

AGENDA
INLAND COUNTIES REGIONAL CENTER, INC.
BOARD OF TRUSTEES MEETING
MONDAY, JULY 8, 2019
Meeting: 5:00 p.m. to 7:00 p.m.
Inland Regional Center
Conference Center – Auditorium, Section A
1425 S. Waterman Avenue
San Bernardino, CA 92408

Call to Order/Mr. Page

Minutes of May 13, 2018 Board Meeting/Mr. Page Action

Public Input: (Comments limited to 3 minutes per person. Action may not be taken on any item that is not on the Agenda. Please submit Request to Speak Form noting the agenda item to be addressed at sign-in table.)

Self Determination Update/Mr. Meza (Written Report) Info

Executive Director's Report/Ms. Johnson Info

Committee Reports (Written Reports)

- | | |
|--|------|
| 1) Another Way/Ms. Gonzales | Info |
| 2) Consumer Advisory Committee/Mr. Nelson | Info |
| 3) Legislative Committee/Ms. Cummings | Info |
| 4) Vendor Advisory Committee/Ms. Remington | Info |
| 5) Master Trust Committee/Ms. Miller | Info |

Old Business

None

New Business

- | | |
|-------------------------------|--------|
| 1) Revised Bylaws/Mr. Beckett | Action |
|-------------------------------|--------|

Trustee Input

Executive Session

- 1) Legal Matters (In accordance with Welfare & Institutions Code Section 4663(a)(5))
- 2) Employee Salaries and Benefits (In accordance with Welfare & Institutions Code Section 4663(a)(3))

Next Meeting Date: September 9, 2019

MINUTES OF MAY 13, 2019
Inland Counties Regional Center, Inc.
Board of Trustees Annual Meeting

BOARD PRESENT: Kiana Buffington; Alicia Lara; Ted Leonard; Eric Naranjo; Cameron Page; Donita Remington; Elvia Sanders; Gizelle Siojo; Joshua Souder; Alva Stewart

MEMBERS ABSENT: Carmen Estrada; Jack Padilla; Rene Rojo; Sheela Stark

DIRECTORS PRESENT: Steve Beckett; Felipe Garcia; Lavinia Johnson; Merissa Steuwer; Vince Toms; Kevin Urtz; Treva Webster

RECORDING SECRETARY: Sandra Guzman

BOARD FACILIATORS: Marie Andrews; Phillip Botello; Mary Garza; Ashwin Gaur; Robyn Souder

STAFF PRESENT: Giuseppe Ancona; Jonathan Eckrich; Kurtis Franklin

GUEST PRESENT: Greg Damewood, Parent; Andres Marquez, Interpreter

CALL TO ORDER: Mr. Page called the meeting to order at 5:15 p.m.

MINUTES OF MARCH 11, 2019 BOARD MEETING: 1) Motion made to approve the minutes of the March 11, 2019 meeting as presented M/S/C Stewart/Souder.

PUBLIC INPUT:

1. Greg Damewood, parent announced the following: 1) May is Mental Health Month. Fairmount Park in Riverside will be holding a Wellness and Resource Fair on Thursday, May 23rd from 12:00 p.m. to 4:00 p.m. 2) Vendors that own their own home may not always keep their homes to State Regulations. This is something IRC should keep an eye on. Last year at his daughter's facility, a cabinet door fell off and he had to reattach it. 3) In the board packet, there is mention of an exclusive meeting. The Bagley-Keene Act states meetings of any kind should not be closed to the public and should not be exclusive. 4) IRC should consider holding on-line classes for adult consumers when they qualify for Medi-Cal under parent's benefits.

SELF DETERMNATION UPDATE: Mr. Meza submitted a written report. The Board had no questions.

EXECUTIVE DIRECTOR REPORT: Ms. Johnson reported the following: 1) As of April 30, 2019, IRC had 38,647 active cases and 764 employees. 497 of those employees serve as case managers with an average caseload of 78:1. 2) Ms. Johnson congratulated Andrea Gonzales and the entire Another Way Committee for another successful golf tournament. She thanked the golfers,

sponsors and volunteers for their support. 3) Ms. Johnson congratulated and thanked Ms. Burt from the Autism Society of the Inland Empire for a successful Autism Hero Walk on Sunday, April 14 at San Bernardino Valley College. 4) IRC's Early Start Programs held a Vendor Fair on April 10th which was well attended. 5) On May 17 Assemblymember Frazier and Garcia will host a Town Hall Listening Session. Although there have only been a handful of such "Listening Sessions" throughout the state, this will be the second one held in our area. This could be because IRC covers a very large geographic area and they see a need for additional funding in order to meet the growing needs of our diverse community. 6) IRC in conjunction with University of California, Riverside will be holding the Family Conference: Autism & Intellectual Disabilities on May 18 at the UCR Palm Desert campus. 7) IRC is in the middle of our annual DDS audit. The audit began on April 22nd and we anticipate a positive outcome.

REAPPOINTMENT OF BOARD MEMBERS: Mr. Page is requesting the Board's approval to reappointment the following members to a second term: Ms. Stark, Ms. Stewart and Mr. Page.

2. Motion made to reappoint the following members to a second 3-year term M/S/C/ Naranjo/Leonard.

COMMITTEE REPORTS

- 1) **ANOTHER WAY:** Ms. Gonzales submitted a written report. There were no questions from the Board.
- 2) **CONSUMER ADVISORY COMMITTEE:** Mr. Nelson submitted a written report. Board had no questions.
- 3) **LEGISLATIVE COMMITTEE:** Ms. Cummings submitted a written report. Board had no questions.
- 4) **VENDOR ADVISORY COMMITTEE:** Ms. Remington submitted a written report and highlighted the following. Vendors expressed concerns with the result of the rate study especially with the transportation rates, the yearly training requirements for family providers, wage compression and vendors' liability not matching the current referrals. Ms. Remington stated the VAC sent a letter to Assemblymember Reyes concerning the rate study and thanked the regional center for collaborating with vendors. Grassroots Day was very successful, and she had the opportunity to meet with legislatures or their staff in person. Ms. Remington announced the VAC currently has two openings on their committee one for Level 2-3 Residential and the other for Health Care Facilities.
- 5) **MASTER TRUST COMMITTEE:** Ms. Miller submitted a written report. There were no questions from the Board.

OLD BUSINESS: NONE

NEW BUSINESS:

- 1) **\$250,000 CONTRACTS:** Ms. Steuwer stated that there are two contracts that will need to be approved by the Board before June 30, 2019. Ms. Steuwer is requesting the Board authorize the Executive Committee to review and approve these contracts at the next Executive Committee Meeting. **3. Motion made to authorize the Executive Committee to review and approve the two contracts at their next meeting M/S/C Leonard/Buffington.**

Mr. Toms reported that the Executive Committee reviewed 45 contracts that have the potential to exceed the \$250,000 threshold. It is the Executive Committee's recommendation for the Board to approve the 45 contracts that were reviewed. **4. Motion made to approve the 45 contracts reference in the Board Packet M/S/C/ Leonard/Buffington.**

- 2) **VAC BYLAWS:** Ms. Remington stated the revised Bylaws have been approved by the VAC Committee and is requesting that the Board accept and approve the revised Bylaws. **5. Motion made to approve the revised VAC Bylaws as presented M/S/C Leonard/Souder.**
- 3) **Approval of New VAC:** Ms. Remington is requesting the Board ratify the committee's decision to appoint Mr. Paul Castanedo as the new SLS representative. **6. Motion made to ratify the committee's recommendation and appoint Mr. Paul Castanedo as the new SLS representative M/S/C Stewart/Buffington.**
- 4) **2019-20 BOARD MEETING SCHEDULE:** Mr. Page requested a motion to accept the meeting schedule for the 2019-20 fiscal year. **7. Motion made to approve the meeting schedule for the upcoming fiscal year M/S/C Leonard/Buffington.**
- 5) **MASTER TRUST**
 - a) **MEMBERSHIP INCREASE:** Mr. Page stated that the Master Trust Committee is requesting the Board's approval to increase the membership to 9 voting members. **8. Motion made to increase membership to 9 M/S/C Souder/Buffington.**
 - b) **REDUCING QUORUM REQUIREMENTS:** Mr. Beckett is requesting on behalf of the Master Trust Committee to reduce the quorum requirements from majority to 40% which equals 4 members. **9. Motion made to reducing the quorum requirements from majority to 4 members M/S/C Souder/Naranjo.**

TRUSTEE INPUT:

Mr. Leonard announced he is training at his dad's church to be a deacon.

Ms. Stewart announced that this coming Friday, her mother will be celebrating her 101 birthday.

Ms. Siojo announced that her son will be graduating from college on June 1st. She also announced she is starting to go to the gym and getting healthy.

Mr. Souder requested the Board make a raffle donation for the CAC Aloha Dance.

Mr. Page announced today is Mr. Padilla's last day on the Board and wanted to thank him for all his support.

Mr. Page adjourned the meeting at 5:45 p.m. to go into Executive Session. Executive Session was called to order at 5:50 p.m.

The Board reconvened at 5:55 p.m. The Board took action on insurance matters during Executive Session.

Mr. Page adjourned the meeting at 5:56 p.m.

Sincerely,

Alva Stewart
Board Secretary

Sheela Stark
Board Chair

MOTIONS FOR THE MAY 13, 2019 MEETING:

- 1) Motion made to approve the minutes of the March 11, 2019 meeting as presented M/S/C Stewart/Souder.**
- 2. Motion made to reappoint the following members to a second 3-year term M/S/C/ Naranjo/Leonard.**
- 3. Motion made to authorize the Executive Committee to review and approve the two contracts at their next meeting M/S/C Leonard/Buffington.**
- 4. Motion made to approve the 45 contracts reference in the Board Packet M/S/C/ Leonard/Buffington.**
- 5. Motion made to approve the revised VAC Bylaws as presented M/S/C Leonard/Souder.**
- 6. Motion made to ratify the committee's recommendation and appoint Mr. Paul Castanedo as the new SLS representative M/S/C Stewart/Buffington.**
- 7. Motion made to approve the meeting schedule for the upcoming fiscal year M/S/C Leonard/Buffington.**
- 8. Motion made to increase membership to 9 M/S/C Souder/Buffington.**
- 9. Motion made to reducing the quorum requirements from majority to 4 members M/S/C Souder/Naranjo.**



Executive Director's Report

July 2019

Respectfully Submitted by Lavinia Johnson
and Kevin Urtz

CONSUMER TOTALS: As of June 27, 2019, we have 39,206 active cases. That's an increase of 559 cases since our last report in May. Last year at this time, we had 35,606 consumers which means that we experienced a growth of 3,596 consumers during the past 12 months.

STAFFING: We continue to advertise, interview and hire to fill any vacancies and are hiring to fill some growth positions. We currently have 773 employees. 502 of those employees serve in some capacity as case managers. This is an overall increase of 9 employees since our last report in May and an increase of 5 case managers since last report. This generally equates to an overall caseload average of 78:1 although individual caseload sizes vary considerably. In June we experienced the retirement of two long-time employees, JoAnn Walker and Charlotte Pennington. Charlotte was one of our longest term employees ever, having been with IRC for 43 years. They will be missed.

On June 24, we received a letter from DDS informing us that IRC did not meet all of the required staffing ratios. Specifically for Medicaid Waiver we are at 71:1 but should be 62:1 (statewide average is 73:1), consumers under 3 years old we are 72:1 and should be 62:1 (statewide average 65:1) and consumers over 3, non-Medicaid waiver we are 77:1, should be 66:1 (statewide average 76:1). We are required to have community a community input meeting and contact stakeholders to gather feedback and report on this by August 8, 2019. We will be holding a community input meeting here on July 16 at 5:30. Input is welcome. It should be noted that our statistics are comparable to last years despite the significant growth we have experienced. We also recently posted 10

new case management position, 4 in Early Start (0-3 year olds). We are hopeful that next year's budget will allow for hiring more people to lower the caseloads.

ASSEMBLY COMMITTEE ON DEVELOPMENTAL DISABILITIES: On May 17 we attended the Assembly Committee on Developmental Disabilities and presented to the committee on a number of issues, primarily how inadequate vendor rates and funding are the primary reason for lack of adequate services the Inland Empire. The meeting was held in Coachella and was conducted by Assemblymembers Garcia and Frazier. This is the second such hearing held in IRC area, the other being in Riverside on December 5. Both were well attended and we hope had some impact on recent, long overdue increases in some vendor rates, but it is still not enough.

FAMILY CONFERENCE: On May 18, the day after the Assembly Hearing the Family Conference: Autism and Intellectual Disabilities: From Identification to Transition was held in conjunction with UC Riverside and held in the Coachella Valley at the UCR-Palm Desert campus. 152 consumer/family referrals were made, all of which requested to attend and 9 were placed on waiting lists. All families received a \$25 gas card to help eliminate transportation barriers. Unfortunately only 40 (26%) attended, 112 (74%) did not attend. The conference was held in an effort to address disparities, especially in the Coachella Valley. We are not sure why there was such a low turnout but this was obviously a disappointment.

ALOHA NIGHT: On a positive note, approximately 25 consumers and family members attended the Consumer Advisory Council's annual "Aloha Night" at the San Bernardino Club Center on June 21. It was a lot of fun for all in attendance and we want to thank and congratulate the CAC and the IRC Community Engagement Unit for their efforts. Assemblymembers Ramos and Reyes were both in attendance.

EMPLOYEE APPRECIATION: IRC's annual Employee Appreciation event was held on May 22 and was a huge success. We thank Maria Harkin and the Human Resources Unit for their efforts. We really do appreciate our employees. Additionally, we'd like to recognize Marlen Palacios as the June Hercules Award winner and Shondra Celestine as the June Positively Contagious Award winners. Both are Consumer Services Coordinators in Demetria Lee's Riverside Adult Central Unit.

DDS AUDIT: Finally we are extremely pleased to announce that on May 15, our most recent DDS audit exit meeting was held and there were no exceptions noted. This makes the third consecutive year we have had no exception on our audit. We want to thank our staff for all their hard work, especially Merissa Stewer, Ben Cheng and Reylisa Zalameda for their availability to answer the auditor's questions throughout the audit.



Inland Regional Center Board Report
 Submitted by Andrea Gonzales, Another Way Coordinator
 Date: June 26, 2019

A. Fiscal year-end data

For Fiscal Year FY18/19	
Income (Money raised)	356661.4
Expenses	336496.1
Net Operating Income	20165.3
Dividend Income	2306.92
Interest Earned	25.9
	22498.12
Loss in investments	-15986.7

Net Income 6511.46

B. How our direct monetary assistance is divided among categories

Type of Assistance	Percent
Clothing	19
Rent	20
Utilities	16
Food	10
Dental Work	17
Eyeglasses	4
Appliances and Beds	12
Medical	2

100

C. Total number of consumers served

1. Direct monetary support -208
 2. Food Drive – 650
 3. Toy Drive – 350
 4. Thanksgiving Gift Card Drive – 325
- TOTAL = 1533

Three years ago, Inland Regional Center's Board of Directors, Members of IRC's Leadership Team, and the Another Way Advisory Committee came together to finalize a three-year Board approved Strategic Plan. Many of the goals we set that day came to fruition and we are now in the beginning stages of developing a strategic plan for the next three-years. Below is the list of success indicators we agreed upon three years ago and I'm happy to say we completed many of them.

