

## **Board of Directors**

Dan Gray, Chairman  
Patrick Chaing, Vice-Chair  
Jon-Michael Rosch, Secretary  
Tom Rowe, Treasurer  
Dara L. Aldridge  
Maiko Ashby  
Emily Chiang  
Jennifer Judelsohn  
Angie Lathrop  
Jennifer McGarey  
James Ross  
Sue Zywokarte

## **For the sake of what?**

*Does this move us in the  
direction of our mission?*

*Is this the best use of  
resources?*

*Is this the direction  
we said we want to go?*

## **Our Mission:**

Pathway Homes  
embodies the spirit  
of recovery: embracing an  
attitude of hope,  
self-determination  
and partnering with each  
individual on their  
personal journey toward  
achieving self-fulfillment  
and realizing their dreams.

We fulfill our mission by  
making available to  
individuals with mental  
illness and co-occurring  
disabilities a variety of  
non-time-limited housing and  
services to enable them to realize  
their individual potential.

## **PATHWAY HOMES, INC.**

### **Board of Directors**

Monday, April 9, 2018  
7:00 P.M.  
10201 Fairfax Blvd., Ste. 200  
Fairfax, VA 22030-2209



- 6:30 Social Half-hour
- 7:00 Call to Order
- 7:05 Presentation – Barriers to Rental Housing  
Fannie Mae Fellow, Libbie Rozofsky
- 7:30 Approval of Minutes of Meeting January 22, 2018\*
- 7:35 CEO's Report – Dr. Sylisa Lambert-Woodard
- 8:00 Treasurer's Report - Brenda Brennan
- 8:05 Chairperson's Report and Comments
- 8:15 Committee Reports
  - 1. Philanthropy Committee—Jennifer Judelsohn
  - 2. Board Development—Patrick Chaing
- 8:40 Old Business
- 8:45 New Business
- 8:50 Announcements.
- 8:55 Adjournment

\* Materials Enclosed in Packet

## ADDENDUM TO BOARD AGENDA

April 9, 2018

Pathway Homes Leadership and staff remain committed to developing a culture of excellence. We have been focused on having transparent and motivational communication to keep staff in the loop, while successfully being granted new and renewal contracts, and being more intentional in our service to the Northern Virginia region. We received our staff satisfaction survey, that documents strong morale and hope regarding our future. And, the staff recognition event acknowledged the tremendous and committed work of our staff. I look forward to seeing you, and answering any questions at our upcoming meeting!

### Board Matters:

- The Philanthropy Committee Report- Jennifer Judelsohn, Treasurer's Report- Brenda Brennan, and Board Development report- Patrick Chaing have been provided for your review. Please review these reports before the meeting; any questions or clarifications will be addressed during the meeting.
- **New Award!** Pathway requested \$1,132,166 through two proposals to acquire seven 1-bedroom condominium units, scattered throughout Fairfax County, to provide affordable housing and supportive services to individuals who are homeless or precariously housed with incomes at or below 30 percent of AMI and who have special needs related to mental illness, co-occurring substance abuse disorders, or intellectual disorders. The Selection Advisory Committee of the Department of Housing and Community Development (DHCD) recommends a partial award of **\$983,820** to acquire six units of affordable rental housing. Pathways was 2 of 6 non -profits awarded acquisition grant funds.
- Pathway Homes participated in the Loudoun County grant kickoff meeting on 3/23/18! Pathways will provide Mental Health Skill Building Services (MHSS) to individuals served by the Department of Mental Health Substance Abuse and Developmental Services. One staff has been hired, and referrals are anticipated to be received the week of 4/16/18.
- Pathway Homes' Board of Directors endorsed submission of the FY 2019 Community Development Block Grant (CDBG) application for *Pathway Homes Prince William Recovery* in the amount of \$225,000. This project will fund two (2) 1-bedroom units or one townhome. Pathways was notified in December 2017 that it will be awarded \$185,000 to fund this project in FY19. Under the CDBG Competitive Guidelines, one organization can receive no more the \$225,000 as a combined total of application that rank high enough for funding. We were also awarded our *second* submission. Anticipated start date of award is 7/1/18.

- Pathway Homes' Board of Directors endorsed a *second* submission of the FY 2019 Community Development Block Grant (CDBG) application for *Pathway Homes Care Coordination* in the amount of \$40,000. This award is targeted to hire staff to provide needed case management services to those with serious mental illness who are underserved and/or unstably housed. Anticipated start date of award is 7/1/18.
- Pathway Homes was awarded \$25,000 from the Northern Virginia Health Foundation for the development of a pilot supportive services package/waiver. Pathways will work with a consultant, Managed Care Organizations (MCO's), Housing Authorities and CSBs in the development of this design. Product to be completed by 12/18. Pathway Homes will be hosting our kick off meeting on 4/12/18.
- Pathway Homes formally received \$500,000 from VA Department of Housing and Community Development (VADHCD) to purchase 4, 1-bedroom condos at (1%) interest for our new 2017 Pathway Homes Permanent Supportive Housing First Program. This project will provide permanent, non-time limited housing and supportive service for 4 chronically homeless and/or formerly homeless adults with serious mental illnesses and/or substance abuse issues. **All four** properties have been purchased effective 4/2/18.
- The VA Department of Behavioral Health and Developmental Services (DBHDS) submitted a request for carry over from FY15-16 funds from the Substance Abuse and Mental Health Services Administration (SAMHSA's) Cooperative Agreements to Benefit Homeless Individual (CABHI) programs that help people with behavioral health issues obtain housing and supportive services. CABHI funds can be used for a broad range of positions and purposes. Pathway Homes was awarded \$101,422 through 2/28/18 to provide extended housing and services to 15 new consumers through 9/18/18.
- Due to the loss of Pathways' sole source contract with Fairfax County, our Calamo property has been renovated and anticipated to list for sale by 4/15/18. All listing realtor costs have been waived by Sarah Haque, Coldwell Banker.
- On 9/20/17 Pathways was **verbally** notified that the County is committed to continue its support in FY19 in the amount of **\$267,169** administrative cost for the CoC projects. This MOA contract is still being **renegotiated** to add one 32-hour Manager position, and a 20-hour peer position to ensure adequate operations of this contract totaling an **additional \$132,048. This contract is anticipated to be awarded 7/1/18.**
- Pathways Homes' *first* regional Department of Behavioral Health and Developmental Services (DBHDS) award to serve 35 individuals over two years in Fairfax County, Prince William, and Alexandria City completed its second year of operation! The contract award for \$1,407,576 (2-year period), resulted in an award

