

VERDANT HEALTH COMMISSION  
PUBLIC HOSPITAL DISTRICT NO. 2 OF SNOHOMISH COUNTY, WASHINGTON  
BOARD OF COMMISSIONERS  
Regular Meeting  
A G E N D A  
January 24, 2018  
8:00 a.m. to 9:30 a.m.

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|  | <u>ACTION</u> | <u>TIME</u> | <u>PAGE</u> |
|--|---------------|-------------|-------------|
| A. Call to Order   | ---           | 8:00        | ---         |
| B. Commissioner Oath of Office                                   | Action        | 8:02        | 1-2         |
| C. Approval of Officer Appointments & Committee Assignments      | Action        | 8:01        | 3           |
| D. Approval of the Minutes                                       |               |             |             |
| a) December 20, 2017 Board Meeting                               | Action        | 8:01        | 4-8         |
| E. Introduce 2018 Board Meeting and Retreat Schedule             | Information   | 8:10        | 9           |
| F. Executive Committee Report                                    | Information   | 8:04        | ---         |
| G. Finance Committee Report                                      |               |             |             |
| a) Review financial statements and cash activity                 | Information   | 8:12        | 10-14       |
| b) Authorization for payment of vouchers and payroll             | Action        | 8:17        | 15          |
| c) Introduce amended Bylaws                                      | Information   | 8:18        | 16-28       |
| H. Program Committee Report & Recommendations                    |               |             |             |
| a) Conflicts of Interest   | ---           | 8:18        | ---         |
| b) Program investment recommendations                            | Action        | 8:20        | 29-30       |
| c) Verdant Community Wellness Center activities update           | Information   | 8:30        | 31-32       |
| d) Verdant multi-cultural program update                         | Information   | 8:35        | 33          |
| I. Marketing Report  | Information   | 8:40        | 34-35       |
| J. Superintendent's Report                                       | Information   | 8:45        | ---         |
| K. Public Comments (please limit to three minutes per speaker)   | ---           | 8:50        | ---         |
| L. Commissioner Comments   | ---           | 8:55        | ---         |
| M. Executive Session   | ---           | 9:00        | ---         |
| a) Consider the legal risks of a proposed action of the district |               |             |             |
| b) Review and consider proposed property acquisition             |               |             |             |
| N. Open Session  | ---           | 9:30        | ---         |
| O. Adjournment   | ---           | 9:30        | ---         |

*State of Washington*



*County of Snohomish*

# Certificate of Election

**Deana Knutsen**

at the County of Snohomish, State of Washington, on the 7<sup>th</sup> day of November, 2017, received the highest number of votes cast for:

**Hospital District 2  
Commissioner Position 1**  
*6-year term*

and is therefore elected in accordance with RCW 85.38.115 at the Election in the County of Snohomish, State of Washington, on the 7<sup>th</sup> day of November, 2017.

In witness whereof, I have hereunto set my hand and affixed my official seal this 4<sup>th</sup> day of December, 2017.



*Carolyn Weikel*

Carolyn Weikel, County Auditor

*State of Washington*



*County of Snohomish*

# Certificate of Election

**Karianna Wilson**

at the County of Snohomish, State of Washington, on the 7<sup>th</sup> day of November, 2017, received the highest number of votes cast for:

**Hospital District 2  
Commissioner Position 4**

*6-year term*

and is therefore elected in accordance with RCW 85.38.115 at the Election in the County of Snohomish, State of Washington, on the 7<sup>th</sup> day of November, 2017.

In witness whereof, I have hereunto set my hand and affixed my official seal this 4<sup>th</sup> day of December, 2017.



Carolyn Weikél, County Auditor



## **Proposed 2018 Officers & Committee Assignments:**

- President – Deana Knutsen
- Secretary – Karianna Wilson
- Executive Committee –  
Deana Knutsen (Chair)/Karianna Wilson
- Finance Committee –  
Karianna Wilson (Chair)/Fred Langer
- Program Committee –  
Bob Knowles (Chair)/Bruce Williams
- Strategic Collaboration Committee –  
Deana Knutsen (Chair)/Karianna Wilson
- Medical Advisory Committee –  
ad hoc

**PUBLIC HOSPITAL DISTRICT NO. 2 OF SNOHOMISH COUNTY, WASHINGTON  
VERDANT HEALTH COMMISSION**

***BOARD OF COMMISSIONERS***

***Special Meeting***

***Verdant Community Wellness Center***

December 20, 2017

**Commissioners  
Present**

Deana Knutsen, President  
Bruce Williams, Commissioner  
Fred Langer, Commissioner  
Bob Knowles, Commissioner  
Karianna Wilson, Commissioner

**Staff**

Robin Fenn, Superintendent  
George Kosovich, Assistant Superintendent  
Lisa King, Director of Finance  
Jennifer Piplic, Director of Marketing  
Sue Waldin, Community Wellness Program Manager  
Sandra Huber, Community Engagement  
Karen Goto, Executive Assistant

**Guests**

Brad Berg, Foster Pepper PLLC

**Call to Order**

The Regular Meeting of the Board of Commissioners of Public Hospital District No. 2, Snohomish County, was called to order at 8:00 a.m. by President Knutsen.

**Approval of Minutes**

***Motion was made, seconded and passed unanimously to approve*** the minutes of the regular meeting on October 25, 2017.

***Motion was made, seconded and passed unanimously to approve*** the minutes of the special meeting on December 1 to 2, 2017.

**Executive Committee**

President Knutsen reported that the Executive Committee met on December 13, 2017 to review and approve the December 20, 2017 board meeting agenda including executive session and to review the notes from the Board Special Meeting on December 1 to 2, 2017.

No action was taken.

The proposed officer and committee assignments for 2018 were distributed and will be approved at the January 2018 regular board meeting (E:85:17).

Dr. Fenn stated that the District Bylaws need to be updated if the board wants to change any of the current regular board meetings from the 4<sup>th</sup> Wednesday of the month at

8a.m. to another date and time. Proposed changes to the bylaws will allow future schedule changes to occur by board resolution. Current meeting schedule of the 4<sup>th</sup> Wednesday of the month at 8 a.m. for January and February 2018 will remain until the revised Bylaws are approved.

Commissioners discussed the 2018 regular meeting schedule and notified staff that they anticipate one regular meeting per quarter will be held in the evening (6 to 8 p.m.) at Verdant. All other regular meeting will occur at 8 a.m. on the 4<sup>th</sup> Wednesday of the month. A resolution with the proposed 2018 meeting schedule will be presented at the February 2018 regular meeting, pending revisions to the Bylaws.

### **Superintendent's Report**

Dr. Fenn updated the board on several items:

1. A bill sponsor to update the RCW for hospital districts has been obtained and it will be going to the legislative session in January/February 2018. This proposed change to the RCW expands the definition of health and wellness as well as allows for changes in the number of commissioners for some public hospital districts.

Mr. Brad Berg commented that a proposed change to the RCW for hospital district superintendent appointment and dismissal will allow the appointment or dismissal to be done at one regular board meeting, instead of the current two regular board meetings.

2. As discussed at the Board Retreat on December 2, 2018 the Value Village proposed table of contents and timeline will be brought to the Board in February 2018. A Value Village resource binder will be given to the Board in April 2018.
3. Board/Staff communication policies are also coming soon.
4. The Verdant social worker position has been posted and closes on January 10, 2018.

### **Finance Committee Report**

The committee met on December 14, 2017. Ms. King reviewed the financial statements and cash activity for October & November 2017 (E:86:17). No action was taken. Commissioner Langer inquired if there is flexibility on the district's ability to invest money. Mr. Berg replied that by law, the district cannot invest in stocks. Dr. Fenn and Ms. King will follow-up on this.

**Authorization for Payment of Vouchers & Payroll**

Warrant Numbers 12492 through 12600 for October & November 2017 for payment in the amount of \$296,416.31 were presented for approval (E:87:17). ***Motion was made, seconded and passed unanimously to approve.***

**Proposed Amendments to Bylaws**

A draft of the proposed Bylaws with updates highlighted in yellow was provided to the board (E:88:17). Ms. King noted the proposed changes which include Section 3.1 Regular Meetings to allow for schedule adjustments, Section 3.4 Attendance from Remote Locations and Section 3.5 The Procedure for Remote Attendance to allow board members to achieve quorum while participating remotely, and Section 4(i) Action by the Board to hold executive session to consider issues related to data security. The revised Bylaws will be introduced at the January 2018 regular board meeting and can be approved at the February 2018 regular board meeting.

**Program Committee Update**

The Program Committee met on November 9 and December 14, 2017 to review a total of seven funding proposals (E:89:17). Commissioner Knowles presented the committee recommendations to the board. No conflicts of interest were reported by any of the commissioners present.

