



Board of Directors Meeting Agenda
Tuesday, September 27, 2022
6:00 – 7:30 p.m.

General Business		
1. Call to Order and Introductions		Kevin Gosselin
2. Approval/Additions to Agenda	Action	Kevin Gosselin
3. Review and approve minutes of meeting held on August 23, 2022 (Attachment 1)	Action	Kevin Gosselin
4. Presentation – Senior Companion/Foster Grandparent Program	Info	Melissa Searson
5. Public Input	Info.	
New Business		
6. Waive Attendance Requirement for Board Member, Ruth Watterson through October 2022 per KRC Board Bylaw 6.13 (Attachment 2)	Action	Kevin Gosselin
7. ARCA Updates	Info	Tracey Mensch
8. Independent Audit Report	Info	Tom Wolfgram Roland Roos
Reports		
9. Board President Report	Info.	Kevin Gosselin
10. Executive Director Report	Info.	Dr. Michi Gates
11. Financial Report a. POS Report for July 2022 (Attachment 3) b. Operations Report for July 2022 (Attachment 4)	Info	Tom Wolfgram
12. Vendor Advisory Committee Report	Info.	Tamerla Prince

Please click the link below to join the webinar:

<https://us02web.zoom.us/j/88388303518?pwd=SFNnRDJZY3ZNaGlpQWZsckRiNk15Zz09>

Webinar ID: 883 8830 3518 Passcode: 386685

Dial-In Number: (206) 337-9723

Next Board Meeting:

September 27, 2022, 6:00 – 7:30 PM

**Kern Regional Center
Board of Directors Meeting
August 23, 2022
6:00 – 7:30 p.m.
Zoom Webinar**

3200 N. Sillect Avenue ∞ Bakersfield, CA 93308 ∞ 661-327-8531

MINUTES

KRC BOARD MEMBERS PRESENT:

Milan Dinsmore, Board Member
Kevin Gosselin, Vice President
Carlos Isidoro, Board Member
Ryan Jones, Board Member
Tracey Mensch, Board Member
Tamerla Prince, VAC Representative
Donald Tobias, Board Member
Mark Tolentino, Board Member
Simon Verdugo, Board Member
Shawn White, VAC Representative

STAFF PRESENT:

Michi Gates, PhD, Executive Director
Kristine Khuu, Assistant Director of Client Services
Celia Pinal, Director of Client Services
Enrique Roman, Director of Community Services
Tom Wolfgram, CFO

KRC BOARD MEMBERS ABSENT:

Oscar Axume, Treasurer
Jasmeet Bains, President
Martin Vasquez, Secretary
Ruth Watterson, Board Member

GUESTS PRESENT:

Matthew Bahr
Sofia Benitez, 24-Hour Home Care
Cindy Cox, Advocate for Donald Tobias
Martha Grajeda
Jill Green
John Noriega, Advocate for Simon Verdugo
Edwin Pineda, DDS
Jeff Popkin, BARC
Leslie Reynaga, KRC
Misty Villalon

INTERPRETER: Nidya Madrigal Navia

CALL TO ORDER

Vice President, Kevin Gosselin, called the meeting to order. A quorum was present. Due to problems with the interpretation function on Zoom, Mr. Gosselin decided that it would be best to conduct live interpretation and proceed with the meeting. It was suggested by Dr. Gates that everyone review the agenda and postpone any agenda items that could wait until the next meeting and ensure that the urgent items were taken care of tonight.

APPROVAL OF AGENDA

Mr. Gosselin officially called the meeting to order at 6:47 p.m. All board members had received the agenda for August 23, 2022, ahead of the meeting for review. The adjustments proposed for this agenda were to postpone item 4, Presentation – Person-Centered Thinking; item 10, ARCA Updates; item 11, Independent Audit Report; item 13, Board President Report; and item 16, VAC Report.

The proposed agenda for tonight is:

1. Approval of New Agenda
2. Review and Approve Minutes of Meeting Held on May 24, 2022 (Attachment 1)

3. Public Input
4. Waive Attendance Requirement for Board President, Dr. Jasmeet Bains per KRC Board Bylaw 6.13 (Attachment 2)
5. Appointment of Board Members to Second 3-Year Term: Martin Vasquez and Simon Verdugo
6. Appointment of KRC VAC Board Representative: Tamerla Price
7. KRC Board Bylaw Amendment and Resolution (Attachment 3)
8. HCBS Implementation Funds Contract (Attachment 4)
9. Executive Director's Report – Brief Synopsis
10. Financial Report (Attachments 5 & 6)

Vice President Gosselin asked for a motion to approve the proposed agenda with items 4, 10, 11, 15, and 16 to be postponed and presented at a future meeting.