Part of the strategic plan included a projection that Another Way would raise \$948,404 over a three-year period. After pulling numbers from QuickBooks, we brought in \$944,702.20; an amazing accomplishment for the Another Way team. After expenses we're accounted for, we almost broke even with \$1373.11 in revenue.

Another Way would like to express its gratitude to Inland Regional Center's Board and Leadership Team for supporting us with your time, donations and guidance.

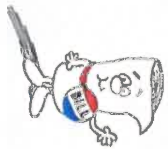
Success Measures

	When this will be measured: (Try to have measures throughout the year)	End Results
Measures of Success:		
Website completion	September 31, 2017	X
Increase in number of consumers served	Quarterly	X
Increase in amount of stipend provided to consumers	Quarterly	X
Creation of a brochure to market Another Way to potential community donors that uses relatable terminology.	August 30, 2017	X
Facebook engagement and upkeep	June 2017	X
Twitter account implementation	June 2017	Need to still implement
Cultivation of 10 new individual donors per year	FY16/17-FY19/20	X
New fundraising events that generate revenue, i.e. bowling tournament	Quarterly review	X- Bowling tournament going into 4 th year.
Annual Appeal Letter that generates \$10,000 a year	FY19/20	Still a work in progress
Revenue increase of 19% annually	Annually	X
Documented outcome results for each consumer served in terms of stability, health, and wellness	Monthly	
Case Manager's understanding of Another Way Systems and positive rating of Another Way's work.	Annually with Case Manager survey	X
100% of Board giving to Another Way	Annually	X
All Chairs trained in responsibilities	Quarterly	X
All Advisory Committee members trained on processes	Quarterly	X
Advisory Committee members on same page	Monthly	X
Testimonials from 20% of consumers served – about 50 a year	Monthly	In progress

<i>Collaboration with outside charities and Internally with other departments.</i>	<i>Quarterly</i>	<i>X</i>
<i>Updated Resource development guide</i>	<i>Quarterly</i>	<i>In progress</i>



LEGISLATIVE REPORT
July 2019
Respectfully Submitted by Jennifer Cummings
Fair Hearings and Legal Affairs



Bill	Title	ARCA Position	Bill Location	Hearing Date	STATUS
AB 169	Guide, signal, and service dogs: injury or death.	Support	Senate - Appropriations (Suspense)		
AB 177	Election day holiday.	Oppose Unless Amended	Assembly - Appropriations		DEAD
AB 189	Child abuse or neglect: mandated reporters: autism service personnel.	Support	Senate - Appropriations		
AB 192	California Integrated Community Living Program.	Support	Assembly - Approp./Held under submission		DEAD
AB 196	Paid family leave.	-	Senate - Labor, Public Empl. & Retirement		
AB 216	Pupil discipline: restraint and seclusion.	Comments	Assembly - Education (2YR BILL)		
AB 236	Special education programs: Family Empowerment Centers on Disability.	Support	Senate - Appropriations	7/1/2019	
AB 241	Implicit bias.	-	Senate-Business, Professions & Econ Dev't	7/8/2019	
AB 242	Courts: implicit bias: training.	Support	Senate - Appropriations		
AB 243	Implicit bias training: peace officers.	Support	Senate - Appropriations		
AB 251	Personal income taxes: credit: family caregiver.	Support	Assembly - Approp./Held under submission		DEAD
AB 261	Developmental services: regional ctrs: suspension of services.	Support	Assembly - Approp./Held under submission		DEAD
AB 301	Hate crime data collection and outreach.	Support	Assembly - Approp./Held under submission		DEAD
AB 311	Half-day billing	Support	Assembly - Approp./Held under submission		DEAD
AB 316	Medi-Cal: benefits: beneficiaries with special dental care needs.	Support	Assembly - Approp./Held under submission		DEAD
AB 365	Limited Examination and Appointment Program: persons with developmental disabilities.	Support	Senate - Appropriations	7/8/2019	
AB 367	Presence at care facilities: conviction of crimes.	Support	Assembly - Human Services (2YR BILL)		
AB 385	Medi-Cal: EPSDT mental health services: outcomes	Support	Assembly - Approp./Held under submission		DEAD
AB 388	Alzheimer's disease.	Support	Senate - Appropriations	7/8/2019	
AB 415	Victim compensation: relocation: pets.	-	Senate - Appropriations	7/1/2019	
AB 416	Personal income taxes: deductions: CalABLE contributions.	Support	Assembly - Approp./Held under submission		DEAD
AB 426	In-Home Supportive Services program. (re-evaluation criteria, medical certification repeal)	Support	Senate - Human Services	7/8/2019	
AB 428	Special education funding.	-	Assembly - Appropriations (Suspense)		
AB 438	Regional center services: holidays.	Support	Assembly - Appropriations		DEAD
AB 439	Juveniles: competency.	Support	Senate - Third Reading		
AB 447	Care facilities: criminal record clearances.	-	Senate - Appropriations	7/1/2019	
AB 468	Pesticides: schoolsites: organic landscape management practices.	-	Assembly - Education (2YR BILL)		
AB 477	Emergency preparedness: vulnerable populations.	-	Senate - Appropriations	7/1/2019	
AB 497	Deaf and Disabled Telecommunications Program.	Support	Senate - Judiciary	7/9/2019	
AB 506	Long-term health facilities.	-	Senate - Judiciary	7/9/2019	
AB 531	Foster youth: housing.	-	Senate - Judiciary	7/9/2019	
AB 536	Developmental services. (age of elig. to 22)	Support if Amended	Assembly - Approp./Held under submission		DEAD
AB 568	Caregiver resource centers: volunteer workforce.	Support	Assembly - Approp./Held under submission		DEAD
AB 605	Special education: assistive technology devices.	Support	Senate - Pending Floor Vote		
AB 627	Developmental services: regional ctrs. (rural satellite offices)	-	Senate - Appropriations		



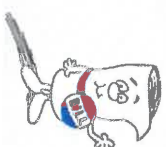
LEGISLATIVE REPORT
July 2019
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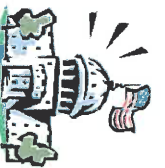
Bill	Title	ARCA Position	Bill Location	Hearing Date	STATUS
AB 633	Health facilities.	-	Assembly - Pending Referral (2YR BILL)		
AB 640	Sex crimes: investigation and prosecution.	Support	Senate - Public Safety	7/2/2019	
AB 641	Developmental services: integrated competitive employment.	Support	Assembly - Approp./Held under submission		DEAD
AB 678	Medi-Cal: podiatric services.	Support	Senate - Health	7/3/2019	
AB 680	Public safety dispatchers: mental health training.	Support	Senate - Public Safety	7/2/2019	
AB 736	Taxation: savings plans: qualified ALE program.	Support	Senate - Governance and Finance		
AB 737	Residential care facilities for the elderly: licensing and regulation.	Support	Senate - Third Reading		
AB 744	Healthcare coverage: telehealth.	Support	Senate - Health	7/3/2019	
AB 781	Medi-Cal: family respite care. (Pediatric Day Health Care)	Support	Passed both houses, headed to Governor		TO GOV.
AB 812	Developmental services: Inspector General. (Work Group)	Support	Assembly - Approp./Held under submission		DEAD
AB 813	Developmental services: alternative dispute resolution.	-	Assembly - Approp./Held under submission		DEAD
AB 823	Developmental services. (CPP: mobile crisis svcs/paid emplymt)	-	Assembly - Human Services (2YR BILL)		
AB 837	Peace officers: training: hate crimes.	Support	Assembly - Approp./Held under submission		DEAD
AB 850	Social workers: student loan repayment program.	Support if Amended	Assembly - Human Services (2YR BILL)		
AB 856	Personal income tax: credit: home care services.	Support	Assembly - Revenue & Taxation (2YR BILL)		
AB 911	Office of Emergency Services: 911 Emerg. Communication System.	-	Senate - Energy, Utilities & Communications	7/2/2019	
AB 924	In-home supportive services.	-	Assembly - Human Services (2YR BILL)		
AB 934	Schoolbuses: video monitoring systems.	Support	Assembly - Transportation (2YR BILL)		
AB 947	Visually impaired pupils: expanded core curriculum.	-	Senate - Appropriations (Suspense)		
AB 996	Special education: pilot program.	Comments	Assembly - Education (2YR BILL)		
AB 999	Disability access: statutory damages: small businesses: technical violations.	Comments	Assembly - Judiciary (2YR BILL)		
AB 1004	Developmental screening services.	Support	Senate - Health	7/3/2019	
AB 1005	Foster children and youth: family urgent response system.	Support	Assembly - Human Services (2YR BILL)		
AB 1014	Health facilities: notices.	-	Senate - Appropriations		
AB 1019	Apprenticeship: developmentally disabled persons. (Add's DOR & SCDD to Interagency Advisory Committee on Apprenticeship)	-	Senate - Appropriations		
AB 1021	Pupils with exceptional needs: summer school.	Support	Assembly - Education (2YR BILL)		
AB 1034	Health and care facilities: emergency and disaster plan.	Support	Assembly - Approp./Held under submission		DEAD
AB 1042	Medi-Cal: beneficiary maintenance needs: home upkeep allowances: transitional needs funds.	Support	Senate - Health	7/10/2019	
AB 1052	Peace officer training: hate crimes.	Support	Senate - Public Safety	7/2/2019	
AB 1128	Program of All-Inclusive Care for the Elderly	Support	Senate - Health	7/3/2019	
AB 1136	California Department of Community Living.	-	Assembly - Approp./Held under submission		DEAD
AB 1169	Personal income taxes: credit: employer: qualified wages.	-	Assembly - Approp./Held under submission		DEAD
AB 1170	Peace officer training: intellectual and developmental disabilities.	Support	Assembly - Approp./Held under submission		DEAD
AB 1172	Special education: nonpublic, nonsectarian schools or agencies.	Support if Amended	Senate - Education	7/3/2019	
AB 1199	State property: Fairview Developmental Center.	Support	Senate - Appropriations	7/8/2019	



LEGISLATIVE REPORT
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Fair Hearings and Legal Affairs



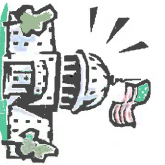
Bill	Title	ARCA Position	Bill Location	Hearing Date	STATUS
AB 1224	Disability Insurance: paid family leave program.	-	Assembly - Approp./Held under submission		DEAD
AB 1227	Health and human services: information sharing: administrative actions.	Support	Senate - Appropriations		
AB 1287	Universal assessments: No Wrong Door system.	-	Senate - Human Services	7/8/2019	
AB 1295	Mental health: temporary housing and supportive services program.	-	Assembly - Approp./Held under submission		DEAD
AB 1351	Transit operators: paratransit and dial-a-ride services: assessment.	Support	Senate - Transportation	7/9/2019	
AB 1382	Master Plan for Aging.	-	Senate - Human Services	7/8/2019	
AB 1514	Deaf and Disabled Telecommunications Program.	Support	Senate - Business, Professions & Econ Dev't	7/8/2019	
AB 1544	Community Paramedicine or Triage to Alternate Destination Act.	Oppose	Senate - Health	7/3/2019	
AB 1572	Mental health services: gravely disabled.	-	Assembly - Health & Judiciary (2YR BILL)		
AB 1608	Community care facilities: criminal background checks	-	Assembly - Appropriations (2YR BILL)		
AB 1643	Developmental services. (website posting "assessment tools")	Comments	Senate - Human Services	7/8/2019	
AB 1705	Medi-Cal: emergency medical transportation services.	-	Senate - Health	7/10/2019	
AB 1709	Nursing homes: staff.	-	Senate - Health	7/10/2019	
AB 1721	Crimes: elder or dependent adult abuse.	-	Assembly - Pending Referral (2YR BILL)		
AB 1732	Redevelopment: successor agencies: asset disposal: City of Manteca.	-	Senate - Housing	7/2/2019	
AB 1764	Forced Sterilization Compensation Program.	Support	Assembly - Approp./Held under submission		DEAD
AB 1766	Community care facilities: data collection: severe mental illness.	-	Senate - Rules		
AB 1777	Residential care facilities for the elderly: land use permits.	-	Assembly - Rules (2YR BILL)		
AB 1796	Community care facilities: criminal background checks.	-	Assembly - Appropriations (2YR BILL)		
AB 1797	State Department of Education: report: teacher induction.	-	Assembly - Education (2YR BILL)		
ACR 1	Immigration: public charges.	Support	Senate - Third Reading		
ACR 53	California Down Syndrome Awareness Week and Day.	Support	CHAPTERED		CHAPTERED
ACR 58	Special Olympics Day (April 8, 2019)	Support	CHAPTERED		CHAPTERED
ACR 59	Autism: sensory-friendly movie screenings.	Support	ADOPTED		ADOPTED
HR 21	March DD Awareness	Support	ADOPTED		ADOPTED
SB 10	Mental health services: peer, parent, transition-age, and family support specialist certification.	Support	Assembly - Health	7/2/2019	
SB 11	Health care coverage: mental health parity.	Support	Senate - Approp./Held under submission		DEAD
SB 12	Mental health services: youth.	Support	Assembly - Appropriations (Suspense)		
SB 81	Budget Trailer Bill: Developmental Services	-	Senate - Budget and Fiscal Review		
SB 135	Disability compensation: paid family leave.	-	Senate - Inactive (2YR BILL)		
SB 154	Medi-Cal: restorative dental services.	Support	Assembly - Appropriations (Suspense)		
SB 160	Emergency services: cultural competence.	Support	Assembly - Governmental Organization	7/10/2019	
SB 163	Group homes: foster family agencies: unaccompanied undocumented minors.	-	Assembly - Appropriations		
SB 175	Health care coverage: minimum essential coverage.	-	Senate - Inactive (2YR BILL)		
SB 214	Medi-Cal: California Community Transitions program.	Support	Assembly - Health	7/9/2019	



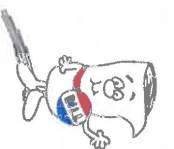
LEGISLATIVE REPORT
July 2019
 Respectfully Submitted by Jennifer Cummings
 Fair Hearings and Legal Affairs



