



## Board of Directors Meetings – Saturday, August 3, 2019

Prescott Resort and Convention Center  
1500 Highway 69 Prescott AZ 86301

*The mission of Arizona's Children Association is to protect children, empower youth and strengthen families.*

(Continental breakfast available at 7:45AM – times noted are approximate)

- I. 8:30AM – Call to Order of the Quarterly Meeting, Welcome and Introductions – Anna Osborn, Chair of the Board of Directors
- II. Consent Agenda – *(one motion is made to approve the matters on the consent agenda. Any board member may request that an item be removed for discussion by notifying the Chair of the Board prior to the presentation to approve the consent agenda. In that event, the motion would be made to approve the matters on the consent agenda, as amended.)*
  - A. Approval of the minutes of the May 4, 2019 Quarterly Meeting of the Board of Directors for the Association.
  - B. Approval of the minutes of the May 4, 2019 Meeting of the Board of Directors for the Foundation.
  - C. Ratification of the documentation regarding the e-mail voting and approval of the proposed changes to the Bylaws.
  - D. Ratification of the documentation regarding the e-mail voting and approval of the proposed changes to the signatures for the Line of Credit
  - E. Ratification of the minutes of the Executive Committee meetings of April 24, 2019, May 22, 2019 and June 26, 2019.
  - F. Acceptance with regret the resignations from the Board of Directors of Anthony Sizer and Pat Trebesch

*(Any Board member may make the motion: “Move that the matters on the consent agenda be adopted and the proper action taken.”)*
- III. Program Presentation – Young Adult Services
- IV. Board Chair’s Report – Anna Osborn, Board Chair
  - a) Acknowledgement of May Board Proceedings (documentation available upon request)
- V. CEO Report to the Board – Jacob Schmitt, Interim President & CEO
- VI. Board Finance Training – Kelly Meltzer, Chief Financial Officer
  - a) Financial Reports

- VII. Financial Reporting – Kelly Meltzer
  - A. Finance Committee
    - Goldleaf restating of 403(b) plan (*Action item*)
    - 403(b) Match Contribution for 2018 (*Action Item*)
- VIII. Board Dashboard
- IX. Strategic Plan
- X. HR report – Tiffany Tillotson, Chief Human Resources Officer
  - A. Human Resource Committee
- XI. Lunch
- XII. Committee Information and/or Action Items
  - A. Audit Committee
    - Acceptance of the 990s for AzCA and AzCF (*Action Item*)
  - B. Fundraising & Marketing
  - C. Governance Committee
    - Announcement of Slate of Board Members for re-election for 3-year terms at November Board meeting (*Information only*)
    - Announcement of Slate of Board Officers for FY 2020 for election at November Board meeting (*Information only*)
  - D. Program Committee
- XIII. Executive Session with Mr. Schmitt
- XIV. Executive Session without Mr. Schmitt
- XV. Closing Sessions and Adjournment by 3:00PM

***The 2019 meetings of the Board of Directors schedule –***

***November 2, 2019 – Casa De Los Niños - 1120 N 5th Ave – Tucson AZ***

***The 2020 meetings of the Board of Directors schedule (if keeping with the 1<sup>st</sup> Saturday of the designated months) –***

**January 31 & February 1, 2020 – 275 W 17<sup>th</sup> Place Yuma**

**May 2, 2020 – 3636 N Central Ave 8<sup>th</sup> Floor Phoenix**

**August 1, 2020 – Northern area – TBD**

**November 7, 2020 – Tucson - TBD**



BOARD OF DIRECTORS QUARTERLY MEETING  
Saturday, May 4, 2019-8:30AM

**Arizona's Children Association – 3636 N Central Ave Suite 801  
Phoenix AZ 85012**

Consent Agenda, Item A
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Board noted as present: A. Osborn; C. Bozik; C. Landin; D. Kramer; D. Durán-Cerda; E. Howlett; H. Magalnick; H. Stacy; I. Novodvorsky; J. Smith; K. McLaughlin; L. Howell; P. Krueger; P. Trebesch R. Dinwiddie; T. Ellsworth Bowers; T. Wisz

Board noted as unavailable: A. Sizer; B. Addison; K. Greene; M. Crescioni

Staff noted as present: N. Bell-Harper (Exec VP of CW); D. Ensdorff (President & CEO); J. Jonker (Exec VP of BH); K. Meltzer (CFO); J. Schmitt (CCO & Director of Quality); T. Tillotson (CHRO)

Staff noted as unavailable: S. Encinas (CIO)

*All documents referenced were previously posted to the Board's website for members' access, copied to flash-drives that were available to the members at the meeting, projected on a screen for viewing and available with these minutes.*

