

10
VERDANT HEALTH COMMISSION
PUBLIC HOSPITAL DISTRICT NO. 2 OF SNOHOMISH COUNTY, WASHINGTON
BOARD OF COMMISSIONERS
Regular Meeting
A G E N D A
December 20, 2017
Verdant Community Wellness Center
8:00 a.m. to 9:25 a.m.

	<u>ACTION</u>	<u>TIME</u>	<u>PAGE</u>
A. Call to Order	---	8:00	---
B. Approval of the Minutes			
a) October 25, 2017 Board Meeting	Action	8:03	1-5
b) December 1 to 2, 2017 Special Meeting	Action	8:04	6-8
C. Executive Committee Report			
a) 2018 Board Meeting Schedule	Information	8:05	9
b) 2018 Officers & Committee Assignments	Information	8:07	10
D. Superintendent's Report	Information	8:10	---
E. Finance Committee Report			
a) Review financial statements & cash activity for October & November 2017	Information	8:15	11-15
b) Authorization for payment of vouchers and payroll	Action	8:17	16
c) Proposed amendments to Bylaws	Information	8:18	17-27
F. Program Committee Report & Recommendations			
a) Conflicts of interest	---	8:25	---
b) Program investment recommendations	Action	8:26	28-32
c) Grant application evaluation criteria	Action	8:35	33-34
d) Verdant Community Wellness Center activities update	Information	8:45	35-36
e) Verdant Multi-Cultural program update	Information	8:50	37
G. Marketing Report	Information	8:55	38
H. Public Comments (please limit to three minutes per speaker)	---	9:00	---
I. Commissioner Comments	---	9:05	---
J. Executive Session	---	9:10	---
a) Consider the legal risks of potential litigation			
b) Consider acquisition of real estate			
K. Adjournment	---	9:25	---

**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 4th Wednesday of the month at 8

a.m. to another date and time. This change can happen with a resolution passed by the board and this resolution process will be updated in the Bylaws for 2018. Current meeting schedule of the 4th 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 directed staff that they anticipate one regular meeting per quarter will be held in the evening (6 to 8 p.m.) at Verdant beginning on the 4th Wednesday in April 2018. All other regular meeting will occur at 8 a.m. on the 4th Wednesday of the month. A schedule for 2018 will be approved by resolution 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. The 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 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 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)/Fred Langer
- Medical Advisory Committee –
ad hoc

Public Hospital District #2

Warrant Number	Transaction Date	Payee	Amount	Purpose
Warrant Activity:				
12492	10/04/2017	Edmonds Chamber of Commerce	466.00	2017 Membership Dues
12493	10/04/2017	Principal	1,400.09	EE Life Insurance
12494	10/04/2017	Regence Blueshield	4,658.11	Oct 2017 Health Insurance
12495	10/04/2017	Raquel V. Diaz Rodriguez	45.00	Childcare for Parenting Class
12496	10/04/2017	Susana Flores	45.00	Childcare for Parenting Class
12497	10/04/2017	Monica Avendano	250.00	Spanish Language Emergency Preparedness Training
12498	10/04/2017	Rosa Asturias	52.50	Emergency Preparedness Childcare
12499	10/04/2017	Vella Lara	200.00	Instructor Parenting Class 9/22
12500	10/04/2017	Dameon Hahn	340.00	WC 158 - Instructor reimbursement
12501	10/04/2017	Dataworks	517.24	IT Support
12502	10/04/2017	Electronic Business Machines	40.08	9/22-10/21/17 Copy Machine
12503	10/04/2017	Julie Carlos	753.00	Fall 2017 Canopy Newsletter Design and Photos
12504	10/04/2017	Mitzy Vazquez	157.50	Spanish Language Childcare
12505	10/04/2017	Pacific Medical Centers(PacMed)	507.78	WC 138 - Living Well Alliance
12506	10/04/2017	Puget Sound Energy	50.50	Natural Gas
12507	10/04/2017	Seattle Food Nut	581.67	WC 157 - Teens in the Kitchen
12508	10/04/2017	Snohomish County PUD	956.23	VCWC Electricity
12509	10/04/2017	Sound Publishing, Inc.	42.00	Legal Notice 9/27 Board Meeting
12510	10/04/2017	StayWell Company, LLC	3,150.00	3Q17 installment of health content for website
12511	10/04/2017	ThyssenKrupp Elevator Company	839.58	Elevator Maint 10/1-12/31/17
12512	10/04/2017	US Postal Service	13,073.61	Postage for Canopy Newsletter
12513	10/04/2017	Waste Management	246.48	Garbage/Recycle
12514	10/04/2017	Yomira Vazquez	157.50	Spanish Language Childcare
12515	10/04/2017	Armstrong Services	1,778.00	Sept 2017 Janitorial
12516	10/11/2017	AmeriFlex Business Solutions	17.25	Oct 2017 FSA Administration
12517	10/11/2017	Consolidated Landscape Maintenance, Inc.	826.20	VCWC Landscaping
12518	10/11/2017	Corporate Security LLC	284.00	Oct 2017 Parking Lot Security
12519	10/11/2017	Dataworks	259.56	IT Support
12520	10/11/2017	Comcast	506.55	Internet/Telephone
12521	10/11/2017	Comcast	281.59	Internet/Telephone
12522	10/11/2017	Lowe Graham Jones PLLC	75.00	Sept 2017 Trademark watch
12523	10/11/2017	Seattle Food Nut	309.69	WC 157 - Teens in the Kitchen
12524	10/11/2017	Sound Dietitians	1,629.92	WC 150 - Lifestyle Change Check-in
12525	10/11/2017	Sandra S Huber	192.63	EE Expense Reimbursement
12526	10/11/2017	R&T Hood and Duct Services, Inc.	360.45	Annual Fire Suppression Test
12527	10/11/2017	WA Department of Revenue	22,317.72	Q3 2017 Leasehold Excise tax return
12528	10/18/2017	Bank of America - Trust	2,500.00	Annual trust fee for US Trust for Jon Smiley Account
12529	10/18/2017	Candace Cabochon	45.00	Refund for 3 tickets for cancelled cooking science class
12530	10/18/2017	City of Lynnwood	1,532.50	Sept 2017 After Hours Support (102.5hrs)
12531	10/18/2017	Sandra Carrera	225.00	National Night Out Zumba Demo and Instruction
12532	10/18/2017	Sound Publishing, Inc.	89.60	Legal Notice Public hearing on 2018 budget
12533	10/18/2017	Total Health	275.00	WC 152 - Nutrition and Fitness Education Workshops
12534	10/18/2017	Yelitza Medina	200.00	Building Relationship Series Communication Presentation
12535	10/18/2017	Kathleen Preciado-Partida	700.00	Sexual Health Instructor in Spanish 9/29-10/18
12536	10/18/2017	Sandra Lee Alvarez	300.00	Balloon Animals at National Night Out