Bill	Title	ARCA Position	Bill Location	Hearing Date	STATUS
SB 217	Special education: individuals with exceptional needs: early education programs. (transitional kindergarten)	Support	Assembly - Education		
SB 227	Health and care facilities: inspections and penalties.	Support if Amended	Assembly - Appropriations		
SB 228	Master Plan on Aging.	-	Assembly - Human Services	7/2/2019	
SB 263	Taxation: savings plans: qualified ABLE program: small business cash method of accounting.	Support	Senate - Approp./Held under submission		DEAD
SB 280	Older adults and persons with disabilities: fall prevention.	-	Assembly - Housing & Community Dev't	7/3/2019	
SB 285	Public social services. (Cal-Fresh outreach - enrollment goals)	Support	Assembly - Human Services	7/2/2019	
SB 322	Health facilities: inspections: employee reporting.	-	Passed both houses, headed to Governor		TO GOV.
SB 329	Discrimination: housing: source of income.	Support	Assembly - Appropriations		
SB 338	Senior and disability victimization: law enforcement policies.	Support	Assembly - Public Safety	7/9/2019	
SB 345	Residential care facilities for the elderly: placement agencies.	-	Senate - Human Services (2YR BILL)		
SB 361	Medi-Cal: Health Home Program.	Support	Assembly - Appropriations		
SB 389	Mental Health Services Act.	Support	Assembly - Appropriations		
SB 398	Protection and advocacy agency/(access to individuals & records)	Oppose Unless Amended	Assembly - Pending Floor Vote		
SB 412	Developmental services: fees. (repeals AFPF/FCPP)		Assembly - Appropriations (Suspense)		
SB 450	California Environmental Quality Act exemption: supportive and transitional housing: motel conversion.	Support if Amended	Assembly - Natural Resources		
SB 453	Older adults.	-	Assembly - Aging and Long Term Care	7/9/2019	
SB 492	Property tax assistance: eligibility.	Support	Senate - Public Safety (2YR BILL)		
SB 512	Long-term services and supports.	-	Assembly - Human Services	7/2/2019	
SB 543	Pedicabs.	-	Assembly - Transportation	7/1/2019	
SB 557	Criminal proceedings: mental competence: expert reports.	-	Assembly - Pending Floor Vote		
SB 611	Housing: elderly and individuals with disabilities.	Support if Amended	Assembly - Aging and Long Term Care	7/9/2019	
SB 614	Early childhood education: county offices of education: grant program.	Support	Assembly - Education	7/10/2019	
SB 640	Mental health services: gravely disabled. (LPS Act)	-	Senate - Health (2YR BILL)		
SB 653	Dental hygienists: registered dental hygienist in alternative practice: scope of practice.	-	Senate - Approp./Held under submission		DEAD
SB 661	Long-term care.	-	Senate - Rules (2YR BILL)		
SB 683	Developmental services: regional centers. (Public Records Act, website design, etc.)	-	Assembly - Human Services	7/2/2019	
SB 721	Developmental services: rate methodology.	-	Senate - Human Services (2YR BILL)		
SB 735	Public social services: accommodation: notification.	Support	Assembly - Pending Floor Vote		
SB 744	Planning and zoning: California Environmental Quality Act: permanent supportive housing: No Place Like Home Program.	Support if Amended	Assembly - Natural Resources	7/8/2019	
SJR 5	California transportation infrastructure.	Support	Assembly - Transportation	7/1/2019	
SJR 8	Special education funding.	Support	Assembly - Education	7/10/2019	



LEGISLATIVE REPORT
July 2019
Respectfully Submitted by Jennifer Cummings
Fair Hearings and Legal Affairs



Bill	Title	ARCA Position	Bill Location	Hearing Date	STATUS
SR 28	Prader-Willi Syndrome Awareness Month (May)	-	PASSED		CHAPTERED

BUDGET UPDATE:

Governor Gavin Newsom signed the 2019-2020 State Budget bill (AB 74) late Thursday, June 27th, along with one budget related bill, and 14 of the budget trailer bills, including one of the two health budget trailer bills, developmental services, human services, and mental health. The \$214.8 billion budget, of which \$147.8 billion is State General Fund money, creates the biggest reserve in state history. California's budget year begins July 1st and ends June 30th. The Governor also used his line item veto power in four budget areas: Judicial, Transportation, Office of Planning and Research, and Public Employment Relations Board. *(from CDCAN - California Disability Community Action Network)*

UPCOMING LEGISLATIVE DEADLINES:

May 31 Last day to pass bills out of house of origin
June 15 Budget Bill must be passed by midnight
June 30 Governor must sign budget by midnight
July 10 Last day for policy committees to hear & report out fiscal bills
July 12 Last day for policy committees to meet and report bills, then Summer Recess
Aug. 12 Legislature reconvenes from Summer Recess
Aug. 30 Last day for fiscal committees to meet and report bills
Sept. 3-13 Floor Session only
Sept. 6 Last day to amend bills on the floor
Sept. 13 Last day for any bill to be passed
Oct. 13 Last day for Governor to sign or veto bills
Jan. 1 Statutes take effect
Jan. 6 Legislature reconvenes

GLOSSARY:

Second Reading - Each bill introduced must be read three times before final passage. Second reading occurs after a bill has been reported to the floor from Committee
Third Reading - Third reading occurs when the measure is about to be taken up on the floor of either house for final passage.

Summary of VAC meeting on June 17, 2019

Donita Remington Chair, Vendor Advisory Committee

The following is a summary of the June 17, 2019 VAC meeting. The meeting was well attended. The complete minutes (once approved) will be posted on the VAC section of IRC's website. Introductions of VAC members and attendees were made.

Kevin Urtz reported that there was not a Financial update to share with vendors. A list of the tentative supplemental rate increases (based on the budget revision) was distributed to vendors.

Summary by Vendor Category:

Vendor Group:	Concerns / Priorities
Day Programs:	Lynn De Anda (Ideanda@desertarc.org) reported that vendors discussed concerns regarding pick-ups from Residential providers. The time frame is within one hour, unless it is an emergency. Information regarding SSI will be discussed at the next meeting.
Health Care Facilities	Shelly Dawson (sdawson@independentoptions.org) was absent but sent in her report. The Rate study; hiring/training and retaining staff; ICF website and licensing were discussed. Next year's meetings will be held at IRC.
Infant/Children's Programs:	Johanna Caicedo (Johana.caicedo@thementornetwork.com) reported that vendors discussed the rate study and budget process noting that 805 vendors received a 0% increase. Interagency council training for vendors and parents will be held on September 9 th focusing on speech therapy. Vendors were reminded to stay on top of their billing.
Residential (Level 2-3):	Position vacant.
Residential (Level 4):	Mumbi Kairu (mumbi.np@pamojainc.com) reported that the PreVAC meeting was primarily a meet and greet. Vendors discussed the rate study and the importance of calling legislators. She is emailing vendors to schedule the next meetings.
Respite	April Stewart (april@24hrcares.com) reported that she will ask someone to report on PreVAC meetings for her when she is out on a temporary maternity leave. Vendors discussed the May revise and advocacy efforts. Vendors reported that they were having difficulty reaching CSCs and cannot have a copy of the case load list due to confidentiality. The liaison offered to provide contact information to vendors if they email her the UCI #, The PreVAC will not be held in July due to the roll-over of new authorizations.
SLS	Paul Castanedo (ILSinc@live.com) reported that vendors discussed the challenge they were facing due to the lack of standard practices. Authorizations have been received for various lengths of time without any standardization or consistent explanation. This has resulted in extra, unnecessary reports and extra costs for vendors. These concerns were reported to the liaison and Vince Toms reported that his unit will follow up with the vendors regarding this.
Specialist/Support Programs	Doug McKown (dr.mckown@samaritancares.org) reported that he had email discussions with vendors about the on-going concerns regarding rate study and the May revise. The next meeting will be held as needed and/or issues discussed via email.
Transportation	Felecia Arnold (nemt1stclasstransportation@yahoo.com) reported SIR training was provided at the PreVAC meeting. Vendors continued to discuss the rate study and discussed increased costs (commercial insurance, gas and pending minimum wage increases).
Vocational	Velia Partida (veliap@vipsolutions.com) reported that the budget update was discussed. The vendors noted the various increases, from 0% to 8%, depending on the service code. Self-determination roll out and the CMS rules were discussed. Vendors were reminded to contact the PMs with concerns.

Vendor Group:	Concerns / Priorities
Behavior Mod Programs:	David Satterwhite (dsatterwhite@oparc.org) was absent. No report given.
Member-at-Large:	Robert Horrigan Donna Gimm and Donita Remington had nothing to report as members-at-large.

Jennifer Cummings provided vendors with a comprehensive list of pending legislation to watch. Vendors were encouraged to contact Jennifer via email with any questions.

Membership Committee: Bob Horrigan reported there is a current opening for a Level 2-3 Residential, a current opening for Behavioral Mod programs and there will be an opening for Health Care Facilities in the near future. Following the meeting, Velia Partida announced that she had to resign her position and that she would be announcing the opening for a Vocational Programs representative to her vendor group. Interested vendors should contact Bob at rphorrigan@gmail.com

By-Laws Committee: Donita Remington reported that the VAC by-laws had been approved by the Board of Trustees. She thanked the representatives for their hard work and reported that this item will be removed from the VAC agenda going forward.

Regional Center Update: Vince Toms noted how quickly things are changing for the Vendors and the Regional Centers. Changes include the May revise, new programs, Person Centered Thinking, CMS final rule, self-determination and the DDS restructure. IRC vendors received 11 of the HCBS grants. DDS has released milestone expectations and a timeline for implementation of the CMS final rule. Vendors must meet these guidelines by March, 2021. IRC is pushing Day service vendors to transition to community based components. The self-assessment tool should be completed soon, the Federal survey is currently in use, but the new tool should be a better match for vendors. Training on the new tool will begin soon. The tool will be distributed to vendors next Spring/summer. Vendors will need to submit final transition plans. IRC announced that WAPs will no longer be in place by 2022 (as they now exist). A moratorium on WAP referrals will begin May, 2020. Consumers will be referred to ancillary programs instead. Two third of Day programs are currently in the process of this transition. Vendors were urged to review AB 81 the trailer bill that outlines the budget update. Vendors will receive varying increases, notably, some vendors will not receive any increase. Vince noted that the system is changing radically and is becoming a more state run system with less autonomy for individual Regional Centers. He noted that Camp and Recreation programs were not restored, even though the absence of these programs negatively impacts disparity. The budget revision was a temporary compromise between the 8% increase and the Burns study. The Governor is concerned about long term funding. Vendors need to advocate with legislators. IRC is collaborating with the vendor community. Vince noted that the DDS restructure will result in a higher level of oversight and scrutiny for Vendors and Regional Centers. Vince reported that he is concerned that this may impact the collaborative and respectful nature of the relationship between IRC and vendors. The Uniform holiday schedule has been suspended. Half day billing remains in place.

Old Business / Public Input: Bob Horrigan asked about the next step for the VAC now that the by-laws have been approved. Donita Remington will send out the final, approved by-laws to the representatives. A date will be set for a planning meeting (as called for in the new by-laws). This initial planning meeting will focus on the implementation of the by-laws.

The next VAC meeting will be August 19, 2019 at 10:00 a.m. at IRC



MASTER TRUST *of* CALIFORNIA

Serving People with a Developmental Disability

BOARD OF TRUSTEES REPORT
July 8, 2019
RESPECTFULLY SUBMITTED BY LAURA MILLER

As of 5/31/2019, Master Trust has 285 active trusts.
Total assets are \$21,614,732.09

COMMITTEE MEMBERS

Tom Cosand, Drew Cutler, Bob McGuire, Debra Mannon, Cameron Page, Evan Page, Steve Spears, and
Sheela Stark

BUSINESS

At the April 2019 meeting the committee was given copies of the private audit report for their review, there were no findings for the fiscal year ending 2018. Our CPA prepared and filed appropriate tax documents for our trust consumers.

At the May 2019 committee meeting, the committee was informed of the board decision to increase the members on the Master Trust committee to nine, and a quorum can be reached with 40% of members present and voting. Account Technician, Tambauron Miller, traveled to Memphis, Tennessee for the annual conference for our new accounting system. She was able to network with employees from other trusts & learn new techniques to improve efficiency.

ACCESS

In May 2019, Trust Associate, Trina Boyce, traveled to the Central Valley Regional Center catchment area where she was able to visit 18 consumers. Trust staff also visited consumers in Orange and Los Angeles Counties. In April 2019 and May 2019, 243 requests for distributions were processed for consumers. Types of disbursements approved or ratified by committee include; voice recorder, eyeglasses, pre-paid phone cards, vacation to Reno, pre-need burial policies, summer clothing, bus pass, compression socks, bath sling, camp, fish tank maintenance, mattress and bedding, televisions, nutritional supplements, iPad lessons, Proloquo, real estate taxes, orthodontia, cell phone bills, cable bills, companion services, massage therapy, vehicle registration and insurance, legal fees, medical and dental fees not covered by insurance, outings, and entertainment.

PUBLIC BENEFIT UPDATES

Barriers to building wealth when receiving public benefits have been eased by the passage of the Achieving a Better Life Experience Act (ABLE Act) in 2014.

If a person is disabled before the age of 26, they are eligible to open an ABLE Account. Resource limits for SSI and Medi-Cal are \$2,000. This means an individual cannot have more than \$2,000 in cash assets. If you meet other rules for SSI, you can save up to \$100,000 in an ABLE Account.

There is a limit to deposits to an ABLE account in a calendar year. You can deposit up to \$15,000 from any source, i.e. gifts from family, your benefits, or other pensions. If you work, you can deposit an additional \$12,140 per year from your own wages. If your wages are less than \$12,140 a year, you can deposit what you earn, up to \$12,140 per year.

ABLE Accounts are a good option for people that would like to save for future special needs.

For more information, check out the following websites:

<https://calable.ca.gov/>

<http://www.ablenrc.org/about/what-are-able-accounts>

<https://ca.db101.org/ca/situations/workandbenefits/assets/program.able.htm>

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**RESTATED BYLAWS
OF
INLAND COUNTIES REGIONAL CENTER, INC.**

A California Nonprofit Public Benefit Corporation

[July 8, 2019]

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RESTATED BYLAWS OF

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INLAND COUNTIES REGIONAL CENTER, INC.

A California Nonprofit Public Benefit Corporation

ARTICLE I – NAME AND OFFICES

Section 1. NAME AND OFFICES.

The name of this corporation is Inland Counties Regional Center, Inc. (the “Corporation”). The principal office for the transaction of the business of the Corporation shall be located in San Bernardino or Riverside Counties, California. The Board of Trustees (the “Board”) is hereby granted full power and authority to change said principal office from one location to another within these Counties. The Board may at any time establish branch or subordinate offices at any locations within San Bernardino or Riverside Counties, California.

ARTICLE II - NONPROFIT STATUS

Section 1. PURPOSES.

The Corporation is a nonprofit, public benefit Corporation and is not organized for the private gain of any person. The Corporation’s primary purpose is to provide all services designated as regional center responsibilities pursuant to the Lanterman Developmental Disabilities Services Act, *Welfare and Institutions Code* §4500 *et. seq.*, and in furtherance of its contract with the California Department of Developmental Services. A secondary purpose of the Corporation is to aid and assist persons with developmental disabilities. In furtherance of this purpose, the Corporation retains the right to become involved in charitable activities not necessarily related to designated regional center responsibilities.

Section 2. LIMITATIONS.

