

**Panhandle Community Services
Board of Directors Meeting Minutes
Panhandle Community Services Central Office – 1309 SW 8th Ave. - Amarillo TX, 79101
Minutes for September 19, 2024, @ 10:00 am**

Board Members by Sector:

<u>Low Income</u>		<u>Private</u>		<u>Public</u>	
Reyna Ruiz	A	Denese Skinner	P	Judge Cindy Irwin	P
Amy Taylor	P	Jason Vanosdol	P	Judge Rowdy Rhoades	P
Robert Coffee	P	John Sharp	P	Judge Dan Looten	P
Amanda Quillin	P	Brian Gillispie	P	CM Esmeralda Mills	A
Teresa Lane	A	Brian Hevrin	P	Judge Chris Porter	P

Guests

Judge Tim Glass
Judge Mitchell Locke

Staff

Position/Title

Magi York	Executive Director
Dennis Garvey	Information Services Director
Randy Cazarez	Human Resources Director
Lylene Springer	Transportation Director
Audra Rea	Director of Family Services
Christy Hilbert	Communications Director
Christina Cristan	Energy Assistance Director
Susie Ybarra	Community Relations Director
Lisa Matthyse	Executive Assistant
Cassandra Hernandez	Administrative Assistant

NOTICE – This meeting was publicized in compliance with the state open meetings law, as documented in Appendix A to these minutes. Appendix A also includes a list of the documents provided to members with the meeting notice and agenda. Appendix B includes committee meeting minutes.

Call to Order

John Sharp, Board President, called the regular business meeting to order at 10:00 A.M. Central Time (Organizational Standard 2.4). Mr. Sharp announced the Initial Public Comment Period. Lisa Matthyse, Executive Assistant, called Roll and determined that a quorum of directors was present (OS 5.5). Magi York, Executive Director, led the Pledge of Allegiance and the recital of the Panhandle Community Services (PCS) mission statement and vision statement. Pastor Brian Hevrin led the prayer.

Consent Agenda (OS 5.9)

Mr. Sharp stated that the December 6, 2023, Board Meeting Minutes were corrected to show Lydia Villanueva and Aaron Lopez as present at the meeting. They had mistakenly been left off the list of Board Members by Sector when the new board members' names were added. The corrected minutes were included in the Consent Agenda. Mr. Sharp asked if there were any items to be removed from the consent agenda for discussion. Hearing no requests, Mr. Sharp requested a motion to accept the consent agenda.

(The consent agenda and all associated reports were included in the Board Packet. Reports included the June 20-21, 2024, Board Retreat Minutes; July 12, 2024, and August 1, 2024, Strategic Planning Committee Meeting

Minutes; August 7, 2024, Governance Committee Meeting Minutes; August 15, 2024, Audit and Finance Committee Meeting Minutes; August 15, 2024, Resource Development Committee Meeting Minutes, August 15, 2024, Programs Committee Meeting Minutes; September 5, 2024, Strategic Planning Committee Meeting Minutes, and December 6, 2023, Board of Directors Meeting Minutes (Corrected); correspondence; a list of signed items presented for ratification by the Board; Three Things for the Board to Know Program Highlight Report (OS5.9); and the Funding Applications report.)

Motion: To accept the consent agenda.
Moved By: Judge Chris Porter
Vote: **Motion carried by voice vote**

Second: Judge Cindy Irwin

Accept the 2023 Audit (OS 8.2, 8.3, 8.4)

Kyle Spielbusch, CPA of Jarred, Gilmore & Phillips, PA, reported on Panhandle Community Service's 2023 Audit. (A digital copy of the audit was emailed to the Board prior to the meeting. Bound physical copies were handed out during the meeting.) Mr. Spielbusch reviewed the Independent Auditor's Report and stated that they had audited the accompanying financial statements of Panhandle Community Services (PCS) as of December 31, 2023. Mr. Spielbusch referred to the Opinion paragraph, which states that the auditors believe the numbers presented in the audit are a "materially accurate representation" of what happened during the year for PCS. He said they issued an unmodified opinion, which is the best opinion you could receive on your financial statements.

Mr. Spielbusch reviewed the Basis for Opinion and stated that they audit according to generally accepted auditing standards and government auditing standards. He also reviewed the Management Responsibilities and Auditor's Responsibilities paragraphs. Mr. Spielbusch referred to the Supplementary Information section and noted that they included a Combining Schedule of Activities that divides PCS's activity by grant and a Schedule of Expenditures of federal awards.

