

**WASHINGTON STATE CENTER FOR  
CHILDHOOD DEAFNESS & HEARING LOSS**

**Board of Trustees Meeting**

**July 26, 2019**

**Board Members:**

**Present:**

Maria Christianson (District #1)

Allie Joiner (District #2)

Nancy Sinkovitz (District #3)

Char Parsley (District #5)

Rita Reandeau (District #6)

Nancy Fitta (District #9)

**Absent:**

Nita Kamphuis (District #4) – *Excused*

Ariele Belo (District #7) – *Excused*

Sidney Weldele-Wallace (District #8) – *Excused*

Vacant (District #10)

**Executive Director:**

Rick Hauan

**Superintendent:**

Shauna Bilyeu

**Legal Counsel:**

Tsering Cornell

**Director of Business Operations:**

Kai Matthews

**Recorder:**

Karen Stauber

**Interpreters:**

Abel Cosentino

Heather White

**Guests:**

Jessica Sydnor, Director of Human Resources

Kris Ching, Director of Outreach

Zach Rentschler, law clerk, observing Board

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Nancy Fitta, chair, called the Board meeting to order at 9:09 am. It was determined a quorum was present. Quorum of five not six today because the District 10 position is open and Rita Reandeau will not be voting.

**Review of the Minutes from June 13, 2019:** Meeting notes need corrections and the Executive Director was directed to add RCW references.



1. Corrections are needed for the Board of Trustee meeting minutes for June 13, 2019. Meeting minutes for the meeting on June 13, 2019 will be approved at the next regularly scheduled Board meeting on September 13, 2019.

## **Committee Report**

### **Finance Committee Report/Approval of Biennial Budget**

#### **Finance Committee Report**

Rita Reandeau, chair of the finance committee reported:

Annual budget will soon be submitted. The Monthly Financial Summary Report (MFSR) has been the report reviewed monthly by the Board Finance Committee. The MFSR will be presented to the full Board of Trustees at each Board meeting beginning with the September 13, 2019 Board of Trustees. The Finance Committee is very satisfied with the proposed Biennial Budget that has been approved by the Office of Financial Management, and recommends approval.

Kai Matthews, our former Consultant with the Department of Enterprise Services was hired and started his new position as the Director of Business Operations on July 1, 2019. Kai expressed his gratitude to be working more closely with the Board, the Board Finance Committee and to provide guidance and support for the Agency. He answered questions about his role.

The accounting books for 2019 have not yet closed. In reviewing our current numbers it appears that we will end the 2017-19 biennium with a surplus. Additionally, our 19H has been replenished as requested by the Board of Trustees.

A question about increasing funds to outreach team was raised. Kai indicated that he and his staff are working on a "staged investment program" to provide transparency and clarity as well as help us identify areas of need to present to the legislature in the form of a decision package as we move forward. Kai indicated that he wants to be cautious ensuring there is adequate planning and appropriate pacing as we continue to expand statewide services through our outreach department. Kai is working very closely with Outreach Directors to develop a data tracking system to anticipate need and efficiently utilize existing resources.

The Finance Committee expressed a concern for the Superintendent's budget. The Superintendent has the right to be flexible and adjust budgets and will work with Kai and the Business Office.



Kai explained that there are significant changes and personnel transitions in the Business Office. There are open positions creating a need to review the structure of the department. Kai is working with the Director of Human Resources as well as others on the Executive Leadership Team to develop a plan to maintain strength within the department and plan for future needs. Everyone in the business office will do accounting. The Director of Business Operations wants to get away from specialized roles so that everyone knows what's going on. He will have 5 people on his team. No change in business for the Board to continue with the same processes in dealing with business office.

### **Approval of budget for submission to the state**

Maria Christianson moved to approve the budget for submission to the state. Nancy Sinkovitz seconded the motion. The motion was voted on and approved unanimously.

