

# Regional Center of Orange County

Ambassadors in the Community  
October 3, 2019

# Board Member Ambassadors for RCOC

- ▶ Attendance at community events helps to generate greater awareness of RCOC
  - Help more people get the services they need
- ▶ Persons served and family members humanize the organization and its work
- ▶ Your personal stories reinforce the critical nature of RCOC services and supports
  - You are the expert about you and your family!

# Expectations

- ▶ Board members should have basic knowledge of RCOC, but are not experts in what we do
- ▶ More detailed discussions about RCOC should be referred to staff. For example:
  - Eligibility
  - POS Guidelines
  - Vendorization
  - Specific services and service providers
  - Individual diagnoses
  - Complaints or anything confusing
- ▶ Staff will follow up promptly on all inquiries

# RCOC Ambassador Toolkit

- ▶ “Elevator” speech
  - Two-sentence description of who we are and what we do
- ▶ Basic supporting information
  - A few details to expand on the elevator speech
  - Your personal experience to make it “real”
- ▶ RCOC’s key messages
  - Important things we want people to remember
  - Key messages are drawn from RCOC’s Strategic Plan
  - Things to keep in mind when you’re talking about RCOC, our work, and the people we serve

# Elevator Speech

- ▶ Regional Center of Orange County is one of 21 private, nonprofit organizations contracted by the State of California to coordinate lifelong services and supports for people with developmental disabilities and their families. The regional center is the first stop for those seeking to obtain critical services and supports in the community.

# Basic Supporting Information

- ▶ RCOC serves more than 22,000 Orange County residents and their families.
- ▶ Developmental disabilities include autism, epilepsy, cerebral palsy, and intellectual disabilities.
- ▶ RCOC contracts with more than 1,700 local service providers to ensure adults and children with developmental disabilities receive the services and supports they need.
- ▶ The individualized services and supports RCOC funds range from helping adults find a place to live and a place to work, to early intervention, respite care, special education advocacy, and much more.

# RCOC's Key Messages

- ▶ RCOC has a vital role as the hub agency that coordinates essential services and supports for more than 22,000 Orange County residents with developmental disabilities and their families.
- ▶ RCOC embraces self-determination and person-centered thinking, placing the person with disabilities – their needs and preferences – at the center of everything we do.
- ▶ People with developmental disabilities bring valuable talents and unique skills that make them an asset in the workplace.
- ▶ The community is a good and healthy place for people with developmental disabilities to live.
- ▶ Regardless of the severity of their disability, every person can have their needs met by RCOC in the community.

# RCOC Contacts for More Info

- ▶ For general information and to inquire about applying for services, visit the website at [www.rcocdd.com](http://www.rcocdd.com)
- ▶ For family support, reach out to RCOC's Comfort Connection Family Resource Center
  - Contact info and resources on the RCOC website
- ▶ For help resolving a problem or issue, contact your RCOC Service Coordinator
- ▶ For additional assistance getting the help you need, contact RCOC's Peer Advocate

# Potentially Awkward Situations

- ▶ A person served is unhappy with a service provider or direct care worker
- ▶ A family member feels RCOC isn't doing enough for them or the community
- ▶ A person disagrees with an RCOC or DDS policy or decision
- ▶ A person feels their family member was unfairly denied eligibility for RCOC-funded services

# Rules for Engagement

- ▶ There is no “off the record”
  - Be mindful that interactions may be recorded
- ▶ Don’t assume people know about RCOC or developmental disabilities
  - Embrace the opportunity to educate & dispel myths
  - You are the expert in you and your family’s experience
- ▶ Know your limits
  - Ask yourself if you are the person’s “best source” for the information they seek
  - It is always okay to say “I don’t know” and connect them with RCOC staff
  - If you misspeak, correct yourself right away
- ▶ Never argue
  - You can acknowledge and respect another’s feelings and viewpoint, without agreeing with them

# Making a Graceful Referral

1. **Acknowledge the question or issue.**
  - “I can tell this is very emotional for you...”
  - “It’s disappointing to hear that...”
2. **Use a strong transitional phase.**
  - “...and what I really want you to know...”
  - “...and I hope you can understand...”
3. **Refer the person to RCOC for follow up.**
  - “...RCOC has lots of resources to help families like yours who are dealing with that issue.”
  - “...your RCOC Service Coordinator can help, and will want to know that you’re having this issue.”

