they had had a reception and used as a fund raiser. May want to do that again with new superintendent.

Be cautious about what you send to the board, i.e., email for an event about Fair Funding Formula. Too many things are not truly non-partisan.

Administrator’s Items

Vicki Newhard

Fall Program Update

- Students welcomed back into ASD.
- Underway with Latin Dance. Not partnered, but synchronized dancing.
- Planning Great Barrier Reef art residency at UT with 5th grade, with Ro Geseck.
- Know neighboring districts not allowing outside groups to come in; so glad ASD is allowing.
- All of reading volunteers signed up through automated system. First orientation for new members. IOTA com: 4 people signed up on the spot. Commitment is 1 hour a week. Very excited about community partnership with the Volunteer Center for promotion. Hoping to have next volunteer orientation at Ramos Elementary School towards the end of October.

December 2 Board Meeting—In Person or Zoom?

Muhlenberg College has a vaccination requirement and not sure if the space is still available.

Board meeting and welcome for new Superintendent

Do we want to do something bigger; Cider and Cookie event Fund raiser or big event?

Nov. 15, new Superintendent starts. Breakfast at the Americus? Superintendent close and parking deck right there.

If not combining Board meeting with Superintendent meeting, then we would meet by Zoom.

Additional Items

Reiterated our commitment to working with ASD to work out Middle School Transformation funding.

Kay: Dieruff Alumni: Friday, Oct 22, 5:30-8:30 p.m., at the Palace Center. Inducting alumni for the Wall of Distinction. Great incoming class for this year. John Hughes made 4-5 minute videos for each of the honorees.

Maria: The Board could send a letter and flowers to Susan Williams on death of her father. Agreed.

Meeting Adjournment

Dan Bosket

Motion: 1st Josh 2nd Angela **Conclusion:** Adjourned at 9:50

Next Board Meeting: 12/2 @ 8:00 a.m.