



**Board of Directors Meeting Minutes
May 15, 2019**

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|-----------------|--|--|
| Present: | Mark Ferrandino, Board Chair
Lloyd Lewis, Vice Chair
Bill Ojile, Treasurer, Acting Secretary
Holly Reef | Joseph Derdzinski
Olga Feldman
Cassie Sudbeck
Mara Kailin |
| Absent: | Amy Ross
Michael Wroe | Christine Ruggeri
Jose Torres-Vega |
| Staff | Shari Repinski, Executive Director
John Wetherington, CFO
Ford Allison, COO
Shelly Roberson
Jenn Beck
Deanna Soulis
Jenny Smith
Lara Martinez | Ann Gifford
Jodi Litfin
Kris Kogan
Dianne Clarke
Lisa Roebuck
Joelle Ashley
Emily Fraser |
| Guests | Crystal Porter, DHS | |

Mr. Mark Ferrandino, Board Chair, called the meeting of the Board of Directors of Rocky Mountain Human Services (RMHS) to order at 6:30 p.m. at Rocky Mountain Human Services, 9900 East Iliff Avenue, Denver, CO.

CONSENT AGENDA

- Approval of May 15, 2019 Agenda
- Approval of March 20, 2019 Board Minutes

Mr. Mark Ferrandino noted that one additional item, Board Member Re-Election, had been added to the Consent Agenda under the President's Report.

Motion: **With the agenda revised as noted above, Mr. Lloyd Lewis moved to approve the May Consent Agenda and the March 20, 2019 Board Minutes. Mr. Joe Derdzinski seconded the motion and it was approved by unanimous voice vote.**

Board Minutes
May 15, 2019

Page 2

MISSION REPORT

Ms. Emily Fraser, a Service Coordinator for RMHS, made a brief presentation about Gustavo, an RMHS client. Blind from birth and now of high school age, RMHS was able to provide Gustavo, through Mill Levy funding, eSight glasses, which now allow Gustavo to see. The glasses have supported his dream of going to college, and he will now be able to take the SAT test unassisted.

PRESIDENT'S REPORT

Board Member Re-Election

The following slate of Board members was presented to the Board for re-election. Having terms which expire May 31, 2019, each member expressed an interest in continuing to serve another three-year term.

- Mr. Mark Ferrandino
- Mr. Lloyd Lewis
- Mr. Joseph Derdzinski

Motion: With a quorum in attendance, the above-mentioned Board Members of Rocky Mountain Human Services were unanimously approved, by voice vote, to serve an additional three-year term, effective June 1, 2019 and ending May 31, 2022.

Corporate Documents and Resolutions

The Board reviewed the following legal documents requiring Board approval:

- 1.) The First Amendment to Amended and Restated Bylaws will resolve to incorporate the corrected name of the organization, Rocky Mountain Human Services, into Article I, Section 1 of the Bylaws.
- 2.) The Board Resolution regarding the dissolution of an erroneously created entity, directs Shari Repinski, as the Registered Agent, to file Articles of Dissolution to dissolve the corporation known as Rocky Mountain Human Services, Inc.

Motions: Mr. Lloyd Lewis made the motion to approve the First Amendment to Amended and Restated Bylaws. Mr. Bill Ojile seconded the motion and by unanimous voice vote, the motion was approved. Mr. Lloyd Lewis made the motion to approve the Board Resolution regarding the dissolution of the corporation known as Rocky

Board Minutes
May 15, 2019

Page 3

Mountain Human Services, Inc. Mr. Joe Derdzinski seconded the Motion and by unanimous voice vote, the motion was approved.

The approved and executed First Amendment to Amended and Restated Bylaws and Board Resolution is hereby attached to these minutes for reference.

Strategic Planning Committee Report

Mr. Joseph Derdzinski reported the Strategic Planning Committee met with consultant, Dan Montgomery on April 28, 2019 to provide input and review the strategic planning process. The Committee will meet again on Wednesday, June 19, 2019.

EXECUTIVE DIRECTOR'S REPORT

Strategic Planning

Ms. Repinski reported that consultant, Dan Montgomery, has identified preliminary areas that need to be addressed through strategic planning and is meeting in extended sessions with the Leadership Team and the Board. Ms. Repinski confirmed that the strategic plan will likely be delayed beyond the target date of July 1, 2019

Conflict-Free Case Management Update

Mr. Ford Allison provided the Board with a status update on Conflict-Free Case Management (CFCM). As an organization, RMHS has selected to continue to provide case management and direct services, but not to the same client. In preparation for CFCM, RMHS has implemented separate client information management systems for case management and direct services, made a strategic decision to discontinue our Life Essentials program, and continues to monitor and report our conflict rate quarterly to HCPF. As of March 1, 2019, RMHS reports only 11.2% of clients in the HCBS waivers to be conflicted in direct service and service coordination. The Board discussed in more detail the impact of CFCM on CCBs and the clients, as well as the relevant issues that continue to be unresolved by HCPF in the future administration of CFCM.

