



**Board of Directors Meeting Minutes
September 18, 2019**

Present: Mark Ferrandino, Board Chair
Bill Ojile, Acting Secretary, Treasurer
Holly Reef
Jose Torres-Vega
Joe Derdzinski
Cassie Sudbeck
Michael Wroe
By phone
Mara Kailin
Olga Feldman

Absent: Christine Ruggeri
Amy Ross

Staff Shari Repinski, Executive Director
John Wetherington, CFO
Dana Johnson
Jenny Smith
Dianne Clarke
Jodi Litfin
Kris Kogan
Joelle Ashley
Karen Levine

Guest: Rachel Leamon- Momentum Program

Mr. Mark Ferrandino, Board Chair, called the meeting of the Board of Directors of Rocky Mountain Human Services (RMHS) to order at approximately 6:32 p.m. at 9900 East Iliff Avenue, Denver, CO.

CONSENT AGENDA

- Approval of September 18, 2019 Agenda
- Approval of July 17, 2019 Board Minutes

Motion: Mr. Jose Torres-Vega moved to approve the September Consent Agenda and the July 17, 2019 Board Minutes. Ms. Cassie Sudbeck seconded the motion and it was approved by unanimous voice vote.

MISSION REPORT

Ms. Rachel Leamon, a Care Manager for the Momentum Program, reported the success story of one of the program's clients. The client was able to receive specialized behavioral and medical care services he needed through the program and was arranged to be cared for by a host home where he receives 24/7 care. Ms. Leamon reported that because of the services and care he receives through RMHS his quality of life has improved exponentially.

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PRESIDENT'S REPORT

Executive Committee

Mr. Mark Ferrandino reported the Executive Committee has finalized their annual evaluation of Ms. Shari Repinski and has provided Ms. Repinski with a complete report.

Governance Committee

Ms. Shari Repinski reported that she and Ms. Amy Ross are building the Governance Committee that is designed to be a bridge between the Board and staff. The committee also has the task of updating the bylaws. Mr. Mark Ferrandino stated that any Board Members who are interested in participating in the Governance Committee is advised to reach out to Ms. Repinski. The Executive Committee will recommend committee members at the next Board Meeting on November 4, 2019.

Strategic Planning Committee

Mr. Joseph Derdzinski reported that the Board approved the engagement of Mr. Dan Montgomery, a strategic consultant for RMHS. Ms. Shari Repinski reported that Mr. Montgomery provided a comprehensive analysis of internal and external recommendations and assessments through focus groups and staff evaluations. Mr. Montgomery provided the Strategic Planning Committee with proposed priorities and the proposed mission statement; furthermore, the strategic priorities have been created based off Mr. Montgomery's recommendations. Ms. Repinski reviewed RMHS' Strategic Plan, Mission and We Do This By proposals with the Board. The Board discussed the components and verbiage of the proposed strategic plan, mission and we do this by facets. Ms. Repinski reported that the strategic consultant Mr. Montgomery created buckets to increase RMHS' focus on case management, IDD services, adapt to changes and future growth scenarios.

Motion: Mr. Joe Derdzinski moved to approve Mission and Strategic Priorities. Mr. Jose Torres-Vega seconded the motion and the motion was approved by unanimous voice vote.

PUBLIC COMMENT

No public comment was given.

EXECUTIVE DIRECTOR'S REPORT

City Audit Report

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Ms. Shari Repinski stated she will provide a progress report at the next meeting scheduled for November 4, 2019 once the report has been completed and a high-level action plan to be based on.

Board Retreat & Training

Ms. Shari Repinski reported that according to statute (SB16-038) the RMHS Board of Directors are required to participate in a retreat to provide governance training. The Governance Committee is to plan and implement. Ms. Repinski reported that if anyone on the board has thoughts or ideas about planning the retreat to follow-up with her.