F: 86:17

12.20.2017

Warrant Number	Transaction Date	Payee	Amount	Purpose
Warrant Activity:				
12537	10/25/2017	Consolidated Press Printing Company, Inc	10,396.28	Canopy Fall 2017 Printing and mail prep
12538	10/25/2017	Department of Labor and Industries	407.65	3Q17 Self Insurance Fund
12539	10/25/2017	Parsi Properties LLC	2,555.00	Nov 2017 - Parking lot lease
12540	10/25/2017	Property Management NW	4,566.99	Nov Management, May & June Maint, Oct postage
12541	10/25/2017	Wells Fargo	205.60	Misc CC
12542	10/25/2017	Dynamic Language	106.14	Interpreter Services
12543	10/25/2017	Foster Pepper PLLC	73,143.12	Legal Fees March-September 2017
12544	10/25/2017	Sound Publishing, Inc.	39.20	Legal Notice 10/18 Special Board Meeting
12545	10/25/2017	Principal	1,400.09	EE Life Insurance
12546	10/25/2017	Regence Blueshield	4,658.11	Nov 2017 Health Insurance
12547	10/25/2017	Consolidated Landscape Maintenance, Inc.	143.52	Fall Irrigation shut off
12548	10/25/2017	Dataworks	700.00	IT Support
12549	10/25/2017	Wells Fargo	3,094.56	Misc CC
12550	11/01/2017	Department of Labor and Industries	17,188.35	Replenish Work Comp Pension Reserve
12551	11/01/2017	Consolidated Landscape Maintenance, Inc.	440.50	Nov 2017 Landscaping maintenance
12552	11/01/2017	Pacific Medical Centers(PacMed)	427.26	WC 138 - Living Well Alliance
12553	11/01/2017	Sound Publishing, Inc.	39.20	Legal Notice 10/25 Board Meeting
12554	11/01/2017	WVCA of Seattle, King and Snohomish Co	4,146.00	WC 154 - Lifeskills Classes
12555	11/01/2017	Electronic Business Machines	40.08	10/22-11/21/17 Copy Machine
12556	11/01/2017	Lynnwood Convention Center	3,109.50	Convention Center Deposit for VHCC 3/12/18
12557	11/01/2017	Puget Sound Energy	55.71	Natural Gas
12558	11/01/2017	Snohomish County PUD	1,015.00	Electricity
12559	11/01/2017	Waste Management	258.74	Garbage/Recycle
12560	11/01/2017	Zapora Consulting, LLC	500.00	Consulting 10/24/17 - 2 hrs
12561	11/01/2017	City of Lynnwood - Utilities	1,028.90	Water/Sewer
12562	11/01/2017	Dimensional Communication, Inc	456.60	Deposit for PA Sound System
12563	11/01/2017	Discovia	701.50	Public Records Request Software
12564	11/01/2017	Quality Reimbursement Services	45,600.00	Medicare Consulting SSI Settlement FYE 2000, 2001, 2005 (25% contingency)
12565	11/01/2017	Mitzy Vazquez	105.00	Childcare 10/13 + 10/20 Spanish Health Programming
12566	11/01/2017	Yomira Vazquez	105.00	Childcare 10/13 + 10/20 Programs in Spanish
12567	11/08/2017	Armstrong Services	1,212.16	Oct 2017 Janitorial
12568	11/08/2017	Corporate Security LLC	284.00	Nov 2017 Parking Lot Security
12584	11/22/2017	Swedish/Edmonds	10,926.56	T-mobile Cell Tower Lease Apr-Nov 2017
12569	11/08/2017	Comcast	288.90	Internet/Telephone
12570	11/08/2017	Dameon Hahn	220.00	WC 158 - Instructor reimbursement
12571	11/08/2017	PAWS	200.00	Refund for deposit for Cooking Class
12572	11/08/2017	McKinstry Co., LLC	1,931.45	4Q17 HVAC Maintenance Contract VCWC
12573	11/08/2017	Pacific Medical Centers(PacMed)	456.56	WC 138 - Living Well Alliance
12574	11/08/2017	Principal	180.24	EE Life Insurance
12575	11/08/2017	Sound Dietitians	1,982.03	WC 150 - Lifestyle Change Check in and Cooking Classes
12576	11/08/2017	AmeriFlex Business Solutions	17.25	Nov 2017 FSA Administration
12577	11/15/2017	Beth Rodriguez, LLC	365.37	Sept/Oct 2017 VHCC Support (9.5 hrs)
12578	11/15/2017	Dataworks	633.70	IT Support
12579	11/15/2017	Tulalip Resort Casino	3,868.33	Deposit for Annual Board Retreat
12580	11/15/2017	Sound Publishing, Inc.	39.20	Legal Notice 11/15 Board Meeting
12581	11/15/2017	Staples	248.06	Supplies
12582	11/15/2017	Susana Flores	277.50	Childcare for Parenting Class 10/11, 10/13, 10/18, 10/20, 11/17

