

THE RESOURCE EXCHANGE
BOARD OF DIRECTORS' MEETING NOTICE

TO: BOARD OF DIRECTORS

DIANE LOSCHEN Vice Chair
DAN MIRER Treasurer/Secretary
HEIDI BRANDON
SARAH BRITTAIN JACK
CHRIS CIPOLETTI
LAURIE HUISINGH

DAVE PAUL
JUDITH LIGHT
JULIA SANDS de MELENDEZ
JORDAN WIEMAR
AMY YUTZY

FROM: DEENA HARTJE, Chair

THE BOARD OF DIRECTORS OF THE RESOURCE EXCHANGE WILL MEET ON WEDNESDAY, OCTOBER 21, 2020 AT 7:30 A.M. VIA ZOOM (SEE WEBSITE FOR LOG IN INFORMATION). PLEASE CONTACT TAMMIE ENGRAM ON 719.785.6425 or TENGRAM@TRE.ORG TO CONFIRM YOUR ATTENDANCE OR WITH ANY QUESTIONS.

MEETING AGENDA

- I. CALL MEETING TO ORDER – Deena Hartje, Chair
- II. PUBLIC COMMENTS – 10 minutes
- III. MISSION MOMENT – Go Baby Go – Lori Ganz
- IV. APPROVAL OF MINUTES – September 16, 2020
- V. BOARD COMMITTEE REPORTS
 - a. Community Engagement Committee – Judith Light
 - b. Finance and Investment Committee – Dan Mirer
 - c. Legislative Committee – Sarah Brittain Jack
 - d. Nominating Committee – Sarah Brittain Jack
 - e. Executive Committee – Deena Hartje
- VI. CEO REPORT – Colleen Batchelor
- VII. NEW BUSINESS
 - a. Health Care Initiative Update – Colleen Batchelor/Ryan Kerner
 - b. Strategic Planning
- VIII. OLD BUSINESS
 - a. Public Comments (9/16/20) Follow-Up – Colleen Batchelor
 - b. Mission Statement Committee Review/Approval – Chris Cipoletti
 - c. By Laws Workgroup Update – Chris Cipoletti
 - d. Diversity, Equity, and Inclusion Workgroup Update – Diane Loschen
- IX. PUBLIC COMMENTS – 5 minutes
- X. SCHEDULE OF NEXT MEETING – November 18, 2020 @ 7:30 a.m.
- XI. EXECUTIVE SESSION
 - a. Social Enterprise Committee Update – Chris Cipoletti
- XII. ADJOURN



BOARD OF DIRECTORS' MEETING MINUTES
Wednesday, September 16, 2020

MEMBERS PRESENT (via Zoom unless noted)

DEENA HARTJE, Chair – in person
DIANE LOSCHEN, Vice Chair – in person
DAN MIRER, Treasurer/Secretary
HEIDI BRANDON – in person
SARAH BRITTAIN JACK – in person
CHRIS CIPOLETTI – in person
LAURIE HUISINGH - in person
JUDITH LIGHT – in person
JULIA SANDS de MELENDEZ
DAVE PAUL
JORDAN WEIMAR
AMY YUTZY

STAFF PRESENT (via Zoom unless noted)

ELIZABETH ALBO, Donor Relations Manager - in person
COLLEEN BATCHELOR, CEO – in person
CATHY CORTESE, Developmental Interventionist
MEGAN ELLIS, Grants Manager
TAMARA ENGRAM, Executive Assistant
REBEKEH FALETH, Nursing Home Supervisor
ROB FRANCO, Projects Manager - in person
LORI GANZ, Clinical Services Director
BRANDI GRIFFITHS, Service Coordination Manager
NICHOLE GUERRA, Research and Evaluation Director
DEMETRIA LOPEZ, Senior Coordinator, Benefits/Billings
ANN MANDICO, Developmental Interventionist
DANNI MEGYERI, Senior Coordinator, Prior Authorizations
SARAH NOLAN, Break Time Coordinator
STEPHANIE SAMORA, Benefits/Billing Supervisor
KITTY SILVERS, Senior EI Billing Specialist
GINGER STRINGER, Physician and Community Outreach Specialist
NANCY VIGIL, Navigation and Quality Director
JULIE WHITE, Marketing Coordinator
HEATHER WHITWORTH, CFO
JACKIE WOODS, Interim Human Resources Director

