

DCARA Meeting Minutes

March 15, 2021

Draft for approval.

I. Call to order

Jerry Grigsby called to order the regular meeting of the DCARA at 6:01 pm PST on March 15, 2022, via Zoom and FB Livestream.

II. Roll call

Jerry Grigsby conducted a roll call. The following persons were present: Roz Ramos-Barry, Kal Baoerjiin, Executive Director Raymond Rodgers, and Deputy Director Amy Gomme. Absent: David Martin (excused).

III. Motion to accept the meeting agenda

Jerry Grigsby moved that the meeting agenda be accepted. Mr. Baoerjiin seconded the motion. The motion passed.

IV. Approval of minutes from the last meeting

Jerry Grigsby moved that the meeting minutes approved as corrected. Ms. Ramos-Barry seconded the motion. The motion passed.

V. Board's Report

Lead Jerry Grigsby: Once in a while, Raymond and I have a chat via Zoom once in a while to make sure DCARA is running well. Raymond shared that everything is good financially healthy; he hired many new workers to fill in the positions informed me that the DCC is in poor shape and needs repairs. I will let Raymond explain more about that. Raymond told me that repairing DCC would be expensive. The Board will discuss if we should repair DCC or replace it with "Future of DCC." Raymond and I discussed the lawyer's fee. We agreed that we needed to pay all lawyers' fees. To prevent the law firm from suing the DCARA that may hurt DCARA in the long run. I negotiated with the law firm and was able to reduce the fee. We used Board's investment in Merrill Lynch to pay the fee. I got Board's agreement to drop all pending lawsuits. I'm hoping that we will focus on DCARA's future from this point on. I'm sad to see a few good members leave the Board. Board recruited one new member, Kalexin Baoerjiin. Currently, one applicant has applied, but the Board decided to wait till the recruitment committee is ready to interview the applicant. I've discussed with Raymond to expand the recruitment committee to bring in two DCARA staff members to the recruitment

committee. Their names are Michelle Camara and Amy Gomme. The Bylaw committee will start this Monday, March 21st, with Mark Apodaca.

Board Member Kalexin Baoerjiin: He briefly shared his bio. He has used DCARA services while growing up. He wanted to be involved with DCARA to help to reach the next level. He's delighted to apply to be on the DCARA Board.

Executive Director Raymond Rodgers:

Staffing:

- 3 new staff started on Nov 29, 2021
 - Christina Litzau as Family Mentor
 - Eugene King as Advocate in Fairfield
 - Owais Sarsur as Advocate in San Leandro
- 2 new staff started on Jan 24, 2022
 - Renu Whetstone as Family Services Coordinator
 - Sonya Rodrigues-Romero as Director of Grants and Funding
- 1 staff retired on February 25, 2022
 - Debby Buchan, Program Developer
- 1 staff resigned and last day was March 14, 2022
 - Moni Brown
- Available positions:
 - Employment Services Manager
 - Employment Specialist
 - Human Resources Director
 - Interpreter Scheduler
 - Marketing Assistant

Services Update:

- Hybrid: The staff who provide service to clients, work in the office, twice a week and some administrators are in the office full time. DCARA keeps a minimal number of staff at each office and continues to comply with CalOSHA guidelines.
- All staff are still required to wear masks, have temperature checks, screenings, practice distance, cleaning, etc. protocol in offices.
- Full staff meetings are still virtual (via Zoom).
- We have been doing some off-site visits to provide service to some clients, such as family mentoring, school meetings, and clients meetings, however, still with COVID-19 protocol in place, following both DCARA and other facilities' protocol.
- A few DCARA's in person events have already started, with very strict Safety protocols; requiring approval before doing events:
 - Love and Literacy family event, outside, in Berkeley, co-hosted by DCARA's Youth and Family Services on March 5, was successful and everyone cooperated with covid protocol and a lot of families enjoyed and learned a great deal on literacy for Deaf children.

- Partnering with SJ Sharks event on April 2, complying with their COVID-19 protocol.
- DCC Swap Meet (flea market like) outside on the parking lot at DCC on April 16. Will have its DCARA's special COVID-19 protocol, still required to wear a mask.
- Camp Bloom, family camp, on June 24-26, with its DCARA's special COVID-19 protocol for staff and families at the camp.
- DCC Future: Plan still in progress. Completed the proposal by an architect, without blueprint/design, like concept, process and timeline and currently our CPA finalizing the 30 years budget plan, to make sure that it doesn't impact DCARA's operation. Hopefully we can make a full presentation with a budget plan at the next board meeting, along with an architect and CPA to explain and answer questions if any.

