



To: Board of Directors

From: WRC Executive Assistant

Date: December 9, 2020

Re: Committee Schedule and Agenda for the WRC Board of Directors Meeting,  
**Wednesday, December 16, 2020**

I am attaching the Agenda for the **December 16, 2020 Board of Directors Meeting which will be held virtually on Zoom**. Instructions to join are as follows:

1. If you haven't already, sign up for a free Zoom account: <https://zoom.us/signup>
2. Go to: [https://westsiderc-org.zoom.us/webinar/register/WN\\_BgVVn7XiQIKIPuPygtm8YA](https://westsiderc-org.zoom.us/webinar/register/WN_BgVVn7XiQIKIPuPygtm8YA) to register to attend this meeting.
  - a. You will be asked for your name and email address.
    - i. This is so we can take attendance instead of using a sign-in sheet.
3. You will receive an email with a unique-to-you link to join the meeting.
4. On the day and time of the meeting, click the link to join and enter the password
  - a. Spanish interpretation will be available upon entering the meeting.

The Call to Order is scheduled for 6:00PM.

Much of the work of the Board is done in the WRC various committees, including Finance, Political Action, Client Services, Equity, and others. Your participation is needed and welcomed.

The following Committees are scheduled to meet:

<b>Committee Name</b>	<b>Date &amp; Time</b>	<b>*Location</b>
Client Service Committee	December 16, 4:00pm	ZOOM Video Conference
Consumer Advisory Committee	Daily Check-in Call	Conference Call
Equity Committee	December 2, 4:00pm	ZOOM Video Conference
Political Action & Outreach Committee	December 8, 5:00pm	ZOOM Video Conference
Self-Determination Local Advisory	December 8, 6:00pm	ZOOM Video Conference
Service Provider Advisory Committee	December 15th, 10:30am	ZOOM Video Conference
Strategic Planning Committee	December 17 <sup>th</sup> , 4:00pm	ZOOM Video Conference

**BOARD OF DIRECTORS MEETING  
COASTAL DEVELOPMENTAL SERVICES FOUNDATION  
5901 GREEN VALLEY CIRCLE, SUITE 320  
CULVER CITY, CA 90230  
WEDNESDAY, DECEMBER 16, 2020  
ZOOM Meeting  
6:00 PM**

**AGENDA**

- |   |                                |                |
|---|--------------------------------|----------------|
| <b>1. Call to Order</b>   | <b>Betty Pearson-Grimble</b>   | <b>ACTION*</b> |
| - Welcome and Introduction of Guests                            |                                |                |
| - Establish quorum  |                                |                |
| <b>2. Chairperson's Report</b>                                  | <b>Betty Pearson-Grimble</b>   |                |
| - SCL update  |                                |                |
| <b>3. Report of the Executive Director</b>                      | <b>Roschell Ashley</b>         |                |
| <b>4. Public Comment</b>  |                                |                |
| <b>5. Approval of Minutes from December 2, 2020</b>             | <b>Todd Rubien</b>             | <b>ACTION*</b> |
| <b>6. Approval of Purchase of Service Policy</b>                | <b>Betty Pearson-Grimble</b>   | <b>ACTION*</b> |
| <b>7. Approval of Contract Policy</b>                           | <b>Betty Pearson-Grimble</b>   | <b>ACTION*</b> |
| <b>8. Approval of Consent of Use of Electronic Transmission</b> | <b>Betty Pearson-Grimble</b>   | <b>ACTION*</b> |
| <b>9. Approval of Board Training Policy</b>                     | <b>Betty Pearson-Grimble</b>   | <b>ACTION*</b> |
| <b>10. Training Topic: Bylaws, part 2</b>                       | <b>Enright &amp; Ocheltree</b> |                |
| <b>11. Adjournment</b>  | <b>Betty Pearson-Grimble</b>   | <b>ACTION*</b> |

\*Pursuant to California Welfare and Institutions Code Section 4660(c), "time shall be allowed for public input on all properly noticed agenda items prior to board action on that item".

