

committee. The clinic will pay a provider at the 95th percentile in order to hire the right provider with the goal of making the clinic successful. The Trust wants to make sure it finds the right provider. Bob will be involved with the hiring committee. The positive thing about the Cedar location for the clinic is that it is fairly ready and will take about 90 days to build out. Bob explained that he is trying to use a contractor familiar with working on medical offices and buildings. Shannon questioned whether or not the Trust should be comfortable with Vera selecting a doctor if the Trust hiring committee does not select one in three attempts. The Trustees discussed the number of doctors and are comfortable with the selection by Vera after three attempts.

Shannon asked “misconduct” on page 3 (2.3.b) of the contract means. Bob called the Trust attorney during the meeting and the Trust attorney suggested the language be modified to read “it is considered but not limited to” with the list of examples given in the contract in order not to restrict the definition.

Dean asked whether Margaret had reviewed the indemnification language in the contract. Dean asked the attorney to review the indemnification language because it appears to not protect the employers or NAPEBT from any liabilities that arise from Vera’s operations. Dean stated that NAPEBT does not want to give reverse indemnification. Dean will provide some language to Bob for the contract.

The Trustees discussed contract section 7.2 *The Trust will have to have insurance*. The cost of the insurance is not going to be significant but will provide protection in the event of a lawsuit against the Trustees.

Shannon asked whether each employer should be listed as an additional insured in the indemnification language on Page 7, Section 7.1. Bob discussed the change with the attorney and the attorney agreed to add the language.

Shannon wants language added into the contract that would allow the Trustees to measure patient and staff satisfaction. She wants information added to define how staff may be terminated.

Margaret will provide some language related to the PPACA that should be added to the contract stating that NAPEBT is not Vera’s employer and that Vera is a subcontractor to NAPEBT.

Once the contract changes have been made, Bob will forward the revised contract to the Trustees for review.

Blue Cross is coming to Flagstaff the first week of June to meet with Vera. The tentative date for the meeting is Wednesday, June 3rd. The kickoff meeting is open to anyone who wants to come.

Vera will also be going to Page to look at three spaces for the remote locations. Katie is also scheduling other meetings for Vera during that week with the NAPEBT community partners.

Bob reviewed the floor plan for the clinic with the Trustees. There will be two entrances; one for patients and a separate entrance for classes. The Trustees are concerned the waiting room is too small and want it to be doubled in size. Vera prefers to have no more than 10 seats in the waiting room. Bob stated that the goal is to have the clinic not look like a medical office.

The Trustees were curious what the intake rooms will be used for. The Trustees want to know whether there need to be more exam rooms. Bob and Katie will review all of the Trustees' questions with Vera.

Bob indicated that a Trustee meeting via phone conference will need to take place the last week of May to review the revised contract, lease, and Vera's plans for its visit during the first week of June.

Bob will send the modified lease to the lessor for changes and then to Dean, Margaret, and Shannon. The lease will be established as a partnership.

The lease agreement states that maintenance in the building is the responsibility of the Trust and maintenance outside the building is the responsibility of the lessor. The space is about 3,857 square feet and the rental fee was reviewed with the Trustees. The lease can be terminated after twelve months of occupancy if needed. The City will have its real estate expert compare the cost per square foot to other commercial rental properties in the Flagstaff market. Bob stated that conflict of interest language will be included in the contract because the building is owned by some of the entities' bosses, including the City's mayor.

Katie mentioned that a communication plan was included in the information packets distributed for the Trustees' review.

B. Discussion and Possible Board Action on the Summary of the Trustee Interviews

Amy Girardo

Amy reviewed the summary report with the Trustees.

No action was taken.

C. Discussion and Possible Board Action to Discuss Wellness Program

Katie Wittekind

Katie provided updates on several Wellness initiatives.

Katie mentioned there are 400 people signed up for the "Sugar Challenge."

