



VIRGINIA INITIATIVE FOR
**GROWTH &
OPPORTUNITY**
IN EACH REGION
REGIONAL COUNCIL 9

**REGIONAL COUNCIL 9
EXECUTIVE COMMITTEE**

**MARCH 24, 2023
NOON to 1:00 PM**

1001 Research Park Blvd., Suite 301, Conference Room, Charlottesville, VA 22901

In-person Meeting

Virtual link provided for Public and with limited circumstances Council Members

<https://us06web.zoom.us/j/85437686921>

MINUTES

Attending In-Person: Ray Knott, Atlantic Union Bank (Chair); Ethan Dunstan, UVA Community Credit Union (Vice-Chair); Jim Cheng, CAV Angels; Ed Dalrymple, Jr., Cedar Mountain Stone; Patrick Mauney, Rappahannock-Rapidan Regional Commission (Treasurer)

Attending Virtually*: Yolunda Harrell, Taste of Home

Absent: Ed Scott, EcoSeptix Alliance

Staff: Shannon Holland, Helen Cauthen

1) Welcome

Ray Knott called the meeting to order at 12:05 p.m.

2) Roll Call

A roll call was performed. An in-person quorum was established, as noted above.

3) Public Comment

Shannon Holland stated that nobody had signed up in-person for public comment nor had electronic requests for public comment been received.

4) Committee Business – Action Item

a) Meeting Minutes - June 2020

Jim Cheng made a motion to approve the Meeting Minutes as presented. Ed Dalrymple, Jr., seconded the motion. The motion carried.

b) Financials – January 2023

Patrick Mauney, Treasurer, presented the Financials. Highlights include:

- The financials provided are through January 2023.
- The Council has incurred almost \$173,000 in expenses through January 2023 of the FY 2022 Capacity Building budget.
- Salaries expense is \$140,696 or 80.4% of budget. This total now includes an under-reporting accounting error totaling \$39,113. This error was identified when the December numbers were reported for the audit and compared to the November numbers approved by the Council in January. Salaries reported to Council through November were \$81,695 or 46.68%; whereas, one month later in December, Salaries reported were \$120,808 or 69%.
- A budget revision request is expected to be presented at the April Council meeting for projecting closeout of FY 2022 Capacity Building budget in May or June 2023.
- To begin spending FY 2023 Capacity Building, FY 2022 funds must be closed first.
- Project budgets are shown with expenses as accrued. For example, admin expenses for some

projects have been accrued by the Central Virginia Partnership but they have not been submitted to DHCD for reimbursement yet because enough match has not been presented by the subgrantee.

- The project budget contract period is now shown on the Financials, as requested during the Audit Committee Meeting in February 2023.

Ethan Dunstan made a motion to approve the Financials as presented. Jim Cheng seconded the motion. The motion carried.

c) Capacity Building Budget 2024

Ray Knott referred to the FY 2024 budget included in the packet noting that the Council is not expected to begin spending the FY 2024 budget for another year.

Ed Dalrymple, Jr. made a motion to approve the FY 2024 budget proposal as presented. Jim Cheng seconded the motion. The motion carried.

d) MOA for CEDS from RRR

Ray Knott discussed the Memorandum of Agreement (MOA) included in the meeting packet noting that the second installment due for the “Super Regional” Report would need to be paid in FY 2023 and that would require a budget revision for FY 2023.

Jim Cheng made a motion to approve the MOA as well as a FY 2023 budget revision to pay for the second installment. Ethan Dunstan seconded the motion. The motion carried. Patrick Mauney abstained.

5) Support Organization Check-In & MOU

Ray Knott noted that as the GO Virginia program and this Council have matured, it was a good time to review the MOU that is in place with the Partnership as support organization. Ray Knott asked Helen Cauthen for an update on changes at the Partnership that could affect its role as support organization.