# Questions?



Presented by:  
Liza B. Krassner  
October 3, 2019

# Regional Center of Orange County Board Training

*Advocacy and Service in Practice*

Stuart, Liza, Joey (19) & Mark (21)



# What is ADVOCACY?

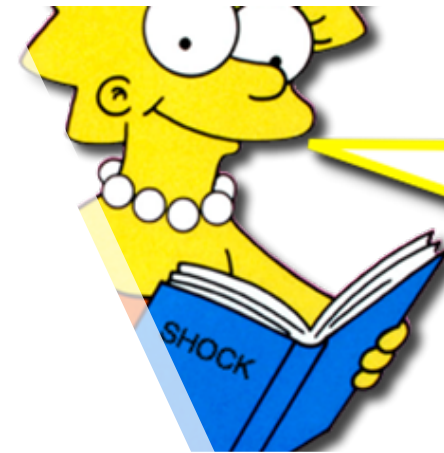
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- Public support of an idea, plan or way of doing something (*Cambridge Dictionary*)
- It is aimed to influence decisions within political, economic, and social systems and institutions
- It seeks to ensure that voices are heard or considered particularly on issues that are important and when decisions are being made that could affect lives
- It is a process that comes in all forms and activities (e.g. family advocacy, legislative advocacy, education advocacy, self-advocacy, etc.)

# What does being an RCOC Ambassador mean to me?

- It starts with having **basic knowledge of the RCOC**
- Understanding your role as a board member
  - Attend board meetings and training
  - Engagement - participate in outreach activities aimed to raise awareness about the RCOC
  - Legislative advocacy
- It's about sharing **MY STORY** as a stakeholder aimed to:
  - Have my voice heard on what's important to me
  - Share my thoughts on how decisions within political, economic and social systems can **IMPACT** my life and the lives of others



Don't Overlook  
the Basics!  
The Basics  
are the Best!

OUR VOICE  
OUR STORY



# What's Important to Me and Why

## Issue

- Need a stable California budget that continues services and supports for those with intellectual disabilities which includes autism

## *Why it's important to me:*

- Ongoing state financial support ensures that people with developmental disabilities and their families get the services and supports they need

## Activities

- Meet / Connect with legislators or legislative analysts
  - Involves staying informed and knowing the issues very well
  - Network, attend meetings, hearings, write articles in support of the issue
  - Telling my story and how it affects me and other families



# What's Important to Me and Why (con't)

## Issue

- Supporting inclusive Communities:  
1) support the workforce development of those with autism and 2) support long-term housing needs for those with special needs

### *Why it's important to me:*

- Families that live with autism are part of our societal fabric and there are persons with autism that can contribute to the workforce



## Activities

- Volunteer, network, and attend events that provide opportunities to promote and educate people in the business community about this under-utilized human resource
- Share information that focus on abilities
- Talk to legislators about the importance of housing
- Write articles. Document stories on film. Images are powerful. Use technology (e.g. social media) to expand reach
- Hire someone with ASD



# What's Important to Me and Why (con't)

## Issue

- Autism is a global public health issue

### *Why it's important to me:*

- Prevalence of Autism is increasing locally and globally and it affects the overall health of populations and communities. We as a community must be prepared to respond with public/population health solutions in the future



## Activities

- Get involved. Be present. Engage in activities that educate, foster conversation, and raise public awareness of this issue.
  - Network and/or partner with community organizations that help support your cause
  - Know the issues/challenges and how it affects overall health
  - Support information with data
  - Participate in research studies
  - Support families through education and as a resource

# Your stories are powerful!



- You are the expert of your own personal story
- Stories raise awareness of the issues and how they affect the lives of families
- Stories can educate, inform, and empower families to help themselves and help others
- At a broad level, sharing stories can be powerful; they can spark action and even have impact that may lead to desired and/or **unexpected outcomes**
- **You can make a difference**

## Festive Holiday Events for RCOC Families

Hundreds of low-income children and adults served by RCOC enjoyed brighter holidays through the generosity of numerous contributors to RCOC's Wish Tree program and Comfort Connection Family Resource Center's toy drive.

Wish Tree supporters included: SchoolsFirst Federal Credit Union, Brandman University, CASTO Chapter 2, Girl Scouts Unit Oso Valley Service Unit, Troutman Sanders, AE COM, New Life Mission Church, Exceptional Home Care, Premier HomeHealth Services, and Fox Dealer Interactive, along with 19 individuals, including RCOC Board members and employees.

The toy drive was made possible by: 24 Hour Home Care (which also provided volunteer gift wrappers and refreshments), The Giovannelli Law Group, the Steele family, Accredited Home Care, Cortica Care, Premier Healthcare Services, Fox Dealer Interactive, RCOC's Peer Advisory Committee, and several members of Orange County's Vietnamese community, including Tam Nguyen, Jayce Dung Yenson, and Linda Nguyen.

In addition, Grammy-nominated Latin jazz star and UCI Professor Dr. Bobby Rodriguez and the Barclay Theatre's ArtsReach Program engaged with RCOC families during a holiday concert sound check to celebrate the season.