***Motion was made, seconded and passed unanimously to approve*** the Puget Sound Mobile Medical Clinic renewal request at \$105,000 per year for two years to support and expand the mobile medical clinic in Lynnwood.

The Program Committee proposed partially funding the proposal from ChildStrive. After discussion by the full Board, ***motion was made, seconded and passed unanimously to approve*** the ChildStrive South Snohomish County Strengthening Family Outcomes for one year at \$321,000 to 425 additional families in 2018 with a 6-month check-in.

***Motion was made, seconded and passed unanimously to approve*** City of Lynnwood Move 60! Teens Program for three years at \$104,620 per year with a target of a 20% increase in participation. This renewal request is for an afterschool activity program for middle school students.

***Motion was made, seconded and passed to approve*** the Korean Women's Association Everyday Prevention request for three more years at \$60,000 per year with Commissioner Wilson abstaining. Several board members would like to

discuss the insurance enrollment aspect of their request in the Fall of 2018 for the 2019 enrollment year.

***Motion was made, seconded and passed unanimously to approve*** Homage Senior Services care coordination program at \$135,000 for 2.0 FTE for two more years. The board discussed Homage's concept for a Health Homes program but would like more information on that opportunity.

**Applications Not Recommended for Funding:**

Camp Fire Healthy Initiative and Snohomish County Health Leadership Coalition Live Healthy 2020.

**Program Grant  
Application  
Evaluation Criteria**

***Motion was made, seconded and passed unanimously to approve*** the program grant application evaluation criteria (E:90:17).

Commissioner Knutsen requested that future program committee summaries to the board include the original requested funding amounts.

**Verdant Community  
Wellness Center  
Activities Update**

Ms. Waldin presented an update on the wellness center activities for October & November 2017 (E:91:17).

**Verdant Multi-  
Cultural Program  
Update**

Mr. Kosovich provided an update on multi-cultural activities for October & November 2017 (E:92:17).

**Marketing Report**

Ms. Piplic provided the board with the draft agenda for the March 12, 2018 Verdant Healthier Community Conference (E:93:17) and thanked Commissioner Wilson for her participation in a breakout session on Navigating the Healthcare Alphabet Soup.

Dr. Fenn mentioned that Homage Senior Services asked Verdant to write a piece for its upcoming insert in The Herald, which will be published in January 2018.

**Public Comments**

None

**Commissioner  
Comments**

Commissioner Knutsen commented that she is pleased that Verdant is working with Veterans on suicide prevention and she is excited about the programs at the Verdant Community Wellness Center. She encouraged her fellow board members to participate in the programs.

**Executive Session**

President Knutsen recessed the regular meeting at 9:12 a.m. into Executive Session to consider the legal risks of potential litigation and to consider acquisition of real estate. Brad Berg of Foster Pepper PLLC, participated in the executive session. President Knutsen stated that the board would reconvene in 15 minutes and no action would be taken in Executive Session.

At 9:27 a.m. President Knutsen extended the Executive Session for 15 minutes.

At 9:42 a.m. President Knutsen extended the Executive Session for 15 minutes.

**Open Session**

The board reconvened into Open Session at 9:57 a.m. No action was taken.

Commissioner Langer asked if the board should consider eliminating the Program Committee.

**Adjourn**

The meeting was adjourned at 10:02 a.m.

**ATTEST BY:**

\_\_\_\_\_  
President

\_\_\_\_\_  
Secretary



**Proposed 2018 Monthly Board Meetings**  
**Subject to Approval by Resolution**

4<sup>th</sup> Wednesday of the month unless noted  
Time: 8 - 10 a.m. unless noted  
Location: Verdant Community Wellness Center

January 24

February 28

March 28

**April 25 – Evening Meeting, 6 - 8 p.m.**

May 23

June 27

**July 25 – Evening Meeting, 6 - 8 p.m.**

August 22

September 26

**October 24 – Evening Meeting, 6 - 8 p.m.**

November 28

December 19 (3<sup>rd</sup> Wednesday)

**2018 Board Study Sessions**

Time: 8 - 10 a.m. unless noted  
Location: Verdant Community Wellness Center unless noted

**March 14**

**June 13 – Board Retreat, 12 - 5 p.m.**

**October 10 – Budget Meeting**

**December 7 to 8 – Board Retreat**  
12 - 5 p.m. Friday  
8 a.m. - 12 p.m. Saturday  
Location TBD

**2018 Other Important Dates**

**March 12 – Verdant Healthier Community Conference**  
8 a.m. - 4 p.m.  
Lynnwood Convention Center

**Balance Sheet**  
As of December 31, 2017

|   | A                 | B                 | C                | D                     |
|---|-------------------|-------------------|------------------|-----------------------|
|   | Dec 31, 2016      | Dec 31, 2017      | \$ Change        | Comments:             |
| <b>1 ASSETS</b>                             |                   |                   |                  |                       |
| <b>2 Current Assets</b>                     |                   |                   |                  |                       |
| <b>3 Cash Balance</b>                       | 5,457,824         | 1,853,236         | (3,604,588)      |                       |
| <b>4 Other Current Assets</b>               | 34,822,481        | 43,127,455        | 8,304,974        | Includes Investments  |
| <b>5 Total Current Assets</b>               | 40,280,305        | 44,980,691        | 4,700,386        |                       |
| <b>6 Total Long-term &amp; Fixed Assets</b> | 46,463,198        | 45,771,939        | (691,259)        | Includes Depreciation |
| <b>7 TOTAL ASSETS</b>                       | <b>86,743,503</b> | <b>90,752,630</b> | <b>4,009,127</b> |                       |
| <b>8 LIABILITIES &amp; EQUITY</b>           |                   |                   |                  |                       |
| <b>9 Liabilities</b>                        |                   |                   |                  |                       |
| <b>10 Current Liabilities</b>               | 3,230,044         | 1,397,836         | (1,832,208)      |                       |
| <b>11 Long-term Liabilities</b>             | 3,087,949         | 3,025,919         | (62,030)         | 2012 LTGO Bonds/BHCF  |
| <b>12 Total Liabilities</b>                 | 6,317,993         | 4,423,755         | (1,894,238)      |                       |
| <b>13 Total Equity</b>                      | 80,425,511        | 86,328,875        | 5,903,365        | Annual Net Income     |
| <b>14 TOTAL LIABILITIES &amp; EQUITY</b>    | <b>86,743,503</b> | <b>90,752,630</b> | <b>4,009,127</b> |                       |

**Profit & Loss**  
December 2017

|                                       | A                | B              | C                | D                | E                | F                |
|---------------------------------------|------------------|----------------|------------------|------------------|------------------|------------------|
|                                       | Dec Actual       | Dec Budget     | Fav/(Unfav)      | YTD Actual       | YTD Budget       | Fav/(Unfav)      |
| <b>1 INCOME</b>                       |                  |                |                  |                  |                  |                  |
| <b>2 Ordinary Income</b>              | 2,305,312        | 2,343,296      | (37,985)         | 11,901,177       | 11,928,961       | (27,783)         |
| <b>3 EXPENSES</b>                     |                  |                |                  |                  |                  |                  |
| <b>4 Operating Expenses</b>           | 218,813          | 192,267        | (26,546)         | 1,950,914        | 2,351,276        | 400,362          |
| <b>5 Depreciation Expense</b>         | 168,724          | 164,637        | (4,087)          | 2,152,253        | 2,113,656        | (38,598)         |
| <b>6 Program Expenses</b>             | 480,754          | 1,567,854      | 1,087,099        | 5,470,229        | 7,891,246        | 2,421,017        |
| <b>7 Total Expenses</b>               | 868,291          | 1,924,757      | 1,056,466        | 9,573,397        | 12,356,178       | 2,782,781        |
| <b>8 OTHER INCOME/(EXPENSE)</b>       |                  |                |                  |                  |                  |                  |
| <b>9 Total Other Income/(Expense)</b> | 265,990          | 228,229        | 37,761           | 3,575,584        | 2,738,746        | 836,838          |
| <b>10 NET INCOME</b>                  | <b>1,703,010</b> | <b>646,768</b> | <b>1,056,242</b> | <b>5,903,365</b> | <b>2,311,528</b> | <b>3,591,836</b> |

**Monthly Highlights**  
December 2017

Verdant received dividends payments of \$77,915 on our investment portfolio in December and closed with an ending market value of \$43,036,363.

Annual program spending totalled \$6,095,443 for 2017. \$1,795,803 was unspent in 2017. (Cash Basis)

Program commitments total \$4,769,340 for 2018. \$2,585,965 remain available to spend in 2018.

Revenue of \$139,536 and expenses of \$88,754 from the Kruger Clinic were incurred, netting to an additional operating income of \$50,782 in December. Annual operating income \$510,930.

