



**Board of Directors Meeting Minutes  
March 18, 2020**

**Present:** Mark Ferrandino, Board Chair\*  
Bill Ojile, Treasurer\*  
Mara Kailin, Secretary\*  
Jose Torres-Vega\*  
Joseph Derdzinski\*  
Michael Wroe\*  
Cassie Sudbeck\*  
Dean Apice\*  
Mary Beth Susman\*

**Absent:** Olga Feldman  
Holly Reef  
\*By phone

**Staff** Shari Repinski, Executive Director\*  
Georgia Edson, CPO\*  
John Wetherington, CFO\*  
Dana Johnson\*  
Jenny Smith\*  
Stephen Shaughnessy\*  
Deanna Soulis\*  
Ann Erickson\*  
Dianne Clarke\*  
Kris Kogan\*  
Joelle Ashley\*  
Karen Levine\*  
Alicia Caldwell\*  
Lisa Roebuck\*

**Guests:**

Mr. Mark Ferrandino, Board Chair, called the meeting of the Board of Directors of Rocky Mountain Human Services (RMHS) to order at approximately 6:02 p.m. via Microsoft Teams.

**CONSENT AGENDA**

- Approval of March 18, 2020 Agenda
- Approval of January 15, 2020 Board Minutes

**Motion:** Mr. Jose Torres-Vega moved to approve the March Consent Agenda and the January 20, 2020 Board Minutes. Dr Mara Kailin seconded the motion and it was approved by unanimous voice vote.

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## **PRESIDENT'S REPORT**

### **Board Re-Elections**

The Board members Olga Feldman, Bill Ojile and Jose Torres-Vega have terms that have expired and are required to have a second term approved.

**Motion:**      **The Board elects Olga Feldman, Jose Torres-Vega and Bill Ojile to a second three-year term effective immediately following the termination of the first three-year term. Mr. Jose Torres-Vega made the motion, Mr. Joe Derdzinski seconded the motion and the motion was approved by unanimous voice vote.**

### **Approval of Advocacy Committee Charter**

The Board is required to approve the Charter of the Advocacy Committee.

**Motion:**      **The Board elects approves the charter of the Advocacy Committee. Ms. Mary Beth Susman made the motion, Mr. Joe Derdzinski seconded the motion and the motion was approved by unanimous voice vote.**

### **Board Committee Membership**

The Finance and Governance Committee require Board member participation.

**Motion:**      **The Board appoints Ms. Olga Feldman to the Finance Committee and Ms. Mary Beth Susman to the Governance Committee. Mr. Jose Torres-Vega made the motion, Mr. Joe Derdzinski seconded the motion and the motion was approved by unanimous voice vote.**

### **Board Committee Priorities**

The Advocacy and Governance Committee need to have Chairs appointed. The Board determined that the committees will now focus on creating a list of priorities and bringing the priorities back to the Board for review.

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**Motion:**      **The Board appoints Ms. Cassie Sudbeck as Chair of the Advocacy Committee and Mr. Joe Derdzinski as chair of the Governance Committee. Mr. Bill Ojile made the motion, Mr. Joe Derdzinski seconded the motion and the motion was approved by unanimous voice vote.**

### **PUBLIC COMMENT**

No public comment was given.

### **EXECUTIVE DIRECTOR'S REPORT**

Ms. Shari Repinski reported that RMHS is continuing to stay on mission to keep services operating with the least amount of disruption for the clients and families we serve. RMHS internal goals include keeping staff directed towards the understanding of the organization's priorities, maintaining physical and mental wellness and continuing to adhere to constant communication which are crucial in a time of numerous shifts in how we deliver services.

### **FINANCE COMMITTEE REPORT**

#### **Year-To-Date Financials**

Mr. John Wetherington reported the results for the year-to-date financial results for total revenues and expenses for January 31, 2020.