Item	Report/Discussion	Action/Follow-up	Who/When
<b>I. Call to Order of the Quarterly Meeting, Welcome &amp; Introductions:</b>	<p>Anna Osborn, Chair of the Board, called the Quarterly meeting of the Board of Directors of Arizona's Children Association to order at 8:32AM.</p> <p>Attendees introduced themselves noting the area they are from, if a Board member how long they have been on the board and if staff, their position and how long they have been with the agency.</p>		
<b>II. Consent Agenda:</b>	<p><b>Ms. Osborn asked for a motion to accept the Consent Agenda.</b></p> <p><i>Items on the Consent Agenda included:</i></p> <ul style="list-style-type: none"> <li>A. <i>Approval of the minutes of the February 2, 2019 Quarterly/Annual meeting of the Board of Directors</i></li> <li>B. <i>Approval of the minutes of the February 2, 2019 meeting of the Foundation.</i></li> <li>C. <i>Ratification of the minutes of the Executive Committee meetings of January 23, 2019, February 27, 2019 and March 27 2019.</i></li> </ul>	<p><b><u>Harold Magalnick moved that the consent agenda be accepted as presented.</u></b></p> <p><i>Renee Dinwiddie offered the second. A voice vote was called.</i></p>	



BOARD OF DIRECTORS QUARTERLY MEETING  
Saturday, May 4, 2019-8:30AM

**Arizona's Children Association** – 3636 N Central Ave Suite 801  
Phoenix AZ 85012

		<i>All votes were affirmative with no dissenting votes – <b><u>MOTION PASSED.</u></b></i>	
<b>III. Program Presentation:</b>	<p>Jason Jonker provided a PowerPoint presentation on Behavioral Health – history – changes – coaching concept. The BH Site Directors &amp; Program Director, Jessica Conlon, Melissa Jackson, Kaleigh Rhodes and Erica Van Parys all shared information regarding their sites/program and how they are addressing these changes/issues and working towards better service delivery. This included but was not limited to –</p> <ul style="list-style-type: none"> <li>• Open door policy of Denise Ensdorff</li> <li>• Working with HR</li> <li>• Sites setting goals</li> <li>• Encouraging and motivating staff</li> <li>• Strengths of staff shared between sites</li> </ul> <p>The members of the Board engaged all presenters in Q &amp; A.</p>		
<b>IV. Presentation:</b>	<p>Susie Huhn, President &amp; CEO of Casa De Los Ninos, provided a PowerPoint presentation regarding her agency – background, values, services, departments, staff, Board, etc.</p> <p>The members of the Board engaged Ms. Huhn in Q &amp; A.</p>		
<b>V. Board Chair's Report:</b>	<p>Ms. Osborn noted the following –</p> <ul style="list-style-type: none"> <li>• Notification of the resignation of Anthony Sizer from the Board.</li> <li>• Individual congratulations and/or thank-yous to Board members.</li> <li>• Thank you notes packets have been put together for those wanting to complete and mail.</li> </ul>		
<b>VI. CEO Report to the</b>	Denise Ensdorff shared the following information with the Board –		



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<p><b>Board:</b></p>	<ul style="list-style-type: none"> <li>• CIR information <ul style="list-style-type: none"> <li>○ She noted there continues to be a rise in suicide attempts and completions not just in Az but nationwide</li> <li>○ Handful of fraud issues</li> <li>○ Medically fragile child issue</li> </ul> </li> <li>• Behavioral Health re-structuring – eliminating a layer of management <ul style="list-style-type: none"> <li>○ Have an updated organizational chart that reflects these changes that needs Board approval</li> </ul> </li> </ul> <ul style="list-style-type: none"> <li>• Have filled the position of the Director of Revenue Cycle – this person reports to Kelly Meltzer</li> <li>• Chief Development Officer – have 2 strong candidates that we would like to schedule 2<sup>nd</sup> interviews with</li> <li>• In the process of the annual state tour to meet with staff</li> <li>• Receive the Targeted Investment Program (TIP) payment – received \$2,474,323.</li> <li>• Moving into a new Yuma office – <ul style="list-style-type: none"> <li>○ Bringing BH and CW back together in one office</li> <li>○ Will have training room access</li> </ul> </li> </ul>	<p><b><u>Ingrid Novodvorsky moved to accept the revised org chart.</u></b> <i>Tom Wisz offered the second. A voice vote was called. All votes were affirmative with no dissenting votes –</i><b><u>MOTION PASSED.</u></b></p>	
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BOARD OF DIRECTORS QUARTERLY MEETING  
Saturday, May 4, 2019-8:30AM

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	<ul style="list-style-type: none"> <li>• Next steps regarding the Casa De Los Ninos discussion will occur June 18<sup>th</sup></li> <li>• SARRC (Southwest Autism Research &amp; Resource Center)             <ul style="list-style-type: none"> <li>○ Partnering with them                 <ul style="list-style-type: none"> <li>✓ They will have a board certified person at a site                     <ul style="list-style-type: none"> <li>➤ Will be training staff</li> <li>➤ Can do supervising of staff</li> <li>➤ Can provide some direct services</li> </ul> </li> <li>✓ Will start at 1 site and build from there replicating to other sites</li> </ul> </li> </ul> </li> <li>• Venturing in with scheduled consults with Pediatricians by AzCA providers via telemed</li> </ul>		
<p><b>VI. Board Dashboard:</b></p>	<p>Reviewed and discussed each section noting areas of interest or concern by the attending ELT members or by Ms. Ensdorff when needed. Throughout the dashboard review, the Board engaged staff in Q and A.</p> <ul style="list-style-type: none"> <li>• For the Fundraising &amp; Marketing - request was made to include total # of donors (denoting new or reoccurring), include amounts given and move Board giving % from the bottom of the page</li> <li>• For HR it was noted that using a Modified Retention Rate the rate increases from 59% to 87% with 1+ years</li> </ul>		
<p><b>VII. Strategic Plan:</b></p>	<p>Ms. Ensdorff noted she would sent out the plan to the Board members and they can contact her if there are any questions or concerns.</p>		
<p><b>VIII. Financial Reporting:</b></p>	<p>Kelly Meltzer reviewed and discussed the following financial information with the Board – Balance Sheet –</p> <ul style="list-style-type: none"> <li>• Showing first 2 quarters for the current year and first 2 quarters for the previous year</li> </ul>		



