

Rose Villa Inc. Board of Directors
Meeting Minutes
Thursday, January 23, 2020 9:00am

Directors Present: Brad Smith, Chris Krenk, Glenn Rodriguez, Jennifer Connor-Smith, Eleanore Hunter, Sara Sayles, Eric Shawn

Directors Absent: Mike Leahy

Staff/Others Present: Vassar Byrd, Doug Morris, Tina Moullet, Diane Gibson, Erin Cornell, John Schallberger, Helen Lyons, Katie Morales, Mary Muñoz, Sarkis Garabedian, Darren Bell

Others on Conference Phone: Craig Witz

Brad Smith called the meeting to order at 9:10am

Consent Agenda

Consent agenda was unanimously approved with no abstentions.

Agenda

The meeting agenda was unanimously approved with no abstentions.

Phase 3 Financing

Brad Smith provided a recap of the Finance Committee meeting, which immediately preceded the Board meeting. Rose Villa is in a unique position of appearing to have the choice between financing via bonds, or through a bank loan with Washington Federal. The Finance Committee has concluded that the bond is the prudent course of action, in part because this will result in fixed interest rates for the life of the loan. At the February meeting of the Board, the Board will be asked to approve bond financing. The final bond interest rates will not be fixed until March when financing closes, but they are expected to stay at historically low rates.

Visitors Mary Muñoz, Sarkis Garabedian, Darren Bell, and Craig Witz left the meeting with the close of the financing discussion.

Board Recruitment

Brad Smith asked each member of the Board to give a status report about their recruitment efforts. Jennifer Connor-Smith confirmed the interview time for Steve Evans, a CPA Brad had brought forward, and Eleanore Hunter agreed to be a part of the initial interview team. Steve Evans will meet with Jennifer, Eleanore, Diane Gibson, and a yet-to-be-determined resident interviewer on Tuesday, February 4, 2:00pm at Rose Villa.

Brad encouraged all Board members to continue pressing forward with contacts and communicate with Jennifer, as Chair of the Board Development Committee, when progress is made.

Committee Review

Brad Smith directed the committees to meet regularly, with an aim to provide reports to the rest of the Board on a quarterly basis; committees will be asked to report at the March or April board meeting.

Officers Slate

Eleanore Hunter was unanimously approved for the office of Treasurer.

The Officers Slate was unanimously approved for FY2020 as presented by the Nominating Committee.

In Closing...

Katie Morales reminded the group about the sign-up sheet for Resident Forums, located on OneDrive. Additionally, Katie requested information about board engagement/communication tools that the group has experience with and have found to be effective.

The meeting was adjourned at 10:13am

Minutes submitted by Jennifer Connor-Smith on January 29, 2020

Rose Villa Inc. Board of Directors
Meeting Minutes
Thursday, February 27, 2020 9:00am

Directors Present: Brad Smith, Chris Krenk, Glenn Rodriguez, Jennifer Connor-Smith, Eleanore Hunter, Mike Leahy, Eric Shawn

Directors on Phone: Sara Sayles

Staff/Others Present: Vassar Byrd, Doug Morris, Tina Moullet, Diane Gibson, Erin Cornell, John Schallberger, Helen Lyons, Katie Morales, Angela Hansen, Sarkis Garabedian, Kristen Brooks

Brad Smith called the meeting to order at 9:06am

Consent Agenda

Consent agenda was unanimously approved with no abstentions. (Note: Glenn Rodriguez had not yet arrived at the time of the vote.)

Tina Moullet shared that 2 more sales of Schroeder Loft homes were secured on Wednesday, which meant the project is now 61% sold.

Erin Cornell elaborated on the Health Services report and the conclusion of the citation process; the major takeaway is that there is significant room for process improvement, both at the Rose Villa level (which has been addressed and systems are in place) and at the State level (which Erin is working on with LeadingAge to instigate).

Erin was asked to speak about how the Health Services team is monitoring and preparing to address the Coronavirus (COVID-19), if the need should arise. The Health Services team is receiving regular updates from the CDC, WHO, and Clackamas County, and is putting together a communication for residents, staff, and resident families based on this information. The communication will be attached to the minutes.