M/S/C (Isidoro, Mensch)
 Ayes = 9; Nays = 0; Abstained = 0
 Motion Carried

REVIEW OF MINUTES

The Board of Directors all received the minutes of the board meeting held on May 24, 2022, for review. No corrections or additions were requested by board members. Vice President Gosselin asked for a motion to approve the minutes of May 24, 2022

M/S/C (Isidoro, White)
 Ayes = 9; Nays = 0; Abstained = 0
 Motion Carried

PUBLIC INPUT

Vice President Gosselin asked if there were any members of the public who had input or questions for the Board of Directors. No hands were raised in the Zoom conference and no questions appeared on the chat screen. No public input was presented at this meeting.

WAIVE ATTENDANCE REQUIREMENT FOR BOARD PRESIDENT, DR. JASMEET BAINS PER KRC BOARD BYLAW 6.13

Kevin Gosselin, Vice President

Due to community factors creating scheduling conflicts, Board President, Dr. Jasmeet Bains has been unable to attend the Board of Directors meeting the past few months. Board Member, Ryan Jones, asked if Dr. Bains plans to return to serve as president and what the timeline might be for her return. Dr. Gates reports that Dr. Bains is committed to the Board of Directors and is very much eager to return. It is anticipated that her schedule will be more manageable after November.

Vice President Gosselin asked for a motion to waive the attendance provision for Dr. Jasmeet Bains provided that she will return to serve as president of the KRC Board of Directors as soon as her schedule allows it.

M/S/C (Mensch, Isidoro)
 Ayes = 8; Nays = 1; Abstained = 0
 Motion carried

APPOINTMENT OF BOARD MEMBERS TO SECOND 3-YEAR TERM

Vice President Gosselin

Board Member, Martin Vasquez's first 3-year term ended in February 2022 and, due to an oversight, the expiration of the timeframe was overlooked. The cause of the oversight has been found and corrected to prevent a recurrence of this. Vice-President Gosselin asked for a motion to appoint Martin Vasquez for a

second 3-year term to the KRC Board of Directors retroactive to February 26, 2022, with the second term ending February 26, 2025.

M/S/C (Tolentino, Mensch)
Ayes = 9; Nays = 0; Abstained = 0
Motion carried

Board Member, Simon Verdugo's first 3-year term ended on May 28, 2022. We have asked Simon Verdugo to serve a second term to which he most graciously agreed. Vice President Gosselin asked for a motion to appoint Simon Verdugo for a second term retroactive to May 28, 2022, with the second term ending on May 28, 2025.

M/S/C (Mensch, White)
Ayes = 9; Nays = 0; Abstained = 0
Motion carried

APPOINTMENT OF KRC VAC BOARD REPRESENTATIVE

Dr. Michi Gates

As of the last VAC meeting, Shawn White completed his 2-year term as the VAC Chairman and Tamerla Prince volunteered to step up to serve as the next chair of the VAC Committee. Ms. Prince introduced herself to the Board. Tamerla is a long-term provider of services to clients of Kern Regional Center and is very committed to our populations. She has served as the VAC Chairman in the past (2010-2012) and she is excited to serve on the KRC Board of Directors as well as the Vendor Advisory Committee.

Vice President Gosselin asked for a motion to appoint Tamerla Prince as the new VAC Chair on the KRC Board of Directors.

M/S/C (Mensch, Isidoro)
Ayes = 9; Nays = 0; Abstained = 0
Motion carried

Many thanks to Shawn White for being an outstanding VAC Chair for the past two years. Shawn White stated that it was an honor to serve on the KRC Board of Directors as the VAC Chair. He really appreciates everything that the KRC Board of Directors does for clients in Kern.

KRC BOARD BYLAW AMENDMENT AND RESOLUTION

Matthew Bahr

Mr. Bahr presented a resolution and new bylaw to the KRC Board of Directors for consideration. When looking at the bylaws, there are indications that, historically, there was a policy in place that addressed approvals for payments of monies, but there is no such policy that can be found now. This new bylaw will rectify the current gap that exists of the conveyance of that authority to the Executive Director and the Chief Financial Officer. This does not include several large contracts, and the primary DDS contract, as the authority still lies with the Board of Directors. The current suggested new bylaw states:

Execution of Checks, Notes, Contracts

Except as otherwise provided by law, checks, drafts, or orders for the payment of money shall be signed by the Executive Director and the Chief Financial Officer. In the event one of these primary persons is not available, the Chairperson of the Board is authorized to sign such documents.