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	<ul style="list-style-type: none"> <li>○ Cash is down</li> <li>○ Accounts Receivable are up</li> <li>○ Cash at the close of business on May 2<sup>nd</sup> down to \$2.5M – with May being a 3 pay check month</li> <li>○ Currently holding \$1.2M in paper checks from AzCH <ul style="list-style-type: none"> <li>✓ Arizona Complete Health have major issues converting to the new system <ul style="list-style-type: none"> <li>➤ Not all AzCA sites loaded in a timely manner – missing provider information – etc</li> <li>➤ By the time they made needed corrections they started sending us paper checks to the individual sites <ul style="list-style-type: none"> <li>❖ With that comes paper EOBs (Explanation of Benefits) instead of electronic versions so if the checks are cashed, this information will need to be entered by hand</li> </ul> </li> <li>➤ Holding those checks until electronic version can be obtained</li> </ul> </li> <li>○ Going forward have begun being paid electronically</li> <li>○ Liquidated \$1.9M in investments from unrestricted</li> <li>○ Under Liabilities have paid back the line of credit</li> <li>○ Continue to have the \$1.8M AzCH loan – pushing out our repayment to being 1<sup>st</sup> of July</li> <li>○ Under Net Assets Unrestricted – Board Designated has been pulled out to align with Cash</li> </ul> </li> </ul> <p>Ratios –</p> <ul style="list-style-type: none"> <li>• Ratios holding steady <ul style="list-style-type: none"> <li>○ Defensive Intervals dipped due to purposes of BH</li> </ul> </li> </ul>		
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	<p>contracts</p> <ul style="list-style-type: none"> <li>○ CW Accounts Receivable greater than 90 days has gone down significantly</li> </ul> <p>Cash Flows –</p> <ul style="list-style-type: none"> <li>• Bottom line – cash is down \$2.9M</li> </ul> <p>Total Tab comparing quarter 1 with quarter 2 –</p> <ul style="list-style-type: none"> <li>• A 100% turnaround – from \$2.3M deficit to almost a breakeven – this does not include the TIP monies</li> <li>• Revenue is up between the 1<sup>st</sup> and 2<sup>nd</sup> quarters</li> </ul> <p>Behavioral Health –</p> <ul style="list-style-type: none"> <li>• 1<sup>st</sup> quarter \$2.2M deficit compared to 2<sup>nd</sup> quarter of \$350K deficit – 84% increase</li> </ul> <p>Child Welfare –</p> <ul style="list-style-type: none"> <li>• 1<sup>st</sup> quarter \$76K surplus compared to 2<sup>nd</sup> quarter \$200K surplus – 165% increase</li> </ul> <p>Prevention –</p> <ul style="list-style-type: none"> <li>• Nice turnaround for the 2<sup>nd</sup> quarter – just a \$1500 loss</li> </ul> <p>Specialty Services –</p> <ul style="list-style-type: none"> <li>• 2<sup>nd</sup> quarter - \$8800 surplus - \$15K over budget</li> </ul> <p>Development –</p> <ul style="list-style-type: none"> <li>• 1<sup>st</sup> quarter is always strongest for Development – showing \$212K – 2nd quarter is down</li> </ul> <p>Marketing –</p> <ul style="list-style-type: none"> <li>• Focusing on the bottom line - \$35K under expenses YTD</li> </ul>		
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	<p>M&amp;G –</p> <ul style="list-style-type: none"> <li>• Budgeted \$2.8M in expenses but actual \$2.5M – significantly under budget</li> </ul>		
<p><b>IX. HR Reporting:</b></p>	<p>Tiffany Tillotson reviewed and discussed the HR Turn-over report with the Board</p> <ul style="list-style-type: none"> <li>• Will be revamping the current report</li> <li>• Head count is at 825</li> <li>• This past quarter have on-boarded 70</li> <li>• Turn-over YTD is 41%</li> <li>• Demographic information</li> <li>• Division information <ul style="list-style-type: none"> <li>○ Next time will include breakdown by overall percentage</li> </ul> </li> <li>• Length of Service</li> <li>• Primary Reasons - differences between what is listed in the HR system vs what is listed on the exit document <ul style="list-style-type: none"> <li>○ Narrowed down to one list for continuity</li> <li>○ More specific information will be available</li> </ul> </li> </ul> <p>Board engaged Ms. Tillotson in Q and A.</p>		
<p><b>X. Compliance:</b></p>	<p>Jacob Schmitt provided the annual Compliance training for the Board. Reviewed and discussed –</p> <ul style="list-style-type: none"> <li>• 7 Elements of An Effective Compliance Program</li> <li>• Fraud, Waste, Abuse Outline <ul style="list-style-type: none"> <li>○ Define &amp; Identify FWA</li> <li>○ Reporting requirements</li> <li>○ Reporting methods</li> <li>○ Roles in the investigation</li> <li>○ Reporting protections</li> <li>○ Investigation results</li> </ul> </li> <li>• Followed with a quiz</li> </ul>		
<p><b>XI. Lunch</b></p>	<p>Consensus of the Board was to have a working lunch.</p>		