GUESTS (via Zoom unless noted)

JIM BOUDREAU, Prospective Board Member
HENRY BRIGGS, Empty Stocking Fund
TIM CUNNINGHAM, Cheyenne Village
RACHEL ESPINOZA, Artist
RITA ESPINOZA, Parent
TAMARA FRENCH, Discover Goodwill
INDY FRAZEE, The Independence Center
CLAIRE GIRARDEAU, Empty Stocking Fund
K. HUSKEY
BRITTANY LOESER, Parent
DEB MAHAN, Gazette Charities Foundation
DENISE iPHONE (unknown)

I. CALL MEETING TO ORDER

The regular meeting was called to order at 7:36 am by Chair Deena Hartje.

II. PUBLIC COMMENTS

Ann Mandico, Developmental Interventionist with TRE who is currently on inactive status due to budget constraints addressed the group with concerns about the impact of making flex staff inactive for children who are deaf or hard of hearing and their families. Ms. Mandico was providing services to families utilizing the Colorado Home Intervention Program (CHIP). These services are part of an outreach program through the Colorado School for the Deaf and Blind.

Most flex and contracted employees in Early Intervention were placed on inactive status July 1, 2020 due to significant budget cuts and requirements for Early Intervention Programs to identify cost containment strategies. According to Ms. Mandico, this decision has negatively affected families who are considered high risk due to challenges with their situations. A few families have expressed their concerns to TRE regarding having different service providers assigned. Parents do not feel they were heard by TRE and their families' needs were not met professionally with these changes.

Ms. Mandico asked the Board of Directors to consider the following:

1. Please listen to parents' concerns.
2. Please consider reinstating the most experienced CHIP facilitators as soon as the budget allows.
3. Please do not eliminate or cut the flex or contracted CHIP professionals since they are vital to the community's deaf and hard of hearing babies and children.

Brittany Loesser, parent of three children who are deaf, also gave public comment. The family's chosen communication method is listening and spoken language. Ms. Loesser expressed concern with the implications of reducing experienced CHIP staff for them and the many other families in the same situation who prefer this method.

Ms. Loesser shared their experiences with several facilitators and the lack of knowledge and understanding of these facilitators to implement the families' wishes of listening and spoken language.

Switching facilitators impacts the child and family dramatically by delaying needed consistent therapies.

Cathy Cortese, a CHIP facilitator with TRE that was also placed on inactive status stated the CHIP facilitator that had been working with Ms. Loesser was a staff that was placed on inactive status.

Ms. Cortese shared that several flex staff had expressed a desire for additional hours, but TRE chose to hire additional CHIP facilitators full-time. Why were additional hours not offered to the current flex staff with seniority and more experience? Was age a factor? It was felt that the most experienced staff were asked to step aside to give the new hires enough work.

One other concern and question was why does TRE contract with an outside agency to provide interpretation services when she is in-house and qualified to interpret?

III. MISSION MOMENT

Elizabeth Albo introduced Rachel, an artist who has participated in TRE's Quarterly Art Shows. Copies of several of her favorite pieces were shown to the group. Ms. Albo read a statement expressing Rachel's experience in participating in the Art Shows. These shows help people with disabilities to make their own creative impact in their community.

The group thanked Rachel for sharing her work with us and our community.

Ms. Albo reminded the group that the next virtual Art Show is scheduled for the end of October.

