

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, encourage personal growth, and prepare for successful reentry into society.

**Prisoner Visitation and Support
Board of Directors Meeting Minutes
Friday, November 11, 2022
3:00 pm ET**

Session One of Two, conducted in person and via Zoom

In attendance: Tom Slick (Chair); Gary Blanchard [via Zoom], Michael Guerra, Erika Janifer [via Zoom], Rachel Osborn, David Poundstone [via Zoom], Virginia Rinella, Susannah Rose, Dan Struble [via Zoom]. **Absent with regrets:** Shazad Carbaidwala, Suave Gonzalez, Brian Lewis, and Scott Sussman. **Staff in attendance:** Emily Cashell-DeSilva (*Program Manager*); Molly Clifford (*Executive Director*).

1. Welcome and Agenda Review

Tom Slick

PVS November 11-12, 2022 Board Agenda

After a period of informal socializing Tom Slick called the meeting to order at 3:05 pm ET. A quorum was present. Tom thanked Suave, Molly and Emily for last evening's successful special event. Reviewing the accomplishments of 2022, Tom cited: five new Board members (assuming approval of the two proposed new Board members today), new gift acceptance policy, new finance and accounting policy, revised employee handbook, one Zoom training conference, two online fundraising events, the Board self-assessment, DEI Board training, PVS video completed, and continued work on the strategic plan.

2. Consent Agenda

Tom Slick/All

DRAFT PVS Board Minutes September 9-10, 2022

Proposed 2023 Board Officers

Proposed 2023 Board Meetings

Committee Reports: Finance; Personnel; Development; Governance & Nominating; Executive

Tom asked for a motion to approve the documents as presented on the Board portal. Virginia Rinella moved, Dan Struble seconded and all were in favor. The consent agenda documents were approved.

3. Old Business

Rachel Osborn

Rachel Osborn reported she is continuing her contacts with archivists at Swarthmore College regarding our PVS collection at its Peace Collection and that she and Molly continue to work on a PVS records retention plan draft for the Board by the end of 2022.

4. New Business

Tom Slick/Molly Clifford

Steve Schwab bio

Esther Zeledon bio

Tom presented the names of two proposed new Board members for Board discussion and vote. Molly described Steve Schwab. He has good skills in strategic planning, government affairs and development. He is personally known to both her and Mike Guerra.

Esther Zeledon was recommended by Erika Janifer who has a professional relationship with her. Esther focuses on international development, strategic planning and foundations in her job. Molly and Tom interviewed both candidates. When asked about their interest in prisons, Tom stated Esther wants to help not for profits; Molly noted Steve's work with veterans has helped him understand the concerns with prisoners. Given that Esther lives in the Dominican Republic, the subject of any problem with information leaving the United States will be discussed later. Gary Blanchard made a motion to accept the two new Board members, Susannah Rose seconded, and were all in favor. Tom also stated that the next Board recruitment efforts need to focus on PVS visitors.

Action taken: The Board of Directors unanimously approved the appointments of Steve Schwab and Esther Zeledon to the PVS Board of Directors effective January 1, 2023 for a three-year term for the class ending December 31, 2025.

5. Executive Director Report

Molly Clifford

Staff Report to the Board

Molly gave the highlights from her written report on the Board portal.

- a. Administration. Emily has been promoted to the new Program Manager position. Stephanie Farley has been retained as independent account keeper for PVS. A three-month administrative assistant position for the busy December - February donation season has been identified. There is a concern with the BOP - Scott Sussman's replacement has already left, and there has been no response yet from the new BOP Director to our PVS communication. Molly will try again in 2023 to get her attention.
- b. Development. Last night's event at the Morton Gallery was very successful, thanks to Suave Gonzalez, PVS Board members and the gallery directors. Artwork with 10% of the proceeds supporting PVS was sold, and a few new PVS visitors might also result. The October 26, 2022 Zoom fundraising event with Suave and Susan Burton drew 72 participants. Regarding the winter 2022 appeal, which included mailing to the 15,000 prospective donors, Molly replied that so far \$12,635 has been raised from 51 donors, nine of whom are new to us. Rachel reminded the Board to write their new donor thank you notes, as very important for donor retention!
- c. Visitors/training. When asked if we had a tracking system for the status of new visitor appointees in process, Molly noted Emily maintains a tracking sheet, and that the top priorities for appointees are people who live near prisons and prisons that are open. A team of seasoned PVS visitors like Virginia, Gary and Tom will help with prospective visitor interviews. PVS coordinators have their own waiting lists of prisoners who wish visits, but they are not now reporting these to the PVS office.
- d. Molly said her 2023 foci would be fundraising and visitor training.

6. Financial Report

Tom Slick/Molly Clifford

Financial reports

Referencing the document on the Board portal, Tom Slick provided an overview of these six financial statements provided by Stephanie Farley. As of October 31, 2022 PVS YTD revenue was \$137,171 and expenses were \$159,677. The balance in all bank accounts and investments was \$116,476. Reviewing the documents, the following points were made:

- Tom asked the Board to fulfill its financial commitment for 2022.