**Public Hospital District #2**

| <b>Warrant Number</b>    | <b>Transaction Date</b> | <b>Payee</b>                             | <b>Amount</b> | <b>Purpose</b>   |
|--------------------------|-------------------------|--|---------------|--|
| <b>Warrant Activity:</b> |                         |  |               |  |
| 12601                    | 12/06/2017              | Berry Sign Systems                       | 516.76        | Replace large pylon sign ballasts & lamps                      |
| 12602                    | 12/06/2017              | Consolidated Landscape Maintenance, Inc. | 440.50        | Dec 2017 Landscaping maintenance                               |
| 12603                    | 12/06/2017              | Corporate Security LLC                   | 284.00        | Dec 2017 Parking Lot Security                                  |
| 12604                    | 12/06/2017              | Electronic Business Machines             | 1,008.04      | 11/22-12/21/17 Copy Machine; overage 8/22-11/21/17             |
| 12605                    | 12/06/2017              | Maria Isabel Quijano                     | 525.00        | CPR Trainer  |
| 12606                    | 12/06/2017              | Sound Publishing, Inc.                   | 39.20         | Legal Notice 12/1-2/17 Special Board Retreat Meeting           |
| 12607                    | 12/06/2017              | Susana Flores                            | 52.50         | Childcare for CPR Class 11/30/17                               |
| 12608                    | 12/06/2017              | Yasaura Carvajal                         | 52.50         | Childcare for CPR Class 11/30/17                               |
| 12609                    | 12/06/2017              | Armstrong Services                       | 1,160.28      | Nov 2017 Janitorial  |
| 12610                    | 12/06/2017              | Ash Consulting                           | 100.50        | Nov 2017 Consulting  |
| 12611                    | 12/06/2017              | YMCA of Snohomish Co                     | 200.00        | Refund for VCWC deposit  |
| 12612                    | 12/06/2017              | Comcast                                  | 290.91        | Telephone/Internet   |
| 12613                    | 12/06/2017              | Puget Sound Energy                       | 57.47         | Natural Gas  |
| 12614                    | 12/06/2017              | Connie Nelson, RN                        | 480.00        | WC 164 - Yoga 101  |
| 12615                    | 12/06/2017              | Seattle Food Nut                         | 543.36        | WC 157 - Teens in the Kitchen                                  |
| 12616                    | 12/06/2017              | Beth Rodriguez, LLC                      | 461.52        | Nov 2017 VHCC Support (12 hrs)                                 |
| 12617                    | 12/06/2017              | Tulalip Resort Casino                    | 656.82        | Final Balance for 12/1 - 12/2 Board Retreat                    |
| 12618                    | 12/13/2017              | Comcast                                  | 1,013.10      | Telephone/Internet   |
| 12619                    | 12/13/2017              | Dimensional Communication, Inc           | 456.60        | Deposit for PA Sound System                                    |
| 12620                    | 12/13/2017              | Sound Dietitians                         | 1,755.51      | WC 150 - Lifestyle Change Check in and Cooking Classes         |
| 12621                    | 12/13/2017              | AmeriFlex Business Solutions             | 17.25         | Dec 2017 FSA Administration                                    |
| 12622                    | 12/13/2017              | City of Lynnwood                         | 3,663.00      | Oct & Nov 2017 Front Desk Support                              |
| 12623                    | 12/13/2017              | Eberle Vivian                            | 4,266.19      | 1Q18 Self Insurance Work Comp Claims Administration            |
| 12624                    | 12/13/2017              | Marie-Lou Andersen                       | 187.50        | WC 165 - Instructor for Tai Chi 9/28-11/9/17                   |
| 12625                    | 12/13/2017              | Total Health                             | 275.00        | WC 152 - Nutrition and Fitness Education Workshops             |
| 12626                    | 12/13/2017              | Latino Educational Training Institute    | 300.00        | 8-week women's health program support                          |
| 12627                    | 12/13/2017              | James Distelhorst, MD                    | 200.00        | WC 166 - Finding Reliable Medical Info on the Internet         |
| 12628                    | 12/13/2017              | Principal                                | 263.92        | Payroll Tax for S-T Disability                                 |
| 12629                    | 12/13/2017              | Dataworks                                | 1,361.09      | Server Backup NAS and ShadowProtect                            |
| 12630                    | 12/20/2017              | UNITED WAY                               | 735.00        | 3Q17 Employee Charitable Contributions                         |
| 12631                    | 12/20/2017              | Discovia                                 | 824.00        | PRR Software   |
| 12632                    | 12/20/2017              | Dynamic Language                         | 161.89        | Interpreter services   |
| 12633                    | 12/20/2017              | State Auditor's Office                   | 8,022.99      | 2016-2017 State Audit  |
| 12634                    | 12/20/2017              | Guardian Security Systems, Inc.          | 643.00        | Annual inspections for fire sprinklers and extinguishers       |
| 12635                    | 12/20/2017              | Margot Helphand                          | 4,343.44      | Facilitation of Commission Retreat                             |
| 12636                    | 12/20/2017              | P3G, Inc.                                | 2,205.17      | Marketing Materials - Bouncy balls                             |
| 12637                    | 12/27/2017              | Swedish/Edmonds                          | 1,365.82      | T-mobile Cell Tower Lease Dec 2017                             |
| 12638                    | 12/20/2017              | Davidson-Macri Sweeping, Inc.            | 395.23        | Ice Melt application 12/6/17                                   |
| 12639                    | 12/20/2017              | Staples                                  | 89.40         | Supplies   |
| 12640                    | 12/27/2017              | Sound Publishing, Inc.                   | 39.20         | Legal Notice 12/20/17 Board Meeting                            |
| 12641                    | 12/27/2017              | Velia Lara                               | 525.00        | Instructor for Spanish Language Strengthening Families Program |
| 12642                    | 12/27/2017              | Washington State University              | 507.86        | Strengthening Families in Spanish 1/24-3/30/18                 |
| 12643                    | 12/27/2017              | EPromos                                  | 892.30        | T-shirts #459779, beachballs #459777                           |
| 12644                    | 12/27/2017              | Consolidated Landscape Maintenance, Inc. | 216.93        | Update plantings and landscaping                               |
| 12645                    | 12/27/2017              | Regence Blueshield                       | 4,658.11      | Jan 2018 Health Insurance                                      |

| <b>Warrant Number</b>                        | <b>Transaction Date</b> | <b>Payee</b>                             | <b>Amount</b>     | <b>Purpose</b>   |
|--|-------------------------|--|-------------------|--|
| <b>Warrant Activity:</b>                     |                         |  |                   |  |
| 12647  | 12/31/2017              | Dataworks                                | 2,516.60          | Gateway Security Suite 1 yr subscription, IT Support   |
| 12648  | 12/31/2017              | Electronic Business Machines             | 40.08             | 12/22/17-1/21/18 Copy Machine                          |
| 12646  | 12/27/2017              | Snohomish County Auditors Office         | 43,033.67         | Nov 7, 2017 Election of Commissioners                  |
| 12649  | 12/31/2017              | Principal                                | 1,400.09          | EE Life Insurance                                      |
| 12650  | 12/31/2017              | Waste Management                         | 258.65            | Garbage/Recycling                                      |
| 12651  | 12/31/2017              | Wells Fargo                              | 1,266.10          | Misc.  |
| 12652  | 12/31/2017              | Consolidated Landscape Maintenance, Inc. | 440.50            | Jan 2018 Landscaping maintenance                       |
| 12653  | 12/31/2017              | Northwest Health Law Advocates           | 1,800.00          | WC 171- Health Care Coverage for Immigrants            |
| 12654  | 12/31/2017              | Total Health                             | 990.00            | WC 144 - Reimbursement for Mediterranean for Life      |
| 12655  | 12/31/2017              | Wells Fargo                              | 1,156.75          | Misc.  |
| 12656  | 12/31/2017              | Dimensional Communication, Inc           | 259.44            | Lavalier mic and headset mic for Cedar                 |
| 12657  | 12/31/2017              | Mary Porter, RDN                         | 240.00            | WC 149 - Individual consult                            |
| 12658  | 12/31/2017              | NAMI Snohomish County                    | 2,214.29          | WC 148 - Mental Health Workshops (7 series)            |
| 12659  | 12/31/2017              | Snohomish County PUD                     | 1,730.90          | Electricity  |
| 12660  | 12/31/2017              | Sound Dietitians                         | 1,265.65          | WC 150 - Lifestyle Change Check in and Cooking Classes |
| 12662  | 12/31/2017              | YWCA of Seattle, King and Snohomish Co   | 6,219.00          | WC 154 - Lifeskills Classes                            |
| 12663  | 12/31/2017              | UNITED WAY                               | 630.00            | 4Q17 Employee Charitable Contributions                 |
|  |                         | Total Warrants                           | <u>111,715.58</u> |  |
| <b>Workers Compensation Claims Activity:</b> |                         |  |                   |  |
| 305378-380                                   | Dec-17                  | Various Claimants/Vendors                | <u>1,555.89</u>   | Administered by Eberle Vivian                          |
| <b>Kruger Clinic Activity:</b>               |                         |  |                   |  |
| 3179-3191                                    | Dec-17                  | Various Claimants/Vendors                | <u>44,324.29</u>  | Administered by PMNW                                   |
| <b>Wire/ACH Activity:</b>                    |                         |  |                   |  |
|  | 12/8/2017               | Payroll                                  | 18,194.79         | ACH payroll transfer                                   |
|  | 12/8/2017               | Department of Treasury                   | 6,487.56          | Payroll taxes for 12/2/17 pay period ending            |
|  | 12/8/2017               | Valic                                    | 2,574.77          | Payroll 401(a)/457 Deposit                             |
|  | 12/8/2017               | Paychex                                  | 117.48            | Fee for payroll processing                             |
|  | 12/22/2017              | Payroll                                  | 18,641.26         | ACH payroll transfer                                   |
|  | 12/22/2017              | Department of Treasury                   | 6,711.21          | Payroll taxes for 12/16/17 pay period ending           |
|  | 12/22/2017              | Valic                                    | 2,691.40          | Payroll 401(a)/457 Deposit                             |
|  | 12/22/2017              | Paychex                                  | 114.78            | Fee for payroll processing                             |
|  | 12/1/2017               | Payroll                                  | 3,370.12          | ACH payroll transfer                                   |
|  | 12/1/2017               | Department of Treasury                   | 813.66            | Payroll taxes for 11/18/17 pay period ending           |
|  | 12/1/2017               | Valic                                    | 423.25            | Payroll 401(a)/457 Deposit                             |
|  | 12/12/2017              | Wells Fargo Merchant Services            | 145.30            | Merchant Services                                      |