of: 18 beds- Fairfax, 10 beds- Prince William, and 10 beds- Alexandria (2 by expansion), bringing the total served in the second year to 37. Due to the success of this project DBHDS increased our budget 25% (an additional \$177,000) to serve 10 additional individuals in Prince William County. Pathways exceeded our time frame to fill these beds by bringing all 47 DBHDS-funded beds into our housing inventory by 12/20/17!

- **Renewal, new grant agreement pending-** Pathway Homes is awaiting the HUD announcement of twelve (12) HUD Homeless Assistance renewal grant awards totaling **\$5,181,468**. These grants fund our Supportive Housing Program and Shelter Plus Care (now called Leasing and Rental Assistance) projects serving 306 individuals. The total amount of HUD assistance that the Fairfax-Falls Church Continuum of Care (CoC) receives is \$8,291,071. Grant agreement is pending.
- **New grant agreement pending-** Pathways was selected to receive reallocated funding to expand 1991 Pathways SHP by 4 individuals. The amount of the expansion will be \$50,008. HUD announcement is anticipated April 2018.
- **New Invitation for Bid (IFB) Submission-** Pathway Homes, submitted a response to an IFB requesting vendors to provide Transitional Group Homes (TGH) and Permanent Supportive Housing in Chesterfield and Albemarle Counties in Virginia (additional sites were offered for vendors to consider, all outside of Northern VA). Bid was submitted 12/22/17 and Pathways was not awarded this project.
- The Pathway Homes Recognition Event was held on 3/23/18. It was a great success. Special thanks to Dan, who rendered a heartfelt welcome, and all the board members in attendance who shared their motivation for service! The agency appreciates your support!

**PATHWAY HOMES, INC.**  
Minutes of the Quarterly Meeting of the  
Board of Directors  
January 22, 2018

The quarterly meeting of the Board of Directors was held on January 22, 2018, rescheduled from January 8 due to inclement weather. A quorum being present, the meeting was called to order at 7:03 p.m. by Chair, Daniel Gray. The following individuals were present and participated throughout the meeting:

**MEMBERS**

Dan Gray, Chair  
Patrick Chaing, Vice Chair (joined at 7:15pm)  
Jon-Michael Rosch, Secretary  
Dara L. Aldridge  
Maiko Ashby (by phone)  
Emily Chiang  
James Ross  
Jennifer McGarey  
Sue Zywokarte

**STAFF**

Sylisa Lambert-Woodard, President & CEO  
Brenda F. Brennan, CFO  
Eleanor Vincent, COO  
Anna Smith, Director of Development and Major Gifts  
Lauren P. Leventhal, QA Manager

The following individuals notified the office or other Board Members that they would not be present for this meeting: Jennifer Judelsohn, Angie Lathrop, and Tom Rowe

**PRESENTATION**

**The Board of Directors and Financial Responsibility**  
Sylisa Lambert-Woodard, EdD, LCSW, LSATP, MAC  
President and Chief Executive Officer

PowerPoint presentation uploaded to the Board Portal and in the Board minutes book. Sylisa acknowledged that this presentation might cause financial anxiety for Board Members; however, Pathways has become a better agency as a result of losing the CSB contract, and there is more to do. Sylisa provided a brief recap of the steps taken in order to maintain financial solvency after losing the CSB contract last year. She also provided information on future funding gaps predicted for the agency if the Board is not able to raise additional funding. Sylisa led the Board in an exercise about how much they could give or get in the coming year, and discussion ensued about the feasibility of fundraising goals as well as the ability for the current Board to meet those goals as outlined in the proposed Give or Get Resolution provided in the Board packet.

Anna spoke about the Board's opportunities to "Get," such as the Steps to Pathways Breakfast in May, contacts who will give in the future, the Help the Homeless Walk, groups who might adopt the agency for specific projects, etc. Sue also spoke about the successes she has had in the past year with her "Get" activities.

Jennifer McGarey asked if there are services that the agency will not/should not compete for in the future due to poor reimbursement or other reasons? She also asked where Pathways stands compared to competitors; if we are increasing funding requests because we are looking at how other non-profits are getting funding. Sylisa discussed the RFP process and the diversified range of services Leadership is looking at for the future in order to keep the agency competitive and vital.

Dara left the meeting at 8:06pm.

Dan called for a closed session of the Board for the next hour. This was seconded by Patrick and approved unanimously.

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The Board reconvened at 9:04pm.

Dan provided feedback to the draft Resolution based on discussion held during closed session:

- Rather than \$10,000, this should be phrased as an aspirational goal so as not to confuse it with a contractual obligation.
- If it remains a number, \$5,000 seems more attainable.
- The Board is more comfortable with \$1,500 Give/Get for on-boarding members rather than a personal donation.

Dan said that the Board spent time discussing the Board's fiduciary responsibility to the agency. They are concerned with any budgeting being based on the Board's ability to fundraise.

Dan suggested that the Board take up additional discussion of the resolution at the next meeting, which would be a Special Meeting of the Board led by Jennifer Judelsohn. The Board will complete a vision board exercise at that meeting; Jennifer is available February 13<sup>th</sup> or 21<sup>st</sup>. After discussion, the Board asked for a follow-up email setting the meeting for 7PM February 21<sup>st</sup>, and requesting that Board members confirm their attendance.

Jim asked what percentage of the total budget is based on estimated fundraising. Brenda responded that the budget is based on historic giving, and there is a "discounted giving amount" based on previous funds received.