Since PCS receives and spends over \$750,000 in federal grant money, it triggers a single audit. Mr. Spielbusch said that the auditors are required to do additional reporting according to government auditing standards, and they chose to include that information in one packet.

Mr. Spielbusch reviewed the Financial Statements and reported the following:

Statement of Financial Position – This is a snapshot of the entities, assets, and liabilities at a point in time. Mr. Spielbusch explained that the current ratio reflects how many assets PCS has versus bills. The current ratio for 2023 was 4.78, and for 2022, it was 4.91. Mr. Spielbusch said that anything over one is considered positive, representing that the agency is in a great position to meet its bills.

Statement of Activities – This statement shows PCS's revenues and expenses from January 1st to December 31st. It is divided into two sections: "Changes in Assets without Donor Restrictions" and "Changes in Assets with Donor Restrictions." Mr. Spielbusch reviewed the various types of grants in the two sections.

Statement of Functional Expenses – This statement takes information from the Statement of Activities and goes into more detail by function. It shows that 89.71 cents of every dollar PCS received in 2023 went toward program services.

Statement of Cash Flows – This is a snapshot of the agency's checking account. Mr. Spielbusch reviewed the operating, investing, and financing activities listed on the statement.

Notes to the Financial Statements – Mr. Spielbusch reviewed the notes in this section. He reported on our concentration of credit risk, noting the amounts covered by FDIC insurance and pledged securities, and stated that the remaining \$1.9 million was considered unsecured at year-end. He reviewed the fair value measurements for each investment and said that TexPool falls under Level 3.

Supplementary Information – Mr. Spielbusch said the Combining Schedule of Activities statement contained detailed information from the Statement of Activities and Statement of Functional Expenses broken down individually by grant. He also reported on our HUD submission and the Schedule of Expenditures, which shows all the federal and state dollars that PCS received during the year broken out by government departments and then by the types of grants. Mr. Spielbusch said they tested three programs: Weatherization, Transportation, and our Housing Choice Voucher program.

Mr. Spielbusch referred to the Report on Internal Control Over Financial Reporting and stated that they found no internal control issues during the audit. He reviewed the Report on Compliance for Each Major Program and the Report on Internal Control Over Compliance. He stated that the second paragraph, the opinion paragraph, was the most important section of the report. Mr. Spielbusch stated that, based on the testing they performed during the audit, they believe PCS complied with the requirements of the compliance supplement, and there were no issues of non-compliance to report.

Mr. Spielbusch turned to the Schedule of Findings and Questioned Costs and reviewed the Summary of Auditor's Results. He stated that PCS qualifies as a low-risk auditee and reported that there were no findings on financial statements or federal awards and no prior audit findings.

Mr. Spielbusch referred to the letters included with the audit packet and encouraged Board members to read them. The first letter, called the representation letter, includes the audit adjustment table. Next were the general audit management representation and HUD submission representation letter.

John Sharp requested a motion to receive and accept the audit report. Before voting on the motion, the Board discussed the possibility of returning unspent grant funds. Ms. York stated that while we must return any unspent funds when a grant closes, it rarely happens.

Motion:	To Receive and Accept the Audit Report	
Moved By:	Judge Dan Looten	Second: Brian Hevrin
Vote:	Motion carried by voice vote	

Board Engagement Series: NCAP Convention

John Sharp introduced a video of him accepting the Promise in Action award at the National Community Action Partnership (NCAP) Convention. He said winning the award was a team effort. Mr. Sharp also shared insights from the classes he attended, including one focused on human trafficking. During that session, he asked how they work with hospitals concerning this issue. He said the discussion that followed was beneficial for everyone involved. Magi York also spoke about her experience at the convention and displayed the award we received.

Executive Director's Report

Ms. York reported the following:

- Bragging Rights – Ms. York reported that Audra Rea and Lori Covil received their Certified Community Action Professional (CCAP) certificates this year. They are the first two at PCS outside Ms. York to receive them. Two other staff members are working to achieve their certifications.
- Organizational Standards – Ms. York stated that she saw no issues with achieving compliance with the Organizational Standards.
- Pathways Resolution – We have been working toward Pathways to Excellence since 2021. Ms. York said we chose not to apply for the Platinum award this year due to the natural disasters but would like to apply for 2025. Ms. York asked the board to approve a resolution to apply for the platinum award with Pathways. Discussion followed.