Warrant Number	Transaction Date	Payee	Amount	Purpose
Warrant Activity:				
12583	11/21/2017	Professional Appliance Technicians, Inc.	216.68	Dishwasher repair
12585	11/22/2017	Consolidated Landscape Maintenance, Inc.	677.52	Update plantings and landscaping
12586	11/22/2017	Regence Blueshield	4,658.11	Dec 2017 Health Insurance
12587	11/22/2017	State Auditor's Office	786.67	2016/2017 Accountability Audit
12588	11/22/2017	Total Health	275.00	WC 152 - Nutrition and Fitness Education Workshops
12589	11/29/2017	Principal	1,400.09	EE Life Insurance
12590	11/29/2017	Snohomish County PUD	1,292.75	Electricity
12591	11/29/2017	Beth Rodriguez, LLC	57.69	Aug VHCC Consulting (1.5 hrs)
12592	11/29/2017	Julie Carlos	90.00	VHCC 2018 Sponsorship Flyer Design
12593	11/29/2017	Parsi Properties LLC	2,555.00	Dec 2017 - Parking lot lease
12594	11/29/2017	Dataworks	1,428.64	Server Backup NAS 4TB storage, Antivirus software, Firewall
12595	11/29/2017	Raymundo Corona Vargas	300.00	LGBTQ 101 Presentation 11/17/17
12596	11/29/2017	Waste Management	251.44	Garbage/Recycle
12597	11/29/2017	Wells Fargo	5,281.34	Misc. CC
12598	11/29/2017	Executive Speakers Bureau	6,200.00	VHCC 2018 Speaker Fees - Dr. Tamber
12599	11/29/2017	Guardian Security Systems, Inc.	240.00	1/1/2018-3/31/18 Elevator and AES Radio Monitoring
12600	11/29/2017	Property Management NW	7,704.94	Dec Management, July & Aug Maint, Nov postage
		Total Warrants	296,416.31	
Workers Compensation Claims Activity:				
305369-370	Oct-17	Various Claimants/Vendors	1,731.69	Administered by Eberle Vivian
305371-377	Nov-17	Various Claimants/Vendors	19,220.43	Administered by Eberle Vivian
		Total Workers Compensation Claims	20,952.12	
Kruger Clinic Activity:				
3139-3158	Oct-17	Various Claimants/Vendors	38,357.96	Administered by PMNW
3159-3167	Nov-17	Various Claimants/Vendors	14,342.38	Administered by PMNW
		Total Workers Compensation Claims	52,700.34	
Wire/ACH Activity:				
	10/13/2017	Payroll	17,123.57	ACH payroll transfer
	10/13/2017	Department of Treasury	6,228.58	Payroll taxes for 10/7/17 pay period ending
	10/13/2017	Valic	2,467.31	Payroll 401(a)/457 Deposit
	10/13/2017	Paychex	136.78	Fee for payroll processing
	10/27/2017	Payroll	17,343.26	ACH payroll transfer
	10/27/2017	Department of Treasury	6,332.90	Payroll taxes for 10/21/17 pay period ending
	10/27/2017	Valic	2,462.70	Payroll 401(a)/457 Deposit
	10/27/2017	Paychex	114.57	Fee for payroll processing
	10/10/2017	Wells Fargo Merchant Services	75.79	Merchant Services
	10/10/2017	Wells Fargo	106.65	Bank Fees
	10/15/2017	Alzheimer's Association Western & Central	7,209.16	Program Payment

Warrant Number	Transaction Date	Payee	Amount	Purpose
Wire/ACH Activity:				
	10/15/2017	Boys & Girls Club of Snohomish County	20,519.58	Program Payment
	10/15/2017	CampFire	4,166.67	Program Payment
	10/15/2017	Cascade Bicycle Club Education Foundation	2,666.67	Program Payment
	10/15/2017	Center for Human Services	27,279.16	Program Payment
	10/15/2017	ChildStrive	23,333.33	Program Payment
	10/15/2017	City of Lynnwood	21,824.08	Program Payment
	10/15/2017	City of Mountlake Terrace	5,950.00	Program Payment
	10/15/2017	Cocoon House.	5,000.00	Program Payment
	10/15/2017	Compass Health	18,572.50	Program Payment
	10/15/2017	Domestic Violence Services Snohomish Co	1,855.50	Program Payment
	10/15/2017	Edmonds School District No. 15	109,713.42	Program Payment
	10/15/2017	Homage Senior Services	64,086.67	Program Payment
	10/15/2017	Kindering	11,517.17	Program Payment
	10/15/2017	Korean Women's Association	5,000.00	Program Payment
	10/15/2017	Leukemia & Lymphoma Society WA/AK Chapter	3,750.00	Program Payment
	10/15/2017	Mary Porter, RDN	1,170.00	Program Payment
	10/15/2017	Medical Teams International	5,500.00	Program Payment
	10/15/2017	PEPS	3,250.00	Program Payment
	10/15/2017	Prescription Drug Assistance Foundation	4,166.67	Program Payment
	10/15/2017	Project Access Northwest	7,500.00	Program Payment
	10/15/2017	Puget Sound Christian Clinic	27,166.67	Program Payment
	10/15/2017	Puget Sound Kidney Centers Foundation	4,000.00	Program Payment
	10/15/2017	South Snohomish County Fire & Rescue	36,103.34	Program Payment
	10/15/2017	Therapeutic Health Services	20,833.33	Program Payment
	10/15/2017	Volunteers of America Western WA	6,553.83	Program Payment
	10/15/2017	Wonderland Development Center	12,458.33	Program Payment
	10/15/2017	YWCA of Seattle, King and Snohomish Co	2,083.33	Program Payment
	10/15/2017	Edmonds Senior Center	9,666.67	Program Payment
	10/30/2017	AmeriFlex Business Solutions	178.46	FSA Payments
	10/3/2017	AmeriFlex Business Solutions	178.46	FSA Payments
	10/17/2017	AmeriFlex Business Solutions	178.46	FSA Payments
	10/25/2017	WA Department of Revenue	816.31	B&O/Retailing Sales Tax for Sept 2017
	10/2/2017	Department of Labor and Industries	454.68	3Q17 L&I - State Fund
	11/10/2017	Payroll	18,107.92	ACH payroll transfer
	11/10/2017	Department of Treasury	6,111.41	Payroll taxes for 11/4/17 pay period ending
	11/10/2017	Valic	2,458.11	Payroll 401(a)/457 Deposit
	11/10/2017	Paychex	111.87	Fee for payroll processing
	11/24/2017	Payroll	14,275.81	ACH payroll transfer
	11/24/2017	Department of Treasury	4,935.69	Payroll taxes for 11/18/17 pay period ending
	11/24/2017	Valic	2,050.95	Payroll 401(a)/457 Deposit
	11/24/2017	Paychex	107.92	Fee for payroll processing
	11/10/2017	Wells Fargo Merchant Services	77.58	Merchant Services
	11/10/2017	Wells Fargo	108.96	Bank Fees
	11/10/2017	Alzheimer's Association Western & Central	7,209.16	Program Payment
	11/15/2017	Boys & Girls Club of Snohomish County	20,519.58	Program Payment
	11/15/2017	Brain Injury Association of WA	6,250.00	Program Payment
	11/15/2017	CampFire	4,166.67	Program Payment