IV. APPROVAL OF MEETING MINUTES – August 19, 2020

A MOTION WAS MADE BY HEIDI BRANDON, SECONDED BY JUDITH LIGHT TO APPROVE THE AUGUST 19, 2020 MEETING MINUTES AS PRESENTED. *Motion unanimously approved.*

IV. BOARD COMMITTEE REPORTS

Board members were asked to RSVP when planning to attend any Committee meetings.

a. Community Engagement Committee

Judith Light, Committee Chair shared that grants and fundraising are on track. Total Office Solutions donated \$2500 and N95 masks; \$25,000 grant from the Buell

Foundation for Early Childhood Mental Health Services; and Caring for Colorado has requested a site visit at the end of September to continue the process for our grant with them. Several other grant applications have been submitted. Great work Megan!

The Go Baby Go event was a success. This event was on a much smaller scale due to COVID. Colorado Cars and Coffee, a sponsor for this event, provided volunteers for the build team.

Ms. Albo informed Board members that she will be reaching out to individual members in the near future to review annual giving for this year. Ms. Light reminded the group of the importance of 100% Board participation in giving.

Empty Stocking Fund Campaign – Deb Mahan, Executive Director of Gazette Charities Foundation, Claire Girardeau and Henry Briggs, Fellows with El Pomar Foundation provided the following information on this year's campaign along with historical information on Empty Stocking Fund.

- A newly revamped website will be launched by the end of September along with new peer-to-peer donation capabilities.
- A video highlighting all agencies that are beneficiaries of Empty Stock Fund has been developed.
- A golf tournament is scheduled for October 2 where a partner agency will be featured at each hole on the course to share information.
- Holidays at Home is a revamped event to kick off the campaign.
- Trivia Night and Treasure Hunt will be on-line events.
- TRE's allocation percentage for this year's campaign is 4.09%.

b. Finance and Investment Committee

Dan Mirer, Treasurer/Secretary reported. For the month of August 2020, TRE showed a loss of approximately \$62,000; YTD loss of \$215,000. TRE is experiencing impacts of changes to the State's funding mechanism. September's financial report will be key to giving a strong indication of how accurate our estimations were and whether corrections need to be made to our budget plan.

Accrued PTO continues to be a concern, approaching \$1 million. Leadership and members from the Finance and Investment Committee will continue to research industry norms and practices and broaden conversations that could work in conjunction with TRE's flexible work environment.

The Wellness Committee budget line shows a credit due to Cigna Health providing credits to TRE for its wellness activities.

6385 Corporate Drive LLC – Nothing notable for August. The management company suggested that the mortgage be refinanced. Recommendation from the committee is to hold on any activity.



Payroll Protection Plan Loan – TRE continues to follow guidelines from the Bank of San Juans due to the constant changes to reporting requirements for forgiveness of this loan.

Audits Updates – Field work will begin in late September. Prep work is going well.

Other – Health Care Policy and Financing will host a virtual meeting in late September to discuss the possibility of directives to transition from the public health emergency which is set to expire on 10/23/20.

Integrity Wealth will provide a report on Investments at the October Finance and Investment Committee meeting.

c. Legislative Committee

Sarah Jack, Committee Chair updated the group on the Annual Legislative Town Hall on September 30. Please share the information and most importantly be certain to register for the event.

No additional updates on the waiver work with legislators. TRE's lobbyist, Ed Bowditch continues to follow this closely.

d. Nominating Committee

Ms. Jack, Committee Chair reported that she has been in email contact with a prospective candidate. A breakfast meeting has been scheduled for next week.

e. Social Enterprise Committee

Chris Cipoletti, Committee Chair reported that the committee is asking for verbal approval to proceed with ProForma work on the co-working space concept for the second-floor space now occupied by TRE case management/mobile staff. This work will include additional research on need for concept; budget; tenant finish cost; staffing needs; rental fee structure; privacy licensing of software, scanners, copiers; contract format and outside marketing plan.

