

Austin/Travis County Sobriety Center Local Government Corporation

Board of Directors Meeting Minutes

Wednesday, May 10, 2017

Board of Directors:

Chair: Judge Nancy Hohengarten
Director: Stephen Strakowski
Director: Christopher Ziebell
Director: Craig Moore
Director: Douglas Smith
Director: Jana Ortega
Director: Deborah Hiser
Director: Bill Brice
Director: Andy Brown
Director: Mayor Pro Tem Kathie Tovo
Director: Commissioner Margaret Gomez
Ex-Officio: Travis County Judge Sarah Eckhardt
Ex-Officio: Asst. City Manager Rey Arellano
Ex-Officio: Asst. Chief Jason Dusterhoft
Ex-Officio: Asst. Chief Jasper Brown
Ex-Officio: Asst. Director Stephanie Hayden

The Board of Directors of the Austin/Travis County Sobriety Center Local Government Corporation was convened on April 12, 2017 at the Travis County Administrative Building, Conference Room 1506, Austin, Texas. The following items were considered by the Austin/Travis County Sobriety Center Board of Directors.

Board Members in Attendance: Nancy Hohengarten – Chair, Andy Brown – Vice Chair, Douglas Smith - Treasurer, Jana Ortega, Kathie Tovo, Stephen Strakowski, Christopher Ziebell, Craig Moore **Ex-Officio Members in Attendance:** Stephanie Hayden, Rey Arellano, Jason Dusterhoft, Roger Jefferies **Staff in Attendance:** Carol Drennan, Interim Executive Director **Guest:** Darilyn Cardona-Beiler, Integral Care and Maura Newell, City of Austin Innovation Office

1. Chair Hohengarten called the meeting to order at 6:07 p.m.
2. Approval of the minutes from the April 12, 2017 Austin/Travis County Sobriety Center Board meeting.

Motion: Director Ziebell made a motion to approve the minutes as presented. **Second:** Director Strakowski. **Vote:** The board voted unanimously in favor of the motion.

3. General citizen communications.

There were no citizens present to address the board.

4. Discussion on the Resolution to support the co-location of the HOST Team at the 1213 Sabine Street building.

Motion Director Hohengarten made a motion to approve the resolution as presented: **Second:** Director Strakowski. **Vote:** The board voted unanimously in favor of the motion.

5. Interim Executive Director monthly report and financial overview.
6. Proposal for accounting services from Avenson and Hamann. Discussion ensued.

Motion: Director Strakowski made a motion to allow Carol Drennan to negotiate and execute a contract with Avenson and Hamann to provide accounting services. **Second:** Director Ortega. **Vote:** The board voted unanimously in favor of the motion.

7. Search Committee discussion of the process and current status.

Motion: Director Ziebell made the motion to accept the bid from Ralph Anderson & Associates and to negotiate and execute a contract forthwith. **Second:** Director Tovo. **Vote:** All in favor with the exception of Director Brown

8. Modification to By-Laws and Articles of Incorporation. Discussion around including a dissolution clause in each of these documents.

MOTION TO AMEND BY-LAW AND ARTICLES OF INCORPORATION

Language change for By-Laws:

Section 1.3 Purposes.

The Corporation shall be incorporated to aid and to act on behalf of the City of Austin (the "City") and Travis County (the "County") to accomplish their governmental purpose; namely to staff, manage, and operate a sobriety center for the safe short-term treatment and management of persons under the influence of alcohol, and to provide those persons with information on and referrals to community based outpatient services, for the purposes of preservation of law enforcement, judicial, and medical resources in the jurisdictional limits of the City and the County. To accomplish said purpose, the Corporation shall be authorized to:

1. Contract with persons and with governmental, for-profit and non-profit entities for the procuring of services and supplies, the hiring of personnel, and the operation and maintenance of a sobriety center;
2. Acquire and hold title to real property and interests in real property;
3. Accept funds and property appropriated by the City and the County and by other entities;
4. Apply for grants of funds, services, and things of value and accept awards of such grants;
5. Accept donations of funds, services and things of value;
6. Issue bonds, notes, and other debt obligations as necessary for the accomplishment of the governmental purpose stated above, *provided that* the Corporation shall not incur debt without the consent of the City Council of the City and the Commissioners Court of the County, as evidenced by a resolution approved by a majority vote of both; and
7. Engage in other lawful activities to accomplish the governmental purpose stated above.

Section 1.4 Dissolution

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)3 of the Internal Revenue code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

ARTICLE 2

Board of Directors

2.1 Management.

Language for Articles of Incorporation:

Article XII TAX MATTERS; DISSOLUTION

Paragraph 3:

If the Board of Directors determines by resolution that the purposes for which the Corporation was formed have been substantially met and all bonds issued by and all obligations incurred by the Corporation have been fully paid or provision made for such payment, the Board shall execute a certificate of dissolution which states those facts and declares the Corporation dissolved in accordance with the requirements of Section 394.026 of the Texas Local Government Code, or with applicable law then in existence. In the event of dissolution or liquidation of the Corporation, all assets will be turned over to the City and the County for deposit into such accounts or funds as the City Council and the Commissioners Court shall direct for a public purpose.

Article XIV DIRECTED DISSOLUTION

The City Council and the Commissioners Court may at any time consider and approve resolutions directing the Board of Directors to proceed with the dissolution of the Corporation, at which time the Board of Directors shall proceed with the dissolution of the Corporation in accordance with applicable state law. The failure of the Board of Directors to proceed with the dissolution of the Corporation in accordance with this Section shall be deemed a cause for the removal from office of any or all of the Directors as permitted by Article VI of these Articles of Incorporation. All assets will be turned over to the City and the County for deposit into such accounts or funds as the City Council and The Commissioners Court shall direct for a public purpose.

Motion: Director Brown made a motion to adopt the amendments to Articles XII and XIV of the Articles of Incorporation and the addition of Section 1.4 of the By Laws.

Second: Director Strakowski. **Vote:** The board voted unanimously in favor of the motion.

9. Discussion of Conflict of Interest policy. This item was tabled for further consideration at the June 14th board meeting.
10. Discussion of goals for the board by Fall 2017. Several items were discussed: review of purpose; strategic planning; advisory board.
11. Discussion of future agenda items. Presentation by Dr. Escott of EMS re: trip to Houston Recovery Center; renewal of Carol Drennan contract.
12. Meeting adjourned at 7:12 pm

Motion: Director Moore made a motion to adjourn. **Second:** Director Strakowski. **Vote:** The board voted unanimously in favor of the motion.