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Wire/ACH Activity:				
	11/15/2017	Cascade Bicycle Club Education Foundation	2,666.67	Program Payment
	11/15/2017	Center for Human Services	27,279.16	Program Payment
	11/15/2017	ChildStrive	23,333.33	Program Payment
	11/15/2017	City of Lynnwood	6,144.08	Program Payment
	11/15/2017	Cocoon House	5,000.00	Program Payment
	11/15/2017	Domestic Violence Services Snohomish Co	1,855.50	Program Payment
	11/15/2017	Edmonds School District No. 15	109,713.42	Program Payment
	11/15/2017	Edmonds Senior Center	9,666.67	Program Payment
	11/15/2017	Homage Senior Services	64,086.67	Program Payment
	11/15/2017	Kinderling	11,517.17	Program Payment
	11/15/2017	Korean Women's Association	5,000.00	Program Payment
	11/15/2017	Mary Porter, RDN	420.00	Program Payment
	11/15/2017	Medical Teams International	5,500.00	Program Payment
	11/15/2017	PEPS	3,250.00	Program Payment
	11/15/2017	Prescription Drug Assistance Foundation	4,166.67	Program Payment
	11/15/2017	Project Access Northwest	7,500.00	Program Payment
	11/15/2017	Puget Sound Christian Clinic	27,166.67	Program Payment
	11/15/2017	Puget Sound Kidney Centers Foundation	4,000.00	Program Payment
	11/15/2017	South Snohomish County Fire & Rescue	36,103.34	Program Payment
	11/15/2017	Syracuse University	15,000.00	Program Payment
	11/15/2017	Therapeutic Health Services	20,833.33	Program Payment
	11/15/2017	Volunteers of America Western WA	6,553.83	Program Payment
	11/15/2017	Wonderland Development Center	12,458.33	Program Payment
	11/15/2017	YWCA of Seattle, King and Snohomish Co	2,083.33	Program Payment
	11/17/2017	AmeriFlex Business Solutions	900.00	FSA Payments
	11/27/2017	AmeriFlex Business Solutions	178.46	FSA Payments
	11/13/2017	AmeriFlex Business Solutions	178.46	FSA Payments
	11/24/2017	WA Department of Revenue	813.59	B&O/Retailing Sales Tax for Oct 2017
	11/30/2017	US Bank	893,775.00	Principal and Interest 2012 LTGO Bonds
		Total Wires/ACH Transactions	1,920,729.87	
		Total Disbursements	\$ 2,290,798.64	

Deposits:

Transaction Date	Payer	Amount	Purpose
10/1/2017	Swedish Edmonds	804,186.12	Monthly leases
10/1/2017	Value Village	26,552.66	Monthly lease
10/9/2017	Raymond Liu, D.D.S.	3,578.68	Kruger Clinic monthly lease
10/5/2017	Brian Takagi, MD	84.63	Kruger Clinic monthly lease
10/17/2017	Kean Lawlor	20,382.21	Kruger Clinic monthly lease
10/9/2017	Puget Sound Gastro	27,641.97	Kruger Clinic monthly lease
10/10/2017	Snohomish County	35,755.88	Levy
10/25/2017	Healthcare Realty Services, Inc.	4,663.72	Ground Lease
10/1/2017	T-mobile	1,365.82	Cell tower at the hospital
10/3/2017	YMCA of Snohomish Co	200.00	Deposit for use of the VCWC
10/2/2017	Exercise classes at VCWC	5.00	Registration for VCWC Class
10/31/2017	Kean Lawlor	20,382.21	Kruger Clinic monthly lease
10/31/2017	WA State Health Care Authority	182,398.00	2000, 2001, 2005 Settlement
11/1/2017	Swedish Edmonds	804,186.12	Monthly leases
11/1/2017	Value Village	26,552.66	Monthly lease
11/1/2017	Raymond Liu, D.D.S.	3,734.72	Kruger Clinic monthly lease
11/1/2017	Brian Takagi, MD	84.63	Kruger Clinic monthly lease
11/1/2017	Puget Sound Gastro	27,641.97	Kruger Clinic monthly lease
11/10/2017	Snohomish County	835,202.40	Levy
11/24/2017	Healthcare Realty Services, Inc.	4,663.72	Ground Lease
11/1/2017	T-mobile	1,365.82	Cell tower at the hospital
11/14/2017	WA State Health Care Authority	693,994.00	2009 Final CPE Settlement
11/10/2017	City of Lynnwood	51,300.00	Sale of 196th Street Easement
Total Deposits		\$ 3,575,922.94	

E:87:17
12.20.2017

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 12492 through 12600 have been issued for payment in the amount of \$296,416.31. These warrants are hereby approved.