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<p><b>XII. Committee Reports:</b></p> <p><b>A. Audit</b></p>          <p><b>B. Fundraising &amp; Marketing</b></p>          <p><b>C. Governance</b></p>	<p>Pat Krueger, Audit Chair, reviewed and discussed RI 203 the Corporate Compliance Plan – noting various changes that had been made. Ms. Krueger asked for a motion to accept the plan as presented.</p>          <p>Anna Osborn, Board Chair provided information from the last committee meeting minutes for Cindy Bozik, Committee Chair.</p>          <p>Tom Wisz, Governance Chair, noted there is the proposed Bylaw changes for information at this time. The changes clean up the verbiage in both sections 6.5 &amp; 6.6 for both the Chair and Chair-Elect to have voting rights to all the committees they are ex-officio to. Once the required notification period for Bylaw changes has elapsed, an e-mail vote will go out to the entire Board for their decision.</p>          <p>Mr. Wisz then noted that Dr. Juan Gabriel Martinez is being brought forward as a new Board member. Dr. Martinez has met with Denise Ensdorff, Holley Stacy and Tom Wisz. Mr. Wisz asked for a motion</p>	<p><b><u>Harold Magalnick moved to accept the wording changes</u></b> <i>Renee Dinwiddie offered the second. A voice vote was called. All votes were affirmative with no dissenting votes –</i><b><u>MOTION PASSED</u></b></p>	
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BOARD OF DIRECTORS QUARTERLY MEETING  
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<p><b>D. HR</b></p> <p><b>E. Finance</b></p> <p><b>F. Program:</b></p>	<p>to approve Dr. Martinez for Board membership.</p> <p>Tom Wisz, Chair of the HR Committee, noted everything was covered in the HR Report</p> <p>Ellen Howlett, Finance Chair noted there was nothing more regarding Finance.</p> <p>Renee Dinwiddie, Program Chair, noted the committee met and invited Board members to join the committee.</p> <p>Jacob Schmitt explained AzCA is required to annually review and approve fee schedules. The four schedules previously approved by the Program committee were –</p> <ul style="list-style-type: none"> <li>• Confidential Intermediary – no changes to this schedule</li> <li>• Adoption Fee Schedule – did have changes</li> <li>• NMT Fee Schedule – did have a change</li> <li>• Behavioral Health Fee Agreement – out of pocket</li> </ul>	<p><b><u>Harold Magalnick</u></b>  <b><u>moved to accept</u></b>  <b><u>Dr. Martinez</u></b>  <i>Dolores Durán-Cerda offered the second. A voice vote was called. All votes were affirmative with no dissenting votes –</i>  <b><u>MOTION</u></b>  <b><u>PASSED</u></b></p>	
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BOARD OF DIRECTORS FOUNDATION MEETING  
 Saturday, May 4, 2019-8:30AM

**Arizona's Children** Foundation – 3636 N Central Ave Suite 801  
 Phoenix AZ 85012

Consent Agenda, Item B

Board noted as present: A. Osborn; C. Bozik; C. Landin; D. Kramer; D. Durán-Cerda; E. Howlett; H. Magalnick; H. Stacy; I. Novodvorsky; J Smith; K. McLaughlin; L. Howell; P. Krueger; P. Trebesch R. Dinwiddie; T. Ellsworth Bowers; T. Wisz

Board noted as unavailable: A. Sizer; B. Addison; K. Greene; M. Crescioni

Staff noted as present: N. Bell-Harper (Exec VP of CW); D. Ensdorff (President & CEO); J Jonker (Exec VP of BH); K. Meltzer (CFO); J Schmitt (CCO & Director of Quality); T. Tillotson (CHRO)

Staff noted as unavailable: S Encinas (CIO)

*All documents referenced were previously posted to the Board's website for members' access, copied to flash-drives that were available to the members at the meeting, projected on a screen for viewing and available with these minutes.*

Item	Report/Discussion	Action/Follow-up	Who/When
<p><b>I. Call to Order of the Arizona's Children Foundation Board meeting:</b></p> <p><b>A. Review of the Presentation for the Arizona's Children Foundation</b></p>	<p>Ellen Howlett, Foundation Chair, called the <b>Arizona's Children Foundation Board meeting</b> to order at 1:20PM</p> <p>Evan Holmes of CAPTRUST provided a PowerPoint presentation via Zoom regarding –</p> <ul style="list-style-type: none"> <li>• History and background of CAPTRUST</li> <li>• Asset allocation detail</li> <li>• Spending policy</li> <li>• Modify focus</li> <li>• Zero risk potential</li> <li>• Rationale of the CD ladder approach</li> <li>• Restrictions known               <ul style="list-style-type: none"> <li>○ \$500K truly restricted – corpus must be preserved</li> </ul> </li> </ul>		