Erin provided an addition to the Health Services report, informing the Board that MaryHelen Clausing, Rose Villa's Director of Social Services, is embarking on an Administrator in Training program in order to become a licensed Nursing Home Administrator (Erin is currently the only LNHA at Rose Villa). As a part of her training, MaryHelen will likely be joining the Board for a meeting or two during the year.

Agenda

Meeting agenda was unanimously approved with no abstentions. (Note: Glenn Rodriguez had not yet arrived at the time of the vote.)

Phase 3 Financing

Diane Gibson provided an overview of the financing schedule.

We expect the Clackamas County Hospital Facility Authority to officially approve bond issuance on March 11 and the Board will be asked to approve the GMP at the March 12 meeting. There will be an investor webinar on March 16 and site visits are tentatively set for March 24. Sarkis Garabedian informed the Board that interest rates are currently at 1.57% (we borrowed at 4% in 2014) and the demand is high. Diane clarified that while the resolution authorizes Rose Villa to borrow “no more than \$85 Million”, we are expecting to borrow around \$70 Million.

Eleanore Hunter presented the resolution to authorize and approve the issuance of bonds and the financing of the Phase 3 project. The resolution was unanimously approved with no abstentions.

2019 Audit

Kristen Brooks, of Hansen Hunter & Co., provided a walkthrough of the audit presentation, which was distributed to the Board in advance of the meeting. At 10:16am, Brad called an Executive session, dismissing all non-voting members of the Board, except Kristen Brooks and Katie Morales. The Board was given the opportunity to ask Kristen questions. Brad asked Katie to make note of the desire of the Board to have a more in-depth discussion of resident contract provisions at a later meeting; Kristen is able to offer examples of language for contracts which would provide greater shields to Rose Villa, especially in the event of a significant downturn in the real estate market.

The Audit was unanimously accepted with no abstentions.

The meeting was adjourned at 10:40am.

Minutes submitted by Jennifer Connor-Smith on February 28, 2020.

Rose Villa Inc. Board of Directors
Meeting Minutes
Thursday, March 12, 2020

Directors on Phone: Brad Smith, Chris Krenk, Glenn Rodriguez, Eleanore Hunter, Jennifer Connor-Smith, Mike Leahy, Sara Sayles, Eric Shawn

Staff/Others Present: Vassar Byrd, Diane Gibson, Tina Moullet, John Schallberger, Helen Lyons, Bill Rector

Staff/Others on Phone: Doug Morris, Sarkis Garabedian, Craig Witz, Erin Cornell

Brad Smith called the meeting to order at 7:30am

Consent Agenda

Consent agenda was unanimously approved with no abstentions.

Agenda

Meeting agenda was unanimously approved with no abstentions.

RVI COVID-19 Update

Erin Cornell's update was provided to the Board on the previous day; members were invited to ask questions for further clarification.

Brad Smith asked if there were any lessons we could learn from the situation in Kirkland, WA. Erin explained that at this time she is unsure how to parse out fact from fiction in the news coverage; however, she is looking at the guidance coming from LeadingAge Washington to assist in our preparations.

Glenn Rodriguez asked if there was a way to expand our in-home care offerings to respond to the crisis. At this time, we do not have the level of nursing support to undertake such an expansion. For Independent Living residents who choose to isolate, we are able to offer food and grocery delivery; however, nurses must remain focused on residents in Madrona Grove.

Glenn suggested there may be resources in the community for volunteers with emeritus licenses. Erin will reach out to LeadingAge Oregon to find out if such a resource is available and could be used in our setting.

Phase 3 Financing

Diane Gibson referred the group to the Phase 3 Talking Points document sent to the Board ahead of the meeting, which contained information on the current status of the GMP and Bond Financing processes, and subsequent recommendation. Sarkis Garabedian and Craig Witz were present on the phone to answer questions about how coronavirus-related destabilization of the market has changed the original bond financing timeline.

The Board unanimously approved the Management Recommendation to: approve the Green Hammer GMP budget of \$3.6 million; approve the Bremik GMP Proposal of \$45,852,758; continue to prepare for construction and financing (through work on permits, value engineering, financing documents, etc.) so the project is ready to proceed with bond marketing; and proceed with bond marketing when Ziegler indicates that expected bond interest rates allow us to meet the minimum financing targets of a 1.5 debt service coverage.