| Warrant Number            | Transaction Date | Payee                                     | Amount                      | Purpose                              |
|---------------------------|------------------|---|-----------------------------|--------------------------------------|
| <b>Wire/ACH Activity:</b> |                  |   |                             |                                      |
|                           | 12/15/2017       | Alzheimer's Association Western & Central | 7,209.16                    | Program Payment                      |
|                           | 12/15/2017       | American Diabetes Association             | 3,750.00                    | Program Payment                      |
|                           | 12/15/2017       | Boys & Girls Club of Snohomish County     | 20,519.58                   | Program Payment                      |
|                           | 12/15/2017       | CampFire                                  | 4,166.67                    | Program Payment                      |
|                           | 12/15/2017       | Cascade Bicycle Club Education Foundation | 2,666.67                    | Program Payment                      |
|                           | 12/15/2017       | Center for Human Services                 | 27,279.16                   | Program Payment                      |
|                           | 12/15/2017       | ChildStrive                               | 23,333.33                   | Program Payment                      |
|                           | 12/15/2017       | City of Lynnwood                          | 6,144.08                    | Program Payment                      |
|                           | 12/15/2017       | Cocoon House.                             | 5,000.00                    | Program Payment                      |
|                           | 12/15/2017       | Domestic Violence Services Snohomish Co   | 1,855.50                    | Program Payment                      |
|                           | 12/15/2017       | Edmonds School District No. 15            | 109,713.42                  | Program Payment                      |
|                           | 12/15/2017       | Edmonds Senior Center                     | 9,666.67                    | Program Payment                      |
|                           | 12/15/2017       | Girls on the Run                          | 11,000.00                   | Program Payment                      |
|                           | 12/15/2017       | Homage Senior Services                    | 64,086.67                   | Program Payment                      |
|                           | 12/15/2017       | Kinderling                                | 11,517.17                   | Program Payment                      |
|                           | 12/15/2017       | Korean Women's Association                | 5,000.00                    | Program Payment                      |
|                           | 12/15/2017       | Mary Porter, RDN                          | 375.00                      | Program Payment                      |
|                           | 12/15/2017       | Medical Teams International               | 5,500.00                    | Program Payment                      |
|                           | 12/15/2017       | PEPS                                      | 3,250.00                    | Program Payment                      |
|                           | 12/15/2017       | Prescription Drug Assistance Foundation   | 4,166.67                    | Program Payment                      |
|                           | 12/15/2017       | Project Access Northwest                  | 7,500.00                    | Program Payment                      |
|                           | 12/15/2017       | Puget Sound Christian Clinic              | 27,166.67                   | Program Payment                      |
|                           | 12/15/2017       | Puget Sound Kidney Centers Foundation     | 4,000.00                    | Program Payment                      |
|                           | 12/15/2017       | South Snohomish County Fire & Rescue      | 36,103.34                   | Program Payment                      |
|                           | 12/15/2017       | Syracuse University                       | 15,000.00                   | Program Payment                      |
|                           | 12/15/2017       | Therapeutic Health Services               | 20,833.33                   | Program Payment                      |
|                           | 12/15/2017       | Volunteers of America Western WA          | 6,553.83                    | Program Payment                      |
|                           | 12/15/2017       | Wonderland Development Center             | 12,458.33                   | Program Payment                      |
|                           | 12/15/2017       | YWCA of Seattle, King and Snohomish Co    | 8,333.33                    | Program Payment                      |
|                           | 12/11/2017       | AmeriFlex Business Solutions              | 178.46                      | FSA Payments                         |
|                           | 12/21/2017       | AmeriFlex Business Solutions              | 360.00                      | FSA Payments                         |
|                           | 12/25/2017       | AmeriFlex Business Solutions              | 178.46                      | FSA Payments                         |
|                           | 12/12/2017       | WA Department of Revenue                  | 812.30                      | B&O/Retailing Sales Tax for Nov 2017 |
|                           |                  | Total Wires/ACH Transactions              | <u>525,963.38</u>           |                                      |
|                           |                  | <b>Total Disbursements</b>                | <u><u>\$ 683,559.14</u></u> |                                      |

|                  | <b>Transaction<br/>Date</b> | <b>Payer</b>                       | <b>Amount</b>          | <b>Purpose</b>                  |
|------------------|-----------------------------|------------------------------------|------------------------|---------------------------------|
| <b>Deposits:</b> |                             |                                    |                        |                                 |
|                  | 12/1/2017                   | Swedish Edmonds                    | 804,186.12             | Monthly leases                  |
|                  | 12/1/2017                   | Value Village                      | 26,552.66              | Monthly lease                   |
|                  | 12/1/2017                   | Raymond Liu, D.D.S.                | 3,656.70               | Kruger Clinic monthly lease     |
|                  | 12/1/2017                   | Brian Takagi, MD                   | 84.63                  | Kruger Clinic monthly lease     |
|                  | 12/1/2017                   | Puget Sound Gastro                 | 27,641.97              | Kruger Clinic monthly lease     |
|                  | 12/1/2017                   | Kean Lawlor                        | 20,382.21              | Kruger Clinic monthly lease     |
|                  | 12/10/2017                  | Snohomish County                   | 159,290.14             | Levy                            |
|                  | 12/25/2017                  | Healthcare Realty Services, Inc.   | 4,663.72               | Ground Lease                    |
|                  | 12/1/2017                   | T-mobile                           | 1,365.82               | Cell tower at the hospital      |
|                  | 12/5/2017                   | Homage Senior Services.            | 200.00                 | Deposit for use of VCWC         |
|                  | 12/7/2017                   | Community Transit                  | 1,000.00               | Sponsorship of VHCC             |
|                  | 12/11/2017                  | Premera                            | 5,000.00               | Sponsorship of VHCC             |
|                  | 12/11/2017                  | Everett Clinic                     | 2,500.00               | Sponsorship of VHCC             |
|                  | 12/11/2017                  | Amerigroup                         | 1,000.00               | Sponsorship of VHCC             |
|                  | 12/14/2017                  | Swedish/Edmonds                    | 175.00                 | Kruger Clinic                   |
|                  | 12/15/2017                  | Department of Labor and Industries | 17,188.35              | Refund for Work Comp Claim      |
|                  | 12/15/2017                  | Molina Healthcare.                 | 1,000.00               | Sponsorship of VHCC             |
|                  | 12/18/2017                  | Kilpatrick Townsend & Stockton LLP | 12.64                  | Payment for PRR                 |
|                  | 12/21/2017                  | VCWC Class                         | 40.00                  | Registration for 2 VCWC classes |
|                  | 12/29/2017                  | Value Village                      | 27,614.77              | Monthly lease for Jan 2018      |
|                  | 12/31/2017                  | Swedish Edmonds                    | 805,127.44             | Monthly leases for Jan 2018     |
|                  |                             | <b>Total Deposits</b>              | <b>\$ 1,908,682.17</b> |                                 |

VERDANT HEALTH COMMISSION  
PUBLIC HOSPITAL DISTRICT #2  
SNOHOMISH COUNTY, WASHINGTON

WARRANT APPROVAL

We, the undersigned Board of Commissioners of Public Hospital District #2 of Snohomish County, Washington, do hereby certify that the merchandise or services hereinafter specified have been received and that Warrant Numbers 12601 through 12663 have been issued for payment in the amount of \$111,715.58 These warrants are hereby approved.