BOARD OF DIRECTORS FOUNDATION MEETING  
 Saturday, May 4, 2019-8:30AM

**Arizona's Children** Foundation – 3636 N Central Ave Suite 801  
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	<ul style="list-style-type: none"> <li>○ \$1.2M not restricted</li> <li>● Option given –       <ul style="list-style-type: none"> <li>○ Stair step approach           <ul style="list-style-type: none"> <li>✓ 15% of portfolio utilized – build a buffer beyond the corpus up to 20%               <ul style="list-style-type: none"> <li>➤ Utilize 15% of that to build upon</li> </ul> </li> </ul> </li> </ul> </li> </ul> <p>Board engaged Mr. Holmes in Q and A.          Ms. Howlett asked for a motion noting what the Board would like to do.</p>	<p><b><u>Holley Stacy moved to authorize Mr. Holmes to create a portfolio suggestion regarding the funds that do not have to be restricted.</u></b> <i>Jerry Smith offered the second.</i>          Discussion followed.  <i>A voice vote was called. All votes were affirmative with no dissenting votes – <b><u>MOTION PASSED.</u></b></i></p>	
<p><b>I. Adjourn Foundation Board meeting</b></p>	<p>Ms. Howlett adjourned the Foundation Board meeting at 1:45PM.</p>		

The above information was submitted by,  
**Marianne R Thompson** |  
 Executive Administrative Assistant



**Board of Directors – E-mail notifications and responses**

**DOCUMENTATION**

On Monday, May 20, 2019 at 5:06PM, the following e-mail message was sent to the Board of Director members by Marianne Thompson –

Good afternoon All,

At the Board of Directors meeting of May 04, 2019, the Governance Chair, Tom Wisz communicated from the Governance Committee the suggested changes to the Bylaws. In order to adhere to the required 2-week notification for Bylaws changes, it was noted following the explanation and discussion of the changes, an electronic vote would be conducted after the appropriate timeframe.

You are being asked to vote to approve the suggested changes as discussed and noted on the attached version of the Bylaws in Sections 6.5 and 6.6. Please respond to this e-mail on or before close of business Thursday, May 23, 2019.

Approve the changes to the Bylaws \_\_\_\_\_ AYE \_\_\_\_\_ NO

Those notified were Anna Osborn, Bill Addison, Cindy Bozik, Cindy Landin, Deborah Kramer, Dolores Durán-Cerda, Ellen Howlett, Gabriel Martinez, Harold Magalnick, Holley Stacy, Ingrid Novodvorsky, Jerry Smith, Kathleen McLaughlin, Kortney Greene, Libby Howell, Mabel Crescioni, Pat Krueger, Pat Trebesch, Renee Dinwiddie, Tim Ellsworth Bowers and Tom Wisz

*Of those 21 members notified, 16 responded - 16 affirmative – 0 negative responses. **Bylaws changes were approved***



Consent Agenda, Item D

**Board of Directors – E-mail notifications and responses**

**DOCUMENTATION**

On Friday, June 28, 2019 at 12:41PM, the following e-mail message was sent to the Board of Director members by Marianne Thompson –

Hello All,

For AzCA’s annual renewal of the Line of Credit through JP Morgan Chase NA for up to \$1M, signatures are needed to be updated and documented on their resolution (*attached*). Those authorized to sign are Jacob Schmitt, Interim President and CEO, Kelly Meltzer, CFO and Ellen Howlett, Board Treasurer.

You are being asked to vote to approve this suggested change. Please respond to this e-mail on or before close of business Friday, July 5, 2019.

Approve those listed for authorization \_\_\_\_\_ AYE \_\_\_\_\_ NO

Those notified were Anna Osborn, Bill Addison, Cindy Bozik, Cindy Landin, Deborah Kramer, Dolores Durán-Cerda, Ellen Howlett, Gabriel Martinez, Harold Magalnick, Holley Stacy, Ingrid Novodvorsky, Jerry Smith, Kathleen McLaughlin, Kortney Greene, Libby Howell, Mabel Crescioni, Pat Krueger, Pat Trebesch, Renee Dinwiddie, Tim Ellsworth Bowers and Tom Wisz

*Of those 21 members notified, 16 responded - 16 affirmative – 0 negative responses. **Line of Credit signature changes were approved***





EXECUTIVE COMMITTEE MEETING  
 Wednesday, April 24, 2019 - 7:30AM  
 3716 E Columbia St, Tucson and/or 3636 N Central Ave Suite 200, Phoenix and the  
 Tucson Conference Bridge - #4546

Board Present: Cindy Bozik; Libby Howell; Ellen Howlett; Pat Krueger; Harold Magalnick; Tom Wisz

Board Unavailable: Anna Osborn

Consent Agenda, Item E-1

Staff Available: Denise Ensdorff, President & CEO

*All documents referenced were previously sent to the committee and are available with the minutes.*