**Motion:**      **Mr. Bill Ojile made a motion to accept the Year-To-Date Financials ending January 31, 2020. Mr. Joe Derdzinski seconded the motion and the motion was approved by unanimous voice vote.**

#### **COVID-19 Impact**

Mr. John Wetherington reported on the financial impacts of service disruptions caused by the newly discovered and extremely contagious Coronavirus that causes the worldwide spread of the respiratory disease Covid-19. Furthermore, the Covid-19 global pandemic and the CDC's recommendation to decrease the spread of the virus recommends social distancing six feet from person to person. RMHS staff is now mainly remote with a skeleton crew at the office that is handling mail, check duties and facilities

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requirements. The CDC's recommendation of a six-foot separation between any given person to person has made interactions with clients and families extremely limited, therefore, RMHS staff is shifting focus to telehealth to deliver services. Furthermore, there will be a short-term drop in revenue due to the limited client interaction and direct costs. Mr. Wetherington stated that full time staff are being maintained, so far no one has had to go on leave because of the virus, with a goal to preserve the organization. The senior leadership are also keeping track of resources that are required to maintain the organization during this crisis in order to apply for repayment from the government once the pandemic is resolved.

### **Capital Investments**

In order to redevelop the west wing and increase seating to accommodate an influx of staff for the SEP contract, RMHS will need to increase an incurrence of debt.

**Motion:**      **The Board approves incurrence of up to \$800,000 of additional debt to finance computers, workstations or other furnishings for a term of up to 48 months at an interest rate of up to 5% and authorizes Shari Repinski or John Wetherington to finalize other specific terms with the lender. Mr. Jose Torres-Vega approved, Ms. Mary Beth Susman seconded the motion and the motion was approved by unanimous voice vote.**

### **Bank Debt**

In order to provide a cushion to adhere to the possibility of temporary disruptions in funding, RMHS needs working capital.

**Motion:**      **The Board approves an increase in RMHS' line of credit to \$1,000,000 and authorizes Shari Repinski or John Wetherington to finalize other specific terms with the lender. Mr. Jose Torres-Vega approved, Mr. Joe Derdzinski seconded the motion and the motion was approved by unanimous voice vote.**

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**Check Signing**

RMHS only has a skeletal crew in the office to practice social distancing, therefore John Wetherington and Ann Erickson are rotating in office schedules to allow seamless financial operations including check signing and issuing. John Wetherington, Ann Erickson, Shari Repinski, Dianne Clarke and Deanna Soulis are all applicable check signers. There will be a new electronic financial system being implemented April 1<sup>st</sup> that will require an update of needed signatures that will Board will then have to reevaluate.

**Motion:**     **The Board authorizes existing authorized check signers to individually approve checks or similar payments to and including \$10,000. Mr. Jose Torres-Vega approved, Ms. Cassie Sudbeck seconded the motion and the motion was approved by unanimous voice vote.**

**Staffing**

RMHS is currently around 280 staff, wherein the implementation of the SEP contract will need to add around 180 employees including 10 additional for support. HR is currently collecting applicants online for what will be the SEP department, with most applicants being current SEP Colorado Access staff. Additionally, HR has a new recruiter that will work specifically with the hiring of these individuals, as they know the clients and RMHS' goal is to keep their team as much in place as possible.

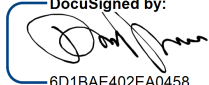
**NEW BUSINESS/ANNOUNCEMENTS**

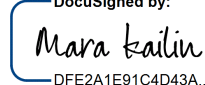
No new business or announcements were made.

**ADJOURNMENT**

With no new business or announcements, Mr. Jose Torres-Vega moved to adjourn the meeting of the Board of Directors at approximately 7:35 p.m.

**Submitted by:**

DocuSigned by:  
  
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5/15/2020  
Date  
Dana Johnson  
Executive Assistant

DocuSigned by:  
  
DFE2A1E91C4D43A...  
5/15/2020  
Date  
Mara Kailin  
Secretary