



Board of Directors Meeting Minutes
May 16, 2018

Present:	Mark Ferrandino, Board Chair Lloyd Lewis, Vice Chair Bill Ojile, Treasurer Roger Schmitz, Past Chair	Jose Torres-Vega Olga Feldman Joseph Derdzinski Jeanette Cordova (by phone)
Absent:	Christine Ruggeri, Secretary Amy Ross	Nisa'a Ameen-Abdullah Michael Wroe
Staff	Shari Repinski, Exec. Director John Wetherington, CFO Ford Allison, CPO Shelly Roberson	Joelle Ashley Ann Gifford Jodi Litfin Jenn Beck Stephen Shaughnessey Kris Kogan Dianne Clarke
Guests:	Ryan Call, Hale-Westfall, LLP	Justin Sykes Pam Bisceglia

The meeting of the Board of Directors of Rocky Mountain Human Services (RMHS) was called to order at 6:35 p.m. by Mr. Mark Ferrandino, Board Chair, at Rocky Mountain Human Services, 9900 East Iliff Avenue, Denver, CO.

WELCOME

Mark Ferrandino

After a brief welcome, Mr. Mark Ferrandino reported that an Executive Session of the Board was held immediately preceding the Public Session to discuss contractual issues. Mr. Ferrandino, as the new Chair of the Board, then addressed the Board, Staff and Guests with remarks about a change in procedures related to the agenda and meeting in general. Starting with tonight's meeting, the agenda will from here forward will be prepared with suggested time allotments. Public comment, previously placed at the start of the meeting, will now be heard at a specific and consistent time, later in the agenda. For accuracy, the audio of all Public and Executive Board sessions will now be recorded.

Mr. Lloyd Lewis reported the recent publishing of his new book, *Why Not Them*, a book highlighting the awareness and advocacy of IDD individuals. *Why Not Them* will be launched at The Tattered Cover on August 8.

CONSENT AGENDA

Mark Ferrandino

- Approval of May Agenda
- Approval of March 21, 2018 Board Minutes

Motion: Mr. Bill Ojile moved to approve the May Consent Agenda and the March 21, 2018 Board Meeting Minutes. It was seconded by Mr. Lloyd Lewis and was approved by unanimous voice vote. Motion passed.

COMMUNITY ADVISORY COUNCIL REPORT

Pam Bisceglia

Ms. Pam Bisceglia, Chair of the Community Advisory Council (CAC) presented an update to the Board which was summarized in a handout as well (attached). Ms. Bisceglia reported that meetings of the CAC have been extended by a half hour to allow time for public comment at the end of the meeting and that listening logs will be utilized to capture public questions and formal responses that will be posted on the RMHS website. Ms. Bisceglia reported that the CAC held a Retreat on April 10, 2018 identifying CAC mission and goals. In response to Mr. Lloyd Lewis' request, Ms. Bisceglia provided a brief overview of some of the ways the Mill Levy funding is currently being utilized and Ms. Repinski noted that we would be viewing a success story in a video clip of one of our Mill Levy partners later in the meeting.

PRESIDENT'S REPORT

Mark Ferrandino

Safety Committee Update

Mr. Jose Torres-Vega reported that the Safety Committee has not had an opportunity to meet recently and therefore, did not have an updated report for the Board.

Nominating Committee Report

Mr. Lloyd Lewis spoke on behalf of the Nominating Committee and informed the Board that Jeanette Cordova will be stepping down from the Board, but has made a request to be a member of the Community Advisory Council.

Motion: Mr. Lloyd Lewis moved to approve Ms. Jeanette Cordova as a new member of the Community Advisory Council. It was seconded by Mr. Jose Torres-Vega and approved by unanimous voice vote.

Foundation Report

Mr. Ferrandino provided a brief report on the re-activation of a Foundation created in 1995 by Denver Options. Approved by the Executive Committee of RMHS, The Foundation will maintain

a new entity name of Rocky Mountain Human Services Foundation and will serve to support and engage in financial and charitable activities for the benefit of Rocky Mountain Human Services. The four Executive Committee members of Rocky Mountain Human Services will also serve as Board Members for the RMHS Foundation. Counsel for Rocky Mountain Human Services, Mr. Ryan Call, reported that registration documents and an Amended and Restated Articles of Incorporation were filed with the Colorado Secretary of State. In conjunction with the Foundation, registration documents have also been filed to change the entity name of Denver Options, Inc. to Rocky Mountain Human Services. Statements of Trade Names for RMHS, Denver Options, Rocky Mountain Human Services, Inc., and Denver Options, Inc were also filed.

Motion: Roger Schmitz moved to ratify the filing of registration documents with Colorado Secretary of State related to the amended entity names of Rocky Mountain Human Services, the RMHS Foundation, and all trade names, actions which were approved by Executive Committee of the Board of Directors on May 8, 2018. The motion was seconded by Lloyd Lewis and it was approved by unanimous voice vote.

EXECUTIVE DIRECTOR'S REPORT

Shari Repinski

ORGANIZATIONAL UPDATE

Momentum Update

Ford Allison

Mr. Ford Allison provided the Board with a report on the Momentum program awarded to RMHS by the Colorado Department of Human Services. The statewide program will provide intensive community and case management services to transition children and adults from State Mental Health facilities, and others with repeated admissions into acute hospital facilities, successfully into the community. The annual \$4.3 Million contract starts July 1, 2018 with the potential to renew for a total of 5 years. A total of 26 FTE's (many coming from BHI, the previous contractor), will be hired, working primarily out of their home or in the field. Mr. Allison reported that Momentum will be a good fit for RMHS as it is consistent with our skill sets and mission, demonstrates our commitment to growth in case management and clinical work, diversifies our funding and demonstrates our ability to provide cost savings. The Board commended the staff on a job well done.