Attest:

\_\_\_\_\_  
Lisa M. King

\_\_\_\_\_  
Commissioner

\_\_\_\_\_  
Commissioner

\_\_\_\_\_  
Commissioner

\_\_\_\_\_  
Commissioner

\_\_\_\_\_  
Commissioner

|                          |                       |                   |                     |
|--------------------------|-----------------------|-------------------|---------------------|
| -----                    |                       |                   |                     |
| Warrants Processed:      | 12-1-17 – 12-31-17    |                   | \$111,715.58        |
| Work Comp Claims Pd:     | 12-1-17 – 12-31-17    |                   | 1,555.89            |
| Kruger Clinic Processed: | 12-1-17 – 12-31-17    |                   | 44,324.29           |
| Payroll:                 | 11-5-17 – 11-18-17    | 3,370.12          |                     |
|                          | 11-19-17 – 12-2-17    | 18,194.79         |                     |
|                          | 12-3-17 – 12-16-17    | <u>18,641.26</u>  |                     |
|                          |                       |                   | 40,206.17           |
| Electronic Payments:     | Payroll Taxes         | 14,012.43         |                     |
|                          | Paychex               | 232.26            |                     |
|                          | Valic Retirement      | 5,689.42          |                     |
|                          | AmeriFlex FSA         | 716.92            |                     |
|                          | Bank Fees             | 145.30            |                     |
|                          | WA State Dept Revenue | 812.30            |                     |
|                          | Program Expenditures  | <u>464,148.58</u> |                     |
|                          |                       |                   | <u>485,757.21</u>   |
|                          | Grand Total           |                   | <u>\$683,559.14</u> |

**AMENDED AND RESTATED BYLAWS  
OF  
PUBLIC HOSPITAL DISTRICT NO. 2  
SNOHOMISH COUNTY, WASHINGTON  
d/b/a VERDANT HEALTH COMMISSION**

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**AMENDED AND RESTATED BYLAWS**  
**OF**  
**PUBLIC HOSPITAL DISTRICT NO. 2**  
**SNOHOMISH COUNTY, WASHINGTON**

**ARTICLE I**  
**FORMATION AND PURPOSE**

This public hospital district (the “District”), a municipal corporation, was created in 1962 to provide hospital and health care services for the residents of the District and other persons. The activities of the District shall be conducted in conformity with the Constitution and laws of the State of Washington, including Chapter 70.44 RCW, as now in effect or hereafter amended. These Bylaws are adopted in furtherance of the lawful purposes of the District including the providing of health care services appropriate to the needs of the population served.

**ARTICLE II**  
**BOARD OF COMMISSIONERS**

Section 1. Qualification and Election. No person shall be eligible to be elected to the office of public hospital district commissioner unless he or she is a registered voter within the boundaries of the District. All District commissioners shall be elected and serve in the manner and for the term prescribed by law.

Section 2. Organization and Officers of the Board of Commissioners. The five-member Board of Commissioners (the “Board” or the “Commission”) shall at its first regular meeting in each calendar year organize by election from its own members, a President and Secretary. Such election shall be by a majority vote of the commissioners in each case. The terms of both officers shall be for one year.

2.1. The President shall act as the presiding officer at meetings of the Board and shall execute on behalf of the District all contracts, agreements and other documents and papers duly authorized by the Board that may require his or her signature.

2.2. The Secretary shall prepare, or cause to be prepared, minutes of all regular and special meetings of the Board, shall sign the same and shall keep them in a proper book for that purpose. The Secretary shall have charge of the official seal of the District and shall affix or cause to be affixed such seal to any documents requiring it, attesting the same. In the absence of the President, the Secretary shall preside at Board meetings.

2.3. If a vacancy occurs in the office of either the President or the Secretary, an election of officers shall take place at the next regular meeting of the Board to fill the unexpired term created by the vacancy. All members of the Board, whether elected or appointed, shall be required to take an oath of office in the form prescribed by the laws of the State of Washington relating to public officials.

2.4. A vacant commissioner position may be filled by the Board appointing a new member in the manner prescribed by law.

Section 3. Meetings of the Board or Commission.

3.1. Regular meetings. The dates, times and locations for the regular meetings of the Board shall be established from time to time by resolution adopted by the Board.

3.2. Special meetings

a. A special meeting may be called at any time by the presiding officer of the Board or by a majority of the members of the Board by delivering written notice personally, by mail, by fax, or by electronic mail to each member of the Board. Written notice shall be deemed waived in the following circumstances: (1) a commissioner submits a written waiver of notice to the secretary of the Board at or prior to the time the meeting convenes, which may be given by telegram, fax, or electronic mail; or (2) a commissioner is actually present at the time the meeting convenes.

b. Notice of a special meeting called under subsection (a) of this section shall be: (1) delivered to each local newspaper of general circulation and local radio or television station that has on file with the Board a written request to be notified of such special meeting or of all special meetings; (2) posted on the District's web site. The District shall not be required to post a special meeting notice on its web site if it (i) does not have a web site; (ii) employs fewer than ten full-time equivalent employees; or (iii) does not employ personnel whose duty, as defined by a job description or existing contract, is to maintain or update the web site; and (3) prominently displayed at the main entrance of the District's principal location and the meeting site if it is not held at the agency's principal location. Such notice must be delivered or posted, as applicable, at least twenty-four hours before the time of such meeting as specified in the notice.

c. The call and notices required under subsections (a) and (b) of this section shall specify the time and place of the special meeting and the business to be transacted. Final disposition shall not be taken on any other matter at such meetings by the Board.

The notices provided in this section may be dispensed with in the event a special meeting is called to deal with an emergency involving injury or damage to persons or property or the likelihood of such injury or damage, when time requirements of such notice would make notice impractical and increase the likelihood of such injury or damage.

3.3. The order of business at meetings of the Commission shall be as follows:

a. Regular Meetings

(i) Call to order

(ii) Reading and approval of minutes of the last regular meeting and any intervening special meeting and approval of any other matters on the consent agenda

- (iii) Reports
- (iv) Consideration of items on the agenda or other matters properly before the Board and action thereon
- (v) Adjournment
- b. Special Meetings
  - (i) Call to order
  - (ii) Reading of the notice calling the meeting
  - (iii) Consideration of matters stated in the notice and action thereon
  - (iv) Adjournment

3.4. Attendance From Remote Location

a. The Board, recognizing the benefits of fullest practicable attendance and participation by its commissioners, allows for attendance from remote location(s) through the use of electronic means including but not limited to such two-way communication methods as speakerphone, Skype, or other media that provide full audio or audio and visual capacity.

b. For purposes of voting by a commissioner (or commissioners) of the Board, such attendance from remote location(s) shall be considered the equal of being physically present at the meeting site. In the case of executive sessions, the Board may permit participation from remote location(s) by the above alternative means only when the Board on a case-by-case basis considers such participation to be necessary and the Board is confident in the security of such remote communications.

c. Any communications systems utilized by the Board for such remote attendance shall reliably permit all persons attending to be clearly heard by all others and to clearly hear all audio content of the meeting; and where applicable by the Board's determination, be clearly seen by all others and clearly see all visual content that is determined by the Board to be crucial to the understanding of matters discussed. Systems used in the course of executive sessions shall be reasonably secure from unauthorized access.

d. Audio and video recordings of proceedings involving attendance by commissioner(s) from remote locations shall be maintained for the public record as required by law.

e. Commissioners are encouraged to attend meetings in-person and attendance from remote location(s) is intended to be an alternative method for participation by commissioners.