It was confirmed that as this project moves forward, it will ultimately move under the 6385 Corporate Drive LLC umbrella for operating purposes.

The Board of Directors provided verbal approval to move forward with this work.

f. Executive Committee

Chair Hartje updated the group on discussion from the committee meeting.

The group was informed that TRE's attorney, David Kunstle has moved to a different firm. TRE has decided to move its legal business to the new firm, Sparks, Willson.

The relationship with Peak Vista and Developmental Disabilities Health Center (DDHC) is changing. TRE will no longer have a staff person at DDHC to provide care

coordination for persons receiving services from TRE. Peak Vista plans to hire staff to cover these duties.

The All Staff meeting was well attended and good feedback has been received. Rob Franc was thanked for putting together the thank you video from the Board of Directors.

A question was raised on whether inactive employees can attend and be paid to attend All Staff meetings.

VI. CHIEF EXECUTIVE OFFICER'S REPORT

Health Care Integration – With Peak Vista's decision on DDHC staff, TRE's team led by Ryan Kerner will broaden focus to additional medical practices in our community. This team will present its plan for health care integration to the Board of Directors at the October 2020 meeting.

6385 Corporate Drive LLC – Work continues with the prospective tenant (ERA Shields). They wish to take possession of the space (majority of third floor) in June 2021.

COVID 19 Preparedness Plan – Indications are that the Public Health Emergency Proclamation will expire on October 23, 2020. Health Care Policy and Financing (HCPF) is holding a telephone conference on September 24 to discuss the implications and obligations of TRE's contracts to deliver services and supports. EI Colorado has not provided any additional guidance on this possible change.

The Tactical Leadership Group continues to update and revise TRE's preparedness plan for returning to more normal operations when permitted. TRE is currently following guidelines from the State (HCPF and CDHS/EI) and CDC. Currently, it is TRE's intent to continue to provide support to all virtual options as allowed by our State contracts.

EI Colorado Rule Change – A group of early intervention providers and family members who did not want to see the eligibility change is working with EI Colorado to develop a model that would continue to address the needs of those impacted by the eligibility change (when budget money is available).

Public Comments Response – CEO Batchelor stated that she will meet with the Leadership Team in Early Intervention and Clinical Services to discuss public comments made. Follow-up will be provided to this group at the October 2020 Board of Directors' meeting.

VII. NEW BUSINESS

None.

VIII. OLD BUSINESS

Mission Statement Task Force – Chris Cipoletti, presented the following mission statement for consideration by the Board of Directors: "Advocating for independence and inclusion, TRE partners with children and adults who have a variety of disabilities, delays, mental health or long-term care needs. We do this by coordinating care, promoting choices, and collaborating with community partners using a person-centered approach."

A mission statement should provide information to the general public and hopefully should entice them to ask more questions about the organization.

A question was raised on whether TRE should be spelled out. The group has discussed this at length. The group felt that the community identifies with TRE, not The Resource Exchange.

The Board of Directors were encouraged to provide questions and/or comments/feedback to CEO Batchelor (cheadbachelor@tre.org) or Mr. Cipoletti (chris@chriscipoletticonsulting.com) within the next two weeks. This mission statement with appropriate edits will be presented for approval at the October 2020 Board of Directors' meeting.

As a next step, this work group will begin work on TRE's vision statement that more specifically expresses aspirational goals and directions for the organization.

Sarah Nolan, Elizabeth Albo and Rob Franc were thanked for their work on organizing all feedback received into information the committee could work with.

TRE By-Laws Task Force – Mr. Cipoletti apologized for not getting an email sent last month and shared that an email outlining proposed changes to the current by-laws will be sent within the next week. These proposed revisions will be discussed in further detail at the October 2020 Board of Directors' meeting and will be voted on at the November 2020 meeting.

Diversity Work Group – Diane Loschen, Vice Chair reported that the full group met on September 2, 2020 to learn more about each member and individual experiences and perceptions, identify wishes for TRE and goals for the work group.

