



# **TN VOICES**

Board of Directors Meeting

February 18, 2022



## Board of Directors Meeting

February 18, 2022

- |       |   |                |
|-------|---|----------------|
| I.    | Welcome & President's Report            | Brian Shulman  |
| II.   | Review of the Minutes (Action Required) | Krischan Kraye |
| III.  | Treasurer's Report (Action Required)    | Devika Kumar   |
| IV.   | Board Leadership Planning               | Brian Shulman  |
| V.    | Advisory Council Update                 | Brian Shulman  |
| VI.   | CEO's Report                            | Rikki Harris   |
| VII.  | Donor Advised Funds                     | Patrick Sims   |
| VIII. | Development Report                      | Mark McFerran  |
| IX.   | Old Business                            |                |
| X.    | New Business                            |                |
| XI.   | Adjourn                                 |                |

# Tennessee Voices for Children

## Board of Directors Meeting

**December 10, 2021**

In Attendance:

Brian Shulman	Patrick Sims	Sarah Kmita	Blair Chapman
Devika Kumar	Jonathan Joyce	Rikki Harris	Sean McPherson
Chad Poff	Devin Arnold	Mark McFerran	
Andrew Buckwalter	Linda O'Neal	Will Voss	
Krischan Krayner	Nick Deitman	Brian Taylor	

**Start: 11:12 am**

### **I. President's Report- Brian Shulman**

Brian Shulman opened the meeting and thanked everyone for their attendance. He stated that Rikki and Will would be attending a Deloitte Holiday party with Jonathan in the evening where TNV would be a benefactor of holiday giving. He also discussed 100% board giving for the Story of Hope event.

### **II. Kraft Audit Report- Ken Youngstead and Vikki Gray**

Ken and Vikki discussed the 21-22 FY Audit review with the Board. They stated it was a clean audit and there were no findings in the single audit or in the overall audit. They also reviewed new property purchases, the balance sheet, grant receivables, grant revenue and expenses with the Board. Devika Kumar made a motion to accept the audit, Krischan Krayner seconded, and it passes unanimously.

### **III. Secretary's Report- Krischan Krayner**

The minutes from the October 2021 Board Meeting were presented for review. Patrick Sims made a motion to accept the minutes as presented, Chad Poff seconded the motion, and it passed unanimously.

### **IV. Treasurer's Report- Devika Kumar**

Devika Kumar presented the financial statement ending October 31, 2021, in Devika Kumar's absence. She reported that the Executive Committee had reviewed the financials and spoke on a few highlights. She stated that the East Baltimore property in Jackson property had closed. She reviewed the statement of activities and also

reviewed the revenue versus expenses. Krischan Kraye made a motion to accept the financials, Andrew Buckwalter seconded the motion, and it passed unanimously.

## **V. CEO's Report- Rikki Harris**

Rikki Harris started her report by congratulating Brian Taylor on a clean audit. She also shared that TNV will be working with CLA moving forward as the organization's CPA advisor since the long-term CPA will be retiring soon.

Rikki shared the Workforce Development group white paper that was recently released with the Board and stated that the group had worked for several months on a proposal that would be presented by TDMHSAS to the Governor for a 20% cost of living adjustment for mental health workers across the state. In the proposal there were also funds allocated to pipeline planning and supporting master's level interns/staff to provide services under licensed supervisors.

Rikki shared that TN Voices had submitted five grant proposals in the last sixty days, one that would be for supported housing in Chattanooga (ILS East). She also shared that TN Voices was working on securing a property in Goodlettsville to move from the home we have been leasing in Hermitage.

Lastly, Rikki gave an update on a recent situation regarding an employee. She shared that the employee had resigned from their position with the agency and Rikki had reached out for guidance on the situation with TNV's attorney to ensure we handled the situation appropriately.

## **VI. Development Report- Mark McFerran**

Mark shared that due to the generosity of the Krebs Family, other donors, and staff that TNV was able to provide Christmas gifts for children and youth. HE also shared that the Story of Hope was still being publicized and shared on our social media outlets and to his contacts and encouraged the Board to continue sharing the information on their platforms.

He informed the Board that TNV was sending a card out to former donors as an end of year giving campaign. The card would contain information about the Story of Hope, resources, and general TNV information.

## **VII. Compliance Report- Will Voss**

Will reported that TNV had recently undergone an audit for two DCS programs and there were no programmatic findings to report.

## **VIII. Policy Updates- Blair Chapman**

Blair presented several policies for the board to review and all were approved with the addition of edits to the language of the Longevity Award Policy.

- Progressive Discipline- Motion by Patrick Sims, seconded by Devika Kumar
- Recruitment and Hiring- Motion by Devika Kumar, seconded by Krischan Kraye
- Nepotism- Motion by Devika Kumar, seconded by Chad Poff
- Orientation, Training & Development- Motion by Krischan Kraye, seconded by Devika Kumar
- Hours of Work- Motion by Devika Kumar, seconded by Andrew Buckwalter
- Quality Assurance- Motion by Krischan Kraye, seconded by Devika Kumar
- Termination- Motion by Devika Kumar, seconded by Krischan Kraye
- Whistle Blower Protection- Motion by Krischan Kraye, seconded by Devika Kumar
- Timesheets/Leave Reports- Motion by Devika Kumar, seconded by Krischan Kraye
- Summary of Benefits- Motion by Krischan Kraye, seconded by Devika Kumar
- PTO/Holidays- Motion by Devika Kumar, seconded by Krischan Kraye
- Employee Longevity Awards- Motion by Krischan Kraye, seconded by Devika Kumar
- Flextime/Scheduling- Motion by Krischan Kraye, seconded by Devika Kumar
- Response to Inclement Weather- Motion by Krischan Kraye, seconded by Devika Kumar
- Telehealth- Motion by Krischan Kraye, seconded by Devika Kumar
- Alcohol and Drug Free Environment- Motion by Devika Kumar, seconded by Krischan Kraye

## **IX. Old Business**

None.

## **X. New Business**

None

## **Adjourned 12:42 pm**

Devika Kumar made the motion to adjourn, Krischan Kraye seconded the motion and it passed unanimously.

