

DEVELOPMENTAL PATHWAYS, INC.
Board of Directors Meeting Minutes
Tuesday, September 22, 2015

Members Present:

Tim Moore, Tim Batz, Mayre Lynn Schmit, Jack Stiegelmar, Melanie Worley, Adam Horney, Monique Peyton, Chris Becze, Lynn Myers, Kristin Hoover, Beth Klein, Andrew Pitts, JoAnne Zboyan, Bill Holen

Members Absent:

Excused: Dave Weaver

Unexcused: Bill Horner

Others Present:

Lloyd Sweet, Gillian Kennedy, Erica Kitzman, Alexa Lanpher

The meeting of the Developmental Pathways, Inc. Board of Directors was called to order by the Board President, Mr. Moore at 6:14 p.m. A quorum was established by Board Secretary Ms. Myers.

Ms. Myers asked that the day before a Board meeting the portal log in details be sent to the Board so they can review documents ahead of time.

Consent Agenda

a. Approval of Regular Board Minutes – June 23, 2015

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

Conflict of Interest

No updates.

Public Comment

No public comment at this time.

Executive Committee – Mr. Moore, President

Bylaw Changes

At this time, Mr. Moore turned the meeting over to Mr. Sweet so he could give the update. Mr. Sweet advised we are working with our attorneys to resolve several issues involving the bylaws and CCB regulations. He advised that he is working with the attorneys to resolve these matters and will report back to the executive committee and board prior to the November meeting with proposed recommendations to resolve any issues.

New Business – Mr. Moore, President

Mr. Moore then advised that Mr. Horney wanted to publically recognize Commissioner Bill Holen for his achievement in receiving the Seven Seals Award.

Legislative Training Update

Mr. Moore turned the meeting over to Ms. Worley. The Board was given the overview of the Legislative Training program which was created by our lobbyist Mr. Bowditch. Ms. Worley explained that we have family members and staff participating in the program. Commissioner Holen asked for the Board to be updated as there is nothing more powerful than a group sitting in front of Legislators.

Finance Committee – Ms. Klein and Mr. Sweet

Ms. Klein spoke about the financial reports and how the cash balance had decreased slightly due to the mill levy funding not coming in until the spring. There was then discussion about the fund balance. Mr. Sweet advised that we have 6 months of operating costs, which is correct for an organization of our size. Mr. Sweet spoke about upgrading our database for an integrated companywide product and implementing a new phone system.

Mr. Sweet advised that the year-end audit process is currently taking place. We have an excess in the fund balance and we have 5 projects underway right now (3+ Initiative, Wellness, Respite, Transportation and Capacity Building). Mr. Sweet asked for a Board resolution to move \$300K to each project for a total of \$1.5M, which does not have to be spent next year. Mr. Sweet advised this is not irreversible, we can make changes at a later date.

MOTION: Commissioner Holen moved for the approval of the Board to restrict \$300K from fund balance for each of the initiatives for a total of \$1.5M. The motion was seconded by Ms. Klein. It was approved by unanimous voice vote.

Mr. Sweet spoke about the Finance Committee meeting with the Investment Advisors. He advised our risk tolerance is very conservative. Mr. Sweet commented that we were able to secure a 2% increase for health insurance rates for next year, which is considerably below the average 7% raise.

Mr. Sweet advised that for the ASK Breakfast, we have secured a national speaker, Kent Noble, at no cost for this event. Kent will be speaking at the event and immediately following will be doing a 3-hour seminar on Cowboy Ethics. If the Board would like to attend this 3 –hour session please advise Ms. Bosch.

Nominating Committee - Ms. Myers

Ms. Myers advised the committee has not met since the last Board meeting, but they are always looking for new members.

Development Committee – Mr. Becze

Mr. Becze spoke about meeting Ms. Worley last week and discussing some of the changes at the SUN Foundation. Ms. Worley elaborated that we have established relationships with the event fundraising that has taken place over the last several years. We have also been very successful in raising other funds. We are now looking at an expanded giving program. Ms. Bosch is now in charge of Events. Mr. Berney and Ms. Grote are no longer with the organization. We are currently interviewing for a Director of Development and Ms. Kennedy has taken on prospect research as part of her role.

