

**Rose Villa Inc. Board of Directors
Meeting Minutes
January 6, 2022**

Directors present: Glenn Rodriguez, Eleanore Hunter, Ed Gorman, Rose Ojeda, Kirsten Jacobs, Ron Stock, Jerry Corn

Staff/Others present: Vassar Byrd, Diane Gibson, Tina Moullet, Doug Morris, Bill Rector, Cindy Brown, Beth Knoll

Directors/Others not present: Erin Cornell, Wade Clowes

Glenn Rodriguez called the meeting to order at 9:30 am.

Welcome New Board Members

All Board Members and Rose Villa staff introduced.

Consent Agenda

No new Consent Agenda to approve.

Meeting Agenda

The meeting agenda was unanimously approved with no objections or abstentions.

Community Life

Tina Moullet gave a verbal report on Rose Villa's Community Life. Updates on COVID protocols for Madrona Grove staff, upgraded mask recommendations for all who enter Rose Villa indoor common areas, new staff cases.

Discussion re: staff and residents working collaboratively to get ready for Phase 3 and new residents moving in. Description of "Let's Talk" meetings.

Focusing on community, especially during winter months, and how to safely gather. Continued assessment of campus and meeting areas.

Phase 3 Update

Vassar Byrd gave a verbal Phase 3 Update that progress on the project continues well, even with a slow-down due to winter weather. Trillium Townhomes are dried-in.

Question re: what Rose Villa's post-construction owner responsibilities are.

2022 Officer Slate

Discussion of makeup of Executive Committee and approval of 2022 officer slate.
New Secretary: Wade Clowes.

2022 slate approved unanimously with no objections or abstentions.

Appoint liaison to Rose Villa Foundation Board

Discussion re: importance of the two Rose Villa Boards being connected and in communication. Ron Stock will be the new liaison.

Board Evaluation

Glenn Rodriguez and Beth Knoll to work on evaluation process for members to give feedback.

The meeting was adjourned at 10:40 am.

Minutes approved by Wade Clowes on January 10, 2022.

Reminders:

- The next Board Meeting will be on Thursday, February 3, at 9:30 am, probably via Zoom. Link will be distributed.
- The next Resident Forum is Tuesday, January 18, at 2:30 pm via Zoom.

Link:

<https://us02web.zoom.us/j/89659840992?pwd=NWI2L1cyVFpNRzF3aFhQd3pkWGRUUT09>

By Phone: 253 215 8782 Meeting ID: 896 5984 0992 Passcode: 781853

**Rose Villa Inc. Board of Directors
Meeting Minutes
February 3, 2022**

Directors present: Glenn Rodriguez, Eleanore Hunter, Wade Clowes, Ed Gorman, Rose Ojeda, Kirsten Jacobs, Ron Stock, Jerry Corn

Staff/Others present: Vassar Byrd, Diane Gibson, Tina Moullet, Erin Cornell, Doug Morris, Bill Rector, Cindy Brown, Beth Knoll, guest presenter Jennifer Loring

Glenn Rodriguez called the meeting to order at 9:31 am.

Consent Agenda

Erin clarified that independent living residents are 92% up-to-date with COVID 19 vaccinations, meaning they have received at least one booster past the initial series of vaccinations. Staff are 85% up-to-date. We also have made an offer that has been accepted for the Director of Nursing Services position. The new DNS will start on February 14, 2022.

The consent agenda was unanimously approved with no objections or abstentions.

Meeting Agenda

The meeting agenda was unanimously approved with no objections or abstentions.

Child Development Center

Jennifer Loring, Child Development Center Director, gave a presentation on the new Child Development Center in the Schroeder Lofts building. She will make a similar presentation to the residents on Friday, February 4.

Community Life

Tina Moullet gave a verbal report on Rose Villa's Community Life, focusing on resident groups, particularly those who are involved in welcoming new Phase 3 residents and on building community.