**THE NEXT BOARD MEETING WILL BE ON **WEDNESDAY, JANUARY 13, 2021****

**MINUTES  
BOARD OF DIRECTORS MEETING  
COASTAL DEVELOPMENTAL SERVICES FOUNDATION  
DECEMBER 2, 2020  
ZOOM VIDEO**

MEMBERS PRESENT: Joseph Allen  
Nilo Choudhry  
Zoey Giesberg  
Betty Pearson-Grimble  
Todd Rubien  
Russell Tanner  
Sofia M. Vergara  
David Wyles  
Vanda Yung

MEMBERS ABSENT: JoanElaine Anderson  
Elizabeth Espinosa  
Myra Mezquita

STAFF PRESENT: Roschell Ashley, Cesar Garcia, Danny Franco, Thompson Kelly, Liz Spencer, Mary Lou Weise-Stusser, Steve Yi, Lisa Brady, Stephen Browning, Monique Lazarus, Stephanie Lee, Barbara Marbach, Rosalinda Mata, Rhiannon Maycumber, Megan Mendes, Philomena Morais, Jefferi Moreno Estrada, Anjanette Robinson, Sonia Soriano, Martha Thompson, Julien Hernandez, Myriam Garcia, Christian Pulido, Aga Spatzier, Bernadette Daroca, Feben Fantu, Martha Montealegre, Claudia Williams, Jill Hewes, Natasha Lopez, Linda Butler, Megan Tommet-Ramirez, Patricia Crook, Niaisha Gonzalez. Joanne Manese, Angela Quinonez, Brenda Buendia

GUESTS: Certified Interpreting Services, Edwin Pineda (DDS), Adriana Madrigal, Megan Mitchell (DDS), Cynthia Sandoval, Christofer Arroyo (SCDD), LeeAnn Christian (DDS), Paula Hilton, Felicia Ford, Danise Lehrer, Jose Ayala, Nicole Pierre, Tresa Oliveri, Beverly Hutchinson, D' Marcus Baptist, David Hadacek, Ellen Seldon, Esther Kelsey, Douglas Hedenberg, Wesley Witherspoon, Lisa Anderson

**CALL TO ORDER (ACTION\*)**

Meeting was called to order by Board President, Betty Pearson-Grimble at 6:06 pm.

**ROLL CALL AND ESTABLISHMENT OF A QUORUM:**

It was established that the members present represented a quorum necessary pursuant to Section 3.03 (g) of the bylaws of Westside Regional Center which states:

*(g) Quorum*

*A quorum of the Board of Directors shall consist of nine (9) members of the corporation. Provided, however, that a quorum of the Board of Directors shall consist of a majority of the Directors then in office at any time when the number of Directors then in office is less than ten (10).*

## **CHAIRPERSON'S REPORT**

Betty Pearson-Grimble explained WRC is under Special Contract Language Article X, and the two Special Board Meetings held on December 2nd and December 16th are part of the Board's extra efforts towards meeting DDS requirements and timelines. These cover areas such as board governance, including updating policies and Bylaws, the 2021 board trainings and board relations with staff and the community. DDS needs to ensure we are doing what we need to do as a responsible board that can lead our Regional Center to fulfill the WRC Mission.

WRC has an experienced law firm, Enright & Ocheltree to help us. They will be at WRC Board Meetings. They will also assist the Board in updating policies and other deliverables. We are reviewing, revising, and developing as needed required policies, all compliant with state and federal laws. Overall, WRC wants to make sure our mission, vision and values are aligned with the Lanterman Act, and are instilled throughout WRC and our valued community. Everyone was thanked for their support as the Board works through Special Contract Language.

The WRC Executive Committee, consisting of Vanda Yung, Sofia Vergara, Nilo Choudhry, Todd Rubien and Betty Pearson-Grimble have been meeting weekly alongside Enright & Ocheltree towards meeting DDS requirements and deadlines

## **REPORT OF THE EXECUTIVE DIRECTOR**

Roschell Ashley, Executive Director introduced the new Interim Executive Assistant Lisa Brady. A COVID update was given. WRC Service Coordinators and most staff are working remotely. However, all staff remain available via phone and email. WRC distributed a large volume of PPE to residential and supported living providers two weeks ago. Vendors were encouraged to not share staff in efforts to reduce and eliminate the spread of COVID. As vendors face staffing shortages, WRC has worked to secure a nursing and staff agency to help with staff in emergency situations. There is talk of an upcoming COVID vaccine and how it will be distributed. COVID-related updates will be posted on the WRC website. WRC will be hosting a COVID testing and flu shot clinic at WRC facility on Dec. 4<sup>th</sup> and Dec. 11<sup>th</sup>. She encouraged all to participate in the DDS COVID survey. Several staff members who have been working daily at WRC during the pandemic were recognized. The Holiday closure dates for the Regional Center is posted on the WRC website.