Committee Reports

Jennifer Connor-Smith reported on the activity of the Board Development Committee, which is made up of herself, Eleanore Hunter, and Mike Leahy. The committee is hoping to bring a recommendation to the Board at the April meeting regarding two candidates currently in process: Steve Evans and Randy Sell.

Additionally, Jennifer reminded the Board of their access to myriad trainings through Relias; there is no formal expectation of members at this time, other than to become aware of what is available through that tool.

Glenn Rodriguez reported that the Health & License Committee has deferred their meeting, due to Coronavirus concerns.

The meeting was adjourned at 8:34am.

Rose Villa Inc. Board of Directors
Meeting Minutes
Thursday, April 16, 2020

Directors on Call: Brad Smith, Chris Krenk, Glenn Rodriguez, Eleanore Hunter, Jennifer Connor-Smith, Mike Leahy, Sara Sayles, Eric Shawn

Staff/Others on Call: Vassar Byrd, Doug Morris, Diane Gibson, Tina Moullet, Erin Cornell, John Schallberger, Helen Lyons, Craig Witz, Katie Morales

Brad Smith called the meeting to order at 7:35am

Consent Agenda

Consent agenda was unanimously approved with no abstentions.

Agenda

Meeting agenda was unanimously approved with no abstentions.

RVI COVID-19 Update

Erin Cornell, Tina Moullet, and Diane Gibson provided updates on the COVID-19 situation and the ramifications for Health Services, overall Operations, and Finances, respectively.

Jennifer Connor-Smith asked if the management team has been thinking through hazard pay in the event of an outbreak at Rose Villa. Erin responded to say that we understand the cost if we do need to pull that trigger in the future; however, we are primarily focused on securing the personal protective equipment (PPE) needed to ensure staff safety and they are currently feeling supported by the management and committed to their work.

Diane introduced the Small Business Administration Payroll Protection Program Loan, which we have access to through Washington Federal. We have been approved for the loan and need the Board to approve in order to close on the loan. Eleanore Hunter, Board Treasurer, made a motion that the Board approve the SBA Payroll Protection

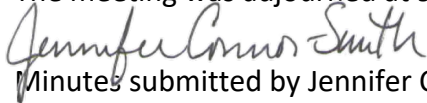
Program Loan for \$1,610,200.00, as recommended by the Board Finance Committee. The loan was unanimously approved with no abstentions.

Phase 3

Vassar Byrd asked Craig Witz to introduce the approvals needed for Phase 3 early work and GMP, detailed in the Finance Committee Board recommendations document distributed prior to the meeting. The Board unanimously approved both Phase 3 early work and GMP items, with no abstentions.

Lastly, a discussion on the Washington Federal Line of Credit was conducted and the Board affirmed the practice as prudent, even outside of the current COVID-19 crisis. The Board unanimously approved the line of credit with Washington Federal, not to exceed \$4M, with decisions on use delegated to the Finance Committee.

The meeting was adjourned at 9:37am.



Minutes submitted by Jennifer Connor-Smith, Board Secretary, on April 20, 2020

Rose Villa Inc. Board of Directors
Meeting Minutes
Thursday, June 25, 2020

Directors on Call: Brad Smith, Chris Krenk, Glenn Rodriguez, Eleanore Hunter, Jennifer Connor-Smith, Mike Leahy, Sara Sayles, Eric Shawn

Staff/Others on Call: Vassar Byrd, Doug Morris, Diane Gibson, Tina Moullet, Erin Cornell, John Schallberger, Helen Lyons, Bill Rector, Katie Morales

Brad Smith called the meeting to order at 7:38am

Consent Agenda

Consent agenda was unanimously approved with no abstentions.

Agenda

Meeting agenda was unanimously approved with no abstentions.

Phase 3 Financing

Diane Gibson spoke about the Phase 3 Financing process that had just come to a close and offered to send along Appendix A (the portion of the Offering Statement written by Rose Villa) and the feasibility study produced by Moss Adams to interested Board members. Diane explained that we would see some activity with the money up front, with \$2M coming directly to Rose Villa to reimburse preconstruction costs, and some money going out to pay for services rendered by Ziegler and various bond attorneys. Additionally, Rose Villa did receive some Federal money after Appendix A was submitted, which will assist in COVID-19-related expenses.