Attest:



Lisa M. King



Commissioner



Commissioner



Commissioner



Commissioner



Commissioner

Warrants Processed:	10-1-17 – 11-30-17	\$296,416.31
Work Comp Claims Pd:	10-1-17 – 11-30-17	20,952.12
Kruger Clinic Processed:	10-1-17 – 11-30-17	52,700.34
Payroll:	9-24-17 – 10-7-17	17,123.57
	10-8-17 – 10-21-17	17,343.26
	10-22-17 – 11-4-17	18,107.92
	11-5-17 – 11-18-17	<u>14,275.81</u>
		66,850.56
Electronic Payments:	Payroll Taxes	23,608.58
	Paychex	471.14
	Valic Retirement	9,439.07
	AmeriFlex FSA	1,792.30
	Bank Fees	368.98
	WA State Dept Revenue	1,629.90
	Dept of L&I	454.68
	Annual Bond Payment	893,775.00
	Program Expenditures	<u>922,339.66</u>
		<u>1,853,879.31</u>
	Grand Total	<u>\$2,290,798.64</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

1. Two months of program committee reports:
 - a. Two funding proposals were discussed in the December Committee Meeting
 - b. Five funding proposals were discussed in the November Committee Meeting
2. Grant Evaluation Criteria: up for board final approval

December Program Funding Requests

Applications Recommended for Funding

1. **PSCC Mobile Medical Clinic – Mobile Medical Clinic:** a renewal request at \$105,000 per year to support and expand the mobile medical clinic held in Lynnwood. The clinic focuses on supporting uninsured patients with chronic health conditions including diabetes and hypertension. Demand for services has continued and the clinic primarily serves immigrants/refugees, the homeless, and people who are unable to afford out-of-pocket costs associated with their insurance. The program serves 260 unduplicated patients a year with about 600 patient visits. Due to expanded demand and volunteer capacity, the clinic plans to add hours to serve more patients, with the goal of serving 518 patients a year with 1,150 patient visits.

The program committee is recommending fully funding the revised request for two more years at \$105,000 per year (a 9% increase from current level).

2. **ChildStrive – South Snohomish County Strengthening Family Outcomes** – a funding request to expand ChildStrive’s direct services provided in South Snohomish County with a focus on Early Intervention and an evidence-based home-visiting program called Parents as Teachers. The expanded program would serve 425 children and their parents. Verdant funding would be used to support ~4 FTE mixed between occupational therapists, speech-language pathologists, counselors, educators, home visiting and other staff.

The program committee is recommending partial funding of the program. Verdant currently funds two other two Early Intervention providers (Wonderland and Kinderling) at lower levels to serve lower numbers of families. After some discussion, the program committee is recommending partially funding the program at \$150,000 in the first year, increasing by 25% to \$187,500 in the second year, and by an additional 25% in the third year to \$234,374. The funding increases would be contingent on ChildStrive demonstrating an increase in enrollment and services provided in years 2 and 3.

November Program Funding Requests

Applications Recommended for Funding

1. **City of Lynnwood Move 60! Teens Program** - a renewal request for an afterschool activity program for middle school students. The program offers afterschool nutrition and fitness activities and uses Fitnessgram for outcome tracking as well as other self-reported measures. The program serves 210 total students, reaching each middle school two days a week and provides other programs on Fridays/Saturdays for teens.

The program committee is recommending fully funding the revised request for three more years at \$104,620 per year. The program costs are going up 40%, primarily due to a steep increase in the minimum wage and the addition of required paid sick leave for part-time staff. The program committee felt that to justify a large increase in funding, the program should strive to serve more youth and would like to set a target of a 20% increase.

2. **Korean Women's Association – Everyday Prevention:** a renewal request to support an "Everyday Prevention" program that serves Asian American residents of Verdant's district. The program request includes:
 - A. Current and expanded Everyday Prevention (\$60k request) that provides weekly seminars to Asian American seniors in the area. The program includes topics like heart disease prevention, cancer prevention, Yoga, fall prevention, and has added mental health topics like screening for mental health or substance use issues (ex. SBIRT). The program reaches ~325 unduplicated individuals with education programming, 300 screened with SBIRT, and 750 screened for other public health benefits.
 - B. ***New*** "Integrated Care" focused primarily on insurance enrollment (\$30k request). This request would support enrollment activities in Medicaid, Medicare, and Qualified Health Plans (QHPs).

The program committee is recommending funding the Everyday Prevention request for three more years at \$60,000 per year. The committee did not see a role in Verdant funding the Medicaid, Medicare, Qualified Health Plan or other benefit enrollment activities at this time.

3. **Homage Senior Services (fka Senior Services of Snohomish County) – Care Coordination Program:** a renewal request for a program that integrates care coordination between healthcare providers and community services for adults. Funding is used to support two Care Transition Coach positions who follow up with high-need patients. The program is an evidence-based model based on a care transitions model developed by the University of Colorado.

The applicant proposed a concept that Verdant fund 1 FTE to support uninsured or Medicare only clients and provide start-up funding to support 2FTE that would be primarily dedicated to serving high-need clients eligible through the Health Homes Program. The purpose of this funding model would be to improve the ongoing sustainability of the program by leveraging ongoing Health Homes funding.

The program committee is recommending funding the program as-is at \$135,000 for 2.0 FTE for two more years. Although they appreciated the Health Homes concept to improve sustainability, the program data showed that many patients would not be eligible for Health Homes because they are only enrolled in Medicare. The committee also felt that there was some risk in investing in a Health Homes program start-up model, and that there is no guarantee that the program continues in the long-term.

