



MINUTES
THRIVE UPSTATE
BOARD of DIRECTORS MEETING
JANUARY 25, 2018 - 4:30 PM
PATRICK CENTER ANNEX

Notice of the meeting was sent to all Board Members, The Greenville News, The Greenville Journal, WYFF-TV 4, Fox-TV 21, and the Clerk to Council, Greenville County. Notice and agenda were posted in the lobby of the Patrick Center Administration Building and the Patrick Center Annex and the Thrive Upstate Website prior to the meeting.

Members Present:	Bob Ariail, Chair Bryant Nixon, Vice Chair Clyde Baucom, Treasurer Christy Bright Paul Hamberis Alex McNair Bern Mebane J.T. Morris	Members Absent:	Amanda Walkup
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Staff Present:	Tyler Rex Al Hill Sandy Brown Stacy Whitsel Elise Hardin	Anne Arrington Alicia Grubel Andrika Bluford Peggy White
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Call to Order: Bob Ariail, Chair, called the meeting to order at 4:43 PM. The new Board Member Orientation held on January 19 was briefly discussed. Bryant Nixon complimented the Orientation Manual and it was suggested all Board members receive one.

Approval of Consent Agenda: Policy 100-6 Standing Board Committees was removed from the Consent Agenda for discussion and later revision. Standing committees were discussed at the Executive Committee and Tyler Rex was asked to review the committees named in Policy 100-6 and make recommendations. It was decided Policy 100-6 would be approved subject to revision with the recommended committees at the next Board meeting.

Bern Mebane questioned if the Mission, Vision, and Values in Policy 100-1 was the version developed by the Board at the Strategic Planning Retreat in 2014 or an earlier version. Policy 100-1 was approved contingent on it being confirmed to be the latest version. Mr. Rex said that DDSN requires Boards to review Mission, Vision, and Values statements annually and for the minutes to reflect this, and he has included the review in his Board Activities proposal.

A Motion: To approve the Consent Agenda items to include the November 30, 2017 Board Minutes, the Policies 100-1, 100-2, 100-3, 100-5, 100-6 (subject to revision of the standing committees), and

100-7, the Health and Safety Report, the Dashboard and Services at a Glance Reports. Bern Mebane made the motion with a second by Clyde Baucom. The motion passed unanimously.

Executive Directors Report: Tyler Rex presented the Executive Director's Report.

Human Resources Director. David Bright has accepted an offer of employment as Director of Human Resources and will begin in early February.

DDSN Internal Audit Report. The Leadership Team in its weekly meetings has reviewed each of the Internal Audit findings and recommendations. While there is still work to be done, Mr. Rex is confident the auditors will find most items either corrected or processes being developed to correct them.

Board Tasks. A schedule of Board tasks was proposed in the written Executive Director's Report provided to identify DDSN-mandated activities. He noted a review of the Mission, Vision, and Values was scheduled for July.

DD Council Grant. The DD Council Grant is up for renewal but after close examination of the grant terms, he determined it not to be a good use of agency funds. An agency match of 35 percent is required in year 2, and a 50 percent match required in year 3. Assumptions by the grant writers of items permitted as match were incorrect. Mr. Rex said Thrive Upstate is not retreating from the community and wants to collaborate but cannot be the sole support of initiatives that benefit other agencies. An initiative developed by the grant resulted in Thrive Upstate and Vocational Rehabilitation working with Greenville Health System to provide employees to work in food services at GHS. The GHS project was briefly discussed.

Silver Palmetto Award. Mr. Rex has nominated the City of Fountain Inn for DDSN's Silver Palmetto Award in recognition of its more than 20 years of support for individuals supported by Thrive Upstate. If Fountain Inn is not selected, he recommended the Board recognize the city during Disabilities Awareness Month in March. He said it could be the start of a tradition for the Board to recognize a community or individual that has supported our individuals with a Barbara Stone Award.

Areas Requiring Attention. Mr. Tyler reported an infection control issue occurred with a case of bacterial meningitis. The individual is back in the residence and no one else became sick. The incident revealed areas of weakness that are being addressed by the Nursing Department and the Safety Committee.

Discussion on Board Meeting Schedule: The Executive Committee recommended 10 Board meetings per year with no regular Board meetings in July and December. Discussion followed. Mr. Mebane suggested more meetings would allow opportunities to highlight an area or operation at Board meetings and an opportunity to visit other facilities. **A Motion: The Board of Directors will meet 10 months in the year with the exception of July and December. Motion by Clyde Baucom with a second by Bryant Nixon. The motion passed with a unanimous vote.**

Conflict of Interest Forms. Policy 100-7 on Conflict of Interest, as an annual requirement, was sent to the Board by email with a hard copy provided at the Board meeting. Signed Conflict of Interest Acknowledgment forms were collected from all present Board members.

