

DEVELOPMENTAL PATHWAYS, INC.
Board of Directors Meeting Minutes
Friday, March 27, 2015

Members Present:

Tim Batz, Bill Horner, Beth Klein, Tim Moore, Mayre Lynn Schmit, Jack Stiegelmar, Dave Weaver, Melanie Worley, Adam Horney, Monique Peyton, Bill Holen

Members Absent:

Excused: Chris Becze, Lynn Myers, JoAnne Zboyan

Others Present:

Ed Bowditch (guest), Lloyd Sweet, Matt VanAuken, Karen Gallagher, Gillian Kennedy, Daniel Harcey

The meeting of the Developmental Pathways, Inc. Board of Directors was called to order by the Board President, Mr. Moore at 8:40 a.m. A quorum was established by Board President Mr. Moore.

Consent Agenda

a. Approval of Regular Board Minutes – January 27, 2015

MOTION: Mr. Horney moved for the approval of Consent Agenda items as presented, the motion was seconded by Mr. Stiegelmar. It was approved by unanimous voice vote.

Public Comment

No public comment at this time.

Executive Committee – Mr. Moore, President

At this time, Mr. Moore turned the meeting over to Mr. Ed Bowditch so that he could give a legislative update. Mr. Bowditch addressed the group and advised there are 40 days left in Legislative session. The State Budget was to be introduced that day. Mr. Bowditch advised that the 3+ Pilot Program did not happen, the JBC initially agreed to this proposal, but they decided not to pursue it. We received the statewide average provider rates. JBC staff had recommended a 5 percent increase for IDD, but it was removed during budget balancing. Mr. Batz and Mr. Horney asked questions about our budget in regards to the lack of increase. Copies of the items Mr. Bowditch included in his report can be found on the BOD Portal.

New Business – Mr. Moore, President

2015 Board of Directors and Committee Goals

Mr. Moore spoke of the different committees and asked that each member of the Board join a committee (Executive/Nominating/Finance/Development/Training). He asked that Board members attend 80% of Board meetings at a minimum. Mr. Moore then talked about the importance of Board giving and that he wants 100% participation, no matter the amount. Mr. Moore advised that the training sub-committee needs to meet.

2014 Board Goals Completed:

- 2014 ED performance evaluation process
- 100% Board financial donation support for fiscal year 2014-2015
- Biennial review and update of bylaws
- Biennial E.D. salary market survey and evaluation
- Finance committee helped assess and move low interest earning funds to a higher yielding option
- Training sub-committee completed new Board member orientation training program

2015 Board Goals:

- Commit and participate on at least one committee or sub-committee
- 100% of Board to complete the Executive Director's performance evaluation – December 2015
- Attend at least two community partner meetings or SUN Foundation Fundraising events – December 2015
- Attend at least 80% of Board meetings – December 2015
- 100% Board Financial giving for fiscal year 2015-2016 – November 2015
- As part of the orientation process, (if not already done so in 2014) all Board members to attend a facility site tour – October 2015
- 100% of Board will create a personalized “give or get” fundraising goal – June 2015

2015 Committee Goals:

- Nominating committee – assess Board terms; draft a succession plan for staggered terms moving forward – Due TBD
- Nominating committee will onboard at least three new Board members with an emphasis on diversity, education and medical backgrounds – December 2015
- Finance committee will assist Development Director to seek new donors/sponsors that translate into additional funds that can be used to help fund unmet needs
- Development committee will work with Executive Director to coordinate opportunities for the Board to participate in DP events – In process
- Training sub-committee and Executive committee to plan training block for 2016 Board retreat – Due January 2016
- Training sub-committee meeting – TBD

Finance Committee – Ms. Klein and Mr. Sweet

Ms. Klein addressed the A133 Audit, first year this was done came back with zero findings. Ms. Klein advised that the budget expenses are under, but that is partially due to a shift in how the annual revenues are calculated. Innovest not reinvested right now.

Mr. Sweet advised all the audits for the FY ending June 30, 2014 have been completed and reviewed by the Finance committee. This year there will be separate financial statements for each company, in addition to the consolidated financial statement. Mr. Sweet advised they are continuing to work on year-end tax returns, filing deadlines have been extended. Mr. Sweet reported that the Mill Levy Reports for Arapahoe and Douglas Counties have been completed.

Mr. Sweet informed the Board that we have received an offer on the Delaware property for \$605,000. This offer is from a previous interested party. It is contingent upon the buyer obtaining funding.

Mr. Sweet advised several large IT projects underway, which includes completion of electronic records process and conversion from paper to electronic processes; replacement of analog phone system with Voice over IP system and streamlining of our company wide database programs.

Mr. Sweet advised a Donor recognition event was held on February 18th, our new Donor Wall in the reception area was unveiled. We are working on our 12th Annual Pathways Client Achievement Awards (PCAA) to be held Saturday, May 2, 2015.

Nominating Committee - Ms. Myers

No update was provided at this time as Ms. Myers was unable to attend

Development Committee – Mr. Becze

No update was provided at this time as Mr. Becze was unable to attend

Training Sub-committee – Mr. Moore

No update at this time.

New Business

Executive Director's Report – Ms. Worley, CEO

Ms. Worley reported on the following:

Ms. Worley and Mr. Moore met with Dr. Nancy Jackson and they spoke about the crisis hotline and spoke of other overlapping projects. Ms. Worley and DP Leadership met with Easter Seals to talk about partnering on leasing some joint space in Aurora for a possible day program. Developmental Pathways held a Legislative Meet and Greet Breakfast at the Capitol, had a nice turn out of legislators.

Additional Business

The Mission Statements for NMSC and the Sun Foundation were discussed. Mr. Batz approved, seconded by Mr. Stiegelmar. Motion carried.

Mr. Moore spoke about the need to update the Bylaws. He outlined the changes which include allowing the change of date for the annual meeting; changing notification process of when a special meeting is held; requiring a 50 percent board showing to establish a quorum. Mr. Batz questioned if 50 percent is an industry standard. Mr. Weaver asked to clarify if that was 50 percent of the 13 members or 50 percent of the total number allowed on the Board which is 21. Mr. Moore clarified it was 50 percent of the 13 current members. There was then discussion of succession planning and the changes for Conflict of Interest that was brought up previously by Mr. Becze. Mr. Weaver recommended that at the beginning of each meeting, there should be a disclosure ask for additional or new conflicts. There was no objection. Mr. Moore asked for Final draft to be signed by Secretary. Call for motion. Ms. Klein approved, Mr. Weaver seconded. Approved unanimously.

Adjournment

There being no further business to come before the Board, the meeting was adjourned at 9:15 a.m. Adjournment motioned by Ms. Klein, Mr. Batz seconded. Approved unanimously.