



**SOCIETY FOR THE PREVENTION OF CRUELTY TO ANIMALS OF SOUTHWEST MICHIGAN
BOARD MEETING
SUNDAY, JANUARY 24, 2010
PET RESCUE & ADOPTION CENTER**

BOARD MEMBERS PRESENT: Jim Di Loreto, Mike Kounelis, Robin Vleugel, Diane Baker, Sara Singleton, and Pete VanVranken.

HANDOUTS: Agenda; December 20, 2009 Meeting Minutes; January 16, 2010 Letter to John Crandle RE Project Status Report; Project Status Report; SPCA Capital Expenditures Spreadsheet; January 24 Memo to Board RE Capital Campaign Update; Fundraising Planning Guide; 2010 Fundraising/Marketing Event Schedule; Director Role and Shelter Priorities Board Proposal – Jack Frost; Vaccination Information.

The meeting was called to order at 3:10 PM by President, Jim Di Loreto.

APPROVAL OF DECEMBER 20, 2009 BOARD MEETING MINUTES – *Diane Baker*

- Members were given the opportunity to review the minutes submitted. Pete VanVranken motioned to accept the minutes as submitted, Jim Di Loreto seconded the motion, members declined discussion, and the motion was unanimously approved.

CONSTRUCTION PROJECT UPDATE – *Mike Kounelis*

- Mike Kounelis reviewed the project status letter and report to John Crandle, Michigan Commerce Bank and Robin Vleugel, Treasurer as well as the spreadsheet outlining expenses. He noted that the Loose Furnishings line item has unreported expenses such as the phone system and a snow blower purchased by Jack Frost. Mike indicated that the bank is happy with the project funding level.
- Robin Vleugel shared a spreadsheet of estimated capital expenses.
- The number one complaint is that there is not enough storage available. Members discussed possible solutions. No outcome was determined at this time. However it was agreed that the first obligation is to satisfy Oshtemo Township requirements. The second priority to reduce operational/maintenance expenses.
- The need for computers was discussed. Diane Baker questioned the need to have an outside source install computers. She has contacts in the industry and will inquire to determine if this can be donated through volunteerism.
- Additional parking is necessary. The possibility of adding gravel to a section of the lawn to temporarily address the need. This item will be reviewed in the spring 2010.
- Jim Di Loreto requested that the Grand Opening Planning item be moved to later in the agenda.
- Mike Kounelis indicated that the Humane Society and Kalamazoo Animal Services wish to open dialog with the SPCA. Concern regarding interaction with these groups in the past and that they might have intentions of taking over the SPCA was expressed by Jim Di Loreto. He requested that Jack Frost be present at any meetings with these groups. Mike Kounelis will coordinate the effort to open a “good will” dialog.

FINANCIAL UPDATE – *Robin Vleugel*

- Jim Di Loreto requested that the Financial Update be moved to later in the agenda.

CAPITAL & OPERATING FUNDRAISING – *Mike Kounelis*

- Mike Kounelis reviewed the memo to the board outlining the Capital Campaign income and

expenses through January 2010 as well as the projected expenses and recommendations.

- He also reviewed the Fundraising Planning Guide. Member discussed. It was recommended that free advise be sought from marketing experts and then decide where to go. Member also discussed whether fundraising should be geared toward the capital account or general funds.
- The Fundraising/Marketing Event Schedule was reviewed. It was recommended that operational people and the fundraising people meet and work together to determine the dates for events.
- Mike Kounelis proposed to accept the fundraising planning guide and approach taken to begin planning and requested authorization to proceed with SPCA-SWMI Woofstock 2010. Pete VanVranken seconded the proposal. There was no further discussion and members voted unanimously to approve.
- Jim Di Loreto requested that the record reflect the outstanding work done on the document. Diane Baker suggested creating a fillable PDF form to make submission easier. She will create the document.
- Members discussed plans for bill paying and setting policy.

OTHER – Pete VanVranken

- Pete VanVranken shared a veterinarian vaccine procedures handout. He suggested that Jack Frost and Sara Singleton meet with Veterinarian Kathy Ekler to determine how to implement this process. Another concern is implementing the spay/neuter deposit.

OPERATIONS – Jim Di Loreto

- Jim Di Loreto indicated that he invited Jack Frost to the board meeting to present an operations proposal.
- Members discussed the issue of conflicts of interest and when board members should recues themselves. The possibility of a change to the by-laws to incorporated rules governing this was discussed. Members decided to accept the integrity of board members and members agreed they would recue themselves when appropriate.
- Jim Di Loreto agreed to recues himself from voting on the proposal by Jack Frost.
- Jack Frost provided the Board with a proposal to be appointed as the Director of the Shelter. Members were given the opportunity to question Jack regarding the proposal and other concerns.
- Robin Vleugel motioned to accept Jack Frost's proposal as written, and Jim Di Loreto seconded the motion. Under discussion, Members addressed their concerns about the proposal and what they felt was not answered by the proposal and the timing of such action. Jim Di Loreto called for a roll call vote. Jim Di Loreto – recued, Robin Vleugel – yes, Mike Kounelis – no, Pete VanVranken – yes, Sara Singleton – no, Diane Baker – no. Motion did not pass.
- Upon completion of the vote, Jack Frost was asked to return and was advised of the outcome. Jim Di Loreto expressed his opinion that he thought the board was making a big mistake and he resigned his position of president. Jack indicated that he would give the board notice within 24 hours as to whether or not he wished to continue in his current volunteer capacity. Jim and Jack left the meeting.
- The remaining members discussed the employee handbook. Pete VanVranken motioned to accept the handbook as written and to implement it immediately. Diane Baker seconded the motion and members made the following changes to be incorporated: consistent labeling of supervisor or shelter manager (call it the same thing throughout), drug testing should be sporadic drug testing, page 16 – performance or contract does not meet the immediate expectations in writing, page 20 – dating, page 24 – take out Stacy, should be job title. The vote was unanimous to approve the handbook with these changes.

The meeting was adjourned at 7:16 PM.

Minutes Submitted ~ Diane E. Baker, SPCA of SW MI Board Secretary