(L-R) RCOC Executive Director Larry Landauer, Margarita Swift and son Bradley Swift, Dr. Bobby Rodriguez and RCOC Board Member Liza Krassner.

# Autism Parenting Magazine

Issue 73

## 52 AN EXCLUSIVE LOOK AT AUTISM WITH LIZA KRASSNER

An author and motivational speaker interviews Liza Krassner, the mother of a son with autism who serves on the board of directors for Regional Center of Orange County, which helps support lifelong services for more than 20,000 individuals with special needs.  
Derrick Hayes



## 2018 AutFest Film Festival Review

By Liza Krassner, RCOC Board Member

There's a changing narrative on the views of disability in Hollywood. On Apr. 28-29, the Autism Society of America hosted its Second Annual AutFest Film Festival in a sensory-friendly environment at the Writer's Guild Theater in Beverly Hills. This year's selections included *Roman J. Israel, ESQ* starring Denzel Washington, the television hit *The Good Doctor* starring Freddy Highmore, and Netflix's *Atypical* starring Kier Gilchrist, all backed by SONY Pictures Entertainment which received the visionary award for its commitment to supporting projects that portray autism in a positive light.

*Neurodiversity is a concept developed in the 90's that asserts that neurological differences should be recognized like any other human variation.*

The first season follows the journey of Sam, a young teen with autism who struggles socially in his quest to find a girlfriend. His decisions and journey affect everyone in the family. His mother so fears that Sam's social deficits in dealing with the complexities of a relationship could end in disaster that she wants to shield him from heartbreak. His father patiently holds it together while struggling to provide guidance to his son on how to deal with the opposite sex. Meanwhile, his protective sister feels such a great responsibility to look after her brother that her own personal relationships and interests are put on hold. For a family that's adjusted to living with autism a certain way for years, Sam's emerging desire to be more independent turns the family upside down. Sound familiar?



Actor Ed Asner (center) with Nicholas Gonzalez (left) and Richard Schiff (right) from TV's *The Good Doctor*

resources, and how to advocate for it all. Quite frankly, it's a daunting task.

*Atypical's* producers announced that season two will focus on Sam looking for more independence as he leaves high school. Two new actors, Layla Weiner and Nikki Gutman, both of whom are on the autism spectrum, will join the cast as Sam's new friends. This was due, in part, to viewer comments that criticized the show for not employing actors who are in the spectrum. And this criticism applies as well to all areas in the entertainment industry. It's a slow process, but I think Hollywood is listening. After all, some of the finest stories come from our limitations.

## Family Advisors: The power and importance of connection



May 6, 2019

This post was written by Amy Kelly, MBA, MNM and Liza Krassner, MPA.

## Book of Hope



For many families who care for a loved one with autism spectrum disorder, access to knowledge and resources to support autism is critical. The right supports can enhance a life that is meaningful and productive. For me and my colleague, Liza Krassner, we understand how important these resources are. We are both parents of children with autism who also serve on the Family Advisory Committee (FAC) of the Autism Speaks Autism Treatment Network/Autism Intervention Research Network on Physical Health (ATN/AIR-P). This group of 12 sites across the U.S. and Canada represent a wide array of autism services, research and clinical programs, supports, treatments and interventions – an invaluable network of expertise.

## AutFest Film Festival - 2017

Liza Krassner · Front Page Item



## The Orange County Screenwriters Association

### Be Inspired, Do Good Work

I never thought I'd see the day when I would attend a film festival dedicated to showcasing films about autism. On April 22-23, The Autism Society of America launched its first AutFest Film Festival in the City of Orange in honor of Autism Awareness Month. Themed "Spectrum to Screen" festival organizer Matt Asner, son of the legendary Ed Asner, both parents of children in the autism spectrum disorder (ASD), reached into his network of entertainment and industry professionals to grace this inaugural event.

The guest list did not disappoint with Hollywood heavyweights, including *The Accountant's* Ben Affleck, and *Peter Doctor* and Jonas Rivera, the Oscar-winning creative talents behind Pixar's *Inside Out*.

