THE ELIZABETH RICHARDSON CENTER, INC.

Regular Monthly Meeting of the Board of Directors

February 23, 2017 – 6:30PM

Administrative Offices: 3917 S. Old Missouri Road, Springdale, AR 72764

BOARD MEMBERS IN ATTENDANCE:

Jenna Johnston (President), Bill Bowen (Vice President), Jim Kennedy (Treasurer), Ken Milbrodt, Alex Fitzgerald, Jeremy Minchew

BOARD MEMBERS ABSENT:

Amy Bates (Secretary), Joe O'Connell

OTHERS IN ATTENDANCE:

STAFF - Lynne Keller, Glenda Culpepper, Susanne Jackson, Patty Fleshman, Adam Humphries, Natasha Dennis, Rene Bader, Eden Taylor, Jessica Walker **GUEST** – Joanne Rhyne

1. CALL TO ORDER:

Johnston called the meeting to order at 6:32 PM. Johnston introduced Joanne Rhyne who attended in anticipation of applying for a seat on the Board. Her daughter has been receiving services for several years at ERC. Since there were several new staff, Johnston asked everyone to introduce themselves to the group.

2. RECOGNITION OF A QUORUM:

Johnston recognized that a quorum was present at 6:34 PM.

3. APPROVAL OF PREVIOUS BOARD MEETING MINUTES:

The minutes from the December 8, 2016 were posted for Board members to review prior to the meeting. Johnston asked if there were any additions or corrections to the minutes. Jeremy pointed out that his name was misspelled in the minutes.

MOTION: - Bowen moved that the Board accept the minutes of the December 8, 2016 meeting as as corrected.

- Kennedy seconded.
- Motion passed unanimously

4. CONSUMER INPUT/PROGRAM UPDATE/BOARD TRAINING:

Minchew shared his Client Spotlight on AS, a young man who has been attending RI since graduating high school about 3 years ago. AS was very articulate and gave RI a "thumbs up" for helping him learn how to accomplish his goals.

5. COMMITTEE REPORTS:

HUMAN RESOURCES COMMITTEE

Milbrodt began his committee report with a plea for board members to recruit new members to fill the vacancies on the Board. He acknowledged Rhyne and stated that there were still 5 more openings.

The first item to be considered was the "Exclusion Screening Policy" which is a federal requirement as well as a CARF requirement. All employers are required to check online data bases when hiring employees, contractors, etc. to make sure that they have not been placed on an "excluded" list that states they were involved with any kind of Medicaid waste or fraud.

Milbrodt directed the Board's attention to the turnover report that showed over 50% turnover year to date which he stated is "unacceptable". Not only is there a direct hard cost to turnover, but it also disrupts services in our programs and it is very difficult on our clients who form attachments to the staff.

Next Milbrodt presented the HR departments strategic plan initiatives for the next 5 years and several of them directly addressed efforts to reduce staff turnover. He offered his expertise to help with revising job descriptions and annual evaluations to make them more user friendly.

MOTION: Milbrodt moved that the HR committee recommended to the Board of Directors that the Exclusion Screening Policy be approved as presented as well as the turnover report and the HR committee's strategic initiatives.

- Bowen seconded the motion.
- The motion passed unanimously.

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EXECUTIVE COMMITTEE

The Executive Committee did not convene a formal meeting.

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MARKETING COMMITTEE

Since both Bates and Turner were absent, Keller gave a brief update on this year's Beach Bingo Bash. The event will be held on Saturday, July 29 at the Hilton Garden Inn on Wedington and I-49. Not only is this a much more accessible location, but it is also much larger. We already have several sponsors and Keller encouraged the Board members to buy tables and to forward names to Turner of possible table sponsors or businesses that might provide prizes and silent auction items. We will have Mansur Choudry, an internationally recognized autism specialist, as our guest speaker at Beach Bingo Bash.

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PROGRAMS AND SERVICES COMMITTEE

Bowen stated that the committee met twice since the last Board meeting. He is very encouraged by the energy and involvement of the staff in these committee meetings.

The committee formally approved the Accessibility report since that report was brought to this committee prior to forming the Facilities committee. Bowen commended the staff for all the effort they put into this annual report.

Also at the last meeting, the preliminary strategic plan initiatives were presented by each department head and Bowen shared with the Board that he is very enthusiastic about all the planning and vision for the future that he heard at that meeting.

MOTION: - Bowen moved that the Board approve the annual Accessibility report.

- Milbrodt seconded.
- Motion passed unanimously.

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BUDGET, FINANCE and AUDIT COMMITTEE

Kennedy stated that the Budget, Finance and Audit Committee met immediately prior to the Board meeting.

The January financials were better than December, but we are still over $100,000 behind where we were last year at this time. He was encouraged that two of the CDCs had a positive cash flow last month. Richardson Industries, Waiver and Life Skills were also positive.

The committee reviewed two bids that were received to install new flooring throughout the Fayetteville CDC. This is a huge project that involves moving everything out of the building Friday afternoon before Spring break, tearing out the old floor, installing new floor and moving everything back in within one week.

MOTION: Kennedy moved that the Finance Committee recommended that Murphy Construction, LLC be awarded the bid for installation and moving at a cost not to exceed $97,178. This is contingent on the assurance that there is no asbestos in the flooring.

