

**Port Chester Carver Center**

**Minutes of the Meeting**

**Wednesday, November 17, 2021**

<b>Present:</b>	<i>Claire Steinberg, Erica Fritsche, Brendan Goodhouse, John Callaghan, Yvette Hammel, Brian Stern, Jennifer Prather, Michael Flynn, Richard Lawrence, Eileen Cheigh Nakamura, Laura Iverson, Edouard Metrailler, Felipe Orozco, Maida Robinson, Jim Howland, Sue DeStaebler, Amy Fisch, Sonia Alcantarilla, Donna Jarecki</i>
<b>Excused/Absent (A)</b>	<i>Judy Diaz, Robert Kaplan, Alisa Holland, Molly Mahoney</i>
<b>Staff:</b>	<i>Anne Bradner, Colleen Kane</i>

SUBJECT	DISCUSSION	OUTCOME
<p><b>Call to Order</b></p> <p><b>Welcome</b></p>	<p><b>Claire Steinberg</b>, President, called the Carver Board meeting to order at 7:00 p.m.</p> <p>Claire welcomed the Board members and briefly went through the meeting agenda. Claire explained that Edison Venegas of Tietjen Venegas Consulting Engineers, who has been working with Carver on a pro bono basis to evaluate facility needs, would join the meeting and present on his findings. Claire also reminded the few Board members who had not yet submitted their Board compliance documents to do so promptly.</p>	
<p><b>Consent Agenda Items</b></p> <p><b>Approval of Meeting Minutes</b></p>	<p><b>Brendan Goodhouse</b>, Secretary, asked for a motion to approve the consent agenda, consisting of approval of the September 29, 2021 Board Minutes.</p> <p>A motion for approval of the consent agenda was duly made and seconded.</p>	<p><b>The motion to approve the consent agenda was approved unanimously by all Board members present.</b></p>
<p><b>Finance Update</b></p>	<p><b>Eileen Cheigh Nakamura</b>, Treasurer, provided the Board with a finance update.</p> <p>Eileen explained that Carver is in a strong cash position to start the year. This is in part due to an unanticipated \$500,000 unrestricted gift that came in early in the fiscal year.</p> <p>Eileen further advised the Board that the Finance Committee was evaluating several items including, improved IT security, moving employees to a 401K plan, and establishing an investment account. Eileen explained that the Finance Committee would like to move some funds into an investment account if Carver is unlikely to</p>	

	<p>need to use them in the short term, and the Finance Committee is evaluating how to implement this.</p> <p>Eileen also advised the Carver plans to re-establish the line of credit that was paid off to provide more short-term financial flexibility. The Board then discussed the potential benefits of borrowing against the building. <b>Brian Stern</b> explained that the Finance Committee has spent considerable time exploring that option but believes that under the current circumstances using an LOC is preferable.</p> <p>Eileen also informed the Board that Carver expects the second PPP loan, in the amount of approximately \$470,000, to be forgiven and <b>Anne Bradner</b> advised that the forgiveness application was submitted earlier that day.</p>	
<p><b>Audit</b></p>	<p><b>Richard Lawrence</b>, Audit Committee Chair, presented the Board with an update on the audit.</p> <p>Rich reported that Carver had filed for an extension to file its Form 990 (otherwise due Nov. 11). Rich advised that the Audit Committee had received a first draft report from the auditors, which called out a few items to be addressed, one of them being cybersecurity. Rich reported that Carver was close to signing a contract with a company to review its cybersecurity systems.</p> <p>Rich explained that historically, Carver used a non-compensated Board member to review payroll and invoices and that <b>John Callaghan</b> had been working with John Condon (former Board member) to step into this role. John reported that based on his initial review of expenses, everything appeared to comply with Carver’s internal processes.</p> <p>Rich reported that he expected the Audit Committee to be able to address any loose ends from the audit report and that he would circulate a copy of the Form 990 before it is submitted.</p>	
<p><b>Facilities Report</b></p>	<p><b>Richard Lawrence</b>, Facilities Committee, and <b>Edison Venegas</b>, of Tietjen Venegas Consulting Engineers, gave an update on the review of Carver’s facility’s needs.</p> <p>Rich explained that Edison has been working on a pro bono basis to help Carver assess how to triage its various capital improvement needs. Edison reported that addressing</p>	

the boiler system is a priority. Edison projected a cost of \$700,000 for replacing the system but noted that with a new system Carver could expect to save \$30,000 or more in heating costs per year (currently at approximately \$50,000). Edison also identified updating the fire alarm system, addressing leaking first floor roof drains, replacing roof top HVAC units, and installing sprinklers in the Fitness Center as priority items to address.

Regarding the boiler, Edison explained that upon giving contractors a 30% deposit, they would purchase the equipment and install piping within two weeks which should get the system through the Winter, after which the full replacement could be done in the Spring.