COVID-19 Update and Testing

Erin Cornell gave an update on the current COVID-19 situation at Rose Villa. The campus remains free of cases to date. A recent test on a symptomatic resident gave the Madrona Grove team an opportunity to test out their COVID response process and learn what needs improving. Regular infection control surveys continue and remain positive. Erin did receive a letter of noncompliance from the CDC's NHSN reporting department, claiming that we had not submitted a required report; Erin believes a glitch in the system has been identified and addressed which should prevent this from happening again, as the report was sent, it was simply not identified as coming from Rose Villa.

We have learned that we are required to perform a blanket testing of all Nursing Facility residents and staff this Summer and then subsequent monthly retesting of staff beginning in the Fall. Medicare will cover the cost of testing for residents. Expenses for initial staff testing will come through a variety of sources; Kaiser will pay for the testing of staff who receive Kaiser health benefits, we have the option to apply for state funding to cover uninsured staff, and some of the federal money Diane Gibson mentioned earlier could be used to pay for testing.

Signing Authority

The updated Signing Authority Resolution was unanimously approved as presented.

DEIA Program

Tina Moullet apprised the Board of Rose Villa's evolving DEIA (Diversity Equity Inclusion & Accessibility) program, which formally began in the Fall of 2019. We initially brought in a presenter, Michael Kahn, in September of 2019 to run a staff and a resident training session on Implicit Bias and Cultural Sensitivity. Following Michael's presentation, we conducted a search for a long-term partner who could help us make the program sustainable. With help from Chris Krenk, we selected Andrea Cano to be our long-term DEIA partner. In light of recent national events, we have decided we also need to appoint a staff person to serve as Diversity Officer. Tina announced that Katie Morales, Senior Management Project Coordinator, would be stepping into this role. Katie's charge as Diversity Officer is to be the main coordinator of our DEIA efforts, assembling a task force responsible for linking the efforts of residents, staff, and the Board. The Board will be kept apprised of the efforts and how they can be involved in furthering the work of increasing DEIA at Rose Villa.

Ethics Committee

Vassar Byrd informed the Board that the Ethics Committee, which has been dormant for a few years, is being reconvened to assist especially with addressing dilemmas which have arisen in Madrona Grove due to COVID-19. Chris Krenk will be the Chair and Glenn Rodriguez will also serve on this committee, in addition to the various staff members who will be involved.

Announcements

Brad Smith announced that Jennifer Connor-Smith had recently tendered her resignation from the Board, effective immediately following this meeting. Jennifer's absence from the Board will be felt keenly and she leaves with our great appreciation and well wishes as she works to get a handle on work and home life that have been upended by COVID-

19. Jennifer expressed her gratitude for her time serving on the Board and a willingness to be available should questions arise which she might be able to answer.

Chris Krenk reminded the staff present to send their comments, for the evaluation of CEO Vassar Byrd, to him as soon as possible.

Executive Session

Staff, excepting Katie Morales, were dismissed at 8:57am for the Executive Session.

The meeting was adjourned at 9:15am.

Minutes submitted by Katie Morales on June 30, 2020

Rose Villa Inc. Board of Directors
Meeting Minutes
Thursday, July 23, 2020

Directors on Call: Brad Smith, Chris Krenk, Glenn Rodriguez (joined at 8:00am), Eleanore Hunter, Mike Leahy, Eric Shawn

Staff/Others on Call: Vassar Byrd, Doug Morris, Diane Gibson, Tina Moullet, Erin Cornell, Helen Lyons, Bill Rector, Katie Morales, Andrea Cano (for portion of meeting)

Directors not on call: Sara Sayles

Brad Smith called the meeting to order at 7:36am

Consent Agenda

Chris Krenk made the request to have a representative from Arnerich Massena present at the next Finance Committee meeting to review recent activity of Rose Villa's investments. Diane Gibson agreed to schedule that meeting.

Erin Cornell informed the Board of some recent developments in Health Services since submitting her report. The State issued a recommendation to have all long-term facility staff wear face shields in addition to surgical masks; this is not yet a requirement, but Erin will be bringing this issue to the Ethics Committee in order to address concerns should it evolve from a recommendation into a requirement.

Consent agenda was unanimously approved with no abstentions.

Agenda

Brad Smith asked to add a brief executive session to the end of the meeting agenda. With this addition, the meeting agenda was unanimously approved with no abstentions.