## **MINUTES**

Dan Gray called for a motion to approve the minutes from October 2, 2017. Jim made a motion to approve the minutes as presented. This was seconded by Patrick and approved unanimously.

### **CEO Report** – Dr. Sylisa Lambert-Woodard

Sylisa's report was previously distributed to the Board in their packet (enclosed in the Board minutes book), and she included the following updates:

- The Loudoun County Mental Health Support Services contract was approved at \$81/hour, which is \$10 less than a Medicaid reimbursable unit. This was required to remain competitive, and the agency will be careful when rolling this project out in March. Loudoun estimates this program will serve 30-70 individuals.

### **TREASURER'S REPORT** – Brenda Brennan

The Treasurer's Report was distributed prior to the meeting (enclosed in the Board minutes book). There was no additional information.

### **CHAIRPERSON'S REPORT AND COMMENTS** – Dan Gray

Dan announced that both the Resident and Staff Holiday Parties were well coordinated and attended. He praised the volunteers as well as Pathways' staff for their handling some resident-related issues that came up during the event.

### **PHILANTHROPY COMMITTEE REPORT** – Anna Smith

In addition to the written Philanthropy Committee Report (enclosed in the Board minutes book), the committee noted the following:

- The Holiday Wishlist mailing with matching from the Cafritz Foundation was a huge success.
- There will be two Table Captains' meetings for the Breakfast: the first will be a luncheon held on February 15<sup>th</sup> from noon-1pm. The second will be held at 6pm on February 21<sup>st</sup> immediately prior to the Special Meeting of the Board.

### **BOARD DEVELOPMENT** – Patrick Chaing

The Board Development Committee was distributed prior to the meeting. Patrick had nothing to add, nor were there any questions. He did say "Thank You" to the Board for their frank discussions behind closed doors tonight on a topic that is uncomfortable, but important to the Agency.

**OLD BUSINESS** –

None

**NEW BUSINESS** –

Jim made a motion about the 2017 Help the Homeless dollars raised: “Having met all the obligations and costs to mount the 2017 Help the Homeless Walk, the Board moves to designate the 2017 Help the Homeless net proceeds to unrestricted funding.” This was seconded by Patrick and approved unanimously.

**ANNOUNCEMENTS** –

Sylisa thanked the Board for their investment in the Agency.

**ADJOURNMENT**

There being no further business, Jim made a motion to adjourn the meeting. This was seconded by Patrick and unanimously approved by the Board.

The meeting was adjourned at 9:38 p.m.

Respectfully submitted,



## TREASURER'S REPORT-APRIL 2018

Brenda Brennan, Chief Financial Officer

Pathways Living, Inc., project consisting of the six homes at: 6215 Pioneer, 5626 Sheldon, 2201 and 2203 Huntington Avenue, and 2303 and 2305 Mary Baldwin Drive Annual Housing Assistance Payment Contract (HAP) has already been renewed effective July 2018 with a one percent (1%) increase.

Pathway Visions, Inc., project consisting of four two-bedroom condominiums, Project Rental Assistance Contract (PRAC) with the U.S. Department of HUD expires July 31, 2018. A request for a renewal based on current and anticipated budget for FY2019 and a comparable market analysis will be submitted shortly.

Pathway Homes continued to enhance employee benefits by offering voluntary enrollment in products with Aflac and Transamerica. Specifically; Short Term Disability, Accident Advantage, Critical Illness with Cancer, Hospital Protection, and Permanent Universal Life with Long Term Care. Employees were presented the products by Jay Bare, Partner with MidAtlantic Benefits. Each employee could choose any one or combination of products. These products were offered with guaranteed enrollment, no questions or medical exams required. We are waiting to hear back from the benefits broker on the final count of staff enrollments.

The first phase of the implementation of Paycom, our new web-based Time Management Human Resources system has been completed. Utilizing Paycom employees can: complete time sheets; request time off; manage leave balances; update personal, tax and other information directly; review pay stubs; manage benefit enrollments and changes; receive daily news tickers; plus, so much more. Employees including Managers and Supervisors have eagerly embraced this new system and the efficiencies it offers.

Phase two of the implementation of Paycom will include recruitment and talent management. We hope to have this phase completed by the end of the current fiscal year.

Over the course of the last year, President and CEO, Dr. Sylisa Lambert-Woodard and Chief Financial Officer, Brenda Brennan have been reviewing and exploring other available options for the agencies 403(b) retirement account with multiple brokers representing various investment companies. Since the original plan inception in 1988, the agency has always offered a tax-sheltered annuity plan. An insurance product. After an extensive review of our current plan and other available options, we have chosen to move from an insurance/annuity product to an investment product with Vanguard. Employees will still have a vast array of investment options, but the costs to the plan assets will be significantly reduced. In addition, we will be outsourcing to a 3(16) Plan Administrator who will function as a fiduciary administering the plan on a day to day basis thereby recognizing a time savings, reducing our liability and audit risk. In addition, we will also be outsourcing to a 3(38) Plan Investment Fiduciary who will mitigate liability over choosing investments in the plan product, manage the plan investment policy statement and indemnify the agency against law suits and court costs due to mistakes made because

of investment selection. The costs for both the 3(16) and 3(38) fiduciaries will be paid directly from the plan assets at a rate of .0006%. Amir Eyal, JD, CFP, AIF, and CEO of Mylestone Plans will continue to act as our Broker of record.

Tax returns for fiscal year 2017 have all been filed with the IRS for; Pathway Homes, Inc., Pathway Homes of Florida, Pathways Living, Inc., Pathway Options, Inc., Pathway Visions, Inc., and Pathways Recovery, Inc.

## **April 2, 2018 – Board Development Report –3rd Quarter - FY2018**

*January 1, 2018 through March 31, 2018*

Committee Members: Patrick Chaing, Committee Chair, Dan Gray, Jim Ross

Staff: Sylisa Lambert-Woodard, Anna Smith

The Board Development Committee (“Development Committee”) met on Monday, March 26, 2018.