- Bowen seconded
- Motion passed unanimously

The next item under consideration was the proposal to begin using déTaso software as a way to tighten up billing issues, confirm Medicaid eligibility for our clients before providing services and other integrated systems that we will be able to utilize throughout all of ERC. Within the first 2 years, we should be able to stop using ProCare and T-Sheets for a savings of over $8,000 and in the long term, we may be able to eliminate Therap which costs over $17,000 annually. The déTaso software is an app based program and we are not locked into any contract or time frame other than a monthly cost for as long as we use the software.

There was some discussion with Board and staff about how this software will help various operational aspects of ERC and there is obvious excitement surrounding the implementation of this program.

MOTION: Kennedy moved and SK that the Finance Committee recommended that ERC enter into an agreement with Absolute Consulting Solutions, the developers of the déTaso software with the understanding that the agreement will be reviewed by the Executive Committee and the Finance Committee to ensure that ERC's interests are protected.

- Bowen seconded
- Motion passed unanimously

7. OLD BUSINESS:

The discussion of term limits was tabled until there were more Board members in attendance.

8. NEW BUSINESS:

There was no new business.

9. REPORT FROM THE EXECUTIVE DIRECTOR:

Acree was attending a CARF conference in Tucson so Keller shared her report with the Board.
A new Organization Chart was posted that showed the promotion of Zarah Reed to the Director of Adult Service position. Reed will be responsible for overseeing Richardson Industries, Life Skills, AD Case Management, and Waiver as well as the ICF homes. Kristin Crist was promoted to Residential Director.

Keller asked Fleshman to share insights from the site visits that she and Acree had over in Oklahoma at two organizations that serve children with autism. Lots can be learned from successful programs like the ones they visited.

Synchrony Bank presented ERC with a $5000 check in response to a grant request written by Keller to create a realistic bank room that will help adults learn how to fill out forms at a bank, how to use an ATM machine, and how to budget and manage money.

Acree is meeting with VA officials and other interested parties to partner with the VA and have disabled veterans work at RI. We are seeking $350,000 to expand RI to accommodate this new program.

Acree met with DDS staff while she was in Little Rock. She was told that they are encouraging organizations to build integrated housing as long as no more than 4 clients live in the same residence to help get adults off the Waiver wait list.

She has made quite a few presentations to service clubs and is starting to set up meetings with major donors.

9. EXECUTIVE SESSION:

THE ELIZABETH RICHARDSON CENTER, INC.

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February 23, 2017 – 6:30PM

Administrative Offices: 3917 S. Old Missouri Road, Springdale, AR 72764

No Executive Session was conducted during this month's board meeting.

10. ADJOURNMENT:

The meeting was formally adjourned at 7:43 PM.

11. NEXT MEETING:

The next meeting of the ERC Board of Directors will be held on Thursday, May 4th at 6:30 pm.

I certify that these minutes were approved by the Board of Directors.

Amy Bates, Secretary — Date 5/4/17

SIGN HERE

THE ELIZABETH RICHARDSON CENTER, INC.

Special Called Meeting of the Board of Directors

March 14, 2017 – 2:00PM

Administrative Offices: 3917 S. Old Missouri Road, Springdale, AR 72764

BOARD MEMBERS IN ATTENDANCE:

Jenna Johnston (President), Bill Bowen (Vice President), Jim Kennedy (Treasurer), Alex Fitzgerald, PROXY to JJ from Ken Milbrodt

BOARD MEMBERS ABSENT:

Amy Bates (Secretary), Joe O'Connell, Ken Milbrodt, Jeremy Minchew

OTHERS IN ATTENDANCE:

STAFF – Cindy Acree, Lynne Keller

1. CALL TO ORDER:

Johnston called the meeting to order at 2:04PM.

2. RECOGNITION OF A QUORUM:

Johnston recognized that a quorum was present either in person or by conference call.

3. AGENDA ITEMS:

There were 2 items for the Board to consider at this special meeting. All Board members were sent copies of the proposed documents prior to the Board meeting.

- Out-Patient Therapy Service Provisions for the CDCs
- Revised Financial policies & procedures

Patricia Fleshman, Children's Services Director, and Rene Bader, Therapy Coordinator, developed the service provisions for out-patient therapy in response to requests to families who did not need the day programming/child care options that ERC provides but their child did need some type of therapy. This would allow our therapists to treat children who were not receiving day habilitation services.

MOTION: Bowen moved that the Out-Patient Therapy Service Provisions be approved as presented.

- Bates seconded
- Motion was unanimously approved.

There have been quite a few changes in the Accounting office since ERC hired a new Director of Finance (Susanne Jackson) and the Accounting Manager Brenda Henard) retired. The Financial Policies and Procedures are very detailed and define what staff in the accounting office are responsible for specific functions. Jackson has changed responsibilities for certain tasks as well as revising titles in the Accounting office so all of the procedures needed to be revised to correctly define the new accounting responsibilities.

Jackson and Kennedy answered questions from the Board during discussion on these policies and procedures.

MOTION: Kennedy moved that the revised Financial Policies and Procedures be approved as presented.

- Bowen seconded
- Motion was unanimously approved.

4. ADJOURNMENT:

The meeting was formally adjourned at 2:35 PM.

5. NEXT MEETING:

The next meeting of the ERC Board of Directors will be held on Thursday, May 4th at 6:30 pm.