RVI-VLS Agendas & Structure

Vassar Byrd informed the Board of the current status of the parent company, VL Services. VL Services has officially incorporated, as of 2019, and the bylaws are in their final draft stages. Vassar, Diane, and Doug Morris will be working to finalize those documents and will alert the Board when action is needed. The Executive Committee is

the acting Board for VL Services, and a task force exists to assist with VL Services strategic goals.

Eleanore Hunter gave an update on board recruitment efforts. Randy Sell has been interviewed by multiple Board members and is nearing the end of his interview process; Eleanore expects to bring forth a recommendation regarding Randy at the next meeting. Mike Leahy has introduced Ruby Haughton-Pitts as a potential candidate; Eleanore is connecting with her to explore the possibility.

Glenn Rodriguez has also recommended a couple of physicians for consideration.

Brad further informed the Board that he has asked Chris Krenk if he would be willing to serve as Board President when Brad's term as President is complete at the turn of the year. Chris has indicated he is willing; formal voting will take place at the end of 2020. Additionally, with the resignation of Jennifer Connor-Smith from the Board, a vacancy was created in the position of Secretary. Brad asked Glenn if he would fill that role; Glenn has agreed and is now the Board Secretary.

VL Services Work Update

Vassar Byrd updated the Board on recent work she has been doing to pursue possible partnerships for VL Services. Horizon House, a Life Plan Community in Seattle, is emerging as the strongest potential partner. Vassar and Tina Moullet recently met with Horizon House's CEO and COO, revealing opportunities for synergy amongst senior staff. Vassar and Mike Ostrem (Horizon House's CEO) are working on a 'position paper' which will outline the possibilities for a partnership between the communities. Vassar will be joining the Horizon House Board meeting on September 2.

Additionally, Vassar is working on creating a database of other communities and organizations that will be good partners for VL Services.

DEIA

Katie Morales introduced Andrea Cano, Consultant for Rose Villa's Diversity Equity Inclusion and Accessibility (DEIA) efforts. Andrea presented her ethical framework for the program, born out of her exposure to ethical frameworks during her chaplaincy work in the medical field.

Andrea will be able to build a more full sense of where RV stands on DEIA issues following the administration of assessments in August. Eric Shawn expressed that,

amongst residents, there is a wide range of opinion and feeling; however, most are supportive of efforts.

Helen Lyons asked about the experience of marketing and whether we are not actively marketing to people of color, or not receiving inquiries from people of color. Tina explained that we receive very few inquiries from people of color and we will be exploring possibilities for how to reach them.

COVID Employee Policies

Tina Moullet presented the two COVID-related employee policies that were recently put in place: COVID Sick Pay and the Personal Travel Policy. COVID Sick Pay covers the pay for staff who have to miss work due to presenting symptoms or unintentional exposure. The Personal Travel Policy increases communication between employees and their supervisors around potential for exposure to COVID due to personal travel, and whether the employee will need to take time off for the travel or quarantine after their travel. Both policies were created with the intention of establishing a partnership with staff so as to help them make good decisions; this is especially important at a time when decisions made by staff in their social lives can have such an effect on the health and wellbeing of the Rose Villa community and all its members.

Community Life

Tina Moullet gave her initial report on Community Life, which will be a standing agenda item now that Tina has taken on the role of Executive Director. Tina's report centered on the establishment and recent activity of three Resident Council committees: iDREAM, Communications, and Community Health. Tina also informed the Board that Rose Villa had been able to reactivate the internal move program and allow for the relocation of a few residents to homes they preferred over those they originally moved to.

Vassar Byrd spoke about the recent increase in interest amongst the residents around Rose Villa's financial state and budget process. This has largely been prompted by the closure of SEEDS. Diane will be holding a series of finance-related Zoom meetings for residents to receive a fuller picture of Rose Villa's budget and process. Additionally, Vassar will be reformatting the Finance Liaison Group to increase the effectiveness of that program.

It was requested that Katie Morales send the links to those finance Zoom meetings, hosted by Diane, to the Board.

Executive Session

Staff, excepting Katie Morales, were dismissed at 9:19am for the Executive Session.

The evaluation and compensation package for CEO Vassar Byrd, as recommended by the Compensation Committee, was unanimously approved. The details of the evaluation and compensation package will be presented to Vassar Byrd at the August 18 meeting of the Executive Committee.