The projected costs of the other priority items were \$127,000 for full replacement of the first floor roof drains and damaged areas (\$22,000 to just address drains, which would bring relief to the area), \$84,000 for fire alarm replacements, and \$17,000 for fitness center sprinklers (expense previously approved).

Anne Bradner reported that Head Start had agreed to pay for the HVAC upgrades, which the Board had approved over the Summer.

Edison identified the second-tier priority items as replacement of the second and third floor HVAC units, which should be addressed over the next five years, and the third-tier priority as the parking lot.

The Board then discussed ways to pay for the needed improvements as well as how to budget for capital expenses going forward. One option discussed for long-term planning was having a 5-year rolling capital plan and budgeting for that.

**Colleen Kane** reported that Carver had applied for multiple grants for capital projects and that the Advancement staff is continuing to identify grants that can be used for capital projects and was also analyzing options for capital fundraising. **Anne Bradner** also mentioned that because some grants require using union labor, Carver had to analyze which projects were better suited for those grants.

The Board also discussed whether it should evaluate selling the building and moving to a more modern one with fewer capital needs. Anne advised that Carver has evaluated that and will continue to do so but noted that the building we are in has significance to the community, which is important to Carver as an organization.

	<p>The Board also discussed the option of borrowing against the building to finance the boiler repair and evaluating whether the savings in annual heating costs would be significant enough to create overall positive cash flow against any loan payments.</p>	
<p><b>CEO Report</b></p>	<p><b>Anne Bradner</b> provided the Board with an update.</p> <p>Anne reported that Carver, as part of its organizational goals review, is continuing to evaluate staffing needs and trying to bring back people as it ramps up programming. Anne reported that Carver has retained a new chef, Peter Cregan, who founded Pacifico Restaurant. Anne also reported that Carver is looking for a new chief programming officer. Additionally, as part of the organizational goals review, Carver is evaluating the support structure around advancement and has submitted an application to the Munzer Foundation, which has expressed interest in helping Carver with capacity building and strategic planning.</p> <p>Anne reported that Carver wants to move back to an indoor Carver Market and is evaluating how to do so without reducing the number of people served. She further explained that the County has contacted Carver and offered \$125,000 to be used to address food security.</p> <p>Anne reported that Carver is getting a new bus and bringing back Dinner at Noon and Senior Breakfasts.</p> <p>Anne advised that Carver had done a coat drive last week and would be delivering Thanksgiving meals next week in conjunction with Redemption Church. A teens dinner was scheduled for next Friday, and Lou Larizza is partnering with Carver for a toy drive, part of which is giving gift cards for gifts and groceries to 100 families.</p> <p>Anne also reported that Carver had incurred \$21,000 of expenses related to sewage clean up in October resulting from a backed up municipal drain and had made insurance claims and a claim to the Village in connection with that.</p>	
<p><b>Advancement Update</b></p>	<p><b>Jim Howland</b>, Advancement Committee, <b>Yvette Hammel</b>, Chair of Benefit Committee, and <b>Colleen Kane</b>, Chief Advancement Officer, gave an update.</p> <p>Jim explained that save for the facility issues addressed before, Carver was in good</p>	

	<p>shape fundraising and that even if you strip out the large \$500,000 gift, Carver was \$65,000 ahead of where it was at this time in the prior fiscal year.</p> <p>Colleen reported that the Annual Appeal email campaign would begin Monday and requested that Board members provide her with personal notes to accompany the mailings by Monday. Colleen advised that Carver would begin work on the thank you campaign in mid-December.</p> <p>Yvette reported that Carver has secured a band and auctioneer for the benefit and selected Tom Murphy as the honoree. Yvette explained that it would be an in-person event with proof of vaccination required and the committee was evaluating the mechanics of that. Save the dates are proposed to go out in mid-December and Carver is looking for table hosts.</p> <p>Colleen reported that with the assistance of LAPA, Carver is submitting a steady stream of grant proposals (roughly one per week) and was researching grants or other funding sources for capital projects.</p>	
<b>Programming Update</b>	<p><b>Sue DeStaebler</b>, Programming Committee, provided an update.</p> <p>Sue reported that the new middle school pilot program—consisting of 2hrs/day, Monday-Thursday and funded by the CARES Act—had started. Sue also reported that Carver had been offered the opportunity to accept funding for a teen scholarship program and had formed a task force of Sue, Anne, and Felipe to analyze how to do this since it would be a new program for Carver.</p> <p>Sue also reported that the after-school food program, which is serving approximately 700 students a day, is up and running.</p>	
<b>Adjournment</b>	<p>The meeting was adjourned by Claire Steinberg at 8:25 p.m.</p>	