Building trust was identified as a huge goal for TRE. The group began discussion on tradition versus practices versus policies. The group also noted that it is okay to be passionate about a movement but not to forget about why you are passionate about that movement. The group encourages all to give grace, communicate and remember that almost everyone reacts based on their perception.

The suggested reading list from this work group's facilitator will be shared.

IX. PUBLIC COMMENTS

None.

X. SCHEDULE OF NEXT MEETING

The next Board of Director's meeting is scheduled for **Wednesday, October 21, 2020** at 7:30 am at The Resource Exchange.

XI. ADJOURN REGULAR MEETING

A MOTION WAS MADE BY HEIDI BRANDON, SECONDED BY JUDITH LIGHT TO ADJOURN THE REGULAR MEETING OF THE BOARD OF DIRECTORS' MEETING. *Motion unanimously approved.*

The regular meeting was adjourned at 9:11 am.

SUBMITTED BY:

Colleen Head Batchelor, Interim CEO

RECORDED AND TRANSCRIBED BY:

Tamara Ingram, Executive Assistant

APPROVED AS TO FORMAT:

Dan Mirer, Treasurer/Secretary



The Resource Exchange, Inc.

Chief Executive Officer Report

October 2020

TRE

- **6385 Corporate Drive Building Update.**
 - ERA Shields Updates – ERA Shields submitted an LOI and it was approved by the Building Committee and returned. The LOI is for approximately 13,250 sf on the 3rd floor.
- **TRE Budget Updates.**

TRE staff will be meeting with CDHS/EI Colorado Staff the week of 10/12/20 to discuss the FY20-21 budget.
- **9/16/20 Public Comment Update.** In response to public comment made at the 9/16/20 BOD meeting, a meeting has been scheduled with Early Intervention staff in Flex Hourly positions affected by recent budget cuts on Wednesday, 10/7/20. Lori Ganz (Clinical Director), Chantelle Brockwell (Clinical Team Lead), and Colleen Batchelor will be meeting with staff who are connected with the Colorado Home Intervention Program (CHIP) for children who are deaf or hard of hearing. Updates from this meeting will be provided at the 10/21/20 Board Meeting.
- **Diversity Workgroup Updates.** The workgroup has held 3 meetings with Dr. Shipp and have 2 more scheduled in October. Next steps and recommendations from the group will not be available until all sessions have been completed.
- **COVID-19 Updates.**

Notice was provided on 10/6/20 that the federal public health emergency (PHE) has been extended until 01/21/21. This suggests that current restrictions on in person visits will remain in place as Colorado continues to develop a transition plan for returning to community-based work.
- **Presentations and Publications and Certifications.** None at this time

State

- **Health Care Policy and Finance (HCPF) –** TRE staff met with HCPF staff recently to discuss the organization's Business Continuity Plan and the state's efforts towards Case Management Redesign in support of Conflict Free Case Management. The discussion included:
 - TRE's Business Continuity Plan has been approved by HCPF.
 - Legislation will be proposed this year to support case management redesign.
 - HCPF is hoping to provide at least 3 weeks' notice to any changes regarding in-person visits and they expect there will be no requirements for face to face meetings until January.



The Resource Exchange, Inc.

Chief Executive Officer Report

October 2020

- Early Intervention (EI) – A transition workgroup continues to meet to gather information and develop plans for the transition from fully virtual early intervention work. Currently, the workgroup is reviewing the number of sessions that have been delivered in-person since 8/3/20 and the reasons in-person was necessary in order to understand how best to support easing restrictions on in-person visits. Removing other restrictions is currently under discussion but will not be implemented until they have been approved by CDHS/Office of Early Childhood Leadership. These include:
 - Continue support of virtual services as the preferred and safest method of service delivery through December 2020.
 - If services cannot be delivered virtually, for whatever reason, the local team may decide to provide an in-person, indoor visit.
 - This may include therapy sessions, Individualized Family Service Plan (IFSP) meetings, and evaluations if all precautions are followed and the IFSP team is in agreement.