- Welcoming Committee – assigns “buddies” to new residents
- Let's Talk – forms small groups who share what it's like to live in community
- A resident/staff group that will help create community and build relationships, especially in neighborhoods that aren't architecturally geared toward in situ communities.

Discussion and questions about prioritizing activities and involvement, which are individual choices. The community dynamic has shifted to empower residents to sponsor activities.

Phase 3 Update

Vassar Byrd gave a verbal Phase 3 Update. Due to supply chain issues, the opening of the Child Development Center will be slightly delayed. This will impact the larger timeline very little.

Board Evaluations

2021 Self-Evaluations and Board Function Evaluations will be sent out to all Members. New 2022 Board Members are welcome to share any suggestions. Deadline to return to Beth Knoll is February 14.

The meeting was adjourned at 10:56 am.

Minutes approved by Wade Clowes on February 4, 2022.

Reminders:

- The next Resident/Board Mixer will be on Thursday, March 3, at 3:00 pm, location TBD. Link will be distributed if via Zoom.
- The next Resident Forum is Tuesday, February 15, at 2:30 pm via Zoom.
Link:
<https://us02web.zoom.us/j/89659840992?pwd=NWI2L1cyVFpNRzF3aFhQd3pkWGRUUT09>
By phone: 253 215 8782 Meeting ID: 896 5984 0992 Passcode: 781853
- The next RVI Board Meeting will be on Thursday, April 28, at 9:30 am, location TBD. Link will be distributed if via Zoom.

Rose Villa Inc. Board of Directors
Meeting Minutes
April 28, 2022

Directors present on call: Glenn Rodriguez, Eleanore Hunter, Wade Clowes, Ed Gorman, Rose Ojeda, Kirsten Jacobs, Ron Stock, Jerry Corn

Staff/Others present on call: Vassar Byrd, Diane Gibson, Tina Moullet, Erin Cornell, Doug Morris, Bill Rector, Cindy Brown, Beth Knoll, Brittney Johnson

Glenn Rodriguez called the meeting to order at 9:31 am.

Consent Agenda

Question and discussion re: accounting software. Diane Gibson clarified that the software has been implemented and is now ready for use in automating systems and creating efficiencies for managers.

Question and discussion re: Health Services report. Erin Cornell clarified that we have had no COVID spread among staff and the independent living residents who tested positive experienced mild to no symptoms. We had a booster clinic onsite on Tuesday, April 26. We are not at high emergency status regarding COVID due to the high vaccination/booster rate among residents and staff.

The consent agenda was unanimously approved with no objections or abstentions.

Meeting Agenda

The meeting agenda was unanimously approved with no objections or abstentions.

Audit

Diane Gibson introduced Brittney Johnson of Hansen, Hunter, & Co., to present the audit to the Board. The Financial Committee had reviewed the audit report in advance of the Board Meeting. After the presentation, staff withdrew to a breakout room so the Board could ask questions of Brittney without staff present. The Board unanimously accepted the Audit report with no objections or abstentions.

Community Life

Tina Moullet gave a verbal report on Rose Villa's Community Life, focusing on staffing, the upcoming office moves, Madrona Grove resident move, incoming independent living resident move-ins, and the Resiliency Action Plan.

- Staffing
 - All staff are working hard to continue to provide services to residents and support Phase 3

