Minutes of Board of Directors
ANNUAL Meeting: June 2, 2009
Held at: 1315 Main St. Willimantic, CT 06226

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Present: M. DeMarco, M. Flexer, A. Gruenberg, C. Kraus, O. Kurnyk-Ezis, R. Lanzit, M. Phillips, D. Pinney, I. Rolón, J. Patton, Dolly VonHusen, J. Vasquez, J. Sacilowski, V. Gomez **Staff Present**: P. DeBiasi

Topic	Discussion	Action
Call to Order/ Roll Call	The Vice Chair called the meeting to order at 4:04 pm	The roll was called and a quorum was present.
Public Time	No one present to speak.	
Consent Agenda	➢ Action was taken on the following consent agenda items: o May Meeting Minutes: ▪ Board of Directors ▪ Finance and Funding Committee ▪ Program and Strat. Planning Committee ▪ Board Development and Governance o April Finance Statement o Progr. and Strat. Planning Comm. Status Report ➢ May President/CEO's Report was removed from the CA and acted upon separately.	• The Consent Agenda as listed was accepted. • After a brief discussion the President's report was accepted and place on file.
Info Items: • ***Board Legal Responsibilities*** • ***Willimantic Property Update***	➢ As part of the Board Development and Governance Committee's ongoing training initiative, the legal responsibilities of board members was reviewed and discussed. See Board Manual for details. ➢ Another serious offer for purchase of the Willimantic Plaza has been made. Negotiations continue.	• Once a final offer has been negotiated, the Chair will convene a meeting of the Executive Committee to consider two proposals and take appropriate action.
Action Items: ▪ ***Election of Directors and Officers***	The Board Development and Governance Committee presented the following Slate of Nominees for election as Directors:	

▪ ***Election of Directors and Officers***		
		• Motion (Pinney/Kraus) carried unanimously to elect as Directors the nominees presented.
	➢ The Board Development and Governance Committee presented the following Slate of Nominees for election as Officers:	
		• Motion (Pinney/Gruenberg) carried unanimously to elect as Officers the nominees presented.
▪ ***Compliance Policy***	Compliance Policy Acknowledgement form distributed. Each director is required to sign.	Each director must return their signed form to the compliance officer (president/ceo).
▪ ***CEO Succession Plan***	The chair requested that the CEO Succession Plan be added to the agenda under Action Items. The Succession was presented by the Board Governance and Development Committee for action. Some discussion ensued. The purpose of this plan is to prepare the organization in case an *unforeseen* emergency absence of the CEO occurs.	• Motion (Kraus / Kurnyk-Ezis) passed unanimously to add the CEO Succession Plan to the Agenda. • Motion (Kraus/Rolon) passed 13-1 (Patton) to approve the CEO Succession Plan with the following change: Section 3d: after "…responsibility of the Board Chair" add: "after consultation with Executive Committee members".
▪ ***CEO Evaluation***	Board input on the annual performance evaluation of the President/CEO is requested.	An evaluation form will be emailed to each board member. Return to Mary DeMarco by June 15.
Adjournment	Meeting adjourned at 5:04 p.m. **Next: Special Meeting - June 30,** 4:00 PM	

Name	*Sector*	*Term*
Joy Hollister	Public	2 yrs.
Mae Flexer	Public	3 yrs.
Patricia Royer	Constituent	3 yrs.
Dolly VonHusen	Constituent	3 yrs.
John Castrillion	Constituent	3 yrs.
Veronica Gomez	Private	3 yrs.
John Patton	Private	3 yrs.

Office	Name	Term
Chair:	Mary DeMarco	2 yrs.
Vice Chair	Dolly VonHusen	1 yr.
Treasurer	John Patton	1 yr.
Secretary	Carol Kraus	1 yr.