The meeting was adjourned at 9:30am.

Minutes submitted by Glenn Rodriguez on August 5, 2020

Rose Villa Inc. Board of Directors
Meeting Minutes
Monday, August 24, 2020

Directors on Call: Brad Smith, Chris Krenk, Glenn Rodriguez, Eleanore Hunter, Eric Shawn

Staff/Others on Call: Vassar Byrd, Doug Morris, Diane Gibson, Tina Moullet, Erin Cornell, John Schallberger, Helen Lyons, Bill Rector, Katie Morales

Directors not on call: Sara Sayles, Mike Leahy

Brad Smith called the meeting to order at 3:05pm

Consent Agenda

Consent agenda was unanimously approved with no abstentions.

Agenda

Brad Smith asked to add an update from Erin Cornell about the COVID-19 situation at the beginning of the agenda. With this addition, the meeting agenda was unanimously approved with no abstentions.

COVID-19 Update

Erin Cornell provided an update on the situation with the COVID-19 positive staff member. Due to the nature of the staff member's exposure and subsequent diagnosis, we were able to say with confidence that there had been no risk of exposure at Rose Villa; thus, we were not required to retest all staff and residents as we would generally have to do in this kind of situation. Madrona Grove residents and their representatives were informed of the positive test result within 12 hours of our knowledge of the diagnosis; likewise, all Independent Living residents were notified.

Unrelated to this experience, we are also currently awaiting the results of a test for a staff member who has concerning symptoms.

The return-to-work policy will be refined through this process. The state allows for asymptomatic staff members to return to work 10 days after a positive test result, and

24 hours after symptoms resolve for a symptomatic staff member. We would like to be more conservative than what the state allows and will be solidifying Rose Villa's guidelines will be before this staff member returns to work.

VL Services

Vassar Byrd gave an update on current VL Services work. Vassar will be presenting to the Board of Horizon House on September 2; the CEO of Horizon House has communicated an eagerness to have their community partner with Rose Villa and a 3rd community in the Seattle area. Vassar's meeting with the Board will give her an opportunity to gauge their level of interest and understand their vision for the future.

The VL Services Board (currently the RVI Executive Committee) approved the bylaws. Additionally, our bond counsel attorney completed their legal review of VL Services documents and saw no issues.

Community Life

Tina Moullet informed the Board that the Sales team had recently experienced their first COVID-related change of mind by a potential Classic Cottage resident. The Sales team had offered to make accommodations to help ease the resident's anxiety about moving during a pandemic; however, the individual concluded that the timing was not right for them. This is the first situation of this kind for both existing residences and Phase 3 homes.

Tina also provided insight into work that is being done to help with the ongoing challenges to social life in the midst of COVID-19. A Resident Activities Advisory Group will be convening to promote collaboration and proactive problem-solving between residents and staff, especially as we approach the holiday season, which is usually filled with gatherings and food-filled festivities.

Vassar spoke about the Resident Finance Liaison Group, which is undergoing changes to increase collaboration and responsibility of the resident members. In addition to this, Diane Gibson will be holding quarterly 'financial facts' Zoom events for residents to tune in and learn about a variety of factors that influence the annual budget.

Lastly, Vassar announced that Linda Reed had decided to resign from her position as the Foundation Executive Director, and her last day would be Friday, September 4th.

Board Development

Eleanore Hunter provided an update on the recruitment process for new directors. Randy Sell was scheduled for his next interview and had a medical emergency that prohibited him from attending; Eleanore will reach out when it seems appropriate. Ruby Haugton has not responded to Eleanore's messages; Mike Leahy will need to assist in making the connection.

Eleanore has a contact in whom she is working to create some interest in joining the Board; Vassar has met her and agrees she would make a great addition if she is interested.

Board Retreat Agenda

Vassar reminded the group of the Retreat, which is scheduled for Friday, October 23, 2:00-5:00pm on Zoom. The agenda will focus mainly on strategic planning for RVI (resident engagement, progress with DEIA efforts, long-term staff engagement and support, affordability for Rose Villa, and strategic partnerships).

Our goal for the 2021 retreat will be to hold it in Sisters, taking advantage of Glenn's recently acquired property.