Item	Report/Discussion	Action/Follow-up	Who/When
<b>Call to Order</b>	The meeting was called to order at 7:31AM by Board Chair-Elect, Pat Krueger		
<b>Approval of Minutes</b>	Ms. Krueger asked for a motion to approve the minutes of March 27, 2019	<b><u>Harold Magalnick so moved.</u></b> <i>Tom Wisz offered the second. A voice vote was taken – all votes affirmative – no dissenting votes.</i> <b><u>MOTION PASSED.</u></b>	
<b>Chair's Report</b>	A reminder of the Board meeting at the Phoenix office on N Central May 4, 2019. The next Executive Committee meeting will be May 22 <sup>nd</sup> .		
<b>Executive's Report</b>	Denise Ensdorff shared the following - <ul style="list-style-type: none"> <li>• An e-mail was previously sent to the committee of the changes to Behavioral Health regarding the organization chart – will be presented at the Board meeting for Board approval               <ul style="list-style-type: none"> <li>○ Jason Jonker has started his new role as Executive VP of Behavioral Health Services                   <ul style="list-style-type: none"> <li>✓ E-mails daily to the Site Directors</li> </ul> </li> <li>○ Christ Kraft is the new Revenue Cycle Manager</li> </ul> </li> <li>• Tour around the state begins this morning with Surprise and ends by mid-June</li> <li>• With the CDO position open,               <ul style="list-style-type: none"> <li>○ a survey was sent to the entire team for their feedback</li> </ul> </li> </ul>		



EXECUTIVE COMMITTEE MEETING  
 Wednesday, April 24, 2019 - 7:30AM

3716 E Columbia St, Tucson and/or 3636 N Central Ave Suite 200, Phoenix and the  
 Tucson Conference Bridge - #4546

	<ul style="list-style-type: none"> <li>○ have 3 candidates to interview</li> <li>● For Program Presentation at the May Board meeting, will have Jason Jonker and some the Behavioral Health Site Directors provide information on issues being addressed, how things are working now, etc           <ul style="list-style-type: none"> <li>○ Following this presentation, Mr. Jonker will take his staff to breakfast</li> </ul> </li> <li>● Suzie Huhn from Casa de los Niños will then present to the Board</li> </ul>		
<p><b>Committee Reports</b></p>	<p>A. Finance – Ellen Howlett, Finance Chair, noted the following information –</p> <ul style="list-style-type: none"> <li>● Agency ended March with a \$12K deficit</li> <li>● Behavioral Health had a \$238K deficit</li> <li>● Child Welfare had a \$170K surplus</li> <li>● Prevention had a \$52K surplus</li> <li>● Specialty Services had \$11K</li> <li>● Agency YTD had a \$2.2M deficit</li> <li>● Amount of TIP money receiving in May</li> <li>● For AzCH – electronic checks for February have arrived – still waiting for the paper checks to be re-issued electronically           <ul style="list-style-type: none"> <li>○ The advance AzCA received last fall – AzCH has pushed out repayment to begin in June</li> </ul> </li> </ul> <p>B. Governance – Tom Wisz, Committee Chair noted the following from this morning’s meeting –</p> <ul style="list-style-type: none"> <li>● The proposed Bylaws changes will be available for the Board meeting – then an electronic votes will occur following the 2-week notification</li> <li>● At the previous Executive meeting, concern had been raised regarding conflict of interest for Dr. Martinez. It has been established there is no conflict so will be bringing this applicant before the Board for a vote at the May Board meeting</li> </ul> <p>C. Fundraising &amp; Marketing – Cindy Bozik, Committee Chair noted the following –</p> <ul style="list-style-type: none"> <li>● Yuma golf event is scheduled in May</li> </ul>		



EXECUTIVE COMMITTEE MEETING  
 Wednesday, April 24, 2019 - 7:30AM  
 3716 E Columbia St, Tucson and/or 3636 N Central Ave Suite 200, Phoenix and the  
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	<ul style="list-style-type: none"> <li>○ An e-mail will go out to the Board members requesting donated item(s) for the raffle prior to the May Board meeting</li> <li>• Prescott – Raven Café event</li> <li>• Dance Event in Phoenix in December           <ul style="list-style-type: none"> <li>○ Scott Bowerman and husband are the committee chairs</li> <li>○ Event will be held at the Princess Resort</li> </ul> </li> <li>• Tucson needs activities scheduled there</li> </ul> <p>D. HR Committee – met April 8, 2019 – Tom Wisz, Committee Chair noted –</p> <ul style="list-style-type: none"> <li>• Reviewed the basic reporting information</li> <li>• Ms. Ensdorff added Tiffany Tillotson has finalized the core competencies for Supervisor Training</li> </ul> <p>E. Program – met April 8, 2019 and Ms. Ensdorff noted there is news coverage regarding the increase in both suicide attempts and completions and their impact</p> <p>F. Audit – meeting today at 2PM</p>	<p><b>Send an e-mail to Board members requesting donated items for the raffle</b></p>	<p><b>Admin Asst</b></p>
<b>Major Issues</b>	Nothing at this time		
<b>Next Meeting and Meeting Adjourned</b>	<p>Next meeting is scheduled for May 22, 2019 at 7:30AM</p> <p>Ms. Krueger asked for a motion to adjourn.</p> <p>Meeting was adjourned at 7:57AM.</p>	<p><b><u>Harold Magalnick so moved.</u></b> <i>Tom Wisz offered the second</i></p>	

