



A Michigan Works! Agency

440 E. CONGRESS 4TH FLOOR
 DETROIT, MICHIGAN 48226
 PHONE (313) 876-0674
 FAX (313) 664-5505
 TYY: 711

MEETING:	DESC Executive Board Meeting	DATE:	Monday, December 18, 2017
ATTENDEES:	Board Members: Cal Sharp, Jeff Donofrio, Alice Thompson, Don O'Connell, Lena Barkley, Maria Woodruff-Wright, Chris Uhl. DESC Staff: Nicole Sherard- Freeman, Michelle Rafferty, Terri Weems, Stephanie Nixon, Robin Johnston, Robert Shimkoski, Alessia Baker-Giles, Chauncey Samuel, Joycelyn Malcolmcarr, Nicole Stallings, Cheryl Hildreth Members of Public: Frank Hope, John Allen	LOCATION:	440 E. Congress, Corporate Conference Room, 3R. Detroit, MI 48226
VIA TELEPHONE:		CALLED TO ORDER:	9:00 am
ABSENT:	Laura Hughes Board Chair (excused).	ADJOURNED:	9:26 am
FACILITATOR:	Cal Sharp, Board Vice Chair	DATE MINUTES APPROVED:	

ITEM	DISCUSSION	OUTCOME /ACTION ITEM(S)
Call to Order, Welcome, Roll Call and Introductions.	Cal Sharp, Board Vice Chair, called this meeting to order at 9:00 am, December 18, 2017. Members, staff and guests were welcomed and thanked for attending.	
Approval of Meeting Consent Agenda with corrections.	Request for Motion to approve the Meeting's Consent Agenda, with two corrections, was made by Cal Sharp, Board Vice Chair as Facilitator. Motion: Alice Thompson Seconded: Chris Uhl Motioned Carried – Passed / Approved Unanimously	Approval of Meeting Consent Agenda, with the following corrections: 1. Cal Sharp, Vice Board Chair as Facilitator of Meeting. 2. Deletion of Board Chair Report. Motion Carried – Passed / Approved Unanimously



<p>Approval of Meeting Minutes: 9/25/2017</p>	<p>Request for Motion to approve the 9/25/2017 Meeting Minutes was made by Cal Sharp, Board Vice Chair.</p> <p>Motioned: Jeff Donofrio Seconded: Chris Uhl Motioned Carried – Passed / Approved Unanimously</p>	<p>Approval of Meeting Minutes: 9/25/2017.</p> <p>Motion Carried – Passed/Approved Unanimously</p>
<p>Board Chair Report</p>	<p>Approved to Delete from Agenda.</p>	
<p>Proposed Revisions to DESC Corporate By-laws.</p>	<p>Cal Sharp, Board Vice Chair, introduced John Allen, who will speak on amendments to DESC By-laws. Attorney Allen reported that this agenda item is a follow-up from last meeting. The DESC By-law revisions that were made were:</p> <ul style="list-style-type: none"> • In Section 4.8 in by-laws, negotiable paper was separate out from contract to make clearer. Negotiable paper are things like checks, drafts deeds, conveyance, official documents. That is treated in a certain way, with up to \$250,000 ok for DESC CEO to signed, that remains unchanged. • The contract approval section was revised to allow the DESC CEO authority to sign new contracts up to \$500,000 and renewals for partners with existing contracts in any amount. • Typos were corrected, such as WIO to WIOA. <p>Questions asked by Board Members: Will there be any other approvals in the DESC CEO signing contracts? Nicole Sherard Freeman, DESC CEO and President explained there are internal process that require multiple reviews and approvals: Finance will review to make sure money is in budget or accommodations will be made if not currently in budget, John Allen reviews the contract terms, Statement of Work is reviewed by DESC Program Managers.</p> <p>Cal Sharp, Board Vice Chair, Requested a Motion to approve the proposed revisions to the DESC By-Laws</p> <p>Motioned: Chris Uhl Seconded: Alice Thompson Motioned Carried – Passed / Approved Unanimously</p>	<p>Approval of Proposed Revisions to DESC Corporate By-laws.</p> <p>Motion Carried – Passed/Approved Unanimously</p>
<p>Program Service Committee Update</p>	<p>Alice Thompson, Board Secretary and Program Services Chair, gave her update.</p> <ul style="list-style-type: none"> • Program Services Committee met on December 11, 2017, DESC staff gave updates on several programs, no approvals items. • Terri Weems, DESC CFO reported that we are on schedule to meet all Path Surplus spending strategy. All funds should be expended by due date. • Two Osborn High School students garnered 2nd place awards at the 2017 JAG National Student Leadership Academy in Washington D.C. Ashley Eckles won 2nd 	