- We are close to making an offer for the Director of Strategic Operations position and hope to do so in early May.
- A new IT Project Manager will provide leadership to IT staff, work with DaVinci, and provide high-level IT support. This is a temporary position, to provide direction through the end of Phase 3 construction and building activation as well as bridge the gap until the new Director of Strategic Operations is fully on board.
- Courtesy Services: Grey Davis, former Courtesy Services Supervisor, will now be the Community Relations Coordinator and provide event/activity support to residents and staff. Lindsey Steward-DeMars, Resident Services Receptionist, has moved into the Lead Receptionist position to support day-to-day Courtesy Services operations.
- Human Resources: Trista Carden has been hired as the Recruitment and Onboarding Specialist.
- Finance Department: Annie Newberg has been hired in a new position, HR & Finance Assistant, to support both the Finance and HR Departments.
- The DEIA (Diversity, Equity, Inclusion, and Accessibility) position will open after the Director of Strategic Operations starts.
- Vassar Byrd added that she has been networking for CFO leadership referrals and has identified and interviewed a recruiter if we decide that is a next step.
- Moves
 - Many staff will move to their new Madrona Grove third-floor offices on May 18.
 - Madrona Grove residents will move on June 1.
 - Resident-led “Welcome Circles” are ready to go when the new independent living residents move in.
- Resiliency Action Plan (RAP)
 - Continuing to meet with partners from Green Hammer.
 - We are in the first data-collection phase.
 - When we move into the next phases (data assessment and implementation), those Board members who have expressed interest in the RAP will be invited to join.

Phase 3 Update

Vassar Byrd gave a verbal Phase 3 Update. We are on schedule. Trillium Townhomes are finished. Those residents will move in conjunction with the Schroeder Lofts residents instead of earlier, due to the construction site still being active. During the four-week turnover process, Bremik will still be completing some work – particularly the electrical area, given that subcontractor’s labor force issues - while Rose Villa begins to occupy and use the building. MaryHelen Clausing is working out schedules for people to pack resident belongings prior to Memorial Day and be resident buddies on June 1.

Glenn Rodriguez shifted the order of the agenda due to time constraints.

RVI Board Meeting Minutes

Rose Villa reviewed requirements of providing financial review and access to Board meeting minutes.

- Rose Villa provides financial information
 - At the yearly Budget Resident Forum in November.
 - Quarterly in “Financial Facts” presentations by the Director of Finance.
- Board Meeting minutes will be available for three years, and is a state requirement.

A motion was made to post meeting minutes (with sensitive information redacted, as outlined by State regulations) on Touchtown. The motion was unanimously approved with no objections or abstentions. These will be posted under the RVI Board of Directors icon.

Finance Liaison Group (FLG) Update

The FLG met with the Executive Committee on March 23, 2022. As a result of this meeting, Vassar Byrd wrote a series of memos detailing decision-making processes, company structure, and leadership; strategic planning; risk assessment, management, and mitigation; and North Star Senior Collaborative. Later in the year, small group meetings with residents will happen with Vassar discussing North Star and Tina discussing strategic planning. Given the resignation of 40% of the FLG group, in particular the Resident Council chair, that group has disbanded.

Board Resolution: Update Signing Authority

The Signing Authority was presented to the Board to update reflecting staff changes. Beth will send the document to Glenn and Wade for signatures.

The resolution was unanimously approved with no changes, objections, or abstentions.

Board Resolution: Update Consulting Authority

The Consulting Authority was presented to the Board to update reflecting staff changes. Discussion re: clarifying verbiage regarding revenue. Beth will send the document to Glenn and Wade for signatures.

The resolution was unanimously approved with suggested changes and with no objections or abstentions.

Finance Committee Report

The Finance Committee presented their report with recommendations to change the Strategic Asset Allocation ratio from 50% fixed/50% equities to 40% fixed /60% equities. They also suggest forming an ESG sub-committee (Environmental, Social, and Governance) to address growing interest to move toward a more socially responsible investment model, understanding that ESG has yet to have industry wide accepted definitions and criteria.

The recommendation was unanimously approved with no changes, objections, or abstentions.

Diane Gibson presented an updated 2022 budget to include operations from Phase 3 as well as an updated balance sheet and cash flow statement that shows the cash flows for construction, entrance fees from move ins and debt reduction. The committee recommends the Board approve Phase 3 Operating assumptions and updated budget.

The recommendation was unanimously approved with no changes, objections, or abstentions.

Board Evaluations

Returns from the 2021 Self-Evaluations will be sent out to all Members. Based on returns from the Board Function Evaluations, themes will be implemented in future Board Meetings.