- In terms of expenses for website giving, Emily stated that DonorPerfect works with SafeSave so PVS can't change some of these fees.
- Stephanie recommends a 2022 compilation rather than an audit, which will save costs. As an outside consultant Stephanie is doing the ongoing fiscal review and reconciliation, so PVS doesn't need to pay another outside firm to complete the 2022 compilation. Stephanie is also looking into Zelle for contributions and other ways of paying our vendors.
- In the financial statements, Dave Poundstone would like to see a fifth column added that shows the total fiscal year budget, next to the % of budget column.
- Regarding the IRS Form 990, Tom said Stephanie will complete and present it to the Finance Committee for Board approval. It has to go out on November 15, 2022. Molly noted that language from the GuideStar listing regarding PVS mission and outcomes will be added to the draft 990, which was made available at the Board meeting. Tom noted the Board can approve a revised Form 990.
- In the statement of financial position report, Molly noted we had to pay accountants J. Miller & Associates twice in two years because they did not bill us timely. We have decided we will not work with J. Miller again.

Rachel moved, Virginia seconded and all accepted the financial statements as presented.

7. Employee Handbook

Virginia Rinella

Employee Handbook

Employee Benefits Addendum

Virginia reviewed the employee handbook revisions approved by the Personnel Committee, including language changes, the addition of a table of contents, and more. She especially thanked Mike Guerra and Carl Pope for their help with the documents. There was discussion regarding how personal days were defined. Molly stated it was to make them different from vacation days and not have the definition be too confining. Regarding the alternative of PTO, Molly said she would rather keep the current structure of personal, vacation, and sick days. These generous personal days can be considered a fringe benefit of working with a low budget institution. Tom then called the question, Gary made the motion, Dan seconded, and all were in favor of the revised employee handbook and addendum.

Action taken: The Board of Directors unanimously approved the adoption of the revised Employee Handbook and the new Employee Benefits Addendum as presented, as PVS policy effective immediately.

8. DEI Assessment, Analysis and Next Steps

Molly Clifford

How to Make Corporate Boards More Diverse

Molly opened the guided discussion by introducing Linda Young Wilson, DEI consultant from the Fund II Foundation based in Washington, DC. Molly thanked Linda for donating her time in conducting a DEI survey of Board members and in presenting today's PowerPoint presentation called the "PVS DIE Effort," based on Board members' DEI assessments. Linda led us through a compilation of the responses sharing her own insights. She noted that for DEI to be successful, recruitment, engagement, and retention are all essential. She noted the importance of setting and following SMART goals. The Board thanked Linda and will confer upon next steps.

9. Executive Session

Board

The Board went into executive session at 6:30 pm ET.

The executive session and therefore the Board meeting concluded at 6:53 pm ET to embark upon the Board and staff dinner at the Iron Hill Brewery, and to reconvene at 10:00 am ET on Saturday November 12, 2022 for the next Board session.

Prisoner Visitation and Support Board of Directors Meeting Minutes Saturday, November 12, 2022 10:00 am ET

Session Two of Two, conducted in person and via Zoom

In attendance: Tom Slick (Chair); Gary Blanchard [via Zoom], Michael Guerra, Erika Janifer [via Zoom], Rachel Osborn, David Poundstone [via Zoom], Virginia Rinella, Susannah Rose, Dan Struble. Absent with regrets: Shazad Carbaidwala, Suave Gonzalez, Brian Lewis, and Scott Sussman. **Staff in attendance:** Emily Cashell-DeSilva, Molly Clifford.

Tom Slick called the meeting to order at 10:03 am ET. A quorum was present. Recognizing Veteran's Day, Susannah made note of the number of veterans in federal prisons, a significant percentage of whom have mental health issues. Tom shared a story about his involvement with a prisoner who when released wrote a note to Toms saying, "Hello my friend I'm living my best life." Tom asked how could he or returning citizens like him help aid PVS?

Tom, Molly and the Board then acknowledged the contributions of Rachel Osborn and Susannah Rose, both of whom are leaving the Board at the end of 2022 after many years of service, giving each a gift and sharing words of appreciation.

10. Board Self-Assessment

Susannah Rose/All

Summary of 2022 Board Self-Assessment

Tom asked Susannah to walk us through the summary document. Susannah noted that doing an annual self-assessment is a Board best practice. The goal was to assess the Board overall and not oneself as a Board member. The scale was 1 to 5; 1 is positive and a target goal. Next year the document should add a "don't know" category for new Board members who might not have the information to give numeric responses.

In reviewing the five broad assessment categories, the following points were made:

- a. Board meetings (group dynamics, productivity). We can speak our minds and do it with respect. To maintain focus, we need more discipline in discussing a topic at its assigned time on the Board agenda. Use the social time to share visiting stories that help keep us focused on our mission.
- b. Communications. Read the Board documents on the portal beforehand and be prepared. Committee chairs should use their members more strategically and creatively, not just in committee meetings. Have the committee job description in the new Board member orientation. Chairs should orient new committee members. Committees need to keep the strategic plan alive; have annual measurable goals. A meeting at the beginning of the year of the four committee chairs with the Board chair and Molly could help each committee develop a "thermometer" to set its measurable goals for that year. Chairs could also call in to the first 15 minutes of the executive committee as a check in.

