



Governance & Finance Committee Meeting

January 12, 2021

2:00-3:00pm

Location

Virtual Meeting via WebEx

Commissioners Present: Clarke, Scott; Schuman, Anne; Johnson, Marci; Chavkin, Nisan.

Staff Present: Samuels, Ayoka; Starling, Claire.

Minutes

1. Call to order
 - i. Clarke called the meeting to order at 2:03pm.
2. Review minutes of prior meeting (Finance Committee meeting of December 3, 2020)
 - i. An electronic copy of last meeting's minutes were sent out.
 - ii. Chavkin motioned to add in a correction regarding other state commission's models for measuring performance criteria questions and how other service commissions do their work. Clarke agreed and all voted 'I' to approve the addition to the minutes and consider them amended. Starling will add in the correction and then upload the minutes to the Serve Illinois website.
3. Old business
 - a. Tracking of Commissioner Attendance
 - i. Clarke noted he put together a presentation regarding attendance tracking. The commission was unable to find the last three minutes from commissioner meetings. A spreadsheet in order for tracking will potentially be used. There has been no documented tracking for excused or unexcused absences thus far.
 1. Chavkin approved the plan to use a spreadsheet to track attendance moving forward. Schuman approved as well but asked what differentiated an excused absence versus an unexcused absence. Clarke noted that if you contacted someone about your absence, it would then be considered excused.
 2. Schuman noted a limit for excused absences should be put in place so commissioners aren't continuing to miss multiple meetings. Clarke noted the by-laws don't address this currently, but that it is important to address this with the full commission and address these metrics when considering performance indicators for commissioners.
 3. Clarke asked who would keep track of the performance data and Samuels noted that a Serve Illinois staff member will likely take this responsibility.
 - ii. Clarke asked if Samuels had spoken to legal regarding whether the committee's bylaws could surpass the statute for governor appointment or if the committee has the authority to include a bylaw approving removal of a governor's appointee.

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1. Samuels spoke to legal and mentioned that there was a question regarding how someone becomes a nominee in the first place. She then briefly explained the application process.
2. Samuels stated that removal of an individual based on the commission's criteria would need governor approval, but in terms of the bylaws and how they are written, they would like to review them. In fact, they would like to review all of our bylaws to avoid conflicts of interest.

b. Meeting Minutes

i. Currently minutes are unavailable for three different meeting times in 2020 after a detailed search. Clarke noted this was likely a staff mistake, though it was assigned to someone but perhaps not followed up with the documents. It is necessary to have documentation detailing what occurred during these meetings so we are not in violation with the statute.

1. Clark suggested we include a very brief discussion of what discussion occurred during the meetings in which we have no minutes in order to get an understanding of what occurred.
2. Johnson asked if we were required to follow the Open Meetings Act and Clarke confirmed that we are required to do so. Clarke also mentioned we need to continue to post diligently meeting times/agendas for the public to be aware of.
3. While there was a waive of certain requirements in respect to the Open Meetings Act due to the pandemic, we still want to be as transparent as possible.

c. Commissioner Resignations since Prior Meeting

i. Samuels initiated a search for those who are still a part of the Commissioner Board through email. She noted that a spreadsheet will be made available at a later date (before the next board meeting) of those who have resigned at this time.

1. Samuels noted that some members had incorrect information listed for contact and some were unaware of their term length. It is important our statues and bylaws are clear regarding what to do when a member wants to continue participating on the board but are unaware of their term length or if it may have ended already.
2. Clarke stated that the term continues until another person is appointed to fill the seat, unless they resign.
3. Clarke noted that the governor's website (appointments.illinois.gov) lists term details/expiration for those who are unsure of their term length. He also stated he would send the link out at a later time for those who are interested in checking their status.
4. Chavkin noted there are other reasons for this confusion as well, since there were a few years with little to no movement of commissioner positions. Additionally, members who were non-

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voting members had their status transformed to voting members which changed their overall member status for term length.

d. Status of IRS review of foundation

- i. Schuman noted that Brandon Bodor is taking over the process with IRS. He is meeting with them and they would like to give us suggestions for proceeding forward. There are no irregularities from their review and the law firm that we are using is working pro bono so there is no cost to the foundation. Overall, we are in the clear.
 - 1. Clarke noted it is important to keep IDPH in the loop as well to make sure they are well informed and their lawyers are well informed if there should be a problem at a later date or if necessary for legal state representation
 - 2. Samuels noted that IDPH was unaware of the Serve Illinois Foundation IRS status. The CFO had many questions about Serve Illinois and will come back to that concern once they are available. Samuels wants to get Brandon and our present lawyer in contact with IDPH at a later date to make sure we are following all the necessary policies and procedures.

e. Investment policy for foundation

- i. Clarke stated that the Public Funds Investment Act applies to our foundation and all state agencies in the fact that a written policy for investments is necessary with different guidelines. The state treasurer's office has a sample investment guide that could be used as an effective prompt. Clarke sent out a draft and noted the foundation's trustees should make this decision to have in place.
 - 1. Schuman noted that all funds are in a checking account at this time.
 - 2. Chavkin moved to recommend the guide for approval by the foundation to put it in place.
 - 3. Schuman stated she approved of the idea and could send the guide to Brandon so he can work with our lawyers to discuss/vote with the foundation.
- ii. Chavkin noted there should be a deadline in place for this approval.
 - 1. Schuman stated a deadline of the end of the second quarter (June 30th) would give a proper amount of time with the audit in place currently. It is likely it will be completed before then as well. Samuels stated this deadline was reasonable.
 - 2. Chavkin asked when the next full board meeting would be and Samuels stated May 13th. This will likely be a more realistic deadline for approval.