TENNESSEE VOICES FOR CHILDREN, INC.  
STATEMENT OF FINANCIAL POSITION  
DECEMBER 31, 2021

Assets

Current Assets

Petty Cash	\$ 125
Cash-Checking	72,353
Cash-money market funds and savings	703,238
Investments	1,744,631
Unrealized market value change-investment	370,590
Accounts receivable-general	9,590
Accounts receivable-pledged	680,000
Pledge discount	(138,351)
Accounts receivable-grants	1,532,021
Total current assets	<u>4,974,197</u>

Other Assets

Prepaid Expenses	42,711
Deposits	1,515
Deferred Interest	3,595
Land	821,027
Building	2,498,235
Building Improvements	334,119
Equipment & Furniture	217,003
Accumulated Depreciation	<u>(178,997)</u>
Total assets	<u>\$ 8,713,405</u>

Liabilities and Net Assets

Current Liabilities

Accounts Payable	\$ 134,349
Accrued Expenses	157,545
Payroll withholdings/accruals	(4,067)
Total current liabilities	<u>287,827</u>

Deferred Revenues

921

Mortgage Notes Payable

1,808,964

Total Liabilities

2,097,712

Net Assets

Unrestricted	6,214,215
Temporarily restricted	401,478
Total Net Assets	<u>6,615,693</u>

Total Liabilities and Net Assets

\$ 8,713,405

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TENNESSEE VOICES FOR CHILDREN, INC.  
STATEMENT OF ACTIVITIES  
FOR THE SIX MONTH PERIOD ENDED DECEMBER 31, 2021

	UNRESTRICTED	TEMPORARILY RESTRICTED	TOTALS
<u>Support and Revenue - Operating</u>			
General Contributions	28,505	15,000	\$ 43,505
Gala Event-Golf Tourney	18,780		18,780
Grant/Contract Revenue	4,192,239		4,192,239
Administrative Overhead Earned	476,773		476,773
Earned Income	-		-
Miscellaneous Revenue	9,857		9,857
Rents Received	123,881		123,881
Net assets released from restrictions	17,840	(17,840)	-
Gain or (Loss) Asset Disposal	-		-
	-		-
Total Operating Support and Revenue	4,867,875	(2,840)	4,865,035
			-
<u>Expenses - Operating</u>			
Salaries	2,075,118		2,075,118
Employee Benefits & Taxes	315,499		315,499
	-		-
Total Personnel Expenses	2,390,617		2,390,617
Professional Services	830,968		830,968
Supplies	127,448		127,448
Telephone	37,619		37,619
Postage	4,704		4,704
Occupancy	62,774		62,774
Equipment Rental & Maint.	6,572		6,572
Printing & Publications	24,209		24,209
Travel	63,563		63,563
Meetings & Conferences	115,893		115,893
Subsidies/Flex Funds	-		-
Stipends	42,812		42,812
Insurance	19,148		19,148
Interest	26,134		26,134
Miscellaneous Expense	1,838		1,838
Bank and Credit Card Fees	1,776		1,776
Depreciation	27,065		27,065
	-		-
Total Operating Expenses	3,783,140	-	3,783,140
Capital Expenses	1,000,000		1,000,000
Excess of Operating Support & Revenue over (under) Expense	84,735	(2,840)	81,895
Investment Revenue			
Interest Income	693		693
Dividend Income	79,716		79,716
Realized gain or loss	98,157		98,157
Unrealized gain or loss	(96,952)		(96,952)
Total Investment Revenue (Loss)	81,614	-	81,614
Excess Revenue (Expense)	166,349	(2,840)	163,509
Other Changes in Net Assets	761,797	-	761,797
Net Asset Balance, beginning	5,286,069	404,318	5,690,387
Net Assets, ending	\$ 6,214,215	\$ 401,478	\$ 6,615,693

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TENNESSEE VOICES FOR CHILDREN, INC.  
 ACTUAL REVENUE AND EXPENSES VS BUDGET - UNRESTRICTED FUNDS  
 FOR THE SIX MONTH PERIOD ENDED DECEMBER 31, 2021

	Current Month	Actual YTD	Budget	Variance	Percent Used/Earned
<b>Support and Revenue-Operating</b>					
General Contributions	\$ 9,853	28,505	\$ 150,000	\$ (121,495)	19.00%
Gala Event-Golf Tourney	150	18,780	151,250	(132,470)	12.42%
Grant/Contract Revenue	694,022	4,192,239	7,956,928	(3,764,689)	52.69%
Adm Overhead Earned	112,497	476,773	1,504,957	(1,028,184)	31.68%
Earned Income	-	-	1,895,450	(1,895,450)	0.00%
Miscellaneous Income	9,857	9,857		9,857	
Rents received	37,626	123,881		123,881	0.00%
Assets released from restrictions	2,640	17,840	47,500	(29,660)	37.56%
Gain (Loss) Asset Disposal	-	-	-	-	
<b>Total Operating Support &amp; Revenue</b>	<b>866,645</b>	<b>4,867,875</b>	<b>11,706,085</b>	<b>(6,838,210)</b>	<b>41.58%</b>
<b>Expenses - Operating</b>					
Salaries	508,075	2,075,118	5,350,835	3,275,717	38.78%
Employee Benefits & Taxes	76,435	315,499	1,275,261	959,762	24.74%
<b>Total Personnel Expense</b>	<b>584,510</b>	<b>2,390,617</b>	<b>6,626,096</b>	<b>4,235,479</b>	<b>36.08%</b>
Professional Services & Fees	193,659	830,968	1,955,481	1,124,513	42.49%
Supplies	19,424	127,448	372,292	244,844	34.23%
Telephone	5,992	37,619	114,866	77,247	32.75%
Postage and Shipping	981	4,704	8,359	3,655	56.27%
Occupancy	13,119	62,774	1,156,381	1,093,607	5.43%
Equipment Rental & Maintenance	826	6,572	38,358	31,786	17.13%
Printing & Publications	8,829	24,209	72,503	48,294	33.39%
Travel	25,636	63,563	272,205	208,642	23.35%
Meetings & Conferences	24,606	115,893	144,438	28,545	80.24%
Subsidies/Flex Funds	-	-	224,240	224,240	0.00%
Stipends	12,923	42,812	14,420	(28,392)	296.89%
Insurance	3,153	19,148	85,348	66,200	22.44%
Interest	4,708	26,134	50,280	24,146	51.98%
Miscellaneous Expenses	-	1,838	-	(1,838)	
Bank and Credit Card Fees	392	1,776	2,755	979	64.46%
Depreciation	4,511	27,065	90,000	62,935	30.07%
<b>Total Operating Expenses</b>	<b>903,269</b>	<b>3,783,140</b>	<b>11,228,022</b>	<b>7,444,882</b>	<b>33.69%</b>
Capital Expenses	(12,500)	1,000,000	21,000	(979,000)	4761.90%
<b>Excess of Support &amp; Revenue over Expense - Operating</b>	<b>(24,124)</b>	<b>84,735</b>	<b>457,063</b>	<b>(372,328)</b>	<b>48</b>
<b>Investment Revenue</b>					
Interest Income	131	693	124,000	(123,307)	0.56%
Dividends	74,830	79,716	-	79,716	0.00%
Realized gain or loss	-	98,157	-	98,157	0.00%
Unrealized gain or (loss)	(12,795)	(96,952)	-	(96,952)	0.00%
	62,166	81,614	124,000	(42,386)	65.82%
<b>Excess Revenue (Expense)</b>	<b>38,042</b>	<b>166,349</b>	<b>581,063</b>	<b>(414,714)</b>	<b>28.63%</b>
<b>Other Changes in Net Assets</b>					
Net Assets, Beginning	-	761,797	-		
	6,176,173	5,286,069	5,286,069	-	0.00%
<b>Net Assets, Ending</b>	<b>\$6,214,215</b>	<b>\$ 6,214,215</b>	<b>\$ 5,867,132</b>	<b>\$ (871,814)</b>	<b>105.92%</b>