# SPECTRUM JOURNEY BETWEEN ART AND SCIENCE

UN VIAGGIO NELLO SPETTRO AUTISTICO TRA ITALIA E STATI UNITI,  
ALLA SCOPERTA DI NUOVI METODI DI INCLUSIONE

DOMENICA 26 MAGGIO 2019 | dalle 10 alle 16  
BETTONA | BIBLIOTECA COMUNALE "Madonna del Ponte"

## INTERVERRANNO

Franco Massucci  
Ass. alla Cultura | Comune di Bettona

Mario Lavoratori  
Soc.Coop.Sociale La Semente

Silvana Pantaleoni  
Ass. alla Cultura | Comune di Cannara

Arianna Calzolari e Firas  
YouTuber Merendendo con Firas

Dr.ssa Eleonora Passeri  
Progetto Rare Special Powers

Dr.ssa Geetha Kannan  
University of Michigan



con la partecipazione straordinaria di

**Liza Krassner**

University of California at Irvine.  
Advisory board for the several autism associations.  
Regista e Produttore di documentari sull'autismo

e di

**Joey Krassner**

Studente presso l'American University in Washington, D.C.,  
"prospettiva di un fratello"



**INGRESSO LIBERO**  
**Previa prenotazione**  
**entro il 20 maggio**



Srdčně Vás zveme na  
**kulturní charitativní večer**  
na podporu lidí s autismem

- projekce filmu "Srdcem tanga"
- dětská taneční skupina Svatlany Mladkové
- diskuse s odborníky na autismus
- pro děti malý koncert - africké bublinky a workshop skupiny "Udubudu"
- prodejní výstava fotografií Michala Sironě

### hosté:

hollywoodský filmový štáb

Dr. Liza Krassner

(University of California Irvine)

Hayk Galystyan, tanečník s autismem,

člen filmového štábu

Joe Powers, americký hudebník

**pátek 29. srpna 2014**  
**od 17 hodin**

prostor Kredance  
(Riegrova 51. České Budějovice)

Výtěžek bude věnován na podporu osob  
s poruchami autistického spektra.



Ace je spolufinancováno z grantu US Embassy Prahy.



## U.S. Embassy in The Czech Republic



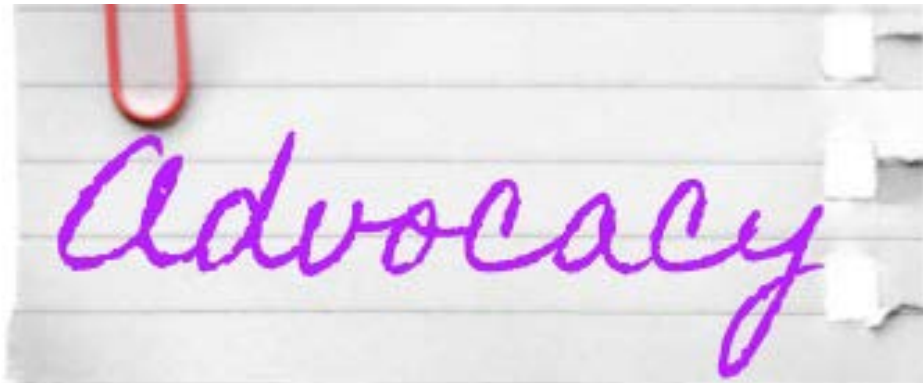
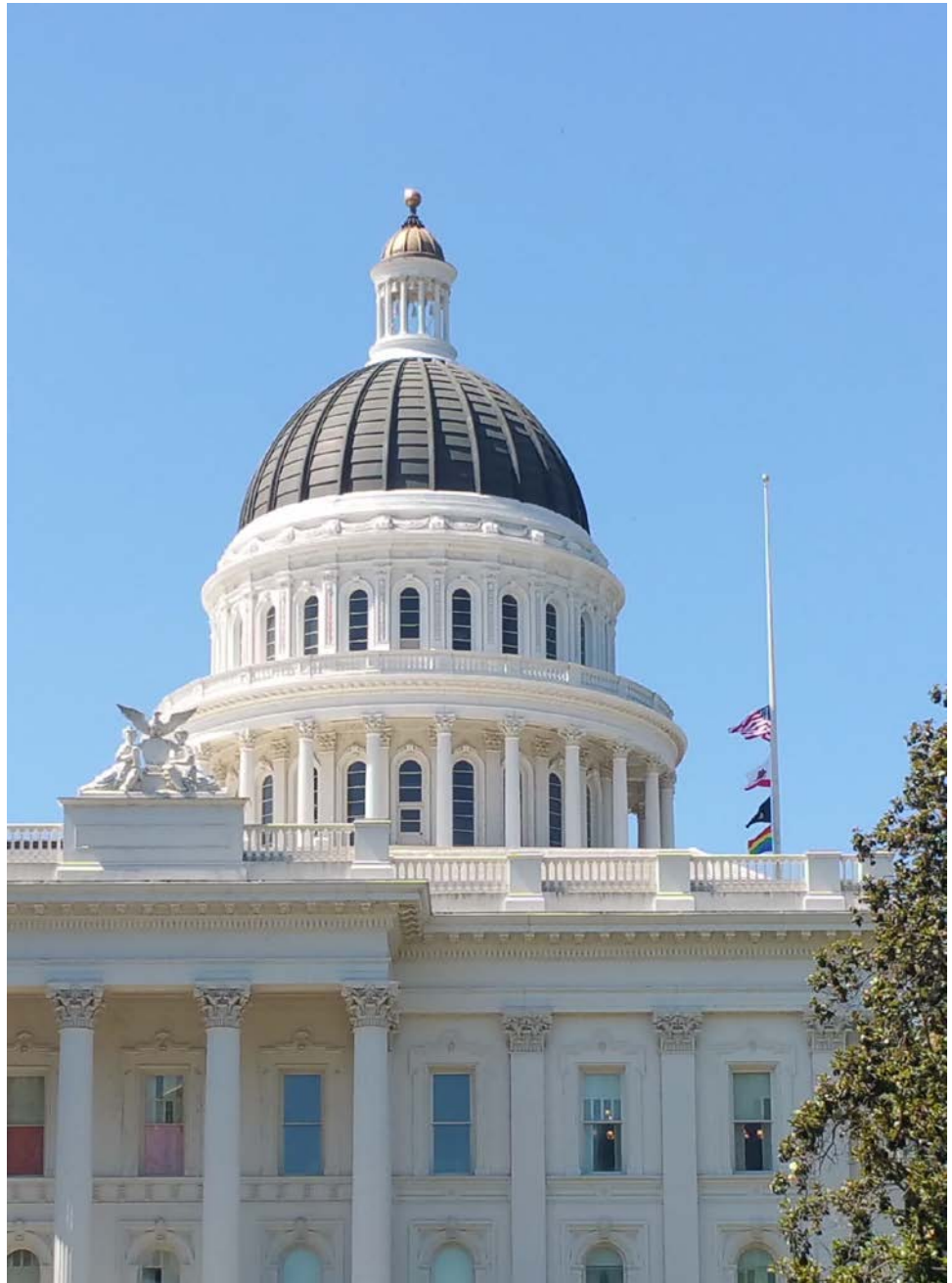
### Liza Krassner

