

**Interior Region EMS Council  
Board of Directors Meeting  
Minutes of 11/16/07**

**MEMBERS PRESENT:**

Jeannette Hansen – Urban	Chuck Kuhns – Urban
Clint Brooks – FMH	Michael Cuber – Rural Highway
Yvonne Howard – Rural Non-Highway	Sylvia Pitka – Rural Highway
Barry Jennings – FNSB	Scott Learned - Urban
	Patrick Morrow - MAST

**MEMBERS ABSENT:**

Danny Robinette, Medical Director	Adlai Alexander – Rural Non-Highway
Jenny Brady- Rural Highway	Rachael Kangas – Rural Non-Highway
Dr. Danny Robinette - Medical Director	

**STAFF PRESENT:**

Dan Johnson, Executive Director	Linda Callender, Office Manager
David Rockney, Training Coordinator	Tom Dean, Sub-Regional Coordinator

**ROLL CALL & CALL TO ORDER:**

Scott Learned, Chairman, called the meeting to order at 9:02AM. It was determined a quorum was present.

Chuck Kuhns arrived and said he was resigning from the Board of Directors due to other commitments.

**Approval of Agenda**

*Motion was made by Jeannette Hansen and seconded by Clint Brooks to approve the agenda as presented. Motion passed unanimously.*

**Approval of Minutes of 5/11/07**

*Motion was made by Jeanette Hansen and seconded by Clint Brooks to approve minutes of 5/11/07 as presented. Motion passed unanimously.*

**REPORTS & COMMENTS:**

**Board Member Comments:**

Board Members gave their reports (available on tape).

**Executive Director's Report:**

Dan said he will have the staff do their reports first and then he will summarize after the other reports are given.

**Finance Report:**

Dan gave an explanation of the attached Finance Report and answered questions.

*Motion made by Jeanette Hansen and seconded by Barry Jennings to accept the Financial Report as presented. Motion passed unanimously.*

**Training Report:**

Dave Rockney presented the attached Training Report. Dave said that we have hired Wilma Vinton as an Advanced Trainer. This will make planning for classes for the year easier since he doesn't have to rely on the availability of outside contract instructors. Dave reported that we received the Fairbanks North Star Borough training contract again this year.

Dave said that our next Symposium is the first weekend in April, 2008 (see attached schedule).

**Resource Report:**

Julie presented the attached Resource Report.

**Tok Sub-Region Report:**

Tom Dean presented the attached Tok Sub-Regional Report.

**MAST Report:**

Pat Marrow presented the attached MAST report. MAST will be moving in to their new hanger in December or January. They are still at 12 aircraft.

**Executive Director's Report:**

Dan reported that there is a potential \$7,000,000 federal PCIP grant for communications upgrades in rural Alaska. Dan gave an explanation of what this grant would mean to EMS services.

Dan said we are funded for a half-time trainer for sub-regional training and he is in the process of working on getting that position defined and eventually filled.

Dan gave a brief description of the personnel policy revisions which will be presented later in the meeting.

Dan said the new building is working out better than expected. The next major project will be to make the training room more energy efficient and more comfortable to use.

Dan reminded the Board that a Bylaws amendment was passed to require Board donations to comply with one of our grant contributors.

Code Blue is currently in Phase 8. Phases 4 and 5 are completed and 6 and 7 are almost completed.

Dan reminded the Board that award nominations for awards at our Symposium in April are needed.

Dan was invited to be on a University of Alaska task force to look at the use of simulation technology in medical training. Dan will be the rural EMS liaison with that task force.

### **Medical Director's Report:**

Dan said that there was nothing new to report.

### **Business:**

#### **Establish Board Finance Committee**

Dan explained that at the last meeting our Auditor said we needed to look at the new IRS requirements regarding non-profit organizations. One of the requirements is that a finance committee needs to be set up. Dan suggested setting up the committee in the bylaws and having three officers other than the chairman make up the finance committee.

Bylaws amendments have to be approved by the general membership committee.