I certify that these minutes were approved by the Board of Directors.

Amy Bates, Secretary — Date 5/4/17

THE ELIZABETH RICHARDSON CENTER, INC.

Regular Monthly Meeting of the Board of Directors

May 4, 2017 – 6:30PM

Administrative Offices: 3917 S. Old Missouri Road, Springdale, AR 72764

BOARD MEMBERS IN ATTENDANCE:

Jenna Johnston (President), Bill Bowen (Vice President), Jim Kennedy (Treasurer), Amy Bates (Secretary), Alex Fitzgerald, Ken Milbrodt, Joe O'Connell, Joanne Rhyne, Jeremy Minchew

BOARD MEMBERS ABSENT:

OTHERS IN ATTENDANCE:

STAFF - Lynne Keller, Glenda Culpepper, Susanne Jackson, Zarah Reed, John Salina, Andrew Hubbard, Donna Reynolds, Arnold Key, Carolyn Key, Zach Patterson, **GUEST** – Sharon Hoover (Client parent), Elizabeth Rosencutter, ASN staff for ER.

1. CALL TO ORDER:

Johnston called the meeting to order at 6:34 PM.

Johnston introduced Sharon Hoover who is the parent of an ERC client. Also in attendance were staff from the accounting department (Donna Reynolds, Andrew Hubbard, Caroline Key and Arnold Key, ERC's Maintenance Supervisor).

Jackson presented Donna Reynolds to the Board and recognized her for 20 years of outstanding service to ERC. Recently, Reynolds has taken on coordinating purchasing for all ERC facilities and has found many ways to save ERC money. The Board and staff gave her a standing ovation for her years of service and the good work that she is doing.

Ms. Hoover was asked to share her concerns with the Board. She praised the Waiver team for finally assigning consistent staff to her daughter and they really like the staff that she has. Her concern is that while her daughter is at the day program, she has access to snacks and drinks that have caused her to gain a great deal of weight over the past year. She knows that some of this is due to her inability to resist temptation, and some of it is from her friends buying drinks for her. Reynolds shared that she would work with Coca-Cola to have fewer sugared drinks and more flavored waters, etc. Fitzgerald offered to present a nutrition class to the clients at our day programs.

2. RECOGNITION OF A QUORUM:

Johnston recognized that a quorum was present at 6:35 PM.

3. APPROVAL OF PREVIOUS BOARD MEETING MINUTES:

The minutes from the February 23, 2017 were posted for Board members to review prior to the meeting. Johnston asked if there were any additions or corrections to the minutes.
Kennedy commented that there were several corrections to the Finance, Budget and Audit committee report as recorded. In the 2nd paragraph where is said that "...two of the CDCs had a positive cash

flow..." he asked that it read "... "two of the CDCs had excess revenue over expenses...". In the wording for the 2 motions: it states, "Kennedy moved that the Finance Committee..." He requested that it read, "Kennedy and the Finance Committee moved that..." These changes have been made to those minutes.

MOTION: - Bowen moved that the Board accept the minutes as revised of the February 23, 2017 meeting.

- Kennedy seconded.
- Motion passed unanimously.

The minutes from the March 14, 2017 special called meeting were posted for Board members to review. Johnston asked if there were any additions or corrections to the minutes. There were none.

MOTION: - Bowen moved that the Board accept the minutes as revised of the March 14, 2017 meeting.

- Kennedy seconded.
- Motion passed unanimously.

4. CONSUMER INPUT/PROGRAM UPDATE/BOARD TRAINING:

Minchew introduced Elizabeth Rosencutter and shared a little about her history at ERC. Minchew then made a recommendation that the Board accept her as the ex-officio Board member beginning in September, 2017. He will mentor her in the next several months so that she will be ready to take his seat on the Board.

5. COMMITTEE REPORTS:

HUMAN RESOURCES COMMITTEE

Milbrodt acknowledged Rhyne who was in attendance in anticipation of being voted on the Board. He stated that there were still 5 more openings with 1 dedicated to someone from Siloam Springs and 1 from Huntsville. He has contacted the Siloam Springs Chamber of Commerce and he is requesting that Acree and a couple of Board members attend a meeting to discuss what ERC is looking for in a Board member.

MOTION: Bowen moved that Joanne Rhyne be accepted as a member of the ERC Board.

- Milbrodt seconded the motion.
- The motion passed unanimously.

Milbrodt asked the Board to consider a recommendation from the staff that the basis of the turnover report be changed from calculating turnover based on budgeted FTE's to actual employees who leave. The Board agreed that we should be using actual employees "on the bus" who leave – not empty budgeted slots. The turnover for the 1Q2017 was 12%. Culpepper stated that she had attended a webinar that drew attention to direct care turnover nation-wide that was over 60% in this type of industry.

The next step in revising job descriptions is to sit down with employees and interview them about their job and talk to supervisors to find what they are expecting of these positions. Results will be put in a format that can be reviewed by management. Milbrodt also shared with the Board that the HR department is in the process of revising job categories and instead of having multiple %-time categories, there will only be 3 categories: full-time, part-time, and PRN/temporary.

The ERC Code of Ethical Conduct was revised slightly to add the words ("$10 or less) to clarify the word "small" when referring to gifts. What is small to one person monetarily may not be small to another person.