Ms. York requested a motion to authorize the submittal of an application for the Platinum tier award for Pathways to Excellence.

Motion: To authorize the submittal of an application for the Platinum tier award for Pathways to Excellence.
Moved By: Brian Hevrin **Second:** Denese Skinner
Vote: **Motion carried by voice vote**

- Monitoring Report – There were no findings in the Community Services Block Grant (CSBG) portion of the monitoring. We had a \$391 questioned cost in Weatherization, which the contractor repaid to PCS. We received a letter from the Texas Department of Housing and Community Affairs (TDHCA) stating that the monitoring was closed.
- Board Effect – Ms. York asked if the board wanted to continue using Board Effect as few board members are actively engaged with the service. She said that our representative at Board Effect had offered to do additional training. The Board agreed to attend the training and reevaluate afterward. Ms. York also asked about revising the board calendar. She reminded the board that we had asked Jason Sabo to talk to us after the election to give us his thoughts on what the results mean to PCS and community action. The Board agreed to move the November 21, 2024, board training time to 11:00 A.M. to accommodate Mr. Sabo’s schedule and move the committee meeting time to 9:30 A.M. The Board also agreed to move the meeting time for the October 17, 2024, Board of Directors meeting to 3:00 P.M. so board members could attend the Transit maintenance facility groundbreaking ceremony.
- Dumas Building – Ms. York reviewed the details of a proposal to build the center in Dumas on the land donated to PCS. After discussion, the Board agreed to move forward with the plan for the Dumas building as Ms. York had presented it.

Ms. York requested a motion to move forward with the plan for the Dumas building.

Motion: To move forward with the plan for the Dumas Building.
Moved By: Brian Hevrin **Second:** Jason Vanosdol
Vote: **Motion carried by voice vote**

Mr. Sharp asked for a motion to accept the Executive Director’s report.

Motion: To accept the Executive Director’s report.
Moved By: Brian Hevrin **Second:** Denese Skinner
Vote: **Motion carried by voice vote**

Ratify the Decisions of the Executive Committee

Mr. Sharp reported that an Executive Committee meeting had been held to approve the contract for constructing the new maintenance facility. At the meeting, Transportation Director Lylene Springer and Project Manager John Hendrickson answered the committee’s questions about the contract and the construction process. Mr. Sharp said the minutes from the July 18, 2024, Executive Committee Meeting, which were included in today’s board meeting packet, contained the details of the meeting. He reported that the Executive Committee voted to approve awarding the construction contract to the selected contractor.

Mr. Sharp asked for a motion to ratify the decision of the Executive Committee.

Motion: To ratify the decision of the Executive Committee
Moved By: Brian Hevrin **Second:** Denese Skinner
Vote: **Motion carried by voice vote**

Audit and Finance Committee Report

Finance Report (OS 8.7)

Brian Gillispie, Treasurer, stated that the minutes from the August 15, 2024, Audit and Finance Committee Meeting were in the consent agenda. He reviewed the Finance Department memo dated September 11, 2024, and said the finance team continues to clean up the financials. He said finance was planning the cash flow needs for PCS and the maintenance facility building project.

Mr. Gillispie reviewed the Financial Statements for the month ending July 31, 2024, and asked if there were any questions. He referred to the Balance Sheet and said that all account reconciliations were being done in a timely manner. He said that the 2023 numbers on the Comparative Balance sheet were now audited. Mr. Gillispie referred to the statement showing a breakdown of county funds and said the funds were fully allocated. Mr. Sharp reminded the board that there was a negative amount listed as unspecified in the past. He said that amount had been allocated and all county funds were now correct. Mr. Gillispie reported on the Grant Summary and said that only one grant had a red notification icon.

(The Finance Report, Balance Sheet, Comparative Balance Sheet, Grant Summary (an organization-wide report on revenue and expenditures that compares budget to actual, categorized by program), County Funds, and Unrestricted Funds were included in the packet sent to the Board.)