## **PUBLIC COMMENT**

Betty asked comments be limited to 2 minutes. If there are individual concerns, please address with own Service Coordinator or their Supervisor. Lisa Anderson asked about a having a virtual Holiday party and was referred to CAC. Chris Arroyo mentioned SCDD will have PPE for the Family Resource Center, and our ability to submit PPE orders has been renewed.

## **APPROVAL OF MINUTES FOR THE NOVEMBER 4, 2020 BOARD MEETING (ACTION\*)**

**Todd Rubien, Board Secretary (Motion) and, Russell Tanner, Board Member, (Second) the approval of the November 4, 2020 Board Meeting Minutes.**

**No public comment. The motion passed.**

**9 AYES  
0 NO  
0 ABSTENTIONS**

**RESOLUTION: APPROVAL OF MINUTES FOR THE NOVEMBER 4, 2020 BOARD MEETING.**

**APPROVAL OF WHISTLEBLOWER POLICY (ACTION\*)**

David Wyles, Board Member (Motion) and, Vanda Yung, Board Member, (Second) the approval of the Whistleblower Policy

Discussion - Enright & Ocheltree reviewed the updated draft policy and answered questions.

9 AYES  
0 NO  
0 ABSTENTIONS

**RESOLUTION: MOTION IS PASSED TO APPROVE THE COMMUNITY AND STAFF WHISTLEBLOWER POLICY**

**APPROVAL OF CONFLICT OF INTEREST POLICY (ACTION\*)**

Vanda Yung, Board Member (Motion) and David Wyles, Board Member, (Second) the approval of the Conflict of Interest (COI) Policy

Discussion – Enright & Ocheltree reviewed the updated draft policy and answered questions.

9 AYES  
0 NO  
0 ABSTENTIONS

**RESOLUTION: MOTION IS PASSED TO APPROVE THE CONFLICT OF INTEREST (COI) POLICY**

**BYLAWS OVERVIEW**

Judith Enright, along with Julie Ocheltree and Noelle Bensussen, of Enright & Ocheltree gave an overview of draft changes, many of which are required by statute or regulations, to the existing Bylaws and answered questions. They will continue further review of varied draft Bylaws sections at next Special Board Meeting. The actual updated Bylaws will be voted on in January 2021.

The next Special Board Meeting will be December 16, 2020

**ADJOURNMENT (ACTION\*)**

The Special Board Meeting was adjourned by Betty Pearson-Grimble at 7:54pm.

## **BOARD PROCEDURE FOR PURCHASE OF SERVICE POLICY AND SERVICE STANDARDS**

### **I. Background.**

Westside Regional Center (WRC) works diligently to secure supports and services that meet Individual's needs, as specified in the person's Individual Program Plan (IPP) or the Individual Family Service Plan (IFSP). Services and supports that promote WRC's core values of independence, inclusion, and empowerment are given the highest priority. Information about what services are available, how services are requested, and who qualifies for them, can be found in WRC Purchase of Service (POS) Policy, referred to as Service Standards, which can be found on the WRC website (in English and Spanish).

WRC's POS Policy and individual Service Standards shall be reviewed annually by the Client Services Committee of the WRC Board of Directors, in consultation with legal counsel to assure that they are consistent with the Lanterman Act and its revisions. The POS and individual Service Standards shall be approved by the Board of Directors each time they are created or modified. They shall be immediately forwarded to the California Department of Developmental Services for approval. The POS Policy and each individual Service Standard shall contain the date of Board approval and also the date of DDS approval. The new or modified POS Policy and/or Service Standards shall be posted on the WRC website with the approval dates indicated within 30 days of DDS approval.

## **CONTRACT POLICY**

### **I. Background.**

The Westside Regional Center (WRC) recognizes the importance of transparency and accountability to the community it serves. As established in the Lanterman Developmental Disabilities Services Act (Lanterman Act), WRC is committed to reporting information with accuracy and transparency and maintaining full compliance with the laws, rules and regulations that govern WRC's business. The purpose of the Contract Policy is to establish guidelines for the approval of contracts in the amount of \$250,000 or more by the WRC Board of Directors in accordance with Welfare and Institutions Code (WIC) section 4625.5.