Board Committees

Glenn recommended focusing on three standing committees:

- Executive
- Finance (ESG sub-committee as long as needed)
- Governance (including Board Development Committee)

Ad hoc committees will be formed as needed. The Resiliency Committee will be folded into the strategic planning process outlined by Tina Moullet.

The meeting was adjourned at 11:20 am.

Minutes approved by Wade Clowes on May 10, 2022.

Reminders:

- There will be no meeting in May.
- The next Board Meeting will be on Thursday, June 2, at 9:30 am, location TBD. Link will be distributed if via Zoom.
- The next Resident Forum is Tuesday, May 17, at 2:30 pm in the PAC.

Rose Villa Inc. Board of Directors
Meeting Minutes
June 2, 2022

Directors present on call: Glenn Rodriguez, Eleanore Hunter, Wade Clowes, Ed Gorman, Rose Ojeda, Kirsten Jacobs, Ron Stock

Staff/Others present on call: Vassar Byrd, Tina Moullet, Jim Willeford, Angela Hansen, Doug Morris, Bill Rector, Cindy Brown, Beth Knoll

Not present on call: Jerry Corn, Erin Cornell

Glenn Rodriguez called the meeting to order at 9:31 am. New attendees Jim Willeford, Director of Strategic Operations, and Angela Hansen, Director of Finance, were introduced.

Consent Agenda

The consent agenda was unanimously approved with no objections or abstentions.

Meeting Agenda

Suggestion: add the Board self-evaluations to the agenda.

The meeting agenda was unanimously approved with the addition. There were no objections or abstentions.

Community Life

Tina Moullet gave a verbal report on Rose Villa's Community Life, focusing on workforce issues including recruitment and retention, and gearing up for the new budget cycle. Cindy Brown gave some comments on behalf of the Resident Council.

- Workforce, recruitment, and retention
 - Food & Beverage and Environmental Services are the departments that are most impacted.
 - Some services are limited, such as table-side service in Harvest Grill.
 - Madrona Grove is still getting full services and the full menu is available for all residents.
 - HR is working hard to emphasize culture, benefits, flexible schedules, to appeal to a broader workforce, especially to the local area for line staff positions.
 - Putting into place the Total Rewards Strategy and our branding in the marketplace.
 - Rose Villa is not unique; senior living communities across the nation are experiencing the same challenges.

- Staff morale is currently on an upswing with the new Madrona Grove opening, and with a number of internal promotions.

Discussion re: hiring in general and in the Oak Grove area in particular. Request to have staffing numbers in report form for each RVI Board meeting.

- Bill Rector and Cindy Brown offered the resident perspective that the staff has a great attitude toward residents and it's very positive that services are still continuing despite the staffing challenges.
- Budget cycle
 - Starting to prep for the new budget. Tina and Angela start to ask residents for needs and where there are areas for possible improvement in the capital budget (e.g., the Garden Grove Event Space).
 - Also other areas that need repurposing, such as the former SEEDS space.
- Council Comments – Cindy Brown
 - Report on the progress the Bylaws Committee is making.
 - Welcome Circles, rather than a single Welcome Buddy, for new residents is a better, more flexible response to incoming residents' needs
 - Starting Neighborhood Tours and Open Houses, open to all residents, not just incoming.
 - Tuesday Market will open in July.

Phase 3 Update

Vassar Byrd and Jim Willeford gave a verbal Phase 3 Update. Due to setbacks, the Temporary Certificate of Occupancy (TCO) was delayed, so we were unable to move the Madrona Grove residents on June 1 and to occupy staff offices. We are working with Bremik and the subcontractors to get work completed so we can get the TCO and therefore be licensed by the state for the nursing home. Goal is to pack Madrona Grove resident belongings June 8-10 and move in on June 14. There will be a remembrance ceremony for the old Madrona Grove on June 17 prior to abatement and demolition of the old building, then work begins on the circular drive and the new south entrance.