Motion: To accept the Finance Report.
Moved By: Judge Dan Looten **Second:** Judge Cindy Irwin
Vote: **Motion carried by voice vote**

Resolution: Line Of Credit

Ms. York informed the board that, as Brian Gillespie must abstain from banking decisions, she would present the resolution to renew our line of credit at First State Bank. She reported that we are using \$300,000 in Transit dollars from our Medicaid savings account as collateral. Ms. York asked the board to approve signing this security for the line of credit.

Mr. Sharp asked for a motion to approve the signing of this security for the line of credit.

Motion: To approve the signing of this security for the line of credit.
Moved By: Brian Hevrin **Second:** Robert Coffee
Abstain: Brian Gillispie
Vote: **Motion carried by voice vote**

Programs Committee Report (OS 5.9)

Judge Cindy Irwin reported on the August 15, 2024, Programs Committee Meeting. Judge Irwin said the Program Directors reviewed the second quarter Community Impact Statement and their Red Light/Green Light status reports and reported positive progress across their programs. Judge Irwin reviewed the highlights from the meeting. She reported that work was underway on apartment complexes under the DOE Bipartisan Infrastructure grant. Transportation spent \$2.6 million on vehicles. We spend about \$1 million per month on housing assistance. Our waiting lists have been updated, and we will resume pulling families from the list soon. We assisted more families than anticipated because of our focus on disaster relief, and we had to revise some of our targets on our Community Action Plan. Our Comprehensive Energy Assistance Program (CEAP) made 2,565 payments and aided 1,600 families, and our TVC General Assistance grant served 107 veterans through the second quarter. The TVC grant was renewed on July 1st, with the maximum award of \$300,000. Judge Irwin said Mandi Hughes reported on challenges recruiting volunteer tax preparers but noted that the EITC program exceeded its goal by completing 2,048 tax returns over the last four years. We will use the Texas Foundation Educational Endowment funds to set

up financial education classes for zero-income HUD families. Our Retired and Senior Volunteer Program (RSVP) exceeded the goal for the number of volunteers maintained for the year. Our volunteers assembled 1,500 care packages under the Bivins Grant. Our Health Navigators enrolled over 500 individuals in health plans through the Marketplace and tripled the goal for Medicaid referrals. Tracy Lee reported on the Children's Defense Fund, which allows us to advocate for Medicaid expansion in Texas by collecting stories illustrating the impact of Medicaid access on individuals' lives.

Judge Irwin said the committee approved all program reports, and she requested a motion to accept the Programs Committee Report.

(Minutes for the August 15, 2024, Programs Committee Meeting were included in the packet. The Red-Light/Green-Light Program Status Reports were uploaded to the Board Effect resource library and made available to the board.)

Motion: To accept the Programs Committee Report.
Moved By: Judge Dan Looten **Second:** Amanda Quillin
Vote: **Motion carried by voice vote**

Resource Development Committee Report

Amy Taylor reported on the August 15, 2024, Resource Development Committee Meeting. She stated that the committee received reports from our Human Resources, Communications, Information Services and Community Relations departments. She said the Human Resources Department reported a significant increase in our EMOD. This measurement relates to agency safety. HR Director Randy Cazarez also gave an update on tracking measurable feedback with surveys. The Communication Department reported on the number of clients we saw in our offices during the second quarter and the number of phone calls received. Communications Director Christy Hilbert also reported on her team's efforts to increase sponsorship for the Festival of Trees. Information Services Director Dennis Garvey reported that our KnowBe4 software, which tests staff response to phishing emails, has shown a decrease in the number of staff clicking on phishing emails. Mr. Garvey also reported a decrease in attempted phishing attacks throughout the agency and said that none of the attacks were successful. The Community Relations Department reported that the new goal was to visit at least four centers a month. It was also reported that advisory committees were being held regularly.

Ms. Taylor requested a motion to accept the Resource Development Committee report.

(Minutes for the August 15, 2024, Resource Development Committee Meeting were included in the packet. The Red-Light/Green-Light Status Reports were uploaded to the Board Effect resource library and made available to the board.)

