

**Port Chester Carver Center**

**Minutes of the Meeting**

**Wednesday, May 6, 2020**

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| <b>Present:</b>   | <i>Sonia Alcantarilla, Stephanie Barrett, John Condon, Amy Fisch, Michael Flynn, Erica Fritsche, Brendan Goodhouse, Yvette Hammel, Jim Howland, Donna Jareck, Robert Kaplan, Robert Kost, Rich Lawrence, Derek Mahoney, Cecilia Mitchell, Jennifer Prather, Christopher Pye, Maida Robinson, Claire Steinberg, Brian Stern</i>  |   |
| <b>Absent:</b>  | <i>Betty Brown, Judy Diaz, Jason Kowlowitz, Sam Ortiz</i>   |   |
| <b>Staff and Outside Advisors:</b>  | <i>Anne Bradner, Colleen Kane</i>   |   |
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| <b>SUBJECT</b>  | <b>DISCUSSION</b>   | <b>OUTCOME</b>  |
| <b>Call to Order/Welcome</b>  | <p><b>Claire Steinberg</b>, President, called the Carver Board meeting to order at 7:00 p.m.</p> <p>Claire gave an overview of the planned agenda for the meeting, which was conducted via video and audio conference in light of the COVID-19 pandemic. In addition, Claire expressed thanks to the Board for its support of Carver during this difficult time. Claire explained that the process of presenting a new slate of Board members for next year is delayed because of the pandemic, as is the process for approving the budget for next year. Claire indicated that we are hoping to present a slate of candidates in late summer or early fall and also that the budget process will take place over the summer most likely. Claire stressed the need to identify a new Treasurer to replace Rob Kost who is due to roll off the Board at the end of this fiscal year. Finally, Claire asked Board members to sign up for one-on-one discussions with her as part of her annual assessment process of the Board and its needs going forward.</p> |   |
| <b>Approval of Minutes for Special Board Meeting on March 23, 2020 and regularly scheduled Board Meeting on April 1, 2020</b> | <p><b>Michael Flynn</b> asked for a motion to approve the minutes of the Special Board Meeting on March 23, 2020, as well as the regularly scheduled Board Meeting on April 1, 2020. A motion was made for such approval of both sets of minutes, and duly seconded. The motion passed unanimously without object.</p>  | <p><b>Resolved</b> that the minutes of the Special Board Meeting on March 23, 2020, as well as the regularly scheduled Board Meeting on April 1, 2020, are approved by the unanimous vote of all Board members present.</p> |

**CEO Report**

Anne Bradner provided the Board with an update regarding Carver's operations. She described the work of the Carver Market in the recent weeks. The Market served 1933 households in April, which translates to 7,719 people. That compares to the norm of approximately 350 families a month. Anne discussed the partnerships Carver is developing with Caritas and Salvation Army as part of its Carver Market operations.

Anne indicated that a decision has been made not to proceed with summer camp. She indicated the multiple reasons for the decision, including the health-related safety and economic issues.

Anne then turned to the transition issues arising out of the departure of Chief Learning Officer, Leanne Tormey. She described the ongoing work being performed by the Staff to keep the program and learning teams moving forward. Anne told the Board that Leanne had expressed the desire to transition out of Carver in multiple settings over the last several weeks. Anne also indicated that the relationship between Leanne and management deteriorated during these discussions, such that the working relationship was no longer productive. Carver decided that Leanne's transition should be accelerated as a result of the deterioration of the working relationship between management and Leanne and the lack of need, given the current dislocation in programming as a result of the pandemic and state law constraints, for Leanne to stay on for a lengthy transition period.

Several Board members asked questions regarding Leanne's departure. Claire and Anne described that the timing of the departure was accelerated because Leanne's vision of how she would remain at Carver during a transition period was not workable and management's judgment that there was no need for a transition period in any event. Claire also described that Carver's HR consultants MMJ recommended that the transition occur promptly in light of Leanne's expressed desire to transition away from Carver, as well as the deterioration of her relationship with management. Jim Howland, as a member of the Executive Committee, indicated that this situation got to the point where negative comments were being made that was not conducive to the long-term health of Carver. Jim also stated that it was his view as a member of the Executive Committee that it was in Carver's best interest to move on to try to limit negative commentary about Carver that could be harmful to its long-term interests and relationship with stakeholders. There was a discussion about the impact on other staff, and Anne indicated that she did not think Carver would lose other staff directly as a result of Leanne's departure. Anne also stated that she felt very positively about the ability of existing staff to step up and fill any void left by Leanne's departure. Claire

