



**Board of Directors' Meeting  
Minutes  
Wednesday, November 20, 2019**

**Directors Present:** Deborah Avakian, Paul Cesari, Randy Gridley, David Gruber, Molly Hauser, Jane Hickerson, David Hines, Margaret Jacobs, Dennis Mooradian, Trish Otstott, Connie Tired,

**Directors Excused:** Jeanie Kaiser-Jones, Laura Pilz, Leslie Van Houten

**Staff:** Ken Donnelly, CEO; Hanh Ta, Nursing Home Administrator and Operations Director

**Residents' Representative:** Tony Hanley, Residents' Council President

**Guest:** Jennifer Elko of Strategic Management Services LLC

1. **Call to Order:** Board Chair, David Hines, called the meeting to order at 4:05 p.m.
2. **Consent Agenda:** The Consent Agenda (September minutes, Marketing Report, September 2019 Financial Packet, September Clinical Snapshot, CEO Report) was unanimously approved on a motion by Molly Hauser and a second by Paul Cesari
3. **Residents' Representative:** Residents' Council President, Tony Hanley invited all Board members to attend the Annual Meeting of the Residents' Council on Friday, December 13, at 9:30 a.m. in Friendship Hall.  
Margaret Jacobs reminded Board members to sign up for meals with residents.
4. **Bylaws Discussion:** Paul Cesari discussed the revised Bylaws, calling attention to the following changes:
  - **6.3 Election and Terms of Office of Directors.**  
Directors elected subsequent to January 1, 2020 may serve for no more than three (3) consecutive terms. The term of any director serving in the last year of his/her three (3) year term who is also serving as an officer shall be extended to December 31 of that year.
  - **6.4 Qualifications of Directors.** Any adult who is interested in its charitable work may serve as a Director. ("who resides within the geographical area served by the corporation" was deleted)

Paul cautioned the Board about making changes to the Bylaws to accommodate the needs of an individual Board member.

David thanked Paul and Laura for their work on the Bylaws which were unanimously Approved, as amended, on a motion by David Gruber and a second by Deb Avakian.

- 5. Strategic Planning Committee:** Chair David Gruber summarized the ideas from the October 23<sup>rd</sup> retreat. The Committee is putting together a list of things we want to preserve and things that we are willing to give up in an effort to partner or affiliate with another organization. The main focus of the Strategic Planning Committee will be to establish guidelines for Ken as he meets with potential affiliates.

Both Randy and Deb commented that “affiliations/mergers” were the big themes at the LeadingAge Conference this year. Randy added that this doesn’t mean giving up our investment portfolio, autonomy or control, etc.

Ken referred to the “Affiliation Workplan” (**Attachment 1**) which contains two voting dates for the Board’s decision: the first in July and the second in November.

- 6. Compliance Program Training:** Compliance Officer, Hanh Ta, introduced Jennifer Elko of Strategic Management Services, LLC. Jennifer and Hanh presented the Committee with a 32-page “Compliance and Ethics Program” (**Attachment 2**) and a 24-page “Code of Conduct” (**Attachment 3**) which they developed. Since our Health Center became Medicare Certified and we receive federal funds, we are required to have such a program in place. As stated on page 3 of the Compliance and Ethics Program, the program is an ongoing process aimed at ensuring an organization and its employees comply with applicable laws and regulations. As Medicare’s Conditions of Participation states, a *“compliance and ethics program that is effective in preventing and detecting criminal, civil and administrative violations...and in promoting quality of care...”* Heritage on the Marina must provide mandatory training for all staff by the end of December 2019.
- 7. Executive Compensation Committee:** Randy informed the Committee that Ken had Drafted a Job Description for an Interim CEO. (**Attachment 4**) Ken is arranging interviews with two potential candidates the first week of December. Both prospects have 30-40 years of experience in the industry, including serving as Chair of LeadingAge California. If these candidates are not viable, we will engage a consulting firm.
- 8. Nominating Committee:** Trish presented two potential Board Members to be elected as a voting member for a three year term. Scott Hinds, whose family has been involved with Heritage on the Marina for three generations and has been a generous and loyal donor. She also nominated resident Tony Hanley. (He had been excused prior to this discussion.) Tony has been serving on the Board as the Residents’ Council President and representative to the Board. Both gentlemen were elected unanimously.

Margaret commented that the Board/Nominating Committee has been remiss in not recruiting a psychologist or a Social Worker to serve on the Board.

Molly inquired about Charles Dicke; who is a very interested and qualified potential Board member. Trish will arrange a meeting with Charles and David Hines.

**9. Other Business:** There was no other business.

**10. Adjournment:** The meeting was adjourned at 6:30 p.m. at which time the Board went into Executive Session. The next meeting will be at 4:00 p.m. on Wednesday, December 11, in the John Killeen Fitness Center, followed by the Holiday Party.

Respectfully submitted,

Patti Gallagher, Marketing Coordinator