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- a. Clarke motioned to approve for the adoption of an investment policy with a guide available by May 13th. Chavkin motioned to approve and Johnson seconded.
 - b. All approved “I” and the motion carried.
 3. Clarke noted that it may be necessary to find staff support for the board to help volunteer trustees with compliance issues as well.
 - a. Samuels agreed and stated that there needs to be someone who reports to her or someone within OPR who works with the commission as support. This could likely be a new position or it may fall to someone already on staff.
- f. Update on issues relating to grantee funding
- i. Samuels updated the committee on the issue. Since our last meeting, we have worked with Tammy Duckworth’s office in regards to the agencies in question. Director Ezike’s office has been working with AmeriCorps HQ on how we can manage this situation. Agencies were promised membership slots and money, though there are no amendments put in place regarding our response.
 1. AmeriCorps HQ has helped us understand what other options we have. They have helped us with no cost extension grants and placeholder grants, which we have applied for and received. Our next step is to understand how to use these grants in order to improve relationships with these agencies.
 2. The agencies in question have also applied for the AmeriCorps program 21/22. We don’t have to make a decision on whether or not they are going to be funded until May or June.
 3. Schuman asked if the offers were verbal or written.
 - a. Samuels stated they were both verbal and written, as there was a written documentation for grant extension through previous meeting minutes, Basecamp, and verbal confirmation.
 - b. There is no written agreement or amendment that gave these agencies additional money or extension, though they have spent much of that money and are trying to recuperate it.
- g. Budget information for Director
- i. Samuels stated she has made progress in terms of understanding more about the budget. Unfortunately, all of the information is not in the same place. The fiscal team will be working on an internal budget where Samuels can understand what will be spent based on past years. Before there was no approved budget for Serve Illinois from OPR.
 1. Andrew Friend, Deputy Chief, is working to put fiscal procedures in place for the entire office to improve our current situation.
 2. Samuels noted they are making progress but it is slow. She would like to have a concrete understanding of the budget by the May 13th meeting.



3. Chavkin noted a target of July 1st for the internal budget would fit our timeline. He also asked if part of the problem was because we have multiple income streams covering multiple cost centers and personnel or if there are just no records anywhere.
 - a. Samuels noted that there are records but they're scattered everywhere. The multiple funding streams in terms of grants does make it more difficult for the finance team because Serve Illinois hasn't necessarily been a priority. In terms of getting things in order, they are working on getting a better sense of the total budget and where the funds are coming from.

4. New business

- a. Conflict of interest disclosures
 - i. Clarke noted that the bylaws require we don't have any conflicts of interest or that they are properly disclosed when necessary. Clarke stated he has never been required to do so during his year on the commission.
 1. Schuman and Chavkin noted that they have to send out a conflict of interest packet every year that would require a self-assessment and affidavit stating they understand conflicts of interests and will not participate in such.
 2. Clarke noted that this process is actually the annual training for conflict of interests and not actually a proper disclosure form that is required in the bylaws.
 3. Chavkin noted it could be possible to ask what other state commissions or even other commissions under the umbrella of IDPH are using in order to adopt our own forms and processes for conflict of interest disclosures.
 - a. IDPH has a model and the committee will likely use that resource. It will possibly be announced and sent out during the next board meeting in February.
 - b. Transparency of foundation information (minutes, balance sheet information, bylaws, etc.)
 - i. Clarke stated that we should be in accordance with the Open Materials Act including making available to the public information regarding meeting minutes, balance sheet information, and the bylaws about the foundation on the website.
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- b. Proposed changes in budget
 - i. Clarke asked if there was any impact to our budget negatively happening and asked if our budget was flexible enough to receive more money from Congress.
 1. Samuels noted that this is a likely possibility for more funds and that there is availability for more money.

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2. Samuels also noted that there no interest for budget cuts at this time due to our leading efforts in vaccination administration and dealing with the pandemic.

5. Update from the Director

- i. No updates at this time. Samuels noted that James (Mike) Esper is retiring on February 26th so his position (Program Officer) will be made available at that time.
 1. We are also in the process of hiring a Training Coordinator for AmeriCorps training and Volunteer/Disaster Relief training efforts. Likely we will have 4-5 more individuals joining our team in the next 5-6 months.
- ii. Clarke asked the committee to consider how to bring new commissioners on board. We need to look at how we indoctrinate and orient new commissioners to make the process run more smoothly.
 1. Chavkin noted that was a good idea and stated that they had been previously checking with other commissions and asking how they do their orientations and their criteria for membership to reference what kind of people we should be recruiting for new members.
 2. Clarke and Schuman both suggested we should have another retreat to help orient and inform new members about the foundation and build a sense of camaraderie.
- iii. Clarke also noted the statute requires us to have a youth and disability representative to make sure we are meeting all of our requirements. These positions may need reassessment.

6. Opportunity for public comment

- i. No public individuals present for comment.

7. Future meeting date

- i. Chavkin suggested we meet on the off months from the regular full commission. Schuman suggested not to meet the week of March 15th because of a complication with judging for the Hometown Awards.
- ii. Clarke suggested Thursday March 11th at 10:00am for the next meeting date. Samuels will send out an invite at a later time.

8. Adjourn

- i. Clarke motioned to adjourn. Chavkin approved and Schuman seconded.

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