



FOOTHILLS GATEWAY, INC.
BOARD OF DIRECTORS MEETING
January 20, 2015

Present

Jim Disney
Katie Fahrenbruch
John Haley
Tracy Katz
Kendra Kettler
BJ Russell
Gregg Seebohm
Romie Tobin
Susie Trethewey
Doris "Punkie" Whitely

Excused

Absent

Guests

Staff

Sharon Courtney
Erin Eulenfeld
Diana Foland
Debbie Lapp
Jamie Martin

Gregg Seebohm called the meeting of the Foothills Gateway, Inc. Board of Directors to order at 7:05 p.m.

OPEN FORUM:

There were no comments.

CONSENT AGENDA:

The Board reviewed items on the consent agenda. Gregg Seebohm called for approval of the consent agenda.

- ❖ Approval of November 18, 2014 and December 22, 2014 Board Meeting Minutes;
- ❖ Sunshine Law Meeting Postings;
- ❖ Awareness Day – February 18, 2015

M-S-C (Disney - Russell) Approved the consent agenda consisting of the November 18, 2014 and December 22, 2014 Board Meeting Minutes, and posting of the Board's meeting schedule on the Foothills Gateway website, the bulletin board outside the building and the bulletin board inside the building to keep in compliance with Colorado's Sunshine Law.

FINANCIAL REPORT:

Sharon Courtney presented the preliminary statement of financial position for the 6 months of fiscal year 2014-2015 ending December 31, 2014 noting financial highlights.

M-S-C (Tobin - Katz) Accept and approved the financial report for the 6 months of fiscal year 2014-2015 ending December 31, 2014.

The above minutes are tentative until voted on and approved at the following month's board meeting.

OLD BUSINESS:

A. Draft Bylaws and Articles of Incorporation

Brad March presented the draft revisions to the organization's Bylaws and Articles of Incorporation and explained his concern regarding the membership portion of the organization which could leave the organization open to the possibility of members "buying" the Board and budget. For this reason, Brad March recommended that the Board present its Membership with the drafted Second Restated Articles of Incorporation eliminating membership for ratification at the Annual Meeting. The Board asked how this would change the operations of the membership meeting. Brad March informed the Board that while the annual membership meeting would not be required, regular reporting meetings would still be appropriate. This type of meeting would become informational without the voting aspect. The Board agreed to keep the annual meeting to connect with donors and the public. The Board requested that Article II of the Revised Bylaws mentioning "Members' Meetings" be removed. The Second Restated Articles of Incorporation need to be ratified by the membership at the Annual Meeting and the Board will need to approve the Revised Bylaws making the same changes at the Board meeting following. The Board discussed the possibility of removing the portion of the Articles of Incorporation which limits influencing legislation. Brad March recommended not removing this verbiage and will create a memo explaining this recommendation. The Board authorized the drafted Restated Articles of Incorporation to move to membership for approval at the March 2, 2015 Annual Meeting.

NEW BUSINESS:

A. Board of Director E-mails

Brad March previously recommended that each Board Member be issued and utilize a Foothills Gateway e-mail address for Board business. Brad explained that it is unclear whether Foothills Gateway is considered a state or local body and if 2 Board Members are discussing Foothills Gateway business via e-mail and a dispute arises, it would potentially allow an opposing attorney to review personal e-mail accounts pertaining to the matter. For this reason, the Foothills Gateway e-mail cannot be merged with personal e-mail accounts. Brad March recommended that all Board Members use a Foothills Gateway e-mail account exclusively for Foothills Gateway business. This issue will be further discussed in February with Foothills Gateway Information Technology staff presenting and training at the meeting.

B. Board Membership Application – Linda Drees

The Board of Directors reviewed the Board Membership application of Linda Drees. Linda is a past Board Member, past Board President, and parent. The Executive Committee recommended approving Linda Drees for Board Membership to begin in March 2015. The Board decided to invite Linda to attend the February Board meeting. Punkie Whitely will contact Linda with this invitation on the Board's behalf.

C. Foundation Donation Designation

Tracy Katz informed the Board that the 4% allocation from the Foundation Board totaling \$37,686.64 was received and is designated to meet the needs detailed in the Needs List. This donation will bring FGI within \$1744.36 of meeting every need on the Needs List.