The above information was submitted by  
**Marianne Thompson**  
 Executive Administrative Assistant



EXECUTIVE COMMITTEE MEETING  
 Wednesday, May 22, 2019 - 7:30AM  
 3716 E Columbia St, Tucson and/or 3636 N Central Ave Suite 200, Phoenix and the  
 Tucson Conference Bridge - #4546

Board Present: Anna Osborn; Libby Howell; Pat Krueger; Tom Wisz

Consent Agenda, Item E-2

Board Unavailable: Cindy Bozik; Ellen Howlett; Harold Magalnick

Staff Available: Jacob Schmitt, Interim President & CEO

*All documents referenced were previously sent to the committee and are available with the minutes.*

Item	Report/Discussion	Action/Follow-up	Who/When
<b>Call to Order</b>	The meeting was called to order at 7:31AM by Board Chair, Anna Osborn		
<b>Approval of Minutes</b>	Ms. Osborn asked for a motion to approve the minutes of April 24, 2019	<b><u>Pat Krueger so moved.</u></b> <i>Tom Wisz offered the second. A voice vote was taken – all votes affirmative – no dissenting votes.</i> <b><u>MOTION PASSED.</u></b>	
<b>Chair's Report</b>	Ms. Osborn wanted to be sure everyone had been receiving her e-mails and verified the information was informative. Also noted a meeting was scheduled that morning with her, Jacob Schmitt, Keryn Shipman and Denise Ensdorff's son Taylor Ensdorff to discuss the wishes of the family.		
<b>Executive's Report</b>	Jacob Schmitt shared the following - <ul style="list-style-type: none"> <li>• Wanted to thank the Board for all their support and help at this time</li> <li>• Regarding staff – people are still struggling so have been checking in to see how they are doing               <ul style="list-style-type: none"> <li>○ Have received some very nice e-mails from staff</li> <li>○ Phone calls from other CEOs, Directors, Administrators, etc is a real tribute to the far reach Denise had</li> </ul> </li> <li>• Preparing formal notification with the health plans, contractors, COA, etc</li> <li>• Depending on what the family plans, would like to make sure staff can have some time to attend Ms. Ensdorff's service</li> <li>• With the CDO position still open,</li> </ul>		

	<ul style="list-style-type: none"> <li>○ Have 2 very strong candidates that we don't want to lose</li> <li>○ Would like to move forward with the 2<sup>nd</sup> round of interviews</li> <li>● Discussed several CIRs – involving fraud out of the Tucson area, medication issue in the Yuma area and an injured foster infant in the Prescott area</li> </ul>		
<p><b>Committee Reports</b></p>	<p>A. Finance – Pat Krueger, Chair-Elect, noted the following information –</p> <ul style="list-style-type: none"> <li>● Balance Sheet is higher – about \$3M higher than a month ago</li> <li>● Ratios showing strong</li> <li>● Ending the month in a surplus           <ul style="list-style-type: none"> <li>○ \$2.2M surplus mainly due to lump sum received</li> </ul> </li> <li>● Behavioral Health still showing a deficit</li> <li>● Child Welfare shows a surplus</li> <li>● Prevention showing a slight deficit</li> <li>● Specialty Services also had a deficit</li> <li>● Development a surplus</li> <li>● M&amp;G had a surplus</li> <li>● Marketing had a slight deficit</li> </ul> <p>B. Governance – Tom Wisz, Committee Chair noted the following from this morning's meeting –</p> <ul style="list-style-type: none"> <li>● Reviewed the evaluation summary of the previous Board meeting</li> <li>● Received an update regarding the e-mail for the proposed changes to the Bylaws</li> <li>● John Robertson of Snell &amp; Wilmer will be compiling an agreement for Jacob Schmitt</li> </ul> <p>Remaining committees are scheduled for a later time.</p>		
<p><b>Major Issues</b></p>	<p>Ms. Osborn noted all the motions that had been sent out to the Board have passed and all will be documented.        Also, thanks to all the Board members who have responded to the e-mails and requests for phone calls needing to be made.        Have been in touch with Candy Espino who has helped establish</p>		



EXECUTIVE COMMITTEE MEETING  
Wednesday, May 22, 2019 - 7:30AM  
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	connections with other Boards and their Chairs to give some direction how to move forward and next steps as well.		
<b>Meeting Adjourned</b>	Ms. Osborn adjourned the meeting a 7:55AM.		

