

PVS is the only nationwide visitation program in the United States authorized by the Federal Bureau of Prisons and the Department of Defense to visit all federal and military prisons and prisoners. Our nationwide network of volunteer visitors provides face-to-face contact with prisoners to help them cope with prison life and prepare for successful reentry into society.

**Prisoner Visitation and Support
Board of Directors Meeting Minutes
November 12, 2021
4:30 pm EST
Session One, Conducted via Zoom**

In attendance: Rachel Osborn (Chair); Michael Guerra; Elizabeth Leshner; Marc Levin; Brian Lewis; David Poundstone; Susannah Rose, Tom Slick; Dan Struble. **Absent with regrets:** Virginia Rinella. **Special Guest:** Erika Janifer. **Staff in attendance:** Emily Cashell-DeSilva (*Administrative Coordinator*); Molly Clifford (*Executive Director*); Eileen Gilkenson (*Visitor Coordinator*).

1. Welcome, Introductions and Agenda Review **Rachel Osborn**

1 - PVS November 12 - 13 2021 Board Agenda

Rachel Osborn called the meeting to order at 4:32 pm and welcomed all. She thanked the staff for their work in preparing for the meeting. A quorum was present.

New business will be discussed during Saturday's afternoon session. Rachel asked Board members to email her any new business items they would like addressed. The roster of 2022 Board meetings will be scheduled during Session Three, so all Board members were encouraged to be prepared with their calendars.

2. Consent Agenda **Rachel Osborn**

2a - Draft PVS Board Minutes 9.11-17.2021

2b - Development Committee Report 11.9.2021

The consent agenda as presented on the Board portal was approved.

3. Governance and Nominating: New Board Members **Tom Slick**

3a - Erika Janifer Resume 5.26.2021

3b - Luis Gonzalez Resume 2021

Tom Slick, along with Molly Clifford and Dan Struble, conducted interviews of two new prospective Board members. Their resumes were shared on the Board portal.

Erika Janifer: Susannah Rose endorsed Erika as an appointee of Baltimore Yearly Meeting. She brings business expertise and management skills, along with experience in strategic planning. Tom called for any questions for the committee on her resume or interview. The Board expressed enthusiasm for this nominee.

Action taken: The Board of Directors unanimously approved the appointment of Erika Janifer to the PVS Board of Directors for a three-year term starting in January 2022.

Luis (Suave) Gonzalez: Suave Gonzalez was the keynote speaker during our recent “Power of Visiting” virtual fundraising event, which many Board members attended. Tom reported that he is compelling and would positively represent PVS. He expressed interest in joining and bringing his business acumen to the development committee. As an active member of the Philadelphia community and a formerly incarcerated person, he has many positive connections to bring to PVS. He also expressed interest in helping PVS recruit more visitors of color.

Action taken: The Board of Directors unanimously approved the appointment of Luis (Suave) Gonzalez to the PVS Board of Directors for a three-year term starting in January 2022.

The Board thanked the Governance and Nominating Committee, along with Molly and Susannah, for their help in recruiting Luis and Erika, respectively. Rachel will meet with both new Directors to ascertain which committees they are interested in joining. Although both new Directors have an official term start date of January 2022, they will be invited to serve on committees and stay up to date on Board business in the interim.

[Erika Janifer joined the meeting. Board and staff introduced themselves.]

4. Staff Report **Molly Clifford**

4 - Staff Report to Board

Administration

We received more than 100 resumes for the Visitor Coordinator position from which Eileen Gilkenson is retiring. The initial interview team, consisting of Eileen, Marc Levin, and Emily Cashell-DeSilva, met with a handful of candidates. Two top candidates were referred to Molly for a second interview, which will be conducted this week. The transition will take place at the end of December 2021 or beginning of January 2022, with a week of overlap between Eileen and the new employee.

Development

The *Power of Visiting* event was successful. Of the 122 registrants, 55 were new to us. All have been added to our email list, as well as anyone who watches the recording on our website.