M-S-C (Whitely - Katz) Approved designation of the Foundation donation totaling \$37,686.64 in the following manner; Community Participation/ Skills Development - \$1,000, Person Centered Training - \$5,000, Staff Training - \$1,000, Leadership/Succession Trainings - \$9,800, Integrated Playgroup - \$2,270, Cutter - \$7,000, Furnishings for Residential Houses - \$1,500, Janitorial Supplies for Cleaning Crew - \$1,500, Flooring at Lakeview - \$1,600, Countertops and Cabinets - \$3766.64, and Lakeview main bathroom - \$3,250.

D. Residential Update

Tracy Katz informed the Board the Erin Eulenfeld provided the Property/Finance Committee with an update regarding staffed settings through Foothills Gateway's Residential program. At this point the residential program is realizing a 30% gap in revenue to expense and this level cannot be continued. The Residential program has developed a plan to close 2 staffed settings and will be informing case management staff, families, guardians and individuals living in these homes shortly. This action is required due to the continual reduction in residential rates. The Board discussed the particular settings affected. Erin informed the Board that host home and family caregiver settings will be options available and staff will work to match people in the best home setting possible. Throughout the county, choices and types of settings continue to decrease due to insufficient funding for staffed settings.

E. Elected Official of the Year

John Haley informed the Board that Representative Brian DelGrosso has been nominated by the Legislative Strategy Committee for the Elected Official of the Year Award. Brian DelGrosso sponsored a bill to "level the playing field" on tax increment financing; the bill was passed but ultimately vetoed by the Governor. Jamie Martin also informed the Board that Fort Collins Council Member Gerry Horak was also nominated for this award for his work to improve transportation services for people receiving services from Foothills Gateway including his involvement with the bus stop, walkway and Dial-A-Ride services. The Board discussed the two nominees.

M-S-C (Disney – Whitely) Approved to honor both Representative Brian DelGrosso and Council Member Gerry Horak as Foothills Gateway's 2015 Elected Officials of the Year.

F. Transportation

Erin Eulenfeld informed the Board that the City of Fort Collins approved an alternative shuttle service to Foothills Gateway twice per day starting March 1, 2015. This will not solve the city's para transit needs, but is a step in the right direction.

EXECUTIVE SESSION

M-S-C (Disney - Whitely) Unanimously approved convening an Executive Session to discuss a legal matter pursuant to section 24-6-402(3)(a)(II) (state agency) or 24-6-402(4)(b) (local agency) to discuss legal matters and received legal advice, C.R.S. of the open meetings statute at 7:56 pm.

The board unanimously voted to convene in executive session for discussions with the board's attorney to discuss state investigative matters and attorney research and opinions related to personnel and legal matters. Mr. March indicated that the law was not particularly clear whether Foothills Gateway, designated as the Community Centered Board for Larimer County, is a state public body or local public body as defined by the Colorado Open Records Act at **§ 24-6-402, C.R.S.** The act provides that a state public body may go into executive session at §3(a)(II) for conferences with an attorney representing the state public body for purposes of receiving legal advice on specific legal question. A local public body may likewise go into executive session under §4(b) for the same purposes. Pursuant to §2(d.5)(II)(A) the contemplated conferences with the attorney for the public body were for the purposes of receiving legal advice on specific legal questions and electronic recording was taken and will be kept on file.

M-S-C (Katz - Haley) Move to adjourn Executive Session and reconvene Regular Board Meeting at 8:15pm.

M-S-C (Disney – Haley) Approved to release the report from Mountain States Employers Council to Tim O’Neill pending Brad March’s consultation with Mountain States Employers Council on how to proceed.

M-S-C (Whitely – Russell) Approved paid Administrative Leave for Executive Director, Tim O’Neill.

The Board agreed to meet for Executive Sessions on Monday, January 26, 2015 and Monday, February 2, 2015 at 7:00pm pursuant to section 24-6-402(3)(a)(II) (state agency) or 24-6-402(4)(b) (local agency) to discuss legal matters and received legal advice, C.R.S. of the open meetings statute.

ADJOURNMENT

M-S-C (Russell - Trethewey) Adjourn the meeting at 8:27pm.

Respectfully submitted by,

Punkie Whitely

Punkie Whitely, Secretary

The Board will meet for a Special Meeting on January 26, 2015 and February 2, 2015.

**The next regularly scheduled meeting of the Foothills Gateway, Inc.
Board of Directors is February 17, 2015.**