Colleen Batchelor

Respectfully submitted:

Colleen Batchelor, Chief Executive Officer

6 October 2020



October 2020

The following mission statement is presented to the Board of Directors for final approval:

Advocating for independence and inclusion, TRE partners with children and adults who have a variety of disabilities, delays, mental health or long-term care needs. We do this using a person-centered approach in coordinating care, promoting choices, and collaborating with community partners.

tre.org |    

Partnering with people who seek support, so they can live the lives they want to live.

6385 Corporate Drive, Suite 301 | Colorado Springs, CO 80919-5913 | (719) 380-1100 | info@tre.org



TO: Board of Directors
FROM: Bylaws Task Force
DATE: September 24, 2020
RE: Recommended Bylaws Revisions

Over the summer, the Bylaws Task Force met to review and make recommendations regarding amendments to The Resource Exchange's Bylaws. The last time the Bylaws were reviewed/ revised was in 2017 when Board Member terms were changed from 4-year to 3-year terms. The recommended changes are attached in a redline format for Board Members' review. This memo outlines the substantive recommended changes and reasoning behind the recommendations.

ARTICLE I - The Task Force recommends changing the term "Mission" to "Purpose." Most bylaws begin with a purpose statement. Using the term Mission means that every time the Board makes a modification to TRE's mission, even a simple change such as changing a "the" to an "a", the Board would have to amend the Bylaws through a Bylaws amendment process. TRE's purpose is unlikely to change and the purpose statement, as modified in the attached recommendation, is very broad allowing TRE to grow and expand its services without constantly changing its purpose as stated in the Bylaws.

ARTICLE II - Board of Directors

Section 2.1 Language is changed to reflect that the Board is a governing board and not a managing/operational board.

Section 2.2 (b) The task force recommends that the maximum number of directors be 15 (as opposed to the current 20). TRE generally does not have a full component of board members as authorized by the bylaws and a 20 person board would make it difficult to get the work of TRE accomplished. The task force also recommends deleting the statement that if the Board increases the number for Board members about its maximum identified, that would act as an automatic amendment to the Bylaws. It is not good practice to have something automatically occur regarding the Bylaws without discussion and thoughtful consideration of how an amendment impacts TRE and its governance.

Section 2.2 (c) For consistency sake, the task force recommends that all board terms begin in July (the month following the Board's annual meeting). This would help the Nominating Committee so that its work would be focused and a board orientation could be developed so that all new Board members receive consistent training. The task force also recommends that TRE strive to have staggered terms with approximately 1/3rd of the board terms expiring each year. This helps with consistency and historical knowledge for TRE.

Section 2.2 (d) To help the Nominating Committee, the task force added language that the Board annually provide the Nominating Committee with direction on the types of people it



believes should be considered to fill board vacancies. This could include a variety of things such as industry experience/background, ethnic/gender/disability diversity, representatives from people receiving services, etc. It would help the Nominating Committee as it looks for people to fill board seats and it will help the Board members provide suggestions to the Nominating Committee.

Section 2.3 The task force recommends providing a “deemed resignation” from the Board if a member misses 3 consecutive meetings. Right now, there is no language about missing meetings. If a Board member does not participate at Board meetings, the board member is not engaged and is not providing the service TRE needs. To avoid the awkward conversation that inevitably happens when a board member is not showing up for meetings, there is deemed action regarding the resignation. The task force also recommends that if a new member is brought in to fill a vacant board seat, that the 2-consecutive term limit only apply if more than half of the term remains. That would allow TRE to take full advantage of incoming board members’ talent when they are filling unexpired terms.

Section 2.7 The task force recommends having separate notice provisions for regular and special Board meetings. The notice requirements are different and it is easier to know which applies by breaking these provisions into 2 sections.