### 3.5. Procedure For Remote Attendance

a. In all meetings involving remote attendance, the Superintendent or his or her designee shall be present at the meeting place and shall inform all present at the meeting place of the intent to initiate a remote communication. The Superintendent or his or her designee shall ensure that the equipment necessary for such remote attendance is present in the meeting place.

b. The Superintendent or his or her designee shall confirm and announce to all that all present at the meeting place and in the remote location(s) that all parties can clearly hear all other parties and (as appropriate) clearly see visual content as will be presented. Such confirmation shall be recorded in the Minutes.

c. With such confirmation, commissioners—whether they are at the meeting site or at remote location(s)—constituting a majority may approve the use of the remote communication for the entirety of the meeting or for a specified portion thereof.

d. Before convening in executive session with participants from a remote location, the Presiding Officer shall instruct the Superintendent or his or her designee to verify that the public has been excluded from the meeting place.

e. In the event that the remote communication link is broken or significantly degraded such that it no longer meets the full requirements of Sections 3.4 and 3.5, the presiding officer shall confirm the loss of service and announce the close of the remote attendance.

Section 4. Action by the Board. As used herein, “action” means the transaction of the official business of the District by the Board including but not limited to receipt of public testimony, deliberations, discussions, considerations, reviews, evaluations, and final actions. “Final action” means a collective positive or negative decision, or an actual vote by a majority of the members of the Board when sitting as a body or entity, upon a motion, proposal or resolution.

All final action taken by the Board shall be by motion or resolution recorded in a book or books kept for such purposes. Minutes of all regular and special meetings, except executive sessions thereof, shall be promptly recorded and shall be open to public inspection.

All meetings at which action is taken by the Board shall be open and public and all persons shall be permitted to attend any meeting of the Board, except as otherwise provided in this section or by law. The Board shall never adopt any motion or resolution, except in a meeting open to the public and then only at a regular meeting, duly convened at the prescribed time and place, or at a special meeting of which notice has been given according to the provisions of the foregoing section. Any action taken at meetings failing to comply with the provisions of this section shall be null and void.

Nothing in this section shall be construed to prevent the Board from holding executive sessions during a regular or special meeting to consider:

- (i) To consider matters affecting national security;

(ii) To consider, if in compliance with any required data security breach disclosure under RCW 19.255.010 and 42.56.590, and with legal counsel available, information regarding the infrastructure and security of computer and telecommunications networks, security and service recovery plans, security risk assessments and security test results to the extent that they identify specific system vulnerabilities, and other information that if made public may increase the risk to the confidentiality, integrity, or availability of agency security or to information technology infrastructure or assets;

(iii) To consider the selection of a site or the acquisition of real estate by lease or purchase when public knowledge regarding such consideration would cause a likelihood of increased price;

(iv) To consider the minimum price at which real estate will be offered for sale or lease when public knowledge regarding such consideration would cause a likelihood of decreased price. However, final action selling or leasing public property shall be taken in a meeting open to the public;

(v) To review negotiations on the performance of publicly bid contracts when public knowledge regarding such consideration would cause a likelihood of increased costs;

(vi) To receive and evaluate complaints or charges brought against a public officer or employee. However, upon the request of such officer or employee, a public hearing or a meeting open to the public shall be conducted upon such complaint or charge;

(vii) To evaluate the qualifications of an applicant for public employment or to review the performance of a public employee. However, subject to RCW 42.30.140(4), discussion by the Board of salaries, wages, and other conditions of employment to be generally applied within the District shall occur in a meeting open to the public, and when the Board elects to take final action hiring, setting the salary of an individual employee or class of employees, or discharging or disciplining an employee, that action shall be taken in a meeting open to the public;

(viii) To evaluate the qualifications of a candidate for appointment to elective office. However, any interview of such candidate and final action appointing a candidate to elective office shall be in a meeting open to the public;

(ix) To discuss with legal counsel representing the District matters relating to agency enforcement actions, or to discuss with legal counsel representing the District litigation or potential litigation to which the District, the Board, or a member of the Board acting in an official capacity is, or is likely to become, a party, when public knowledge regarding the discussion is likely to result in an adverse legal or financial consequence to the District. This subsection (viii) does not permit the Board to hold an executive session solely because an attorney

representing the District is present. For purposes of this subsection (viii), “potential litigation” means matters protected by RPC 1.6 or RCW 5.60.060(2)(a) concerning:

(A) Litigation that has been specifically threatened to which the District, the Board, or a member of the Board acting in an official capacity is, or is likely to become, a party;

(B) Litigation that the District reasonably believes may be commenced by or against the District agency, the Board, or a member of the Board acting in an official capacity; or

(C) Litigation or legal risks of a proposed action or current practice that the District has identified when public discussion of the litigation or legal risks is likely to result in an adverse legal or financial consequence to the District;

(x) To consider the granting, denial, reduction, termination or suspension of clinical privileges, or the medical staff membership of a physician or “other health care provider,” as that term is defined in RCW 7.70.020, as now in effect or hereafter amended, if other health care providers in the discretion of the Board are determined eligible to be considered for such privileges or membership.

Before convening in executive session, the presiding officer of the Board shall publicly announce the purpose for excluding the public from the meeting place, and the time when the executive session will be concluded. The executive session may be extended to a stated later time by announcement of the presiding officer.

Section 5. Quorum. A majority of the persons holding the office of District commissioner shall constitute a quorum of the Board for the transaction of business, but no resolution shall be adopted or other final action taken without a majority vote of the whole Commission. Attendance by commissioners from a remote location pursuant to Section 3.4 shall be considered the equal of being physically present at the meeting site.

Section 6. Committees. The Board may from time to time act as a committee of the whole or appoint such other committees as it may deem necessary or advisable in the conduct of its affairs or for other purposes it may specify. The activities of any committees so appointed shall be conducted lawfully and be recorded in written minutes. Chairpersons of such committees shall be appointed by the Board to serve for terms not to exceed one year, subject both to removal at the will of the Board and to reappointment in the sole discretion of the Board.

Section 7. Powers and Duties of the Board or Commission. The Board shall be the governing body of the District and the superintendent appointed by the Board as specified in Article III, Section 1, shall be responsible to the Board for the efficient administration of all affairs of the District. While the authority of the Board may be delegated to the superintendent as specified in Article III, Section 1, and Article IV, respectively, or by resolution, any delegation of authority by the Board may be rescinded in its sole discretion.

All of the powers authorized in Chapter 70.44 RCW or other applicable statute may be exercised by the Board in the performance of its duties prescribed therein. Among other things, the Board shall strive to:

- (i) Determine the policies and the purposes of the District in proper relation to community needs;
- (ii) Provide services, facilities, equipment and personnel to meet the needs of residents within the purposes of the District, and consistent with present and future community needs;
- (iii) Assure that an appropriate standard of professional care is maintained with due regard for quality of care and effective quality assurance mechanisms, and assuring that personnel possess appropriate current qualifications, and determining in its discretion which kinds of programs shall be considered;
- (iv) Promote planning and coordinate services with administrative, financial and community needs, the policies of the District, and the purposes of the District;
- (v) Provide for the sound administration and application of public funds, adopting annual budgets for the District at the times and in the manner required by law;
- (vi) Maintain accurate records of District finances and all related activities;
- (vii) Exercise proper care and judgment in the selection of a qualified superintendent who shall be responsible for implementing policies adopted by the Board; and
- (viii) Evaluate its own performance.

Section 8. Avoidance of Conflicts of Interest. District commissioners, being aware of the fiduciary nature of their positions, shall avoid actions and relationships which could result in a conflict between their private financial interests and their public responsibilities. Commissioners shall not violate the conflict-of-interest provisions of these Bylaws, Chapters 42.20 and 42.23 RCW, or any other applicable statute.

Recognizing that even the appearance of impropriety should be avoided, no commissioner shall:

- (i) Be beneficially interested in or otherwise expect to profit from, directly or indirectly, any contract, sale, lease or purchase made by the District, except as specifically permitted under RCW 42.23.030, as now in effect or hereafter amended, or under other applicable law;

(ii) Accept, directly or indirectly, any compensation, gratuity, favor or award from any party seeking to do business with the District, or in connection with any contract made by the District, other than (a) compensation and reimbursement for expenses as provided by law, or (b) compensation in connection with contracts permitted under RCW 42.23.030, as now in effect or hereafter amended, or under other applicable law;

(iii) Employ, use or appropriate any District employee, money or property for his or her private benefit;

(iv) Hold any office, engage in any employment or occupy any position, public or private, which could create conflicts between the duties, interests and opportunities inherent in such office, employment or position and the commissioner's public responsibilities as a member of the Board;

(v) Reveal or divulge to any other party, unless authorized by the Board, any confidential information received in the performance of his or her duties as a commissioner, nor use such information for personal gain.

Any commissioner, upon discovering or suspecting that he or she has or may have a conflict of interest contrary to the policies and standards set forth in this section, shall promptly report the same to the Board.

### **ARTICLE III OTHER OFFICERS**

#### **Section 1. Superintendent.**

1.1. Appointment. The Board shall select and appoint as superintendent a competent and experienced chief executive officer who shall be its direct representative in the management of the District. The superintendent shall be appointed for an indefinite term, removable at the will of the Board, and shall receive such compensation as the Board shall establish by resolution. The appointment or removal of the superintendent shall be by resolution of the Board, introduced at a regular meeting and adopted at a subsequent regular meeting by majority vote.

