

**REGULAR BOARD MEETING Minutes (file 160616)**

**June 16, 2016**, 12:30 PM – Alpine Bank, Ridgway, Colorado

(Note: Items recorded in accordance with adopted agenda notwithstanding sequence of discussion)

Present: Board members: Boland, Gingrich and Wojciechowski. Mountain Medical Center representative Josie Scoville

1. **Call to Order** at 1225 by Mike Boland.
2. **Review of Agenda:** Agenda modified for all discussion of election under Old Business and adding Conflict of Interest discussion under new business..
3. **Minutes approval. MOTION** by Richard, second by Dick to approve May 19, 2016 minutes as previously distributed; motion passed.
4. **Public Input:** None.
5. **Discussions with Medical Provider:**
  - Josie did not have any particular items to bring up.
  - Board clarified that Dr. Gates presence is not considered mandatory at meetings as may have been MMC's impression. The current board appreciates Dr. Gates' presense when he is available and certainly invites and appreciates his participation. The board would like to have a representative of MMC at board meetings, but MMC is free to send anyone it chooses to board meetings for however long it is beneficial to MMC, and an MMC representative is not required to remain for the entire meeting.
6. **Old Business:**
  - a. Resolution 2016-05: Joey was not at the meeting and this item is deferred to the July meeting.
  - b. Sprinkler system leak:
    - Mike reviewed the system and hired A&B Mechanical, which is certified to install and test backflow prevention devices, to install a backflow valve, a block valve, a tap and repair leaks. The work has been completed. Mike verified the system works. Mike also requested A&B Mechanical perform the state-required annual testing of the backflow device.
    - Mike noted that as the system had not had a tap, it had been impossible for the prior contractor to have fully drained the sprinkler system each fall, which they were supposed to have done. Luckily pressure testing by A&B Mechanical indicated there were no breaks in the pipe which runs underground and under the concrete and asphalt.
    - Mike requested MMC utilize the "manual" switch to turn the system on in addition to the programmed timer settings to rejuvenate the grass which is suffering from the heat and drought. The manual switch initiates a timed operation of the sprinklers cycling through each zone. Josie suggested they can activate the manual switch first thing in the morning and on leaving in the evening.
    - Discussion commented on disappointment with the lack of communication from the prior contractor, Rainmaker, regarding deficiencies and problems with the system and concluded RSA should look around for alternate contractors to maintain the sprinkler system and ask what they would propose in the way of maintenance. Mike is taking that on.
  - c. Building projects:

- Mike noted that Jake Coulter has finished the various minor projects such as replacing ceiling tiles, shaving doors to accommodate the new thresholds, repairing dry wall and the door closing mechanism. However, Jake does not wish to do the touch up painting and provided a potential vendor for that. Mike is scheduled to meet with that party Monday. Two other potential handymen were identified to Mike.
  - Jake Coulter indicated he would not be available for further work as he has accepted a position as basketball coach and is very busy.
  - Western Floors still has not been responding to Mike's calls to finish the work for which they contracted. The retainage of \$500 will approximately cover the cost of having Jake Coulter do much of the minor work, and presumably also the touch up painting which remains to be done. Richard suggested documenting Western Floors failure to complete and the reason for keeping the withheld funds in a letter to Western Floors, which Mike will do.
  - Josie noted that one door, to the employees' rest room, remains to be shaved. Mike will add that to the list for the next series of minor repairs; he will call Jake Coulter.
- d. Action item review (list from May meeting):
- Most items have been accomplished.
  - Item 5.ii: Josie had provided documentation of the purchase of Joel's laptop to Susie, but it apparently didn't make it to Joey or Laura. Josie will resend.
  - Item 5.iii: Josie will take action to provide warranty information on the headsets to Joey, but the Kyocera printer was purchased so long ago the documentation is unlikely to be found.
  - Item 6.a: Laura has sent the proposed charter of accounts to Mr. Moreland's office, but Moreland's action person, Theresa, has been unavailable due to her husband's medical condition. A response is expected in the next week.
  - Item 6.b: Josie will identify the AED pad expiration dates.
  - Item 6.e: Richard said it was his understanding Lazy Kats is just about finished with cleaning up the inventory.
  - Item 6.e: Only the imaging scanner remains to be disposed of. (MMC)
  - Item 7.c: Neither Mike nor Richard has had success in using the tablets to access QuickBooks - this awaits Laura's return.
  - Item 8.b: Mike reported that Laura stated she would incorporate the election elements into an overall calendar on her return.
- e. Work completed by Jake Coulter. Already discussed under Building Projects, above.
- f. 2016 Elections:
- Richard reported that he learned more at the special districts workshop in Grand Junction on June 15, which resulted in adding some information to the draft procedure:
    - There is no specific period of residency required under the law to be an eligible elector.
    - Legislation signed by the governor on June 10 made technical corrections regarding elections, but other provisions of the law state new board members take office at the next board meeting after the election, which for RSA would be the November meeting, which has implications for scheduling the budget process and adoption of a budget.
    - The draft in DropBox has been replaced with the latest version dated June 16.
  - The procedure may need to evolve over time and be amended but the current draft can serve as guidance for the RSA's Designated Election Official (DEO). **MOTION** by Richard, second by Dick, to adopt the procedure as currently drafted (dated June 16, 2016). Motion passed.

