

**DEVELOPMENTAL PATHWAYS, INC.**  
**Board of Directors Meeting Minutes**  
**Thursday, 9-29-2022**

**Members Present:** Monique Peyton, Kristin Hoover, Commissioner Nancy Sharpe, Commissioner Abe Laydon, Tim Batz, Mayre Lynn Schmit, Dr. Michaela McDonnell, Judge Don Toussaint, Daniel Sampson, Michelle Kroeger, Chris Erickson

**Members Absent:** Jenn Conrad, Lois Vaughan, Adam Horney, Pastor Michael Brown

**Others Present:** Matt VanAuken, Selina Griggs, Karen Flores, Erica Kitzman, Charlie Villarreal, Ed Bowditch, Amy Grogan, Darcy Tibbles, Naomi Megory-Cohen, Tim Vincent, Michelle Bauman, Nicki Polhamus, Maria Cordero

The meeting of the Developmental Pathways, Inc. Board of Directors was called to order by the Board President, Ms. Hoover, at 12:07 p.m. Ms. Schmit established a quorum.

**Guests:** Maureen Waller, Marsha Alston

**Conflict of Interest**

None.

**Public Comment**

None.

**Consent Agenda**

Approval of Regular Board Minutes – June 30, 2022, & July 19, 2022

**MOTION: Ms. Schmit moved for the approval of Consent Agenda items as presented; Mr. Erickson seconded the motion. There being no discussion, it was approved by a unanimous voice vote.**

**Executive Committee – Ms. Hoover**

**Formal Ratification on the Motions Made During the July 19, 2022, Electronic Meeting** – Ms. Hoover

On July 19, 2022, an electronic meeting was held with the Developmental Pathways (DP) Board of Directors to approve bringing on Ms. Michelle Kroeger as a Board member. The motion was approved unanimously by electronic vote. Ms. Hoover informed the Board that the following motion would need to be ratified.

**MOTION: Mr. Batz moved to ratify the approval of Ms. Michelle Kroeger to serve on the Developmental Pathways Board of Directors; Mr. Erickson seconded the motion. There being no discussion, it was approved by a unanimous voice vote.**

**Dissolve Strategic Planning Committee** – Mr. VanAuken

At the September 13, 2022, Executive Committee meeting, Mr. VanAuken recommended that the Strategic Planning Committee be dissolved into the Executive Committee for ease of communication and tracking. The Executive Committee agreed to this recommendation. The following motion was made.

**MOTION: Commissioner Sharpe moved for the approval to dissolve the Strategic Planning Committee; Ms. Schmit seconded the motion. There being no discussion, it was approved by a unanimous voice vote.**

**Legislative and Policy Updates** – Mr. Bowditch and Ms. Tibbles

Mr. Bowditch provided the following legislative update. The 2022 election is on November 8, 2022. Elections for Governor, US Senator, other statewide offices, and legislature will all be determined. Given term limits, voluntary retirements, and legislators running for other offices, there will be a minimum of twenty-four new House members and eight new Senators after the election. The Democrats currently control the Senate 21-14 and the House 41-24.

There will be at least nine new legislators representing DPs catchment area. Many ballot measures are of interest to DP, including Proposition 121, FF, and 123. Mr. Bowditch will be watching these closely.

Mr. Bowditch stated that Colorado's TABOR limit contains two primary provisions; no tax increase without a vote of the people and a revenue cap. Revenues collected above that cap shall be returned to the taxpayers. Colorado is estimated to exceed its TABOR revenue cap by \$3B in FY 2022-23 and \$1.6B in FY 2023-24. DP is closely monitoring the Paid Family and Medical Leave and the Department of Early Childhood. Mr. Bowditch reminded the Board that his full report is available on the Board Portal.

Ms. Tibbles provided the following policy update. DP is in the middle of its nonpartisan voter engagement campaign. A video was created about the importance of voting, featuring a song rewritten by Mr. Jim Brennan and some amazing DP stars. DP is also collaborating with John-Tyler Morris, DP intern, to produce a 2022 Statewide Voter Guide and some informational blog posts. Mr. VanAuken, Ms. Tenure, Mr. Bowditch, and Ms. Tibbles have been busy meeting with candidates and incumbents to share DPs legislative priorities and begin building relationships that will help the community at the state level. In addition to meetings with candidates, DP has been working with state analysts from the Governor's office and the Joint Budget Committee (JBC) to understand Early Intervention and the services and supports provided by Community Center Boards (CCBs) and providers. DP continues to work closely with Alliance. This session DP is focused on Direct Support Professional (DSP) workforce issues, Early Intervention, the DD waitlist, and provider rates.

**Voter Engagement Intern** – Ms. Tibbles

Ms. Tibbles introduce John-Tyler Morris, DPs 2022 Voter Engagement Intern, to talk more about himself and this year's campaign. Mr. Morris is a student at Arizona State University. He was recommended for this position by a family friend. Mr. Morris has been working on the voter guide that will be presented in October. The goal of the voter guide is to be informative, engaging, and impartial. Mr. Morris concluded by saying he is looking forward to reaching out to individuals and encouraging them to vote.