Helen Cauthen stated that Virginia Career Works - Piedmont Region (VCW-P) now has its own 501c3 and the Partnership is expecting to no longer serve as the Fiscal and Administrative Agent for them effective June 30. It was noted that this change could affect some of the cost sharing with GO Virginia. Helen Cauthen noted she would work with Shannon Holland to develop a solid FY 2023 budget within the next few weeks. It was stated that projecting and managing capacity building budgets, as well as developing reimbursement requests to DHCD, should be simplified because the Partnership would no longer need to adhere to federal funds management processes for VCW-P.

6) Finance Committee Discussion

Ray Knott asked the committee to consider whether a Finance Committee should be established.

Shannon Holland shared some relevant Bylaw stipulations:

- Bylaws stipulate only two committees: Executive and Nominating.
- Bylaws don't stipulate a Finance Committee but includes the wording “the Treasurer serves as chair of the Finance committee....”
- Council can create subcommittees to carry out business and the purpose should be implied in the title of the committee.
- Sub-committee members may be Council members or non-Council members, but sub-committee

Chairs must be Council members.

Discussion highlights:

- During original Bylaw development, the intent was to imply that “if” a Finance Committee was formed then the Treasurer should be its chair, but the current wording is unclear.
- The salary error previously discussed would not have been prevented with committee oversight.
- A separate Finance Committee isn’t necessary and if it becomes necessary an Ad Hoc committee could be formed.
- Finance oversight should stay with the Executive Committee activities.

7) Council Meeting Plans

Ray Knott asked Council members to discuss in-person expectations for Council Meetings and the possibility of hosting meetings throughout the entire region. Ray Knott noted that the current Council policy tracks with the state law for virtual meetings and has presented challenges for ensuring quorums to act on project awards such as almost happened at the January 2023 meeting.

A robust discussion occurred. Highlights included:

- Members of a regional body should be interested in learning more about the region and be willing to travel to different parts of the region for meetings
- Some members are entrepreneurs or their positions don’t allow them to travel to the same degree as others and travelling could preclude many from serving
- Some other GO Virginia regions have reduced the in-person quorum to 30% in their Bylaws.
- The original DHCD guidelines did not preclude a regional council from reducing the in-person quorum.
- Agendas could note that an Executive Committee would be held if an in-person quorum was not present; however, it was later verified that the current Bylaws preclude the Executive Committee from acting on project awards.

It was decided that based on the conversation about quorums, and finance committee that it may be time to review the Bylaws. Ray Knott asked Shannon Holland to share a list of the Bylaws with all Executive Committee members for comment and place on the April Council Meeting Agenda for discussion.

8) Nominating Committee Update

Ray Knott shared that Nominating Committee met to kick off the nominating process. Ray Knott noted that the Council is losing a lot of institutional knowledge with Ed Dalrymple, Jr., and Ed Scott rolling off the Council and at this time there has only been one nomination received. The need to promote nominees is important and the deadline is May 10.

9) Other Business

Ray Knott asked Shannon Holland to update the committee on the project pipeline.

Shannon Holland noted that:

- A Letter of Interest was submitted in response to the Region 9 Council Request for Letters of Interest for the Region 9 Regional Entrepreneurship Initiative (REI) opportunity.
- As of now, a lead organization for the Talent Pathways Initiative (TPI) has not been identified.
- A regional sites strategic plan planning grant is in development.

Ray Knott asked the committee for feedback to provide to DHCD to consider since the GO Virginia

Board match easement is set to expire June 2023. Some feedback included:

- With ARPA funds expiring and current economic conditions, localities will likely be challenged to participate with 1:1 match.
- Municipalities are experiencing pressure of inflation and that will affect available funds to support GO Virginia projects.

10) Adjourn

Ray Knott adjourned the meeting at 1:18 pm.

*Council Member Virtual Participation - To comply with law and policy, the following is reported:

Member	Joined from:	Reason	Detail
Y. Harrell	Charlottesville	Personal matter	conference