### **Department Reports**

#### **Outreach**

Kris Ching, Director of Outreach reported:

There is one job posting for a Teacher of the Deaf. It is a reallocation of a position that addresses a significant service delivery need and case load for one staff member. The Outreach Directors are working with the Director of Business Operations to review outreach needs and develop a long term plan for operation and meeting needs required by law. New updated forms and continued development of the strategic plan will be the focus of work with the Outreach Team when school starts and the staff return from summer break.

#### **Executive Director**

Rick Huan, Executive Director

Rick has been on vacation for three weeks. He is just back this morning from a meeting with other CEOs and superintendents from schools for the deaf in the western US. Rick had a meeting with Labor Relations Division and State Human Resources Director to continue the dialogue with a focus on improving relations with unions. There will be additional meetings in the near future. This is a very positive step towards strengthening a positive working environment in all areas of CDHY.

#### **Human Resources**

Jessica Sydnor, Director of Human Resources

The Human Resources report will be distributed at the Board meeting on September 13, 2019.



## **Superintendent**

Shauna Bilyeu, Superintendent

- Shauna is back from vacation.
- The process of installing smart Boards has started.
- There are technical improvements in conference room.
- The volunteer project of painting the football stadium and goal posts is complete.
- The key card system is in transition. Cards for Board of Trustee members will be ready at the September meeting.

## **Public Comment**

There were no public comments addressing the Board.

## **Board Comments and Discussion**

### 1. Agenda Format:

- a. A suggestion was made to change the agenda structure. Public comment time needs to be when we can hear from interested participants such as stakeholders, community members, and staff. When meetings are on the WSD campus, it would be beneficial to hold public comments until after lunch in order to make it easier for staff or others to make comment.
- b. Additional discussion regarding the printed version of the agenda clarity such as adding times to topics listed on the agenda. The Board prefers adding clock times with disclaimer that times are subject to change. Lunch, public forum, and start time (clock times) were deemed important. Executive session will be listed with start time but with no durations due to the variability of the information discussed in executive session allowed under the Open Public Meetings Act.
- c. Discussion regarding the addition of upcoming events so that others will know and attend by region. This will allow Board members who live in a region where activities are occurring to attend.
- d. Board packets should be emailed to the full Board for review one week prior to the Board meeting, by close of business the Friday prior to a Board meeting. This will allow for Board members to review over the weekend and provide sufficient time to make notes. The practice has been to email the packet the Monday before the Board meeting.

### 2. Board Meeting structure and content:

- a. Per RCW 42.30.075 CDHY shall file with the code reviser a schedule of the time and place of regularly scheduled meetings on or before January of each year for publication in the Washington state register. Notice of any change from such meeting schedule shall be published in the state register for distribution at least twenty days prior to the rescheduled meeting date.





- b. Discussion on start and end times of Board meetings and adding a variety of locations. Statute requires meetings at least quarterly. The Executive Director has indicated that he has had conversations with people in the governor's office regarding the importance of meeting in person due to the language access needs of a diverse Board membership. That has been supported.
  - c. It is critical that the interpreter coordinator have sufficient lead time to arrange for interpreters, especially when meetings are in other locations. The Board would like to track expenditures regarding meeting locations to adequately budget for related travel and meeting costs. It is important to increase communication with communities we serve and demonstrate our commitment to serving the whole state as required by statute.
3. Board Committees and Staff Reports:
- a. Board committees do significant work in small groups to enable a more comprehensive review of materials and produce new materials and resources to support a smooth and efficient operation of the agency. The Board's responsibilities are outlined in RCW 72.42.
  - b. Board Finance Committee meets prior to each Board meeting. Times and locations vary based on month end close, frequency of Board meetings, circumstances requiring Board input, such as the adoption of a biennial budget or supplementary budget requests etc.
  - c. Board members are committed to maintain both veteran and new Board members on committees in order to ensure members are not all new to the Board and maintain some institutional knowledge within each committee.
  - d. Discussion of improving budget buddies. Budget buddies were developed to improve information sharing with a single person on the Board regarding important budget information. There is no discussion other than to provide clarity. This is designed to improve discussion in open forum regarding issues that may arise. Some budget buddy partnerships are working well communicating important information to their designated counterpart on the Board.
4. Board Reports, Transparency and Communication:
- a. The Board desires clear and transparent information sharing. The use of written reports which are contained in the Board packet and oral reports which are captured as part of the minutes of the Board meeting is to increase communication and transparency. A discussion regarding the structure of the reports resulted in a continuation of written reports from staff and oral reports from board committees. One additional report that will be included in the Board packet is the Monthly Budget Status Report, completed by the Director of Business and Operations.
  - b. The Board discussed new ways to meet and get to know who is on staff, their roles and where they serve within the agency.