Community Advisory Council

Ms. Kris Kogan reported that the RMHS Mill Levy Community Advisory Council released the funding announcement this week for the 2nd year. This Council will review proposals for funding special projects and has incorporated feedback from the previous year's council. Ms. Kogan reported that the Council will continue to run 28 projects within the contract set forth with DHS from the previous year's proposals. The Council will meet in mid to late October to begin the proposal review process with their two new members. Ms. Kris Kogan reported she will present proposals to the Board at the November 4, 2019 meeting.

Community Outreach & Activities

Ms. Shari Repinski reported that the RMHS 2019 Summerfest had over 400 participants and positive feedback including reports that the staff enjoyed interacting with Board Member Ms. Holly Reef who attended the event.

FINANCE COMMITTEE REPORT

Headquarters Strategy and Transactions

Mr. Mark Ferrandino recused himself from the following proceedings.

Mr. John Wetherington reported RMHS' strategy to emphasize staff roles in the field with proximity to clients through case management and direct services. Mr. Wetherington stated that RMHS will maintain headquarters within Denver in addition to researching satellite facilities for clients and rural employees. This strategy will reduce capital spending and align cost structures with cost reimbursement contracts.

Sale of Building

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Mr. John Wetherington reported that in 2019 RMHS entered into a lease agreement with the RMHS Foundation wherein the Foundation Board negotiated and approved a lease for the 9900 E. Iliff Avenue building to RMHS. Mr. Wetherington reported that an unsolicited offer was made to purchase the building by a confidential buyer, wherein after negotiations and consultation with the RMHS Board, RMHS Foundation Board approved the sale of the building. RMHS will negotiate and sign a lease with the buyer until January 2020 for the entire building and then solely the east wing of the building through January 2021. Mr. Wetherington has sought guidance from legal counsel at Brownstein Hyatt Farber Schreck, wherein the attorneys stated the Board is requested to waive their rights to a lease if the sale occurs.

Motion: Mr. Bill Ojile made a motion to accept the proposed board resolution to waive rights to a lease if the sale occurs provided by Legal Counsel. Mr. Joe Derdzinski seconded the motion and the motion was approved by unanimous voice vote.

Update to FY19 Close

Mr. John Wetherington updated the board on the financial audit. The auditors will present to the board at the November meeting.

Year-to-Date Financials Ending July 31, 2019

Mr. John Wetherington presented the year-to-date financial results for total revenues and expenses for July 31, 2019.

Motion: Mr. Bill Ojile made a motion to accept the Year-to-Date Financials ending July 31, 2019. Mr. Jose Torres-Vega seconded the motion and the motion was approved by unanimous voice vote.

COMPLIANCE UPDATE

Mr. John Wetherington reported that during the most recent meeting, the Compliance Committee discussed Cyber insurance and the need to increase coverage due to the state requiring more technology. In addition, RMHS' Information Technology department presented to the Finance Committee an evolution of a two-year plan for increasing compliance for RMHS.

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NEW BUSINESS/ANNOUNCEMENTS

CPO Job Posted

Ms. Shari Repinski reported that the Chief Program Officer job posting has been announced today and will be open for a couple of weeks before interviews commence.


New Legal Counsel

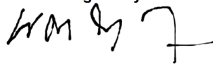
Ms. Shari Repinski and Mr. John Wetherington reported that Ms. Sharon Caulfield, RMHS' Legal Counsel, will be leaving her current firm at Brownstein Hyatt Farber Schreck as of Oct 31, 2019. Ms. Caulfield recommended general council at Brownstein, wherein Ms. Repinski and Mr. Wetherington will meet with the recommended replacement legal counsel at the firm. Mr. Wetherington reported RMHS may consider using Ms. Caulfield for future LLC services.

ADJOURNMENT

With no new business or announcements, Mr. Mark Ferrandino moved to adjourn the meeting of the Board of Directors at approximately 7:42 p.m.

Submitted by:

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10/9/2019
Date
Dana Johnson
Executive Assistant

DocuSigned by:

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10/9/2019
Date
Bill Ojile
Secretary