- Rapid review of the pro-forma election calendar contained in the election procedure indicated no further actions are required this month, as Laura has already issued a notice of intent to hold elections. The July board meeting should consider several election items, including establishing method/procedure for submission of nominations, reviewing a proposed legal notice and reviewing the county's proposed IGA if it has been received. The nomination form and submission method needs to go onto the RSA web site.
- In the process of researching election procedures Richard found a March 25, 2014 Dept. of Local Affairs memorandum which requires a copy of a board resolution appointing the DEO and in the event of a canceled election either a copy of a board resolution conditionally authorizing the DEO to cancel the election or a separate resolution canceling the election. Richard presented a draft of a resolution to fulfill these requirements.
  - Richard noted the language of the DoLA memorandum effectively requires a new DEO appointment prior to every election, i.e. every two years. He also noted that the election schedule, in event of reason to cancel an election, allows the board only a three day window in which to cancel an election if the authority is not conditionally delegated to the DEO.
  - **MOTION** by Richard, second by Dick to adopt **Resolution 2016-06, Appointment of Designated Election Official 2016 Elections**. Motion passed.
  - The resolution is to be placed on the July agenda for ratification.

#### 7. Reports from Administrator:

- Laura is out of town, Mike has not received any reports to share.
- Invoice Review:
  - Mike noted RSA has not seen an invoice from CAM Electric; Josie has not seen one either.
  - Mike presented one invoice from Jake Coulter, which the board reviewed. **MOTION** by Dick, second by Richard, to approve the invoice. Mike said Laura had indicated she would be back in several days, Mike will at that point obtain a check to make payment.

#### 8. New Business:

##### a. Storage shed.

- Following up on Susie's prior request for a storage shed, Mike noted the concrete pad at the back of the building is 8' x 46" instead of 48" but placing concrete paving blocks along the edge should be sufficient to support a shed. Mike investigated "ToughShed" products and visited their store in Denver and reviewed their color choices. ToughShed quoted \$1,076 for an 8'x4' shed, painted to order and delivered.
- Richard expressed concern that he had not been able to review any financial reports and would prefer to delay such expenditures until the board has a handle on the finances. Mike noted that both the flooring and lighting project had come in under budget, so there should be sufficient budgetary room.
- Josie noted the purpose of the shed is to avoid storing the lawnmower on the new carpet.
- The shed is to be placed on the July agenda.

##### b. Conflict of interest.

- Richard noted that at the special district seminar he learned of additional requirements related to the potential conflict of interest, specifically that a conflict of interest

memorandum is supposed to be sent to the Colorado Secretary of State's office when a conflict or potential conflict is identified. To that end, he has:

- 1) requested a copy of the correct format for such a memorandum, and
- 2) mentioned this to fellow board member Joey Huddleston.