- a. This Corporation is organized exclusively for charitable purposes within the meaning of Section 501(c)(3) of the *Internal Revenue Code*. This Corporation shall not, except to an insubstantial degree, engage in or carry on any activities or exercise any powers that are not in furtherance of the goals and purposes of this Corporation, and the Corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the *Internal Revenue Code* or Section 23701 of the *California Revenue and Taxation Code* or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the *Internal Revenue Code* or under Sections 24357-24359.1 and related sections of the *California Revenue and Taxation Code*;
- b. No substantial part of the activities of this Corporation shall consist of lobbying or propaganda, or otherwise attempting to influence legislation, except as provided in Section 501(h) of the *Internal Revenue Code*, and this Corporation shall not participate in or intervene in (including publishing or distributing statements) any political campaign

on behalf of any candidate or public office except as provided in Section 501(h) of the *Internal Revenue Code*.

Section 3. DEDICATION OF ASSETS AND DISSOLUTION.

- a. Dedicated to Charitable Purposes: All corporate property is irrevocably dedicated to charitable purposes. No part of the net earnings or assets of the Corporation shall inure to the benefit of any of its Trustees or Officers, or to the benefit of any private person, except that the Corporation is authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this Article;
- b. Dissolution of the Corporation: On the winding up or dissolution of the Corporation, after paying or adequately providing for the debts, obligations and liabilities of the Corporation, the remaining assets of the Corporation shall be distributed to a nonprofit fund, foundation or corporation selected by the Board which is organized and operated exclusively for charitable purposes and which has established its tax-exempt status under Section 501(c)(3) of the *Internal Revenue Code*.
- c. Exclusion From Corporate Property: The Corporation is a Trustee for separate private trusts created under the Master Trust of California f/k/a Inland Counties Master Trust, a pooled investment trust which contains special needs trusts. Fiduciary laws govern these separate trusts and the trust assets do not include and are not considered to be property belonging to the Corporation. If there is a dissolution of the Corporation, the applicable terms of the Master Trust Agreement require that the Corporation choose a successor Trustee.

ARTICLE III - TRUSTEES

Section 1. NUMBER OF TRUSTEES.

The authorized number of Trustees of the Corporation shall be not less than thirteen (13) or more than seventeen (17); the exact authorized number to be fixed, within these limits, by resolution or motion of the Board. No reduction in the authorized number of Trustees shall have the effect of removing any Trustee prior to the expiration of that Trustee's term of office unless the reduction also provides for the removal of that specified Trustee in accordance with these Bylaws and the California Nonprofit Corporation Law.

Section 2. QUALIFICATIONS OF TRUSTEES.

The Board shall include people that meet the following criteria:

- a. Individuals with demonstrated interest in, or knowledge of, developmental disabilities.
- b. Individuals with legal, management or board governance, financial, and developmental disability program expertise. Board governance expertise may not be acquired solely by serving on a regional center board.
- c. Individuals that represent the various categories of disability served by the Corporation.

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- d. Individuals that reflect the geographic and ethnic characteristics of the area served by the Corporation.
- e. A minimum of 50 percent of the members of the Board shall be persons with developmental disabilities or their parents or legal guardians. No less than 25 percent of the members of the Board shall be persons with developmental disabilities.
- f. The Board shall include one (1) representative from the Vendor Advisory Committee (VAC). The VAC Representative on the Board shall not do any of the following:
 - (1) Serve as an officer of the Corporation.
 - (2) Discuss or vote on any fiscal matters affecting the purchase of services from any regional center provider. However, this will not prevent the VAC Representative from discussing or voting on the Corporation's overall annual budget.
 - (3) Vote on any other issue in which he or she has a "financial interest," as defined in *Government Code* §87103. Said person shall provide the Board with a list of his/her "financial interests," as defined in *Government Code* §87103, at the same time that Trustees are required to submit their Conflict of Interest Statements pursuant to *Welfare and Institutions Code* §4626.
- g. No paid employee of the Corporation or of the State of California shall be a member of the Board of Trustees;
- h. No Trustee shall be any of the following:
 - (1) An employee of the Department of Developmental Services or any state or local agency which provides services to a regional center client, if employed in a capacity which includes administrative or policymaking responsibility, or responsibility for the regulation of the regional center;
 - (2) An employee or a member of the State Council on Developmental Disabilities (SCDD) or an SCDD regional office or a member of an SCDD regional advisory committee;
 - (3) Except as otherwise provided in *Welfare and Institutions Code* §4622(k), an employee or member of the governing board of any entity from which the Corporation purchases client services;
 - (4) Any person who has a financial interest, as defined in *Government Code* §87103, in regional center operations, except as a consumer of regional center services.
- i. Not more than forty-nine (49) percent of the persons serving on the Board at any time may be interested persons. An interested person is (1) any person being compensated by the Corporation for services rendered to it within the previous twelve (12) months, whether as a full time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a Trustee as Trustee; and (2) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person. Any violation of the provisions of this paragraph shall not affect the validity or enforceability of any transaction entered into by the Corporation.

Section 3. POWERS.

The business and affairs of the Corporation shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board of Trustees (the Board), subject to the limitations set forth in the Articles of Incorporation, these Bylaws, and any applicable law including, but not limited to, the Lanterman Developmental Disabilities Services Act (*Welfare and Institutions Code §4500 et seq.*) and the California Nonprofit Corporation Law (*Corporations Code §5000 et seq.*). The Board may delegate the management of the activities of the Corporation to any person or persons, management company or committee, however composed, provided that the activities and affairs of the Corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board.

Section 4. NOMINATION AND ELECTION OF TRUSTEES.

The members of the Board shall be selected from applicants whose qualifications have been reviewed and approved by the Executive Committee. A majority vote of the Board of Trustees, though less than a quorum, is sufficient to elect an individual proposed for membership. All members of the Board must sign a Confidentiality, Non-Disclosure and Non-disparagement Agreement upon being elected to the Board.

Section 5. TERM OF OFFICE.

The terms of office of the Trustees shall be staggered to ensure experienced Trustees remain on the Board. The first term of office of a Trustee elected on or after July 1, 2014, shall be four (4) years. A Trustee may serve an optional second term of office of three (3) years pursuant to a recommendation by the Executive Committee and approval by the Board. The foregoing term limits shall not affect the terms of office of those Trustees currently on the Board who were elected before July 1, 2014 to serve a seven (7) year term or who are serving out the unexpired term of a prior Trustee. A Trustee shall serve until any one of the following occurs:

- a. Disqualification;
- b. Replacement by a duly elected successor;
- c. Removal by a majority vote of the Board of Trustees;
- d. Resignation. A Trustee may resign by giving written notice to the Chair, Vice-Chair, Secretary or the Board. The resignation shall be effective on the later of (1) the date it is delivered or (2) the date specified in the written notice that the resignation is to become effective. However, if there is only one remaining Trustee, that Trustee may not resign without first notifying the California Attorney General of the proposed resignation;
- e. At the expiration of the Trustee's term or service on the Board for seven (7) years within each eight (8) year period.
- f. Any person elected to fill a vacancy on the Board occurring before the end of a Trustee's term shall serve on the Board for the remainder of the past Trustee's unexpired term.

Section 6. VACANCIES.

- a. A vacancy on the Board shall be deemed to exist on the occurrence of any of the following:
 - (1) The death, resignation, or removal of any Trustee; or
 - (2) Whenever the number of authorized Trustees is increased; or

- (3) Whenever the Board, at any meeting at which any Trustees are to be elected, fails to elect the full authorized number of Trustees.
- b. The Board may declare vacant the office of a Trustee that has a total of 4 (four) absences in a calendar year from the regularly scheduled meetings of the Board. Non-attendance at a mandatory extended Board training will be counted as a regular Board meeting absence.
 - c. The Board may declare vacant the office of a Trustee who has been declared of unsound mind by an order of court, or convicted of a felony, or found by final order or judgment of any court to have breached a duty under the California Nonprofit Corporation Law.
 - d. A Trustee may be removed from the Board, without cause, by a majority vote of the Trustees then in office.
 - e. The Board may fill a vacancy by electing an additional Trustee as soon as practicable after the vacancy occurs. If the number of Trustees then in office is less than a quorum, additional Trustees may be elected to fill such vacancies by (i) the unanimous written consent of the Trustees then in office, (ii) the affirmative vote of a majority of the Trustees in office at a meeting held according to notice or waivers complying with Article IV. C. Section 5 of these Bylaws or (iii) a sole remaining Trustee.

Section 7. FEES AND COMPENSATION.

The Trustees and members of committees shall serve without compensation. However, Trustees and members of committees may be reimbursed for expenses incurred in the performance of their duties to the Corporation in an amount determined to be just and reasonable by the Executive Committee, upon submission of a written request for reimbursement, with supporting documentation.

Section 8. NO PERSONAL LIABILITY.

To the fullest extent allowed by law, no Trustee shall be personally liable for the debts, liabilities or obligations of the Corporation.

ARTICLE IV - MEETINGS

A. CORPORATE AFFAIRS MEETINGS.

Meetings with respect to matters affecting the corporate affairs, which have no relationship to the role and responsibility of a regional center, shall be held as follows:

Section 1. PLACE OF MEETINGS.

Corporate Affairs Meetings of the Board of Trustees shall be held at the principal office of the Corporation or at such other place as may be designated from time to time by a duly adopted resolution or motion of the Board of Trustees.

Section 2. REGULAR MEETINGS.

Regular Corporate Affairs Meetings of the Board of Trustees shall be held at such times as may be set from time to time by the Board of Trustees.

Section 3. SPECIAL MEETINGS.

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Special Corporate Affairs Meetings of the Board of Trustees may be called for any purpose at any time by the Chair, a Vice-Chair or the Secretary or, if the foregoing are absent or unable or unwilling to act, then by any two (2) Trustees.

Section 4. NOTICE OF SPECIAL MEETINGS.

Notice of the time and place of the Special Corporate Affairs Meetings shall be given to each Trustee by one of the following methods:

- a. By personal delivery of written notice;
- b. By first-class mail, postage prepaid;
- c. By telephone, including a voice messaging system; or
- d. By electronic transmission by the Corporation. "Electronic transmission by the Corporation" means a communication:
 - (1) Delivered by:
 - (i) Facsimile telecommunication or electronic mail; or
 - (ii) Posting on an electronic message board or network which the Corporation has designated for those communications, together with a separate notice to the Trustee of the posting, with said notice being deemed delivered upon the later of the posting or delivery of the separate notice; or
 - (iii) Other means of electronic communication;
 - (2) To a Trustee who has provided an unrevoked consent to the use of the above means of communication; and
 - (3) That creates a record that is capable of retention, retrieval, and review, and that may thereafter be rendered into clearly legible tangible form.

Notices sent by first-class mail shall be deposited in the United States mail at least four (4) days before the time set for the special meeting. Notices delivered in person or by telephone, including a voice messaging system, or by electronic transmission by the Corporation shall be delivered, telephoned or electronically transmitted at least forty-eight (48) hours before the time set for the special meeting. All such notices shall be given or sent to the Trustee's address, telephone number, facsimile number or electronic mail address, respectively, as shown on the records of the Corporation.

Special Corporate Affairs Meetings may be held at the principal office of the Corporation or at any place designated in the notice or as designated from time to time by the Board of Trustees or by written consent of a majority of the Board of Trustees.

These Bylaws may not dispense with notice of a Special Corporate Affairs Meeting. A notice, or waiver of notice, need not specify the purpose of the special meeting.

Section 5. ADJOURNMENT.

A majority of the Trustees present, whether or not constituting a quorum, may adjourn any

meeting of the Board to another time and place. Notice of the time and place of holding an adjourned meeting need not be given, unless the meeting is adjourned for more than 24 hours, in which case personal notice of the time and place shall be given as soon as possible before the time of the adjourned meeting to the Trustees who were not present at the time of the adjournment.

Section 6. ACTION WITHOUT MEETING.

Notwithstanding any other provision of these Bylaws, any action required or permitted to be taken by the Board at a Regular or Special Corporate Affairs Meeting may be taken without any such meeting, if all members of the Board, not including any Trustee deemed to be an "interested director" as defined in *Corporations Code* §5233, shall individually or collectively consent in writing to such action. The written consent(s) shall be filed with the minutes of the proceedings of the Board. Any action by written consent shall have the same force and effect as a unanimous vote of the Board.

Section 7. ACTION BY COMMITTEE.

The Board may appoint committees, as needed, to conduct business as set forth in Article VIII.

B. MEETINGS FOR REGIONAL CENTER FUNCTIONS.

Meetings with respect to matters concerning the role and responsibility of a regional center as required by the Lanterman Developmental Disabilities Services Act (*Welfare and Institutions Code* §4500 *et. seq.*) shall be held as follows:

Section 1. PLACE OF MEETINGS.

Meetings of the Board of Trustees concerning regional center functions shall be held at any place within the State of California that is accessible to persons with physical disabilities and which does not prohibit the admittance of any person on the basis of race, religious creed, color, national origin, ancestry, sex, or disability. The meeting site will be designated from time to time by a duly adopted resolution or motion of the Board, or by written consent of a majority of the Board. In the absence of such designation, meetings shall be held at the principal office of the Corporation. Special meetings of the Board may be held either at a place so designated, or at the principal office.

Section 2. REGULAR MEETINGS.

Regular meetings of the Board shall be held bi-monthly, or more or less often as set forth in a resolution or motion of the Board, on such date and at such time as determined by the Board. All meetings shall be open and public and all persons shall be permitted to attend any meeting, except as otherwise provided, and shall be called and held in accordance with all legal requirements, which shall include, but not be limited to, the following:

- a. Notice shall be mailed at least seven (7) days in advance of each meeting. The notice shall include the date, time and location of, and a specific agenda for, the meeting, which shall include an identification of all substantive topic areas to be discussed, and no items shall be added to the agenda subsequent to the provision of the notice. Notice shall be mailed to any person who has requested notice of the meeting in writing;

- b. All recordings and written comments submitted as testimony on agenda items shall be maintained for no less than two (2) years;
- c. Five (5) minutes of time per person shall be allowed for public input on all properly noticed agenda items prior to the Board taking action on that item;
- d. Five (5) minutes of time per person shall be allowed for public input on any issue not included on the agenda;
- e. Any person attending an open and public meeting shall have the right to record the proceedings on a tape recorder, video recorder, or other sound, visual, or written transcription recording device, unless the Board makes a reasonable finding that such recording constitutes, or would constitute, a disruption of the proceedings; and
- f. The seven (7) day notice requirement shall not preclude the Board from taking action on any urgent request made by the Department of Developmental Services, not related to purchase of service reductions, for which the Board makes a specific finding that notice could not have been provided at least seven (7) days before the meeting, or on new items brought before the Board at meetings by members of the public.

Section 3. CLOSED MEETINGS.

The Board may hold a closed meeting to discuss or consider one or more of the following:

- a. Real estate negotiations;
- b. The appointment, employment, evaluation of performance, or dismissal of a regional center employee;
- c. Employee salaries and benefits;
- d. Labor contract negotiations;
- e. Pending litigation;
- f. Any matter specifically dealing with a particular regional center consumer must be conducted in closed session, except where it is requested that the issue be discussed publicly by the consumer, the consumer's conservator, or the consumer's parent or guardian where the consumer is a minor.

