**DEVELOPMENTAL PATHWAYS, INC.**

**Board of Directors Meeting Minutes**

**Tuesday, September 24, 2019**

**Members Present:** Kristin Hoover, Lois Vaughn, Diane Holbert, Dr. Michaela McDonnell, JoAnne Zboyan, Monique Peyton, Commissioner Abe Laydon, Daniel Sampson, Lynn Myers, Adam Horney, Don Toussaint

**Members Absent:** Mayre Lynn Schmit, Tim Batz, Beth Klein, Commissioner Nancy Sharpe, Tim Moore

**Others Present:** Matt VanAuken, Ed Bowditch, Bob Ward, Selina Griggs, Gillian Kennedy, Cindy Lichti, Karen Flores, Erica Kitzman, Daniel Harcey,

**On Phone**: Chris Forrest, Scott Sweeney

The meeting of the Developmental Pathways, Inc. Board of Directors was called to order by the Board President, Ms. Hoover at 6:09 p.m. A quorum was established by Ms. Hoover.

**Guests:** None

**Conflict of Interest**

None.

**Public Comment**

None.

**Executive Committee** – Ms. Hoover

**Legislative Update** – Mr. Bowditch

Mr. Bowditch informed the Board that legislature established 18 interim committees for 2019, but that none of them directly relate to IDD issues and that the 2020 session with begin on January 8,2020 ending on May 6, 2020. One task force that is of interest to Developmental Pathways is studying the Paid Family Leave Bill that was not passed last year. The Task Force is looking at the contribution rates between the employee/employer and eligibility. Mr. Bowditch stated that the Joint Budget Committee members will stay the same in 2020 and that they will start budget briefings and hearings in mid-November. Rep. Kim Ransom is a member of the JBC and is in our catchment area. The JBC is often one of our biggest supporters. JBC staff Director John Ziegler retired in August and Carolyn Kampman was named the new staff director. Ms. Kampman has hired three new analysts, one of them will be responsible for the Early Intervention program with Mike Mann leaving. Developmental Pathways will be able to start meeting with the new EI analyst in November. Last Friday we received the state quarterly revenue forecast and that the State’s economy continues to grow.

Mr. VanAuken mentioned that he and Ms. Lichti met with Ms. Robin Smart, a JBC staff member. Ms. Smart is going to continue to manage Developmental Pathways portfolio of federal and state matched waiver dollars. This includes case management, state SLS, family support and direct service dollars. Ms. Smart mentioned that Mr. Tom Dermody who is currently with the JBC may be taking over the Early Intervention program.

Mr. Bowditch mentioned that he and Mr. VanAuken recently met with Representative Rod Bockenfeld. Mr. Bowditch and Mr. VanAuken have upcoming meetings with Representative Kim Ransom and Senator Jim Smallwood, and Mr. Bowditch is working on setting up more meetings for October.

Mr. VanAuken informed the Board that he, Ms. Kennedy, and Ms. Tenure met with Mr. John Swartout and Ms. Gini Pingenot of CCI (Colorado Counties, Inc.) on September 24, 2019. One of the topics that came up was the Family Leave Act. Mr. VanAuken mentioned to CCI that Developmental Pathways is the 3rd largest not-for-profit organization in the state. The meeting focused on the best way we could partner with their organization to fully utilize our membership. CCI will help with our exposure to elected officials and will keep us informed of bills that may impact our work at Developmental Pathways. Mr. VanAuken also mentioned the Alliance Executive and Board meeting that was held in Durango. The legislative push from Alliance this year will be to eliminate the DD waitlist over the next six years. There are between 1,500 to 3,000 individuals currently on the waitlist in Colorado. This would mean that 500 individuals would be removed from the waitlist each year over the next six years. The second legislative push would be to decouple our rates from common policy and couple them to Consumer Price Indexing (CPI).

**Executive Session**

Ms. Hoover asked for a motion to move for Board of Directors to go into executive session to discuss legal Issues and all associated issues as per section 3.9 of Developmental Pathways Bylaws and Colorado Revised Statue 24-6-402 (4)(f).

**MOTION: Ms. Myers moved for the approval for the Board of Directors to go into Executive Session to discuss legal matters and all associated issues as per section 3.9 of Developmental Pathways Bylaws and Colorado Revised Statute 24-6-402 (4)(b); the motion was seconded by Commissioner Laydon. It was approved by unanimous voice vote.**

**MOTION: Ms. Holbert moved for the approval for the Board of Directors to come out of Executive Session at 8:10 p.m.; the motion was seconded by Mr. Horney. It was approved by unanimous voice vote.**

Proceeding executive session, the following motion was passed.