Angela noted that the Trillium Townhome residents will start to move in mid-July. 60-day letters were sent out to the Schroeder Lofts residents; their move-ins begin mid-August.

RVI Committee Structure, Board Development, Self-Evaluations

Glenn reiterated the three standing committees:

- Executive
- Finance (with ESG sub-committee for as long as needed)
- Governance (including Board Development Committee)

Discussion re: the ESG (Environment, Social, Governance) sub-committee. Working with Becker to identify Rose Villa investment priorities; identifying how energy companies are changing and how they align with Rose Villa values. Ron noted the Foundation is also working in this area.

Ed will be chairing the Resiliency Committee. Rose Villa is in the middle of working with partner Green Hammer on the Resilience Action Plan. Currently reviewing how our campus stands now, then identifying how to move forward in a multi-year effort. Jim will be the most direct reporter from the staff on this effort. Some resiliency elements are already built into Phase 3 and will support our future efforts.

Discussion re: Board Education. Financial education information suggested to be presented again now that some have been on the Board for six months.

Discussion re: calendar. Change the Board retreat to October instead of September and the Resident/Board mixer to September.

Glenn will work with Beth to distribute the full results of the Board Self-Evaluations.

The meeting was adjourned at 10:50 am.

Minutes sent by Beth Knoll on June 10, 2022.

Reminders:

- The next Resident/Board Mixer will be on Thursday, July 28, at 3:00 pm, location TBD. Link will be distributed if via Zoom.
- The next Resident Forum is Tuesday, June 21, at 2:30 pm in the PAC.

Rose Villa Inc. Board of Directors
Special Meeting Minutes
July 27, 2022

Directors present, including virtually: Glenn Rodriguez (arrived late), Eleanore Hunter, Ron Stock, Kirsten Jacobs, Jerry Corn, Cindy Brown

Directors absent from call: Wade Clowes, Rose Ojeda, Bill Rector

Staff/Others present on call: Vassar Byrd, Angela Hansen, Tina Moullet, Jim Willeford (arrived late), Jeff Wolfstone, Sarkis Garabedian, Dahlia Hearts (IT Tech) present until discussion, then excused

Vassar Byrd called the meeting to order at 11:35 am.

The purpose for the meeting was a comprehensive overview of the senior living market and opportunities for growth.

On behalf of Ziegler, Sarkis Garabedian walked us through a senior living presentation.

Vassar Byrd gave an update on North Star Senior Collaborative (NSSC). She reviewed the NSSC Board – which is identical to the Rose Villa Inc Board Executive Committee (Glenn Rodriguez, Eleanore Hunter, Wade Clowes) and to which was recently added Dennis Russell and Nancy Strening. The NSSC team currently team is primarily Vassar Byrd, supplemented by Angela Hansen and Jennifer Werdel as needed, plus Debbie Suchan, Craig Witz, and NSSC Board member Dennis Russell. Attorney Jeff Wolfstone of Lane Powell and CPA Dan Frein of Clifton Larson Allen are also associated team members, called upon as needed. Out of pocket costs are minimal, as most resources are Vassar’s time. We are accounting for costs, to be reviewed by both Boards, before the end of the fiscal year.

Vassar Byrd outlined next steps for North Star, which include the CFO search (re-activated after selected candidate decided not to move forward) and specific work sessions to create and finalize the business plan, decision matrix, etc. She briefly mentioned several projects that have come to North Star, most of which she has declined until the company is more fully formed. The results of the work sessions, including the finalized business plan will be discussed with the RVI Board.

Ron Stock asked about timeline for NSSC business.

Glenn Rodriguez acknowledged Rose Villa's national reputation as a successful Life Plan Community.

Eleanore Hunter commented about proactive quality and decision matrix of NSSC opportunity.

Jeff Wolfstone asked technical parent company question re corporate membership.

Ron Stock suggested he would find a discussion of the pros and cons of different types of corporate structure valuable, as the business plan is developed,

Schedule reminders:

- Single issue RVI Board meeting, August 18 at 10am to authorize final steps in bond refinance
- RVI Board retreat October 27
- We will need to schedule another Board meeting before the retreat to continue to work through North Star and future growth plans, likely in September.

