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| Board Members:  Lisa O’Brien *President*  Julie McFarland  Sarah McDougald *Secretary*  Gail Howard | Voting Members:  Lisa O’Brien *President*  Julie McFarland  Sarah McDougald *Secretary*  Gail Howard | Voting Members Absent: | Date: May 4, 2022  Time: 1:30pm  Location: Pappa Geno’s |

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| **ITEM** | **DISCUSSION** | **RECOMMENDATION** |
| Call to order 1:30pm |  | None |
| Prayer | Prayer by Julie | None |
| Review of minutes | Reviewed by Sarah | Lisa motioned to pass the minutes. Julie seconds. Motion passed unanimously. |
| OLD BUSINESS: |  |  |
| Financials | Haiti Unibank balance: $1991  US Regions bank balance: $19,914.24  Haitian payments made: Lisa sent $120 plus $30 bonus to Fedelin for March work. Lisa sent $400 from Michelle Jones’ funds for food. Lisa sent $200.09 for Achelene’s medications. Lisa sent $713.25 to James Cadet for internet, solar panel, and headphones in trade for teaching English to Junior. | Reviewed.  Reviewed. |
| Missionary Flights International | Lisa notified the Board that WTH is not affiliated with Missionary Flights International (MFI). $315 affiliation fee was paid. MFI is out of Fort Pierce. One way tickets for the affiliated WTH President is $220 and those nonaffiliated $260. | Reviewed. |
| Guidelines to Donors | Guidelines to Donors needs to be signed by Sarah and added to bylaws since motioned passed from previous meeting. | Sarah to print and sign Guidelines to Donors document to add to bylaws. |
| Liability Release | Lisa presented her edits to the liability release form for our missionaries. | Reviewed. |
| Social Outreach | Website: Sarah is still trying to contact Britt.  Newsletter: content is written for newsletter. | Sarah to continue to try to contact Britt regarding the website.  Sarah to meet with Gail to finish newsletter. |
| Donations | Shell Oil Foundation HOPE: Denise Morrison matched donation of $50 will be sent to WTH by next quarter.  YourCause: A gift matching program with Melinda Stowell’s employer. Lisa signed Julie up as admin on website. | Reviewed.  Reviewed. |
| Nonprofit Funds | Lisa researched misappropriating nonprofit funds as discussed previous meeting. | Reviewed. |
| NEW BUSINESS: |  |  |
| Bylaw Review | All questions from Directors were discussed. Julie presented her review.   * Julie began discussing the importance of the language comparison between the Articles of Incorporation to the bylaws. Julie is tasked with ensuring language between both sets of documents match. * Next, Julie discussed WTH’s affiliations. How does being an affiliated with MFI compare to being an affiliate on the Board of Directors? Board discussed and agreed research should be continued. * Next, Board discussed changing the term limit language in section 4.03a. Julie proposes staggered terms- Sarah and Lisa in June; Gail and Julie (January). Julie stated this staggering of Directors would prevent any gaps in Director roles and any potential interruptions in WTH business due to lack of Director count. Board agreed. Board then agreed to have the June (staggered) re-elections during current meeting. * Next, Board discussed section 4.04. Lisa presented removing this affiliate section and adding in place what is required of a WTH Board member for consideration. For example, must be 18 years or older, provide CV/resume, be an individual of sound character good faith, outstanding citizen, etc. The Board agreed what statement is currently in the bylaws in section 4.04 should be replaced. * Next, Sarah discussed changing section 5.3 regarding communication for board decisions. Board agreed. * Next, Board discussed section 7.05 however, because of indemnification questions previously discussed by the Board, any edits to this section will be tabled. * Next, Board briefly reviewed the Document Retention Policy to ensure WTH is storing and managing all documents to nonprofit standard. * Next, Board discussed an amendment from 06/01/2018. Board agreed that it is no longer needed and motioned to remove. | Lisa to send Julie all Articles of Incorporation so Julie can compare the language to the bylaws. Lisa to meet with Sarah for assistance in scanning documents.  Lisa motioned to change section 4.03a change one year to three years. Julie seconds. Motion passed unanimously.  Lisa motioned to have June Director elections/reelections during current meeting. Sarah seconds. Motion passes unanimously.  Gail motioned to reelect Lisa as President. Julie seconds. Motion passes unanimously.  