



733 CEDAR STREET
GARBERVILLE, CA 95542
(707) 923-3921

**SPECIAL
GOVERNING BOARD MEETING**
Wednesday, October 5, 2016
10:00 a.m.
Dimmick Room

MINUTES

Governing Board Present: Barbara Truitt, Gary Wellborn, David Ordoñez, and Corinne Stromstad (Alison Rivas was absent)

Also Present: Matt Rees, Susan Gardner, Kent Scown, Paul Eves, and Patrick O'Rourke

Item

- A. Call to Order – Board President Barbara Truitt called the meeting to order at 10:00 a.m.
- B. Public Comments - none
See below for Public Comment Guidelines
- C. Board Member Comments – none
Board members are invited to address issues not on the agenda and to submit items within the subject jurisdiction of the Board for future consideration. Please limit individual comments to three minutes.
- D. Consideration of proposal for EMRL to handle advertising and website for SHCHD – Patrick O'Rourke
- Patrick recommended we move forward and remove the 40% cancellation clause.
 - Barb suggested we limit legal review to only areas regarding copyrights.
 - Matt said the copyright policy was pretty standard.
 - Dave is concerned over the copyright issues. What if they create work and want to lease it to us?
 - Patrick - We should make it clear that all work done belongs to us.
 - Matt – Once we use art, it belongs to us.
 - Dave – We will be charged from the time they walk out their door with per diem and travel for the Strategic Planning Meeting. We have to plan for the worst. We should own anything they do for us and we should put in protection in the contract.
 - Barb – We should have a cohesive style and network.
 - Matt – Strike paragraph B on Page 5 and D on Page 6.
 - Kent – What is the cost of this contract? Answer - \$50,000 for six months. Kent said this kind of cost requires legal consideration.
 - Patrick recommended the six month contract.
 - Barb is concerned about the timing relative to the launching of the parcel tax proposal.
 - Barb suggested Kent should be the client representative along with Patrick. He has great graphics experience.
 - Dave would like to know who the point person will be.
 - Barb asked if the board is ready to approve it with contingencies.
 - Dave said no. You are asking us to go into a long-term agreement and we haven't met with them yet. We shouldn't agree until we have our attorney review the contract. He doesn't see the urgency.
 - Kent – you hire a CEO to hire people. It is the administrative team that should make the decision along with the Outreach Committee.

Item

- Barb – Any efficient board forms committees to drill down and present to the board. We are not asking the auditing firm to come here to meet us.
- Dave – This is a community issue regarding branding.
- Barb – Do we want to vote now or wait until we have a unanimous decision?
- Dave – We should be better informed on these issues before the board meets.

Motion: Corinne Stromstad moved to proceed with the attorney's recommendations.

Second: Gary Wellborn

Ayes: Barbara Truitt, David Ordoñez, Corinne Stromstad, and Gary Wellborn

Motion carried.

E. Consideration of auditors to perform FYE 2016 audit – Paul Eves

- Paul presented a cost summary of three companies. He had originally sent proposals to four companies. Matson and Isom chose not to respond.
- JWT and DZA both presented bound proposals and WIPFLi sent an electronic proposal.
- WIPFLi had large numbers of California clients.
- Matt recommended WIPFLi and Paul agreed.
- Paul said they are working hard with Partnership Health, which is a benefit to us and he has worked with them in the part.
- Their partners also work in D.C. which could be beneficial to us.
- Paul said they also have a specific department just for healthcare.

Motion: Gary Wellborn made a motion to hire WIPFLi.

Second: Corinne Stromstad

Ayes: Barbara Truitt, David Ordoñez, Corinne Stromstad, and Gary Wellborn

Motion carried.

F. Adjourn – The meeting was adjourned at 11:03 a.m.

*Submitted by Susan Gardner,
Board Clerk*