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TENNESSEE VOICES FOR CHILDREN, INC.  
GRANT/CONTRACT REVENUE DETAIL  
FOR THE SIX MONTH PERIOD ENDED DECEMBER 31, 2021

	Revenue		Direct Expense		Variance	Percent Used	Recurring
	Current Month	Actual YTD	Budget				
20 - Childcare Consultation	\$ 20,751	\$ 77,773	\$ 158,333	\$ 80,560		49.12%	*
21 - Statewide Family Support Network	43,658	168,557	333,958	165,401		50.47%	*
22 - Fed Family Support	-	19,144	26,158	7,014		73.19%	
23 - Fed Family Support	12,153	44,519	80,851	36,332		55.06%	
24 - Nurturing Parenting	4,001	17,393	41,667	24,274		41.74%	*
25 - Strengthening Families Program	5,500	39,593	77,005	37,412		51.42%	*
28 - Youth Screen	13,947	43,649	182,500	138,851		23.92%	
32 - Teen Screen	22,274	67,710	102,167	34,457		66.27%	*
33 - School Based Liason	7,723	39,044	166,667	127,623		23.43%	*
35 - Juvenile Justice Reform	32,233	130,609	314,167	183,558		41.57%	*
37 - Tectra	1,143	7,261	71,811	64,550		10.11%	
39 - ILS West	-	1,000,000	2,056,818	1,056,818		48.62%	
40 - TMI	37,740	154,660	349,603	194,943		44.24%	
41 - ILS - Middle.	69,529	390,421	874,953	484,532		44.62%	
42 -	86	(239)					
64 - TBD	27,930	75,541	366,054	290,513		20.64%	
71 - VOCA-Culturally Specific Restoration	55,251	230,379	521,739	291,360		44.16%	
76 - Family Connection DCS Davidson Co.	21,648	105,644	234,108	128,464		45.13%	*
81 - Socat - TANF	48,660	213,888	607,017	393,129		35.24%	
83 - Socat - N	95,514	410,409	993,865	583,456		41.29%	
83 - Socat - N CES	-		187,790	187,790		0.00%	
84 - HT-ILT	16,578	51,306	104,167	52,861		49.25%	
92 - FSP in Juvenile courts	5,566	28,581	50,000	21,419		57.16%	
	-						*
<b>Total Grant/Contract Revenue</b>	<b>541,885</b>	<b>3,315,842</b>	<b>7,901,398</b>	<b>4,585,317</b>		<b>41.97%</b>	

NET ASSETS RELEASED FROM RESTRICTIONS  
FOR THE SIX MONTH PERIOD ENDED DECEMBER 31, 2021

	Revenue		Direct Expense		Variance	Percent Used
	Current Month	Actual YTD	Budget			
48 - HCA Foundation	-	\$ -	\$ 7,500	\$ 7,500		0.00%
49 - Tipper Gore Fund	-	-	40,000	40,000		0.00%
61 - TVC Counseling Svc.	2,640	17,840				
	<u>2,640</u>	<u>17,840</u>	<u>47,500</u>	<u>47,500</u>		<u>37.56%</u>

MISCELLANEOUS REVENUES  
FOR THE SIX MONTH PERIOD ENDED DECEMBER 31, 2021

	Current Month	Actual YTD	Budget	Variance	Percent Used
00 - Administrative - Misc	\$ 9,857	\$ 9,857		(9,857)	
41- Rents Received	20,550	61,650			
60 - FSS Training	500	4,001	18,285	14,284	21.88%
61 - TVC Counseling Svc	6,195	37,370	275,654	238,284	13.56%
61 - Outpatient Safety Net	-	-	240,000	240,000	0.00%
62 - FSS MCO Billable services	-	0	11,385	11,385	0.00%
63- Housing Services	157,399	869,188	1,498,839	629,651	57.99%
94 - Assessments	3,995	21,320	91,287	69,967	23.35%
	-				
<b>Total Miscellaneous Revenue</b>	<b>198,496</b>	<b>1,003,386</b>	<b>2,135,450</b>	<b>1,193,714</b>	<b>46.99%</b>

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TENNESSEE VOICES FOR CHILDREN, INC.  
STATEMENT OF CASH FLOWS  
FOR THE ONE MONTH PERIOD ENDED DECEMBER 31, 2021

CASH FLOWS FROM OPERATING ACTIVITIES

Change in net assets	38,042
Adjustments to reconcile change in net assets to net cash used in operating activities:	
Depreciation	4,511
Fund balance transfer to revenue	(2,640)
Unrealized gain on investments	12,795
Realized gain on investments	
(Increase) decrease in:	
Grants receivable	(152,661)
Other receivables	(9,590)
Deferred interest	65
Prepaid expenses and deposits	(14,759)
Increase (decrease) in:	-
Accounts payable	61,551
Accrued expenses	2,340
Notes payable	622,063
Deferred revenue	(3,992)
 TOTAL ADJUSTMENTS	 519,683
 NET CASH PROVIDED (USED) IN OPERATING ACTIVITIES	 557,725
 CASH FLOWS FROM INVESTING ACTIVITIES	
Purchase of Investments	(74,822)
Sale of Investments	
Purchase of land, buildings and equipment	(666,940)
 NET CASH PROVIDED (USED) BY INVESTING ACTIVITIES	 (741,762)
 INCREASE (DECREASE) IN CASH	 (184,037)
 CASH - BEGINNING OF MONTH	 959,753
 CASH - END OF MONTH	 775,716

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# Bylaws of Tennessee Voices for Children, Inc.

Adopted: May 20, 1994

Last Amended: February 2022~~October 26, 2018~~

## A. Name and Location of Corporation

The name of this corporation is Tennessee Voices for Children, Inc. with a DBA of “TN Voices.” Tennessee Voices for Children, Inc. is an agency which does not discriminate against race, religion, creed, color, sex, age, national origin, veteran status, disability, sexual orientation or gender preference. Its principal office shall be located in MiddleNashville, Tennessee, and/or in such other locations as may be determined by the Board of Directors.

## B. Purposes

The purpose of this corporation is to organize and support a statewide coalition of families, individuals, payors, providers, community and business leaders promoting the mental, emotional, and social well-being of children, youth, adults, and families.

## C. Membership

The corporation shall have no members.

## D. Board of Directors

### Section 1. Number and Qualifications.

The affairs of the corporation shall be governed by a Board of Directors composed of not fewer than seven (7) persons nor more than twenty-five (25) persons. The Directors shall be no less than fifty-one percent (51%) parents of children with serious emotional disturbances. The remaining forty-nine percent (49%) shall be broadly representative of families, payers, providers, and community and business leaders and have professional experience and/or personal interest in the delivery of children’s services in Tennessee. Board member should be elected from the major geographic areas of the state to encourage statewide representation and diversity.

### Section 2. Governing Powers.

The Board of Directors shall have the powers and duties necessary or appropriate for the administration of the affairs of the corporation, consistent with the law and with the Charter of the corporation and with these Bylaws.