Applications Not Recommended for Funding by the Committee

4. **Camp Fire Healthy Initiative** - a renewal request for Camp Fire's "Healthy Initiative," which helps children ages 5-18 in after school programs to make healthy choices. Through the program, children learn and practice nutrition and physical activities. The program would be expected to reach 2,400 children in

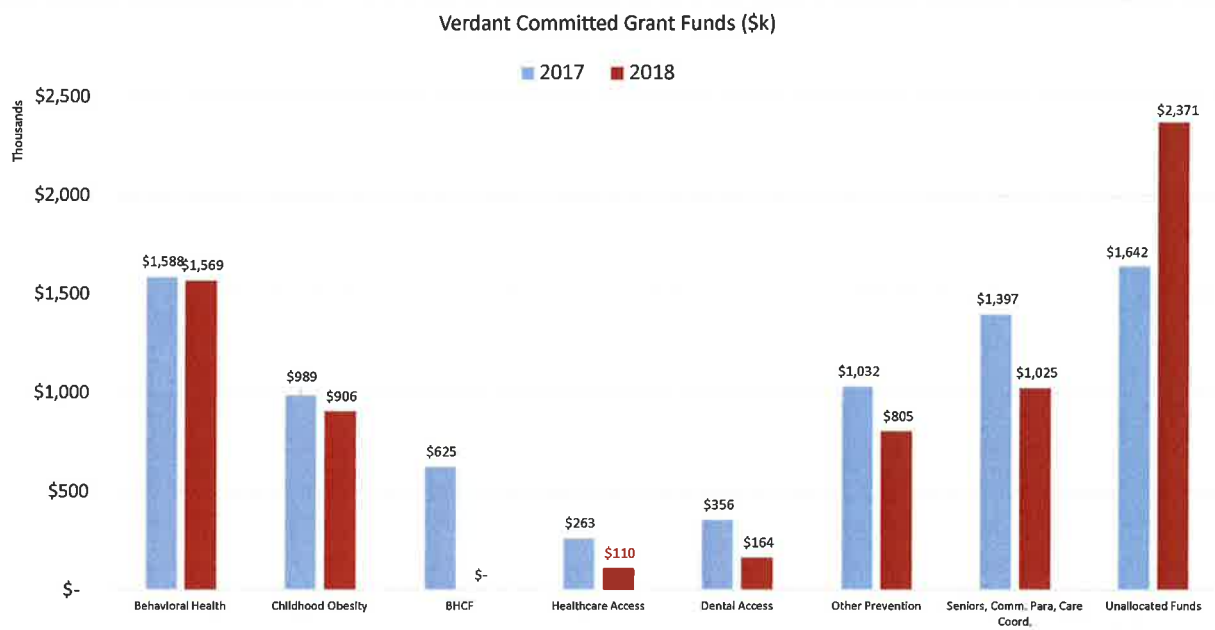
Verdant's service area, and the program tracks improved commitment to health and decision-making skills. CampFire was seeking a renewal at \$55,000 per year for three years.

The program committee is not recommending funding the program at this time. Although the initiative has strong participation, the committee didn't feel that there is enough objective evidence that the program is driving results in long-term behavior change and obesity reduction for children and youth.

5. **Snohomish County Health Leadership Coalition (YMCA Fiscal Agent) - Live Healthy 2020:** a request of \$30,000 per year for two years to support "LiveHealthy2020," which is a countywide collective impact model to improve health around physical activity, nutrition, mental/emotional wellbeing, and civic health and engagement. The project includes a technology portal, resource hub, shared measurement, and workgroups called "accelerators."

The accelerators convene around topics like child hunger, nutrition education, infrastructure, and mental/emotional well-being. The approach is to set baseline measurements and focus attention and resources around measurable improvements for each area. The child hunger and nutrition education groups are in place and the mental/emotional well-being and infrastructure groups recently launched.

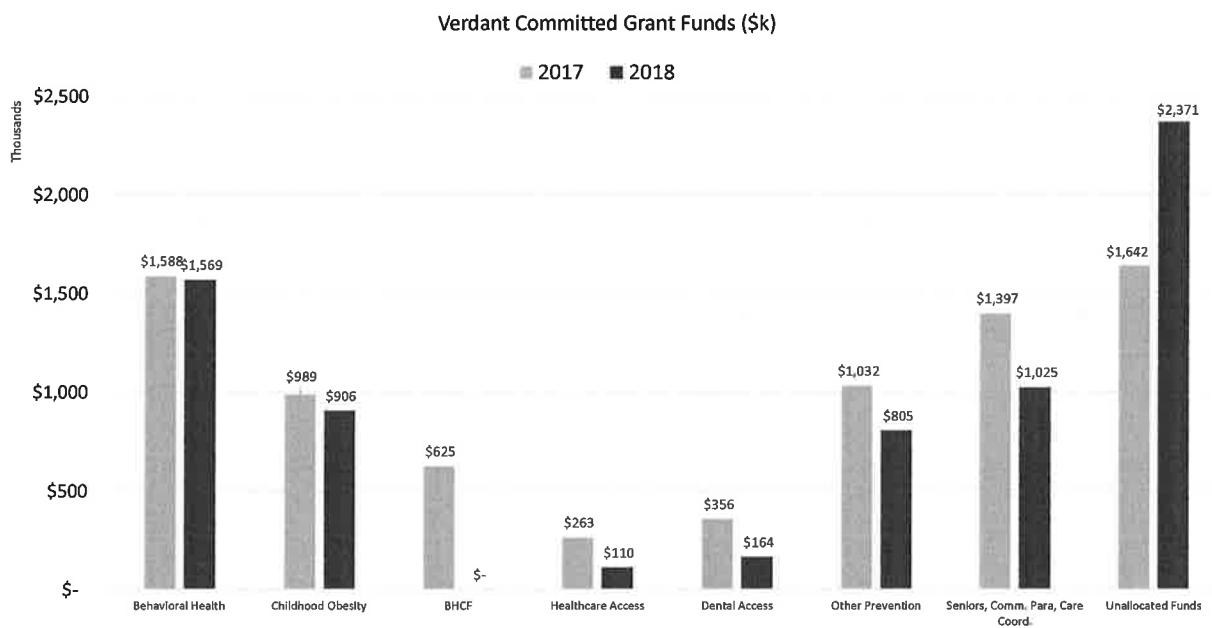
The program committee is not recommending funding the program at this time. Although the committee appreciated the focus on collaboration and partnerships, the committee did not see enough evidence that the activities would drive measurable health results in Verdant's service area.