Discussion on the LGIP Program: Mr. Ariail said the Local Government Investment Pool information will be further reviewed by the Finance Committee and the Executive Committee and be addressed at a later date.

Approval of the Line of Credit: Mr. Baucom recapped the external auditor's recommendation that the agency's current line of credit of \$500,000 be increased. It was observed the annual fee for a \$1 million line of credit would be significantly higher than for the current \$500,000 line of credit. J.T. Morris commented the interest rate offered is favorable. Peggy White will clarify the charges for the first year fee with any one-time charges broken out, and under what conditions an appraisal would be required.

Mr. McNair reminded that the use of the line of credit requires Board approval. The collateral for the line of credit is the 12 Winchester Court property.

There was discussion whether an increased line of credit is needed at this time since the financial situation has improved.

A Motion: To defer action on increasing the line of credit until further details are provided to the Finance Committee. Clyde Baucom presented the motion with a second by Paul Hamberis. The motion passed unanimously.

Blue Ridge Refinance: Mr. Baucom reviewed a balloon note due in May on the Blue Ridge employment center that expires in May was discussed. South State Bank has offered a \$136,000 loan with the interest rate of 3.9 percent interest rate for a 5-year term or 4.2 percent loan for 7 years. **A Motion: To accept the Finance Committee recommendation to secure a \$136,000 loan at 4.2 percent interest for 7 years, with the understanding a reappraisal of the Blue Ridge property may be required. The motion was made by the Finance Committee and passed unanimously.**

Mr. Morris noted the amortization chart contained an error, and a new amortization should be obtained from the bank. Mr. Baucom said if the corrected amortization reveals anything unfavorable, the Finance Committee report back to the Executive Committee or the Board.

Greenville Capabilities Foundation Dissolution: Ms. White provided background information on the Greenville Capabilities Foundation, which was set up in 2011 but never active. Dissolving the Foundation required Board approval and completion of forms for the Secretary of State's Office. **A Motion: To dissolve the Greenville Capabilities Foundation. Bern Mebane made the motion with a second by Paul Hamberis. The motion passed unanimously.**

December Financial Report: Clyde Baucom reported December was a good month. On the Balance Sheet, he commented Assets were down slightly due to operating cash/payroll. The change from the prior month was \$375,000 due to a three-payroll month. The current assets to liabilities ratio is 1.01 percent. On the Profit and Loss statement, Net Revenue Over Expenses was \$187,000 over budget due largely to a PEBA credit of \$133,973. The year-to-date actual Net Revenue Over Expenses was \$508,000, which was \$411,000 over budget, largely due to cost containment. Overtime was budgeted for \$84,000 and the actual overtime cost was \$67,000, attributed to less turnover and fewer open positions—a favorable trend.

The Profit and Loss – All Months report shows a net gain year to date of \$508,000. Mr. Baucom pointed out a trend in Overtime from \$118,000 in July decreasing every month to \$67,000 in December.

On the Year to Year Comparison, Total Operating Revenue was \$1,280,000 greater than last year. Expenses for 2017 were only \$455,000 greater than 2016. December 2016 showed a net loss of (\$317,000) and December 2017 showed a net gain of \$508,000, a variance of \$825,000.

The Cash Flow Projection shows a projected balance of \$969,000 at the end of the fiscal year.

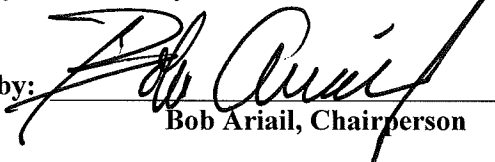
Board Officer Elections: Mr. Baucom, as chair of the Nominating Committee, spoke with veteran Board members to ascertain their interest in serving as a Board officer. Hearing no offers to serve, his recommendation is to nominate Bryant Nixon for Chair, and Bob Ariail as Vice Chair, with the understanding he has no intention of serving as Chair again. Mr. Baucom volunteered to serve another term as Treasurer, and Chair of the Finance Committee. The floor was opened for nominations; none was received. **A Motion: To elect by acclamation Bryant Nixon as Chair; Bob Ariail as Vice Chair; and Clyde Baucom, as Treasurer. The motion was made by Bern Mebane with a second by Paul Hamberis.**

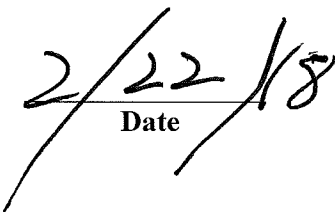
New Business: There was no new business discussed.

Public Comments: There were no public comments.

Adjournment: There being no further business, **Bern Mebane motioned to adjourn with a second by Bryant Nixon. The motion passed unanimously,** and the meeting adjourned at 6:12 PM.

Respectfully submitted by Sandra W. Brown, Executive Assistant.

Approved by: 
Bob Ariail, Chairperson


Date