The meeting was adjourned at 12:52 pm.

**Rose Villa Inc. Board of Directors
Meeting Minutes
October 27, 2022**

Directors present: Glenn Rodriguez, Eleanore Hunter, Wade Clowes, Doug Morris

Staff/Others present: Vassar Byrd, Tina Moullet, Angela Hansen, Bill Rector, Cindy Brown, Steve Morris, Craig Witz, Beth Knoll

Not present: Kirsten Jacobs, Ron Stock

Glenn Rodriguez called the meeting to order at 9:36 am. Glenn announced that Rose Ojeda submitted her resignation from the board and thanked her for her service. Glenn welcomed Steve Morris, interim Resident Council representative.

Consent Agenda

Glenn recognized and acknowledged the work done by Angela Hansen on the bond refinancing.

Motion to approve Consent Agenda: Eleanore Hunter, seconded by Wade Clowes.

The consent agenda was unanimously approved with no changes, objections, or abstentions.

Meeting Agenda

Additional agenda item: nomination of Doug Morris to Director.

Motion to approve additional agenda item: Wade Clowes, seconded by Cindy Brown.

The meeting agenda was unanimously approved with this addition and no objections or abstentions.

Upcoming Board Meetings

Clarified that the next meeting on November 14 would be in person unless one person cannot be there. If that is the case, the meeting will be held via Zoom.

HR Report

Tina Moullet gave a verbal background on the new HR Report. The Board appreciated addition information on trends in turnover and how the employee census impacts and drives the budget. Suggestion was made to include more historical data on trends, probably quarterly. Discussion re: turnover and finding employees who fit Rose Villa's culture, especially as staff learn the new environments in the new buildings. Operations are starting to be smoother, so that will help improve training and retention.

Question re: local comparative data. Resources are improving because there are increasing numbers of educators in local nursing/CNA programs in the Portland metro area. Discussion re: HR focusing on paths of education and retention, especially in health services.

Budget Report

Angela Hansen gave a brief update on the process of developing the 2023 budget, which is in its final stages. No hard numbers available yet. Departments are working on “right sizing” their needs, which will support streamlining the budget. Factors impacting the budget include, but are not limited to, inflation, 2022 wage adjustments, wage pressures in the broader workforce, COVID testing, etc. The next step is working with the Senior Management Team to see how to reduce the impact on resident fees. The Finance Committee will be meeting on November 10 and will bring their review to the next RVI Board meeting on November 14.

Question and discussion re: how resident concerns regarding declines in savings and on fixed incomes increase stress about fee increases. Respecting sources of income (fixed, investments) is factored into developing the budget, as well as balancing attracting/retaining staff without impacting services.

Phase 3 Report

Vassar Byrd gave a verbal report on Phase 3, which is in the home stretch. The new South Main entrance and circle drive are slated to complete late November. There are still supply chain issues. Common areas in the Schroeder Lofts building are not ready for use yet. Question and discussion re: timeline. The project books will close at the end of 2022 not run into 2023. Final accounting will happen in February 2023.

Community Report

Tina Moullet gave a verbal report on the Rose Villa Community, focusing the Resiliency Action Plan (RAP). The Green Hammer team is bolstering the plan to recovery after disaster and resilience. Questions and discussion re: timing and time frame. Recovery will happen within a few weeks after a disaster. The RAP focusing on 3-5 years’ planning and longer term 20-30 year plan as a living document that will be reevaluated and updated as technology changes.

Cindy Brown reported there was excellent resident voter turnout and the new Resident Council bylaws were expected to be approved.

Nomination of Doug Morris to RVI Board of Directors

Motion to nominate: Glenn Rodriguez, seconded by Eleanore Hunter.

Discussion re: Doug’s history with Rose Villa and the Board.

Nomination was unanimously approved with no objections or abstentions.