**Board Holiday Happy Hour** – Mr. VanAuken

Mr. VanAuken recommended that the Developmental Pathways Board hold a Holiday Happy Hour in November. The Board agreed that this was an excellent idea. Ms. Griggs will send the Board a Doodle Poll with November date options and secure a location.

**Upcoming Meeting Reminders** – Ms. Hoover

Ms. Hoover reminded the Board of the following meetings and asked if anyone did not receive a calendar invite to let Ms. Griggs know.

Mill Levy/Fund Balance Committee Meeting: October 6, 2022, at noon  
Public Affairs Committee Meeting: November 3, 2022, at noon  
Nominating Committee Meeting: November 8, 2022, at noon  
Executive Committee Meeting: November 29, 2022, at noon  
Finance Committee Meeting: December 8, 2022, at noon  
Board Meeting: December 15, 2022, at noon

**Finance Committee** – Mr. Batz

**Board Quarterly Financial Statement Review and Approval** – Mr. Batz and Ms. Flores

Ms. Flores provided the following quarterly financial update. DP is positive to budget by \$150K. DP budgeted a year-to-date loss of \$581K but experienced a slightly lesser loss of \$431K. As a reminder, DP budgeted a loss in FY2023 because it intends to spend from its historical equity reserves/fund balance. State Revenue is trending low at \$356K below budget due to the FY2023 Early Intervention (EI) contract not yet being formally approved. This is expected to be trued up in September once the contract is finalized. Salaries are trending low at \$551K below budget, and staffing continues to be a challenge in EI and Case Management (CM). The distribution of provider grants is trending \$947K higher than budget primarily due to the recognition in FY2023 of the \$772K of the FY2022 grants previously derecognized in FY2022.

## Balance Sheet

Assets	\$46,703,565
Liabilities	\$8,983,424
Equity	\$37,720,141

## Statement of Operations

	Actual	Budgeted
Revenues	\$7,976,166	\$8,011,669
Expenses	\$(8,407,502)	\$(8,592,587)
Excess of Revenues Over Expenses	\$(431,336)	\$(580,918)

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 every quarter. Financial reports are posted on the Board portal approximately one week prior to Board meetings.

**MOTION: Ms. Kroeger moved for the approval of the August 2022 YTD financials; Mr. Erickson seconded the motion. There being no discussion, it was approved by a unanimous voice vote.**

### Review of Draft 2022 EOY Financials – Mr. Batz/Ms. Flores

Mr. Batz provided an update regarding the June 2022 preliminary financials. DP is positive to budget by \$3M despite a volatile year regarding investments and market performance. DP concluded FY2022 nearly break even in gains/losses since the gain upon the sale of the Inverness building in May was primarily offset by market losses in investments. Over \$3M in provider grants were distributed by DP in FY2022. This is \$2M above the budgeted grant spend for the year. These grants were funded by mill levy. \$772K of these grants were derecognized as an FY2022 expense since the terms and conditions of the grants were not yet met by the recipients. DP booked a receivable for this in FY2022. DP subsequently recognized this expense in FY2023 once the recipient organizations met the terms and conditions of the grants.

Ms. Flores reminded the Board that the year-end reports for the Community Engagement and Capacity Building Board Designated Funds are available on the Board Portal for review.

### Nominating Committee – Ms. Schmit

Ms. Schmit formally introduced Ms. Michelle Kroeger, a new Board member who was voted onto the Board by electronic vote back in July 2022 and asked her to share a bit about herself.

Ms. Kroeger is the CFO for the Society for Mining, Metallurgy & Exploration located in Centennial, CO. Her previous employment was as the CFO of the Beacon Group in Tucson, AZ. After moving to Colorado, Ms. Kroeger began looking for volunteer opportunities in the world of I/DD. She started volunteering with The All-Stars Club. Through a connection made at a conference, Ms. Kroeger was introduced to Developmental Pathways after expressing an interest in serving on a board that serves the I/DD population. She has two children and loves skiing, hiking, and biking.

### Public Affairs Committee – Ms. Schmit

Ms. Schmit informed the Board that the Public Affairs Committee last met in August and is due to meet again in November. Ms. Schmit highlighted the Wings Over the Rockies event, which was a huge success, and DP's annual voter engagement work. DP recently teamed up with Jim and Ian Brennan to host a voter engagement event at Brewability to premiere the "My Vote Matters" music video. There were over one hundred guests on site, including election officials, to assist with voter registration. Ms. Schmit shared the video with the Board via email before the meeting.

Ms. Schmit provided an update on Board giving and reminded the Board that Colorado Give Day is December 6<sup>th</sup>, with early giving starting on November 1<sup>st</sup>. DP will be putting together a campaign for the Board and DP staff. Board members and staff will be encouraged to sign up for AmazonSmiles and other community-giving campaigns to support DP and share with friends and family. Ms. Schmit stated that DP is preparing to launch a refreshed and modernized website update which includes an updated blog focused on sharing family and provider stories, other successes, general community information, and the latest

DP news. Ms. Schmit concluded that DP is organizing a time for Leadership and Board members to take new headshots. While they are not required for Board members, members are encouraged to take advantage of this opportunity. The Board will be notified when the dates are determined.