Training Sub-committee – Mr. Moore

Mr. Moore advised that the Training sub-committee met just before the Board meeting and had a great session. They will meet again in November and January before the Board meeting.

New Business

Executive Director's Report – Ms. Worley, CEO

Ms. Worley advised that she has 3 months of reports from the summer break, uploaded onto the portal for the Board to review. Ms. Worley addressed the All-Staff meetings and how we have outgrown our meeting space as so many staff attend to hear updates and listen to some great outside speakers that we invite. Ms. Worley spoke about being invited to the ARC of Aurora Board Meeting. She invited the ARC Board to a lunch or dinner with our Board, also invited them to the ASK Breakfast. Ms. Worley informed the Board she has been appointed to the Respite Care Taskforce by the Governor.

Ms. Worley spoke about the Conflict Free Case Management issue, and that all the CCB's are currently looking at hiring a lobbying firm that tackled the same issue in Ohio. Ms. Worley also spoke about Rocky Mountain Human Services and that we have offered any help we can provide them during this time. Ms. Worley talked about meeting with Sen. Steadman and speaking about transparency of our financials etc.

Ms. Worley then talked about the upcoming events we have and encouraged attendance. The Fashion Show is sold out; Cowboy Ethics session after the ASK Breakfast and the Board Tour. Ms. Worley also shared a video of the Direct Service Professionals thank you ice cream truck.

Strategic Planning Update – Ms. Kitzman, Ms. Worley, Mr. Sweet, Ms. Hoover

Ms. Kitzman then introduced the presentation for the strategic planning project. Ms. Worley spoke about our accomplishments from 2013-2015 (Legislative work; rebuilt our foundational structure). Mr. Sweet then talked about re-aligning resources (Transition to four companies; healthy fund balance; new initiatives). Our 2015 initiatives were outlined both external (Youth Housing; Wellness; 3+: CFCM; Transportation; Regional Center; Respite) and internal (Increase in Case Management enrollments; Employer of Choice; Leadership development; Person Centered Planning; 2016 Strategic Plan; Community Outreach redefined). Ms. Hoover then spoke about her background and her role in the strategic planning. Ms. Hoover invited all members of the Board to attend a review session December 11th (12:00 p.m.-2:00p.m.) and please inform Ms. Kennedy if you can attend. Ms. Hoover advised that if any members cannot make a session she would be glad to meet one-on-one.

Construction Company Purchase – Mr. Sweet

Mr. Sweet spoke about the acquisition of a construction company per Board approval on November 1st. Mr. Sweet outlined the significant cost savings and also being able to leverage services so that our clients can use our company for improvements they need in their homes (such as ramps and handrails). We will be setting up a single member LLC, under NMSC, to "house" these services (NMSC Construction Services) – subject to board approval. This structure was affirmed by our legal counsel. In addition, the construction crew will provide oversight to our properties department. Mr. Becze expressed that he opposed the idea as he felt like this is not in line with our mission. Mr. Sweet advised that we have agreed to rent the trailers and tools for a year trial period, and if the relationship does not work as expected there is an agreement to end it. Ms. Klein pointed out that legal counsel advised to set up a separate LLC for the construction company for liability reasons. Mr. Steigelmar asked we revisit this next year with financials to see the cost savings.

MOTION: Ms. Myers moved for the approval of the Board to authorize the formation of a single member LLC, under NMSC, to "house" these services (NMSC Construction Services) to complete internal capital improvements and external work for the population we serve. The motion was seconded by Commissioner Holen. Mr. Becze opposed the motion.

Executive Session

MOTION: Ms. Zboyan moved for Board of Directors to go into Executive Session to discuss personnel issues and all associated issues as per section 3.9 of Developmental Pathways Bylaws and Colorado Revised Statute 24-6-402 (4)(f), motion was seconded by Commissioner Holen. It was approved by unanimous voice vote.

The Board of Directors went into Executive Session at 8:37 p.m.

MOTION: Mr. Moore moved to adjourn the Executive Session; the motion was seconded by Ms. Myers. It was approved by unanimous voice vote.

Board adjourned Executive Session at 8:43 p.m.

Adjournment

There being no further business to come before the Board, the meeting was adjourned at 8:43 p.m. Adjournment motioned by Mr. Moore, Ms. Myers seconded. Approved unanimously.