

## **MMLS BOARD OF TRUSTEES**

### **Regular Meeting Minutes**

March 29, 2018 at 7:25PM

**Trustees Present:** Helen Stoll, Phil Rockefeller, Marlene LeMire, Alan Crain, Tom Hawks, Lisa Hecker, Carol Hoffman, Don Lachata, Jamie Mittet, Bobbie Moore, Bob Nichols, Mary Polensky and Aaron Schielke

**Trustees Absent & Excused:** Doug Love, Kent Shane

**Staff Present:** Lynette Ladenburg, Chris Vernon-Cole, Robin Schuman, Heather Dartt, Leah Meadows, Tammi Palodichuk, Paula Rimmer, Diane Wasson and Anna Winney

### **Call to Order**

Called to order at 7:29 PM.

### **Agenda Changes**

No agenda changes.

### **Approval of Meeting Minutes**

MOTION – Approve the March 1, 2018 MMLS Board of Trustees Meeting Minutes. The motion carried.

### **Board President Report**

- Helen Stoll directed the Board's attention to her written report, and called for questions. There were no questions. She noted the recent Trustee / Delegate Orientation on March 17 and the completion of Martha & Mary's annual audit.
- Helen also reported that Doug Love is looking into options for obtaining legal consultation, when necessary, on non-profit law and governance issues.

### **CEO Report**

- Lynette Ladenburg extended Martha & Mary's thanks to Bethany Lutheran Church for making Martha & Mary the recipient of funds raised from the congregation's theater outing to see *Church Basement Ladies* at Poulsbo's Jewel Box Theater. More than \$1,400 was raised and has been directed to the Chaplaincy Fund.
- She made special mention of the following items included in her report:
  - Martha & Mary has hired a Chief Clinical Officer, Sharon Christer, who will begin on April 2.
  - The Delegate / Trustee Orientation on March 17 was very successful, with more than 20 Delegates and Trustees in attendance. Lynette expressed thanks to Jennifer Bailey, who managed logistics and the update of the Trustee / Delegate Handbook, and Trustees Bobbie Moore, Marlene LeMire, and Jamie Mittet, the team who worked with staff to plan the orientation.
  - The Community Conversation event on March 7 was well-attended and created dialogue between community and Martha & Mary leaders on the ways the community can support us, as well as the care needs the community most depends on us to fulfill.

### **Committee Updates**

Finance and Audit Committee Report - Carol Hoffman:

- Carol reported on the Monday, March 26, 2018 Finance Committee meeting with Dan Frein, Martin Yanushev, and Kurt Bennion from Clifton Larson Allen to review the 2017 audited financial statements.

All three corporations audited (MMLS, MMHS, and MMCS) received a clean audit opinion with no reservations.

- Issues raised and/or addressed during the audit process include:
  - Separation of duties in the Finance Department and codifying same in a policies and procedures manual;
  - Removal of goodwill balance being carried on our financial statements from purchase of Home and Community Services. Due to a change in FASB rules, and after discussion, the Audit Committee agreed that the entire balance was impaired and should be removed from our books.
  - Removal of inter-company debt between AT HOME and Lutheran Services.
- MOTION—Recommend forgiveness of the intercompany debt from AT HOME to Lutheran Services as of January 1, 2017. The motion was MSC by Finance and Audit Committee. Motion was accepted and approved by the Board.
- MOTION--To adopt the Audited Financial Statements for Martha & Mary Lutheran Services as presented by CLA for the years ended December 31, 2017 and December 31, 2016. The motion was MSC by the Finance and Audit Committee. Motion was accepted and approved by the Board.

Development Committee Report - Bob Nichols:

- Bob reminded Trustees about the upcoming Generations of Care Gala on Friday, May 4, 2018, Suquamish Clearwater Casino Resort. He drew the Board's attention to the quilt created by Mary Polensky and Lynette Ladenburg, which was on display and will be auctioned at the event.

Governance Committee Report - Don Lachata:

- No report.

Church & Community Services Committee – Pastor Kent Shane

- No report. The committee meets again on April 10, 2018.

Strategic Planning Committee – Phil Rockefeller:

- The committee continues to discuss development project ideas for the land situated next to The Ebenezer. The committee does not yet have a recommendation for the Board.

### **New Business**

No new business.

### **Adjournment**

Meeting adjourned at 7:55PM.

Respectfully Submitted:

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Marlene Le Mire, Secretary