

OCDC Board of Directors Meeting

Saturday, February 2, 2019

1:00 pm – 4 pm TR- 2

After the Board and Policy Councils joint meeting the Board continued their meeting.

Board members, Shari Lane, Board Chair; Juan Preciado, Vice-Chair; Grant Baxter, Patricia Cuevas, Dan Quiñones, Steve Petruzelli, Marta Hanna, and Yessica Guerrero.

Staff, Donalda Dodson, Don Horseman, and Linda Torres

Board Development Plan

For 2019, Donalda put together the Board development plan tasks by month and board meetings. Draft copies of plan were given out to the board members. Donalda mentioned that in April we want to have an update on the SR Child outcomes, reviewing Strategic session plan, and self-assessment.

Shari mentioned that maybe we can add the major agency grants making this plan as one schedule. As the audit, the OPK grant, and other grants and timelines; and when it is anticipated as a draft, deadline, and when approval is needed. And correlate with the Board meeting dates. Donalda will make additions and redo the development plan.

Decision Process discussion

Shari stated that her preference would be and is making recommendation, for management staff to share with the Board, when there are program changes or fiscal documents the Board be part of the discussion, and giving the Board a heads up as early as possible. The Board would like to be part of the bigger process before it gets to the wire. Steve said maybe we can bring in more members onto the Fiscal committee. Shari said that if we are talking about issues all along the process, and the deadlines, as e.g., the authority for fiscal documents, and how these would look, it would be easier for the Board to understand. The Board should be part of the discussion and decision process. Staff can just send out an email about receiving information, and we then would be aware of what is coming.

Steve mentioned that the fiscal budget is working well, but the Committees of the Board helps to approve staff recommendations, because there is confidence between the Board and the committees and helps the timing restraints.

Strategic Planning 2019

Shari mentioned that we discussed about proposing a Strategic planning meeting with the Program Directors, Board, Policy Council, and staff, to talk about the new opportunities as the Baby Promise program, enrollment, cutting of slots; decisions on what we want to focus

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on, private partnerships, etc. We need to look into facilitators, and if it would be on site or off site. Date **March 8 and 9** all day for Strategic Plan.

2019 Board Meeting Schedule

The Board agreed on having Board meetings on Saturdays, and on some Fridays with visits to the Counties, and agreed it was difficult to have meetings during the week as was on Wednesdays.

Board meetings will be held monthly on Friday or Saturdays:

- March 8-9, Friday and Saturday, Strategic Planning (Board, PC, PD's and Management staff) at Central office
- Saturday, April 27 - Board meeting Saturday April 27 shorter meeting
- (Between these dates April and May - a conference call for the EHS grants X and XII *Drafts*)
- Friday, May 31- Full day and visit in Woodburn, Marion County (EHS grants due June 1)
- Saturday, June 29 – Board short meeting
- Saturday, July 20 – All day meeting
- Saturday, August 24- Focus on the fiscal part of the MSHS Continuation grant... and OPK grant due August 31st
- Friday, September 13 – Full day and visit in Milton-Freewater, Umatilla County
- Saturday, October 26 – Board short meeting
- Saturday, November 16 – All day Board meeting
- December – No meeting
- Linda will send out the Board schedule 2019 to the board members by email.

Candidate for Board

Mark McDaniel has been a member of OCDC Policy Council for the past 4 years and a Community Rep. for Klamath County. Retired as Police Lieutenant at Klamath Falls Police Department after 26 ½ years. He was Detective Sergeant, Commander of Klamath County multi-agency SWAT Team, Baseball and basketball coach; and Program Director on a federal grant for Domestic and Sexual Violence Prevention for 3 years. Mark is applying to the Board, and he embraces OCDC's mission, vision and values in providing education and services to children and families. Mark's application was emailed to all the board members

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for review. The Board thanked Mark for applying for board membership, and would let him know of their decision.

Afterward, the Board made their decision and made the motion to accept Mark as new Board member.

Motion: Shari Lane entertained a motion to accept Mark McDaniel as a new OCDC board member. Grant Baxter made the motion to accept Mark McDaniel as a new OCDC board member, and Juan Preciado seconded the motion. All those in favor said aye. The motion passed.