- i. One way to access information is to have a complete directory of current staff.
  - ii. Develop more staff and Board interaction opportunities at board meetings and other community events.
- 5. Board training and development:
  - a. The Board has identified the need for additional training on roles and responsibilities. Members expressed a desire to have a small training exercise periodically in order to impact change in the understanding of roles and responsibilities. The long term goal is to develop a reference library with the training modules so new Board members have a reference to answer questions or concerns.
- 6. Board recruitment:
  - a. A discussion on recruitment for vacant Board seats, as Larry Swift's seat is now vacant. Board appointments are completed by the Governor and confirmed by the senate. There is an on-line application for Board positions.

Add as an agenda item to September meeting to review locations of meetings.  
Not possible to do virtual meetings due to special communication needs and different communication forms.

Finance committee meeting before September meeting on September 9, 2019 because of deadline for supplemental budget requests are due on September 20, 2019. Because of this, a quorum is very important for the September meeting.

### **Policy Committee Report/Policy Review**

The OCIO (Office of the Chief Information Officer) is the state agency governing technology usage and infrastructure for all state agencies. The OCIO developed and sent out a sample policy template for mobile devices. The adopted policy was due back from agencies to the OCIO by June 30, 2019. The OCIO granted an extension until August 31, 2019 for adoption of CDHY Policy 6250 in order to allow the Policy Committee and Board of Trustees to review and adopt the policy as required by statute. Policy 6250, Mobile Device policy was presented to the Board for approval. This policy included procedures embedded within the policy. In order to maintain continuity for policy language within CDHY Policy Manual, procedures were separated from policy and presented after lunch recess. Discussion ensued regarding use of stipends for personally owned devices. The Board unanimously wanted that section stricken. This resulted in removal of the language for CDHY Policy 6250.

**Recess for lunch at 11:35 am**

**Reconvened into open session at 12:46 pm**



The amended and final version of Policy 6250 was presented to the Board with procedures separated. This policy replaces the Pager Policy adopted 15 years ago. A change was requested to allow for use of the device for business and personal purposes if there is little or no impact to the agency while on authorized business trips. Currently, there are 38 phones and mobile devices checked out to staff.

### **Approval of Mobile Device Policy**

Char Parsley moved to approve the policy. Allie Joiner seconded the motion. The motion was voted on and approved with changes identified in the discussion.

Policy committee met yesterday. Chair, Nancy Sinkovitz reported. The bylaws will be presented and subject to approval today. There are three policies that need to be reviewed and modified. Five policies need to be developed.

### **Board Bylaws**

At the June meeting article one through five was presented as a first reading. Changes that were identified at that time have been made. Below is a discussion of the incorporated changes:

1. Discussion on voting and if the chair should vote. The Board Chair represents a congressional district and a quorum is needed. A quorum is needed to vote and take action. Legal counsel clarified that a majority is needed to take action. So if the vote is five to five it will not pass. Following discussion, no changes to voting were made.
2. Page 4 – Board self-assessment
  - a. A procedure will be developed by Policy Committee and presented to the Board for review. Board members recall there was a self-assessment done prior. The Board asked the Executive Director to research and report back to the board at the next Board Meeting.
  - b. On the topic of participation and commitment of individual members, a suggestion was made to review the application form for Board membership. There is language in the application that outlines expectations. These expectations could provide appropriate language for the bylaws.
3. Article 6 Page 7 3<sup>rd</sup> paragraph
  - a. A reminder: Statute requires the agency display notice of meeting at entrance.
  - b. Additionally, there should be public notice for all special meetings.
4. Page 8 section 4 - Meeting conduct
  - a. Section 4 B – Attendance at Board meetings
  - b. Face to face meetings are necessary to address access to communication issues using ASL, spoken English and other forms of communication in order to adequately participate in Board meetings.