A designated officer or employee of the Corporation shall keep minutes of closed sessions, but these minutes shall not be considered public records. Prior to and immediately after holding any closed session, the Board shall state the specific reason(s) for the closed session. In the closed session, the Board may consider only those matters covered in its statement.

The need for a closed meeting may be called at any time by the Chair, the Vice-Chair or the Secretary or, if the foregoing are absent or are unable or unwilling to act, then by any two (2) Trustees.

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Section 4. EMERGENCY MEETINGS.

In the case of an emergency situation involving matters upon which prompt action is necessary due to the disruption or threatened disruption of regional center services, an emergency meeting may be called without complying with the advance notice requirements set forth above. An "emergency situation" means any activity which severely impairs public health, safety, or both, as determined by a majority of the members of the Board. Advance notice shall be provided if practicable. In addition, the area board shall be notified by telephone of each

emergency meeting. The minutes of an emergency meeting, including a description of any actions taken at the meeting, shall be mailed immediately to those persons that have requested notice of Board meetings.

Section 5. ADJOURNMENT.

A majority of the Trustees present, whether or not constituting a quorum, may adjourn any meeting of the Board to another time and place. Notice of the time and place of holding an adjourned meeting shall comply with the same notice requirements that applied to the meeting being adjourned.

C. PROVISIONS AFFECTING ALL CORPORATE AFFAIRS AND REGIONAL CENTER FUNCTION MEETINGS.

Section 1. ANNUAL MEETING.

Each year, the Board shall hold an annual meeting in the month of May at such place and on such date and time as fixed by the Board, with notice being given in the same manner as a regular meeting, for the purposes, if necessary, of electing Trustees, appointing Officers and the transaction of other business.

Section 2. QUORUM.

A majority of the Trustees then in office shall be necessary to constitute a quorum for the transaction of business, except to adjourn. Every act or decision done or made by the majority of the Trustees present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board, unless a greater number is expressly required by the California Nonprofit Corporation Law, the Articles of Incorporation or these Bylaws. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of Trustees, if any action taken is approved by a least a majority of the required quorum for that meeting.

The following actions shall require a vote by a majority of all Trustees then in office in order to be valid:

- a. Approval of contracts or transactions in which a Trustee has a direct or indirect material financial interest, provided that the vote of any such Trustee is not counted;
- b. Creation of, and appointment to, standing committees, but not advisory committees, as set forth in Article VIII of these Bylaws;
- c. Indemnification of Trustees as set forth in Article VII of these Bylaws.

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Section 3. CONDUCT OF MEETINGS.

Meetings of the Board shall be presided over by the Chair or, if there is no Chair or the Chair is absent, unable or unwilling to perform, the Vice-Chair or, if the Chair and Vice-Chair are both absent, unable or unwilling to perform, by a chairperson who is chosen by a majority of the Trustees present at the meeting. The Secretary shall act as secretary of all meetings of the Board, provided that, if there is no Secretary or the Secretary is absent, unable or unwilling to perform, the Assistant Secretary shall act as secretary of the meeting, or, if the Secretary and Assistant Secretary are both absent, unable or unwilling to perform, the presiding officer shall appoint another person to act as secretary of the meeting.

Section 4. OTHER METHODS OF PARTICIPATION IN MEETINGS.

Members of the Board may participate in any regular meeting, emergency meeting, special meeting or a closed session by the use of conference telephone, electronic video screen communication or electronic transmission by and to the Corporation. All notice requirements that may be applicable to the type of meeting involved must still be followed. Participation in a meeting through the use of conference telephone or electronic video screen communication constitutes presence in person at that meeting as long as all members participating in the meeting are able to hear one another. Participation in a meeting through the use of electronic transmission by and to the Corporation, other than conference telephone and electronic video screen communication, constitutes presence in person at that meeting if both of the following apply:

- a. Each Board member participating in the meeting can communicate with all of the other Board members concurrently; and
- b. Each Board member is provided the means of participating in all matters before the Board, including, without limitation, the capacity to propose, or to interpose an objection to, a specific action to be taken.

Section 5. WAIVER OF NOTICE.

The transactions of any meeting of the Board, however called and noticed or wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if (i) a quorum is present, and (ii) either before or after the meeting, each of the Directors who is not present at the meeting signs a written waiver of notice, a consent to holding the meeting, or an approval of the minutes. The waiver of notice or consent does not need to specify the purpose of the meeting. All waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Also, notice of a meeting is not required to be given to any Trustee who attends the meeting without protesting, before or at its commencement, about the lack of adequate notice. Trustees can protest the lack of notice only by presenting a written protest to the Secretary or Assistant Secretary either in person, by first-class mail addressed to the Assistant Secretary at the principal office of the Corporation, by e-mail sent to the corporate e-mail addresses assigned to the Secretary or Assistant Secretary or by facsimile sent to the facsimile number of the Corporation that is used by the Assistant Secretary.

Section 6. ENTRY OF NOTICE.

Whenever any Trustee is absent from any meeting duly called and noticed, an entry in the minutes to the effect that proper notice had been given shall be conclusive and incontrovertible evidence that due notice of such meeting was given to the Trustee, as required by law and these Bylaws.

Section 7. AFFIDAVIT OF MAILING NOTICE.

The Affidavit of Mailing Notice shall be executed by the Secretary or Assistant Secretary and shall be filed and maintained in the corporate minute book.

ARTICLE V - MEMBERS

Section 1. NO MEMBERS.

The Corporation shall have no members.

Section 2. POWERS GIVEN TRUSTEES.

All rights which would otherwise vest in the members of the Corporation shall vest in the Trustees, including, but not limited to, the right to remove Trustees with or without cause, the right to bring derivative actions, the right to adopt and amend bylaws, and the right to vote on the distribution of the assets of the Corporation on the dissolution of the Corporation.

ARTICLE VI - OFFICERS

Section 1. OFFICERS.

The officers of the Corporation shall be the Chair, a Vice-Chair, a Secretary, an Assistant Secretary, an Executive Director (who shall be the Chief Executive Officer), an Associate Executive Director (who shall be the Chief Operating Officer), a General Counsel and a Chief Financial Officer. Only Trustees are qualified to serve as the Chair, Vice-Chair and Secretary. Trustees shall not serve as the Executive Director, Associate Executive Director, Assistant Secretary, General Counsel or the Chief Financial Officer. The Board shall have the power to designate additional officers, who may, but need not be, Trustees, with such duties, powers, titles and privileges as the Board may fix, including such officers as may be appointed in accordance with the provisions of Section 3 or Section 5 of this Article VI. The same person may hold any number of offices, except that neither the Secretary nor the Chief Financial Officer may serve concurrently as the Chair or Vice-Chair. Officers' terms shall begin on July 1.

Section 2. ELECTION.

The officers of the Corporation, except those officers that are appointed in accordance with provisions of Section 3 or Section 5 of this Article VI, shall be chosen bi-annually by the Board at the annual meeting. Each shall hold office until the officer resigns, is removed or is otherwise disqualified to serve, or until a successor shall be elected. Nominations for officers shall be made to the Executive Committee no later than sixty (60) days prior to the annual meeting. The Executive Committee shall recommend one nominee for each officer position and will prepare a slate of the nominees to be presented to the Board at the annual meeting. Additional nominations of persons who are eligible and willing to serve may be made by any Trustee for any officer position at the annual meeting of the Board before voting on the officer positions. The election of officers shall be by written ballot by a majority vote. The Trustees may vote for the nominee(s) for each officer position or may vote for any other eligible person by writing in the person's name on the ballot.

Section 3. OTHER OFFICERS.

The Board may authorize the Executive Committee or the Executive Director to appoint or remove such other officers as the business of the Corporation may require, each of whom shall have the title, hold office for the period, have the authority, and perform the duties specified in these Bylaws or as determined by the Board.

Section 4. TERM OF OFFICE.

Officers' terms shall begin on July 1. Officers who are Trustees shall serve for a term of two (2) years and may not serve more than two (2) consecutive terms in the same office. These limitations in the terms of officers do not apply to the Executive Director, the Associate Executive Director, the General Counsel, the Chief Financial Officer or the Assistant Secretary, all of whom are not Trustees.

Section 5. REMOVAL AND RESIGNATION.

Subject to the rights, if any, of an officer under any contract of employment, any officer may be removed, with or without cause, by a majority of the Trustees then in office, at any regular or special meeting of the Board, or, except in case of an officer who is also a Trustee, by the Executive Director or other officer upon whom such power of removal may be conferred by the Board.

Any officer may resign by giving written notice to the Chair, Vice-Chair, Secretary, Executive Director or the Board. The resignation shall be effective on the later of (1) the date it is delivered or (2) the date specified in the written notice that the resignation is to become effective. The acceptance of any such resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any, of the Corporation under any contract to which the officer is a party.

Section 6. VACANCIES.

A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled in the manner prescribed in these Bylaws for regular appointments to that office, provided that such vacancies shall be filled as they occur and not on an annual basis. The officer so elected will hold office for the unexpired term of the predecessor.

Section 7. CHAIRPERSON OF THE BOARD.

The Chairperson of the Board (the "Chair") must be a member of the Board and shall preside at all meetings of the Board, shall see to it that all orders and duly adopted resolutions or motions of the Board are carried into effect and shall have such other powers and perform such other duties as the Board or these Bylaws may provide.

Section 8. VICE-CHAIRPERSON OF THE BOARD.

The Vice-Chairperson of the Board (the "Vice-Chair") must be a member of the Board. If the Chair is absent, unable or unwilling to perform, the Vice-Chair shall perform all the duties of the Chair and, when so acting, shall have all the powers of, and be subject to all the restrictions upon, the Chair. The Vice-Chair shall also have such other powers and perform such other duties as the Board or these Bylaws may provide.

Section 9. SECRETARY.

The Secretary must be a member of the Board and shall do the following: (a) certify and keep or cause to be kept at the principal office of the Corporation the original or a copy of these Bylaws as amended to date; (b) keep or cause to be kept a minute book as described in Article X, Section 1; (c) give, or cause to be given, notice of all meetings of the Board in accordance with these Bylaws; (d) upon request, exhibit or cause to be exhibited at all reasonable times to any

Trustee, or to his or her designated agent or attorney, these Bylaws and the minute book; (e) keep or cause to be kept the seal of the Corporation, if any, in safe custody.

The Secretary shall have such other powers and perform such other duties incident to the office of Secretary as may be prescribed by the Board or these Bylaws. All or part of the above duties of the Secretary may be delegated to the Assistant Secretary, Executive Director or such other staff as may be designated by the Executive Director.

Section 10. ASSISTANT SECRETARY.

The Executive Assistant to the Executive Director shall be the Assistant Secretary. The Assistant Secretary shall perform those duties delegated by the Secretary or Executive Director. If the Secretary is absent, unable or unwilling to perform any of the Secretary's duties, the Assistant Secretary shall perform all such duties and, when so acting, shall have all the powers of, and be subject to all the restrictions upon, the Secretary. The Assistant Secretary shall attend and keep or cause to be kept the minutes of all meetings of the Board, whether Regular, Closed, Special, Emergency or Corporate Affairs, and all meetings of the Executive Committee. The Assistant Secretary is authorized to perform those duties of the Secretary set forth in Section 9 of this Article and shall have such other powers and perform such other duties as the Board or these Bylaws may provide.

Section 11. EXECUTIVE DIRECTOR.

The Executive Director is elected by a majority vote of the Trustees then in office. The Executive Director shall be the Chief Executive Officer of the Corporation and shall, subject to the direction of the Board, supervise, direct and control the Corporation's day-to-day activities, business and affairs and shall manage the personnel and employment matters of the Corporation consistent with the Corporation's Personnel Policies, as adopted by the Board, subject to the rights, if any, of any employee's contract of employment. Except as otherwise provided in these Bylaws, the Executive Director shall be an *ex officio* member of all committees. The Executive Director shall have such other powers and perform such other duties as the Board or these Bylaws may provide. All or part of the above powers and duties of the Executive Director may be delegated to such other staff of the Corporation as the Executive Director may designate.

Section 12. ASSOCIATE EXECUTIVE DIRECTOR.

The Associate Executive Director shall be the Chief Operating Officer of the Corporation and shall perform those duties delegated by the Executive Director. Except as otherwise provided in these Bylaws, the Associate Executive Director shall be an *ex officio* member of all committees. If the Executive Director is absent, unable or unwilling to perform any of the Executive Director's duties, the Associate Executive Director shall perform all such duties and, when so acting, shall have all the powers of, and be subject to all the restrictions upon, the Executive Director. The Associate Executive Director shall also have such other powers and perform such other duties as the Board or these Bylaws may provide.

Section 13. GENERAL COUNSEL.

The General Counsel shall be the chief legal officer of the Corporation; shall have general charge of all legal matters pertaining to the Corporation; shall attend meetings of the Board and its Committees, as necessary; shall represent or arrange for the representation of the Corporation

in all legal proceedings; shall provide general corporate legal advice and consultation to the Board, its Committees, Executive Director, Associate Executive Director, Directors, Managers and staff as necessary or as directed by the Board or the Executive Director; and shall oversee the provision of all legal services to the Corporation. Except as otherwise provided in these Bylaws, the General Counsel shall be an *ex officio* member of all committees. The General Counsel shall also have such other powers and perform such other duties as the Board or these Bylaws may provide.

Section 14. CHIEF FINANCIAL OFFICER.

The Director of Finance for the Corporation shall be the Chief Financial Officer and shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and transactions of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and other matters customarily included in financial statements or that may be required to comply with the Lanterman Developmental Disabilities Services Act or the Corporation's contract with the California Department of Developmental Services. The books of account shall at all times be open to inspection by a Trustee at all reasonable times.

The Chief Financial Officer shall prepare and certify, or cause to be prepared and certified, the financial statements to be included in any required reports.

The Chief Financial Officer shall deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the Corporation with such financial institutions as may be designated by resolution or motion of the Board; shall disburse, or cause to be disbursed, the funds of the Corporation as may be ordered by the Board or the Executive Director; shall provide to the Executive Director and the Board, whenever so requested, an account of all of the transactions as Chief Financial Officer and the financial condition of the Corporation; and shall have such other powers and perform such other duties as the Board or these Bylaws may provide. All or part of the above powers and duties of the Chief Financial Officer may be delegated to such other staff of the Corporation as the Chief Financial Officer may designate.

Section 15. ABSENCES.

In the case of the absence of any officer of the Corporation, or for any other reason that the Board deems to be sufficient, the Board may, at any time, temporarily delegate any or all of the powers or duties of such officer to another Trustee or employee of the Corporation, as appropriate, provided that a majority of the Trustees then in office have approved such delegation of power or duties.

ARTICLE VII - INDEMNIFICATION OF TRUSTEES, OFFICERS, EMPLOYEES AND AGENTS, LIMITATIONS, INSURANCE

Section 1. DEFINITIONS.