1.2. Powers and Duties. The superintendent shall be the chief executive and administrative officer of the District. As representative of the Board, and subject to its policies, the superintendent shall be responsible for the efficient administration of all affairs of the District and shall be in direct charge with full authority to act.

In the performance of his or her duties prescribed by law, all of which shall be faithfully discharged, and not by way of limitation of his or her authority, the superintendent shall:

(i) Perfect and submit to the Board for approval a plan of organization for the personnel concerned with the operation of the District, which shall be periodically reviewed;

(ii) Prepare annually a budget or budgets showing anticipated receipts and expenditures for the ensuing fiscal year which shall be submitted to the Board to allow timely filing and hearing thereon before adoption as required by law;

(iii) Select, employ, control and discharge all employees authorized by the applicable budget, assuring that they are competent to perform their duties and establishing appropriate quality assurance mechanisms;

(iv) Assure that all buildings, equipment and other facilities are maintained in good repair;

(v) Furnish periodic recommendations to the Board with respect to the acquisition, development and extension of desirable facilities, equipment and services;

(vi) Supervise through the treasurer and auditor all business affairs including the disbursement of funds, recording of financial transactions, collection of accounts and purchase and issue of supplies;

(vii) Cooperate with staff and secure like cooperation on the part of all those concerned with rendering professional services;

(viii) Submit regularly to the Board reports regarding the services and financial activities of the District along with any special reports that may be requested by the Board;

(ix) Prepare agenda for and attend all meetings of the Board at which he or she may participate in the discussion of matters being considered;

(x) Execute on behalf of the District all such contracts, agreements and other documents and papers as he or she may deem appropriate within the scope of his or her authority or be authorized by resolution of the Board to sign; and

(xi) Undertake on his or her own initiative the performance of such other duties, consistent with law and the policies of the Board, as may be in the best interest of the District.

Section 2. Auditor. The Board shall appoint as auditor of the District a person experienced in accounting and business practices.

The auditor shall report in the performance of his or her duties directly to the superintendent. The auditor shall draw, sign and issue all warrants for the disbursement of funds of the District upon the orders of, or vouchers approved by, the Commission; and shall perform such other duties relating to business affairs of the District including the recording of financial transactions, collection of accounts, and the routine purchase and issue of supplies, as are assigned by the superintendent.

Section 3. Treasurer. The Commission by resolution shall appoint and designate a person having experience in financial and fiscal matters as treasurer, subject to the requirement of an adequate bond with an authorized surety company.

The treasurer shall receive, deposit and disburse all funds of the District in the manner provided by law under the supervision of the superintendent and as directed by resolutions of the Board to the extent of its lawful discretion.

#### **ARTICLE IV INDEMNIFICATION AND INSURANCE**

Section 1. Indemnification. The District shall indemnify and hold harmless to the full extent permitted by applicable law each person who was or is made a party to or is threatened to be made a party to, or is involved (including, without limitation, as a witness) in an actual or threatened action, suit or other proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he or she is or was a commissioner, officer, employee or agent of the District, or having been such a commissioner, officer, employee or agent, he or she is or was serving at the request of the District as a director, officer, employee, agent, trustee or in any other capacity of another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, whether the basis of such proceeding is alleged action or omission in an official capacity or in any other capacity while serving as a commissioner, officer, employee, agent, trustee or any other capacity, against all expense, liability, and loss (including, without limitation, attorneys' fees, judgments, fines, ERISA excise taxes or penalties in amounts to be paid in settlement) actually or reasonably incurred or suffered by such person in connection therewith. Such indemnification may continue as to a person who has ceased to be a commissioner, officer, employee or agent of the District and shall inure to the benefit of his or her heirs, and personal representatives.

Section 2. Insurance. The District may purchase and maintain insurance, at its expense, to protect itself and any commissioner, officer, employee, agent or trustee of the District or another corporation, partnership, joint venture, trust or other enterprise against any expense, liability or loss to the full extent permitted by applicable law.

#### **ARTICLE V CONSTRUCTION, INTERPRETATION AND CONVENTIONS**

Section 1. Gender and Number. As used in these Bylaws, personal pronouns shall be interpreted to refer to persons of either gender and relative words whenever applicable to more than one person shall be read as if written in the plural.

Section 2. Titles, Headings and Captions. The titles, headings and captions appearing in these Bylaws are used and intended for convenience of description or reference only and shall not be construed or interpreted to limit, restrict or define the scope or effect of any provision.

Section 3. Severability. If any provision of these Bylaws, or its application to any person or circumstance, is held invalid by a court of competent jurisdiction, the remainder of these Bylaws, or the application of the provision to other persons or circumstances, shall not be affected.

**ARTICLE VI  
REVIEW AND AMENDMENT**

These Bylaws shall be reviewed by the Board on an annual basis at its regular meeting in December. These Bylaws may be amended at any time by resolution of the Board introduced at a regular meeting and adopted at a subsequent regular meeting.

ADOPTED this \_\_ day of \_\_\_\_\_, 2018.

\_\_\_\_\_  
President and Commissioner

\_\_\_\_\_  
Commissioner

\_\_\_\_\_  
Commissioner

\_\_\_\_\_  
Commissioner

\_\_\_\_\_  
Secretary and Commissioner

DRAFT

## Program Oversight Committee Summary Report

- Two new requests up for review and discussion this month

### Information about Funding Requests

| 1. Feet First - Lynnwood Walking Audit  | Request Year 1   | Request Year 2 | Request Year 3 |
|---|--|----------------|----------------|
|   | \$2,650<br>(+\$4,500 for<br>volunteer costs)   | -              | -              |
| <b>Program Description:</b> Feet First is seeking funding to conduct a walking audit to improve walking conditions around the soon-to-be redeveloped Lynnwood Transit Center. |  |                |                |
| <b>Expected Results</b>   | Feet First would conduct a walking tour of the area with community members, elected officials, and city staff to identify barriers and opportunities to walking. The organization would then analyze results and produce a written walking audit report that would include specific observations that could be implemented to improve the area, and would engage the participation of a consultant specializing in accessibility for people with disabilities. |                |                |
| <b>Use of Funds &amp; Costs</b>   | Funds would be used for printing, design and consultant accessibility. The applicant also valued volunteer time in the proposal for 60 hours of work at \$4,500.   |                |                |

| 2. Alpha Supported Living – Health Services Program   | Request Year 1  | Request Year 2 | Request Year 3 |
|---|---|----------------|----------------|
|   | \$50,000  | \$50,000       | \$50,000       |
| <b>Program Description:</b> A request to support health needs of developmentally delayed individuals primarily living in supported living/group home settings. The program would support the health needs of 23 individuals that live in South Snohomish County and funds would be used to pay for nursing staff. Alpha Supported Living is a non-profit that took over programs sites in South Snohomish County when Smithwright Services shut down. |   |                |                |
| <b>Expected Results</b>   | The focus of the program would be on prevention for residents and would track measures like vaccinations, medication management, behavior management and broad prevention goals like weight management. The program would expect to serve 23 residents in Verdant’s district. |                |                |
| <b>Use of Funds &amp; Costs</b>   | Funds would be used for portion of RN and other clinical team wages. Alpha Supported Living’s services are primarily paid for through state contracts, but funding is insufficient to pay for RN staffing.  |                |                |

## Program Committee Recommendation

### Applications Recommended for Funding

1. **Feet First, Lynnwood Walking Audit – the program committee is recommending funding the request at \$2,650 on a one-time basis.** The committee saw the project as an opportunity for Verdant to learn more about possible community infrastructure improvements and a clear fit to Verdant’s priority to create opportunities for increased physical activity. At the recent board retreat Verdant board members discussed getting more involved in policy issues and the committee saw this project as an opportunity to learn more about possible policy improvements.

### Applications Not Recommended for Funding

2. **Alpha Supported Living, Health Services Program – the program committee is not recommending funding the program at this time.** Although the committee appreciated the applicant’s interest in providing more robust health services, there were several weaknesses with the request. First, the committee noted that Verdant does not typically fund program needs that are created by public funding gaps or shortfalls. Also, the program is expected to serve a small number of individuals (23) at a relatively high cost and there is not a clear path to funding sustainability.