Upcoming Dates

The group decided to move the October 29 meeting back to Monday, November 9, 9:00-11:00am, to ensure a finalized budget can be presented and voted on.

A Board-Resident mixer is scheduled for November 19; the group decided to keep the date and instructed Katie to work on formatting the event like the Groundbreaking event organized by Jen Werdel. Details will come closer to the date.

The meeting was adjourned at 3:50pm.

Minutes submitted by Glenn Rodriguez on September 2, 2020

Rose Villa Inc. Board of Directors
Meeting Minutes
Monday, November 9, 2020

Directors on Call: Brad Smith, Chris Krenk, Glenn Rodriguez, Eleanore Hunter, Eric Shawn, Sara Sayles, Mike Leahy

Staff/Others on Call: Vassar Byrd, Doug Morris, Diane Gibson, Tina Moullet, Erin Cornell, Helen Lyons, Bill Rector, Katie Morales

Brad Smith called the meeting to order at 9:09am

Consent Agenda

Consent agenda was unanimously approved with no abstentions.

Agenda

The meeting agenda was unanimously approved with no abstentions.

Good News

Erin Cornell announced her pregnancy and timeline for going on maternity leave in mid-February. MaryHelen Clausing, Director of Social Services, will be the acting Administrator and Director of Health Services in Erin's absence, just as she did during Erin's leave two years ago. Erin is working to have all processes solidified and in place by mid-December.

Budget 2021

Diane Gibson provided a walkthrough of the budget presentation, as distributed to the Board prior to the meeting. The following are questions – and the answers provided them – that surfaced during the meeting.

- Helen Lyons asked for clarification on the additional staff that were detailed on the “Key Expense Assumptions” slide. Erin Cornell explained that, due to COVID restrictions on resident activities, aides are now spending more time with residents, and staff had to be added to offset the increase in care duties. When life returns to normal, and if we are able to meet the standards of care, we expect to be able to reduce that staff time.

- A question was posed about whether Rose Court improvements would include the interior and if that would help with being able to sell homes there. Tina Moullet expressed that Rose Court has historically been more challenging to sell, for a few reasons. The building itself is different than anything else we have on campus; additionally, the homes are large and the demand for that size is different. Tina expects that the exterior and interior upgrades will help with interest.
- Mike Leahy asked how the budget team considered if bad things continue to happen (e.g. COVID cases, Medicaid budget being cut, housing bubble burst...). To what extent will Rose Villa be able to react to a 'worst case scenario'? Diane explained that the leadership team had already done quite a bit of work early on in the pandemic – and even before COVID, when we were seeing signs of economic downturn – to identify key indicators and early warning signs of trouble ahead. We do have cushion built into the budget to deal with one-time, short-term events. For long-term challenges, we have identified some options and are monitoring the various indicators on a regular basis; we will keep the Board apprised as challenges arise.
- Glenn Rodriguez asked about the PPP loan forgiveness process. Diane expressed her certainty that the loan would be forgiven, as we have met the criteria and maintained staffing as required; it is now just a matter of when to apply.

Eleanore Hunter, as Treasurer, brought for the recommendation of the Finance Committee that the Board approve the 2021 budget as presented. **The budget was unanimously approved with no abstentions.**

Glenn stated that he was impressed and surprised by how proactively and well the Rose Villa team has been able to respond to the year's challenges, maintaining both the occupancy and the mission of the Community. Brad expressed gratitude to the Rose Villa management team, commending the process that allows the budget to be built from the ground up, rather than the top-down.

990 Draft

The Board reviewed the 990, as distributed prior to the meeting, and were given an opportunity to ask questions.

Community Life Report

Tina Moullet provided a report on community life at Rose Villa. Highlights are as follows:

- She announced that Rose Villa had just been awarded 3rd Place in the 100-499 employer size category of the Oregon's Healthiest Employer designation.

- Following the wildfire and smoke events of September, a team of residents and staff has convened to create a comprehensive emergency plan to ensure clarity for all in future events. The plan will fulfill the following needs:
 - Residents will have clear direction of what to do in various situations and won't need to wait for Rose Villa leadership to know what kind of personal action to take
 - Communicate what different groups are responsible for
 - Institute an "Incident Command", clarifying who is in charge, how they can be reached, and where they will be operating during an event
 - Provide for varying contingencies regarding power and communication resources (electricity, phones available or offline?)