Section 2.10 Most nonprofits prohibit voting by proxy and the task force recommends removing this section or providing that there is no voting by proxy. Voting by proxy allows a Board member’s vote to be cast without the Board member participating in the discussion before making a decision. Ultimately, the Board member is abdicating their authority if they give the right to vote to someone else and this is not a best practice for nonprofit boards.

Section 2.12 (a) The task force recommends removing the reference to the immediate past chair serving on the Executive Committee. This is not something that has been a practice for TRE and there is not identified “Immediate Past Chair” position in the Bylaws. Having this language in the Bylaws creates a “hit or miss” approach to the Executive Committee’s make-up. The task force also recommends formalizing the practice that the CEO serves as an *ex-officio*, non-voting member of the Executive Committee. This is a standard practice for most nonprofit organizations.

Section 2.12 (b) The task force recommends adding language that the Nominating Committee only bring Board candidates to the Board for consideration once a year to fill expiring terms. Otherwise, the only time candidates would be brought to the Board for consideration would be to fill a term that was vacated by resignation or removal of a Board member. This will help streamline the nominating process, give TRE guidance and structure around Board terms, and follow general practices of good governance.

Section 2.12 (c) The task force recommends deleting the reference to the Finance Committee also serving as the audit committee. TRE has an independent audit and the Finance Committee does not function as an audit committee. It would be a conflict for the Finance Committee to serve both roles, effectively auditing its own work/actions.

Sections 2.12 (d) & (e) TRE does not have a Development Committee or a Program Committee as defined in the Bylaws and so they should either be formed or removed. The task force



recommends removing these committees from the Bylaws. If they are needed at some point, these committees can be created as Advisory Committees.

ARTICLE III - Officers & Agents

Section 3.1 The task force recommends removing the CEO language in this section as the CEO is not an elected position, it is an employed/appointed position. Likewise, TRE does not have other categories as referenced in the existing language and the task force recommends removing those references.

Section 3.2 The task force recommends prohibiting any officer from serving in the same role for more than one term (2 years). The task force also recommends that the officers be on staggered terms with the chair/vice chair elected in odd numbered years and the secretary/treasurer elected in even numbered years. This will allow for better continuity as people roll out of officer positions. It will also provide a structure where it is anticipated that the vice chair will elevate to the chair position after a term as vice chair. This will help with leadership development on the Board and provide continuity for TRE staff.

Sections 3.6 (d) & (e) The task force recommends that the position Secretary/Treasurer be split into 2 positions. This would provide for one additional person to serve on the Executive Committee. With an additional Executive Committee member, there will be more diversity of opinion in the decisions/recommendations coming from the Executive Committee and when the workload for the Executive Committee becomes heavier (e.g. during the CEO search), there is an additional person on the Executive Committee to help with the workload.

ARTICLE VI - Miscellaneous

Section 6.4 Currently, the Bylaws can be amended by a simple majority of the Board with no advance notice. The Bylaws are TRE's governing document and should not be amended easily and/or without full discussion and thoughtful consideration. The task force recommends a process for Bylaw amendment that will assure notice of intent to make Bylaw changes, give Board members time to consider the amendments and weigh in on them, and require a super majority (75%) to amend the Bylaws so that they cannot be changed without a large portion of the Board being in agreement.

Thanks for taking the time to review the proposed amendments to the Bylaws. We are including both the existing bylaws, a redlined version of the proposed changes, and a proposed final amended bylaws document (particularly for those who have difficulty reading red-lined versions). Please feel free to reach out to any of us on the Bylaws Task Force with questions, comments, or recommendations.

Bylaws Task Force

Christopher Cipoletti - chris@cipoletticonsulting.com

Sarah Brittain Jack - sbrittainjack@aol.com

Dave Paul - tnclending@gmail.com

Colleen Head Batchelor - cheadbachelor@tre.org