The Development Committee discussed arranging an appropriate farewell for departing long-tenured board members, board composition/succession planning – including ongoing recruitment priorities, and a review of the board’s feedback on the revised “Give or Get” board resolution (draft attached).

**Farewell Dinner:** The Development Committee cordially invites the Board to join them on Friday, May 11, 2018 at Wildfire Restaurant in Tysons Corner, to honor the service of departing Board Members Tom Rowe (twenty-five years of service) and Maiko Ashby (eight years of service). In honor of his twenty-five years of service and considerable role in the evolution of the agency, the Development Committee has recommended the extension of an invitation to Tom Rowe to remain as a board member with emeritus status. As a board member *emeritus*, Tom Rowe would be entitled to 1) receive all written notices and information which are provided to the Board of Directors; 2) attend Board of Directors meetings; 3) participate in meetings of the committees in which he served; and 4) attend Pathway Homes events. He would not be subject to any attendance policy, be counted on for purposes of determining quorum, entitled to hold office, or vote at any board meeting.

**Board Composition/Succession Planning:** The Development Committee discussed the importance of proper succession planning, and the different roles held by the various officers of the Board. Further details regarding these positions and candidacy will be discussed during the April Meeting.

Further, in light of recent departures and ongoing strategic needs, the Development Committee identified the need to recruit a new Board Treasurer, as well as other active members (with human resources and media expertise, in particular) consistent with the necessary attributes set forth by the Board in January 2014:

- 1) Openness to making a financial contribution;
- 2) Ability to attend Board meetings, committee meetings, and special events;
- 3) Being a good group decision maker.

If Board members have candidates that meet these criteria, please contact either President and CEO Dr. Sylisa Lambert-Woodard or Board Chair Daniel Gray. The Development Committee aims to interview/screen prospective candidates over the next few months, and present a slate of screened candidates for the Board to consider at the July 2018 Board meeting. Please see the attached by-laws describing the duties of the officers of the Pathway Homes, Inc. Board of Directors.

**Give or Get Resolution:** After discussion in executive session at the January 2018 Board meeting, the Development Committee has revised the proposed Give or Get resolution for the Board’s further consideration. Please see attached draft, which will be open for discussion at the Monday, April 9, 2018 meeting.



RESOLUTION OF THE BOARD OF DIRECTORS OF  
Pathway Homes, Inc.

WHEREAS, the Board of Directors of Pathway Homes, Inc., through the Board Development and Philanthropic Committees presented to the board the recommendation that it is in the best interest of the agency to update of the current formal declaration of their financial support to further the mission of the organization,

AND WHEREAS the Board of Directors has deemed it appropriate to update the "Give or Get" Policy, defined as: the agreement of the Board of Directors to either donate a certain amount of money every year paid for out of their own personal resources ("Give"), or to raise the equivalent amount from others ("Get").

NOW THEREFORE, BE IT RESOLVED each Director "Give or Get" ~~\$10,000~~ \$5,000 on an annual basis.

FURTHER, incoming board members must make a personal contribution of at least \$1,500 prior to being accepted as a board member.

FURTHER RESOLVED, the Chair Person of the Board is directed to enter a copy of this Adoption Agreement into the records of this Corporation, and into the minutes of the meeting.

CERTIFICATION

The foregoing is a true copy of a resolution duly adopted by the Board of Directors at a meeting on April 9, 2018 and entered in the minutes of such meeting in the Corporation's minutes book.

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Daniel Gray, Chairman of the Board

Dated: April 9, 2018



#### **ARTICLE IV** **OFFICERS**

**Section 1.** Officers. The officers of the Corporation shall consist of a Chairperson of the Board of Directors, Vice-Chairperson of the Board of Directors, Chief Executive Officer, President, Chief Financial Officer, Secretary, Treasurer, all elected by the board, and such other officers as the board of directors may appoint, including one or more vice-presidents, assistant treasurers and/or secretaries, who shall exercise such powers and perform such duties as shall be determined from time to time by the board. Any number of offices may be held by the same person, unless the Articles of Incorporation or these Bylaws otherwise provide; provided, however, that in no event shall the President and the Secretary be the same person. The Chairperson of the Board of Directors, the Vice-Chairperson of the Board of Directors, the Secretary and the Treasurer shall be members of the Board of Directors. The term of office shall be one year running from one annual meeting of the board to the next (or until a successor officer has been chosen and has assumed the duties of the office). Officers may be removed by the board without notice or reason. A vacancy may be filled by appointment by the Chairperson of the

board until the next board meeting. Election or appointment as an officer shall not itself create any contractual rights.

**Section 2.**     Chairperson of the Board of Directors. The Chairperson of the Board of Directors of the Corporation shall preside at all meetings of the board of directors, shall be the Chairperson of the Executive Committee, shall be a member of all standing committees and shall perform such other duties and have such other powers as may be vested in the Chairperson of the Board of Directors. In the absence of the Chairperson, the Vice-Chairperson shall preside at meetings.

**Section 3.**     Duties of the Vice-Chairperson of the Board of Directors. In the absence of the Chairperson of the Board of Directors or in the event of the Chairperson's inability or refusal to act, the Vice-Chairperson shall perform the duties of the Chairperson, and when so acting shall have all the powers of, and be subject to all restrictions upon, the Chairperson. In the Chairperson's absence, the Vice-Chairperson shall preside at meetings of the board of directors and shall perform such other duties and shall have such powers as may be vested in the Vice-Chairperson of the board of directors. The Vice-Chairperson shall perform such other duties and have such other powers as the board of directors may from time to time prescribe.

**Section 4.**     Duties of the Chief Executive Officer. The Chief Executive Officer ("CEO") of the Corporation, together with the President (if applicable), shall have general and active management of the business of the Corporation and shall insure that all orders and resolutions of the board of directors are carried into effect. The CEO shall perform such other duties and have such other powers as may be vested in the CEO by the board of directors. The CEO (or the President) shall execute bonds, mortgages and other contracts requiring a seal, under the seal of the Corporation, except where required or permitted by law to be otherwise signed and executed and except where the signing and execution thereof shall be expressly delegated by the board of directors to some other officer or agent of the Corporation.