MOTION: Milbrodt recommended that the Code of Ethics be approved as presented.

- Bowen seconded the motion.
- The motion passed unanimously.

In reviewing the Strategic Initiatives in the Strategic Plan for the Human Resources department, Milbrodt asked Culpepper if these were SMART goals (Specific, Measurable, Achievable, Relevant and Time-based). Culpepper responded that Acree had spent time with her mentoring her on how to write strategic goals for the 5 year plan and that it was the first time in her career that she had this kind of experience with a senior manager who took the time to teach her. Milbrodt responded that he was pleased to hear this and that the Board would be holding the management team responsible for meeting the goals in the Strategic Plan.

Milbrodt stated that the HR committee accepted the HR portion of the Strategic Plan as presented to the committee.

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EXECUTIVE COMMITTEE

The Executive Committee met in April. The Governance policies and procedures were revised and Johnston went over the changes with the full Board. There was some discussion – mostly about the new term limitations. The Board will "start over" with staggered terms beginning at the start of the new Board year in October, 2017. The new terms will still be 3-year terms and a Board member can choose to sit for 2 consecutive terms. After that, they must step down for a minimum of 1 year before they can serve another 3-year term.

MOTION: Johnston moved that the revised Governance policies be approved as presented.

- Milbrodt seconded the motion.
- The motion passed unanimously.

Obana was asked to review the Corporate Compliance Plan for the full Board. She explained that the plan has been revised to incorporate the eight components of a successful compliance plan. This will give some consistency to our internal audit procedures.

MOTION: Johnston moved that the Board accept the Corporate Compliance Plan as presented.

- Bates seconded the motion.
- The motion passed unanimously.

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MARKETING COMMITTEE

Bates stated that she and Fitzgerald had met with Turner in April to get updates on our marketing efforts. The committee really was impressed with the great job that he is doing on social media for ERC.

The committee also suggested that Turner work to get more stories in the newspaper and on TV and don't rely totally on social media.

Turner is "miles ahead" of where we have been in the past in preparing for Beach Bingo Bash. Mansur Choudry, an internationally recognized autism specialist, will be the guest speaker at Beach Bingo Bash. We have more sponsorships sold and more table sponsors already that we have had in previous years.

Fitzgerald brought up that the Springdale School District is now working with Life Styles because they got a grant to do job coaching after school hours to help students transition into jobs in the community OR to meet the requirement that they get three turn-downs for jobs and then they can qualify to enter a sheltered workshop. Finley and Keller will investigate to see where this grant originated.

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PROGRAMS AND SERVICES COMMITTEE

Bowen stated that the committee met in April. He commended the staff for their attendance and engagement at these committee meetings.

Bowen asked Acree to update the Board on the PASSE meetings that she has attended recently in Little Rock. Acree stated that the proposed "managed care" model that the state will be implementing will require all providers to be members of at least 1 of the 3 proposed PASSE made up of care providers and service providers. Shares will be offered to providers starting at $5,000. It was recommended that ERC purchase shares in the DDPA sanctioned PASSE and this will place all of our clients under that PASSE to strengthen its position when all the PASSE applicants are reviewed by the legislative committee that is charged with deciding which PASSE applicants will be chosen.

The autism program is moving forward at the Fayetteville CDC and we currently have children in both classrooms that are designated as our autism classrooms.

Bowen presented the ICF TB policy that has been submitted by the staff. It was posted on the website for Board members to review prior to the Board meeting. There were no questions or comments.

MOTION: Bowen moved that the Board accept the TB policy for the ICR-DD homes as presented.

- Milbrodt seconded the motion.
- The motion passed unanimously.

Bowen asked that the Board accept reports from the Programs and Services committee as presented

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FACITILITES & GROUNDS COMMITTEE

O'Connell stated that the Facilities and Grounds committee met in April. They reviewed the survey that was done on the Fayetteville CDC site and found that some of our fences are actually on the Woodland Jr. High School property. Based on the survey, the property we own is not large enough to accommodate the building we were considering and it would be cost prohibitive to make it a 2-story

building. So we need to start looking at alternatives to that site as well as make a decision about whether to re-purpose the Fayetteville building to other uses or sell the property.

One of the other considerations is that as we look to the future and the uncertain funding from Medicaid, do we need to be re-visiting the buildings we are currently leasing to see if there is a way to combine some of these uses and save money on the rent we are paying monthly.

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BUDGET, FINANCE and AUDIT COMMITTEE

The Budget, Finance and Audit Committee met immediately prior to the Board meeting.

The March and April financials were reviewed and we are "upside down by almost $100,000 for the fiscal year. Four programs had positive cashflow in April – RI, Life Skills, ICF homes and Waiver. All of the CDCs lost money. Acree mentioned that the census across all CDCs is up from 65% of capacity to over 75% of capacity so they are heading in the right direction.

The next item presented for consideration was a Corporate Resolution re: approved check signers. It removes Jan Davidson and adds Susanne Jackson to check signing authority on all corporate checking accounts. Kennedy specified that Jackson will only be a secondary check signer – not primary.

MOTION: Kennedy moved that the Board approve the Corporate Resolution as presented.

- Bowen seconded the motion.
- The motion passed unanimously.

Amy Bates, Board secretary, signed the Corporate Resolution after it was approved by the Board.