- Richard wanted to document and remind the board that:
  - a) At the time Mr. Huddleston was invited to join the board, his company, Lazy Kats, was under contract to the RSA to perform inventory services which had previously not been performed in a satisfactory manner by another organization;
  - b) The board was fully aware of Mr. Huddleston's role as proprietor of Lazy Kats and considered it in the best interest of the RSA to invite Mr. Huddleston to join the board; and
  - c) Mr. Huddleston specifically stated that he could, to the extent the board desires, participate in discussion of inventory issues but was recusing himself from any decisions regarding the performance of inventory services.
  - d) The board members at that time acknowledged his role, the potential conflict of interest, and his recusal. According the guidance Richard is now aware of, with reference to §32-1-1001(1) (d) (II), C.R.S. the board should anticipate the decision on the follow-on inventory services work, i.e. whether to perform that in-house or to contract it out, will be done with Mr. Huddleston's recusing himself as per the prior discussion and if an outside source is sought, will be awarded in accordance with §32-1-1001(1)(d)(II), C.R.S.

## 9. Other/Next Meetings

- Mike brought up a question raised by Coleen regarding the burden of holding two meetings each month, especially during the busy summer season. Discussion concluded that there is more work to be accomplished than can be accomplished in a single meeting each month, and that if a board member cannot attend a workshop meeting the other members can continue to work on the subject issues. If a board member cannot make both regular and workshop meetings, the regular board meetings at which decisions are made are more important than the workshops.
- The board requested Josie ask whether Dr. Gates might be able to address the board with regard to a tutorial on the economics/business model aspects of operating a medical clinic at the July workshop, with the objective of providing a high level basic tutorial to enhance board members' understanding of the economics in preparation for strategic long term decisions that will need to be presented to voters as the RSA looks toward the future.
- Suggested topics for the July workshop are discussion of an overall RSA presentation which Richard has started working on, a medical practice primer if Dr. Gates is available, and continuation of development of the strategic plan.
- Scheduled meetings:
  - Workshop, Thursday, July 14, 2016 at 1730 - 1930.
  - Regular board meeting Thursday, July 21, 2016 at 1230 - 1430.

**10. Adjourned** at 1328 pursuant to **MOTION** by Richard, second by Dick, motion passed.

Submitted by:

Approved by the Board on July 21, 2016

*Richard Wojciechowski*

*Michael Boland*

Secretary

President

Attachment: Action Items reviewed

NOTE: the recording of the meeting was inadvertently interrupted, at which point the meeting was stopped, the recorder restarted and the meeting continued. Thus the recording has parts A and B.

**Action Items from RSA Board Meeting - May 19, 2016** (file Action Items 160519)

(Items are numbered based on agenda topic numbering)

- 5. i Purchase appropriate battery for lap top [Laura]
- 5. ii Susie to provide purchase documentation for Joel's laptop, Laura to research what RSA paid; Joey to update inventory on laptop. [MMC, Laura, Joey]
- 5. iii Susie to provide headset and printer warranty data to Joey. [Susie, Joey]
- 5. iv Richard to resend inventory policy with current form to Susie. [Richard]
- 6.a. Laura to consult with accountant on charter of accounts; format new QuickBooks software, import data and adjust coding. [Laura (Richard assistance)]
- 6.b. Note expiration date on AED pads. [MMC] (for next board meeting, figure out way to place items on distant calendar dates?) [add to agenda next meeting? Laura]
- 6.c(2) Flooring - ensure contractor finishes flooring [Mike]
- 6.c(2) Ascertain whether separate contract work is required to trim doors to fit thresholds [Mike]
- 6.c(2) Arrange with Jake Coulter to patch wall board, touch up paint from carpet work, replace ceiling tiles. [Laura]
- 6.d(2) Draft resolution 2016-05 per April board meeting.
- 6.e. Finish inventory [Joey & Lazy Kats]
- 6.e. Dispose of items identified at April board meeting. [MMC]
- 7.c. QuickBooks invitations to be redirected to board member tablets. [Laura]
- 7.c. Board members to log into QuickBooks [all board members]
- 8.a. Identify available qualified vendor to repair and upgrade plumbing for sprinkler system. [Mike]
- 8.a. Ascertain/confirm annual testing requirement of back flow prevention device and identify qualified parties.
- 8.b. Finalize election procedure. [Richard]
- 8.b. Review and incorporate election items in to calendar. Review calendar with objective of approving budget at November regular board meeting. [Laura]
- 8.b. Notify county election official of RSA intent to hold election. [Laura]