**Section 5.**     Duties of the Chief Financial Officer. The Chief Financial Officer ("CFO") of the Corporation shall have general and active oversight of all financial aspects of the Corporation including signing all checks, presenting financial reports to the board of directors and assisting the Treasurer in preparing budgets.

**Section 6.**     Duties of the President. The President, together with the CEO, shall have general and active management of the business of the Corporation and shall insure that all orders and resolutions of the board of directors are carried into effect. The President shall perform such other duties and have such other powers as may be vested in the President by the board of directors. The President (or the CEO) shall execute bonds, mortgages and other contracts requiring a seal, under the seal of the Corporation, except where required or permitted by law to be otherwise signed and executed and except where the signing and execution thereof shall be expressly delegated by the board of directors to some other officer or agent of the Corporation.

**Section 7.**     Duties of the Secretary. The Secretary shall attend all meetings of the board of directors, and shall record all the proceedings of the meetings of the board of directors in a book to be kept for that purpose, and shall perform like duties for standing committees,



when required. The Secretary shall give, or cause to be given, notice of all special meetings of the board of directors, and shall perform such other duties as may be prescribed by the board of directors or by the Chairperson of the Board of Directors, under whose supervision the Secretary shall be. The Secretary shall have custody of the corporate seal of the Corporation, and the Secretary, or an assistant secretary, shall have authority to affix the same to any instrument requiring it, and when so affixed it may be attested by the signature of the Secretary or by the signature of such assistant secretary. The board of directors may give general authority to any other officer to affix the seal of the Corporation and to attest the affixing by such officers signature. The Secretary or an assistant secretary may also attest all instruments signed by the Chairperson of the Board, the President, or any vice-president.

**Section 8.** Duties of the Assistant Secretary. The Assistant Secretary, or if there be more than one, the assistant secretaries, in the order determined by the board of directors (or if there shall have been no such determination, then in the order of their appointment), shall, in the absence of the Secretary or in the event of the Secretary's inability or refusal to act, perform the duties and exercise the powers of the Secretary, and shall perform such other duties and have such other powers as the board of directors may from time to time prescribe.

**Section 9.** Duties of the Treasurer. The Treasurer shall have general responsibility for oversight of the Corporation's funds and accounts, subject to the direction of the board of directors. He or she shall cause proper books of account to be kept, which at all reasonable times shall be open to examination by any member of the board, and reports therefrom shall be rendered at such times as the Chairperson of the Board of Directors shall order. He or she shall not be a required signatory on any payroll accounts, nor be in any way responsible for determining that proper tax withholdings are withheld and paid to the federal or state government. In the discretion of the Treasurer and Chairperson, the Treasurer may be a permitted signatory on non-payroll accounts. In all instances where the signature of the Treasurer is to be signed on a check or other document, it shall be done so manually and not by facsimile or electronic means.

**Section 10.** Duties of the Assistant Treasurer. The Assistant Treasurer, or if there shall be more than one, the assistant treasurers in the order determined by the board of directors (or if there shall have been no such determinations, then in the order of their election), shall, in the absence of the Treasurer or in the event of the Treasurer's inability or refusal to act, perform the duties and exercise the powers of the Treasurer, and shall perform such other duties and have such other powers as the board of directors may from time to time prescribe.

**Section 11.** Leadership Team. In the absence of the Chief Executive Officer and President (if applicable), or in the event of the CEO's and President's inability or refusal to act, the Executive Staff designated as the Corporation's Leadership Team by the CEO, with approval by the board, shall perform the duties of the CEO and President, and when so acting shall have all the powers of, and be subject to all the restrictions upon, the CEO and President. The Leadership Team, as designated, shall have such other powers and perform such other duties as the CEO may from time to time prescribe in writing, approved by the board.

**Section 12.** Compensation and Reimbursement. Any person serving as an officer shall be entitled to be compensated for such service if the compensation amount is authorized by the board, and is entitled to be reimbursed for expenses incurred on behalf of the Corporation if authorized by the board, in amounts deemed reasonable by the Chief Executive Officer.



April 2, 2018 - Philanthropic Report –3rd Quarter FY18

January 1, 2018 through March 31, 2018

Committee Members: Jennifer Judelsohn, Chair, Patrick Chaing, and Sue Zywokarte  
Staff: Sylisa Lambert-Woodard, Anna Smith

Items of Note: The Philanthropic Committee has been working with the Board Development Committee to revise the Board Give or Get Resolution. The Philanthropic Committee Chair led a special Board Meeting on February 21, 2018 to help Board colleagues set personal fundraising goals.

- Financial Contribution Total Received YTD \$361,208– **FY18 Goal \$586,000**
  - Campaign Updates:
    - *Holiday Wish List: FY18 YTD \$32,651 – **FY18 Goal \$11,000***
    - *Help the Homeless: FY18 YTD \$55,677– **FY18 Goal \$75,000 \****
      - *Board Sponsorship: \$15,129 – **FY18 Goal \$20,000***
    - *Steps to Pathways Breakfast: YTD \$31,743– **FY18 Goal \$60,000\*\****
    - *Other: YTD \$24,639 **FY18 Goal \$40,000***
  - Grant Update: YTD \$225,097- **FY18 Goal \$250,000**
  - Upcoming Philanthropic Events:
    - April 19, 2018; and June 21, 2018 – Steps to Pathways Information Session - 10 to 11 a.m. – Pathway Homes Offices
    - May 17, 2018 – Steps to Pathways Breakfast – 8:00 to 9:30 a.m. at Stacy Sherwood Community Center, 3740 Old Lee Highway, Fairfax
    - June 24, 2018 – Summer of the Arts Artist Reception – 4:00 to 6:00 p.m. - Jewish Community Center of Northern Virginia, 8900 Little River Turnpike, Fairfax, VA 22031. Exhibit open June 15<sup>th</sup> through July 11<sup>th</sup>