Ms. Krassner, Chief Administrative Officer for Public Health at University of California, organizes a unique educational initiative on "Autism and the Arts" at the South Bohemian University in České Budějovice. The project will include an educational program about the role of the arts in the wellness of persons with Autism and will be combined with a public screening of a documentary titled Through the Heart of Tango, which shows the journey of people with special needs through dance.



Out reach





# My autism journey led to a creative reinvention in service...

## EMPLOYMENT WITH PURPOSE

opportunities for your business from the special needs workforce



Hire Me focuses on the abilities of this under explored human resource. In knowing the possibilities that exist for partnerships, we hope that additional businesses will work with area professionals to develop jobs in all industries in Orange County. <https://www.youtube.com/watch?v=QIAIzBMYImo>



This film shares the stories of Czech and American families on what it is like to live with a child with autism disorder. Their stories are told through the lens of an American team that participated as ambassadors of goodwill at the Autism and Arts event. It is a story about HELP AND HOPE. [www.autismandartsattheauticenter.com](http://www.autismandartsattheauticenter.com)



Through the Heart of Tango is a story about four special needs young men from Los Angeles, three with Autism, one with Down Syndrome that take a journey through dance and discover a whole new world of friendship and connection. Featuring tango performers and choreographers Miriam Larici and Leonardo Barrionuevo who share their "tango love". [www.throughtheheartoftango.com](http://www.throughtheheartoftango.com)



Individuals with special needs learn to connect and communicate through dance and culture at the Hula Connection Halau in Southern California. A short film about how families are brought together through ALOHA. [www.hulaismylanguage.com](http://www.hulaismylanguage.com)

**Each of these films provided a training platform and employment to persons with autism and other developmental disabilities.**

## An Introduction to Screenwriting

EXT. DESERTED ROAD - MORNING  
Tall gum trees stand against a gunmetal sky, blowing in the breeze. A car is parked on the shoulder of the gravel road. The hood is open, hazard lights flashing. JONATHAN stands over the engine.  
action →  
JONATHAN ← character  
It's definitely not working. ← dialogue  
MORGAN leans against the side of the car. She looks at Unimpressed. He continues to examine the engine. She gets into the car and begins tuning the radio. Numbers across the liquid crystal display. The car is filled with the low hiss of static. She removes her mobile phone from her pocket and looks at the display. No reception. She gets out of the car and stands with her brother.  
MORGAN (annoyed)  
You can't hear me.



# References and Acknowledgements

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To Ann Nguyen who as been  
a great Yoda while  
wondering down the  
hallways of the State Capitol

To Ron Fell – I want to be  
like you when I grow up. To  
Daniel Savino for his  
extraordinary guidance.

To the ATN-AIR/P family -  
For all that you do for  
our families and loved  
ones. You all ROCK!