The wellness retreat is scheduled in June, however, the date has not yet been finalized. The three-year wellness plan will be updated at the retreat.

NAPEBT won the State's Gold Award for Health. Katie will go to Phoenix in June for the award.

A program to address stress will be added.

The nutrition class will be a six-week course.

Some of the classes will be reduced from six weeks to something less.

a. Taxation Implications of Programs Offered

Anja Wendel, an attorney with the City, reviewed potential taxation issues associated with the wellness program. Anja has researched what is and is not taxable with wellness programs. Anja reviewed the regulations with the Trustees.

Katie commented that further research will be done on any taxation concerns associated with NAPEBT-sponsored use of the Aquaplex.

No action was taken.

D. Discussion and Possible Board Action on the Bylaws and Trust Agreement **Bob Kuhn**

Bob stated that revisions to the Bylaws and Trust Agreement need to be finalized by November to include the clinic. Shannon would like the documents to include guidelines for Trust employees, including expectations of their performance.

No action was taken.

E. Discussion and Possible Board Action on Conflict of Interest for Katie Wittekind **Bob Kuhn**

Bob explained that Katie's family owns a physical therapy practice and the family wants to become a provider in the clinic. Bob explained that there would be a public RFP process for clinic services and asked whether anyone has any issues with the public process. Bob explained that the contract will be for one year, annually renewable up to a total duration of five years.

No action was taken.

F. Discussion and Possible Board Action on the 2015/2016 Trust Board Meeting Schedule **Bob Kuhn**

Vera said it will meet with the Trustees once per month. Bob anticipates that the monthly meetings would be at most one hour in duration. Dean volunteered for the Vera Council meetings. Bob suggested that the scheduling of the meetings wait until next year. The Trustees would like to add one extra hour to the existing Trust Board meetings such that the clinic meetings would start at 9:00 a.m. and the regular meetings would start at 10:00 a.m. Shannon will use Doodle.com to determine whether holding the Trust Board meetings on the third Thursday of every month will work for everyone's schedule.

The Retreat will be moved to November instead of December this year. Shannon will also use Doodle.com to determine the best dates for the Trustees.

No action was taken.

G. Discussion and Possible Board Action to Approve the Meeting Project Plan for 2014/2015 **Amy Girardo**

A few items were added to the June Trust Board meeting.

A discussion on the Trust Investment Policy and Contract took place. It was agreed that the Trust Administrator will coordinate the hiring and management of an outside investment company.

No action was taken.

H. Discussion on the Review of Action Items and the Timeline

Amy Girardo

Bob will forward the revised onsite clinic contract with Vera to the Trustees for review. Bob indicated that a Trustee meeting via phone conference will need to take place the last week of May to review the revised contract, lease, and Vera's plans for its visit during the first week of June. Dean and Margaret will send proposed contract language to Bob. Bob will send the modified lease to the lessor for changes and then to Dean, Margaret, and Shannon.

Katie and Bob will follow up with Vera to find out what the intake rooms will be used for. The Trustees want to know whether there need to be more exam rooms. Also, Katie and Bob will ask that the waiting room be increased in size with more chairs.

Katie commented that further research will be done on any taxation concerns associated with NAPEBT-sponsored use of the Aquaplex.

Shannon will use Doodle.com to determine whether holding the Trust Board meetings on the third Thursday of every month will work

The Retreat will be moved to November instead of December this year. Shannon will use Doodle.com to determine the dates for the Retreat.

A few items were added to the June Trust Board meeting.

4. EXECUTIVE SESSION

5. CURRENT EVENTS AND SUMMARIES/ANNOUNCEMENTS

Allison is retiring on June 12th. The County is having a party on June 9th from 4-6 p.m. for Allison. Jami and Amy are in charge of planning a NAPEBT party for Allison.

6. NEXT REGULAR MEETING – Thursday, June 25, 2015

7. ADJOURNMENT – 11:47 a.m.