There is also a resolution, in addition to the new suggested bylaw, that is an acknowledgement and ratification of previous checks that were signed. These are checks that have been reported to the Board

regularly by Chief Financial Officer, Tom Wolfgram, as a part of the Financial Statements and Reports of KRC Board Meetings, so the validity of these signatures are assured. The proposed resolution reads:

Resolution:

The Board of KRC hereby ratifies all prior checks signed by any of the following three KRC officers as valid corporate actions, and with the intent to be bound by them: (i) Executive Director; (ii) Chief Financial Officer; and (iii) Director of Case Management; provided, however, to the extent such checks were for matters that required Board approval under Welfare and Institutions Code Section 4625.5, the Board only ratifies those checks signed for these matters the Board previously approved.

Vice-President Gosselin asked if there were any questions about the suggested bylaw or the proposed resolution. Being that no questions were posed, Mr. Gosselin asked for a motion to approve the bylaw as stated.

M/S/C (Mensch, Tolentino)
Ayes = 9; Nays = 0; Abstained = 0
Motion carried

Mr. Gosselin then asked for a motion to approve the resolution as stated.

M/S/C (Mensch, Isidoro)
Ayes = 9; Nays = 0; Abstained = 0
Motion carried

HCBS IMPLEMENTATION FUNDS CONTRACT

Enrique Roman, Director of Community Services

In collaboration with the Vendor Advisory Committee, Mr. Roman comes to the Board of Directors requesting approval to grant \$284,109 to Bakersfield ARC (BARC) to coordinate our efforts to assist our vendor community with achieving Home and Community Based Waiver Services (HCBS) compliance. It is important for us to be compliant with the HCBS Final Rule as part of the funds come from the Federal Government and we must be compliant with these new mandates to receive those funds. An advantage we have in Kern is that Jeff Popkin from BARC, is familiar with the issues that our vendors face here in Kern; he will head this effort in working with these vendors toward HCBS compliance. KRC is confident that BARC has the skill set to work with these vendors as BARC has been so successful creating their own HCBS compliant business plan and transition of services. Tamerla Prince is very pleased and excited as well. The proposal was discussed at length at the last VAC Committee meeting and this action was supported 100 percent by the vendors.

There were no further questions from the board. Vice-President Gosselin asked for a motion to approve the HCBS Contract funds of \$284,109 to Bakersfield ARC to assist our vendor community with achieving HCBS compliance.

M/S/C (Mensch, Isidoro)
Ayes = 9; Nays = 0; Abstained = 0
Motion carried

EXECUTIVE DIRECTOR REPORT

Dr. Michi Gates, Executive Director

- The criteria for Early Start Eligibility have been lowered. The level of delay for children under 3 years of age to qualify for services has been lowered from 33 percent to 25 percent. This information is also on our website and we are promoting through social media and other interactions with

community partners. Kristine Khuu coordinates outreach with all our community partners and Dr. Gates encouraged the Board of Directors to spread the word as well.

- Would the Board be agreeable to having board trainings from 5:30 – 6:00 for September, October, and November. We still have 3 topics to cover. There were no objections from any members, so we will proceed with the board trainings.
- Dr. Gates acknowledged the sudden passing of one of our Kern providers. Tom Devlin of Routing Logistics passed away suddenly and unexpectedly this past weekend. Tom coordinated transportation for many of our programs to ensure that transportation needs were met for our clients. He has been a provider for KRC since 2005. His wife works with him at Routing Logistics and she is in our thoughts. We will do everything we can to support her during this very difficult time.

FINANCIAL REPORT

Tom Wolfgram, CFO

Purchase of Services Report as of June 30, 2022

Total spent for June 2022: \$16,815.462

YTD: \$204,156,054

This YTD figure reflects that we spent twenty and a half million dollars more for services than at this time last year.

Operations Report as of June 30, 2022

Total expenses for June 2022: \$1,778,931

YTD: \$23,609,715

There were no questions posed by members of the Board.

A copy of the Financial Report ending June 30, 2022, is filed with these minutes as a matter of record.

ADJOURNMENT

With nothing further to discuss, Vice President Gosselin adjourned the meeting at 7:07 p.m.

Board Education Session on September 27, 2022, at 5:30 p.m. via Zoom.

The next public meeting will take place on Tuesday, September 27, 2022, at 6:00 p.m.