Information Session

Glenn Rodriguez reminded everyone of the charge to RVI Board from Mary Muñoz: What is the organization’s mission? Whom does the organization exist to serve?

Discussion and outline of North Star’s potential project, information included in the letter sent to RVI Board members dated October 21, 2022.

Recap by Glenn Rodriguez re: end of year tasks: clarifying fundamental governance process; defining committee structure and membership; board recruitment; year-end reflection on function and health of the board, including continued engagements.

The meeting was adjourned at 11:30.

Minutes approved by Wade Clowes on November 8, 2022.

Reminders:

- The next Board Meeting will be held November 14, at 9:00 am.
- The next Resident Forum is Tuesday, November 15, at 2:30 pm in the PAC.

**Rose Villa Inc. Board of Directors
Meeting Minutes
November 14, 2022**

Directors on call: Glenn Rodriguez, Eleanore Hunter, Wade Clowes, Ron Stock, Cindy Brown, Kirsten Jacobs, Doug Morris

Staff/Others on call: Vassar Byrd, Angela Hansen, Tina Moullet, Jim Willeford, Erin Cornell, Bill Rector, Steve Morris, Beth Knoll

Glenn Rodriguez called the meeting to order at 9:01 am with a reminder of Rose Villa's core values and a call to share any potential conflict of interest. Glenn, Eleanore, and Wade shared that they are also on the North Star Board of Directors. No other attendees noted potential conflicts of interest.

Consent Agenda

Erin Cornell shared a verbal report on Health Services. Current Madrona Grove census is low. Health Services is working to bring the census higher, onboarding the new Community Life Specialist, and reported on the mock survey.

Consent agenda was unanimously approved with no discussion, objections, or abstentions.

Meeting Agenda

Glenn Rodriguez changed the order of the Meeting Agenda to move the Executive Session to the last item.

The meeting agenda was unanimously approved with that change, and no objections or abstentions.

2023 Budget Report

Angela Hansen explained the budget process, and how many factors are taken into consideration. The process lasts for months, with all department managers having input. The budget and 990 form were made available to the Board Members prior to the meeting.

Eleanore Hunter, as Vice President & Treasurer and part of the Finance Committee, brought the recommendation that the budget be approved.

Doug Miller moved to approve the recommendation; Kirsten Jacobs seconded. Recommendation approved with no opposition or abstentions.

Community Report

Tina Moullet gave a verbal report on Rose Villa's Community. The Council's new Bylaws were passed. Cindy Brown reported that ballots for residents to vote for new Councilors and Council Leadership have been distributed and November 14 is the last day for voting. Turnout has been strong. Early in December there will be an orientation for the new leadership.

Question re: support for the Bylaws. Cindy reported the vote to accept the Bylaws was 280-5.

North Star Proposal

Vassar Byrd welcomed Craig Witz, who presented the background for North Star Senior Collaborative's (NSSC) request and recapped the potential project's timeline. Because the project itself is highly confidential, details are not provided here. A request was discussed for Rose Villa to loan NSSC funding to perform due diligence work for the current or any future proposed North Star projects. The funding request was that Rose Villa loan NSSC up to \$100,000 at 5.2% interest. The term of the loan is indefinite, and the loan can be repaid at any time, in part or in full. It is expected that the loan will be repaid, along with any other monies borrowed, when the project reaches stabilization.

These funds will come from Rose Villa reserves.

Doug Morris moved to approve the funding request specified above; seconded by Ron Stock. The motion was approved unanimously with no opposition or abstentions.

The meeting was adjourned at 11:00 am for the Executive Session.

Minutes approved by Wade Clowes on November 28, 2021.

Reminders:

- The next Board Meeting will be on Thursday, December 15, at 9:00am in the Training Room at Rose Villa.
- The next Resident Forum is Tuesday, December 20 at 2:30 pm in the Performing Arts Center.