# Questions?





# ATKINSON, ANDELSON, LOYA, RUUD & ROMO

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October 3, 2019

## **DUTIES AND RESPONSIBILITIES OF** **A REGIONAL CENTER BOARD OF DIRECTORS**

### **Regional Center of Orange County Board Training**

By David M. Lester

#### **I. BATTER UP**

#### **II. CARVER MODEL**

##### **A. 10 Principles Of Policy Governance**

1. **The Trust in Trusteeship.** This means the Board should be a steward or trustee of the organization – not just financially or for those who have a legal stake in the organization but all stakeholders, including clients or others to whom the Board has a moral responsibility to.
2. **The Board speaks with ‘one voice’ or not at all.** A Board should never be fragmented. Reaching a collective decision ensures that the Board will be able to carry out their mission effectively and consistently. A single voice provides true leadership and avoids politics.
3. **Board Decisions should predominantly be policy decisions.** Rather than intervening in operational or day-to-day

decisions, the Board should restrict itself to making decisions in the form of written policies. The Carver Model actually sets out four types of policies (Carver & Carver, 2001) that the Board should concern themselves with:

- a. **Governance Process.** These policies set out the actions of the Board like its responsibility to perform visioning and accountability Officers or employees who director believes to be reliable and competent.
  - b. **Board-Staff Linkage.** These policies govern the relationship between the Board and the Executive. Examples of these policies include how the staff is monitored by the Board and who is responsible for making what decisions (operational vs. governance.)
  - c. **Executive Limitations.** These policies set out what the executive (e.g. the Executive Director or CEO) cannot do. For instance, in some organizations the disposal of real estate may only be with the consent of the Board – this could be codified in an Executive Limitations policy
  - d. **Ends Policies.** Ends Policies set out the goal of the organization – the reason for its existence. This may be codified in a mission or visions statement in addition to an Ends policy.
4. **Boards should formulate policy by determining the broadest values before progressing to the more narrow ones.** This means that policies should be developed from the broad (such as a policy statement that sets out the need for evaluation) down to the narrow (the policy surrounding the use of Key Performance Indicators.) The result is that policy flows logically from very large to very small.
  5. **A board should define and delegate rather than react and ratify.** This principle means that the Board should create policies that delegate tasks to the CEO and then respect the delegation. If situations are covered in existing policies, when something new comes up those policies will kick into effect, rather than the Board writing new policies.

6. **Ends determination is the pivotal duty of governance.** The Board should always keep in mind the outcomes of the organization. Their goal should be to monitor outcomes and delegate the achievement of those outcomes to the CEO or Executive Director. The Board should remain strategic.
7. **The board's best control over staff means is to limit, not prescribe.** This means that the Board should indicate (as in principle 3, Executive Limitations) what an Executive is not permitted to do. They should not be telling the Executive what they should do. This subtle difference gives the Executive Director the freedom to achieve the goals set out by the Board.
8. **A board must explicitly design its own products and services.** This means the Board should write their own policies rather than merely adopting policy templates that may not be relevant for their specific needs.
9. **A board must forge a linkage with management that is both empowering and safe.** The CEO must feel that the Board will honor its commitment to policy governance while the Board has trust in the CEO or Executive's ability to manage. If this trust breaks down, leadership will falter.
10. **Performance of the CEO must monitor rigorously, but only against policy criteria.** Objective measurement criteria for the Executive are important – but this must be measured in relation to the Ends policies.

### **III. OBLIGATIONS OF DIRECTORS:**

- A. Oversee the Management of the Regional Center: Cal. Corp. Code § 5210
  1. Encourage a strategic planning process and monitor the plan's implementation. Understand and review Company's policies.

Keep updated on the nature of the Company's business and new legal and business trends.

2. Board must ensure that the Company has adequate information, control, and audit systems in place to tell the Board and senior management whether the company is meeting its business objectives and complying with legal, contractual, and ethical standards.
3. Also ensure maintenance of accounting, financial, and other controls.
4. Direct the management of the company.

B. Formulating Policy v. Implementing Policy

1. Board role to formulate Policy
2. Management and staff role to implement Policy
3. Board members risk liability, under Cal. Corp. Code, § 5239, if they engage in day-to-day implementation of policy.

C. Election of Directors – Cal. Corp Code § 5220 - 5227

D. Selection of Corporate Officers - Cal. Corp. Code § 5213 (a) and (b).

1. Ensure management properly carrying out duties and have mechanism to provide Board with information to effectively monitor this area.

E. The Board delegates to the management the authority to conduct the company's day-to-day-operations in the ordinary course of business.

1. Ensure management properly carrying out duties and have mechanism to provide Board with information to effectively monitor this area.

