

**MINUTES**  
**Foundation Planning Task Force**  
**February 8, 2018, 6:30 p.m.**  
**Lakewood Woman's Pavilion**

The meeting was called to order at 6:35 p.m.

**Members Present (11)**

Mike Bentley    Katie Collin    Chuck Garven    Jeanine Gergel  
Martha Halko    George Hillow    Ben Miladin    Erin Murphy  
Vicki Smigelski    Dawn Pyne    Kristin Warzocha

**Others Present**

Randell McShepard, Facilitator  
Shannon Strachan, Executive Assistant to Mayor  
Mike Summers, Mayor  
Tom Gabel, Lakewood Hospital Association

**Not Present (4):**

Dan Cohn                      Phyllis Dykes  
Brittany O'Connor        Laura Rodriguez-Carbone

1. Erin Murphy, Chair called the meeting to order. Welcome remarks were made by the Chair.
2. The first order of business was to confirm and approve the minutes from the January 11, 2018 meeting which were sent out for review prior to this meeting. The chair asked for any comments or corrections. There being no corrections the minutes were approved by consensus.
3. The Chair next thanked the selection committee for interviewing and selecting counsel to represent the city task force in finalizing their work to create the new wellness foundation and introduced Susan Scheutzow and Kevin O'Connor from Kohrman Jackson Krantz.
4. Susan Scheutzow and Kevin O'Connor made a presentation to the task force addressing the issues of foundation structure selection and associated tax issues and board structure options and the pros and cons of each type of board. The PowerPoint presentation is attached to these minutes as well as two Memos providing further information on the presentation. Questions were asked by the task force throughout the presentation.
5. The Chair next asked the task force to confirm whether or not they felt there was initial consensus about the structure of the foundation, specifically to select the Public Charity structure for purposes of moving forward, with the understanding that this could be revisited should issues come up that affect this decision. Those present agreed there was consensus on this issue.
6. Next the Chair asked the group if there was consensus with regard to the type of board structure, with the decision being a hybrid between 1) a Self-Perpetuating or Standard board 2) a Representative Board or 3) a Member/Director Board (Members are different than Board). The group had an additional discussion and agreed there was consensus that the initial decision is for the board to be a hybrid between a Self-Perpetuating and a Representative Board.
7. There was next a discussion about the time-line for completion of the work to complete the Code of Regulations and Board matrix. Representatives from the City (Mayor Summers) and Lakewood Hospital Association (Tom Gabel) provided the following comments:
  - a. The Board of the Lakewood Hospital Association would be together for a meeting on May 16, 2018. A presentation of the task force recommendations could be made at that time. If the timing did not work a special meeting could be called.
  - b. The city would need to go through its regular process for approval of the task force recommendation which would be in the form of a resolution or ordinance. Normally the process required three readings which would take 6 weeks. While there is a public process to

declare an Emergency and ask for approval after one reading, there would still need to be education and discussion of the task force recommendations for both council and the community. Recommendation is to allow for six (6) weeks, requiring the introduction of the recommendation some time at the end of April, beginning of May.

With this quick time-line in mind, counsel recommended and the Chair asked for volunteers from the task force to form a subcommittee to propose a board selection matrix (based on the conversation at this meeting) and to propose suggestions for the outstanding information necessary to complete a draft of the Code of Regulations. Kristin Warzocha, Jeanine Gergel and Vicki Smigelski volunteered. There was also a suggestion that Dan Cohn might be interested in participating but was not at the meeting so follow-up would be done. Randy McShepard indicated he would also be involved. Susan Scheutzow and Kevin O'Connor would provide information and a list of the outstanding topics that needed proposals in order to complete a draft Code of Regulations for discussion by the full task force.

8. The Chair next asked for quick updates from the subcommittees. The only update was that the Community Engagement Committee was ready to help organize a Community Meeting at such time the task force determined was appropriate.
9. The Chair asked for any public comment. There was no public comment.
10. A review of the action items from this meeting are:
  - a. A small group to meet and develop a Board matrix for selection and composition and prepare recommendations for additional information need to draft a Code of Regulations for the new foundation. Both items would be presented to the full task force for review and discussion at the next meeting.
  - b. The Chair reminded the group that the next meeting of the task force was March 15, 2018 and would be back to the regular time of 6:00 p.m. and again would be at the Lakewood Women's Pavilion.
12. The Chair next invited guest, Kristin Broadbent, President & CEO of the Three Arches Foundation, formerly the Lakewood Hospital Foundation to speak to the group about their process and new model. They are focusing on access to care and behavioral health. They will be operating as a public charity, as a supporting organization. They will primarily be working with six agencies that will work collaboratively in the area of grant-making to address their focus areas.
13. Meeting was adjourned at approximately 8:45 p.m.



February 15, 2018

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Shannon Strachan, Secretary

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Date

**Foundation Planning Task Force**  
**February 8, 2018 - Meeting Documentation**

1. Meeting Agenda
2. PowerPoint Presentation from Kohrman Jackson Krantz
3. Memorandum re: Selection of Tax Exempt Structure for Lakewood Wellness Foundation
4. Memorandum re: Governance Structure for Wellness Foundation