### Section 3. Election and Term of Office.

The Annual Meeting will occur at the end of each fiscal year (June 30<sup>th</sup>) and before the beginning of the new fiscal year (July 1). At each Annual Meeting of the corporation, successors to the Directors whose term expire shall be elected to three year terms of office by the Board of Directors upon the affirmative vote of the majority of the Board of Directors. Nominations may be made by any member in a manner prescribed by policy approved by the Board of Directors. Directors may not be elected to more than two consecutive terms of office (six total year); Directors term can be extended with board approval. The terms of office should all begin July 1 and end June 30. If a member is nominated after the annual meeting, his or her term will be counted as a full year at the end of that fiscal year (June 30). A Director nominated to the office of President-Elect should have no less than three years remaining in their second term.

**Section 4.** Vacancies.

Vacancies in the Board of Directors shall be filled by the Board of Directors of Tennessee Voices for Children, Inc. at any regular meeting of that Board, and each person so elected shall be a Director until the expiration of the term of his or her predecessor.

**Section 5.** Removal of Directors.

Any one or more the Directors may be removed without cause upon the affirmative vote of the majority of the Board of Directors to Tennessee Voices for Children, Inc. Successor Directors may then and there be elected to fill any vacancies thus created.

**Section 6.** Annual Meeting.

The Annual Meeting of the Board of Directors shall be held before June 30<sup>th</sup> of each fiscal year when called by the Executive Committee. At such Annual Meeting, elections of the Directors and officers shall be held in accordance with these Bylaws. The Board may at the annual meeting consider any other business which may be properly brought before it. The meeting shall be held at such place as the Board may from time to time determine, and no notice of such meeting shall be necessary.

**Section 7.** Regular Meetings.

Regular meetings of the Board of Directors may be held at such time and place as shall be determined, from time to time, by a majority of the Directors. Notice of regular meetings shall be given by email, mail, or telephone.

**Section 8.** Special Meetings.

Special meetings of the Board of Directors may be called by the presiding officer of the Board, the President, and any two Directors by giving at least two days notice to each Director, given personally or by email, mail, or telephone, which notice shall state the time, place, and date of the meetings.

**Section 9.** Waiver of Notice.

Before or at any meeting of the Board of Directors any Director may, in writing, waive notice of such meeting and such waiver shall be deemed equivalent to the giving of notice. Attendance by a Director at any meeting of the Board shall be a waiver of notice by him or her of the time and place thereof. If all the Directors are present at any meeting of the Board, no notice shall be required and any business may be transacted at such meeting. To the extent permitted by law, any lawful action of the Board of Directors may be taken without a meeting if written consent to such action is signed by all the Directors and filed with the Minutes of the Board.

**Section 10.** Attendance

Board Members are required to attend all board meetings and special called meetings as scheduled. At all meetings of the Board of Directors, at least fifty percent of the Directors must be present to constitute a quorum for the transaction of business. Any member of the Board who has two unexcused absences during their term of office may be subject to removal from the Board at the discretion of the Board of Directors. Failure to comply could result in dismissal. The Board of Directors shall then appoint a replacement.

All members of the Advisory Board may attend the Annual Board of Directors' Meeting and/or other meetings at the discretion of the President. Advisory Board members are required to report to the President on an annual basis. Failure to comply could result in dismissal.

## **Section 11.** Conflict of Interest.

A conflict of interest may exist when the interests or concerns of any Director, officer, or staff member, or said person's immediate family, or any party, group or organization to which said person has allegiance, may be seen as competing with the interests or concerns of Tennessee Voices for Children, Inc. Any possible conflict of interest shall be disclosed to the board of directors by the person concerned.

When such conflict of interest is relevant to a matter requiring action by the Board of Directors, the interested person shall call it to the attention of the Board of Directors (or its committee) and such person shall not vote on the matter.

Moreover, the person having a conflict shall retire from the room in which the Board (or its committee) is meeting and shall not participate in the deliberations or decision regarding the matter under consideration.

The minutes of the meeting of the Board of Directors or committee shall reflect that the conflict of interest was disclosed and that the interested person was not present during the final discussion or vote and did not vote.

When there is doubt as to whether a conflict of interest exists, the matter shall be resolved by a vote of the Board of Directors (or its committee), excluding the person concerning whose situation the doubt has risen.

Members of the Board of Directors will annually submit to the Chair of the Board a letter disclosing any direct or indirect benefits received as a result of Tennessee Voices for Children Inc.'s agreements with any outside party.

## **E. Officers**

### **Section 1.** Designation.

The principal officers of the corporation shall be a President, the Immediate Past President, a President-elect, a Secretary, and a Treasurer, each of whom shall be elected by the Board of Directors from among its members, and will serve on the Executive Committee. The Directors may appoint such other officers as in their judgment may be necessary.

### **Section 2.** Election of Officers.

The officers of the corporation shall be elected by the Board of Directors at its annual meeting. All officers shall assume their respective offices on July 1 following their election. A President-Elect shall be elected each year and serve a three (3) year term, through the offices of President and Past President respectively. All other officers will serve a one (1) year term. The Board of Directors shall appoint such temporary or acting officers as may be necessary during the temporary absence or disability of the regular officers. Officers may be elected to successive terms of office.

### **Section 3.** Nomination of Officers

Any member may nominate a professional or retired member for any office. The President shall prepare a slate of nominees at his or her discretion after considering the nominees of the membership and after consulting with the Board of Directors and the Advisory Board. The slate of nominees shall be presented to the Board of Directors and the membership at least thirty (30) days prior to the Annual Meeting in June.

**Section 4.** Removal.

Upon an affirmative vote of a majority of the members of the Board of Directors, an officer may be removed either with or without cause, and his successor elected at any regular meeting of the Board of Directors or at any special meeting called for such purpose.

**Section 5.** President.

The President, when present, shall preside at all meetings of the Board of Directors, Advisory Council, and the Executive Committee. The President shall have the power to appoint committees and from time to time in his or her discretion as he or she may deem appropriate to assist in the conduct of the affairs of the corporation. The President shall have authority to sign, execute, and acknowledge on behalf of the Corporation all contracts, reports, and all other documents or instruments necessary or proper to be executed in the course of the Corporation's regular business, or otherwise provided by law or the Board of Directors. The President shall, in collaboration with the Board of Directors, appoint all chairs of standing committees and special committees. The President shall set an agenda before the next scheduled Board Meeting. He/she shall see to the submission of all required reports of the Board. The President, in conjunction with the Board of Directors, will work with the Chief Executive Officer to conduct strategic planning, annual budgets, and all reporting required by law.

**Section 6.** President- elect.

In the absence or disability of the President, or when requested to do so by the President, the President-elect shall perform the duties and exercise the powers and be subject to all the restriction of the President. The President- elect shall also perform such other duties as shall be prescribed by the Board of Directors. The President-elect shall serve as Parliamentarian.

**Section 7.** Immediate Past President

Immediate Past President shall serve as a member of the Board of Directors and Executive Committee member to ensure continuity. He/she shall perform additional duties as may be directed by the Board of Directors.