3. Grant Evaluation Criteria

Old Scoring Criteria				Proposed New Scoring Criteria (Draft)	
1. Connect to mission & priorities	20%			A. Connection to Verdant Priority Area How well did the applicant demonstrate connection between the proposed program and one or more of Verdant's priority area(s)?	10%
2. Need & service to district residents	20%			B. Needs Assessment How well did the applicant provide current local statistics, agency info or other evidence to document the scope of the problem within Verdant service area?	10%
3. Evidence-based, measurable results	20%			C. Target Population How well did the applicant demonstrate the target population which will be served by the proposed program including clear demonstration of service to residents within the Verdant service area?	10%
4. Clear budget, use of funds, leverage	20%			D. Organizational Capacity How well does the applicant display the organizational capacity necessary to implement their proposed program?	10%
5. Sustainability, innovation, partnerships	20%			E. Identification of Other Agencies that Offer This Service/Program How well did the applicant clearly identify other organizations that address the issue and how the proposed program differs?	5%
Total	100%			F. Program Activities How clearly defined were the program activities? Is the proposed program an evidence based program?	10%
				G. Program Rationale How well does the applicant provide evidence that supports the link between project and its intended results (i.e., is the proposed project evidence-based? Promising practice? Innovative practice?)	5%
				H. Program Outcomes How well did the application clearly describe the desired outcomes (changes in participants' attitudes, behaviors or knowledge; desired results of the program?)	10%
				I. Program Evaluation How well did the applicant indicate how program results or outcomes would be measured including any design or use of tests, scales, surveys, observations, etc.?	5%
				J. Budget How well did the applicant provide an appropriate budget and identify other current funding sources?	10%
				K. Sustainability How well did the applicant describe their plans for sustainability for the proposed program?	10%
				L. Collaboration How well did the applicant describe their plans for collaboration with other agencies and organizations?	5%
				Total	100%

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**Verdant Community Wellness Center Summary
November and December 2017**

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Completed Programs (November)

1. General Community and Provider Events	Attendance
1. PEPS – Baby Peppers Parent Support Group (9/21 – 12/7)*	6-8
2. Monthly Hero's Café for Veterans (10/23)	100+
3. Medicare Open Enrollment by SHIBA (10/30; 11/7, 13, 27)	50+
4. League of Women Voters Children's Committee (11/3)	10
5. ARC Mothers of Children with Disabilities Monthly Support Network (11/4)	25
6. Parkinson's Disease AM and PM Support Groups (11/6)	10-12
7. State Health Insurance Benefits Advisors (SHIBA) Monthly Training (11/7)	25
8. Edmonds School District Health Services Meeting (11/9)	20
9. Evergreen Home Health Staff Meeting (11/14, 15)	50
10. Snohomish County Child Care Center Director's Forum (11/ 8)	15
11. Understanding Medicare Monthly Workshops (11/17)	18
12. Sea Mar Weekly Health Insurance & Basic Food Enrollment (weekly)	Varies
13. Ongoing – Community Support for Prescription Assistance (weekly)*	Varies

2. Nutrition and Healthy Behaviors	Attendance
1. Taste & Texture: Infant feeding with a Doc & Dietitian (10/23)*	25/class
2. Healthy Living Coaching Group (10/24, 31; 11/7, 14, 21, 28)*	24
3. Road Back to Life Kidney Support Group (10/24)	8
4. Monthly Diabetes Support Group (10/25)	6-8
5. Healthy Alternatives to Home Meal Delivery Services (10/26)*	17
6. Surviving & Thriving with Chronic Kidney Disease (11/1 – 12/13)*	14-16
7. Meal Planning & Cooking with a Busy Schedule Cooking Demo (11/2)*	22
8. Kids and Parents Cooking Class (11/ 4)*	18
9. Winter Wellness & Foods to Boost the Immune System (11/6)*	32
10. Health Screening and Diabetes-friendly Holiday Recipes & Tasting (11/11)*	29
11. The MIND Diet – Eating for Better Brain Health (11/14)*	39
12. Diabetes-friendly Holidays: Cooking Demo (11/15)*	23
13. CHC Diabetes Cooking Class (11/17)	10
14. Getting to Goal Program (Weight Management/Activity Consultations)*	8-10 Clients

3. Behavioral Health & Substance Use	Attendance
1. YWCA Mindfulness (10/11 – 12/6)*	8-10/class
2. YWCA Anxiety & Depression Recovery (10/17 – 12/5)*	6-8/class
3. Brain Health and Wellness Classes (10/25; 11/1, 2, 8, 9, 14, 15, 29, 30)*	varies
4. NAMI "Connections" Support Group (10/ 26; 11/9, 11)	4-8
5. YWCA Managing the Winter Blues (11/8 – 1/3)*	8/class
6. Operation SAVE: Veteran Suicide Prevention Training (11/16)	25
7. NAMI Presents: Torrey Pines Film/ Outside the Sexual Binary (11/16, 30)*	20
8. NAMI Presents: Return to Meaningful Work (11/30)*	10
9. International Survivors of Suicide Loss Day (November 18)*	33
10. Adult Children of Alcoholics Weekly Support Group (weekly)	8-12/week
11. Veterans Drop-In Support (weekly - City of Lynnwood & monthly - County)	varies
4. Other Programs	Attendance
1. Play and Learn Group, Wonderland Development Center (weekly)*	20-30/week