Board Authorization for OCDC Financial Documents

- 1) Resolution to sign and complete all documents 401K Plan and appointed Trustees: Don Horseman, Director of Financial Services; Donalda Dodson, Executive Director; Walter Kalinowski, Director of Human Resources**

Motion: Shari Lane, Board Chair entertained a motion to approve and authorizes restating the 401k document and authorizing the appointed trustees: Don Horseman, Donalda Dodson, and Walther Kalinowski. Patricia Cuevas made the motion to approve and authorize restating the 401k document and authorizing the appointed trustees as written; Yessica Guerrero seconded the motion. All in favor said aye. Motion passed.

- 2) Board Officers OCDC QALICB Plan (Qualified Active Low Income Community)**
OCDC controls the QALICB plan that holds the OCDC Enterprise center in Washington County. The Board of Directors on annual basis shall appoint the **Directors to the QALICB.**

The Directors of the Corporation currently include Donalda, Don, and Christyn Dundorf. We recommend replacement of Christyn, past Board Chair with Shari Lane, current Board Chair. Shari Lane made recommendation for Juan Preciado or Steve Petruzelli to replace Christyn Dundorf. After discussion the Board agreed for Steve Petruzelli as officer.

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Motion: Shari Lane entertained a motion to approve the officers of OCDC QALICB plan; Juan Preciado made the motion, Grant Baxter seconded the motion to approve the officers of OCDC QALICB plan: Don Horseman; Donalda Dodson, and Steve Petruzelli. No discussion, all members said aye. The motion passed.

3) Borrowing and signing contracts and all other signature agreements, as authorized by the applicable Bylaws.

Motion: Shari Lane, Board Chair, called for a motion to reauthorize Donalda Dodson, Executive Director, and Donald Horseman, Director of Financial Services with borrowing, signing contracts and all other signature agreements on behalf of OCDC. Patricia Cuevas made the motion and Steve Petruzelli seconded the motion to reauthorize Donalda Dodson and Don Horseman with borrowing, signing contracts and all other signature agreements on behalf of OCDC. No discussion, all those in favor said aye. The motion passed unanimously.

4) Resolutions Document for Signature of the OCDC Board Members

Don gave out copy of the Resolutions of the Board of Directors, and requested for the Board members to sign and adopt the resolution regarding the US Bank loan documents and authorize Directors of OCDC, Donalda Dodson, Executive Director and Donald Horseman, Director of Financial Services to execute and deliver all agreements, documents, and transactions on behalf of OCDC.

The Resolutions of the Board of Directors was signed by all OCDC Board members dated February 2, 2019. The signed document was given to Donalda Dodson, Executive Director.

Implicit Bias Training

Shari talked about and proposed having Implicit Bias training with the Board and PC, just as Karelia has been doing with Equity with some of the staff. She mentioned it would be a lot of value bringing a consultant or someone from the outside. Shari gave out copies of few consultants, these are some people highly recommended. We can focus on the month of April and decide what options, and see what availability they have. This would be with the Board and Policy Council a one-time meeting, and time would be one hour to two hours. Heather Van Meter, PH.D. from A and B Consultants; and Marina Moro from Diamond Law training, attachments.

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Approval of November 3 and December 7, 2018 Board Meeting Minutes

Motion: Shari Lane called for a motion, if there are no changes, to approve the November 3, 2018 meeting minutes as submitted. Steve Petruzelli made the motion to approve the November 3, 2018 meeting minutes as submitted. Grant Baxter seconded the motion. All in favor said aye. The motion passed.

Motion: Shari Lane, called for a motion to approve the December 7, 2018 meeting minutes; Dan Quiñones made the motion and Patti Cuevas seconded the motion to approve the December 7, 2018 meeting minutes. All in favor said aye. The motion passed.

Next time the meeting minutes will be accepted at beginning of agenda; after Linda sends out the meeting minutes for review, we can place on consent agenda.

Board Application

Juan Preciado requested that an OCDC board application be sent out to Anna Lee, PC Community rep.

Action: Linda will send an OCDC board application to Anna Lee.

Adjourn

Board Meeting adjourns at 4:00 pm
