

The Dane County Humane Society

Board of Directors Meeting – February 15, 2022 11:00 a.m.

Attendees: Joe Goode, Joel Davidson, Cathy Holmes, Maggie Premo (joined at 11:40AM), Laura Murray, Julie Fagan, Joy Cardin, Linn Roth, Amy Manthey, Sara Colopy (joined at 11:35AM)

Excused: Amy Johnson

Guests: None

Staff: Pam McCloud Smith, Amy Good, Doug Brown

Note – This entire meeting occurred using video and/or phone conferencing.

1. Call to Order
 - a. Called to order at 11:07AM.
 - b. Approve January 18, 2022 open meeting minutes
 - i. **Motion to approve minutes by Joy Cardin.** Second by Linn Roth.
Motion carried.
2. Regular Update
 - a. Executive Director Update – Pam McCloud
 - i. See Report
 - ii. General comments
 1. Open positions are being filled
 2. Catalytic converters from 2 vans stolen, 2 parking lot lights damaged, police called
 - a. Doug Brown is working on cameras for parking lot area
 3. Smoke in Training Room
 - a. Caused by HVAC, being repaired
 - iii. DEI
 1. Staff surveys out now
 2. Results to be shared in April
 3. Also creating unisex/family bathroom.
 - b. Development Update – Amy Good
 - i. See report
 - ii. Regular activity
 1. 2022 continues excellent fundraising results
 - a. Number of gifts for January
 - i. 2021 – 894
 - ii. 2022 – 3,700
 2. Two new staff members hired
 - a. Associate Directors of Development who will work on major gifts
 3. Camp Pawprint registration on-line
 - a. Already 100 slots filled

The Dane County Humane Society

Board of Directors Meeting – February 15, 2022 11:00 a.m.

4. Toto's Gala
 - a. Hybrid event planning going well
 - c. Animal Statistics – Doug Brown
 - i. Animal operations fairly quiet
 - ii. Transfer numbers are looking good
 - iii. Initial review of LOS (length of stay) for 2021 is approximately 8 days for dogs, 13 ½ days for cats – AMAZING, excellent results for 2021
 - d. Financial Report – Amy Manthey
 - i. Drafts of Audit report and 2021 Financials completed
 - ii. Audit report will be presented to Board at March board meeting
 - iii. Form 990 has been drafted and will be presented to Board at April board meeting
 - iv. No updates for 2022 yet
3. Old Business
 - a. Board Operations Plan Going Forward
 - i. Joe Goode, Maggie Premo and Cathy Holmes met to discuss
 - ii. Goal to institutionalize Board documents and information making independent of actual board members
 - iii. Progress being made
 1. Working with Randy Viney (DCHS IT) to determine new platform
 2. Beginning work on structure for new board web site
 - b. Wolf Hunting Update – Joel Davidson
 - i. Good news – NO season and NO use of dogs during hunt or training for hunt
 - c. Toto's Gala – Joe Goode
 - i. Please attend if at all possible
 - ii. Pre-event get together hosted by Goode's
 1. Joe will send details
 - d. Open Board Seats
 - i. Linn Roth and Joe Goode may have possible board candidates
 1. Will be contacting them
 - e. Andy Burish and IPS Update – Cathy Holmes
 - i. IPS
 1. Changes to portfolio identified in IPS complete with the last one in progress
 2. Finance Committee will be discussing an RFI process regarding DCHS investments with target timeframe before end of year 2022
 4. New Business
 - a. Bylaws Summary (see handout) – Joe Goode and Cathy Holmes
 - i. Joe Goode's desire to create new President-Elect officer position identified the need for review of the Articles and Bylaws
 - ii. A brief history of governance activity was given by Cathy Holmes
 1. Articles and bylaws rewritten, approved and articles filed with State of Wisconsin in 2013
 2. Bylaws changed in 2017 at Annual Membership meeting
 - a. Reducing quorum of members for Membership meeting from 25 to 10 members
 3. No other changes to date

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4. Purpose of the rewriting was to update the language and make them more straightforward.
 - iii. Bylaws summary
 1. Article 1 – Office
 2. Article 2 – Purpose and Policies
 - a. Who we are and what our mission is
 3. Article 3 – Members and their rights
 4. Article 4 – Board makeup and functioning
 - a. 13 positions, staggered over 3 years, each with 3 year term
 - b. Defines process and architecture for conducting business
 5. Article 5 – Defines Officers
 - a. At least President, VP, Secretary and Treasurer
 - b. May make added positions as necessary
 - c. One year term
 - d. Any director can nominate any other board member for officer position
 - e. Position Descriptions
 - i. Draft of President
 - ii. Need VP, Treasurer and Secretary (responsibility of Board Operations committee)
 6. Article 6 – Board liability
 7. Article 7 – Miscellaneous
 - a. Fiscal year defined
 - b. Amendment process defined
 - b. Officer Descriptions and Roles (see handout)
 - i. See 4(a)(iii)(5)(e)
 - ii. Board Operations committee responsible for development and maintenance of position and process descriptions outside, but in support of Bylaws
 - c. Nominations for President-Elect and Vice President
 - i. President-Elect – Laura Murray
 - ii. Vice President – Maggie Premo
 - iii. No other nominations made – Nominations CLOSED
 - d. Officer Election Plan – Joe Goode
 - i. Elections will take place at the March board meeting for those two positions
5. Committee Activity
- a. Finance – None
 - b. Philanthropy – On Hold, waiting for Capital Campaign in 2022
 - c. Nominating – covered in (3)(d)
 - d. Board Operations – covered in (3)(a)
 - e. Legislative
 - i. Madison Ordinance for Breeding for Research
 1. Committee needs direction regarding next steps and/or positioning on this issue
 2. Committee will decide if this issue needs to be on March Board meeting agenda
 - f. Diversity – None

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6. Adjourn
 - a. Meeting was adjourned at 12:51PM.

Respectfully Submitted by,
Cathy Holmes
Board Secretary