7. OLD BUSINESS:

Term limits were discussed during the report from the Executive Committee.

8. NEW BUSINESS:

When Steve Litzinger stepped off the Operating Board, it left an opening on the Endowment Board. Johnston asked if anyone was willing to take that seat. Bates offered to take on this responsibility. The next meeting is June 6th at 6:00p.m.

9. REPORT FROM THE EXECUTIVE DIRECTOR:

Acree narrated a power point presentation to show where ERC is today with facilities and capacity and what some of the issues are with our current facilities. Then there were slides showing where the staff envisions ERC in 2022. When the presentation was finished, Acree distributed a Strategic Plan timeline showing major initiatives for the next 5 years. She stressed that the actual strategic plan had many more goals for each program but these were the major ones to be accomplished.

THE ELIZABETH RICHARDSON CENTER, INC.

Regular Monthly Meeting of the Board of Directors

May 4, 2017 – 6:30PM

Administrative Offices: 3917 S. Old Missouri Road, Springdale, AR 72764

Acree encouraged members of the Board to be attendance at the open house on Tuesday, May 9th sponsored by the Springdale Chamber of Commerce. The mayor will be in attendance and has written a proclamation naming May 9th as Richardson Industry day in Springdale.

9. EXECUTIVE SESSION:

No Executive Session was conducted during this month's board meeting.

10. ADJOURNMENT:

The meeting was formally adjourned at 8:27 PM.

11. NEXT MEETING:

The next meeting of the ERC Board of Directors will be held on Thursday, June 22nd at 6:30 pm.

I certify that these minutes were approved by the Board of Directors.

Jenna Johnston, President

6-22-2017
Date

THE ELIZABETH RICHARDSON CENTER, INC.

Regular Monthly Meeting of the Board of Directors

June 22, 2017 – 6:30PM

Administrative Offices: 3917 S. Old Missouri Road, Springdale, AR 72764

BOARD MEMBERS IN ATTENDANCE:

Jenna Johnston (President), Jim Kennedy (Treasurer), Ken Milbrodt, Joanne Rhyne, Jeremy Minchew, Beth Rosencutter (new ex-officio Board member)

BOARD MEMBERS ABSENT:

Bill Bowen (Vice President), Amy Bates (Secretary), Alex Fitzgerald, Joe O'Connell

OTHERS IN ATTENDANCE:

STAFF - Lynne Keller, Susanne Jackson, Zarah Reed, John Salina

1. CALL TO ORDER:

Johnston called the meeting to order at 6:32 PM.

2. RECOGNITION OF A QUORUM:

We did not have a quorum but several of the Board members who could not be present sent their proxies to Johnston and Kennedy.

3. APPROVAL OF PREVIOUS BOARD MEETING MINUTES:

The minutes from the May 4, 2017 Board meeting were posted for the Board to review prior to the meeting. Johnston asked if there were any additions or corrections to the minutes.

Kennedy requested that the Budget, Finance and Audit committee report be changed to delete the phrase "cash flow" and replace it with "revenue over expenses".

Without a quorum, a motion could not be made to accept the minutes as revised.

4. CONSUMER INPUT/PROGRAM UPDATE/BOARD TRAINING:

Minchew shared with the Board that their Aktion Club went to the rodeo the night before and had a great time. Rosencutter told the Board that there was a need for a "squeeze" machine for when clients get overwhelmed and need to help themselves calm down. Kennedy suggested that she talk with her program coordinator and have them put in a budget request.

5. COMMITTEE REPORTS:

HUMAN RESOURCES COMMITTEE – Did not meet

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EXECUTIVE COMMITTEE

The Executive Committee met to review the administrative portion of the Strategic Plan. The committee recommends approval of this portion of the Strategic Plan.

There was a proposal from the Human Resources staff with the approval of the Executive Director that ERC move the Retirement Plan from Alerus back to Principal. Not only are there cost savings but the administrative burden on the staff is much less with Principal because everything is automated and with Alerus nothing is automated. **The Executive Committee recommends that this proposal be approved.**

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MARKETING COMMITTEE

Keller updated the Board on how well the preparations for Beach Bingo Bash are proceeding. We are way ahead of last year – both in table sponsorships and in prizes/silent auction items. Bader commented that she wished that we hadn't planned it for the weekend when all the CDCs are closed for summer break because so many of the CDC staff have attended in the past. As we discussed this – we realized that this is the first year that the CDCs have such a late break and the venue was already booked back in January...so we will take this into consideration next year. One of our long-time sponsors, Garrison Financial, has also asked that we check dates with them since they haven't been able to attend for 3 years in a row!

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PROGRAMS AND SERVICES COMMITTEE

Johnston asked Keller to give this committee report since Johnston was the only member at the Board meeting who had also attended the Programs and Services meeting.

Keller reviewed the changes suggested to the Programs and Services portion of the Strategic Plan. Most of them were minor revisions...not substantive. **She stated that the committee recommended Board approval of this section of the plan.**

There were several policies presented that all dealt with abuse, neglect and maltreatment based on different licensure requirements for various programs. The committee requested that Cathy Obana, our Corporate Compliance Officer, draft an ERC policy that covers abuse, neglect and maltreatment and then have separate procedure documents that meet each individual program's licensure needs. **The committee recommends that the Board approve this policy that was posted for the Board to review prior to the meeting.**

The committee declined to approve the CDC Human Rights Committee policy and procedure that was presented because after review and discussion, it was decided that this wasn't a required policy by licensure or by CARF.

