

## **Senior Resource Center for Douglas County, Inc., Board Meeting Minutes – October 24, 2017**

Location: SRC @ Peaslee Technical Training Center

Present: Judy Bellome, Hank Booth, Carol Bowen, Kay Brada, Kelly Calvert, Dr. Dennis Domer, Ernesto Hodison, Doni Mooberry, Dr. Ellen Paulsen, Janet Prestoy, Steve Tesdahl, Dr. Maren Turner, Dr. Marvel Williamson, Dr. Judy Wright

Not Attending: None

Guests: Mark Bradford, Lawrence Fire Chief, and Danielle Buschkoetter, City Management Assistant

Judy Wright called the meeting to order at 4:31 p.m.

Judy W. asked the board to review the September 26, 2017, board meeting minutes. Judy B. made a motion to accept the minutes, Hank seconded, and the motion carried.

Chief Bradford and Danielle Buschkoetter were on hand to discuss and respond to questions regarding three proposed (revised) legal documents:

- 2017 Cooperation Agreement (City, County, SRC)
- City/SRC Lease Agreement
- City, County, SRC Remodeling Funding Agreement

Chief Bradford provided a quick update on the status of the Fire Station building remodel project. The remainder of the time was spent discussing sections 4.d and 5 in the proposed City/SRC Lease Agreement and section 5 in the proposed City, County, SRC Remodeling Funding Contract. Dr. Williamson summarized SRC's concerns and requested revisions as follows: In section 4.d the wording is unclear and seems to imply SRC must pay the City a monthly amount without first being invoiced. The City agreed to review this section and propose alternative language. Section 4.d – SRC is being asked to pay an increased percentage of the utility bills (50%, up from 40%) even though its usage patterns and overall energy consumption are anticipated to be far less than that of the Fire Department. After lengthy discussion, the Chief Bradford and Danielle both indicated this language was standard on all City shared space agreements, and the City representative was unwilling to consider changes to this provision. Section 5 – the new agreement would require SRC to add a special endorsement to our property insurance policy (referred to as a non-subrogation clause providing that neither the insured (SRC) or its insurer can make and sustain a claim against City its agents, servants, employees, guest, or officials, elected or appointed). Again, after lengthy discussion and several comments from various board members, the City representative stated the position that this language was standard in all of their agreements and they were not willing to consider

further changes. The final discussion item was section 5 of the City, County, SRC Remodeling Funding Contract that covers reimbursement for SRC rent at the Dwayne Peaslee Technical Training Center to 20 months. It was pointed out that the City is in control of the Fire Station remodeling project and SRC does not have funds to pay for rent should it take longer than 20 months (August 2018) to reoccupy the renovated building. The City provided assurances that the SRC rent would be covered should delays lengthen the remodeling schedule. However, they did not want to modify the proposed contract language. Doni raised a final legal concern over the 90 day notice clause under which the City could ask the SRC to vacate the property for any reason. The Chief responded that the language was standard in all of the City agreements and shared an example of a potential scenario in which if City offices were severely damaged by fire and they required alternative space to continue conducting City business. For this reason the City requires the flexibility to force tenants out if needed. Ernesto made a motion to approve the three proposed documents after the City revises the language in section 4.d. related to the payment of utility bills. Kay seconded the motion. All voted in favor of the motion with the exception of Janet, who opposed. Motion carried.

Doni reported for the Finance Committee and summarized the recent meeting with the auditors. She noted that only five items appeared in their management letter and represented the agency's cleanest audit in recent years. One of the items related to bank reconciliations and the fact that adjustments were made for prior periods in QuickBooks which could not be fully verified by the auditors after the fact. Carol asked about the negative balance on the credit card and Doni stated the bill had been paid twice in error. Doni closed by saying we expect to end the year off budget due to lower revenues. Hank made a motion to receive the Financial Reports, Ernesto seconded, and the motion carried.

After Doni left the room, Judy W. discussed with the board a potential conflict of interest with Doni serving as the Treasurer and Doni's employee (Ali) currently performing interim bookkeeping services due to the recent departure of the SRC bookkeeper. Marvel requested a delay in refilling the open bookkeeper position into next year to allow a period of stability after experiencing turnover twice in that role this year. Hank made a motion of the board's willingness to accept the potential conflict of interest risk and rely on existing internal controls until the position is refilled next year, Kay seconded, and the motion carried.

Given we were running short on meeting time, Marvel opened it up for any questions from her Executive Director's report. Steve asked about the scope of Senior Meals grant proposals to DCCF and the Rice Foundation. Marvel indicated it was for start-up funding for a pilot program to expand Senior Meals to paying customers who were not clients in the current program. She also stated the current Senior Meals program is not financially sustainable as it currently exists.

Ellen reported for the Governance Committee. She recommended each board committee review their respective job descriptions and submit proposed updates to the Governance Committee for review. Ellen also requested all board members submit potential board candidates to fill the four expected vacancies at year-end. Potential candidates should not be



told they are not being offered a board position as any new board appointments must follow the respective policies and processes established by the City and County.

Janet reported for the Marketing and Development Committee. She stated they are behind in business solicitation and fundraising for the year and asked any board members who made prior commitments to please complete their meetings and report back to the committee on results. The committee members are happy to assist and/or attend meetings as requested.

Marvel reported on the proposed revisions to the employee SRC policies and procedures. The revised manual was circulated prior to the meeting and proposed changes have been reviewed by management, staff, and the Human Resources Committee, along with a review by outside legal counsel. Carol asked a few clarifying questions, including the scope of background checks. Marvel stated the background check for board members who volunteer as Senior Meals delivery drivers has previously been waived but should be probably be instated due to the nature of board responsibilities and contact with seniors by some. Janet suggested substitute language for the policy related to holiday substitution to allow for cultural or religious variations, and Marvel indicated she would revise the holiday policy to allow such variations. Ellen made a motion to accept the revised SRC Policies and Procedures after incorporating the minor language changes as discussed, Carol seconded, and the motion carried.

Judy W. adjourned the meeting at 6:23 p.m.

Respectively submitted,  
Steve Tesdahl