Communications

The new PVS video that has been in the works since 2019 is back on track after being halted due to Covid. Videographer David Sollenberger conducted interviews at the 2019 training conference in Mississippi. In November 2021 he will record Dan Struble, Eileen Gilkenson, and Jim Marren at their respective prisons. He reported he has enough footage to finish the video and will provide difference clip lengths.

Visitors

Visitors are understandably frustrated as most prisons remain closed to visiting due to Covid. The staff and training team continue to work to keep visitors engaged.

The Board thank the staff for all its hard work.

5. Other Business

Molly Clifford/Board

Bank Signatories

The organization needs to update bank signatories and approved contacts due both to the change in officers and Eileen's retirement. Molly explained the accounts that PVS holds and what is needed for signatories to be added to each.

Action taken: The Board unanimously approved adding Rachel Osborn and Dan Struble as signatories on the PNC business checking and money market accounts; Molly (legal name Ellen) Clifford and Dan Struble on the PNC investment accounts; and Molly (Ellen) Clifford as a signer for the Friends Fiduciary account. The above changes will be made with PNC Bank and Friends Fiduciary Corporation.

Small Claims Legal Settlement

4b---Fraud background statement

A legal claim has been filed against PVS in relation to an attempted check fraud that took place in August 2018. Rachel provided background information. The total claim amount is \$3,450.25. Rachel, Marc Levin, and Michael Guerra have been working with Molly on the issue. The working group authorized Molly to offer a settlement claim to the complainant of \$1,500. This was countered with \$2,000. The working group brought the issue to the Board to this session for further discussion. The matter at hand is to pay the proposed settlement or go to small claims court in Philadelphia on November 19, 2021. After some discussion, the Board decided to further consider the issue and vote during tomorrow's 12 pm session.

6. Governance and Nominating Committee Report

Tom Slick

Proposed 2022 Chair and Officers

The Governance and Nominating Committee presented the proposed slate of Board officers for 2022: Tom Slick, Chair; Virginia Rinella, Vice Chair; Dan Struble, Treasurer; and Rachel Osborn, Secretary. The Board waived the offer of Tom, Dan, and Rachel to step out of the meeting for discussion.

Action taken: The Board unanimously approved the slate of Board officers as presented.

Proposed Slate of Directors and Terms

5a - Proposed Slate of PVS Directors and Terms 11.8.2021

Tom presented a chart that laid out the term limits and class for each Director, per the newly updated bylaws. He suggested he be moved from class 3 to class 2 in order to balance out the classes.

Action taken: The Board unanimously approved the slate of Directors and terms for the 2022 Board of Directors as presented, with the change of Tom Slick from class 3 to class 2.

Board Expectations

5b - PVS Board Member expectations Draft 11.3.2021

Tom shared the newly revised Board member expectations document and opened the floor for questions.

Action taken: The Board unanimously approved the Board member expectations document.

Action item: A clean copy will be distributed to all Board members, who will need to sign and return it to Molly and Rachel not later than January 2022.

Conflict of Interest

5c - PVS Conflict of Interest Policy Draft 11.8.2021

Tom shared the newly revised conflict of interest policy and opened the floor for questions.

Action taken: The Board unanimously approved the Board conflict of interest policy.

Action item: A clean copy will be distributed to all Board members, who will need to sign and return it to Molly and Rachel not later than January 2022.

The Board thanked the Governance and Nominating Committee its work updating these important documents.

7. Executive Session Board

The Board went into executive session at 6:17 pm ET.

The Board meeting concluded at 6:38 pm to reconvene at 12:00 pm ET on November 13.

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**Prisoner Visitation and Support
Board of Directors Meeting Minutes
November 13, 2021
12:00 pm EST
Session Two of Three, Conducted via Zoom**

In attendance: Rachel Osborn (Chair); Michael Guerra; Elizabeth Leshner; Marc Levin; Brian Lewis; David Poundstone; Tom Slick; Dan Struble. **Absent with regrets:** Virginia Rinella. **Special Guest:** Erika Janifer. **Staff in attendance:** Emily Cashell-DeSilva; Molly Clifford; Eileen Gilkenson.