For the purpose of this Article,

- a. "agent" means any person who is or was a Trustee, Officer, employee, or other agent of this Corporation, or who is or was serving at the request of the Corporation as a Trustee,

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Director, Officer, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, or was a Trustee, Director, Officer, employee, or agent of a foreign or domestic corporation that was a predecessor corporation of this Corporation or of another enterprise at the request of the predecessor corporation;

- b. "proceeding" means any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative, or investigative; and
- c. "expenses" include, without limitation, all attorneys' fees, costs, and any other expenses reasonably incurred in the defense of any claims or proceedings against an agent by reason of his or her position or relationship as agent and all attorneys' fees, costs, and other expenses reasonably incurred in establishing a right to indemnification under this Article VII.

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Section 2. SUCCESSFUL DEFENSE BY AGENT.

To the extent that an agent of the Corporation has been successful on the merits in the defense of any proceeding referred to in this Article, or in the defense of any claim, issue, or matter therein, the agent shall be indemnified against any expenses actually and reasonably incurred by the agent in connection with the proceeding.

Section 3. SETTLEMENT OR UNSUCCESSFUL DEFENSE BY AGENT.

If an Agent either settles any proceeding referred to in this Article, or any claim, issue, or matter therein, or sustains a judgment rendered against him, then the provisions of Sections 4 through 8 of this Article shall determine whether the agent is entitled to indemnification.

Section 4. ACTIONS BROUGHT BY PERSONS OTHER THAN THE CORPORATION.

This section applies to any proceeding other than an "action brought by or on behalf of the Corporation" as set forth in Section 5 below. Such proceedings that are not brought by or on behalf of the Corporation are referred to in this section as "Third Party Proceeding."

- a. Subject to the required findings to be made pursuant to subsection (b) below, the Corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any Third Party Proceeding, by reason of the fact that such person is or was an agent of the Corporation, for all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with the Third Party Proceeding.
- b. Any indemnification granted to an Agent in this section is conditioned on the following: The Board must determine, in the manner provided in Section 8, that the agent seeking reimbursement acted in good faith, in a manner he or she reasonably believed to be in the best interest of the Corporation, and, in the case of a criminal proceeding, he or she must have had no reasonable cause to believe that his or her conduct was unlawful. The termination of any proceeding by judgment, order, settlement, conviction, or on a plea of *nolo contendere* or its equivalent shall not, of itself, create a presumption that the person did not act in good faith or in a manner he or she reasonably believed to be in the best

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interest of the Corporation or that he or she had reasonable cause to believe that his or her conduct was unlawful.

Section 5. ACTION BROUGHT BY OR ON BEHALF OF THE CORPORATION.

This section applies to any proceeding brought (i) by or on behalf of the Corporation, or (ii) by an Officer, Trustee or person granted relator status by the Attorney General, or by the Attorney General, on the ground that the defendant Trustee was or is engaging in self-dealing within the meaning of California *Corporations Code* §5233, or (iii) by the Attorney General or person granted relator status by the Attorney General for any breach of duty relating to assets held in charitable trust (any such proceeding is referred to in these Bylaws as a proceeding “by or on behalf of the Corporation”).

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- a. Subject to the required findings to be made pursuant to subsection (b) below and except as provided in Sections 6 and 7 of this Article, the Corporation may indemnify any person who was or is a party, or is threatened to be made a party, to any proceeding by or on behalf of the Corporation, by reason of the fact that such person is or was an agent, for all expenses actually and reasonably incurred in connection with the defense or settlement of such action.
- b. Any indemnification granted to an agent in this section is conditioned on the following: The Board must determine, in the manner provided in Section 8, that the agent seeking reimbursement acted in good faith, in a manner he or she believed to be in the best interest of the Corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances.

Section 6. CLAIMS SETTLED OUT OF COURT.

If any agent settles or otherwise disposes of a threatened or pending action brought by or on behalf of the Corporation, with or without court approval, the agent shall receive no indemnification for amounts paid pursuant to the terms of the settlement or other disposition. Also, in cases settled or otherwise disposed of without court approval, the Agent shall receive no indemnification for expenses reasonably incurred in defending against the proceeding, unless the proceeding is settled with the approval of the Attorney General.

Section 7. CLAIMS AND SUITS AWARDED AGAINST AGENT.

If any agent is adjudged to be liable to the Corporation in the performance of the agent’s duty to the Corporation, the Agent shall receive no indemnification for amounts paid pursuant to the judgment, and any indemnification of such agent under Section 5 of this Article or expenses actually and reasonably incurred in connection with the defense of that action shall be made only if both of the following conditions are met:

- a. The determination of good faith conduct required by Section 5(b) of this Article must be made in the manner provided for in Section 8; and
- b. Upon application, the court in which the action was brought must determine that, in view of all of the circumstances of the case, the agent fairly and reasonably entitled to

indemnity for the expenses incurred. If the agent is found to be so entitled, the court shall determine the appropriate amount of expenses to be reimbursed.

Section 8. DETERMINATION OF AGENT'S GOOD FAITH CONDUCT.

The indemnification granted to an agent in Sections 4 and 5 of this Article is conditioned on the findings required by those Sections being made by:

- a. The Board by a majority vote of a quorum consisting of Trustees who are not parties to the proceeding; or
- b. The court in which the proceeding is or was pending. Such determination may be made on application brought by the Corporation or the agent or the attorney or other person rendering a defense to the agent, whether or not the application by the agent, attorney, or other person is opposed by the Corporation.

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Section 9. LIMITATIONS.

No indemnification or advance shall be made under this Article, except as provided in Sections 2 or 8(b), in any circumstances when it appears:

- a. that the indemnification or advance would be inconsistent with a provision of the Articles of Incorporation, a duly adopted resolution or motion of the Trustees or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or
- b. that the indemnification would be inconsistent with any condition expressly imposed by a court in approving a settlement.

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Section 10. ADVANCE OF EXPENSES.

Expenses incurred in defending any proceeding may be advanced by the Corporation before the final disposition of the proceeding on receipt of an undertaking by or on behalf of the agent to repay the amount of the advance unless it is determined ultimately that the agent is entitled to be indemnified as authorized in this Article.

Section 11. CONTRACTUAL RIGHTS OF PERSONS OTHER THAN AGENTS.

Nothing contained in this Article shall affect any right to indemnification to which persons, other than agents of the Corporation, may be entitled by contract or otherwise.

Section 12. INSURANCE.

The Corporation shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, Trustees and employees. The Corporation reserves the right to require its subcontractors and vendors to maintain appropriate types of insurance with sufficient limits in order to protect the interests of the Corporation. The Board may adopt a resolution or motion authorizing the purchase and maintenance of insurance on behalf of any agent, as defined in this Article, against any liability asserted against or incurred by any agent in such capacity or arising out of the agent's status as such, whether or not the Corporation would have the power to indemnify the agent against that liability under the provisions of this Article.

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Section 13. FIDUCIARIES OR CORPORATE EMPLOYEE BENEFIT PLAN.

This Article VII does not apply to any proceeding against any Trustee, investment manager, or other fiduciary of an employee benefit plan in that person's capacity as such, even though that person may also be an agent of the Corporation as defined in Section 1 of this Article. Nothing contained in this Article shall limit any right to indemnification to which such a Trustee, investment manager, or other fiduciary may be entitled by contract or otherwise, which shall be enforceable to the extent permitted by applicable law.

ARTICLE VIII - COMMITTEES

Section 1. PROVISION FOR COMMITTEES.

The Corporation shall have the following standing committees: an Executive Committee, a Master Trust Committee, a Vendor Advisory Committee, an Audit Committee, the Another Way Advisory Committee and such other standing committees as may from time to time be established by the Board. The Chairperson and members of committees that have or may be granted authority to act on behalf of the Board must be elected by a majority of the Trustees then in office, with the exception of those Trustees or officers whose appointment to any such committee is provided for in these Bylaws. The only committee that has or may be granted authority to act on behalf of the Board is the Executive Committee. If a committee does not have authority to act on behalf of the Board, then unless otherwise provided in these Bylaws, the Executive Committee may make all appointments to the committee at the Executive Committee's regularly scheduled meetings and shall appoint the committee Chairperson and specify the committee's duties and reporting schedule. Except as provided in these Bylaws, the Chairperson of each committee must be a member of the Board. There shall be a minimum of two (2) Trustees on each committee, except for only one Trustee on the Vendor Advisory Committee. If a Trustee no longer serves on the Board, then that Trustee is no longer eligible for service on a committee unless reappointed as a member of the public. Except as provided in these Bylaws, committee members serve at the pleasure of the Board for a term of two (2) years. All members of all committees must sign a Confidentiality, Non-Disclosure and Non-disparagement Agreement upon being appointed to any committee. The Master Trust Committee and the Another Way Advisory Committee are corporate affairs committees and deal with confidential matters and, therefore, their agendas and minutes are confidential and shall not be made available to the public.

Section 2. PROHIBITED ACTIONS OF COMMITTEES.

No committee shall be granted the authority to do any of the following:

- a. Approve any action for which the California Nonprofit Corporation Law also requires approval of the members or approval of a majority of all members, regardless of whether the Corporation has members;
- b. Fill vacancies on the Board or on any committee that has the authority of the Board;
- c. Fix compensation of the Trustees for serving on the Board or on any committee;
- d. Amend or repeal these Bylaws or adopt new Bylaws;
- e. Amend or repeal any duly adopted resolution or motion of the Board, which by its express terms is not so amendable or replaceable;

- f. Appoint any other committees of the Board that have the authority of the Board or the members of those committees;
- g. Expend corporate funds to support a nominee for Trustee after more persons have been nominated than can be elected; or
- h. Approve any transaction (i) between the Corporation and one or more of its Trustees or (ii) between the Corporation and any entity in which one or more of its Trustees have a material financial interest; or
- i. Establish the policies of the Corporation and otherwise perform those powers reserved for action by the full Board acting as a program policy committee.

Section 3. EXECUTIVE COMMITTEE.

The Board shall have an Executive Committee composed of the following officers of the Board: the Chair, Vice-Chair, and Secretary; and two (2) other Trustees. In addition, the Executive Director, Associate Executive Director, General Counsel and Chief Financial Officer of the Corporation are *ex officio* non-voting members of the Executive Committee. The Board Chair shall be the chairperson of the Executive Committee. No member of the public may serve on the Executive Committee. The Executive Committee shall have such power and authority to perform such duties as the Board may from time to time determine, and shall include, but not be limited to, the following:

- a. Review applications, conduct interviews, and nominate individuals to be members of the Board.
- b. Present to the Board at the annual meeting a slate with the name of the Trustee the committee believes will best serve each officer position to be filled from the Board;
- c. Review the Bylaws and recommend amendments, when necessary, to the Board;
- d. Provide input to the Board regarding any changes made in the contract with the Department of Developmental Services (DDS);
- e. Review the draft financial and variance statement(s) prior to the Board meeting; and
- f. Review any contracts over \$250,000 and present them to the Board for approval.

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An affirmative vote of a majority of the Executive Committee members present at a duly called meeting shall be necessary to transact the business of the Executive Committee. All actions taken by the Executive Committee shall be reported at the next regular meeting of the Board.

Section 4. MASTER TRUST COMMITTEE.

The Master Trust Committee administers the Master Trust of California which is comprised of separate trusts administered as special needs trusts or other private trusts for persons diagnosed with developmental disabilities throughout the State of California. Any two (2) Trustees on this committee who agree a proposed action would violate a fiduciary responsibility owed by the Trustee, may exercise a veto, which is controlling. The Corporation is a trustee on private trusts created by court order, a consumer, a consumer's family or by a will. This committee has the discretion to release, or refuse to release trust funds on behalf of a beneficiary and to fulfill serving in a fiduciary relationship to each trust beneficiary and these Bylaws constitute the Board's ongoing approval and ratification of the actions of the Master Trust

Committee in doing so. The Master Trust Committee may administer trusts anywhere in the State of California.

The Master Trust Committee is also authorized to establish and/or assist in establishing ABLE accounts through any of the ABLE Act programs established by any state that accepts applicants from California for those persons diagnosed with developmental disabilities and to assist any such individuals with the administration of and/or distributions from their ABLE accounts to the extent permitted by law.

The members of the Master Trust Committee require specialization in the fields of public benefits, medicine, law, developmental disabilities, and finance. Due to the level of expertise required, members may include persons not on the Board, who are invited after approval by a majority vote of the Trustees then in office to sit on the Master Trust Committee. There are no term limits for the members who are not Trustees. In addition, the Executive Director, Associate Executive Director, General Counsel and Chief Financial Officer of the Corporation are *ex officio* non-voting members of the Master Trust Committee. The Trust Administrator for the Master Trust of California shall serve as the Chairperson. The members of this committee will select a Vice-Chairperson, who must be a Trustee. The meetings of this committee are not open to the public as this is a corporate affairs committee.

Section 5. VENDOR ADVISORY COMMITTEE.

The Vendor Advisory Committee (VAC) shall be composed of a wide variety of persons representing the various categories of providers from which the Corporation purchases consumer services. The VAC shall provide advice, guidance, recommendations, and technical assistance to the Board. In order to assist the Corporation in carrying out its regional center mandated functions. The Executive Committee shall confirm the chairperson of the VAC. The VAC does not have the authority to act on behalf of the Board. Members of the VAC serve a term of four (4) years and may not exceed two (2) consecutive terms. The VAC shall designate one of its members to serve as a member of the Board.

Section 6. AUDIT COMMITTEE.

The Audit Committee shall consist of three members of which two (2) shall be Trustees and the third may, in the Board's discretion, be either another Trustee or a member of the public who is not a Trustee. The Audit Committee shall not include paid or unpaid staff or employees of the Corporation, including the Executive Director, the Associate Executive Director and the Chief Financial Officer, though the Executive Director, the Associate Executive Director and the Chief Financial Officer may be invited to attend meetings as advisors and to provide reports in the Audit Committee's sole discretion. If there is a Finance Committee, members of the Finance Committee shall constitute less than 50% of the membership of the Audit Committee and the chairperson of the Audit Committee shall not be a member of the Finance Committee. Subject to the supervision of the Board, the Audit Committee shall:

- a. Make recommendations to the Board on the hiring and firing of the Certified Public Accountant (CPA) who prepares the Corporation's annual audited financial statements;
- b. Confer with the CPA to satisfy Audit Committee members that the financial affairs of the Corporation are in order;

- c. Approve non-audit services by the CPA and ensure such services conform to standards in the latest edition of the Yellow Book issued by the United States Comptroller General; and
- d. If requested by the Board, negotiate the CPA's compensation on behalf of the Board.

Section 7. ANOTHER WAY ADVISORY COMMITTEE.

The purpose of the Another Way Advisory Committee (AWAC) is to support the unmet needs of developmentally disabled individuals living in San Bernardino and Riverside counties, who meet the financial eligibility and have need(s) that cannot be met by the services and supports provided by the Corporation under the Lanterman Developmental Disabilities Services Act or by an existing community resource, which may include seeking grants and implementing those grants specific to a unique need for eligible individuals. The Coordinator of the AWAC shall serve as the chairperson. The membership structure of the AWAC and its operating guidelines must be approved by a majority of the Trustees then in office. In addition, the Executive Director, Associate Executive Director, General Counsel and Chief Financial Officer of the Corporation are *ex officio* non-voting members of the AWAC. This committee has the discretion to use the funds donated for use by the AWAC to fulfill its purpose and these Bylaws constitute the Board's ongoing approval and ratification of the actions of the AWAC in doing so. The meetings of the AWAC are not open to the public as this is a corporate affairs committee.