Motion: To accept the Resource Development Committee Report.
Moved By: Brian Hevrin **Second:** Judge Cindy Irwin
Vote: **Motion carried by voice vote**

Strategic Planning Committee Report

Ms. Taylor reported on the July, August and September Strategic Planning Committee meetings. She said that Scott Caldwell conducted a focus group with the committee to prepare for the focus groups they would conduct in the community as part of the Community Needs Assessment (CNA). The committee discussed healthcare access, the challenges in rural areas, the importance of education, the economic shifts and cultural factors affecting poverty, and the need for better resource coordination. During the August meeting, Mr. Caldwell reviewed the balanced scorecard framework. In September, Mr. Caldwell reviewed the transition from the CNA, which he was completing, to the next phase of strategic planning. He reported positive feedback from surveys and focus groups with major concerns identified in healthcare. Mr. Caldwell said he would finalize the CNA and report to the board in September, and then the committee would start developing the Strategic Plan incorporating the Balanced Scorecard. The

Strategic Plan will outline three-year goals with participation from the board, agency leadership, staff, and the Strategic Planning Committee.

Mr. Sharp asked for a motion to accept the Strategic Planning Committee report.

(Minutes for the July 12, 2024, August 1, 2024, and September 5, 2024, Strategic Planning Committee Meetings were included in the packet.)

Motion: To accept the Strategic Planning Committee Report.
Moved By: Denese Skinner **Second:** Brian Hevrin
Vote: **Motion carried by voice vote**

Governance Committee Report (OS 5.5)

Denese Skinner reported that the Governance Committee had met to interview Judge Tim Glass for the Region 3 Public Sector Seat on our Board of Directors. Ms. Skinner reviewed Judge Glass’s background and his interest in serving on the board. She said the committee also discussed the needs of low-income people in Hansford County, including home weatherization, food pantries, and housing. Ms. Skinner said the committee approved a motion to recommend Judge Glass for the board seat. She asked Judge Glass if he would like to speak, and Judge Glass thanked the board and said he looked forward to serving.

Ms. Skinner said that the committee was informed that Judge Porter had decided to resign from the board at the end of his first term in December. She said Judge Porter contacted Magi York the next week and recommended Judge Mitchell Locke of Roberts County to serve on our Board of Directors. Ms. Skinner noted that Judge Locke was in attendance and asked him to introduce himself. Judge Locke described his journey to being elected the County Judge of Roberts County and said he was honored to be at PCS. Ms. Skinner said she was pleased with his interest in serving on our board.

Ms. Skinner requested the following motion:

Motion: To seat Judge Tim Glass to the Region 3 Public Sector seat on the board and Judge Mitchell Locke to the Region 4 Public Sector seat for terms beginning January 1, 2025.
Moved By: Judge Cindy Irwin **Second:** Amy Taylor
Vote: **Motion carried by voice vote**

Ms. Skinner said the committee also reviewed the list of board members whose initial terms will end in December. The committee voted to recommend reseating John Sharp (Region 1 Private Sector), Brian Gillispie (Region 3 Private Sector), and Teresa Lane (Region 3 Low-Income Sector) to the Board of Directors for terms starting January 1, 2025.

Ms. Skinner asked for a motion to accept these recommendations.

Motion: To accept these recommendations.
Moved By: Judge Dan Looten **Second:** Amanda Quillin
Vote: **Motion carried by voice vote**

Nominating Committee for Board Officers

John Sharp appointed Public Sector Representative Judge Dan Looten, Low-Income Sector Representative Amanda Quillin, and Private Sector Representative Brian Hevrin to the Nominating Committee for Board Officers. The committee was charged with selecting a slate of nominees to fill the four offices on the Board: President, Vice President, Treasurer, and Secretary.

Accept Community Needs Assessment (OS 3.1, 3.5)

Scott Caldwell presented the Community Needs Assessment (CNA) report dated September 19, 2024. Mr. Caldwell stated that the CNA was conducted between January and August 2024, though assessment activities were postponed for several weeks due to the wildfires earlier this year. The CNA assesses the top 26 counties of the Texas Panhandle. Each region was broken down to match our regions for board representation.

Mr. Caldwell said the idea behind the CNA is to better understand the root causes of poverty in the area. We gathered quantitative through census records and qualitative data through surveys of low-income populations and community partners, as well as two internal focus groups and multiple regional focus groups and events. Mr. Caldwell reported that we analyzed data from the meetings to identify causes and conditions of poverty, community strengths and assets, gaps in services and barriers, and the area's top five needs. He explained the process of how the data would be broken down, weighted, and used to identify the top five needs in the Panhandle.