The final document reviewed was the revised Waiver handbook with new guidelines to address (a) medical marijuana use by clients and (b) concealed weapons in possession of clients. The other change was to move the page that had all the specific information about the client's case manager, Waiver supervisor, etc. up to the very front of the handbook for easy access by clients and parents or guardians. **It was recommended by the committee that the Board approve the revised version of the handbook.**

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FACITILITES & GROUNDS COMMITTEE

Bowen had reviewed the Facilities portion of the Strategic Plan before going on vacation and **it is recommended by the Facilities Committee that the Board approve this portion of the Strategic Plan.**

THE ELIZABETH RICHARDSON CENTER, INC.

Regular Monthly Meeting of the Board of Directors

June 22, 2017 – 6:30PM

Administrative Offices: 3917 S. Old Missouri Road, Springdale, AR 72764

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CONSENT CALENDAR APPROVAL

It has been requested that all committee recommendations that require approval by the Board be combined into one vote at the end of the committee reports:

- **The Executive Committee recommends that the proposal from the Human Resources department to move the retirement plan from Alerus to Principal be approved.**
- **The Programs and Services committee recommended Board approval of their section of the Strategic plan.**
- **The Programs and Services committee recommends that the Board approve the ERC Abuse, Neglect and Maltreatment policy that was posted for the Board to review prior to the meeting.**
- **It was recommended by the Programs & Services Committee that the Board approve the revised version of the Waiver handbook.**
- **It is recommended by the Facilities Committee that the Board approve the facilities portion of the Strategic Plan.**

MOTION: Jenna Johnston moved that the recommendations by the committees be approved.

- Rhyne seconded
- Motion passed unanimously by voice vote and with written proxies.

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BUDGET, FINANCE and AUDIT COMMITTEE

The Budget, Finance and Audit Committee met prior to the Board meeting.

The May financials were reviewed and ERC continues to have expenses in excess of revenue. Only two programs (Life Skills and RI) were in the black. This month, there was a $56, 867 deficit and last year we were $33,870 in the black. We had budgeted a $13,536 profit and Kennedy commented that this was a lot more than a seasonal trend since we were positive last year with a net of $137, 013 year to date at this time. There was lengthy discussion about how the staff is proposing to reverse this trend.

Since the Director of Finance has been out due to a medical emergency for the past two weeks, the FY 2017-2018 budget was not completely ready for the Board to approve. Kennedy made the following motion:

MOTION: That the Board of Directors pass a preliminary budget and recommend appropriate amendments to that budget at the next Board meeting.

- Milbrodt seconded
- Motion passed by voice vote and with written proxies from Bill Bowen, Amy Bates, Alex Fitzgerald and Joe O'Connell.

Kennedy stated that a request has been made for the Board to approve a donation to "kick-start" the fund-raising campaign to expand Richardson Industries. There was some discussion on how large this expansion project would be, the estimated cost and time frame for completion. Kennedy made the motion.

MOTION: That the Board of Directors approve a donation of $50,000 from the Funded

Depreciation account to be used for the expansion program at Richardson Industries after review and approval of construction plans by the Finance Committee.

- Rhyne seconded
- Motion passed unanimously by voice vote and with written proxies.

7. Old Business:

There was no old business.

8. New Business:

Acree advised the directors that she would be forwarding a Board Self-Assessment to each of them and requested that they be returned by July 10th.

9. Report from the Executive Director:

Acree stated that approximately $42,000 has been raised in the last month for various projects including the RI remodel and expansion. She is garnering much support from the community, from local businesses, politicians and other organizations.

9. Executive Session:

No Executive Session was needed.

10. Adjournment:

The meeting was formally adjourned at 7:16 PM.

11. Next Meeting:

The next meeting of the ERC Board of Directors will be held on Thursday, August 24th at 6:30 pm.

I certify that these minutes were approved by the Board of Directors.

Jenna Johnston, President — Date: 8.28.2017

THE ELIZABETH RICHARDSON CENTER, INC.

Regular Monthly Meeting of the Board of Directors

June 22, 2017 – 6:30PM

Administrative Offices: 3917 S. Old Missouri Road, Springdale, AR 72764

BOARD MEMBERS IN ATTENDANCE:

Jenna Johnston (President), Jim Kennedy (Treasurer), Ken Milbrodt, Joanne Rhyne, Jeremy Minchew, Beth Rosencutter (new ex-officio Board member)

BOARD MEMBERS ABSENT:

Bill Bowen (Vice President), Amy Bates (Secretary), Alex Fitzgerald, Joe O'Connell

OTHERS IN ATTENDANCE:

STAFF - Lynne Keller, Susanne Jackson, Zarah Reed, John Salina

1. CALL TO ORDER:

Johnston called the meeting to order at 6:32 PM.

2. RECOGNITION OF A QUORUM:

We did not have a quorum but several of the Board members who could not be present sent their proxies to Johnston and Kennedy.

3. APPROVAL OF PREVIOUS BOARD MEETING MINUTES:

The minutes from the May 4, 2017 Board meeting were posted for the Board to review prior to the meeting. Johnston asked if there were any additions or corrections to the minutes.

