

Tri-Valley Developmental Services, Inc.
Minutes of the Board of Director's Meeting
Tri-Valley Administrative Office, 521 W. 35 CH Pkwy, Chanute, KS 66720
November 7, 2019

Present: John McRae, Margaret Bideau, Steve Sewell, Karen Vallier, Charles Sheedy, Mark Ward, Susan Jones, Matt Godinez

Not Present: Ken Anderson, Ceri Coffield, Doug Tressler, Leo Gensweider

Staff Present: Tim Cunningham, Bill Fiscus, Lea Chickadonz, Tricia Campbell, Kathy Brennon, Cindy Lawrence

Present: Neil Phillips, Jacob Manbeck

1. Call to Order

Chairman John McRae called the meeting to order at 6:15 pm

2. Introductions

Tim introduced the new board representative for Neosho County, Matt Godinez. Matt is the Executive Director of the Chanute Regional Development Agency. At the next board meeting, we will also have a new board representative from Woodson County, Van Bettega. Mr. Bettega is a retired principal from the Woodson County School System.

3. Adoption of Agenda

Motion made to accept agenda as presented (Susan Jones/Matt Godinez). Motion passed.

4. Board Acknowledgement

At the August board meeting, three board members retired; Charles Sheedy, Leo Gensweider and Mali Ziglari. Charles was presented with a plaque and letter for his years of service. Plaques will be sent to Leo and Mali as well. Thank you, Charles, Leo and Mali, for your combined 63 years of service to Tri-Valley.

5. Audit

Neil Phillips, of Jarred, Phillips, & Gilmore, presented the board with the audit findings for FY19. Tri-Valley was presented with a clean audit. Motion made to approve audit (Matt/Karen Vallier). Motion passed.

6. Crisis Request

One of the board's responsibilities is to review appeals from individuals served. An individual requested crisis funding that was subsequently denied by the CDDO. The individual and their guardian requested an appeal. Cindy Lawrence is present to represent the individual and their

guardian; Cindy is the individual's case manager. Kathy Brennon is present to represent the CDDO. For a crisis request to be approved, the requestor must show that there is imminent risk to the individual or others; it is a high threshold. Currently, the waiting list is 8 years and has 1,000's of individuals. The individual has applied for crisis funding in the past and has been denied. The CDDO Committee, comprised of Tim, Kathy, and Paula Drybread, met and reviewed the current request. The committee denied the request because they did not feel that the threshold of imminent risk was met.

Cindy Lawrence gave the board a brief synopsis of the individual's appeal. The individual is under 18 at the moment and is receiving services through Mental Health. If the board were to override the CDDO Committee's decision, the individual would have access to Medicaid Services in general and they would move over to the I/DD waiver and would lose Mental Health services. However, if the board were to override the appeal, there is no guarantee that the state would accept the request; the funding must go before the state for final approval. Kathy is of the opinion that the state would reject the funding request. Once the individual turns 18, the threshold changes. At this time, there is no documentation that supports approving the crisis request.

Motion made to override the CDDO Committee's decision and approve crisis funding (John/Steve). Motion failed by unanimous vote.

7. Minutes of Last Meeting

The minutes of the August 29, 2019 meeting were presented. Motion made to accept minutes (Karen Vallier/Susan Jones). Motion passed.

8. Treasurer's Report

Bill Fiscus presented the financial report for the period ending September 30, 2019. Motion made to accept report (Charles Sheedy/Susan). Motion passed.

9. Executive Director's Report

- a. Tri-Valley, as an agency, will be affected slightly by the new overtime rule. In order for two employees to meet the rule, we may need to increase their salaries. The new threshold is \$35,568.
- b. We recently had two legislators visit our Chanute and Fort Scott Service Centers. Rep. Ken Collins from Mulberry visited the Fort Scott Service Center as part of the "DSP for a Day" event. Rep. Collins had worked in the DD field as a house manager for CLASS, Ltd. He knows the system and is very supportive. Senator Dan Goddard visited the Chanute Service Center as well.
- c. The annual InterHab conference was October 16th through 18th. This year, we had five additional staff attend. The conference was fantastic.
- d. Thanks to a lead from John McRae, Tri-Valley staff met with the staff at Russell Stovers for a possible job placement. As a result, we placed nine individuals at Russell Stovers. We have

received word that the plant is now doing layoffs and our crews are getting cut. The placement was a great opportunity and we hope to return once layoffs are done. The placement was a good thing; it gave nine individuals a taste of work.