2021 Calendar

Katie Morales directed the attention of the Board to the proposed 2021 dates, for meetings and social events. The Board decided that meetings should be moved to 9:00am, and Directors were asked to communicate preferences on dates to Katie Morales by Friday, November 13.

Reminders:

Brad Smith reminded the group that DEIA will be on the agenda for December, and that Directors should communicate with Brad (and cc Katie) about how they believe the Board should follow up on, and support, the community's work.

The meeting was adjourned at 10:44am.

Minutes submitted by Glenn Rodriguez on November 16, 2020.

Rose Villa Inc. Board of Directors
Meeting Minutes
Friday, December 11, 2020

Directors on call: Brad Smith, Glenn Rodriguez, Eleanore Hunter, Eric Shawn, Sara Sayles, Mike Leahy

Staff/Others on call: Vassar Byrd, Doug Morris, Tina Moullet, Erin Cornell, John Schallberger, Helen Lyons, Bill Rector, Katie Morales

Directors, Staff not on call: Chris Krenk, Diane Gibson

Brad Smith called the meeting to order at 11:33am

Consent Agenda

Regarding the Health Services report, Erin Cornell was asked to give an update about the COVID-19 vaccine as it relates to Rose Villa. Approval has not yet been granted for a vaccine; however, Rose Villa has already been working with CVS Pharmacy to coordinate next steps once a vaccine has been approved and received in Oregon.

Tina Moullet added that, while we are not going to be requiring the vaccine as a condition for employment, we will reevaluate our policies around COVID sick-pay once all employees have had the opportunity to receive the vaccine; there may be an opportunity to reduce COVID-related costs after the vaccine has been administered.

Consent agenda was unanimously approved with no abstentions.

Agenda

The meeting agenda was unanimously approved with no abstentions.

Thank You

Vassar Byrd expressed thanks to all for their continued service on the Board. Additionally, specific thanks was given to Helen Lyons as she is concluding her time on the Board as a representative of the Resident's Council; with new leadership coming onto the Council, Helen is now able to retire from her position as Immediate Past Chair and pass that torch to Eric Shawn.

Brad Smith is also concluding his role as Board President in the near future and was thanked for his leadership in that position.

Sara Sayles will also be stepping off of the Board after this meeting, due to job responsibilities that have expanded over the course of the COVID-19 pandemic. Sara also served as RVI liaison to the Rose Villa Foundation Board and her presence will be missed on both boards.

DEIA Initiatives Discussion

The Board discussed the DEIA priorities as identified and circulated by Katie Morales, following input from each of the Directors prior to the meeting. The discussion centered mainly on establishing diversity on the Board and engaging in education with the Rose Villa community.

Eleanore Hunter, as the Chair of the Board Development Committee, is working hard to increase diversity on the Board. She is currently in conversation with two candidates, both of whom will bring valuable expertise and skills to the group; they also are women with ethnic backgrounds that would increase the diversity of the Board.

Katie Morales and the DEIA Coordinating Committee are working on an education and events calendar for 2021 which will include opportunities for residents and for staff; the Board will be invited and welcome to join in on any of the programs offered, in order to participate in a shared learning experience with members of the community.

Officers Slate

Brad Smith informed the group that Chris Krenk had recently experienced a change in his health which may affect his ability to step into the role of Rose Villa Board President. Chris expects to know more in the coming weeks and will be able to make a more informed decision at a later date; until that time, the 2020 Officers Slate will stand and the Board can expect to see and vote on the 2021 Officers Slate at the next meeting.

Community Life Report

Tina Moullet provided a report on community life at Rose Villa. Highlights are as follows:

- Our Wellness Center remains closed due to current restrictions in Clackamas County as outlined by Governor Brown. Because the center is not open to the public and has been limited only to resident use, and because we are concerned about the ongoing health of residents who do not have access to fitness facilities, we are leveraging LeadingAge Oregon to request an exception to this rule.
- The Incident Response Guide has reached a final draft state and will soon go out to the community for final comments and questions.
- Eric Shawn gave a report from the Resident Council; the text version of his report will be attached to the minutes.

The meeting was adjourned at 12:52.

Minutes submitted by Glenn Rodriguez on December 17, 2020