Section 8. ADVISORY COMMITTEES.

The Board may create one or more advisory committees and shall state their purpose and provide for their termination. The Board shall appoint and discharge advisory committee members consistent with Article VIII, Section 1 of these Bylaws. All actions and recommendations of an advisory committee shall require ratification by the Board before being given effect.

Section 9. REVOCATION OF DELEGATED AUTHORITY.

The Board may, at any time, revoke or modify any or all of the authority that the Board has delegated to a committee, increase or decrease the number of members of a Committee, but not below two (2), and fill vacancies in a committee from the members of the Board or public, as appropriate.

Section 10. MEETINGS OF COMMITTEES.

Meetings of and actions taken by committees shall be governed by, and held and taken in accordance with, the provisions of Article IV of these Bylaws concerning meetings of the Board and quorum rules, with such changes in the context of the Bylaws as are necessary to substitute the committee and its members for the Board and its members, except that (a) the time for regular meetings of committees may be determined either by a duly adopted resolution or motion of the Board or by a duly adopted resolution or motion of a committee and (b) meetings of the committees shall not be open to the public except for the Vendor Advisory Committee. Minutes shall be kept of each meeting of any Committee and shall be filed with the corporate records. Except as provided in these Bylaws, the minutes of committee meetings are not available to the public. The Committee shall report to the Board from time to time as the Board may require. The Board may adopt rules for the governance of any Committee not inconsistent with the provisions by these Bylaws. The Board may adopt rules for the governance of any committee not

inconsistent with the provisions of these Bylaws. In the absence of rules adopted by the Board, the committee may adopt such rules.

ARTICLE IX – CONFLICT OF INTEREST

Section 1. NO CONFLICT OF INTEREST.

It is the policy of the Corporation that the Corporation's Trustees and employees shall act in the course of their duties solely in the best interest of the Corporation's consumers and their families without regard to the interests of any other organization with which they are associated or persons to whom they are related. Trustees, employees, and others acting on the Corporation's behalf, as defined in regulations issued by the Department of Developmental Services, shall be free from conflicts of interest that could adversely influence their judgment, objectivity, or loyalty to the Corporation, its consumers, or its purposes as set forth in Article II, Section 1 above. The Corporation shall comply with the conflict of interest provisions of the Lanterman Developmental Disabilities Services Act (*Welfare and Institutions Code §4500 et. seq.*); including, but not limited to, *Welfare and Institutions Code* §§4622, 4626, 4626.5 and 4627 and any applicable regulations relating to conflict of interest as set forth in *California Code of Regulations*, Title 17.

ARTICLE X - MISCELLANEOUS

Section 1. MINUTE BOOK.

The Corporation shall keep a minute book in written form, which shall contain a record of all actions by the Board, including the following:

- a. The time, date and place of each meeting;
- b. Whether a meeting is regular, special or emergency and, if special or emergency, how called;
- c. The manner of giving notice of each meeting and a copy thereof;
- d. The names of those present at each meeting of the Board;
- e. The minutes of all meetings;
- f. Any written waivers of notice, consents to the holding of a meeting or approvals of the minutes thereof;
- g. All written consents for action without a meeting; (viii) all protests concerning lack of notice; and
- h. Formal dissents from Board actions.

Section 2. BOOKS AND RECORDS OF ACCOUNT.

The Corporation shall keep adequate and correct accounts, books and records of account. "Correct accounts, books and records" includes, but is not limited to: accounts of properties and transactions, its assets, liabilities, receipts, disbursements, gains, and losses. All such books, records and accounts shall be kept at its principal place of business in the State of California, as determined by the Board of Trustees from time to time.

Section 3. ARTICLES OF INCORPORATION AND BYLAWS.

The Corporation shall keep at its principal office, the original or a copy of the Articles of

Incorporation and Bylaws, as amended to date, certified by the Secretary or Assistant Secretary.

Section 4. FEDERAL TAX EXEMPTION APPLICATION AND ANNUAL RETURNS.

The Corporation shall at all times keep at its principal office a copy of its federal tax exemption application and, for three (3) years from their date of filing, its annual information returns. These documents shall be open to public inspection and copying to the extent required by law.

Section 5. TRUSTEES' RIGHT OF INSPECTION.

Every Trustee shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of the Corporation and each of its subsidiaries. The inspection by a Trustee may be made in person or by an agent or attorney designated by the Trustee. The right of inspection includes the right to copy and make extracts of documents.

Section 6. ANNUAL REPORT.

The Board shall cause an annual report to be provided to each Trustee, within one hundred-twenty (120) days of the close of the Corporation's fiscal year, containing the following information in appropriate detail:

- a. The assets and liabilities, including trust funds, of the Corporation as of the end of the fiscal year;
- b. The principal changes in assets and liabilities, including trust funds, of the Corporation during the fiscal year;
- c. The revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes, for the fiscal year;
- d. The expenses or disbursements of the Corporation, both general and restricted to particular purposes, for the fiscal year; and
- e. Any information required by California *Corp. Code* §6322 relating to indemnification and transactions with interested persons.

The Corporation may provide the above annual report to each Trustee in person, by US Mail or by electronic transmission to the e-mail address assigned by the Corporation to each Trustee.

Section 7. CORPORATE SEAL.

The corporate seal, if any, shall be in such form as may be approved from time to time by the Board. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

Section 8. CHECKS AND NOTES.

Except as otherwise specifically determined by resolution or motion of the Board, or as otherwise required by law, all checks, drafts, promissory notes, other orders for the payment of money, and other evidence of indebtedness of the Corporation may be signed or endorsed by two (2) authorized individuals, (a) one of whom shall be either the Chair, Vice-Chair, the Executive Director/CEO or the Associate Executive Director/COO and (b) the other shall be either the Secretary, General Counsel or the Chief Financial Officer. However, if any of the individuals

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listed in either sub-parts (a) or (b), or both, are absent or are unable or unwilling to act, then any two (2) members of the Executive Committee may act in their place or by such other Trustees or officers as designated from time to time by resolution or motion of the Board.

Section 9. DEPOSITS.

All funds of the Corporation shall be deposited to the credit of the Corporation in such banks, trust companies or other financial institutions designated by resolution or motion of the Board.

Section 10. GIFTS.

The Board may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the charitable purposes of the Corporation.

Section 11. EXECUTION OF CONTRACTS AND OTHER DOCUMENTS.

Any contract, conveyance or other instrument in writing, and any assignment or endorsement thereof, which is to be entered into between the Corporation and any other person, organization or public or private entity shall be signed by two (2) officers of the Corporation, one of whom shall be either the Executive Director/CEO or the Associate Executive Director/COO and the other shall be either the Secretary, General Counsel or the Chief Financial Officer. However, (a) if both the Executive Director/CEO and the Associate Executive Director/COO are absent or are unable or unwilling to act, then either the Chair or Vice-Chair may act in their place and (b) if the Secretary, General Counsel and the Chief Financial Officer are all absent or are unable or unwilling to act, then any Trustee, who is not already acting in place of the Executive Director/CEO or the Associate Executive Director/COO, may act in their place.

Notwithstanding the above, the Executive Director/CEO is specifically authorized to execute the contract between the Corporation and DDS, and any amendments thereto, without the necessity of a second signature from another officer or Trustee.

Unless so authorized by the Board or these Bylaws, no Trustee, officer, agent, or employee shall have any power or authority to bind the Corporation to any contract or other instrument in writing, or to pledge its credit or render it liable for any purpose or in any amount.

Section 12. PARLIAMENTARY AUTHORITY.

The rules contained in Robert's Rules of Order Newly Revised, shall govern meetings of the Board and committees as long as such rules are not inconsistent with or in conflict with these Bylaws, the Articles of Incorporation or with any provision of law applicable to the Corporation.

Section 13. CONSTRUCTION AND REFERENCE TO LAWS.

Unless the context requires otherwise, the general provisions, rules of construction, and definitions of the California Nonprofit Corporation Law (*Corporations Code §5000 et seq.*) shall govern the construction of these Bylaws. Without limiting the generality of the above, the masculine gender includes the feminine and neuter, the singular number includes the plural, the plural number includes the singular, and the term "person" includes both the Corporation and a natural person. Any reference in these Bylaws to any state or federal statutes or regulations shall be deemed to include any amendments to said statutes or regulations and any successor statutes or regulations.

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ARTICLE XI – AMENDMENTS

The Board may restate, amend or repeal these Bylaws by a majority vote of the Trustees then in office. Such power is subject to the following limitations:

- a. Where any provision of these Bylaws requires the vote of a larger proportion of the Trustees than otherwise is required by law, such provision may not be altered, amended or repealed except by the vote of such greater number.
- b. No amendment may extend the term of a Trustee beyond that for which such Trustee was elected.
- c. If Bylaws are restated, amended or repealed at a meeting of the Board, such action is authorized only at a duly called and held meeting for which written notice of such meeting, setting forth the proposed Bylaw revisions with explanations therefor, is given in accordance with these Bylaws, unless such notice is waived in accordance with these Bylaws.

All persons becoming Trustees of this Corporation agree to abide by and be bound by these Bylaws and the rules, regulations, and other orders of the Board made pursuant thereto.

CERTIFICATION

I certify that I am the duly elected and acting Secretary or Assistant Secretary of Inland Counties Regional Center, Inc., a California nonprofit public benefit corporation; that these Bylaws, consisting of 25 pages, are the Restated Bylaws of the Corporation, as adopted by the Board of Trustees on July 8, 2019, and that these Bylaws have not been amended or modified since that date.

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Date: _____

Cameron Page, Secretary, or
Sandra Guzman, Assistant Secretary

Inland Regional Center Children & Transition Services

July 08, 2019 IRC Board of Trustees Report

Submitted by Felipe J. Garcia IRC Director of Children and Transition Services

Greetings, Children, and Transition services continue to grow at a rapid pace. Our statistics are as follows: Currently under School Age and Transition services we have 18,309 consumers in total. School Age has 11,398 and Transition has 6,911 cases. There are 219 active caseloads of which 139 are in School Age and 80 are in Transition. We continue to grow and work closely with our families to assist our consumers with resources that are needed to be integrated into their local communities.

Community Outreach

Inland Regional Center Program Manager Elizabeth Tagle and Program Manager Leigh-Ann Pierce participated in a listening session, which was open to the general public, hosted by Assembly member Eduardo Garcia who had invited Assembly member Jim Frazier. The session took place at Coachella Public library on May 17, 2019. Also, on May 18th there was a conference to address the disparity, in the Coachella Valley, for our Spanish speaking consumers with autism. The goal is to increase services and supports for our community. Both Program Managers expressed that the events were well attended, and families had the opportunity to express the needs of the community.

Community Outreach Update

As reported in the January 07, 2019., Board report, the Riverside School Age West unit (RSAW) had visited Nu-View North Elementary School in the city of Perris in December of 2018. The RSAW visit consisted of reading to the children, singing holiday songs, doing crafts, and handing out toys and snacks. Because of the disability level of the children, all activities required hand-over-hand assistance which the team did not hesitate to do. While it was a challenge maintaining the children's attention at times and completing the finger-painting activity, the staff did a wonderful job interacting and including all the kids in the activities. The children were visibly happy with our presence and the gifts they received. On Friday, June 28th RSAW was invited by the Riverside Office County of Education (RCOE) to attend a recognition ceremony in appreciation of the volunteer time provided to Nu-View North Elementary School in Perris, Ca. Each CSC was presented with an award by the Division of Student Programs and Services. Program Manager Felicia Valencia stated, *"As a Manager, my goal was to increase awareness of IRC and build a better working relationship with the Riverside County School district, an entity that we work very closely with. I think we accomplished this. However, what my team and I did not expect was how enlightening the visit would be. Stepping into the shoes of the educators and the direct care staff for just a short amount of time made us realize how challenging and difficult their jobs can be. Yet, we would have never known that because they make it look very easy. We have a newfound respect for our special education teachers. As advocates, it also helps to put things in perspective and ensure our expectations remain realistic when we are asked to assist in the planning of the consumer's educational goals"*

Community Services
Board of Trustees Quarterly Report
July 8, 2019
Respectfully Submitted by Vince Toms

The overall direction of Community Service is to provide quality customer service to our prospective and current vendors. We must create and keep high quality vendors and do so with consistency and mutual respect. The following will detail the changes and status of the Vendorization Unit Quality Assurance, Resource Development and Training.

Vendorization

New Vendors Approved: 75

IRC 33's (Out of Area Vendors Added): 14

Rate Table Additions: 710

Vendor Application Packets Sent: 61

EFT Applications Set Up: 84

Vendor Closures: 219 to include the out of area vendors

Insurance Renewals: 241 General & Professional, Worker's Compensation, and Auto Insurance renewal documents were processed. License Renewals: 290 license renewal documents were processed.

Customer Service Calls: The unit responded to 2,811 customer service inquiries/ phone calls.

Scanning: 9,610 loose pages, and 109 new files were scanned. 553 QA files were imported into the scanning system.

Resource Development and Transportation

- > Day services orientation will take place in 8-2019.
- > New Residential Provider Orientation will be held at IRC in 10-2019. The next class will be held in 10-2019.
- > RDTU will be executing 3-year contracts for all consultants and SLS vendors this year.
- > Compliance in Riverside is ongoing. It is currently occurring every other Tuesday.
- > Transportation currently sees an average of 142 Consumer Service Coordinators (CSC) per month and 1704 CSCs per year to present transportation request.
- > RDTU processes and average of 221 transportation requests per month, 2648 per year.
- > Currently have 5,164 consumers utilizing private transportation and 2,578 consumers using public transportation services.
- > For Fiscal Year 17/18, RDTU has received a total of 228 letter of intents to develop services.
- > Current CPP/CRDP Projects are as follows:
 - Camino Los Banos (San Jacinto)-EBSH with Delayed Egress

- Pony Trail (Hemet)-EBSH with Delayed Egress and Secured Perimeter
 - Via Las Palmas (Thousand Palms)-EBSH with Delayed Egress
 - Crest (Hemet)-EBSH with Delayed Egress
 - Crisis Services (San Bernardino & Riverside County)-Support Services for consumers at risk or in crisis.
 - Shirwan (Apple Valley)-EBSH-Delayed Egress and Secured Perimeter
 - Sycamore (Apple Valley)-EBSH-Delayed Egress
 - TBD (San Bernardino County)-Children's EBSH-Delayed Egress
 - Lindenberger (Menifee)-Children's EBSH
 - Person Center Planning Training-Operations for IRC staff
- > Four of the Enhanced Behavior Support Homes (EBSH) are scheduled to have the providers take over the lease starting in May, June, August and September. The providers will still need to have program designs and facility rate worksheets approved by Department of Developmental Services (DDS).
- > Affordable Housing projects are as follows:
- Housing Authority of San Bernardino County- Awarded 55 vouchers for 811 HUD Mainstream Voucher Program.
 - Housing Authority of the County of Riverside-Awarded 79 vouchers for 811 HUD Mainstream Voucher Program.
 - Chelsea Investment Corporation for development in Coachella-10 units set aside for IRC consumers for low income housing subsidized by the city.

