



Board of Directors' Meeting Minutes December 16, 2020

The Board of Directors of the San Francisco Ladies' Protection and Relief Society (the Board) held its monthly meeting on Wednesday December 16, 2020, via Zoom Conference.

Directors Present: Deborah Avakian, Charles Dickie, Randy Gridley, David Gruber, Tony Hanley, Scott Hindes, Margaret Jacobs, Dennis Mooradian, Trish Otstott, Laura Pilz, Connie Tiret, Leslie Van Houten and Laura Wagner.

Directors Excused: Susan Gearey

Staff Present: Mel Matsumoto, Interim CEO, Ken Donnelly, Chief Strategy Officer, Joe Conroy, Controller.

Residents' Representative: Bernie Burke, Residents' Council President.

Guests for Certain Agenda Items: Hanh Ta, NHA/Operations Director and Jennifer Elko, Strategic Management Resources.

- 1. Call to Order:** Chair David Gruber called the meeting to order at 4:00PM
- 2. Consent Agenda:** Motion by Dennis Mooradian, second by Randy Gridley to approve the minutes of the November 18, 2020 meeting, the unaudited monthly financials and the report on QAPI by Laura Wagner. Motion was approved.
- 3. Residents' Council Report:** Bernie Burke's, Residents' Council President's report was included in the Board packet and a supplemental report emailed to all Board Members. Bernie did add a thank you to the Heritage Administration for the gift bag to all residents.

- 4. 2021 Operating and Capital Budgets:** Chair of the Finance Committee, Connie Tiret, opened the discussion regarding the 2021 budget included in the Board packet. She noted that with additional expenses, the budget shows an operating loss of \$4mm. There was extensive discussion and questions of Joe Conroy, regarding increased expenses and proposed additions to staff. It was agreed that the Finance Committee would look to Joe Conroy, Mel Matsumoto and Ken Donnelly to seek places to cut costs. Randy Gridley made a motion to authorize further spending based on the 2020 budget through January 2021 to allow the Board further discussion at a future meeting. Seconded by Deborah Avakian. Motion approved.
- 5. Presentation of 2021 Officers Slate:** Chair of the Nominating Committee, Trish Otstott, presented the 2021 slate of Officers. David Gruber-Chair; Deborah Avakian-Vice Chair; Dennis Mooradian-Treasurer and Tony Hanley-Secretary. Motion passed with acclaim. In addition there were included terms of all Board members. (Attached)
- 6. IL/AL Wellness-Governing Policies:** David Gruber presented the final draft for approval. Deborah Avakian made a motion to accept, seconded by Laura Wagner. Motion approved. (Attached)
- 7. Annual Board Compliance Training, Part 1 (information):** Hanh Ta and Jennifer Elko led a power point presentation on Compliance and Ethics-Part 1, as required annually for Board members.
- 8. Verbal Update to Written Staff Report:** Mel Matsumoto added that the contract employee who was positive, returned with no symptoms. Residents who had been in contact with the employee were all negative. Staff focused on vaccine distribution to all residents and staff as we wait to hear from CVS on availability.
- 9. Updates:** Connie Tiret reported that Pam Kaufman is working on applying to the IRS as a public charity. Leslie Van Houten reported that our search firm has provided some resumes and the selection committee will begin the interview process for a new CEO/ED.
- 10. Adjournment:** The business meeting was adjourned at 5:29PM to allow movement to Executive Session.

11. Call to Order: The business meeting was called back to order by Chair David Gruber at 5:55PM with waiver of notice requirement. Randy Gridley made a motion, seconded by Laura Pilz, to hire a PR firm with expenditures not to exceed \$50k. Motion approved.

Leslie Van Houten made a motion, seconded by Connie Tirt, to extend (Chief Strategy Officer) Ken Donnelly's employment until October 2021, with an increase of \$20 per hour to offset elimination of health benefits. Motion approved.

12. Adjournment: The meeting was adjourned at 5:59PM.

Respectfully submitted,

Tony Hanley



Nominating and Governance Motion

December, 2020

MOTION: That upon the recommendation of the Nominating and Governance Committee and with the approval of Heritage on the Marina's Board of Directors, the following slate of officers be approved for a one year term.