F. Adopt or Change Bylaws: Cal. Corp. Code § 5150.

G. Approval of Regional Center Contracts of \$250,000 or More:

Welfare and Institutions Code, section 4625.5, which became effective on March 24, 2011, provides that the governing board of each regional center must approve all contracts between such regional center and third parties when the amount of such contracts are \$250,000 or more (the “Qualifying Contracts”). The new law also provides that (1) a Qualifying Contract shall not be valid unless the board approves it in accordance with the regional center’s written contract review policy and (2) the board must approve each Qualifying Contract before the regional center signs it.

Most Boards, however, have periodically approved contracts certain contracts even prior to the 2011 legislation, for example, approving the terms of the lender’s loan, and to approve the employment contract of its Executive Director or other key management personnel.

H. Board Must Submit Documentation to DDS re: Compliance with 4622:

Welfare and Institutions Code, Section 4622.5 was added to the Code in June of 2011, requiring by August 15 of each year, the governing board of each regional center to submit to DDS, detailed documentation, as determined by the Department, demonstrating that the composition of the board is in compliance with 4622, the section that contains the criteria for composition of a regional center board.

I. Board Members Required to File Conflict of Interest Statements:

Every new regional center governing board member and regional center executive director must complete and file the conflict of interest statement with his or her respective governing board at the following times:

- A. Within 30 days of being selected, appointed or elected.
- B. Yearly, by August 1.
- C. Upon any change in status that creates a potential or present conflict of interest.

If a conflict of interest is identified for a regional center director or a board member that cannot be eliminated:

A. The board member may not serve unless the conflict is eliminated or a Conflict Resolution Plan is approved by DDS.

Conflicts of Interest: This is a complicated area, but the general rule is that a Board member or a family member cannot be involved with a vendor or provider of the Regional Center. A more thorough training outline on Conflict of Interest obligations is available.

#### IV. **RIGHTS OF DIRECTORS:**

- A. Meetings: Right to attend and participate in meetings. Indeed, only directors may act on behalf of company at meetings. Practice due diligence and prepare for meetings.
- B. Information: Right to information, including inspecting books and records to the extent permitted by law, contract, or confidentiality rights.
- C. Communication: Right to communicate directly with key executives, key advisers, and when appropriate, outside legal counsel, accountants, consultants.
- D. Inspection: Right to inspect facilities.
- E. Limitations on Rights:
  - 1. Reasonable notice.
  - 2. Conflict of interest prohibitions.
  - 3. Duty of confidentiality.

**V. DUTIES AND PRINCIPAL SOURCES OF DIRECTOR LIABILITY:**

A. Duty of Loyalty: Act in good faith, with fair dealing, and in the best interests of the corporation, taking care not to create liability for the corporation. Cal. Corp. C § 5231.

1. Do not engage in Conflicts of interest.
2. Do not compete with Regional Center.
3. Do not take personal advantage of Regional Center opportunities.
4. Act as a body, not as individuals.
5. Comply with laws, regulations, and contracts.
6. Share information with full Board.
7. Conduct business at the formal meetings, not in private.

B. Duty of Care: Standard care is must use such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances. Cal. Corp. Code § 5231.

1. Must attend meetings and spend adequate time on Board duties and ensure using reasonable diligence and making reasonable inquiry. This is a particularly important part of the duty of care. A member loses continuity and misses developments when a meeting is missed. A Board member should rarely, if ever miss a meeting.
2. Require adequate reporting to the Board. So long as acting in good faith, and after reasonable inquiry as to the matters inviting inquiry, directors are not personally liable for the decisions made in reliance upon information and reports by:
  - a. Officers or employees who director believes to be reliable and competent.
  - b. Committee of the board.
  - c. Experts (attorneys, accountants, consultants).
3. Keep generally informed about the Company's areas of business and the Company's policies.

4. Ensure that all questionable actions are investigated and satisfactorily resolved by management.

There shall be no personal liability to a third party for a director's negligent act or omission, so long the director's act was within the scope of his or her duties, the act was performed in good faith, the act was not reckless, and the damages are covered by liability insurance. Cal. Corp. Code § 5239 (a).

- C. Fiduciary Duty: To act and speak "in the best interests of the corporation" and not to act out of self-interest.
- D. Duty of Inquiry: Directors have a statutory duty to exercise "reasonable inquiry." Directors must act to ensure that management investigates or inquires when evidence exists providing notice of the need for further information. Cal. Corp. Code § 5231.

## VI. **PRINCIPAL SOURCES OF DIRECTOR PROTECTION:**

- A. Business Judgment Rule: Court generally will not evaluate or disturb business decisions where director is disinterested and independent, sufficiently informed, reasonably diligent, acted in good faith, and has a rational basis for decisions.
- B. Indemnification
- C. DDS Requirements Regarding Insurance: The Contract with the State requires, in Article III, Section 11, that Contractor maintain a variety of insurances, including, "Directors', Trustees' and Officers' liability insurance."