### **II. Policy**

- A.** The Board shall comply with the Lanterman Act and any revisions and amendments thereto.
- B.** All contracts of two hundred fifty thousand dollars (\$250,000) or more shall be reviewed and approved by the WRC Board of Directors prior to entering into the contract. (WIC 4625.5 (a).)
- C.** No WRC contract of \$250,000 or more shall be valid unless approved by the WRC Board of Directors in compliance with this written policy. (WIC 4625.5(b)).
- D.** For purposes of this policy, contracts shall not include:
  - 1. Vendor approval letters issued by WRC pursuant to Section 54322 of Title 17 of the California Code of Regulations. (WIC 4625.5(c)).
  - 2. Purchase of Service authorizations for individuals served by the Corporation.
- E.** The power to approve contracts of two hundred fifty thousand dollars (\$250,000) or more lies solely with the full WRC Board of Directors. However, in the event that a contract of two hundred and fifty thousand dollars (\$250,000) or more, requires immediate review and approval prior to the next regularly scheduled Board meeting, the contract will be valid if the Executive Committee votes to approve the contract and the Executive Committee's approval is expressly ratified by resolution by the Board of Directors. If the Executive Committee's approval is not ratified by resolution by the Board of Directors, the contract shall not be valid.
- F.** The Finance Committee may review and make a recommendation to the full WRC Board of Directors to act on a contract.

### **III. Procedures**

- A.** When applicable, contracts in the amount of \$250,000 or more may be reviewed by WRC's legal counsel.
- B.** At the time WRC delivers the board packets to the Board of Directors, the Board packets may notify the Board of Directors of those contracts that the Board will be asked to review and approve. Upon request of any Board member, the Executive Assistant to the Board will provide a copy of such contract/s to the requesting Board members before the Board meeting.

- C. The CFO or the CFO's designee shall present to the WRC Board of Directors all contracts in the amount of \$250,000 or more for review and approval. If the Board of Directors does not approve the contract, the CFO, or the CFO's designee, shall notify the vendor, in writing, that the contract was denied. The CFO or the CFO's designee shall endeavor to provide written notice to the vendor within ten (10) business days after the Board of Directors' decision not to approve the contract. If the Board of Directors approves the contract, the Board shall authorize the Executive Director or any Officer of the Corporation to execute the contract, unless the contract pertains to real property or a contract with the Department of Developmental Services, in which case, it shall be signed by the Board President.
- D. Contracts presented to the Board of Directors for review and approval shall include the following information:
  - 1. The name of the vendor or service provider.
  - 2. The purpose of the contract.
  - 3. The contract term.
  - 4. The total amount of the contract.
  - 5. The rate of payment or payment amount.
  - 6. The method or process utilized to award the contract (i.e. request for proposal, cost statement, other).
  - 7. The method or process utilized to establish the rate or the payment amount.
- E. Proposed Material Change to Prior Contract. The WRC Board of Directors shall be notified in writing of any proposed material change to a contract that had been previously approved by the WRC Board of Directors. The WRC Board may elect to call a special meeting to vote to approve or deny the proposed material change if it so desires, which meeting shall occur no more than ten (10) days from the date notice is given. If the WRC Board does not give notice of a special meeting within three (3) days of receiving notice of the proposed material change, such material change shall be deemed approved. For the purposes of this policy, a material change is equivalent to ten percent (10%) or more of the original contract value.

IV. **Guiding Principles**

- A. The public funds that support the service system are expended in a fashion that is cost-effective, consumer-directed, consistent with good business practices, and that reflects diligent stewardship.
- B. The WRC Board of Directors is representative of, and accountable to, its stakeholders and the community it serves.
- C. WRC aspires to the highest standards of ethical conduct: doing what we say; reporting information with accuracy and transparency; and maintaining full compliance with the laws, rules and regulations that govern WRC's business.
- D. The WRC Board of Directors will possess the highest personal and professional ethics, integrity and values, and be committed to representing the long-term interests of the WRC catchment community that it serves.



## **RESOLUTION**

Approval of Consent to Electronic Transmissions. The Board of Directors of the Westside Regional Center (“Corporation”) has determined that it will be to the benefit of the Corporation to allow the sending of notices and other materials by electronic transmission, as permitted by Corporations Code §§ 20 and 5079. Accordingly, on motion duly made, seconded, and carried, the following resolution was adopted.