PUBLIC COMMENT

No public comment was made.

Board Minutes
May 15, 2019

Page 4

FINANCE COMMITTEE REPORT

Year-to-Date Financials

Mr. John Wetherington presented the year-to-date financials ending March 31, 2019, reporting that revenues and expenses are currently 5% behind budget, but surplus is better than budgeted. All revenue sources are behind budget except Medicaid which is showing a positive variance of \$852K. Mill levy is reporting \$744K behind due to lag in invoicing and third-party insurance billing is lower than expected. Overall, Mr. Wetherington reported a strong financial position from the perspective of liquidity.

Motion: Mr. Lloyd Lewis made a motion to accept the Year-to-Date Financials ending March 31, 2019. Ms. Mara Kailin seconded the motion and the motion was approved by unanimous voice vote.

2020 Planning

Mr. John Wetherington reported that the budgeting process for FY2020 is under way. Several departments have been completed already through funder meetings. The additional \$3M available for EI, will go toward the hiring of additional staff. Although no formal notification has been received yet, HAV is receiving an additional \$1M for the period starting October 1, 2019. The Momentum contract is for \$4.4M and TSP is at \$3.2. The first 5 employees have been hired for TSP; another 10 will be hired in the next few weeks. \$15M is budgeted for Mill Levy for calendar year 2020. LEPN will be winding down between now and December.

COMPLIANCE UPDATE

403(b) Investment Plan Committee

Mr. John Wetherington reported that Principal currently acts as the recordkeeper for the RMHS 403(b) retirement plan, and Morgan Stanley is currently the manager of the plan. RMHS currently matches up to 4% of the staff contributions to the plan. Mr. Bill Ojile, as Treasurer and member of the Board Finance Committee, noted that the Board, under ERISA, has a fiduciary responsibility for the 403(b). Mr. Ojile proposed that the Board establish a formal 403(b) Investment Committee vested with the authority to act on behalf of the Board in making sure the fund choices are optimal. The Committee would include the RMHS CEO or Executive Director, the Chief Financial Officer, Controller and

Board Minutes
May 15, 2019

Page 5

HR Director. The Executive Director would maintain the authority to add additional individuals to the Committee as needed and a recommendation was made to add the RMHS Contract Manager and Chief Operating Officer as members of the Committee. Reporting would be provided to the Board at least annually. A draft Investment Committee Charter was presented.

Motion: Mr. Lloyd Lewis made a motion to approve the development of the 403(b) Investment Committee to include the proposed officers and staff as listed above. The Board of Directors delegate this Committee with the authority to act on behalf of the Board in all matters pertaining to the RMHS 403(b) retirement plan and will direct the Committee to act in accordance with the Investment Committee Charter, approved this date. Mr. Joe Derdzinski seconded the motion and the motion was approved by unanimous voice vote.

City Audit Update

Mr. John Wetherington reported that the Denver City Auditors have completed their field work for the 2017-2018 Mill Levy audit, and recently met with RMHS for an exit interview where preliminary findings were discussed. The final report is tentatively scheduled to be released in August.

Fraud, Waste and Abuse Reporting Policy

Mr. John Wetherington presented a revised version of the Fraud, Waste and Abuse Reporting Policy for Board approval. As part of the CARF process, the policy, which has been in use for some time, has been formatted into a new template format, and includes minor, non-substantive changes. The policy will be used with subcontractors as well as internally.

Motion: Mr. Bill Ojile made a motion to approve the Fraud, Waste and Abuse Reporting Policy as revised. Mr. Lloyd Lewis seconded the motion and the motion was approved by unanimous voice vote.

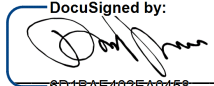
Board Minutes
May 15, 2019

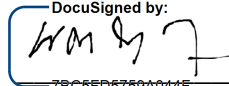
Page 6

ADJOURNMENT

With no new business or announcements, Mr. Mark Ferrandino moved to adjourn the meeting of the Board of Directors at approximately 7:30 p.m.

Submitted by:

DocuSigned by:

10/14/2019
Date
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Dana Johnson
Executive Assistant
(On behalf of Shelly Roberson)

DocuSigned by:

10/14/2019
Date
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Bill Ojile
Secretary