*\*2017 Help the Homeless Campaign Total \$63,507 - \$7,830 received in FY17*

*\*\* Current Steps to Pathways Breakfast projection is \$60,000 to meet \$586,000 would recommend new goal of \$120,000. Already have \$32,000 in the door from previous year pledges.*

**Advocacy Committee Report****Members: Angie Lathrop, Susan Zyworkate, Jennifer McGarey****Staff support: Eleanor Vincent and Sylisa Lambert-Woodard****April 2, 2018**

The Advocacy Committee did not have any meetings during the quarter. However, committee member Sue Zyworkate and staff Eleanor Vincent, supported the Consumer Advisory Council (CAC) in planning a trip to Richmond this past February. The CAC attended a two-day advocacy training seminar hosted by Mental Health America (MHA), Virginia Chapter, in Richmond Virginia. Four members of the CAC were transported to the MHA campus on 2/12/18 where they stayed with other trainees until 2/14 when staff returned and accompanied them to scheduled meetings with Delegates Plum, Bulova, and Sickles, and Senators Howell, Petersen, and Ebbin. Each participant received a certificate of completion at the end of the training and reported invaluable one-one interactions with the legislators they met.

Another member of the Advocacy Committee, Jennifer McGarey, provided direct outreach to Fairfax County Board of Supervisors to get them to the Annual Breakfast in May. We are happy to report that Supervisor Sharon Bulova will attend the breakfast this year for the first time.

## **Board of Directors**

Dan Gray, Chairman  
Patrick Chaing, Vice-Chair  
Jon-Michael Rosch, Secretary  
Tom Rowe, Treasurer  
Dara L. Aldridge  
Maiko Ashby  
Emily Chiang  
Jennifer Judelsohn  
Angie Lathrop  
Jennifer McGarey  
James Ross  
Sue Zywokarte

## **For the sake of what?**

*Does this move us in the  
direction of our mission?*

*Is this the best use of  
resources?*

*Is this the direction  
we said we want to go?*

## **Our Mission:**

Pathway Homes  
embodies the spirit  
of recovery: embracing an  
attitude of hope,  
self-determination  
and partnering with each  
individual on their  
personal journey toward  
achieving self-fulfillment  
and realizing their dreams.

We fulfill our mission by  
making available to  
individuals with mental  
illness and co-occurring  
disabilities a variety of  
non-time-limited housing and  
services to enable them to realize  
their individual potential.

## **PATHWAYS LIVING, INC.**

**Mary Baldwin, Huntington,  
Pioneer, and Sheldon**

Six three-bedroom homes for  
nine men and nine women

## **Board of Directors**

**Monday, April 9, 2018  
10201 Fairfax Blvd., Ste. 200  
Fairfax, VA 22030-2209**



- 9:00 Call to Order of Annual Meeting
- 9:01 Approval of Minutes of Meeting October 2, 2017\*
- 9:02 CEO's Report – Dr. Sylisa Lambert-Woodard
- 9:05 Treasurer's Report - Brenda Brennan
- 9:06 Chairperson's Report and Comments
- 9:07 Committee Reports
- 9:08 Old Business
- 9:09 New Business
- 8:50 Announcements
- 8:55 Adjournment

\* Materials Enclosed in Packet

**PATHWAYS LIVING, INC.**  
(Mary Baldwin, Huntington, Pioneer, and Sheldon)  
six three-bedroom homes for nine men and nine women

Minutes of the Meeting of the  
Board of Directors  
**October 2, 2017**

The annual meeting of the Board of Directors was held on October 2, 2017. A *quorum* being present, the meeting was called to order at 10:38 a.m. by Chairman, Dan Gray. The following individuals were present and participated throughout the meeting:

**MEMBERS**

Dan Gray, Chair  
Patrick Chaing, Vice-Chair  
Jon-Michael Rosch, Secretary  
Maiko Ashby  
Jennifer Judelsohn  
Jennifer McGarey  
James Ross  
Sue Zywokarte

**STAFF**

Sylisa Lambert-Woodard, President & CEO  
Brenda Brennan, CFO  
Anna Smith, Director of Development and  
Major Gifts  
Eleanor Vincent, COO  
Lauren Leventhal, Technology & Quality  
Assurance Manager

Kevin VanderNaald, Leadership & Life Coach, was also in attendance and observed the meeting in preparation for the Board Retreat immediately to follow.

The following individuals notified the office or other Board Members that they would not be present for this meeting: Dara L. Aldridge, Emily Chiang, Angie Lathrop, and Tom Rowe

**MINUTES**

Dan Gray called for a motion to approve the minutes from April 10, 2017 as presented. Jim Ross made a motion to approve, which was seconded by Sue Zywokarte and approved unanimously.

**CEO Report** – Dr. Sylisa Lambert-Woodard

Sylisa's report was previously distributed to the Board in their packet (enclosed in the Board minutes book).

### **TREASURER'S REPORT** – Brenda Brennan

The Treasurer's Report was distributed prior to the meeting (enclosed in the Board minutes book). There was no additional information.

### **CHAIRPERSON'S REPORT AND COMMENTS** – Dan Gray

Dan did not have any information to report.

### **COMMITTEE REPORTS**

There were no reports

### **OLD BUSINESS** –

There was no old business.

### **NEW BUSINESS** –

Dan read the Officer slate as proposed by the Nominating Committee and finalized by the Board of Pathway Homes, Inc. for the October 2017 – 2018 term:

Dan Gray – Chair  
Patrick Chaing – Vice-Chair  
Jon-Michael Rosch – Secretary  
Tom Rowe – Treasurer

The Nominating Committee also recommended the following Board Members be re-elected for the three-year term of October 2017 - 2020:

Jennifer Judelsohn

Jim Ross moved that individuals recommended by the Nominating Committee be elected as presented. This was seconded by Sue Zywokarte and approved unanimously.