10. CDDO Report

- a. These past few months have been a busy time for the CDDO. In October, the Community Council held elections, as required by state statute. The Community Council is an advisory committee voted upon by people with services and family. The elections occurred at the CDDO's annual provider fair. This year, we had 140 people attend the fair with 100 either receiving services or family.
- b. Over the last eight years, the state has neglected certain areas of service. We have lost so much partnership and information during that time; the state is now interested in working with the CDDOs. Kathy is participating in three of the eight workgroups that the state has set up. The groups are for eligibility, CDDO General and Significant Behavior Issue.
- c. The CDDO received a grant through the Kansas Council on Developmental Disabilities for employment training. Said grant has come to a close. The grant funded a benefit academy that went over well with providers. The CDDO also used the grant to reach out to families. Three different events were held in order to provide families with information on Vocational Rehab as well as other available resources; response was poor, so much so, we had to cancel the third night.
- d. The CDDO also received a grant from the Kansas Arts Commission for the CES concert series buddy program. The program's aim was to pair up community members with their neighbors with I/DD to attend the CES concert series. We are struggling to get buddies and only have nine participants. The grant was for only individuals who resided in Chanute. Maybe for the next grant cycle, we will drop the partnership portion and include individuals who live outside of Chanute. Everyone who attends the concerts have a great time.
- e. The CDDO held recent trainings with affiliates and case managers.
- f. Kathy had the QA results for FY19; they were fairly typical with past results.

11. Friends of Tri-Valley Foundation

- a. The card sales for 2019 are going well. So far, we have sold 63 sets of cards. A post card reminder went out on Tuesday. The card included a QR code that linked back to Tri-Valley's website.
- b. We have received \$4,910.16 in general donations for FY20.
- c. The date is set for 2020 Cruise Night. It will be April 14th at Central Park Pavilion in Chanute. So far, we have eighteen items for the event.
- d. The prize for the 20th Annual Friends of Tri-Valley Foundation Truck Raffle Drawing has been selected. We received two bids out of four requests. The winning bid was from Merle Kelly Ford. The prize will be a 2020 Ford F150 Platinum Edition SuperCrew 4 x 4 Truck. Last week, we tried a new email system, Mail Chimp. A reminder email was sent to just under 1,500 emails. We had a good response back. At this time, we have 204 entrants and have received \$9,600.

- e. On September 14th, the Friends held a golf tournament in Fort Scott for the first time in 19 years. The tournament had 15 teams, 20-hole sponsors, 3 corporate sponsors and 8 door prize sponsors. Prizes were given to 1st and 2nd places in A and B Flights. The winners were: A Flight 1st Place went to the team of Josh Query, Jon Allen, Tim Allen, and John Leek; A Flight 2nd Place went to the Fort Scott Community College team with Bill Thompson, Jeff Tadtman, Kirk Sharp, and Adam Borth; B Flight 1st Place went to the City of Fort Scott with Robert Uhler, William Uhler, David Uhler, and Ryan Collier; and B Flight 2nd Place went to the Peerless team with Billy Masters, Chuck Hull, David Marsh, and Larry Baker. Along with the two flights, prizes were handed out for the Longest Drive which went to Jon Allen and Closest to the Pin which went to Mark Ward. We are projecting a profit of \$4,268.99. Our goal for next year is to reach \$5,000 in profit and increase the number of corporate sponsors.

12. Comments from Groups or Individuals

None

13. Old Business

13.1 By-Laws Review

The by-laws review was moved from 13.1 to 13.4.