Kennedy requested that the Budget, Finance and Audit committee report be changed to delete the phrase "cash flow" and replace it with "revenue over expenses".

Without a quorum, a motion could not be made to accept the minutes as revised.

4. CONSUMER INPUT / PROGRAM UPDATE / BOARD TRAINING:

Minchew shared with the Board that their Aktion Club went to the rodeo the night before and had a great time. Rosencutter told the Board that there was a need for a "squeeze" machine for when clients get overwhelmed and need to help themselves calm down. Kennedy suggested that she talk with her program coordinator and have them put in a budget request.

5. COMMITTEE REPORTS:

HUMAN RESOURCES COMMITTEE – Did not meet

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THE ELIZABETH RICHARDSON CENTER, INC.

Regular Monthly Meeting of the Board of Directors

June 22, 2017 – 6:30PM

Administrative Offices: 3917 S. Old Missouri Road, Springdale, AR 72764

EXECUTIVE COMMITTEE

The Executive Committee met to review the administrative portion of the Strategic Plan. The committee recommends approval of this portion of the Strategic Plan.

There was a proposal from the Human Resources staff with the approval of the Executive Director that ERC move the Retirement Plan from Alerus back to Principal. Not only are there cost savings but the administrative burden on the staff is much less with Principal because everything is automated and with Alerus nothing is automated. **The Executive Committee recommends that this proposal be approved.**

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MARKETING COMMITTEE

Keller updated the Board on how well the preparations for Beach Bingo Bash are proceeding. We are way ahead of last year – both in table sponsorships and in prizes/silent auction items. Bader commented that she wished that we hadn't planned it for the weekend when all the CDCs are closed for summer break because so many of the CDC staff have attended in the past. As we discussed this – we realized that this is the first year that the CDCs have such a late break and the venue was already booked back in January...so we will take this into consideration next year. One of our long-time sponsors, Garrison Financial, has also asked that we check dates with them since they haven't been able to attend for 3 years in a row!

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PROGRAMS AND SERVICES COMMITTEE

Johnston asked Keller to give this committee report since Johnston was the only member at the Board meeting who had also attended the Programs and Services meeting.

Keller reviewed the changes suggested to the Programs and Services portion of the Strategic Plan. Most of them were minor revisions...not substantive. **She stated that the committee recommended Board approval of this section of the plan.**

There were several policies presented that all dealt with abuse, neglect and maltreatment based on different licensure requirements for various programs. The committee requested that Cathy Obana, our Corporate Compliance Officer, draft an ERC policy that covers abuse, neglect and maltreatment and then have separate procedure documents that meet each individual program's licensure needs. **The committee recommends that the Board approve this policy that was posted for the Board to review prior to the meeting.**

The committee declined to approve the CDC Human Rights Committee policy and procedure that was presented because after review and discussion, it was decided that this wasn't a required policy by licensure or by CARF.

The final document reviewed was the revised Waiver handbook with new guidelines to address (a) medical marijuana use by clients and (b) concealed weapons in possession of clients. The other change was to move the page that had all the specific information about the client's case manager, Waiver supervisor, etc. up to the very front of the handbook for easy access by clients and parents or guardians. **It was recommended by the committee that the Board approve the revised version of the handbook.**

THE ELIZABETH RICHARDSON CENTER, INC.

Regular Monthly Meeting of the Board of Directors

June 22, 2017 – 6:30PM

Administrative Offices: 3917 S. Old Missouri Road, Springdale, AR 72764

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FACITILITES & GROUNDS COMMITTEE

Bowen had reviewed the Facilities portion of the Strategic Plan before going on vacation and **it is recommended by the Facilities Committee that the Board approve this portion of the Strategic Plan.**

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CONSENT CALENDAR APPROVAL

It has been requested that all committee recommendations that require approval by the Board be combined into one vote at the end of the committee reports:

- **The Executive Committee recommends that the proposal from the Human Resources department to move the retirement plan from Alerus to Principal be approved.**
- **The Programs and Services committee recommended Board approval of their section of the Strategic plan.**
- **The Programs and Services committee recommends that the Board approve the ERC Abuse, Neglect and Maltreatment policy that was posted for the Board to review prior to the meeting.**
- **It was recommended by the Programs & Services Committee that the Board approve the revised version of the Waiver handbook.**
- **It is recommended by the Facilities Committee that the Board approve the facilities portion of the Strategic Plan.**

MOTION: Jenna Johnston moved that the recommendations by the committees be approved.

- Rhyne seconded
- Motion passed unanimously by voice vote and with written proxies.

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BUDGET, FINANCE and AUDIT COMMITTEE

The Budget, Finance and Audit Committee met prior to the Board meeting.

The May financials were reviewed and ERC continues to have expenses in excess of revenue. Only two programs (Life Skills and RI) were in the black. This month, there was a $56, 867 deficit and last year we were $33,870 in the black. We had budgeted a $13,536 profit and Kennedy commented that this was a lot more than a seasonal trend since we were positive last year with a net of $137, 013 year to date at this time. There was lengthy discussion about how the staff is proposing to reverse this trend.

Since the Director of Finance has been out due to a medical emergency for the past two weeks, the FY 2017-2018 budget was not completely ready for the Board to approve. Kennedy made the following motion:

MOTION: That the Board of Directors pass a preliminary budget and recommend appropriate amendments to that budget at the next Board meeting.