- c. Discussion that “not physically present” sentence should be removed. There is a need for flexibility. If there is a special circumstance the Board Chair or Executive Director may arrange for participation using technology. This is already addressed. Remove first sentence.
5. Section 4 E – Open Public meetings act
  - a. Board members communicating with other members via cell phone is not allowed during meetings. This violates the open public meeting act. Will add at the language at the end “whether the Board member is present or absent.”
6. Page 9 section 5 A – Proposed Agenda
  - a. Current language articulates “Board materials will be sent at least three days in advance.” The committee thought that wasn’t enough time and recommends five business days. The Board agreed with the change.
7. Page 10 section 7 – Public comment
  - a. End of first paragraph if someone is making a presentation to Board it needs to be scheduled in advance.
8. Page 11 section 9 – Executive sessions
  - a. A complete menu of reasons the Board may recess into Executive Session should be included. Currently, there are some allowable reasons to recess into Executive Session that are not listed. Legal counsel for the Board indicated that a comprehensive list is recommended and does not place the agency at risk.
9. Discussion on the section titled “employment.” It was determined that the language was taken from the public act and should remain.
10. Article 7 - Committees
  - a. Discussion on length of committee terms and agreed to leave as is.
11. Article 8 - Board member expenses
  - a. There is a comprehensive travel policy and procedure in the State Administrative and Accounting Manual (SAAM) and in CDHY Policy. This section is not needed in Board bylaws.
  - b. It was noted that Kai is trying to track Board expenses to allocate appropriately for this activity. It is important to track all expenses.
  - c. This article will incorporate language stating “and committee meetings” to make sure expenses are tracked for all Board related activities.
12. Article 9 -Insurance
  - a. The term “district” needs to be changed to “agency.”
13. Article 10 - Policies
  - a. In the first paragraph, policies are not adopted until next meeting because there needs to be a second reading unless it’s in the best interest of the Board to adopt a policy at that time.
14. Article 11 - Conflict of interest





- a. The Policy Committee would like more explanation related to the state statute. The committee reviewed the RCW and thought it was better. A code of ethics will be developed by the committee. The RCW will be cited to increase clarity.

15. Article 12 – Amendments

- a. Need a two third vote to make amendments. Two-thirds majority is a higher threshold than majority. The Board indicated that it is prudent to protect the Board. The language “Two thirds of full Board “will be added.

**Approval of Board Bylaws**

Char Parsley moved to approve the bylaws with corrections indicated above. Allie Joiner seconded the motion. The motion was voted on and approved.

No updates on open position in District 10. Rick will reach out to two potential candidates.

Due to scheduling challenges and changes in public transportation, meetings for this school year will adjust slightly. Finance and policy committees will meet from 9:00 am to 10:00 am and Board meetings will be from 10:00 am-3:00 pm. In order to maintain the duration of Board meetings lunch break will be shortened and shall be scheduled from 12:00 – 12:30. Public comments will be taken at 12:30 pm. The Executive Director will send out Outlook invitations to all Board members.


Agenda items for September


- Update unfilled Board of Trustee positions
- Review possible supplemental budget
- Executive session

**Adjournment**

Seeing no objections, the Board chair adjourned the meeting at 2:14 pm.

Allie Joiner moved to adjourn. Maria Christianson seconded the motion.

  
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Nancy Fitta, Chair, Board of Trustees

  
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Rick Hauan, Executive Director, CDHY

9-13-19  
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Date

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