

BOARD OF DIRECTORS ANNUAL MEETING

Draft Minutes

January 22, 2020 9:00 AM

41550 Eclectic Street Palm Desert, CA 92260

240 North Spring Street Blythe, CA 92225

- I.** CALL TO ORDER at 9:08 by M. Moran- Roll Call: Chair M. Moran, Vice-Chair C. Borba, Treasurer M. Gonda, Secretary M. Gialdini, A. Dew, B. Kroonen, R. Gutierrez, B. Gonzalez, C. Galvez, V. Hudson, J. Pye, J. Hayes, T. St.Johns, R. Ortega, V. Tanner, A. Wilson and Supervisor Perez (along with P. Cooper who stayed until the end of the meeting).

Excused absences: R. Gutierrez, B. Gonzalez, E. Romero

- II.** CHANGES OR ADDITIONS TO THE AGENDA - *None*

- III.** PUBLIC COMMENT / PRESENTATIONS -

Maureen Forman, Executive Director of Jewish Family Services to speak about the “Mindfully Resilient” program (5 Minutes) - *Ms. Forman made a presentation which was followed which questions from board members.*

- IV.** CONSENT CALENDAR – Action Required

- A.** MEETINGS MINUTES of December 11, 2019 Board meeting (attach. 1)
- B.** GRANT/ PROGRAM OFFICER REPORT (attach. 2) – Receive and File.
- C.** CNA DIRECTOR REPORT (attach. 3) – Receive and File.
- D.** CEO’s REPORT (attach. 4) – Receive and File.
- E.** FINANCIALS-Receive and File Draft Financials up to December 31, 2019. Recommended for Approval by the Finance/Investment Committee on Jan. 21, 2020 (attach. 5).

Staff Recommendation: Approve December 11, 2019 Minutes. Receive & file: Grant, CNA, CEO Reports and Financials.

Motion: C. Borba to accept all reports as submitted except the Financials. Second: B. Kroonen

Approved: 17 Opposed: 0 Abstention Name(s): 0

Treasurer M. Gonda explained that Financials are in order. However, he is recommending that in the future Financials will not be included until a minimum of 45 days after the end of the month to allow for a full reconciliation and review by the Finance Committee. There was agreement by consensus.

- V.** NEW BUSINESS ITEMS – Action Required

- A.** Appoint Officers: Chair, Vice-Chair, Treasurer, and Secretary. This is a two-year term. The Nominations Committee and Executive Committee met on January 13, 2020 and voted to recommend the persons nominated at the Dec. 11 Board meeting, only one person was nominated for each position.

Chair: Craig Borba

Vice- Chair: Jan Pye

Treasurer: Matt Gonda

Secretary: Mike Gialdini

Motion: V. Hudson to appoint the 4 members listed above. Second: V. Tanner Approved: 17

Opposed: 0 Abstention Name(s): 0

- B.** Reappointment of Board Members: Jan Pye, Bill Kroonen, Beatriz Gonzalez, and Van Tanner. The four board members have expressed an interest in continuing to serve. There was consensus by the Nominations Committee at the Dec. 11 meeting that they were inclined to have all remain along with board member, Ann Dew, whose term also expires this month. However, Ann Dew has decided not to continue as a board member.

Staff Recommendation: To re-appoint J. Pye, B. Kroonen, B. Gonzalez and V. Tanner to a 4-year term.

Motion: C. Borba to appoint the 4 members. Second: A. Dew Approved: 17 Opposed: 0 Abstention Name(s): 0

C. Create an Emeritus position by amending the By Laws.

The Executive Committee met on Jan. 6 and is recommending to the Board to consider amending the By Laws, directing the Governance Committee to meet and consider, and bring it to the Board at the February meeting. The Executive Committee expressed a desire to appoint Ann Dew as the first Emeritus member upon approval of the change.

Motion: A. Wilson to amend the By Laws to add an Emeritus position as soon as the Governance creates the Resolution. The draft will be reviewed by the Executive Committee before being considered by the Board. Second: B. Kroonen Approved: 17 Opposed: 0 Abstention Name(s): 0

D. Appointment of New Board Members. (Attachment # 6 - Resumes)

The Nominations Committee interviewed the following three candidates: Maria Blue, Anna Martinez, and Thomas Smith in December.

The Joint Executive and Nominations Committee met on Jan. 13 and are recommending the appointment of the three candidates.

Motion: J. Hayes to appoint Maria Blue and Anna Martinez. We learned that Thomas Smith passed away earlier this week. Second: B. Kroonen Approved: 17 Opposed: 0 Abstention Name(s): 0

E. Resolution No. 2020.01 Renewal of Existing Policies and Procedures (Attachment #7)

Staff Recommendation: To approve the renewal of Policies and Procedures on listed Resolutions. Board Members are asked to read and sign the Conflict of Interest Policy.