### **ANNOUNCEMENTS** –

None

### **ADJOURNMENT**

There being no further business, Jim Ross made a motion to adjourn the meeting. This was seconded by Sue Zywokarte and unanimously approved by the Board.

The meeting was adjourned at 12:40 p.m.

Respectfully submitted,

## **Board of Directors**

Dan Gray, Chairman  
Patrick Chaing, Vice-Chair  
Jon-Michael Rosch, Secretary  
Tom Rowe, Treasurer  
Dara L. Aldridge  
Maiko Ashby  
Emily Chiang  
Jennifer Judelsohn  
Angie Lathrop  
Jennifer McGarey  
James Ross  
Sue Zywokarte

## **For the sake of what?**

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disabilities a variety of  
non-time-limited housing and  
services to enable them to realize  
their individual potential.

## **PATHWAY OPTIONS, INC.**

### **Blake Lane**

One three-bedroom townhome for three men

### **Board of Directors**

Monday, April 9, 2018  
10201 Fairfax Blvd., Ste. 200  
Fairfax, VA 22030-2209



- 9:16 Call to Order of Annual Meeting
- 9:17 Approval of Minutes of Meeting October 2, 2017\*
- 9:18 CEO's Report – Dr. Sylisa Lambert-Woodard
- 9:20 Treasurer's Report - Brenda Brennan
- 9:21 Chairperson's Report and Comments
- 9:22 Committee Reports
- 9:23 Old Business
- 9:24 New Business
- 9:25 Announcements.
- 9:30 Adjournment

\* Materials Enclosed in Packet

# **PATHWAYS OPTIONS, INC.**

(Blake Lane)

One three-bedroom townhouse for three men

## **Minutes of the Meeting of the Board of Directors October 2, 2017**

The annual meeting of the Board of Directors was held on October 2, 2017. A *quorum* being present, the meeting was called to order at 10:40 a.m. by Chairman, Dan Gray. The following individuals were present and participated throughout the meeting:

### **MEMBERS**

Dan Gray, Chair  
Patrick Chaing, Vice-Chair  
Jon-Michael Rosch, Secretary  
Maiko Ashby  
Jennifer Judelsohn  
Jennifer McGarey  
James Ross  
Sue Zywokarte

### **STAFF**

Sylisa Lambert-Woodard, President & CEO  
Brenda Brennan, CFO  
Anna Smith, Director of Development and  
Major Gifts  
Eleanor Vincent, COO  
Lauren Leventhal, Technology & Quality  
Assurance Manager

Kevin VanderNaald, Leadership & Life Coach, was also in attendance and observed the meeting in preparation for the Board Retreat immediately to follow.

The following individuals notified the office or other Board Members that they would not be present for this meeting: Dara L. Aldridge, Emily Chiang, Angie Lathrop, and Tom Rowe

### **MINUTES**

Dan Gray called for a motion to approve the minutes from April 10, 2017 as presented. Jim Ross made a motion to approve, which was seconded by Patrick Chaing and approved unanimously.

### **CEO Report** – Dr. Sylisa Lambert-Woodard

Sylisa's report was previously distributed to the Board in their packet (enclosed in the Board minutes book).



### **TREASURER'S REPORT** – Brenda Brennan

The Treasurer's Report was distributed prior to the meeting (enclosed in the Board minutes book). There was no additional information.

### **CHAIRPERSON'S REPORT AND COMMENTS** – Dan Gray

Dan did not have any information to report.

### **COMMITTEE REPORTS**

There were no reports

### **OLD BUSINESS** –

There was no old business.

### **NEW BUSINESS** –

Dan read the Officer slate as proposed by the Nominating Committee and finalized by the Board of Pathway Homes, Inc. for the October 2017 – 2018 term:

Dan Gray – Chair  
Patrick Chaing – Vice-Chair  
Jon-Michael Rosch – Secretary  
Tom Rowe – Treasurer

The Nominating Committee also recommended the following Board Members be re-elected for the three-year term of October 2017 - 2020:

Jennifer Judelsohn

Sue Zywock moved that individuals recommended by the Nominating Committee be elected as presented. This was seconded by Dara Aldridge and approved unanimously.

### **ANNOUNCEMENTS** –

None

### **ADJOURNMENT**

There being no further business, Sue Zywokarte made a motion to adjourn the meeting. This was seconded by Jonny Rosch and unanimously approved by the Board.

The meeting was adjourned at 12:41 p.m.

Respectfully submitted,

## **Board of Directors**

Dan Gray, Chairman  
Patrick Chaing, Vice-Chair  
Jon-Michael Rosch, Secretary  
Tom Rowe, Treasurer  
Dara L. Aldridge  
Maiko Ashby  
Emily Chiang  
Jennifer Judelsohn  
Angie Lathrop  
Jennifer McGarey  
James Ross  
Sue Zywokarte

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non-time-limited housing and  
services to enable them to realize  
their individual potential.

## **PATHWAY VISIONS, INC.**

**Arlington Blvd, Colts Neck,  
Locust and Mosby Woods**

Four two-bedroom condominiums  
for four men and four women

## **Board of Directors**

**Monday, April 9, 2018  
10201 Fairfax Blvd., Ste. 200  
Fairfax, VA 22030-2209**



- 9:31 Call to Order of Annual Meeting
- 9:32 Approval of Minutes of Meeting October 2, 2017\*
- 9:33 CEO's Report – Dr. Sylisa Lambert-Woodard
- 9:35 Treasurer's Report - Brenda Brennan
- 9:36 Chairperson's Report and Comments
- 9:37 Committee Reports
- 9:38 Old Business
- 9:39 New Business
- 9:40 Announcements.
- 9:45 Adjournment

\* Materials Enclosed in Packet

# **PATHWAYS VISIONS, INC.**

(Arlington Blvd., Colts Neck, Locust & Mosby Woods)

Four two-bedroom condominiums for four men and four women

## **Minutes of the Meeting of the Board of Directors October 2, 2017**

The annual meeting of the Board of Directors was held on October 2, 2017. A *quorum* being present, the meeting was called to order at 10:41 a.m. by Chairman, Dan Gray. The following individuals were present and participated throughout the meeting:

### **MEMBERS**

Dan Gray, Chair  
Patrick Chaing, Vice-Chair  
Jon-Michael Rosch, Secretary  
Maiko Ashby  
Jennifer Judelsohn  
Jennifer McGarey  
James Ross  
Sue Zywokarte

### **STAFF**

Sylisa Lambert-Woodard, President & CEO  
Brenda Brennan, CFO  
Anna Smith, Director of Development and  
Major Gifts  
Eleanor Vincent, COO  
Lauren Leventhal, Technology & Quality  
Assurance Manager

Kevin VanderNaald, Leadership & Life Coach, was also in attendance and observed the meeting in preparation for the Board Retreat immediately to follow.