**Motion: Ms. Holbert moved for the approval of a special session of the Board with a tentative date of October 17, 2019 at 6:00pm to be scheduled; the motion was seconded by Commissioner Laydon. It was approved by unanimous voice vote.**

**Consent Agenda**

Approval of Regular Board Minutes – June 18, 2019

**MOTION: Ms. Holbert moved for the approval of Consent Agenda items as presented; the motion was seconded by Dr. McDonnell. The motion was approved by unanimous voice vote.**

Ms. Hoover informed the Board that It is recommended that non-profit companies hold an annual board meeting for budget approvals and to discuss any other business items. On June 18, 2019, we held a Youth Housing Colorado Board Meeting to approve the FY2020 Budget and Officer Slate. The minutes for the meeting need approval which requires us to suspend the Developmental Pathways meeting and open a meeting for Youth Housing Colorado.

**MOTION: Ms. Holbert moved for the approval to suspend the Developmental Pathways Meeting at 8:17 p.m.; the motion was seconded by Dr. McDonnell. It was approved by unanimous voice vote.**

**The meeting of the Developmental Pathways, Inc. Board of Directors was called back to order by the Board President, Ms. Hoover at 8:18 p.m.**

**Executive Committee**

**Approve Proposed FY2020 Meeting Calendar with New Start Times** – Ms. Hoover

Ms. Hoover presented the proposed FY2020 Meeting Calendar to the Board. Ms. Hoover suggested a shift in start times that included moving the Finance Committee meetings from 4:30 p.m. to 4:00 p.m. and the Board meetings from 6:00 p.m. to 5:00 p.m., with dinner provided during the Board meetings. Ms. Hoover suggested the Developmental Pathways Board align with the Continuum of Colorado/Nonprofit Management Services of Colorado Board for a study session, committee meetings, and retreat each year as well.

**Motion: Ms. Holbert moved to approve the FY2020 Meeting Calendar with new start times and the combining of a Developmental Pathways Board study session, committee meeting and retreat with the Continuum of Colorado/Nonprofit Management Services of Colorado Board; the motion was seconded by Ms. Peyton. It was approved by unanimous voice vote.**

**Individual and Team Roles as Board Members** – Ms. Hoover

Not discussed at this Board meeting.

**Discuss Board Study Sessions and Committee Meetings** – Mr. VanAuken

Mr. VanAuken informed the Board of a meeting held with Ms. Hoover, Ms. Alston, the President of the Continuum of Colorado/Nonprofit Management Services of Colorado Board, and himself, on recommending aligning a Board study session, a Board committee meeting and a Retreat. By doing this, the Boards could interact more frequently with each other and stay better informed as to what each company is doing.

**Finance Committee**

**Board Financial Statement Review and Approval** – Ms. Holbert

The August 2019 YTD financials were reviewed. Below is a summary of the Developmental Pathways Consolidated August 2019 Financials:

**Balance Sheet:**

Assets $34,650,052

Liabilities $6,877,912

Fund Balance $27,772,140

**Statement of Operations**

Actual Budget

Revenues $7,234,670 $7,366,146

Expenses (6,640,522) (6,987,009)

Excess of Revenues Over Expenses $594,148 $379,137

In accordance with SB16-38, we are required to review and approve financial statements at least once a quarter. With that said, we will not present financials at every Board meeting, but rather on a quarterly basis. Financial reports are posted on the Board portal approximately 1-week prior to Board meetings. Ms. Holbert provided a brief overview of the August 2019 YTD Financials.

**MOTION: Commissioner Laydon moved for the approval of the August 2019 YTD financials; the motion was seconded by Ms. Peyton. It was approved by unanimous voice vote.**

**Review of Draft 2019 EOY Financials** – Ms. Holbert

Not discussed at this Board meeting.

**Fiduciary Education Training and Investment Risk Tolerance Survey Review** – Ms. Holbert

Ms. Holbert informed the Board about the opportunity to take part in a Board fiduciary training and risk tolerance survey review with Innovest. This would allow the Board members to learn more about our investments and how they are handled. The proposed training would take place in January 2020 and would be one hour long. A Doodle poll will be sent out by Ms. Griggs with date options. The meeting will take place at Developmental Pathways and a Zoom option will be made available if Board members are unable to attend in person. The meeting will be recorded as well for anyone that is unable to attend.