- c. Legal responsibilities. A great improvement over prior years.
- d. Support for the executive director. Reminder: just two staff do the back end operations as well as the front facing activities! Make their jobs easier: 1. Have committees write their own meeting notes; appoint a committee member to be the recorder. 2. Have volunteers write articles for the newsletter. 3. Do not ask staff to manage another committee. Use DonorPerfect to identify and record skills sets of new PVS visitors.
- e. Board membership. The Governance and Nominating Committee has a new onboarding process to orient new Board members.

11. Strategic Planning Status and Update

Susannah Rose/All

Strategic Plan Reports: Executive and Board; Development; Governance; Finance; Staff
Tom called on Susannah to walk us through the strategic plan update. She began by reminding us of the four broad goals in the plan approved in November 2021 and the fact the Board set this and each annual meeting as the time to realistically assess where we are. Susannah noted there were two parts to this session: a) Having each committee chair give a summary of their major progress - what's completed, what ought to be dropped or added and any suggested changes to the plan; and b) Having the Board discuss overall next steps.

Committee chairs reviewed the work of their committees per the plan in this order:
Executive Committee - Tom Slick. Development - Rachel Osborn. Governance and Nominating - David Poundstone. Finance – Dan Struble. Staff – Molly Clifford. Susannah took notes of the committees’ accomplishments and proposed changes.

Virginia stated the Personnel Committee was not on this strategic plan reporting list. She would like to see a formalized strategic plan goal for personnel. Susannah noted that determining PVS staffing needs is in the strategic plan for 2023. In discussion, the Board determined that Molly as executive director would take the lead in conjunction with the Personnel Committee to come back to the Board with a plan.

Susannah asked for suggestions to improve the 2023 strategic plan progress review. Board members suggested: Have committees report on the strategic plan at their quarterly reports. Add a new column on the strategic plan for ‘report on progress.’ Provide the charge to the committees at the beginning of the fiscal year. Add to the committee report template a ‘progress on strategic plan’ line. Have each committee provide a short progress report on its major accomplishments each year.

Next steps: Susannah offered to update the strategic plan per today's meeting and recommended discussing it at the next Board meeting. She also suggested identifying a lead, volunteer or staff, for each task. The Board concurred. Susannah will update the plan, including identifying proposed leads, and share the document with Molly and Tom. They will then bring it to the Board for review and discussion.

12. 2023 Budget Discussion and Adoption

Molly Clifford/All

2023 Proposed Budget

Molly presented the draft 2023 budget of \$195,500.

She stated this is a base budget, developed by first defining the 2023 expenses and then projecting revenues to match. It does not include expenses for a donor acquisition campaign. She noted that revenue primarily comes from individuals.

In answer to the question about whether we will be able to generate the additional \$60,000 revenue in individual donors in 2023 over our projected 2022 year end results, Molly said we will work harder on increased gifts from current donors and gaining new donors to try to meet the goal.

Regarding where PVS should focus our development efforts, Rachel went over a Giving USA slide that confirms the statistic, which has held for decades, that individual donors constitute approximately 75% of all philanthropic dollars, and encouraged PVS to continue our focus on them for greatest ROI.

The proposed 2023 visitor training conference is a separate, but related, budget. This engendered further discussion.

Tom asked for a motion regarding approval of the 2023 draft budget. Dave proposed and Dan seconded. The 2023 budget as presented was unanimously approved.

Action taken: The Board of Directors unanimously approved the 2023 budget of \$195,500.

Proposed 2023 visitor training conference.

As reported at previous Board meetings, 2023 was targeted for an in-person event in Lexington, Kentucky. Emily noted the training team had identified a site there and sent it an RFP. Molly stated that, in a visitor survey, 100 visitors said yes to an in-person conference. It would be hybrid; there would be a fee for Zoom participants. Molly noted 75 of our 300+ visitors attended the recent Zoom training; most were experienced visitors.

In terms of whether the Board had approved an in-person training conference for 2023, the answer was no. It was affirmed that, on the basis of policy and fiscal implications, the Board needs to approve all in-person conferences.

A budget for the conference has not been set. If approved, a 2023 conference would likely incur 2022 expenses, e.g. a site deposit with a minimum participant number. There are risks financially and we are behind in planning. There is no money in the 2023 operating budget to cover any losses; the conference needs to break even. We are in reset due to COVID - is 2023 the time? Regional conferences could be more costly. Develop different models for training.

Next steps. a) Molly will do a SurveyMonkey to determine visitor participation in 2023 and develop a proposed conference budget. b) The Executive Committee will meet the week of November 28, 2022 to determine and then recommend to the Board the action plan for 2023. c) Try to have training team meet before the Executive Committee meeting.

13. Executive Session

Board and Molly Clifford

The Board went into executive session with Molly Clifford at 3:15 pm ET to discuss DEI matters and to establish next steps.

The Board meeting concluded at 3:40 pm ET with thanks to all, to reconvene at the next regularly scheduled Board meeting on February 10 – 11, 2023.

Rachel Osborn, Board Secretary