The following individuals notified the office or other Board Members that they would not be present for this meeting: Dara L. Aldridge, Emily Chiang, Angie Lathrop, and Tom Rowe

### **MINUTES**

Dan Gray called for a motion to approve the minutes from April 10, 2017 as presented. Jennifer Judelsohn made a motion to approve, which was seconded by Sue Zywokarte and approved unanimously.

### **CEO Report** – Dr. Sylisa Lambert-Woodard

Sylisa's report was previously distributed to the Board in their packet (enclosed in the Board minutes book).

### **TREASURER'S REPORT** – Brenda Brennan

The Treasurer's Report was distributed prior to the meeting (enclosed in the Board minutes book). There was no additional information.

### **CHAIRPERSON'S REPORT AND COMMENTS** – Dan Gray

Dan did not have any information to report.

### **COMMITTEE REPORTS**

There were no reports

### **OLD BUSINESS** –

There was no old business.

### **NEW BUSINESS** –

Dan read the Officer slate as proposed by the Nominating Committee and finalized by the Board of Pathway Homes, Inc. for the October 2017 – 2018 term:

Dan Gray – Chair  
Patrick Chaing – Vice-Chair  
Jon-Michael Rosch – Secretary  
Tom Rowe – Treasurer

The Nominating Committee also recommended the following Board Members be re-elected for the three-year term of October 2017 - 2020:

Jennifer Judelsohn

Sue Zywock moved that individuals recommended by the Nominating Committee be elected as presented. This was seconded by Jonny Rosch and approved unanimously.

### **ANNOUNCEMENTS** –

None

### **ADJOURNMENT**

There being no further business, Jennifer Judelsohn made a motion to adjourn the meeting. This was seconded by Maiko Ashby and unanimously approved by the Board.

The meeting was adjourned at 12:42 p.m.

Respectfully submitted,

## **Board of Directors**

Dan Gray, Chairman  
Jennifer Judelsohn Vice-Chair  
& Secretary/Treasurer  
Sue Zywokarte

## **For the sake of what?**

*Does this move us in the  
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non-time-limited housing and  
services to enable them to realize  
their individual potential.

## **PATHWAY RECOVERY, INC.**

Community Housing and Development Organization  
(CHDO)

### **Board of Directors**

Monday, April 9, 2018  
10201 Fairfax Blvd., Ste. 200  
Fairfax, VA 22030-2209



- 9:46 Call to Order of Annual Meeting
- 9:47 Approval of Minutes of Meeting October 2, 2017\*
- 9:48 CEO's Report – Dr. Sylisa Lambert-Woodard
- 9:50 Treasurer's Report - Brenda Brennan
- 9:51 Chairperson's Report and Comments
- 9:52 Committee Reports
- 9:53 Old Business
- 9:54 New Business
- 9:55 Announcements.
- 10:00 Adjournment

\* Materials Enclosed in Packet

# **PATHWAY RECOVERY, INC.**

## **Minutes of the Meeting of the Board of Directors October 2, 2017**

The annual meeting of the Board of Directors was held on October 2, 2017. A *quorum* being present, the meeting was called to order at 10:41 a.m. by Chairman, Dan Gray. The following individuals were present and participated throughout the meeting:

### **MEMBERS**

Dan Gray, Chair  
Jennifer Judelsohn, Vice-Chair &  
Secretary/Treasurer  
Sue Zywokarte

### **STAFF**

Sylisa Lambert-Woodard, President & CEO  
Brenda Brennan, CFO  
Anna Smith, Director of Development and  
Major Gifts  
Eleanor Vincent, COO  
Lauren Leventhal, Technology & Quality  
Assurance Manager

Kevin VanderNaald, Leadership & Life Coach, was also in attendance and observed the meeting in preparation for the Board Retreat immediately to follow.

### **MINUTES**

Dan Gray called for a motion to approve the minutes from April 10, 2017 as presented. Sue Zywokarte made a motion to approve, which was seconded by Jennifer Judelsohn and approved unanimously.

### **CEO Report** – Dr. Sylisa Lambert-Woodard

Sylisa's report was previously distributed to the Board in their packet (enclosed in the Board minutes book).

### **TREASURER'S REPORT** – Brenda Brennan

The Treasurer's Report was distributed prior to the meeting (enclosed in the Board minutes book). There was no additional information.



**CHAIRPERSON'S REPORT AND COMMENTS** – Dan Gray

Dan did not have any information to report.

**COMMITTEE REPORTS**

There were no reports

**OLD BUSINESS** –

There was no old business.

**NEW BUSINESS** –

Dan read the Officer slate as proposed by the Nominating Committee and finalized by the Board of Pathway Homes, Inc. for the October 2017 – 2018 term:

Dan Gray – Chair  
Jennifer Judelsohn– Vice-Chair & Secretary/ Treasurer

Jennifer Judelsohn moved that individuals recommended by the Nominating Committee be elected as presented. This was seconded by Sue Zywokarte and approved unanimously.

**ANNOUNCEMENTS** –

None

**ADJOURNMENT**

There being no further business, Sue Zywokarte made a motion to adjourn the meeting. This was seconded by Jennifer Judelsohn and unanimously approved by the Board.

The meeting was adjourned at 12:44 p.m.

Respectfully submitted,