**Section 8.** Secretary.

The Secretary shall keep the minutes of all meetings of the Board of Directors and the Executive Committee. He or she shall perform the duties and functions customarily performed by the Secretary of a corporation together with such other duties as the Board of Directors may prescribe. The secretary shall see that all notices are duly given according to the provisions of these bylaws or as required by law; shall be custodian of the records; and shall perform all duties incident to the office of Secretary, and such other duties as may be delegated or assigned by the President or Board of Directors. A copy of the minutes from the Board Meetings and Executive Committee shall be forwarded to the members of the Board of Directors prior to the next Board of Director's meeting. He/she shall perform other duties as may be directed by the Board of Directors and/or by policy.

**Section 9.** Treasurer.

The Treasurer shall have custody of the corporate funds and securities and shall be responsible for ensuring that a full and accurate accounts of financial records of the corporation. He or she shall disburse funds of the corporation as may be ordered by the President, or the Board of Directors, taking proper vouchers for such disbursements, and shall render to the President or the Board of Directors, at its regular meetings, or when the

Board of Directors so requires, an account of all of his or her transactions as Treasurer and of the financial condition of the corporation. He or she is responsible for meeting with the corporations leadership to review financials prior to board meetings.

## F. Executive Committee

There shall be an Executive Committee comprised of the President, the President-elect, the immediate past president, the Secretary, and the Treasurer whom shall be elected by the Board of Directors from among its members. The Executive Committee shall be responsible for evaluating and determining the compensation of the Chief Executive Officer (and the other Directors may inquire about -the evaluation and compensation of the Chief Executive Officer). Further, the Executive Committee shall have and exercise the powers of the Board; however, the Executive Committee shall **not** have the power to:

- Select a Chief Executive Officer;
- Approve new Directors;
- Elect officers of the corporation;
- Approve changes to the Bylaws;
- Approve the budget of the corporation; or,
- Approve material changes to the strategic direction or basic program of the corporation.

These matters are reserved to the full Board of Directors.

## G. Committees

### Section 1. Organization.

To achieve the objectives of the corporation, the Board of Directors may at its discretion establish organization units such as ad hoc committees, task forces, or councils. The Board of Directors shall exercise authority over policies, services and programs, and budgets of all organizational units.

### Section 2. Advisory Council.

The Board of Directors may establish an Advisory Council comprised of individuals with personal experiences and knowledge supportive of the mission of the corporation. Witten policies regarding the function and operation of the Advisory Council shall be approved by the Board of Directors. Such policies shall include a statement that members of the Advisory Council do not have an assigned role in governance of the corporation.

### Section 3. Standing Committees.

Unless otherwise expressly resolved by the Board of Directors, it shall have the following standing committees in addition to the Executive Committee referred to in Article VI: Nominations Committee (chaired by the Member-At-Large); Finance and Personnel Committee (chaired by the Treasurer); Public Policy Committee. The membership of each committee shall be determined by the Executive Committee.

## H. Executive Officer

### Section 1. Appointment.



The Board of Directors shall appoint a corporate officer to oversee the operations of the corporation who shall have the title of Chief Executive Officer (“CEO”).

**Section 2.** Authority and Responsibility.

The CEO, as chief executive officer, shall manage and direct all activities of the corporation subject to the policies of the Board of Directors. The CEO shall serve without vote as an ex-officio member of the Executive Committee and Board of Directors; provided that the Executive Committee may, on occasion, resolve to proceed in executive session without the CEO’s participation. The CEO may designate corporation staff to serve as ex-officio on the Board and Committees when appropriate.

## I. Fiscal Management

**Section 1.** Fiscal Year.

The fiscal year of the corporation shall begin on the first day of July of every year, except that the first fiscal year of the corporation shall begin at the date of incorporation. The commencement date of the fiscal year herein established shall be subject to change by the Board of Directors.

**Section 2.** Compensation.

No part of the income or profit of the corporation shall be for the benefit or distributable to its Directors or Officers. The Board of Directors shall receive no compensation for their activity as Directors of this corporation.

**Section 3.** Execution of Corporate Documents.

All notes and contracts shall be executed on behalf of the corporation in accordance with policies approved by the Board of Directors. All checks shall be executed on behalf of the corporation as directed by the Board of Directors through resolution.

**Section 4.** Liability of Officers and Directors.

No person shall be liable to the corporation for any loss or damage by it on account of any action taken or omitted to be taken by him or her as a Director or officer of the corporation in good faith, if such person exercised or used the same degree of care and skill as a prudent person would have exercised or used in the circumstances in the conduct of his or her own affairs.

**Section 5.** Indemnification of Officers and Directors.

The corporation shall indemnify to the fullest extent permitted by law any and all persons who may serve or who have served at any time as Directors or officers, or who, at the request of the Board of Directors of the corporation may serve or at any time have served as Directors or officers of another corporation in which the corporation at such time owned or may own shares of stock or of which it was or may be a creditor, and their respective heirs, administrators, successors, and assigns, against any and all expenses, including amounts paid upon judgments, counsel fees, and amounts paid in settlement (before or after suit is commenced) actually and necessarily incurred by such persons in connection with the defense or settlement of any claim, action, suit, or proceeding in which they, or any of them, are made parties, or a party, or which may be asserted against them or any of them, by reason of being or having been Directors or officers or a Director or officer of the corporation, or of such other corporation, except in relation to matters as to which any such Director or officer or former Director or officer or person shall be adjudged in any action, suit, or proceeding to be liable for his or her own negligence or misconduct in the performance of his or her duty. Such indemnification shall

be in addition to any other rights to which those indemnified may be entitled under any law, bylaw, agreement, vote of Directors, or otherwise.

## J. Dissolution

Upon dissolution of the Association, after paying or making provisions for all of the liabilities of this corporation, all the assets of the corporation shall be disposed of by conveyance to one or more charitable organizations as described in Section 501 (c) (3) and 170 (c) (2) of the Internal Revenue Code of 1954 (or as it may be amended).

## K. Amendments

Except as otherwise required by law, these Bylaws may be amended at any regular meeting of the Board of Directors or at any special meeting called for that purpose, provided that written notice of the proposed amendments shall have been given at least thirty (30) days prior to such meeting. Amendments shall require an affirmative vote of a majority of the members of the Board of Directors in office at the time the amendment is adopted.

Adopted: May 20, 1994

Amended: December 8, 1994

Amended: December 8, 1995

Amended: January 24, 1997

Amended: April 20, 2001

Amended: January 25, 2002

Amended: July 22, 2005

Amended: October 17, 2014

Amended: December 15, 2017

Amended: October 26, 2018

Amended: February 2022



**TN VOICES**

**Support Services From  
Firsthand Experiences**

**Financial and Procurement Policies and  
Procedures**

## **Financial Accountability**

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### **Policy:**

TN Voices, (TNV) staff and board members maintain a strong reputation for its outstanding financial accountability. TNV participates in annual audits from a contracted audit firm as well as audits from the Contractors and Grantors. All employees of TN Voices shall abide by the following financial procedures in conducting business for the agency.

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### **Practices:**

## **Summary of Accounting System**

### ***Computer Software***

TNV will use accounting technology software to support the accounting oversight and will evaluate periodically the need to enhance the technology as systems change. Software used will integrate the core accounting areas of accounts payable, cash disbursements, accounts receivable, payroll, and cash receipts into a complete general ledger solution. The fully integrated accounting system will also have bank reconciliation and budget reporting functionality. The software is password protected and only accessible to the designated VP of Finance accounting and finance staff through password protected access.