RESOLVED, that the Corporation may send meeting notices, annual reports, emergency meeting minutes, notices of intent to conduct elections, slates of Director and Officer nominees, and all other materials by electronic transmission to the e-mail address or facsimile number designated on the form of Consent attached as Exhibit “A;” and

RESOLVED FURTHER, that the Corporation may rely on communications sent to the Corporation by electronic transmission from the e-mail address or facsimile number listed on the form of Consent attached as Exhibit “A.”

**CONSENT TO USE OF ELECTRONIC TRANSMISSIONS**

In accordance with Corporations Code §§ 20 and 5079 and Article 5, Section 5.2, subparagraph 3), Article 7, Section 7.02, subparagraphs 1) and 2), and Article 10, Section 10, subparagraph 1), of these Bylaws, the undersigned hereby agrees to the following:

1. The Westside Regional Center (“Corporation”) may send meeting notices, annual reports, emergency meeting minutes, notices of intent to conduct elections, slates of Director and Officer nominees, and all other materials (“Records”) to me by electronic transmission at the e-mail address or facsimile number listed below.
  
2. The Corporation may rely on communications sent by me to the Corporation by electronic transmission from the e-mail address or facsimile number listed below for any purpose. I hereby certify that the Corporation may reasonably conclude that I am the author of the communications so sent.
  
3. I understand that I have the right to have all Records provided or made available on paper or in non-electronic form, but only if requested by me in writing. Requested Records shall be provided within a reasonable period of time.

Electronic transmissions may be sent and received as follows:

By e-mail: \_\_\_\_\_ e-mail address \_\_\_\_\_

By facsimile: \_\_\_\_\_ fax number \_\_\_\_\_

This consent shall remain in full force and effect unless and until I revoke it in writing and so notify the Corporation.

Date: \_\_\_\_\_

Signature: \_\_\_\_\_

Printed Name: \_\_\_\_\_

# **WESTSIDE REGIONAL CENTER BOARD POLICY ON TRAINING AND ACCOUNTABILITY**

## **I. Background.**

Westside Regional Center (WRC) values the commitment that its Board Members make to WRC and wishes to support that commitment through training and to encourage collegiality through shared experiences. The Board also recognizes that there is a need to bring its training offerings into alignment with current Department of Developmental Services (DDS) requirements. Accordingly, the Board has developed a comprehensive written Training Plan for calendar year 2021 for submission to DDS, which Training Plan includes training materials for Board Members. The Training Plan also details training topics, including the frequency, length of each training and, where known, the name, affiliation, and qualifications of the individual or entity who will provide training to the Board. Trainings will be offered in the following areas over the course of a year:

## **II. Policy**

1. Overview of the current contract requirements between DDS and the regional center
2. The Board's role and responsibilities under the Lanterman Developmental Disabilities Services Act (Lanterman Act)
3. The state and federal laws applicable to the operation of a non-profit corporation
4. Best practices related to Board governance, including but not limited to (1) adherence to the WRC Bylaws, (2) developing Board and service policies, (3) the Executive Director's roles and responsibilities, (4) the Board's role in providing goals for and oversight of the Executive Director, (5) the composition and purpose of each Board committee, (6) a Code of Ethics, (7) Conflict of Interest, (8) community relations and (9) best practices related to fiscal oversight and accountability by the Board of Directors.

In compliance with the requirements of WRC's DDS Special Contract Language, the following requirements are in place for the calendar year 2021. These

requirements will be continued on a year-to-year basis and revised as determined by the Board of Directors and DDS.

1. Every Board Member is required to attend each training or a make-up session on the approved training schedule for calendar year 2021.

2. WRC will create and post on its website an attendance record for each training or make-up session and provide a copy to the State within 10 business days after each session is completed.

3. Failure to attend three trainings in a fiscal year, whether made up or not, will constitute resignation from the Board of Directors.

By December 15<sup>th</sup> of each year, WRC will submit the following to DDS:

1. An updated training plan; and
2. A report on the trainings provided to Board Members in the prior year, including the training topics, frequency, length of each training, and, if known, the name, affiliation, and qualifications of the individual or entity who provided training to the Board.