Slate of Officers 2021

Chairman: David Gruber
Vice Chair: Deb Avakian
Treasurer: Dennis Mooradian
Secretary: Tony Hanley

TERMS ENDING DECEMBER 31, 2020

Connie Tired (start: 2002)

TERMS ENDING DECEMBER 31, 2021

Bernie Burke rotating off HBOD – to be replaced by a non-voting Resident

Randy Gridley (start: 2002)

David Gruber (start: 2001)

Margaret Jacobs (ending 1st term)

Dennis Mooradian (ending 1st term)

Laura Pilz (start: 1998)

Leslie Van Houten (start: 2004)

TERMS ENDING DECEMBER 31, 2022

Tony Hanley (ending 1st term)

Scott Hinds (ending 1st term of 3)

Susan Gearey (ending 1st term of 3)

Laura Wagner (ending 1st term of 3)

Charlie Dicke (ending 1st term of 3)

Trish Otstott (start: 2006)

TERMS ENDING DECEMBER 2023

Deb Avakian (ending 3rd term)

BOD count as of Jan 1, 2021=14 (includes one non-voting Resident)
Bylaw 6.6.2 Number of Directors: not less than 9, not more than 18

Respectfully Submitted,

Trish Otstott, Chair
Susan Gearey
Tony Hanley



Final Draft for Approval

Governing Policies Regarding Independent Living and Assisted Living Wellness Program

1. Culture of Excellence: HOTM will aspire to create a “culture of excellence,” which means to help all Residents to maintain the highest practicable level of physical, mental, and psychological well-being, remain independent, and model successful aging for as long as possible. To achieve a culture of excellence, HOTM will:
 - a. Use “field tested best practices,” which are wellness strategies, programs, or activities that have been shown to work effectively and produce successful outcomes, supported to a degree acceptable to HOTM by objective data.
 - b. Be open to innovations of “promising practices,” which are wellness strategies, programs, or activities that have shown promise of becoming a best practice with sustainable impact.
 - c. Ensure that Quality of Life (QOL) will be integral to the total wellness program. Because QOL is difficult to define and measure, HOTM will use the following guiding principles:
 - i. QOL is a right of every Resident, regardless of physical, mental, or psychological limitations.
 - ii. QOL will be individually defined by each resident or if s/he is incapable of expressing herself/himself, by discussion with the resident’s advocate or others who know her/him.
2. Admission and Retention of Residents: HOTM will not accept or retain as a resident anyone for whom it cannot provide adequate care and services, excepting short-term conditions from which the resident is reasonably likely to recover. HOTM will ensure that the resident is safe and receives proper care from a qualified provider during such temporary periods.
3. Least Restrictive Environment: HOTM will serve residents in the least restrictive environment consistent with their health and safety needs.
4. Moves to Other Levels of Care. HOTM will adhere to a formal process of review and planning before moving a resident to another level of care. This process will meet the needs of HOTM and be compliant with any applicable law.
5. Private Caregivers: HOTM will allow private caregivers hired by the resident or family upon notification by the resident or family. HOTM will develop operating policies & procedures designed to protect both the resident and HOTM to share with the resident, the family, and the caregiver. The private caregivers must be employed through a licensed agency with a history of quality care and proof of liability insurance coverage.
6. Compliance: HOTM will comply with all state law governing Residential Care Facilities for the Elderly (RCFE) and Continuing Care Retirement Communities (CCRC), as those laws are amended from time-to-time.
7. Staffing Hours: HOTM will staff at levels sufficient to achieve the “culture of excellence” described in these governing policies.
8. Resident and Team Member/Employee Satisfaction Survey: In order to create a healthy living and work environment, a satisfaction survey will be done annually for both residents and team members in all levels of care. Surveys will be conducted by an independent third-party vendor that will ensure confidentiality and benchmark HOTM’s results to industry peer organizations. Actions plans will be developed to address weaknesses. Summary results and action plans will be shared with the Board of Directors.