- Milbrodt seconded
- Motion passed by voice vote and with written proxies from Bill Bowen, Amy Bates, Alex Fitzgerald and Joe O'Connell.

Kennedy stated that a request has been made for the Board to approve a donation to "kick-start" the fund-raising campaign to expand Richardson Industries. There was some discussion on how large this expansion project would be, the estimated cost and time frame for completion. Kennedy made the motion.

MOTION: That the Board of Directors approve a donation of $50,000 from the Funded Depreciation account to be used for the expansion program at Richardson Industries after review and approval of construction plans by the Finance Committee.

- Rhyne seconded
- Motion passed unanimously by voice vote and with written proxies.

7. Old Business:

There was no old business.

8. New Business:

Acree advised the directors that she would be forwarding a Board Self-Assessment to each of them and requested that they be returned by July 10th.

9. Report from the Executive Director:

Acree stated that approximately $42,000 has been raised in the last month for various projects including the RI remodel and expansion. She is garnering much support from the community, from local businesses, politicians and other organizations.

9. Executive Session:

No Executive Session was needed.

10. Adjournment:

The meeting was formally adjourned at 7:16 PM.

11. Next Meeting:

The next meeting of the ERC Board of Directors will be held on Thursday, August 24th at 6:30 pm.

I certify that these minutes were approved by the Board of Directors.

Jenna Johnston, President — Date: 8.24.2017

THE ELIZABETH RICHARDSON CENTER, INC.

Special Called Meeting of the Board of Directors

September 28, 2017 – 6:30PM

Administrative Offices: 3917 S. Old Missouri Road, Springdale, AR 72764

DIRECTORS IN ATTENDANCE:

Jenna Johnston (President), Bill Bowen (Vice President), Jim Kennedy (Treasurer), Sharon Lloyd, Ken Milbrodt, Joe O'Connell, Joanne Rhyne, Lindsey Taylor, Beth Rosencutter

DIRECTORS ABSENT:

Amy Bates (Secretary)

OTHERS IN ATTENDANCE:

STAFF - Lynne Keller, Susanne Jackson, Zarah Reed, John Salina

1. CALL TO ORDER:

Johnston called the meeting to order at 6:30 PM. There were introductions since several new Board members were in attendance. This was the first meeting for Kris Allee and for Lindsey Taylor.

2. RECOGNITION OF A QUORUM:

Johnston recognized that a quorum was present. Johnston announced the resignation of Director Alex Fitzgerald and the Board acknowledged and thanked her for her service to ERC.

3. OLD BUSINESS:

The single order of business for this meeting was the presentation of the plan to implement the new business plan that will allow RI to expand its manufacturing space, provide for separate break area for clients, provide storage room for more contract work and provide space for work force development training.

The Finance Committee met with Acree, Salina and Reed prior to the Board meeting to review the proposal and ask questions. There was lengthy discussion surrounding this proposal due to the complexity of the proposed project, how it would impact clients, what it would mean for administrative staff and about the specific proposal and assumptions that were made in preparing the revenue projections. The initial estimate from Crossland Construction to do the total build-out of the admin office area was $350,000.

There was robust discussion about the project and the upcoming project for construction of a new CDC facility. The Board recognized the necessity of having a strong RI program to enhance the training options for the clients and to provide more and varied work opportunities. To accomplish that, the Board authorized the staff to move forward with the RI expansion planning and investigation of internal financing options. Treasurer Kennedy will work with Finance Manager Susanne Jackson for presentation of options at the next Board meeting, October 26, 2017.

MOTION: The Board of Directors approves the expansion of Richardson Industries business and building pending final approval on expenditures at next meeting. The motion was made to authorize (a) the Executive Director to proceed with an architect's rendering for the interior space getting bids for

the build-out of the building and (b) the Finance Manager to present financing options, both presentations to be made at October 26 Board meeting.

- Johnston made the motion
- O'Connell seconded
- Vote was unanimous

The second item addressed was the relocation of the administrative staff necessitated by the expansion project of the RI building. Acree and Keller have looked at several offices for lease that would meet our needs but they have all been too expensive or they required a lease term that was longer than the 2 years we want. Washington County has an armory building with just a little over 7000sf of office space on South College in downtown Fayetteville. It is currently vacant, they are in the process of remodeling and they would work with ERC to make the space fit our needs. The proposed lease would be $3000/month for the first year and $2000/month the second year. Additionally, they are only asking for a 2-year lease with the option to extend. Lease will begin upon completion of renovations of office space and final Board approval of RI construction.

MOTION: The Board of Directors approves the relocation of the administration office staff to the proposed building at 10 S. College, Fayetteville, AR contingent upon legal approval of the lease and the approval of the Building Committee.

- Johnston made the motion
- Rhyne seconded
- Vote was unanimous

9. EXECUTIVE SESSION:

The Board went into Executive Session at 7:50PM. No action was taken during Executive Session.

10. ADJOURNMENT:

The meeting was formally adjourned at 8:25PM.

11. NEXT MEETING:

The next meeting of the ERC Board of Directors will be held on Thursday, October 26th at 6:30 pm.

I certify that these minutes were approved by the Board of Directors.

Amy Bates, Secretary — Date 10/25/17