**Annual Agreed Upon Procedures Audit for Mill Levy** – Ms. Holbert

Ms. Holbert informed the Board that Developmental Pathways currently has seven audits underway. Developmental Pathways main auditor is Eide Bailly. Two of our seven audits are from Douglas and Arapahoe Counties. Ms. Holbert also let the Board know that the Douglas County Mill Levy contract was just extended for 18 months with an automatic renewal.

**Nominating Committee** – Ms. Myers

Ms. Myers informed the Board that there are no updates to report at this time.

**Development Committee** –

Mr. VanAuken asked Ms. Kennedy to put together something to present to the Board in hopes of establishing a Fundraising Committee. Mr. VanAuken stated that the goal is to create a committee to discuss the difference between fundraising and public engagement. We want to enlist this committee in helping us come up with newer and fresher ideas. Ms. Kennedy plans to present to the committee in October or November on the future of fundraising.

Ms. Kennedy informed the Board that the foundation team has gone from four staff members to two part time members. Ms. Kennedy has requested feedback from the Board as to how important fundraising is to them. Tentatively there is a Gala scheduled for May of 2020. Ms. Kennedy is looking into venue’s and has done a couple of site visits. One possible venue is at the Wings Over the Rockies Hanger at Centennial Airport. Ms. Kennedy would like feedback as to whether the Gala should be a fundraising event or a public relations event. Ms. Kennedy would also like to do a year end appeal email blast at the end of October to current donors. Ms. Kennedy is planning an employee giving campaign to revamp our internal giving. We will be raffling off one of our covered parking spots as incentive and a thank you.

Ms. Hoover will follow up with Ms. Kennedy on members for the committee.

**Training Subcommittee** - Mr. Harcey

Mr. Harcey informed the Board that Senate Bill 38 requires the Board to fulfill specific trainings. There are new Board members that have started their training but have not completed it yet. He is looking at scheduling a time in October for them to complete their training in person or through Zoom. Mr. Harcey would like to set up another training to review the Board members rolls regarding rules and Responsibilities. He would like to bring in a third party for training. Mr. Harcey reached out to Colorado Nonprofit Association, and their President Mr. Renny Fagan has agreed to facilitate a training. Mr. Harcey is proposing that the training be scheduled for November and that it be open to all Board members. This training may include subjects like; what is the functional difference at a board level between a governance board and an operational board or are there committees that are best practice for an organization of our size. Ms. Hoover recommended possibly doing half the training in November and then the rest at the retreat.

**New Business**

**CEO/COO/Finance Report** – Mr. VanAuken

Mr. VanAuken gave the Board an overview of the newly created Executive Director Report. Mr. VanAuken highlighted the following sections; Executive Team, Upcoming Events, Monthly Highlights, Stakeholder Engagement, Government Relations, and System Influencers.

Mr. VanAuken reminded the Board of the upcoming Denver South EDP Annual Luncheon and the Howl at the Moon for Adam’s Camp events on November 8, 2019. Developmental Pathways purchased a table for each event. He asked that if any Board members were interested in attending to email Ms. Griggs. Mr. VanAuken also recognized Ms. Lichti and her 40 years with Developmental Pathways.

**IMA Insurance Report** – Ms. Kitzman

Ms. Kitzman stated that Developmental Pathways had its renewal earlier this month and informed the Board on the coverages that is provided. Each year our premiums with IMA go up by 2.75%. IMA helps us with workers compensation and have assigned us a coordinator to assist in making sure we are covered the best way possible. One example on how IMA is helping us, is to make sure our drivers have proper coverage and to do a routine check on our employee’s motor vehicle records. Ms. Kitzman informed the Board that GPS units have been recently installed in our vehicles used in our transportation department to evaluate our employees driving habits.

**Risk and Safety Assessment Work** – Ms. Kitzman

Ms. Kitzman stated that IMA is also assisting us with enterprise risk management. They are helping us to evaluate the areas we need to work on. One area is emergency preparedness. IMA has proposed that we do a high-level risk survey at the executive level and weigh what we see as our greatest risks and what the major problems are. Once we have this we can move forward with a better risk and safety plan to the entire company.

Mr. VanAuken let the Board know that the IMA coverage spreadsheet is available on the portal and that if anyone has any questions to reach out to Ms. Kitzman.

**Adjournment:**

There being no further business to come before the Board, the meeting was adjourned 9:01 p.m. Adjournment motioned by Mr. Horney and seconded by Ms. Peyton. Approved unanimously.