Sarah motions to reelect Julie as Vice President and Alternative Treasurer. Lisa seconds. Motion passes unanimously. Julie to creates Google calendar for WTH to add in important dates, such as term limit dates, elections, annual reviews, and signing of documents, etc.  Julie motions to change section 4.04 to the following: “In order to be eligible to server as a director on the board of directors, the individual must be at least 18 years of age, provide their CV/resume for director’s review upon request, and be of sound character.” Lisa seconds. Motion passes unanimously.  Sarah motions to change a phrase in section 5.3 to the following: “For purposes of this section an electronic communication on record constitutes a valid writing. The intent of this provision is to allow the board of directors to use electronic communication to approve actions, as long as a quorum of board members gives consent.” Julie seconds motion. Motion passes unanimously.  Julie to get previously asked questions regarding indemnification from a lawyer.  Lisa, Julie, and Sarah to review Document Retention Policy.  Sarah motioned to remove amendment dated 06/01/2018 from bylaws. Julie seconds. Motion passes unanimously. |
| Mission Trip | Lisa presented the June (June 23-30) mission trip itinerary thus far. MFI flight is reserved for 4-6 missionaries. Lisa reviewed expenses from previous trips, with medications reaching $11,000 from March trip. Board discussed budgeting more funds for medications for the June trip with inflation and increase in US medical staff attending. | Sarah motioned to budget Lisa with $9,000 on meds for the upcoming trip. Gail seconds. Motion passed unanimously. |
| Paydes Work | Paydes and Ernso (with Eucalyptus Guest House) working on the legalization process for WTH clinics in Cite Soleil. Paydes asked for $200 to obtain a permit from the mayor of Cite Soleil, however no additional details were given by Paydes. Ernso is confident that WTH is operating correctly with a Haitian doctor. The Board agrees to wait to send the money until more details on obtaining the permit are obtained.  Paydes is no longer storing WTH medications in his home. Ernso is storing the medications at his airport plaza office space. | Lisa to continue to work with Paydes on obtaining a permit for our Cite Soleil clinics.  Reviewed. |
| Social Outreach | Lisa updated website with new photos and verbiage.  Business Cards: Lisa to update and order more. | Reviewed.  Lisa to update and order more business cards. |
| Haitian Solicitors | Junior: Lisa sent Junior $75 for funeral expenses.  Kalewon: Lisa asked Board for permission to send Ernso more money to pay Kalewon.  Cedla: Lisa presented a house in Cite Soleil Cedla’s mother found at $200/yr. Michelle Jones’ funds would pay for this.  Don Didy: Lisa presented his want for photographic equipment to start a business in Jacmel. | Reviewed.  Julie motions to send $150 for Kaelwon’s work. Sarah seconds. Motion passed unanimously. |
| Telehealth patients | Cedla: WTH has consent from mom to use photos. Cedla is not healed; she is running, walking, and wearing underpants.  Achelene: family is funding Achelene’s therapy, not WTH. Achelene iwas given three B-complex shots, totaling $60 total for the nurse’s fee. Board agrees this is too high and has agreed on a lower amount of $30 total for Lisa to send. Board also agrees Achelene’s care has come to an end and WTH has done all that is possible to treat her.  Pedre: no further steps have been taken by our Haitian staff. Lisa proposes asking new doctor, Dr. Joseph, to assist with care for Pedre.Board agrees.  Pregnant prostitute with HIV: Dr. Elmondo requested retest at Hospital La Paix where she can be admitted each month to take pills. Juloveney suggested free treatment through MSPP. no further steps have been taken by our Haitian staff, only the suggestions. Lisa proposes asking new doctor, Dr. Joseph, to assist with care for prostitute. Board agrees. | Reviewed.  Lisa motioned to pay Achelene’s nurse $30 for the B-complex injections. Gail seconded. Motion passed unanimously. WTH has stop further care for Achelene.  Lisa to continue to get treatment for Pedre.  Lisa to continue to get treatment for prostitute. |
| New Committee Formation | Code of Ethics Committee formed during this meeting. Committee includes Sarah, Julie, and Gail. | Sarah, Julie, and Gail to document previous conduct by previous missionaries. |
| ANNOUNCMENTS |  |  |
| None. |  |  |
| NEXT MEETING |  |  |
| TBD. |  |  |
| AJOURNMENT |  |  |
| Closed at 4:07pm | Closing prayer by Lisa |  |

Minutes recorded by Sarah McDougald