Types of Insurance: Most regional centers maintain up to two types of insurance protection:

Directors & Officers Insurance Policy - This type of policy provides financial protection for Regional Center Directors if they are sued in conjunction with the performance of their duties for regional center. A

typical amount of coverage under such policy is \$5 Million per claim and annual aggregate.

Comprehensive General Liability Policy – Regional centers generally maintain this policy, along with an umbrella policy with combined limits of in the range of \$4 Million per occurrence and a \$7 Million annual aggregate, which might also provide coverage to a Director in a lawsuit. If a third party sues any Director relating to his or her vote to approve a regional center contract, regional centers, in general, would in the normal course of business tender the defense of such matter to its insurance company under both policies and demand that its insurance company defend and indemnify the Director from such claim.

- D. Statutory Right to rely on reliable Sources of Information: Cal. Corp. Code § 5131 (b)
- E. Statutes of Limitations: Generally a 3-year rule: Cal. Code Civ. Proc. § 359
- F. Provisions in Articles of Incorporation, Exculpating Directors to the Extent Possible from Monetary Liability for Breaches of Duty of Care

## **VII. SPECIAL RULES APPLICABLE TO DIRECTORS OF REGIONAL CENTER:**

- A. Board Composition: W&I § 4622.
- B. Length of Service: Members may not serve longer than seven (7) years within each eight (8) year period. W&I § 4622(f).
- C. Conduct of Annual Review of Performance of Regional Center Director: W&I § 4622(8).
- D. Take Public Input On and Approve Final Contract with DDS: W&I §§ 4629, 4634

- E. Annually Contract with an Independent Accounting Firm For an Audited Financial Statement and Submit Audit Report and Management Letter to DDS within 60 days of completion before April 1 of each year. W&I § 4639.
- F. DDS Oversight: DDS shall present results of audit of Regional Center compliance with state contract, federal fiscal provisions, and performance contract measure outcomes at the publicly held Regional Center board meetings. Budget Act 4300-101-001.
- G. Conflicts of Interest, Disclosure, Statements, and Waiver Requests: W&I § 4622; 17 CCR 54520, 54521, 54522, 54523.
- H. Scheduled Open & Public Meetings with Limited Exceptions; Public Records:  
W&I § 4660-4665

This Open Meeting requirement is very important, and it requires business, with only a few identified exceptions, to be conducted in public. Board members violate this requirement when they conduct business in private, outside the open meeting, whether by email, telephone, or in person discussions.

#### **VIII. OBLIGATIONS OF BOARD ARISING FROM CONTACT WITH STATE:**

- A. Obligations Under Contract with State Generally Met by Management.
- B. Contract Contains Few Provisions Requiring Direct Action of Board
  - 1. Article I, Section 18 a., and Section 18 b. 11 require “board-approved policy” regarding transparency and access to public information on the Contractor’s Internet Web site.

2. Article I, Section 18 b. 12 also mandates posting of a “board-approved conflict-of-interest policy” on the Web site.
3. Article II, Section 2 b. “Resource Development” requires that “Contractor shall institute a Board approved policy effective January 1, 2011 specifying the circumstances under which the regional center will issue requests for proposals to address a service need.”
4. Article II, Section 2 c. requires that Contractor’s policy for the disbursement of start-up monies must be “approved by the Contractor’s Board of Directors.”
5. Article II, Section 3 a. requires that “Contractor’s governing board shall adopt and maintain a written policy requiring the board to review and approve any regional center contract of two hundred fifty thousand dollars (\$250,000) or more before entering into the contract.”
6. Article III, Section 3 f. provides that while generally any bank account or investment vehicle containing funds from the contract must be in the name of the State and Contractor, “Properly established trust accounts that are approved by the Regional Center Board of Directors” for the purpose of administering standard employee benefits do not have to be in the name of the State, provided the State has the power to review trust records.

**VII. OPEN MEETING LAW FOR CALIFORNIA REGIONAL CENTER BOARD MEETINGS:**

- A. Welfare and Institutions Code, Section 4660.
- B. Exceptions that permit Executive Session:
  - (1) Real estate negotiations.

- (2) The appointment, employment, evaluation of performance, or dismissal of a regional center employee.
- (3) Employee salaries and benefits.
- (4) Labor contract negotiations.
- (5) Pending litigation.
- (6) Any matter specifically dealing with a particular regional center client must be conducted in a closed session, except where it is requested that the issue be discussed publicly by the client, the client's conservator, or the client's parent or guardian where the client is a minor.