The above information was submitted by  
***Marianne Thompson***  
Executive Administrative Assistant



EXECUTIVE COMMITTEE MEETING  
 Wednesday, June 26, 2019 -7:30AM  
 3716 E Columbia St, Tucson and/or 3636 N Central Ave Suite 200, Phoenix and the  
 Tucson Conference Bridge - #4546

Board Present: Anna Osborn; Cindy Bozik; Ellen Howlett; Harold Magalnick; Pat Krueger; Tom Wisz

Board Unavailable: Libby Howell

Consent Agenda, Item E-3

Staff Available: Jacob Schmitt, Interim President & CEO

*All documents referenced were previously sent to the committee and are available with the minutes.*

Item	Report/Discussion	Action/Follow-up	Who/When
<b>Call to Order</b>	The meeting was called to order at 7:31AM by Board Chair, Anna Osborn		
<b>Approval of Minutes</b>	Ms. Osborn asked for a motion to approve the minutes of May 22, 2019	<b><u>Harold Magalnick so moved.</u></b> <i>Ellen Howlett offered the second. A voice vote was taken – no opposing votes.</i> <b><u>MOTION PASSED.</u></b>	
<b>Chair's Report</b>	Ms. Osborn shared that 55 applications for CEO have been received. <ul style="list-style-type: none"> <li>• Tiffany Tillotson placed the applications in a dropbox folder and has been pre-screening for qualifications</li> <li>• Eight board members have volunteered to be on the search committee               <ul style="list-style-type: none"> <li>○ Will send the list to Ms. Tillotson</li> </ul> </li> <li>• Will begin to have regular meetings how to manage the process</li> <li>• A timeline has not yet been established</li> <li>• Tom Wisz will do some research on how the search process was done previously as well as provide some questions that can be used</li> <li>• Phone interviews first</li> <li>• Those of highest interest can then come forward</li> </ul>		
<b>Executive's Report</b>	Jacob Schmitt shared the following - <ul style="list-style-type: none"> <li>• Information for various positions –               <ul style="list-style-type: none"> <li>○ 2<sup>nd</sup> round interview for CDO is scheduled for July 8<sup>th</sup> at 10AM</li> <li>✓ Cindy Bozik will check her schedule to see if she can</li> </ul> </li> </ul>		

	<p style="text-align: center;">be available</p> <ul style="list-style-type: none"> <li>○ CFO job description has been refined           <ul style="list-style-type: none"> <li>✓ Copies will be sent to Ms. Osborn and Ms. Howlett</li> <li>✓ Had been working with BeachFleischman but contact person has been unavailable</li> <li>✓ Consensus being Ms. Tillotson will be able to do recruitment for this position</li> </ul> </li> <li>○ CMO position has been vacant for more than 2 years           <ul style="list-style-type: none"> <li>✓ Now working with a recruiting firm – have a candidate to interview on July 1<sup>st</sup></li> </ul> </li> <li>● No CIRs since the last meeting           <ul style="list-style-type: none"> <li>○ Update from previous CIR report of an injury to a foster child – injury happened prior to being placed</li> </ul> </li> <li>● Financials for May not looking good           <ul style="list-style-type: none"> <li>○ ELT working extensively on a plan that should have some positive impact</li> </ul> </li> </ul>		
<p><b>Committee Reports</b></p>	<p>A. Finance – Ellen Howlett, Finance Chair, noted the following information –</p> <ul style="list-style-type: none"> <li>● Loss for May is \$778K – YTD loss of \$788K</li> <li>● \$34M in revenue - \$35M in expenses</li> <li>● YTD in BH there is a \$1M loss</li> <li>● Daily productivity - \$120K needed – productivity has dropped to \$102K</li> <li>● ELT has comprised a plan – Finance committee asking for updates more frequently           <ul style="list-style-type: none"> <li>○ Combining positions where advantageous</li> <li>○ Releasing staff routinely not performing</li> </ul> </li> <li>● Cash Flow concern           <ul style="list-style-type: none"> <li>○ Without changes, will begin to see an issue by November - out of cash by March</li> <li>○ AzCH loan of \$1.8M payment pay back to begin July</li> <li>○ Do have \$1.2M in investments but not wanting to utilize that</li> </ul> </li> </ul> <p>B. Governance – Tom Wisz, Committee Chair noted the following from</p>		





EXECUTIVE COMMITTEE MEETING  
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	<p>this morning's meeting –</p> <ul style="list-style-type: none"> <li>• Looking at next steps for slate of officers for next year</li> <li>• Potential Board member in the Yuma area – will be following up with her           <ul style="list-style-type: none"> <li>○ Will see about having Rene Dinwiddie and/or Cindy Landin meet with her</li> </ul> </li> <li>• Completed Interim agreement with Jacob Schmitt</li> <li>• New Board member Dr. Martinez will be having his Board orientation this Friday</li> </ul> <p>C. Fundraising &amp; Marketing – next meeting to be determined</p> <p>D. Mr. Wisz noted the HR meeting coming up in July</p> <ul style="list-style-type: none"> <li>• As mentioned before – Tiffany Tillotson is compiling the applications for the CEO position</li> <li>• Search committee will begin the screening process</li> </ul> <p>E. Program Committee – will meet in a couple of weeks</p> <p>F. Audit Committee – next meeting to be determined</p> <p>G. Other Business –</p> <ul style="list-style-type: none"> <li>• Harold Magalnick noted that Wednesday, Sept 25 at the Double Tree Phoenix there will be an all day conference put on by DCS – cost of the conference is \$60</li> </ul>		
<b>Major Issues</b>	.		
<b>Meeting Adjourned</b>	Ms. Osborn adjourned the meeting at 7:58AM.		

The above information was submitted by  
**Marianne Thompson**  
 Executive Administrative Assistant