**Mill Levy/Fund Balance Committee** – Comm. Laydon and Comm. Sharpe

Commissioner Sharpe informed the Board that the Mill Levy/Fund Balance (MLFB) Committee last met in August and is scheduled to meet again on October 6<sup>th</sup>. The Committee reviewed the accomplishments of the DP Board and the MLFB Committee last year, including providing approximately \$3M in innovation and stability provider grants and over \$1.3M in unmet needs and under-met needs funding which supported 1,300 separate requests in the community. DP also provided nearly a half million in scholarship programming. All of which underscores DP’s success in growing the programming to meet the community’s unique needs.

For this fiscal year, four primary funding areas have been identified for provider grant programming, including:

- 1) Mental and behavioral health
- 2) Expansion of residential options
- 3) Capacity building (to help reduce those "invisible" waitlists with providers)
- 4) Expanding/supporting CHRP waiver services

The Committee also reviewed the executive summary of the current fund balance. DPs continuation of both the Community Engagement Initiative and the Capacity Building Initiative over the next three years will help ensure DPs fund balance comes to equilibrium

**New Business**

**Revision to the DP Bylaws** – Mr. VanAuken

Mr. VanAuken asked the Board to approve the following addition to the DP Bylaws, allowing electronic/email voting when a regular meeting is not scheduled.

Section 3.13 Action Without a Meeting. (a) Any action required or permitted to be taken at a meeting of the Board of Directors or any committee thereof may be taken without a meeting if each and every member of the Board or Committee in writing either: (i) votes for such action; (ii) votes against such action; or (iii) abstains from voting. Each director or committee member who delivers in writing described in this Section 3.13(a) to the corporation shall be deemed to have waived the right to demand that action not be taken without a meeting

After further discussion, the addition was approved with the following changes.

Section 3.13 Action Without a Meeting. (a) Any action required or permitted to be taken at a meeting of the Board of Directors or any committee thereof may be taken without a meeting if ~~each and every member~~ **two thirds (2/3)** of the Board or committee in writing either: (i) votes for such action; (ii) votes against such action; or (iii) abstains from voting. Each director or committee member who delivers in writing described in this Section 3.13(a) to the corporation shall be deemed to have waived the right to demand that action not be taken without a meeting.

**MOTION: Ms. Peyton moved to approve the revised Developmental Pathways bylaws with the following change removing each and every member, replacing it with two thirds (2/3), with an effective date of September 29, 2022; Mr. Erickson seconded the motion. There being no discussion, it was approved by a unanimous voice vote.**

**Resolution for Authorized Signers** – Ms. Flores

Ms. Flores requested an updated resolution for authorized signers to include the Chief Executive Officer, Chief Operating Officer, Chief Financial Officer, Vice President of People, Senior Director of Finance, and Controller. The following motion was made.

**MOTION: Mr. Batz moved to approve the following resolution. The Board hereby assigns the Chief Executive Officer, Chief Operating Officer, Chief Financial Officer, Vice President of People, Senior Director of Finance, and the**

**Controller as authorized signatories on behalf of the Agency; Ms. Kroeger seconded the motion. There being no discussion, it was approved by a unanimous voice vote.**

**I/DD Enrollment/DD Waitlist Update** – Ms. Grogan

Not discussed

**Department Showcase: Case Management (CM)** – Ms. Nicki Polhamus, Director of CM

Ms. Polhamus, the Director of Case Management, provided the Board with a brief overview of the Case Management Department, including team structure, the current number of individuals served, and the department's core work. Ms. Polhamus reports to Amy Grogan, Vice President of CM, and has three Associate Directors (ADs), Ms. Alyssa Pae, Ms. Angelica Mendoza, and Ms. Megan Niemaszyk. The ADs supervise 10 Program Managers, each with 8 – 10 Case Managers (CMs), for a total of 106 full-time employees. The CM Department currently provides oversight of two State General Fund Programs and four Medicaid Waivers. The Department has approximately 90 CMs that provide an array of service and support coordination to individuals and their families enrolled in DP programs. With the complex I/DD system, the Program Managers and Associate Directors stay informed on system-wide changes and work in partnership with the other departments/teams to implement and operationalize these changes. The department leans in and provides expertise, guidance, and support to the teams and families served.

**Early Intervention Program Updates** – Ms. Kitzman

Not discussed.

**DEI Program Updates** – Ms. Kitzman

Not discussed

**Kudos** – Ms. Tibbles

Not discussed

**Open Discussion**

None

**Executive Session**

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

**MOTION: Mr. Batz moved for approval for the Board of Directors to go into Executive Session at 1:36 p.m. 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); Commissioner Sharpe seconded the motion. There being no discussion, it was approved by a unanimous voice vote.**

**MOTION: Mr. Batz moved for the Board of Directors' approval to come out of Executive Session at 2:16 p.m.; Ms. Peyton seconded the motion. There being no discussion, it was approved by a unanimous voice vote.**

**Adjournment**

There being no further business to come before the Board, the meeting adjourned at 2:18 p.m.