

**Rose Villa Inc. Board of Directors  
Meeting Minutes  
September 14, 2023**

**Directors present:** Glenn Rodriguez, Eleanore Hunter, Wade Clowes, Kirsten Jacobs, Ron Stock, Susan Nestor, Doug Morris, Cindy Brown

**Staff/Others present:** Vassar Byrd, Angela Hansen, Erin Cornell, Jim Willeford, Bill Rector, Steve Morris, Beth Knoll, James Munn

Glenn Rodriguez called the meeting to order at 2:30 PM and asked for declarations of conflict of interest. None declared.

**Consent Agenda**

Question re: CFO report. Clarification that the insurance costs were due to two large claims in two years. Due to quick remediation of issues, insurance premiums increased but not as much as expected.

Glenn asked to extract the Resident Council Report from the Consent Agenda for focused discussion.

Motion to approve the consent agenda with the extraction made by Eleanore Hunter, seconded by Ron Stock.

The consent agenda, with extraction, was unanimously approved with no further discussion, objections, or abstentions.

**Meeting Agenda**

Motion to approve the meeting agenda made by Wade Clowes, seconded by Cindy Brown.

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

**CEO Search Committee Update**

By the end of August, it was clear to the Committee that the partnership with Solid Ground Consulting would not be effective. The partnership was terminated and CliftonLarsonAllen (CLA) was retained. James Munn from CLA was introduced and

described CLA's process and timeline. He will make a short presentation to residents at the September 19 Resident Forum. CLA will support the Committee and the Board through the search process. Reiterated that the Committee drives the process, chooses and interviews the top 4-6 candidates, then makes the recommendation for the top two candidates to the Board. Staff and residents (including the Resident Council separately) will have the opportunity to meet and speak with the top two candidates and provide feedback, but the Board of Directors is responsible for interviewing them and choosing the new CEO. A memo to residents informing them of the change to CLA will be distributed on Monday, September 18.

### **DEIA/Land Acknowledgement Statements**

A collaborative "Solutions Circle" is working on the Land Acknowledgement draft. The draft will be sent to Greg Archuleta, historian and member of the Confederated Tribes of Grand Ronde, for review. Rose Villa's DEIA Coordinating Committee has not met to update the DEIA Statement.

### **Committee Reports**

*Executive Committee:* The Committee has met and is working with Vassar on her timeline.

*Governance Committee:* The Committee has not met, so there is no current report. The Committee's next meeting will review the Board of Directors' bylaws and make a recommendation regarding resident representation on the Board at the November meeting.

*Finance Committee:* At their last meeting, the Committee discussed bond covenants, capital assets, insurance, budget assumptions, occupancy.

### **Community Report**

Cindy Brown reviewed the written community report. Glenn extracted a portion of the report, requested that it be struck, and the report resubmitted, including positive language and suggestions for residents and the Resident Council to interact with the Board of Directors. Vassar noted that the Board is engaging with residents in many ways that are substantially meaningful, e.g., their presence on the DEIA Committee. Eleanore requested that the resident representatives receive feedback from the Councilors regarding residents interacting with the Board. Erin noted that residents interacting with the *resident* Board members should be considered as engaging with the Board.

Discussion re: staffing changes. The Board commends Rose Villa management, especially Jim, for acting in a timely manner to acknowledge residents' deep emotions surrounding the change and actively keeping the lines of communication open.

**New Board Member**

Eleanore reported that Dan Steffey is available and interested in joining the Board. Motion to accept Dan as new member, seconded by Ron. Motion passed unanimously with no further discussion. Orientation for new members will be scheduled, and Dan's tenure will begin at the next scheduled Board meeting in November.

Meeting adjourned at 3:40 pm for Executive Session.

Minutes submitted by Doug Morris on September 21, 2023.