Rachel Osborn called the meeting to order at 12:05 pm and welcomed all. A quorum was present. Reviewing the revised copy of the agenda on the Board portal, she noted the financial and strategic plan reports were shorted, and an executive session was added. The proposed length for this session is 75 minutes.

8. Personnel Report

Marc Levin

Marc Levin thanked the staff and reported he will be conducting Molly Clifford's annual performance review next week. Molly will then do performance reviews for the rest of the staff. Since Marc is leaving the Board at the end of the calendar year, he will be working with new personnel committee members Michael Guerra and Virginia Rinella to prepare Molly's 2022 performance management plan.

9. Financial Report

Molly Clifford

8a - Statement of Activity 1-1-21 to 10-31-21

Molly reported she is working with the finance and development committees to create a more accurate and streamlined procedure for tracking income and expenses. Noting that Quickbooks is an accounting program and DonorPerfect is a donor tracking program, the numbers that come from Quickbooks will be less detailed than those from Donor Perfect,

Revenue

We received several large, unexpected donations that greatly helped offset overall general lower gift income. Moving forward in 2022, financial reports will be revised to reflect the donor category from which revenue was received rather than the method by which it was received.

Molly noted that item 24 of the report, "Board Pledges to Date" shows the amount pledged by Board members while item 17, "Board," is the amount of money

received from Board members both in outright gifts and pledge payments. Not all Board pledges are fulfilled, but we are on track to reach the budgeted goal. Rachel thanked the Board for its generous commitment of \$23,130 to date.

The development committee will review congregational giving as well as redefining “major donor.” We do not have any corporate support this year.

Expenditures

The “Pension” line is higher this year because we had to reissue a lost 2019 pension payment check. The “Consultant” line shows expenditures for the Quickbooks Made Easy project.

Bank Account Balances

8b - PVS Bank Account Balances as of 11-5-21

Our upcoming major expenses include the end of year direct mail appeal and a 20,000-piece prospect mailing.

Our PNC investment account is where donations of stock are placed. When a stock donation is received, the bank contacts us and cashes out the amount to our checking account. Molly noted the finance committee will be working on creating a procedure to handle stock gifts going forward.

We have not drawn on our Friends Fiduciary Corporation account this year. Interest continues to accumulate and rolls into the fund.

We received a PPP loan in April, which was the second round of loans. It has already been forgiven. Unfortunately, we were unable to be a part of the third round since the federal PPP fund was depleted.

2022 Budget

8c - Draft 2022 Budget

Molly presented the proposed 2022 budget, noting it was a “stretch income” budget. It was created based on previous income and expenses as well as proposed expenses needed to achieve our strategic plan. As noted earlier, categories have been changed. Program fees are higher because we hope to have a virtual training conference in 2022. Salary and payroll expenses are higher due to the hiring of a new employee including health care benefits. \$20,000 has been included for another large donor acquisition mailing. Bank fees and merchant services fees have been separated into different lines. Line 7410, “Consultant Fees,” will be used for a diversity and inclusion consultant. Changes discussed during the last executive session are reflected in this budget, including salary and pension rates.

Eileen noted that PVS visitors in the past have offered to donate towards diversity efforts. Erika offered to assist in shopping for insurance and IT vendors. Aiming to keep income and expenses in balance, it was noted that the Board can adopt an amended budget at any point in a fiscal year. Achieving the 2022 budget will require a lot of work on the part of staff, Board, and committees.

Action taken: The Board approved the 2022 budget.

A draft of the 2020 IRS Form 990 has been forwarded to the Board for review. It is due November 15, 2021, so as in the past we have been given a tight timeline. We have a plan for 2022 to create a schedule with the accountants to avoid a recurrence of this time frame.