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|                                  | <p>concluded the discussion by saying that she was grateful for the advice and recommendations of MMJ in this matter and would keep the Board posted going forward.</p>   |  |
| <p><b>Advancement Update</b></p> | <p><b>Colleen Kane</b> provided the Board with an overview of Carver’s recent fundraising efforts through the Carver Cares Challenge and beyond. She reported that April was a very good fundraising month. The Carver Cares Challenge was extended to May 31 with an increased goal of \$500,000 (the original goal was \$350,000). That increased goal has now been reached, with \$502,000 in funds raised to date. Colleen also updated the Board on restricted giving, describing grants from the Cohen Foundation for the Carver Market (\$20K), Westchester Community Foundation for the junior scholars program (\$25K) and United Way for the Covid-19 response (\$5K). Colleen shared that Carver has been selected as a finalist for Impact 100, which will guarantee Carver a minimum of \$24,500 and perhaps up to \$30,000. Colleen also mentioned the status of the Student Dance fundraising, which should break even.</p> <p>Finally, Colleen described the work she is heading up for a “Thank You” campaign to donors. That led to a discussion of how to best leverage the great work Carver is doing during the pandemic, with management and Board members sharing ideas regarding marketing efforts and use of social media.</p> |  |
| <p><b>Finance Update</b></p>     | <p><b>Rob Kost</b> provided an update on Carver’s finances. Rob referred to the historical financials on the dashboard, but indicated he would only touch on them briefly as he wanted to focus on the future in his report. With respect to the historical financials, Rob reported that Carver has built up cash. It now has \$348K in cash in its accounts. Rob also touched on the significant reduction in payables Carver has achieved in recent weeks, given its increase in cash. Finally, Rob mentioned the current status of the endowment, which is down over 20%, but has seen a bit of a rebound recently.</p> <p>Going forward, Rob indicated that we currently have approximately 3 months of expenses that we could pay with available cash on hand. Rob also discussed the fact that Carver had received a PPP Loan under the CARES Act amounting to \$469K. Rob estimated that covered expenses, however, are projected at approximately \$183K and it is estimated that only approximately \$69K could be forgiven. Rob cautioned, therefore, that Carver needs to be judicious in using the loan proceeds above the available amount of forgiveness because doing so would increase Carver’s debt load.</p>                         |  |

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|                                      | <p>The loan is a two-year loan at 1% interest, with no amount due for 6 months.</p> <p>Rob concluded by saying that the next challenge is to come up with a budget in the next 4-8 weeks that reflects judgments about how Carver should reopen, based on various assumptions, and how much is required in terms of funding to do so.</p>  |  |
| <b>Form 990 Update</b>               | <p>Rich Lawrence updated the Board on the status of the Form 990, which is currently available on the Board portal.</p>  |  |
| <b>Discussion – Future of Carver</b> | <p>Anne Bradner led a discussion regarding how Carver should think about its future. Anne indicated that there will need to be a series of decisions about how Carver should come back based on a variety of factors, including New York state law and public health considerations. Importantly, according to Anne, Carver also needs to seize the opportunity to decide how to be programmatically relevant and economically viable. That process will take soul searching and considered thought and planning. Anne suggested pulling together a task force or task forces to address these issues.</p> <p>Board members asked about how Anne and senior management intend to understand what the community wants in terms of services. Anne described partnerships with other not-for-profits, which will become part of understanding community needs and the best way collectively to address those needs. The Board also encouraged Anne to think about the upcoming year in terms of how to add value in a period likely to be marked by ongoing and/or periodic disruptions.</p> <p>The Board also raised a question about the timeline for making these sorts of decisions. Anne responded by saying that CAP is the biggest variable. That, in turn, led to a discussion about the best way for management to lay out an analysis of alternative scenarios to which the Board could react, at least at a high level, in June.</p> |  |
| <b>Adjournment</b>                   | <p>The meeting was adjourned by Claire Steinberg at approximately 8:30 p.m.</p> <p>The next board meeting will be on Wednesday, June 3, 2020 at 7 p.m.</p>   |  |