13.2 Service Center Remodel

Previously, the Tri-Valley board agreed to pay for half of the cost to remodel the bathrooms at the Chanute Service Center. The Foundation board agreed to pay for the remaining half. Work began two to three weeks ago and is going quickly. The remodel will be done in three phases and will cost \$86,000.

13.3 Merger Agreement

In August/September 2018, Tim began consolidation talks with staff and board at New Beginnings Enterprises in Chautauqua, Elk, Greenwood, and Wilson Counties. Due to concerns on board structure as well as other areas, the consolidation talks stalled and were off the table.

Hours before the August 29th meeting, the New Beginnings Board wanted to know what needed to be done to push through the consolidation. The New Beginnings board agreed to what Tri-Valley wanted for board structure. The Tri-Valley board also had concerns about possible lawsuits. New Beginnings has \$300,000 that will be set aside to cover any issues. Another concern was that employees would be stretched. Tim has spoken to everyone and they see no issues with travel. If necessary, we could always add a staff person.

Bill has consulted with Neil Phillips. He was positive about the merger and felt that finances would be no problem. Three law firms have reviewed the merger and have

found no legal issues to prevent the merger from happening. Letters were sent out to families and individuals at the start of the process. Everyone on the New Beginnings side seem excited.

If we were to consolidate now, the new agency would have the same number of individuals served as Tri-Valley had in 2007. The clients should see no change in services. Mark asked about benefits for current clients. Tim gave an example of an individual who lives in a community in the Tri-Valley service area. Currently, the individual rides for 40 minutes to come to Chanute. With the merger, they could transfer to Eureka and save 20 minutes in transportation time. We could offer different programs types. We would have a new area in which to fundraise.

Steve asked for the merger timeline. We think everything can be done by December 31st. We have plans in place for staff training. There will be some issues, but we have ideas. Both agencies use the same client software. New Beginnings CDDO has a list of individuals who need services. With the merger, we can approach these individuals about our services.

The official takeover date will be January 1st. Since we are non-profits, we do not need permission from the state to merge. We do not need the permission from the county commissions either. We will, however, be notifying the county commissions. There will be no change made to either Prairie Ridge CDDO and New Beginnings CDDO. Mark asked for Tri-Valley's legal counsel to verify that there are no pending lawsuits against New Beginnings. Jacob Manbeck, representing Johnson Schowengerdt, PA, will look into this issue.

On Monday, October 28th, the New Beginnings board approved the merger and signed the legal documents. If the Tri-Valley board approve the merger, the Foundation would also need to sign off as well. It was the recommendation of the workgroup for the board to approve the merger. There were no negatives.

Motion made to accept the merger agreement and for the board to sign any necessary paperwork to move forward with the merger with New Beginnings Enterprises (Steve/Matt). Motion passed.

13.4 By-Laws Review

With the proposed merger, we will need to update the Tri-Valley By-Laws. The proposed changes will be voted upon at the next meeting. Charles Sheedy asked a question about board meetings. Tim believed that we would start using video conferencing; the plan is to have equipment in Chanute, Eureka, Fort Scott and Neodesha.

14. New Business

14.1 Christmas Bonus

Annually, the board is approached to approve a Christmas bonus. For the past two years, staff were given a bonus of \$150. This year, Tim asked for a bonus of \$200 for all employees. We have good staff that would appreciate the increase. Motion made to approve a \$200 bonus for Tri-Valley staff (Steve/Karen). Motion passed.

14.2 Policy Review

Four new policies were introduced to the board. They will be voted upon at the next meeting.

14.3 Executive Session

Motion made to move to Executive Session for seven minutes with Jacob Manbeck remaining to discuss legal issues regarding a lawsuit (Karen/Susan). Motion passed.

Motion made to return from Executive Session (Karen/Susan). Motion passed.

15. Announcements

The next board meeting date and location will be determined at a later date.

16. Adjournment

Motion made to adjourn the meeting (Charles/Susan). Motion passed.

Respectfully Submitted,

<u>Karen Vallier</u>	<u>11/27/19</u>
Secretary	Date