**Verdant Community Wellness Center Summary  
January 2018**

**Completed Programs (December)**

| <b>1. General Community and Provider Events</b>                            | <b>Attendance</b> |
|--|-------------------|
| 1. Monthly Hero's Café for Veterans (12/19; 1/23)                          | 100+              |
| 2. Korean Women's Association Everyday Prevention Workshops (1/4)*         | 40                |
| 3. Family Caregiver Support Group (1/4, 18)                                | 6-8               |
| 4. League of Women Voters Children's Committee (1/5)                       | 12                |
| 5. ARC Mothers of Children with Disabilities Monthly Support Network (1/6) | 21                |
| 6. Parkinson's Disease AM Support Group (1/8)                              | 6                 |
| 7. SHIBA Update Trainings (1/9)  | 25                |
| 8. Powerful Tools for Caregivers Workshop (1/9 – 2/13)                     | 16/class          |
| 9. PEPS – Baby Peppers Parent Support Group (1/11 – 3/22)*                 | 4-6/class         |
| 10. Evergreen Home Health Team Meetings (1/10, 16)                         | 50                |
| 11. SCAEYC Board Meeting (1/10)  | 5                 |
| 12. Live Healthy 2020 – Nutrition Accelerator Workgroup (1/11)             | 12                |
| 13. LGBTQ Youth and Family Night (1/17)*                                   | 90                |
| 14. Welcome to Medicare Monthly Workshops (1/19)                           | 15                |
| 15. Childcare Basics training for new providers                            | 8                 |
| 16. Sea Mar Weekly Health Insurance & Basic Food Enrollment (weekly)       | varies            |
| 17. Ongoing – Community Support for Prescription Assistance (weekly)*      | varies            |

| <b>2. Nutrition and Healthy Behaviors</b>                              | <b>Attendance</b> |
|--|-------------------|
| 1. Type 2 and You Program Culmination (12/18)*                         | 20                |
| 2. Healthy Living Coaching Group – weekly support (12/19; 1/2, 9, 16)* | 12-20/week        |
| 3. Flavors of Greece Cooking Demo (1/11)*                              | 24                |
| 4. Mediterranean for Life Information Night (1/18)*                    | 22                |

| <b>3. Behavioral Health &amp; Substance Use</b>                            | <b>Attendance</b> |
|--|-------------------|
| 1. YWCA Managing the Winter Blues (11/8 – 1/3)*                            | 6-8/class         |
| 2. Brain Health and Wellness Classes (1/9, 16, 23, 29, 30)*                | varies            |
| 3. National Alliance on Mental Illness Support Group (12/28, 1/11, 25)     | 4-8/week          |
| 4. Adult Children of Alcoholics Weekly Support Group (weekly)              | 8-16/week         |
| 5. Veterans Drop-In Support (weekly - City of Lynnwood & monthly - County) | varies            |

| <b>4. Other Programs</b>   | <b>Attendance</b> |
|--|-------------------|
| 1. Play and Learn Group, Wonderland Development Center (weekly)* | 20-30/week        |

## Verdant Community Wellness Center Summary January 2018

### Upcoming Programs

#### A. General Community and Provider Events

1. Powerful Tools for Caregivers Workshop (January 9 – February 13)
2. PEPS – Baby Peppers Parent Support Group (January 11 – March 22)\*
3. SnoTrac Coalition Partner Meeting (January 22)
4. Reality of Today's Marijuana and It's Impact on Our Youth (January 22)\*
5. Monthly Hero's Café for Veterans (January 23, February 27)
6. Childcare Aware Community Advocacy Training (January 24)
7. Edmonds School District Health Services Meeting (January 25)
8. Homage Senior Services Staff Meeting (January 26)
9. Girls on the Run Coach Training (January 27)\*
10. Swedish Core Leaders Retreat (January 30)
11. Korean Women's Association Everyday Prevention Workshops (February 1)\*
12. Family Caregiver Support Group (February 1, 15)
13. League of Women Voters Children's Committee (February 2)
14. ARC Mothers of Children with Disabilities Monthly Support Network (February 3)
15. Parkinson's Disease AM Support Group (February 5)
16. Working with Parkinson's Disease PM Support Group (February 5)
17. SHIBA Update Trainings (February 6)
18. Evergreen Home Health Team Meetings (February 7, 13)
19. Welcome to Medicare Monthly Workshops (February 16)

#### B. Nutrition and Healthy Behaviors

1. Road Back to Life Kidney Support Group (January 23)
2. Surviving & Thriving with Chronic Kidney Disease (January 24– February 28)\*
3. Diabetes Support Group (January 24; February 28)
4. Crockpot Meals Cooking Demo (January 25)\*
5. Mediterranean for Life Health Coaching Class (January 25-June 12)\*
6. Making Weight Loss Your New Year's Resolution (January 29)\*
7. Menu Planning in Action STARS Training for Childcare providers (February 3)
8. Instant Pot and Pressure Cooker Cooking Demo (February 6)\*
9. Seafood for your Heart Cooking Demo with a Chef and Dietitian (February 12)\*
10. CHC Diabetes Cooking Class (February 16)
11. Be Smart for your Heart: Learn & Taste with a Doc and Dietitian (February 26)\*

#### C. Behavioral Health & Substance Use Focus

1. Understanding Relationships (January 23 – June 25)
2. Tai Chi – 6 Week Series for Beginners (January 24 – February 28)\*
3. Intro to Social Skills for Young Adults with Developmental Disabilities (February 1)
4. Brain Health and Wellness Classes (February 5, 7, 12, 26, 27)\*
5. National Alliance on Mental Illness "Connections" Support Group (February 11, 25)
6. Sit, Sleep and Move to Improve Your Mild Back Pain (February 13, 15, 20, 22)\*
7. Managing Stress in Everyday Life – 8 week Support Group (February 22 – April 12)\*
8. Yoga 101 for Beginners (February 27 – April 17)\*
9. Adult Children of Alcoholics Weekly Support Group (weekly)
10. Veterans Drop-In Support (weekly - City of Lynnwood & monthly - County)

\* = Grant/Program Funded Partners

## January 2018 Multicultural Program & Outreach Report

- **Started a 7-week session of Spanish Language Cooking Matters for Diabetes:** As part of the No Kid Hungry campaign to end childhood hunger in America, Share Our Strength's Cooking Matters teaches participants to shop smarter, use nutrition information to make healthier choices and cook delicious, affordable meals. Current participation at Verdant Wellness Center is 17 families and it's led by 3 trained community members.
- **Started a 7-week series of Spanish Language Strengthening Families Program for Parents and Youth 10-14 years.** The Strengthening Families Program is geared towards parents and youth 10-14 is a family skills training intervention designed to enhance school success and reduce youth substance use and aggression among 10- to 14-year-olds. The sessions provide instruction for parents on understanding the risk factors for substance use, enhancing parent-child bonding, monitoring compliance with parental guidelines and imposing appropriate consequences, managing anger and family conflict, and fostering positive child involvement in family tasks. Children receive instruction on resisting peer influences to use substances. Current participation is 12 families with 18 youth.

# January 2018 Marketing Report

## Verdant Healthier Community Conference

- Mark your calendar: Monday, March 12, 2018
- Sponsors have contributed \$20,500 to support the event. They include: (Gold level) Premera; (Silver level) Coordinated Care, The Everett Clinic, and Kaiser Permanente; and (Bronze level) Amerigroup, Community Transit, Edmonds Community College, Foster Pepper, Molina, Puget Sound Kidney Centers, Swedish Edmonds, UW Bothell, Herald (in-kind), Pacific Art Press (in-kind)

| Time                    | Activity  |  |   |
|-------------------------|---|--|---|
| 7:30-8 a.m.             | Arrival & Check In<br><i>Help Yourself to Healthy Breakfast Options</i> |  |   |
| 8-9 a.m.                | Breakfast Keynote   |  |   |
|                         | Interest Tracks   |  |   |
|                         | The “Why”<br>What theories inform effective community health practices? | The “How”<br>What practices do we implement to improve community health? | The “Now What?”<br>How do we advocate and drive policy in community health? |
| 9:15-10:05 a.m.         | Food, Hunger & Chronic Diseases: How Do They Relate?                    | Case Studies in Behavioral Health Integration                            | Navigating the Healthcare Alphabet Soup                                     |
| 10:15-11:05 a.m.        | Why Does Oral Health Matter?  | What Does Trauma Look Like in Children?                                  | Immigration as a Social Determinant of Health                               |
| 11:15 a.m. – 12:15 p.m. | Verdant Update/Awards   |  |   |

|                 |   |                                    |                                    |
|-----------------|---|------------------------------------|------------------------------------|
| 12:25-1:15 p.m. | What is Evidence-based Practice and How Do You Know If You're Doing It Right? | Non-opiate Treatment of Pain       | Case Studies in Advocacy Work      |
| 1:25-2:15 p.m.  | Brain Health  | Mindfulness for Preventing Burnout | The Many Faces of Community Health |
| 2:25-3:25 p.m.  | <b>Closing Keynote</b>  |                                    |                                    |