### ***Chart of Accounts and Program Classification***

The chart of accounts is split between revenues, direct program costs and supporting activities (administrative indirect costs). Each program is assigned an account code. Each account code is assigned a series of line items based on the approved budget. As invoices are received, the VP of Finance allocates the cost to the individual program based on the approval signature of the program supervisor and assigns the appropriate line item code. Items to be allocated across programs are allocated to a miscellaneous program code. The total amount is then allocated based on the budget allocations.

### ***Agency Budget***

Budgets are maintained within Excel for each program. Program allocations are based on the space and resources used times the number of staff within each program. On an annual basis, a budget is prepared by the CEO and VP of Finance for each program (with key program staff) and general operations. The budgets are principally based on historical and projected spending, and approved budgets stipulated in contracts. The annual budget is reviewed and approved by the Board of Directors. Budget revisions as deemed appropriate must be approved by the Board of Directors.

## **Accounting Functions and Internal Controls**

### **Accountant**

TNV employs the services of a CPA firm for accounting services and employs a Finance Manager. The CPA and Finance Manager (TNV Employee) work together to accomplish the end of the month posting, reconciliations, general ledger, trial balances, indirect calculations, and preparing of the

financial statements as well as the end of the fiscal year reporting requirements. The CPA is responsible for preparation of the yearly Form 990 and Policy 03 reports.

### ***Accounts Receivables, Cash Receipts and Deposits***

#### **Accounts Receivable**

Invoices and applicable reports are prepared based on contract terms and stipulations. Invoices are generated through accounting software by the Finance Manager. The CEO or VP OF FINANCE reviews all invoices before mailing. The aging of accounts receivable is monitored by the Finance Manager and the VP OF FINANCE and standard business collection procedures are followed as deemed appropriate.

#### **Receipts and Deposits**

The Receptionist is responsible for opening the daily mail. All funds received at the agency are date stamped by the Receptionist upon receipt. The Receptionist then makes a photocopy of the check, files a copy at her desk, and then gives the check to the Finance Manager who assigns account code, and matches to the check to the invoice (if applicable). The Finance Manager then prepares the deposit. A receipt is written for every check. Copies of the receipts are kept by the Finance Manager and given to the CEO or VP of Finance along with a copy of invoice and check, check stub (if available), and a copy of deposit slip which is office prepared and bank validated. The deposit is taken to the bank by the Finance Manager. After deposited in the bank, the Finance Manager enters the deposit into the Accounting software system with the same date as the deposit. The deposit slips are approved by the VP of Finance prior to and after processing.

Any cash which is received is given to the Receptionist who prepares a receipt for her file. Cash is then handled in the same procedures as checks.

#### **Automatic Deposits/Wire Transfers:**

Upon receipt of notification of the automatic deposit or wire transfer, the Finance Manager verifies deposit with the bank. Once verified, a receipt is written for the Finance Manager and then the notification and verification are copied and dispersed to the Finance Manager and then to the CEO, COO, and VP of Finance

### ***Accounts Payable and Cash Disbursements***

#### **Accounts Payable**

- All bills and invoices are sent to TNV. The VP of Finance is responsible for review of the documents for accuracy, matches the invoice to the purchase order (if applicable) and provides the proper general ledger account(s) code utilizing the TNV Check Request system. Check Requests can also be given to the VP of Finance, COO, or CEO by employees requesting reimbursements after it has been approved by that employee's supervisor. The VP OF FINANCE provides the initial approval on all check requests. In their absence, the COO or CEO provides this approval. Once approved, the information is entered into the accounting software by the Finance Manager. The Finance Manager schedules the payment of invoices based on terms and conditions stipulated by the vendor. Voided checks will have the backup

from the accounting software, verifying it was voided in the system. That will be included with the check stamped void and will then go to the CEO, COO, or VP of Finance for an initial to show their approval. Any documentation regarding the reason for voiding the check will be included as backup with that material. Also, access to the void stamps will be limited to the Finance Manager and VP of Finance.

### Cash Disbursements

The Finance Manager prints checks on a daily basis for all scheduled vendor payments. After reviewing the checks for accuracy, the Finance Manager routes the checks with supporting documentation (invoices, check voucher etc.) to the VP of Finance or CEO for signature. The VP of Finance or CEO's signature on the check indicates the approval of the expense. Checks can be signed by the VP of Finance or CEO or the COO if the VP of Finance or CEO is unavailable. Once the checks are signed, the checks, check vouchers and invoices are returned to the Finance Manager. Checks are mailed by the Finance Manager and check vouchers along with invoices are promptly filed by vendor name.

End of year records are held open for 15 days after year end so that all June expenses, paid in July, are recorded. The agency has moved to an accounts payable system so that no checks have to be held until submission of invoices.

The supply of unused checks is kept in a locked file in the Finance Manager's office. The checks are sequentially numbered and all checks are accounted for on an ongoing basis. The VP of Finance, Finance Manager, and COO have keys to this cabinet.

### Bank Reconciliations

The bank sends statements directly to TNV. The bank statements are opened and reviewed by the CEO and/or VP of Finance and COO and then forwarded to the Finance Manager for reconciliation. The Finance Manager will reconcile the bank statement monthly and then give the bank statement, GL and other relevant information from the accounting software to the VP of Finance to initial if approved.

## **Financial Reporting, Budgeting and Review**

### Monthly Financial Review

On a monthly basis, the CEO, COO, and VP of Finance perform a high level review of agency transactions recorded during the month for accuracy and appropriateness of account and program classification. The review includes analyzing actual results recorded as compared to budget for each program. On a bimonthly basis, the Executive Committee of the Board of Directors reviews the Monthly Financial Reports and provides feedback to the CEO and other Board Members.

### Financial Statement Generation and Review

The CPA, in cooperation with the Finance Manager, generates the monthly financial statements for the organization. Monthly program financial statements are provided by the Finance Manager. The statements generated include actual to budget comparisons. The CEO and VP of Finance review the statements. Financial statements are also reviewed by the Board of Directors at scheduled board

meetings. The Finance Manager prepares grant invoices and forwards these invoices to the VP of Finance or CEO for signature. After signature, invoices are copied to the VP of Finance and Finance Manager who then mails the originals to the appropriate recipient.

### Accounting Corrections

If any accounting errors are found, the VP of Finance will be informed immediately, and they will be processed by the Finance Manager within 1 business day.

## **Other Financial Procedures**

### ***Timekeeping***

All employees complete a timesheet for each pay-period. Timesheets are generated by using an a timekeeping web-based platform. Hours worked are charged to individual grants, administrative, holidays, flextime, and Paid-Time-Off (PTO). The timesheet includes a certification that the employee must sign that stipulates that all hours reported on the timesheet are correct and reported to the appropriate project or administrative category. Timesheets are reviewed and approved by the employee's immediate supervisor.