Motion: J. Pye to accept Staff Recommendation. Second: B. Kroonen Approved: 17 Opposed: 0 Abstention Name(s): 0

F. Resolution No. 2020-02 Authorizing the Re-designation of the Provident Bank Account

This account was previously used as a restricted account for Lift To Rise (LTR). Since we are no longer the Fiscal Agent for LTR, this account will be used as a restricted account for different grants.

Motion: J. Hayes to approve Resolution 2020-02 as submitted. Second: J. Pye Approved: 17 Opposed: 0 Abstention Name(s): 0

G. Earthquake Insurance Policy Extension

The policy is due to expire in early January & was reviewed by the Finance Com. on January 21.

Motion: V. Tanner to give authorization to the Executive Committee to approve once he reviews the Declarations and gives his input to be shared with the Committee. Second: J. Pye Approved: 17 Opposed: 0 Abstention Name(s): 0

H. Accept the Resignation of Board Member Ricardo Loretta (attach. 8)

Motion: C. Borba to accept the resignation and send a "thank you" letter on behalf of the Board. Second: J. Hayes Approved: 16 Opposed: 0 Abstention Name(s): B. Kroonen

I. Update the 2020 Employee Handbook (Attachment #9)

The annual revisions have been made to include changes made by the RAP Board in 2019 and to reflect with new State and Federal laws have been made by RAP's Human Resources consultant.

Executive Committee (met on Jan. 13) Recommendation: To adopt the 2020 Handbook as submitted.

Motion: *C. Galvez to approve the Handbook as submitted. Second: A. Wilson* **Approved: 17**
Opposed: 0 **Abstention: 0**

J. Committee Assignments:

Review Committee Assignments for 2020. Board members were asked last month to notify staff if they had an interest in making a change (add or drop) a committee due to interest or availability.

Executive (approved at Jan. 13 meeting): Craig, Jan, Matt, Mike, Mark, Joe, Bill and added Aurora

Nominations: Mark, Claudia, Joe

Finance/Investment: Matt (Chair), Jan, Mark, Bill, Craig, Mike

Audit: Van, Jan, Mark, **Valerie (was noticed that it was missing and was added after the meeting.)**

Grants: Craig (Chair), Rosemary, Van, Mike, Aurora: Non-voting members: Tricia Gehrlein, Ann Dew

Facilities: Mike (Chair), Craig, Mark, Rudy, Claudia, Aurora, Matt

Capital Campaign: Mike, Mark, Aurora, Pat

CNA: Jan (Chair), Van, Mike, Aurora and non-RAP members: Jenai Morehead, Armando Ehrenzweig, Shannon Shea

Health- Mental Health: Tori (Chair), Valerie, Greg Rodriguez (representing Sup. Perez),

non-RAP Members: Jim Grisham, Robin McCall, Garth Dale, Donna Craig, Sylvia King, Ann Dew, Alexa Marquez, Doug Morin.

Governance: Craig Borba, Rudy Gutierrez, Rosemary Ortega, Mark Moran, Elizabeth Romero, Aurora Wilson.

Motion: *V. Hudson to approve the Committee Assignments listed above, including the Governance Committee which was originally left off the list. Second: W. Wilson* **Approved: 17**
Opposed: 0 **Abstention: 0**

VI. INFORMATIONAL ITEMS- No Action

A. Board Attendance for 2019 (attach. #10)

B. EXECUTIVE—Met Jan. 13 Minutes for Dec. 11 attached #11 Next meeting set for Feb. 10

D. HEALTH-MENTAL HEALTH – Met Nov. 21. Minutes for Oct. 17 meeting attached, attach. #12. Next Meeting Jan. 16 at 2 pm

E. GRANTS – Did not meet in Jan. Will meet Feb. 10.

F. CNA– Met Dec. 4. Oct. 23 Minutes attached # 13. Next meeting Jan 22 after Board meeting

G. FACILITIES- Met June 19. Next meeting Jan. 22

I. GOVERNANCE – Has not met since Sept. 16, 2019. Next meeting TBD

J. FINANCE & INVESTMENT – Met Jan. 21. Approved Minutes for Dec. 6 meeting. (attach. #14).

VII. BOARD MEMBER / STAFF COMMENTS

Introduce new RAP employee Karina Rios

Form 700s due no later than March 2.

Annual Strategic Board meeting to be April 22 from 8 am to 1 pm. Per the request by Board Member C. Galvez, there was Board consensus to change the April meeting to April 29 so that she can attend it this year.

VIII. ADJOURNMENT: Next meeting is February 26, 2020 at 9:00 AM at 41550 Eclectic St. Palm Desert.