10. Small Claims Legal Settlement

Action taken: The Board approved creating an ad hoc “litigation team” of Molly Clifford, Rachel Osborn, and Michael Guerra and authorized it to offer a settlement of \$1,500. If the settlement is not accepted, the committee is authorized to go to small claims court.

11. PVS Strategic Plan Molly Clifford/Board

9a - PVS Core Values Draft

Molly reviewed the draft core values developed by the ad hoc group since the last Board meeting. The biggest changes made were to ensure all words were all the same part of speech, put in alphabetical order, and exchanging “inclusion” for “diversity.” The list was submitted for approval.

Action taken: The Board approved the updated core values as presented.

Action item: The core values will be shared on our website, social media, annual report, and in all training and recruitment materials, both printed and electronic.

The following wording was also approved for our mission and vision statement as regards prisoners: *“To encourage personal growth, help them cope with prison life, and help them prepare for successful reentry into society.”*

Fiscal Implications Rachel Osborn/Board

9b - Cost-out report 11.13.2021

Rachel noted the presented cost-out report should not be seen as an action statement but rather a “rough plan” to help us begin to consider the real numbers we need to accomplish the strategic plan.

In the ensuing discussion the following points were made:

* Development officer. This is not included in the 2022 budget although it is in the plan.

Our typical budget range is \$180,000 - \$200,000. We need a fiscal safety net to proceed; what can we gain from this position? Investment pays a dividend. There is a lot of potential now due to the interest in prisons. 'All it takes is a tweet from one famous person.'
Prioritize new positions according to funds available.

* Rationale for spending more money: serving more prisoners and getting more visitors. Also, perhaps an opportunity to increase our presence in coalitions regarding prisons. The scale must be tied to visitors and the mission. We need an operational blueprint as well as a plan. Every plan has to be focused and visionary. One definition of success: when we do not have a waiting list for visitors.

* Next step. Have the committees fold the strategic plan into their action plans for the year.

Action taken: The Board approved the strategic plan as presented at the September 2021 Board meeting.

Action items: The strategic planning task force will reconvene and segment the strategic into working plans per committee. These given to each committee to review for strategic implications and its concepts for costs, to be completed by February 2022. An executive summary of the plan will be shared with visitors.

12. Other Business

Rachel and Marc shared the surprise plaques they received from PVS as thanks for their years of service on the Board. In turn, they expressed appreciation to the Board and staff.

The session concluded at 2:03 pm to reconvene at 2:30 pm ET.

**Prisoner Visitation and Support
Board of Directors Meeting Minutes
November 13, 2021
2:30 pm EST**

Session Three of Three, Conducted via Zoom

In attendance: Rachel Osborn (Chair); Elizabeth Leshner; Marc Levin; David Poundstone; Tom Slick; Dan Struble. **Absent with regrets:** Michael Guerra; Brian Lewis; Virginia Rinella. **Special Guest:** Erika Janifer. **Staff in attendance:** Emily Cashell-DeSilva; Molly Clifford; Eileen Gilkenson.

Rachel Osborn called the meeting to order at 2:34 pm and welcomed all. A quorum was present.

13. New Business **Rachel Osborn**

Rachel read a citation to Marc Levin to again recognize Marc and all his years of service and dedication to PVS in multiple capacities.

14. 2022 Meeting Schedule

The Board determined the 2022 roster of Board meetings as follows. They will be held Friday afternoon or evening and Saturday during the day.

February 4 – 5, 2022
May 13 – 14, 2022
September 9 – 10, 2022
November 11 – 12, 2022

Molly will send a follow up email with these dates for those absent from this meeting.

15. Executive Session **Board**

The Board went into executive session at 2:51 pm ET.

The Board meeting concluded at 3:27 pm. ET with thanks to all.

Rachel Osborn, Secretary pro tem
With thanks to Emily Cashell-DeSilva