	<p>place in the Employability Skills competition and Eugene Thompson won 2nd place in the Public Speaking competition. They were the only Michigan residents to win at the National gathering. We are going to communicate to Detroit School Board, Principle of Osborn and Crain's newspaper agency, the accomplishments of our JAG students.</p> <ul style="list-style-type: none"> DESC staff gave an update on SNAP 50/50, which is on target for 2017. <p>Questions from Board Members: Is Program Service Committee reviewing finances to see if we are spending down what we are supposed to spend down? Terri Weems, CFO responded with yes.</p>	
<p>Audit & Finance Committee Update</p>	<p>Chris Uhl, Treasurer and Audit and Finance Chair, gave his update. Plante & Moran has published a draft audit, and the audit is currently being reviewed by Audit and Finance Committee. Once reviewed, the audit will be brought to the next Executive Board and Corporate Board meeting.</p>	
<p>Proposed Changes to Cap Trust Trustees</p>	<p>Cal Sharp, Board Vice Chair, introduced Nicole Sherard Freeman, DESC CEO to speak on the proposed changes to Cap Trust Trustees. Nicole Sherard Freeman, DESC CEO, stated this is a procedural matter. Cap Trust is the 401K administrator. As required whenever there is a leadership change, Cap Trust requires approved forms to be submitted.</p> <p>Nicole Sherard Freeman, DESC CEO, explained that three (3) changes that we are required to make in accordance with DESC by-laws and Cap Trust requirements. These changes will be effective in July. Nominal fees are associated with these changes (\$100-\$200) and are available in DESC budget.</p> <ol style="list-style-type: none"> To remove Jose Reyes who retired from DESC (already signed off as Trustee) from being Trustee of Plan. Add Nicole Sherard Freeman, CEO as Trustee of Plan. Add Terri Weems, CFO, as Trustee of Plan. <p>Questions from Board Members:</p> <ul style="list-style-type: none"> What is Alessia Baker-Giles Director of? Nicole Sherard-Freeman, DESC CEO said Ms. Baker-Giles is Director of Finance. Recommendation: In future, print what the titled person is associated with. Is it only the 3 Trustees listed? Nicole Sherard-Freeman, DESC CEO, answered Yes. Is it normal to have inside the organization leadership as Trustees or is it based on size? Terri Weems, CFO said in her experience, the CEO and CFO of the organization are the ones to be appointed as Trustees. Marie Woodruff-Wright concurred. Are we happy with the services of Cap Trust? Do they have the right type of funds? Terri Weems, DESC CFO said she has heard no complaints, they seem to 	<p>Approval of Proposed Changes to Cap Trust Trustees.</p> <p>Motion Carried Passed/Approved Jeff Donofrio abstained.</p>

	<p>be taking care of business. They have the right type of funds.</p> <p>Cal Sharp, Board Vice-Chair Requested a Motion of Approval for the Proposed Changes to Cap Trust Trustees.</p> <p>Motioned: Marie Woodruff-Wright Seconded: Alice Thompson Motion Carried – Passed/Approved with Jeff Donofrio recluses himself</p>	
<p>Funding Recommendation for Review and Approval: A. Phillip Randolph Career and Technical Center Lead Training Provider RFP.</p>	<p>In error, this item was added to agenda. Cal Sharp, Board Vice Chair Requested a Motion to Strike the item from the Agenda.</p> <p>Motioned: Jeff Donofrio. Seconded: Lena Barkley Motion Carried – Passed/Approved Unanimously</p>	<p>Funding Recommendation for Review and Approval: A. Phillip Randolph Career and Technical Center Lead Training Provider RFP stricken from Agenda.</p> <p>Motion Carried-Passes/Approved Unanimously</p>
<p>Public Comment</p>	<p>No public comment.</p>	<p>Members of the Public</p>
<p>Adjournment</p>	<p>Cal Sharp, Board Vice Chair, Requested a Motion for Adjournment.</p> <p>Motioned: Jeff Donofrio Seconded: Alice Thompson Motion Carried – Passed/Approved Unanimously</p>	<p>Board Approved Adjournment.</p> <p>Motion Carried – Passes/Approved Unanimously</p>

NEXT MEETING: Tuesday, February 27, 2018 at 9:00 am – 9:30 am.

SUBMITTED BY:

Printed Name: Cheryl Hildreth

Title: Administrative Assistant

Signature: _____

Date: 12/18/2017