**Rose Villa Inc. Board of Directors
Meeting Minutes
December 15, 2022**

Directors present: Glenn Rodriguez, Eleanore Hunter, Wade Clowes, Ron Stock, Cindy Brown, Kirsten Jacobs

Staff/Others present: Vassar Byrd, Angela Hansen, Tina Moullet, Erin Cornell, Bill Rector, Steve Morris, Beth Knoll

Not present: Doug Morris

Glenn Rodriguez called the meeting to order at 9:04 am.

Consent Agenda

Since reports were added late, the suggestion was made to approve the consent agenda items 1 (amended minutes) and 2 (Marketing report), and extract the Finance report to add to the meeting agenda.

Discussion re: HR report and a request for historical (monthly) trends.

Discussion re: Health Services report and results of the mock survey. Activities for residents will increase and be better supported with the new Community Life Specialist. Documentation will improve.

Motion to approve the modified consent agenda (items 1 and 2 and extracting the Finance report) made by Eleanore Hunter, seconded by Wade Clowes, and unanimously approved with no further discussion, objections, or abstentions.

Meeting Agenda

Glenn Rodriguez changed the order of the Meeting Agenda to include the Finance report and combine Committee Assignments and the 2023 Meeting Calendar at the end of the meeting.

Motion to approve the updated meeting agenda made by Wade Clowes, seconded by Cindy Brown. The meeting agenda was unanimously approved with those changes and with no further discussion, objections, or abstentions.

Finance Report

Angela Hansen provided an in-depth review and education on how to read and interpret financial reports.

Discussion re: statements, clarifying definitions of terms, accounting for amortization of entrance fees, and services available through Caring Communities (Risk Retention Group).

Community Report

Tina Moullet gave a verbal report on Rose Villa's Community. Activities and gatherings slow in the month of December due to the holidays. There will be a resident meeting on December 28 via Zoom with our partners at Green Hammer to introduce the Resiliency Action Plan (RAP).

Cindy Brown reported that the changes in the Resident Council structure will provide for a more responsive body with input from residents. There will be a report at the January 2023 RVI Board meeting on the results of the resident satisfaction survey performed by Holleran. The response rate from residents was 89.3%.

Question re: staff survey. We perform internally developed staff satisfaction and wellness surveys annually. We are looking to contract with an outside survey firm in 2023.

Phase 3/CEO Report

Vassar Byrd gave a verbal report. Phase 3 is substantially complete. The only lingering issue is one of the elevators in Madrona Grove has been functioning intermittently. Bremik will stay on call until we have 30 days' uninterrupted service. Update on offer to purchase local property, as long-term opportunity for campus benefit.

New Board Candidate(s) Update

Governance Committee will engage in the Board recruitment process in 2023. Work is needed to formalize the process, identify current Board strengths / gaps, and target recruitment on needed skill sets. Eleanore Hunter reported on current recruitment activities. One candidate was interviewed who is interested, but not until 2024. The candidate will remain on the "potential candidate" list.

Review December 2 Resident Meeting

Glenn Rodriguez opened this discussion recapping the Rose Villa core values. Discussion re: what went well and what needed improvement. A communication plan will be shared at the January 2023 RVI Board meeting.

2023 Committee Updates and Assignments/Calendar

Executive Committee: Glenn Rodriguez (chair), Eleanore Hunter (VP), Wade Clowes (Treasurer), Doug Morris (Secretary)

Finance Committee: Wade Clowes (chair), Eleanore Hunter, Ron Stock, Steve Morris, Eric Shawn

Governance Committee: Kirsten Jacobs (chair), Doug Morris, Cindy Brown, Bill Rector

Ron Stock will continue as Rose Villa Foundation liaison.

2023 proposed calendar distributed and will be confirmed.

Minutes approved by Wade Clowes on December 23, 2022.

Reminders:

- The next Board Meeting will be on Thursday, January 26, 2023, at 10:00am via Zoom.
- January's Resident Forum is Tuesday, January 17, at 2:30 pm in the Performing Arts Center.