Mill Levy Update

Shari Repinski

Ms. Shari Repinski provided an update on Mill Levy contract negotiation with DHS stating that we will be receiving reduced share of contract funding compared to our last contract, which may bring in other providers to fill in the gaps. RMHS is assuring DHS that Mill Levy funds will only be used for Denver residents. Additional negotiations involved compliance to administrative rate allocations and how expenses are quantified. The contract has now been submitted, and we will be working with City Council to get approval as soon as possible.

Legislative Update

Ms. Shari Repinski highlighted the passing of HB1407, a large funding bill which will help to reduce the waitlist by 300 individuals needing services, over a period of time. HB1407 also increased direct service provider compensation by 6.5%, a greater incentive to attract and retain workers. Also successful was SB 18-145 which requires training certification in employment for providers working toward long term employment of IDD individuals. HB 18-1288, dealing with Conflict Free Case Management did not pass, and HB 18-1376 addressing Residential Settings Regulation passed the house, but did not pass the Senate. Both bills are postponed indefinitely.

Prior to the Public Comment portion of the meeting, a Channel 4 News clip/video was played noting the success of a RMHS partner provider providing yoga classes for IDD and physically disabled individuals.

PUBLIC COMMENT

No public comment was provided.

FINANCE COMMITTEE REPORT

Bill Ojile & John Wetherington

YTD Report

Mr. John Wetherington presented the FY 2018 year to date financial statements ending March 31, 2018. Mr. Wetherington reported that 9-month revenues are above budget by 5.5% due primarily to LEPN Medicaid funding and State Funding. Expenses were 4.1% higher than budgeted due to a larger number of clients remaining with us than expected. The overall surplus of \$482k includes \$339K to be used to pay off lease obligations.

Motion: Mr. Lloyd Lewis moved to approve the year to date financial statements ending March 31, 2018. It was seconded by Mr. Jose Torres-Vega and was approved by unanimous voice vote. Motion passed.

Planning Calendar

Mr. Wetherington reported that department budgeting will begin next week. First drafts of the budget will go to the Finance Committee on June 13, with additional drafts to the Committee on June 27. The final budget will be presented to the Board at the July 18, 2018 Board Meeting. Mr. Wetherington also reported that generally the waivers are seeing only a 1% increase, and the organization is hoping to increase the current 403(b) match from 3% to 4%.

Banking Matters

Mr. Wetherington reported to the Board an update on current plans to convert \$1.2M of existing financial debt into two leases aligning with IT and furnishings, with no significant

changes to the current terms. Expectations are to receive approval from the Bank credit committee and take effect July 1, 2018.

Motion: Mr. Jose Torres-Vega made the motion to approve the repayment of approximately \$1.2M in financial obligations and authorize the execution by Ms. Shari Repinski a \$750k lease for IT, and a \$450k lease for furnishings under terms substantially the same as exist for current obligations. Mr. Roger Schmitz seconded the motion and it was approved by unanimous voice vote. Motion passed.

Mr. Wetherington reported an additional repayment on July 1, 2018 of a \$344k term loan in conjunction with the receipt of a \$750k line of credit with CoBiz providing protection against late payments by Medicaid and other payers.

Motion: Mr. Bill Ojile moved to approve the repayment in full of a term loan in the approximate amount of \$344k and the execution by Ms. Shari Repinski of a line of credit in the amount of \$750k with CoBiz. The motion was seconded by Mr. Torres-Vega and it was approved by unanimous voice vote. Motion passed.

Mr. John Wetherington announced that we have received an engagement offer from our existing auditors, proposing an increase of 2.88% for an amount of \$42,800 to complete our FY 2018 audit this fall. The auditors will also work closely to keep us up to date with recent changes coming for non-profit organizations.

Motion: Mr. Jose Torres-Vega proposed to approve the engagement offer to work with the audit firm of Kundinger, Corder and Engle to complete the FY 2018 audit this year. The motion was seconded by Bill Ojile and by unanimous voice vote, the motion passed.

COMPLIANCE UPDATE

John Wetherington

Mr. John Wetherington updated the Board regarding the ongoing State Audit required for all CCB's as part of the transparency process. After coming to RMHS with \$175,000 discrepancy, we have reduced our liability to only \$30,000 of unsubstantiated transactions, with work yet to be completed by Revenue Cycle. It was noted that overall, we are pleased with the results.

NEW BUSINESS/ANNOUNCEMENTS

Mr. John Wetherington suggested for the Board to meet in early December 2018 for a half-day retreat to focus on training issues, and strategizing. The Board agreed to begin the planning of a Retreat.


Mr. Jose Torres-Vega updated the Board on the recent unsuccess of legislation of HB 18-1273.

ADJOURNMENT

Motion: Mr. Mark Ferrandino moved to adjourn the Board of Directors meeting at 7:37 p.m. It was seconded by Mr. Mark Ferrandino. It was approved unanimously.

Submitted by:


Shelly Roberson) _____ date 7/18/18


Lloyd Lewis, Vice Chair _____ date 7/18/18

(Signed by Lloyd Lewis, in Secretary's absence)