Financial Snapshot:

- DSS has been slowly catching up since August and we're working with them to try to speed it up. Don't forget DSS staff on hybrid/remote and process through several levels for approvals.
- Income from IS, slowly increasing due to covid, more people back in person, more interpreters in person as well. Still much via Video interpreting
- No income from DCC (rental business currently suspended) or Tilden Food Truck (business currently suspended)
- Haven't touched Line of Credit (LOC)
- As for cash flow as of 1/31/2022:
 - DCARA Checking Bank \$362,400
 - Savings \$2,312
 - ML investment \$357,129
 - CQ Bank \$466,239
 - Agency wide all cash accounts \$1,188,080
 - Operation cash: \$828,636
- DCC Manager is currently gathering quotes for some repairs needed at DCC (roof leaking on each corner) which may need your approval later.
- Still waiting for the audit to complete. DCARA general completed. Now in progress with CQ's finance.

VI. Unfinished Business

Bylaw Committee: Start meeting March 21, 2022 to work on the bylaws.

Recruitment Committee: Roz Ramos-Barry: We will bring in two DCARA Staff members to be part of the recruitment committee. They are Amy Gomme and Michelle Camara.

VII. New business

Motions carried via email

- a) Ratification of motion passed by email – January 28, 2022

The board moves to accepted Hunter’s to leave the board temporarily. Ratified at the General Meeting

- b) Ratification of motion passed by email – February 9, 2022

Board moves that DCARA pays all the legal fees (Case Numbers RG19038869 and RG20075186) incurred from the two Boards. Board one: David Martin, Melvin Patterson, Mary Telford, and Rosalyn Ramos-Barry. Board two: Liann Osborne, Everett Glen, Antoine Hunter, Daniel Sonnenberg, Diedre Tanenburg, and Dana Dehaesus

WHEREAS, the Board recognizes the necessity to avoid collections for any attorney fees and costs related to Litigation on behalf of the Corporation

WHEREAS, Article VIII, Section 1 of the Bylaws of the Corporation reads as follows:

To the fullest extent permitted by law, this corporation shall indemnify its directors, officers, employees, and other persons described in Section 5238(a) of the California Corporations Code, including persons formerly occupying any such position, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any “proceeding”, as that term is used in that Section, and including an action by or in the right of corporation, by reason of the fact that the person is or was a person described in that section. “Expenses”, as used in these bylaws, shall have the same meaning as in Section 5238(a) of the California Corporations Code.

Ratified at the General Meeting

- c) Ratification of motion passed by email – February 11, 2022

The board moves to renew DCARA's insurance policy, Directors & Officers Liability and Employment Practices Liability, from 2/18/2022 - 2/18/2023. The renewal cost is \$23,335. Ratified at the General Meeting

- d) Ratification of Motion passed by email – February 14, 2022

The Board moves to accepted Kalexin Baoerjiin to join the DCARA Board. Ratified at the General Meeting

- e) Ratification of Motion passed by email – February 14, 2022

The board moves that DCARA will use the Merrill Lynch account to pay the lawyer's (For Purpose Law Group) fees. Ratified at the General Meeting

New Business

- a) MO031522-01 The Board move to accept the adoption of the 2017 DCARA bylaw revision. Carried

New Business closed

VIII. Executive Session

None

IX. Announcement

None

X. Adjournment

Jerry Grigsby adjourned the meeting at 8:01 pm PST

Minutes submitted by: Jerry Grigsby

XI. Executive Session

None

XII. Announcement

- a) The next board meeting will be on April 19 or June 14. The DCARA 2017 bylaws state that the Board Meeting will occur every three months. But Raymond plans to invite the architect and CPA to discuss the “Future of DCC” at our next Board meeting. For now, we will leave the meeting date open.

Kal asked if we could answer questions on the Facebook messenger. Amy volunteered to share questions from Facebook.

Question: Any Humboldt update? Raymond answered: I want to thank that person for asking the question. I apologized to those that live in Humboldt County. Plan to make an announcement anytime soon. DCARA did close the building that they were in and moved to a space in Center for Independent Living in Eureka for no charge. One of DCARA's advocates will continue to serve in that area. We have already installed a new VP for the public, staff, and clients. Amy adds that the DCARA advocacy from

Santa Rosa will work in Humboldt once a month until the caseload grows. We are trying to build a better relationship with the community.

Question. Will that payment of \$225,000.00 hurt our chances to keep DCC? Raymond's answer: No. I can always see that money back soon. We've raised a lot of money, so I'm not too concerned. I think we have a solid budget plan for the DCC itself. CPA is working on the budget details. I already have a verbal agreement with the bank loan. The bank needs to see the budget plan. We will continue to raise funds.

XIII. Adjournment

Jerry Grigsby adjourned the meeting at 7:01 pm PST

Minutes submitted by: Jerry Grigsby