Mr. Caldwell said the process allowed us to score each identified need on a regional basis and then bring that all in cumulatively to identify the top five needs for the area. The top five needs are 1) affordable and accessible health care, including physical, dental and mental health; 2) safe and affordable housing; 3) employment and economic opportunity; 4) adequate and affordable transportation; and 5) accessing affordable and nutritious food. He noted that the lack of transportation creates barriers to accessing jobs, healthcare, essential services, and nutritious food. He said difficulty accessing affordable and nutritious food leads to hunger and poor health outcomes and hinders a person's ability to maintain a healthy and stable lifestyle. Mr. Caldwell said we placed some of the additional needs we identified on a top ten list. The additional needs include access to affordable education, job training, affordable and accessible childcare, social support, and general accessibility to services. The CNA also showed the need for support for vulnerable populations and financial literacy training.

Mr. Caldwell said his presentation was an overview of the CNA and that the full report would be shared with the board. He hopes the CNA will be a resource for other agencies in the area, not just PCS, and noted that it will be used in our strategic planning efforts later this year. Mr. Caldwell requested board approval of the CNA report and the top five needs identified.

Mr. Sharp requested the following motion:

Motion: To accept the top five needs of the Community Needs Assessment and the assessment report and to approve its submission to the state by September 30, 2024
Moved By: Denese Skinner **Second:** Amanda Quillin
Vote: **Motion carried by voice vote**

Jason Vanosdol left at 12:01 p.m.

Accept Customer Satisfaction Survey (OS 1.3)

Christy Hilbert, Communications Director, said the survey results reflected the responses that we have been hearing in person. She referred to the survey summary included in the packet and reported the following:

- We collected 583 responses, most from the Hygiene Closet in Hereford. Ms. Hilbert said the demographics reflected the people we serve, with most surveys coming from customers who had received assistance through our hygiene closets, utility assistance program, and Housing Choice Voucher program.
- Ms. Hilbert said our approval rating was 78% in 2021 when we started doing this survey and reported that we are at 89.08% with this survey. She noted that we saw about a 3% decrease from our previous survey, however, and said our directors will meet and evaluate the responses to find ways to improve.
- Ms. Hilbert said that 54% of survey respondents felt the greatest strength of PCS was our ability to help. They reported their top unmet needs were housing and utilities. Some respondents also asked for more Transit drivers, more hygiene closets, and dental assistance for veterans. Respondents also noted difficulties with the online utility assistance application. Ms. Hilbert stated that we went to a new system for utility

assistance applications, and we are working on our universal intake system, which we hope will help improve the application process.

- Ms. Hilbert reported that one survey respondent said “PCS is a blessing” and praised our staff for helping to explain healthcare insurance and other matters.

After discussion, Ms. Hilbert requested a motion to accept the Client Satisfaction Survey results.

Motion: To accept the Client Satisfaction Survey results
Moved By: Brian Hevrin **Second:** Amy Taylor
Vote: **Motion carried by voice vote**

Approve the 2025 Community Action Plan Budget (OS 9.3)

Ms. Rea reported on the 2025 Community Action Plan (CAP) Budget. She said this is the best estimate of what 2025 will look like. Ms. Rea stated that she may need to revise the budget now that the Community Needs Assessment is complete. If the budget is revised, she will bring it back to the board for approval.

Mr. Sharp asked for a motion to approve the 2025 CAP Budget.

Motion: To approve the 2025 CAP Budget
Moved By: Judge Cindy Irwin **Second:** Judge Dan Looten
Vote: **Motion carried by voice vote**

Final Public Comment Period

John Sharp called for public comment. No public comments were made.

The Promise of Community Action

Magi York led the board in reciting the Promise of Community Action:


*Community Action changes people's lives, embodies the spirit of hope, improves communities,
and makes America a better place to live.
We care about the entire community, and we are dedicated to helping people
help themselves and each other.*

Motion to Adjourn

Motion: To adjourn.
Moved by: Denese Skinner **Second:** Robert Coffee
Vote: **Motion carried by voice vote**

Hearing no objections, the meeting was adjourned at 12:16 p.m. (OS 2.4).

I hereby certify that this is a true and correct copy of the minutes approved by the Panhandle Community Services Board of Directors.

Signature: 

Name: Amy Taylor

Title: Board Secretary

PCS Board of Directors Meeting Minutes, September 19, 2024