Once approved, timesheets are submitted to the VP of Finance who then totals hours worked, paid time off and overtime and completes on an Excel worksheet. The timesheets along with this Excel spreadsheet are reviewed by the Finance Manager or CEO prior to next step. A payroll summary page is then processed to the Finance Manager who calculates the payroll utilizing the Accounting Software. The Finance Manager then enters those amounts into the banking ACH system. A batch report along with the payroll register goes to the VP of Finance/CEO for review and approval before processing. The VP of Finance is responsible for running a report of paid time off for each employee and keeping these records. The Finance Manager is responsible for completing the payroll including writing checks and handling the automatic deposits for employees. Once payroll is completed, the Finance Manager files a copy of the payroll journal for our records. The VP of Finance is responsible for the disbursement of payroll across the different grants/contracts and for the development of the Payroll Journal. The Form 941's and W-2's, and SUTA reports are done by the Finance Manager.

Personnel files and payroll files are kept in the VP of Finance/Finance Manager's office in a locked file cabinet. Pay rate changes are documented in these files by documentation from the CEO who approves all staff raises while the Board approves the CEO's compensation. The COO may approve payrate changes in CEO's absence.

### ***Program Allocations:***

The program allocations, based on the percentage of time an individual works in a program is determined monthly by the VP of Finance based on the grant budget submitted with the original proposals and worked completed. After the employee percentages to be charged to programs has been determined, the information is sent to the CPA and Finance Manager to use as the basis for setting up the general allocations with the accounting software. Each payroll that is recorded in the general ledger is allocated to programs based on the allocation provided by staff on their timesheet records. That information is compiled into a monthly payroll allocation by the VP OF FINANCE and provided to the Finance Manager to input into the accounting software to expense to the individual programs.

### ***Personnel:***

The COO will serve as the Compliance Officer for the organization. For all other personnel, please see TNV Employee Policy and Procedures Manual

### ***Credit Cards Usage***

TNV holds credit card accounts with American Express, Walmart, Costco, and Home Depot. Each company sends a monthly report/ invoice which clearly itemizes all expenditures. The agency credit cards are to be used for business conducted on behalf of the agency. The Walmart and Home Depot cards are locked in a cabinet located in the VP of Finance's office. Designated employees will have American Express cards to conduct regular agency business. The list of designated employees with an agency card will be kept on record and tracked on the American Express account page set up for TN Voices. Receipts are turned in to the VP of Finance immediately upon the use of the card. If receipts are not turned in, the employee must then reimburse the agency for the purchase.

Travel reservations are scheduled and procured by the TNV Office Manager upon request.

### ***Travel***

See TNV Employee Policy and Procedures Manual

### ***Procurement***

See attached Procurement Policy

### ***Control of Assets***

TNV's tangible assets are principally cash in banks and office related equipment. TNV maintains an equipment inventory that is updated annually. All new equipment purchases are added to the list. Equipment is described, original price is identified, and the grant that provided the funding for the equipment is also identified. All equipment is tagged with an identifying inventory tag. TNV staff leaves equipment in the office unless they are traveling to meetings or conferences that require a laptop, projector, etc. for presentations. TNV is also properly insured to cover the replacement cost of lost, stolen, or destroyed property.

TNV ensures that the acquisition and disposal of assets are in accordance with provisions stipulated in Federal and state contracts as warranted.

### ***Conflicts of Interest***

The TNV by-laws prohibits conflict of interest for staff and TNV Board Members. On a yearly basis, the members of the Board of Directors sign a statement declaring the absence or existence of any conflicts. Staff is trained yearly on the TNV's Conflict of Interest policy. TNV Board Members are not reimbursed for their services on the Board of Directors.

### ***Drug Free Workplace Act Policy:***

See TNV Employee Policy and Procedures Manual



## ***Federal and State Compliance Reporting***

TNV is compliant with all reporting requirements of Federal and state governments. The organization promptly files all documents and pays taxes in accordance with Federal and state law. Such items include but limited to:

- Federal and state payroll taxes and returns
- Federal and state information returns
- Local jurisdiction property tax returns

## ***Financial Audit***

An annual financial audit is conducted by an independent auditing firm consistent with requirements of funders.

## ***Indirect Costs***

TNV has an approved indirect rate established with the State of Tennessee as well as SAMHSA. It is based on the ratio of direct program expenditures to total direct expenditures applied to administrative cost. For the programs where administrative overhead is allowed to be charged for reimbursement, the following rationale is used each month to allocate the available overhead from the administrative cost pool of accounts to those programs. This procedure should insure that no overhead in excess of the total of the administrative cost pool accounts is allocated to the programs.

1. The direct costs for each eligible program will be multiplied by the applicable overhead percentage to determine the maximum amount of overhead earned.
2. The calculated amounts will be added to determine the total overhead earned; then each program's amount will be divided by the total to determine that program's percentage of the total earned.
3. The total of the administrative costs in the cost pool accounts will be multiplied by the calculated percentages of each program and that amount will be allocated to the program as overhead.

## **Procurement of Services and Supplies**

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### **Policy:**

This policy has been implemented when services and supplies are purchased from vendors, suppliers and subcontractors. Complete documentation must accompany all purchases and contractual agreements. TNV will only purchase services and supplies when the need is clearly indicated to carry out the mission and activities of TNV projects and the general operation of the organization. Procurement will be made with complete impartiality based on the merits of the proposal from the supplier. All vendors being used to purchase goods/services are reviewed against the Excluded Parties List System (EPLS) with Data.Gov.

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### **Practices:**

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1. TNV employees and members of the Board of Directors will in no way request nor accept gifts or favors from suppliers to influence proposed purchase.
2. TNV employees and members of the Board of Directors will avoid participating in procurement or contract administration where there is a conflict of interest. A conflict of interest arises when an individual in an organization has competing professional obligations or personal or financial interests which can potentially influence the exercise of his or her duties. The Compliance Officer will report any discovery of undisclosed conflicts of interest to the Board of Directors.

When a conflict of interest is disclosed regarding procurement, it is the duty of employees and board members to ensure that any disclosed conflict of interest that have potential to impact procurement will be managed in the following ways:

- i. Disclosure – all board member and employees will be trained on disclosure and will be required to disclose any conflicts of interest as they occur as well as an annual update by completing the conflict of interest form.
  - ii. Financial distancing – the conflict will be considered in light of financial gain to the disclosing employee or board member.
  - iii. Self-regulation – an employee will refrain from using their authority to make decisions that involve a conflict of interest; a board member will refrain from voting on a decision where they have a personal conflict of interest.
3. Copies of all documentation of procurement of services and supplies will be maintained by TNV's Office Manager and/or VP of Finance.
  4. Proposed purchases greater than \$10,000 must receive at least three bids regarding cost.

### **RESPONSIBILITY/AUTHORITY**

The TNV CEO, COO, and VP of Finance have the responsibility and authority to purchase or contract for supplies and services. The authority to make purchases and administer contracts may be delegated by the CEO.

1. Services and supplies are approved by the VP of Finance or CEO and purchased with consideration to the best price as well as the best quality of work.
2. The CEO, COO, and VP of Finance have the authority to enter into and sign contractual agreements.