CPP/CRDP 2019-2020 SUF Request was submitted to DDS on 6-10-19

Training Unit

We are in full swing with the Self Determination Participant Orientation as well as the IRC staff trainings for Person Centered Planning/ Person Centered Training (PCP/PCT). Additionally, we are holding regular IRC staff, Consumer/ Family, and Community Partner trainings.

- New Staff Training (10 Attendees)
- New Staff Training Follow Up Lab #2 (14 Attendees)
- IRC Staff Presentations
 - Alternatives to Conservatorship (108 Attendees)
 - Disability Rights California/ Clients' Rights (40+ Attendees)
 - Self Determination Orientation for IRC Staff (150+ Attendees)
 - Person Centered Planning/ Person Centered Thinking (104 Attendees)
 - IRC Password Policy (415 Attendees)
 - Self Determination for Elizabeth Tagle's Unit (24 Attendees)
 - Human Sex Trafficking (85 Attendees)
 - Cal-FRESH SSI Expansion (66 Attendees)
 - Staff Performance Training – Time Management, Organization, Title 19 (1:1)
 - SUPs Presentation – Day Service Options (May)
- IRC Parent and/or Consumer Training
 - Self Determination Participant Orientation (68 Attended of the 258 Selected by DDS)
 - New Parent Orientation (46 Attendees)

- Jones Family – Self Determination (1st at Program Manager⁵ Request¹¹)
 - Sex Education for Minors (12 Attendees)
 - How to talk to Your Kids about Sex (23 Attendees)
 - How to Talk to Your Kids about Sex – Santiago High School (30 Attendees)
 - Sex Education for the Hernandez Family (1:3 at Service Coordinators Request)
 - Services After High School – Spanish (23 Attendees)
 - Overcoming Stigmas of Developmental Disabilities – Spanish (18 Attendees)
 - Human Sex Trafficking for Consumers and Families (6 Attendees)
 - Reach Out – Healthy Drink Options for Consumers and Families (4 Attendees)
 - Self Determination Advisory Committee (May)
 - Self Determination Advisory Committee (June)
- IRC Presentations for Vendors
 - Jonbec POC Training (37 Attendees)
 - Grace Adult Day Care POC Training
 - Angel View POC Training – Clients' Rights
- IRC Presentations for Community Partners
 - Probate Investigators Presentation on IRC services (115 Attendees)
 - How to Talk to Your Kids about Sex for Support Group (26 Attendees)
 - Frasier Meeting
 - UCR Family Conference – Accessing Regional Center and Services (100+ Attendees)
 - City of Fontana Parks and Recreation – How to work with someone with Autism or Intellectual Disability (200+ Attendees)
 - IRC Presentation for EPU CBO – IRC Services (5 Attendees)
 - Crisis Intervention Training (CIT) for the Sheriff's Department (80 Attendees)
 - Riverside Area Rape Crisis Center (12 Attendees)
 - ASIE Panel in response to the 'Corona Incident'
- Personal Trainings Attended
 - Person Centered Planning
 - Sexual Harassment for Managers
- In Process
 - Self Determination Participant Orientation
 - Person Centered Planning/ Person Centered Thinking (PCP/PCT)
 - Quarterly Mentor Training - QA
 - Probation Training for Southern California - Dates for FY 2019 Selected
 - SUPs Meeting Trainings: July and August 2019

Community Engagement

Since I last reported to you, we have completed the Purchase of Services Data report and submitted it to the Department of Developmental Services on May 31, 2019. Inland Regional Center's report on Disparities in our Purchase of Services (POS) for 2017/2018 showed the following improvements.

IRC served 10,128 Consumers with a primary diagnosis of Autism. In that group, 32% did not have POS= 3,242 Consumers. This was a 0.8% decrease in disparity from fiscal year 2016/2017. It is also notable that IRC served 7,398 Consumers whose primary language is Spanish. From this group, 24.2% do not have POS= 1,788 Consumers. This was a 1.8% decrease in disparity from fiscal year 2016/2017. Finally, we are happy to report that IRC served 15,321 Consumers of Hispanic ethnicities. From this group, 26.4% do not have POS= 4,046 Consumers. This was a 1.6% decrease in disparity from fiscal year 2016/2017.

As I reported in March 2019, we have secured a location in downtown Riverside, near the Mission Inn, for the 2019 IRC Fall Festival to be held on October 27, 2019. This year, the theme will be Halloween and we anticipate many local leaders to attend as our guest. We have begun the search for sponsorship and scheduling meetings with the Mayor of Riverside to discuss his and the city's role in the all-inclusive event.

Our Event Developer and CSUSB continue to plan and the needed arrangements for the IRC 5K fun walk/run on March 21, 2020. The event will be hosted on the Campus of CSUSB and themed as an awareness day for all disabilities. We are looking at expanding the sponsorship opportunities to larger businesses such as Nike, Adidas and San Manuel Band of Indians.

On June 21, 2019 we hosted the IRCCAC Presents: Aloha Night. The night was attended by 500 clients, parents and guests. We would like to thank Josh Souder, along with Ryan Jones, Ryan Nelson and the IRC Advocates for all their support over the past 6 months while planning this wonderful fundraiser.

Over the past quarter, the Community Engagement Team has attended 52 outreaches. We have participated in the Cultural Competency Advisory Committee, Patient Appreciation Resource Fair, Grand Terrace and Barstow, UCR Conference, 2019 High Desert- Mental health summit, 1st Annual Parent Information and Resource Night, Parent Autism Support Group in Apple Valley, Cathedral City Parent Support Group, ASIECLASE introduction session, American Filipino Parent Support Group, and CSUSB Ability Sports Expo as examples.

In closing, our Community Relations Specialist has maintained a 100% response rate within 30 minutes to all emails and comments on social media. Also, we have maintained a 100% response rate for all emails to inlandrc.org.

Quality Assurance

Outstanding SIRs

** ALL Program Managers have an itemized list of current and outstanding SIRs**

<u>QA</u>	<u>Case Management</u>
2017 - 0	2017 - 0
2018 - 1	2018 - 27
2019 - 87	2019 - 265
Total - 88	Total - 292
<u>Duties completed</u>	
<ul style="list-style-type: none"> • Cross training for all QA functions with all QA staff • Bimonthly SIR Current and Overdue SIR list was updated (now sent automatically) • 10 Statewide/ external placement search requests • 6x CSC visits to shadow a QA Liaison • Progress on updating Vendor documents available on IRC website (House Meeting Form, Medication Change form, & fire drill) • Certified one new CA Mentor provider • 5 Riverside QA Support days- to provide assistance and guidance to riverside Case Managers • 4x QA members attended Elderly Abuse symposium conference • 8 SIR Trainings • 1 New Staff Training • Community Care Licensing- Collaborative meeting to discuss protocol and frequently asked questions • DDS- SIR Meeting with DDS to discuss SIR process • UPCOMING- RMAPC- Risk Management Planning Committee 	
<ul style="list-style-type: none"> • Working with IT/ Steve G. to create paperless Placement Compliance process • Preparing to pilot the new CCF 513 form- Using Seamlessdocs.com • Piloting new FHA 513 form- fixing bugs and incorporating conditional formatting • Continuing use of new 'Master Email List' for all vendors able to be sorted by level and/ or QA Liaison to expedite communications • Preparation for Provider Enrichment training on 6-27-19 (Including certificate preparation/ distribution of 247+ Vendors) • Facilitating the use of Seamless Docs to send CEU certificates when training is conducted by QA CPL inside the facility 	

Seamless document updates/ pilot programs

• Care provider training/ Sign in/ online RSVP

• Joint input meeting Referral form(CSC use)

• Joint input meeting Sign In sheet(confidentiality agreement)

• Medication Change Form(Vendor Use)

• Quality Alert form(CSC use)

• CSC Observation request: Show with QA/ Annual requirement

• Updated SIR form new programming with IT is completed. QA Internally making more 'vendor friendly' and tech savvy to encourage the use of iPads and digital tracking

**INLAND REGIONAL CENTER
Board of Trustees
Executive Committee Meeting**

May 15, 2019

4:00 p.m.

AGENDA

EXECUTIVE COMMITTEE: Sheela Stark, Chair; Cameron Page Vice Chair; Alva Stewart, Secretary; Kiana Buffington, Member at Large; Ted Leonard, Member at Large

STAFF/EX OFFICIO: Lavinia Johnson, Executive Director; Kevin Urtz, Associate Executive Director; Steve Beckett, General Counsel; Merissa Steuwer, Chief Financial Officer

RECORDING SECRETARY: Sandra Guzman, Executive Assistant

1. \$250,000 Contracts
2. Call From DDS Regarding Risk Mitigation
3. Budget Hearing

Next Executive Meeting: June 19, 2019

**INLAND REGIONAL CENTER
Board of Trustees
Executive Committee Meeting
May 15, 2019
4:00 p.m.**

PRESENT: Cameron Page; Sheela Stark; Kiana Buffington

PRESENT VIA CONFERENCE CALL: Ted Leonard

GENERAL COUNSEL: Steve Beckett

STAFF/EX-OFFICIO PRESENT: Lavinia Johnson, Kevin Urtz, Eric Hamler, Sandra Guzman

Facilitator: Marie Andrews

1. **\$250,000 Contracts:** Eric Hamler reviewed 7 contracts that have the potential to exceed the \$250,000 threshold. 6 Interdisciplinary Assessments for Infants, 056 Service Code; 1 Specialized Residential non-CPP, 113 Home. There are no current issues with any of these vendors. **1. Motion made to approve the 7 contracts presented today M/S/C Buffington/Leonard.**

Eric Hamler excused himself.

2. **Call From DDS Regarding Risk Mitigation.** Two staff from DDS are scheduled to visit IRC regarding the Timothy Stahl case and Risk Mitigation. They will be meeting with Vince Toms and SIR Coordinator.
3. **Budget Hearing:** Budget Hearing scheduled for May 16 was discussed. Staff expressed their concerns regarding how upcoming changes might affect the regional center system.

Next Executive Committee Meeting: June 19, 2019

**INLAND REGIONAL CENTER
Board of Trustees
Executive Committee Meeting**

June 19, 2019

4:00 p.m.

AGENDA

EXECUTIVE COMMITTEE: Sheela Stark, Chair; Cameron Page Vice Chair; Alva Stewart, Secretary; Kiana Buffington, Member at Large; Ted Leonard, Member at Large

STAFF/EX OFFICIO: Lavinia Johnson, Executive Director; Kevin Urtz, Associate Executive Director; Steve Beckett, General Counsel; Merissa Steuwer, Chief Financial Officer

RECORDING SECRETARY: Sandra Guzman, Executive Assistant

1. Board Composition
2. Proposed Lanterman Act Amendments
3. ARCA Discussion
4. Board Training
5. Worker's Comp Renewal
6. Building the July Agenda

Next Executive Meeting: August 21, 2019

**INLAND REGIONAL CENTER
Board of Trustees
Executive Committee Meeting
June 19, 2019
4:00 p.m.**

PRESENT: Cameron Page; Sheela Stark; Kiana Buffington; Ted Leonard; Alva Stewart; Elvia Sanders

GENERAL COUNSEL: Steve Beckett

STAFF/EX-OFFICIO PRESENT: Lavinia Johnson, Kevin Urtz, Sandra Guzman

Facilitator: Marie Andrews

1. **BOARD COMPOSITION:** The new proposed Trailer Bill Language that will be voted on Thursday, June 20, 2019 will affect the Board Composition. The Board will be required to have members with an expertise in management, finance or previous board governance by August 15, 2020. Experience in Public Relations is no longer a requirement.
2. **PROPOSED LANTERMAN ACT AMENDMENTS:** In addition to the new proposed Board Composition requirements, the new Trailer Bill Language is also proposing the following: 1) DDS meeting with Board without staff: DDS will have the right to meet with the Board without having regional center staff present. Concerns regarding violating open meeting law was discussed. 2) Board Counsel: New statute regarding Board Counsel shall not be a regional center employee. 3) Performance Contract will need to be reviewed during a public Board meeting. There are 10 proposals in all that will affect the Board and/or Regional Centers. A letter was sent to Assemblymember Reyes stating concerns with the new proposed Trailer Bill Language.
3. **ARCA DISCUSSION:** ARCA dues will be due soon. Regional Center's dues are determined per capita. IRC has the same amount of say or votes than the smaller regional centers therefore dues should be divided equally amongst all regional centers. IRC needs to evaluate the need to be part of ARCA. The committee suggested Lavinia Johnson and Cameron Page, ARCA Representative share IRC's expectations and needs and if ARCA does not accomplish or meets them then IRC can contemplate leaving ARCA.
4. **BOARD TRAINING:** During the board training, the Board created some committees to brainstorm and plan for the next training. The second part of Debbie Cannon's board training is scheduled for Wednesday, September 18 from 12:00 – 4:00.
5. **WORKER'S COMP RENEWAL:** The Board authorized the Executive Committee to review and approve the Worker's Comp premium when they became available. Last year's premium was \$702,598. This year's renewal premium is \$613,970 through Redwood Fire and Casualty Insurance Company. **1. Motion made to approve Redwood Fire and Casualty Insurance Company in the amount of \$613,970 M/S/C Page/Buffington.**

6. **BUILDING THE JULY AGENDA:** Add revised Bylaws.

Next Executive Committee Meeting: July 17, 2019



**Intake, Early Start, Clinical Services and
The Early Start Family Resource Network
REPORT
June 2019
*Submitted by Treva Webster***

Early Start

There are many changes in the IRC Early Start Program.

- We are at the beginning stages of using specific vendors to assist Early Start (in only two locations) with the initial Eligibility Assessments. Although this will not change the Case Load Ratio, we hope to see a decrease in the actual Early Start intake workload.
- In August we will realize the addition of a 5th Early Start Case Management Unit, “Early Start Central” led by Program Manager Giuseppe Ancona. This will necessitate the adjustment of caseworker coverage location as well as shifting some current cases, but everyone is trying their best to keep the disruption at a minimum.
- The current tremendously high Early Start Case Load Ratios will decrease to within sight of regulated compliance with the addition of four Early Intervention Service Coordinators to be hired in the near future.

Long time, much loved Infant Service Coordinator and Registered Nurse, Charlotte Pennington retired after almost 43 years of serving children and families in the Inland Empire. Just think of all the children and families she has touched in her years of service! She will be missed by the IRC staff and our community.

Intake and Assessment

The numbers of Intake referrals (phone, on-line, fax, and mail) continue to roll in at an unprecedented pace but the Intake Unit team works efficiently to keep up with the heavy volume.

Transfer-In Coordinator, Joanne Ford retired after 23 years. Her knowledge of IRC, Intake, and Transfers was immense and her team mates, as well as the other Regional Centers that worked with her on the high volume of transfers, will certainly feel the void!

Questions?

If you have questions, please don't hesitate to ask.
Treva Webster 909-890-3493