Respectfully Submitted,

*Darlene Pankey
Executive Assistant*

- 6.10 Adjournment. A majority of the Directors present, whether or not constituting a quorum, may adjourn any meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given, unless the meeting is adjourned for more than twenty-four (24) hours, in which case personal notice of the time and place shall be given prior to the time of the adjourned meeting to the Directors who were not present at the time of adjournment.
- 6.11 Action Without Meeting. Any action required or permitted to be taken by the Board may be taken without a meeting, if all the Board members, individually or collectively, consent in writing to that action. Such action by written consent or consents shall be filed with the minutes of the proceedings of the Board.
- 6.12 Meeting By Contemporaneous Communications Equipment. Any meeting may be held by conference telephone or other communication, televisual or telecommunication equipment permitted by California Nonprofit Corporation Law, so long as all Directors participating in the meeting can communicate with one another and all other requirements of California Nonprofit Corporation Law are satisfied. All such Directors shall be deemed to be present in person at such meeting.
- 6.13 Attendance. Any director who misses four (4) consecutive Board Events for any reason automatically loses his or her seat on the Board. After the third consecutive missed meeting, staff will send the director (with a copy to the rest of the Board) a warning/reminder via email and first class mail stating that one more missed meeting will result in automatic removal from the Board. If after the warning/reminder the director still misses the fourth consecutive meeting, staff will immediately notify the director via email and first class mail that he/she is no longer on the Board. Any vacancy created by this provision shall be filled in accordance with section 5.10.3 above.

For purposes of this section only, Board Event means any of the following:

Regular Meeting per section 6.1;

Closed Session Meeting per section 6.2, 6.3;

Special Meeting per section 6.6 and;

Board Training as mandated by any pending Special Contract Language required by DDS.

The Board may waive this provision (6.13) as to a particular director by majority vote before, during or after any absences. The Board's waiver of the automatic removal provision can be based on any excuse acceptable to the Board or any other justification deemed appropriate by the Board.

- 6.14 Compensation. All of the members of the Board of Directors of the Corporation shall serve without compensation for any services rendered by them to the Corporation. However, this section (6.14) shall not operate to preclude any Director from receiving reimbursement from the Corporation for reasonable expenses incurred by such Director in his or her capacity as a Director.
- 6.15 Limitation. A person who is a Director of the Corporation shall not solicit services from the Corporation through any procedure or means which would not be available to such person were he or she not a Director; and the Corporation shall not, in providing services, give

KERN REGIONAL CENTER
 OPERATIONS
 FY 2022/2023
 AS OF JULY 31, 2022

ATTACHMENT 4

	PROPOSED EXPENDITURE	YEAR TO DATE PROPOSED EXPENDITURE	TOTAL YEAR TO DATE EXPENDITURE													
			07/31/22	08/31/22	09/30/22	10/31/22	11/30/22	12/31/22	01/31/23	02/28/23	03/31/23	04/30/23	05/31/23	06/30/23		
OPERATIONS	-	-	1,427,790	-	-	-	-	-	-	-	-	-	-	-	-	1,427,790
Salaries & Benefits	-	-	1,427,790	-	-	-	-	-	-	-	-	-	-	-	-	1,427,790
Operating Expenses	-	-	306,691	-	-	-	-	-	-	-	-	-	-	-	-	306,691
SUBTOTAL OPS	-	-	1,734,481	-	-	-	-	-	-	-	-	-	-	-	-	1,734,481
COMMUNITY PLACEMENT PLAN	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Salaries & Benefits	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Operating Expenses	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
SUBTOTAL CPP	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
FOSTER GRANDPARENT PROGRAM	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Salaries & Benefits	-	-	3,823	-	-	-	-	-	-	-	-	-	-	-	-	3,823
Operating Expenses	-	-	3,444	-	-	-	-	-	-	-	-	-	-	-	-	3,444
SUBTOTAL FGP	-	-	7,267	-	-	-	-	-	-	-	-	-	-	-	-	7,267
SENIOR COMPANION PROGRAM	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Salaries & Benefits	-	-	2,557	-	-	-	-	-	-	-	-	-	-	-	-	2,557
Operating Expenses	-	-	2,565	-	-	-	-	-	-	-	-	-	-	-	-	2,565
SUBTOTAL SCP	-	-	5,122	-	-	-	-	-	-	-	-	-	-	-	-	5,122
TOTAL OPERATIONS	-	-	1,746,869	-	-	-	-	-	-	-	-	-	-	-	-	1,746,869