### **PURCHASE ORDERS**

Purchase Orders or Supply Requests are to be used for all supplies ordered in advance of payment.

1. Purchase Orders or Supply Requests will show the supplier, item(s) to be purchased, price, and the project for which the item is to be used.
2. An employee must sign and date the Purchase Order or Supply Request before submitting it for approval from the supervisor who must also sign in approval before submission of the request.
3. The CEO or VP of Finance will review the Purchase Order or Supply Request to verify compliance with mission, project activities and budget prior to approval.
4. If not approved, the Purchase Order or Supply Request will be returned.
5. Once approved, the CEO or VP of Finance will assign the allocation code the items to the designated project department before submittal to the Office Manager for ordering.
6. The original Purchase Order or Supply Request will go to the Office Manager and a copy will be sent to the vendor (if requested).
7. Once supplies are received, all attached documentation (i.e. packing slip) is forwarded to the VP of Finance who matches this information with the original purchase order to verify price, quantity, etc.
8. Once the purchase and delivery has been verified, the VP of Finance will request payment according to TNV financial procedures.

### **CONSULTANTS AND SUBCONTRACTS**

Consultants and Subcontractors include persons or firms who are employed to perform temporary tasks, specific and short-term assignments, or to provide technical assistance for their specific area of expertise to support the needs of current TNV programs and activities.

1. TNV will only enter into contractual agreements when the need is clearly indicated to carry out the mission and activities of TNV projects and the general operation of the organization.
2. Contracts will be awarded with complete impartiality based strictly on the merits of the quality and rate of the proposed supplier.
3. Contracts will clearly specify the nature and scope of activities, including the responsibilities of the contractor and of TNV.
4. Contracts will be bound by specific starting and ending dates.
5. All contracts are contingent upon availability of funding during the fiscal year.
6. Contracts will clearly state TNV's right to terminate the contract if services are not rendered in an appropriate and timely way or if the contractor fails to fulfill his/her responsibilities.

### **REIMBURSEMENTS**

All Employees must have verbal or written authorization prior to incurring an expense on behalf of TNV.

1. To be reimbursed for all authorized expenses, the supervisor must approve an expense report accompanied by receipts. The Employee and their supervisor must sign and date the Request for Payment Form prior to submission to the VP of Finance or CEO.
2. See above section on "Responsibility/Authority" concerning who must approve your expense report based on the amount.

3. Approved expenses will be submitted for reimbursement through the use of a Request for Payment form.

### ***Travel***

1. Employees will be reimbursed for expenses of travel, including the cost of transportation, meals and lodging, provided such travel is approved and performed in the course of conducting TN Voices, Inc. business. Employees will be reimbursed according to the state approved rate for mileage reimbursement for travel performed in the course of conducting TN Voices business. TN Voices will reimburse cost of meals in situations where overnight lodging occurs or when employees out of town travel will require employee to work over the expected 8-hour workday and is 75 miles from their office base.
2. Activities that normally justify the reimbursement of travel expense include calling on customers and suppliers, and attendance at conventions, seminars, and other educational functions related to the employee's job.
3. All employees must obtain approval before incurring expenses.
4. Common carrier transportation is used for trips of two hundred miles or more, provided suitable scheduling is available. For trips involving less than two hundred miles, employees usually use their own car.
5. Mileage in personally owned automobiles will be reimbursed at the current TN Voices according to the state approved rate. TN Voices will not reimburse employees for commuting expense between home and their normal work site. In addition to the standard mileage allowance, necessary and reasonable charges for bridge tolls and parking will be allowed. Expenses for auto insurance, parking tickets and traffic violations will not be reimbursed. Rental car expenses will be reimbursed not to exceed rental cost plus gasoline expenses. Reasonable efforts will be made to find the most cost effective rental agency. In order to receive reimbursement, receipts must be submitted to TNV utilizing mileage and expense report forms. Request for reimbursements are to be submitted monthly unless otherwise approved by the supervisor.
6. Long distance travel arrangements for transportation (air fare) and lodging should be made through the travel agency specified by TN Voices.
7. A cash advance for expenses of approved travel, up to \$500.00 may be obtained by submitting a written request to the supervisor. Upon completion of travel, the employee must fill out an expense report and attach the necessary supporting receipts. The supervisor must approve the amount claimed, less the cash advance, if any, before submitting the travel voucher to the VP of Finance or CEO for payment.
8. Employees are not reimbursed for expenses of entertainment while on a business trip.
9. Employees are not reimbursed for travel expenses of their spouse. When a spouse travels with an employee at the employee's expense, TN Voices will pay the cost of the hotel on a single occupancy basis.
10. Time spent by an employee in traveling away from home on TN Voices business during normal working hours will be considered hours worked.

11. Meals: Meal expenses can only be reimbursed if overnight travel occurs. The maximum per diem rates include a fixed allowance for meals and incidental expenses (M & I). The M & I rate, or fraction thereof, is payable to the traveler without itemized receipts. Incidentals are intended to include miscellaneous costs associated with travel such as tips for baggage handling, phone calls to home, etc. **Any incidentals that exceed the maximum reimbursement of \$5 will need to have a receipt.** Reimbursement for a single meal for employees on one-day travel status with no overnight stay is not permitted.

- Meal expenses must be reasonable and will be reimbursed at a rate not to exceed \$46.00 per day. If a meal is being provided at a conference, the per meal rate will be deducted out of the total based on the following breakdown of \$7.00 (breakfast), \$11.00 (lunch), and \$23.00 (dinner), \$5.00 for incidentals for in-state travel. For example: If you attend a conference and a breakfast and lunch are provided, you would deduct from \$46 the \$7 for breakfast and \$11 for lunch leaving you a total of \$28 for M & I expenses for that day.
- **Partial (Travel) Days:** Reimbursement for meals and incidentals for the day of departure shall be three-fourths of the appropriate per diem amount. Reimbursement for per diem for the day of return shall be three-fourths of the per diem rate applicable to the preceding calendar day. To assist in this calculation, the following table lists partial per diem rates for meals and incidentals for in-state and out-of-state travel:

<b>Full/Partial</b>	<b>Per Diem</b>	<b>Breakfast</b>	<b>Lunch</b>	<b>Dinner</b>	<b>Incidentals</b>
<b>Full Day</b>	\$ 46	\$ 7	\$ 11	\$ 23	\$ 5
<b>Partial Day</b>	\$ 34.50	\$ 5.25	\$ 8.25	\$ 17.25	\$ 3.75

12. Travel reimbursements receipts must be turned in on the first business day following return from trip for reimbursements. If the agency credit card is used, receipts must be turned in immediately upon return. If receipts are lost, the employee will be responsible for covering the cost of the item purchased.

13. Deliberate disregard of these regulations while traveling on agency business or the filing of an intentionally misleading or fraudulent travel claim are grounds for disciplinary action including termination of employment.

14. For employees who receive honorariums for appearing at meetings while on official agency business, the employ may accept the honorarium as full payment for travel expenses including airfare, or choose to surrender the honorarium to TNV and be reimbursed in accordance with established travel policy.



## Board of Directors

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# TN VOICES

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