



## BOARD OF DIRECTORS MEETING – APRIL 25, 2017

### PRESENT FROM BOARD:

Joe Warner, Jeff Parker, Steve Ammentorp, Jessie Quintana, Tom Motz, Mike Nordine, Vicki Woods, Marna Lake, Judy Thornburg, Jeff Kuhr

### EXCUSED ABSENCE(S):

Stephanie Keller, Scott Coleman

### SPECIAL GUEST:

Michael Luedtke, Esq., Hoskin, Farina & Kampf

### PRESENT FROM STRIVE:

Sharon Jacksi, Mary Anne Lawrie, Chris Bergquist, Joan Levy, Katherine Waterman, Doug Sorter

OVERVIEW OF MEETING
The minutes from the previous meeting were approved.
Sharon reported on legislation pertaining to Conflict Free Case Management (CFCM) and the outcome of the Employee Survey.
Michael L. highlighted on the recommended changes to the Articles of Incorporation and By-Laws. The Board approved the amended Articles and By-Laws as presented.
Chris reviewed the financials for March. The Board accepted the financials.
Joan reviewed the proposed changes to Policy #4-6, Mistreatment, Abuse, Neglect & Exploitation (MANE) in coordination with new rules and regulations pertaining to investigations. The Board approved the changes to the policy.
Steve A. presented the proposed Slate of Officers and Directors for FY17-18.

A quorum was achieved and the meeting was called to order at 12:05 p.m. Steve Ammentorp presided. Steve announced that the agenda had been revised to reflect an Executive Session will be conducted to discuss real property and investigations.

### MINUTES FROM 03/28/2017

Minutes were presented and approved.

**It was M/S/P (Warner/Nordine) to approve the minutes of 3/28/2017.**

**CEO REPORT**

Sharon highlighted on the following topics:

- Conflict-Free Case Management – The new legislation is being reviewed today. The key components are:
  - Community Centered Boards (CCBs) will be given a 5-year timeframe to implement the conflict-free case management. This means that a CCB will continue its functions as outlined by the statute with the exception of case management services to individuals that are receiving services and supports from the same CCB. This would lead to the formation of case management agencies to take this role on. This timeframe will also allow the appropriate legislative changes that would need to be done to the statute.
  - The CCBs will continue to maintain their designation status entitling them to receive their county funding.

Sharon will forward a copy of the bill to members once she has received it.

- Sharon share the results of the Employee Survey. The outcome was broken down by Direct Service Professionals (DSPs) and other (support staff, i.e. administrative, nursing, behavior, case management). We received over a 140 responses. The survey addressed years of service, shift schedule preferences, implementation of a Lead DSP at the houses, training and increased presence of management at the houses, effectiveness of the current residential system, supervisor relationships, agency-wide communication, meaningful employee recognition and how employees would like to receive communication, i.e. text, e-mail, phone call. There were also questions that required written communication. Sharon will compile these responses into categories and bring back to the Board at a later date. Overall responses were positive. The outcome will also be shared with employees at an all staff meeting that will be scheduled in June.
- On a final note, our payroll person has tendered her resignation. Since our payroll system is so complicated, we will be looking at outsourcing this function. Chris is scheduled to meet with some vendors this week to see what costs would be for this service.

**REVISIONS TO ARTICLES OF INCORPORATION AND BYLAWS.**

The Articles were completely redone due to the archaic language and modified to comply with current statutes. Michael L. highlighted on the following areas:

- Changed member organization to a non-member organization to indicate that the Board of Directors has no personal or ownership interest in the

- organization.
- Made broader statements of purpose and power of the organization and Board of Directors.
- Simplified manner of amendment and remove need for Member approval.

It was suggested that the Board of Directors could approve a recommendation to the Members to adopt the revised Articles today, and that the Board could consider the recommendations for Amended Bylaws which had been distributed to the Board prior to the meeting, next month. A question arose as to if it was necessary to wait on approving the Bylaws. After a brief discussion, it was the consensus of the Board to go ahead and move forward to also approve the Bylaws. The changes to the Bylaws were primarily made to bring them in compliance with new transparency laws of the revised CCB statute and regulations. Michael was asked to review two other changes in the Bylaws. These were changing the term limits from 3 two-year terms to 3 three-year terms in addition, to changing President of the Board to Chair, and Vice-President to Vice-Chair which is a practice that is done by most organizations now. The Chair will have a two-year term in that position instead of a one-year term. The CEO position would hold the title of President and CEO, and a position description was added to the Bylaws as well. It was also suggested that the Bylaws should be reviewed every couple of years.

**It was recommended by unanimous vote of the Board members present that the Members adopt and approve the Amended and Restated Articles of Incorporation as written. M/S/P (Thornburg/Woods).**

**By unanimous vote of the Board members present, M/S/P (Parker/Warner), the Board adopted and approved the Amended and Restated Bylaws as written.**

The Board expressed their appreciation and gratitude to legal counsel for all their assistance in updating these documents.

### **FINANCIAL REPORT**

Finances for the past nine months were reviewed along with YTD totals in relation to budget forecasts.

March revenue not out of the ordinary with the same departments still struggling with their billing efficiencies. Revenue is considerably below forecast. Personnel expenses are slightly under budget. Chris pointed out that the personnel expenses increased over \$200K in comparison to last year. Contributing factors would be raises and the one-on-one settings that were

developed. Operating expenses are running a little higher in comparison to last month. Net income is around \$35K. Accounts receivable are growing due to lack of payment from the State's new billing system. The Accounting Department has been contacting other CCBs to find out their processes in receiving payments in a timely fashion.

**It was M/S/P (Nordine/Thornburg) to accept the financial report.**

### **POLICIES**

#### **#4-9, MISTREATMENT, ABUSE, NEGLECT AND EXPLOITATION (MANE) POLICY**

The policy was amended to reflect the new rules and regulations pertaining to investigations in regards to reporting allegations to law enforcement and Adult Protection Services in addition to conducting regional center and provider investigations.

**It was M/S/P (Motz/Thornburg) to approve the recommended changes to the aforementioned policy.**

### **NOMINATING COMMITTEE**

Steve reported the Officers would remain the same for FY2017-2018. Mike and Judy have agreed to say on one more year. Marna and Joe agreed to another three-year term. After 13 years serving on the Board, Jessie will be stepping down. Steve and Judy have recruited three potential candidates. The proposed slate of Directors is as follows:

#### **ONE-YEAR TERM**

Mike Nordine  
Judy Thornburg

#### **THREE-YEAR TERM**

Steve Ammentorp  
Tawny Espinoza  
Jim Grisier  
Marna Lake  
Rachelle Miller  
Joe Warner

Mike suggested to review all term limits to assure that they are appropriately staggered to avoid an influx number of members leaving the Board at the same time. MaryAnne will update the term limit chart and forward to Steve for his review.

**There was no public comment.**

**At 1:02 p.m., it was M/S/P (Parker/Nordine) to conclude the business portion of the Board meeting and proceed into Executive Session to discuss real property and investigations.**

  
Secretary

  
Date