**Verdant Community Wellness Center Summary
November and December 2017**

Completed Programs (December)	
5. General Community and Provider Events	Attendance
1. PEPS – Baby Peppers Parent Support Group (9/21 – 12/7)*	6-8
2. Monthly Hero's Café for Veterans (11/28; 12/19)	100+
3. ARC Mothers of Children with Disabilities Monthly Support Network (12/2)	16
4. YMCA Staff Retreat (12/4)	20
5. Parkinson's Disease AM & PM Support Groups (12/4)	10-12
6. Resource Connectors Quarterly Meeting (12/5)	35
7. Hispanic Seniors Outreach and Education Day (12/5)	12
8. Medicare Open Enrollment by SHIBA (12/6)	15
9. Korean Women's Association Everyday Prevention Workshops* (12/ 7)	40
10. MTI Root Canal Clinic (12/7)*	5-6
11. Edmonds School District Health Services Meeting (12/8)	22
12. Finding Reliable Medical Information on the Internet (12/11)*	17
13. Community Health Accelerator Meetings (12/11, 13)	25-30
14. Snohomish County Child Care Center Director's Forum (12/13)	14
15. Understanding Medicare Monthly Workshops (12/ 15)	7
16. Sea Mar Weekly Health Insurance & Basic Food Enrollment (weekly)	Varies
17. Ongoing – Community Support for Prescription Assistance (weekly)*	Varies
6. Nutrition and Healthy Behaviors	Attendance
1. Surviving & Thriving with Chronic Kidney Disease (11/1 – 12/13)*	15/class
2. Road Back to Life Kidney Support Group (11/28)	8-10
3. Healthy Living Coaching Group – weekly support (12/ 5, 12, 19)*	10-16
4. Dips, Small Bites and Side Dishes for the Holidays (12/7, 12)*	38
5. Getting to Goal Program (Weight Management/Activity Consultations)*	8-10 Clients
7. Behavioral Health & Substance Use	Attendance
1. YWCA Mindfulness (10/11 – 12/6)*	8-10/class
2. YWCA Anxiety & Depression Recovery (10/17 – 12/5)*	6-8/class
3. YWCA Managing the Winter Blues (11/8 – 1/3)*	8/class
4. Brain Health and Wellness Classes (11/29, 30; 12/6, 12)*	varies
5. NAMI "Connections" Support Group (12/14, 28)	4-8
6. NAMI Presents: Substance Abuse and Mental Illness – Co-occurring Disorders (12/11)*	9
7. Adult Children of Alcoholics Weekly Support Group (weekly)	8-12/week
8. Veterans Drop-In Support (weekly - City of Lynnwood & monthly - County)	varies
8. Other Programs	Attendance
1. Play and Learn Group, Wonderland Development Center (weekly)*	20-30/week

Verdant Community Wellness Center Summary November and December 2017

Upcoming January Programs

A. General Community and Provider Events

1. Child Care Basics Trainings(December 16)
2. Child Care ITERS/ECERS STARS Training (December 16)
3. Monthly Hero's Café for Veterans (December 19; January 23)
4. Family Caregiver Support Group (January 4, 18)
5. ARC Mothers of Children with Disabilities Monthly Support Network (January 6)
6. Parkinson's Disease AM Support Group (January 8)
7. Working with Parkinson's Disease PM Support Group (January 8)
8. SHIBA Update Trainings (January 9)
9. Powerful Tools for Caregivers Workshop (January 9 – February 13)
10. PEPS – Baby Peppers Parent Support Group (January 11 – March 22)*
11. Evergreen Home Health Team Meetings (January 10, 16)
12. LGBTQ Youth and Family Night (January 17)*
13. Welcome to Medicare Monthly Workshops (January 19)
14. Reality of Today's Marijuana and It's Impact on Our Youth (January 22)*
15. Edmonds School District Health Services Meeting (January 25)
16. Girls on the Run Coach Training (January 27)*

B. Nutrition and Healthy Behaviors

1. Type 2 and You Program Culmination (December 18)*
2. Healthy Living Coaching Group – weekly support (December 19; January 2, 9, 16, 23, 30)*
3. Flavors of Greed Cooking Demo (January 11)*
4. Mediterranean for Life Information Night (January 18)*
5. Road Back to Life Kidney Support Group (January 23)
6. Surviving & Thriving with Chronic Kidney Disease (January 24– February 28)*
7. Crockpot Meals Cooking Demo (January 25)*
8. Mediterranean for Life Health Coaching Class (January 25-June 12)*
9. Making Weight Loss Your New Year's Resolution (January 29)*

C. Behavioral Health & Substance Use Focus

1. Brain Health and Wellness Classes (January 9, 16, 23, 29, 30)*
2. National Alliance on Mental Illness "Connections" Support Group (January 11, 25)
3. Tai Chi – 6 Week Series for Beginners (January 24 – February 28)*
4. Adult Children of Alcoholics Weekly Support Group (weekly)
5. Veterans Drop-In Support (weekly - City of Lynnwood & monthly - County)

*** = Grant/Program Funded Partner**

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Multicultural Program & Outreach Report

- Hosted a community conversation session on November 7th with local Community Health Workers (Promotoras) to plan collaboration on different projects for 2018 including Diabetes Prevention, Nutrition and Barriers to Healthy Eating. The conversation was led by 2 professors from the School of Health Studies at the University of Washington-Bothell
- In November, held workshop on women's sexual health with Dr. Kathy Partida, a Spanish-speaking OB-GYN
- Spanish Language Alzheimer's Presentation on Tue Nov 14 focused on cardiovascular health and dementia.
- Hosted a workshop about Sexual Orientation and Gender Identity - What's the difference?
- Hosted a bilingual CPR class for community members

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December 2017 Marketing Report

Verdant Healthier Community Conference

- Mark your calendar: Monday, March 12, 2018
- Sponsors have contributed \$17,000 to support the event. They include: (Gold level) Premera; (Silver level) Coordinated Care and The Everett Clinic; and (Bronze level) Amerigroup, Community Transit, Edmonds Community College, Foster Pepper, Molina, Puget Sound Kidney Centers, Swedish Edmonds, Herald (in-kind), Pacific Art Press (in-kind)

Time	Activity		
7:30-8 a.m.	Arrival & Check In <i>Help Yourself to Healthy Breakfast Options</i>		
8-9 a.m.	Breakfast Keynote Dr. Pritpal Tamber		
	Interest Tracks		
	The "Why" What theories inform effective community health practices?	The "How" What practices do we implement to improve community health?	The "Now What?" How do we advocate and drive policy in community health?
9:15-10:05 a.m.	Hunger & Chronic Diseases	Case Studies in Behavioral Health Integration	Navigating the Healthcare Alphabet Soup
10:15-11:05 a.m.	Oral Health and Physical Health Connection	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 Provider Burnout	The Many Faces of Community Health
2:25-3:25 p.m.	Closing Keynote		