***Motion was made by Jeannette Hansen and seconded by Sylvia Pitka to establish a three member Finance Committee to be appointed by the Chairman of the Board. Motion passed unanimously.***

Scott appointed the Vice Chairman (chairman of the finance committee), Treasurer and Member at Large to form the Finance Committee. Dan will prepare a draft bylaw amendment for discussion at the next Board meeting for consideration at the General Membership meeting in April.

#### **Review of Evansville Mini-Grant Application**

Dan explained how the mini-grant qualifications apply to applicants.

A discussion was held concerning the mini-grant application by Evansville.

*Motion was made by Mike Cuber and seconded by Jeannette Hansen to accept the Evansville mini-grant application with the condition that a recommendation of conducting a First Responder course to have additional trained responders available to be on call other than the two EMT's currently available. Motion passed unanimously.*

**Meeting Recessed for Lunch at 11:45AM**

**Meeting Reconvened at 12:30PM**

**Review Personnel Policy Revisions**

Scott Learned gave an overview of how the attached Personnel Policy revisions were conducted.

Scott suggested that the Board review the changes and the approval be done by the Executive Committee with the final document presented at the next Board Meeting for review.

Dan gave a history of how the leave policy has evolved over the last 20 years and the reasons for the revisions. He explained that if the Board approves of the sections presented today (including the attached transition plan), they will become effective January 1, 2008.

*Motion made by Jeannette Hansen and seconded by Clint Brooks to adopt the new leave policy (see attached) as presented. Motion passed unanimously.*

*Dan suggested an amendment be made to the above motion to the leave policy that would specify that salaried (exempt) employees do not accumulate leave based on hours worked but according to their current full time equivalent (FTE).*

**Member at Large Appointment**

Scott said due to Chuck Kuhns' resignation a new Member at Large to the Executive Committee needs to be appointed.

*Jeannette Hansen nominated Clint Brooks as the Member at Large. Clint was accepted unanimously.*

**Review Grievance Procedure**

Scott opened the discussion to review the attached proposed Grievance Procedures.

Dan reported on what he discussed on this procedure with IREMSC's attorney and it was developed with the attorney's input and advice.

*Motion was made by Clint Brooks and seconded by Jeannette Hansen to approve the Grievance Procedure as presented. Motion passed unanimously.*

## **Review of Conflict of Interest Policy for Personnel Policy and Bylaws**

Dan explained that new IRS guidelines have detailed recommendations for conflict of interest policies for boards and employees of non profits. The recommended policies are attached. There are two aspects: a personnel policy which will govern the employees, and a bylaw provision which will govern board members. They are very similar, but formatted according to the document involved.

Scott explained that the bylaw conflict of interest policy will have to be voted on at the annual membership meeting. The attached recommended bylaw amendment will be presented to the membership at that time.

***Motion made by Clint Brooks and seconded by Mike Cuber to adopt the Conflict of Interest for the Personnel Policies as presented. Motion passed unanimously.***

## **Approval of Full Personnel Policy**

Scott asked the board for guidance on how to proceed with the rest of the personnel policy changes. It was decided that executive committee would continue with the rest of the changes and forward to the Board before the next Board Meeting for review.

## **New Bank Account Signature Card**

Scott explained that a new bank signature card is needed because of the resignations from the Board of Debbie Reed and Chuck Kuhns who were signers on the existing card.

A discussion was held and the following motion was made:

***Motion was made by Jeannette Hansen and seconded by Clint Brooks to approve the following signatures for the Corporate Authorization Resolution for the Mt. McKinley Bank account.***

***Scott Learned  
Jeannette Hansen  
Barry Jennings  
Clint Brooks  
David Rockney  
Daniel Johnson***

***Motion passed unanimously.***

Dan mentioned that a Code Blue Review Committee needs to be established for the FY09 Code Blue applications.

***Motion was made by Jeannette Hansen and seconded by Clint Brooks to allow the Chairman to appoint a Code Blue Review Committee. Motion passed unanimously.***

**Schedule Next Meeting**

February 8<sup>th</sup>, 2008 was scheduled as the next Board Meeting date.

***Motion made by Jeannette Hansen to adjourn at 1:35PM.***

Respectfully Submitted By,

Linda Callender, Office Manager

for

Yvonne Howard, Secretary