

## **WALKER FIRE PROTECTION ASSOCIATION**

**BOARD MEETING 03/14/2009**

Meeting called to order 8:00am by Bob Neberman, President

Other board members:

Chuck Bowers

Joe Lupa, Secretary

Carol Tocker

Tim McFarlan, Treasurer

Mark Keegan

Also in attendance: Jill Maisonneuve, Fire Chief and Bill Whittington, Attorney

Approximately 20 community members present

### **President's Report:**

Many significant events occurred since our last board meeting all of which will have had an impact on Walker and the WFPA.

On Feb 14<sup>th</sup> Bud Mellor and his wife Mickey came to my home and informed me that Bud was resigning as Fire Chief and his last day would be the annual meeting in May 2009. On the 14<sup>th</sup> I contacted all the Board members by email and advised them of the announcement. I also prepared a letter to be posted on the Walker website and emailed all the Walker Firefighters to inform them of the resignation and announce we were seeking candidates to replace the Chief position. I received two responses for the vacant position one from John Sumner and the other from Roger Nusbaum. On Feb 25<sup>th</sup> Bud contacted me again and informed me that due to medical reasons he was resigning

his position effective that day. A special Board meeting was called for February 28<sup>th</sup> to discuss the options available. At that meeting we (the board) assigned the Chief responsibilities by the existing chain of command to (John Sumner, Jill Maisonneuve, and Roger Nusbaum) or first IC to respond in the event of a call. We also agreed to send a list of questions to Joe Lupa for consolidation to be asked during interviews for the open position. A list of questions was generated but has not been presented nor have we interviewed anyone for the position. On March 6, 2009 Dan Hauck resigned his position on the Board of Directors citing my prejudices as the reason. Soon after that Jill Maisonneuve contacted me and informed me that John Sumner had contacted her by phone and withdrew his application for the Chief position and has stepped down as Assistant Chief and relinquished his authority to Jill. I spoke to John on March 6 regarding training records and that conversation may have contributed to his decision to withdraw. I again contacted the Board by Email informing them of the notification from Jill and asked if anyone had been contacted by John. As of this meeting I have no further information regarding this matter. Jill Maisonneuve is currently the acting Chief. Please address her as Chief.

On the 4<sup>th</sup> of March I met with Paul Laipple, the Director of Prescott Regional Communication Center to close the agreement for Central Dispatch. Several days later I signed the agreement and we received confirmation that all signatures have been collected and we will be contacted in the next few weeks to prepare for the conversion.

The open Board position will be discussed today and options for the replacement of the open Chief position will also be discussed today.

I have invited Bill Whittington to attend this meeting to answer questions regarding work performed on behalf of the WFPA. He will be in attendance today.

Chuck Bowers asked for the floor and made the following statement:

This is the second time I felt it necessary to speak out about disrespectful behavior by certain members of the WFPA Board. At a recent special Board meeting there was shouting and disrespect directed towards a Board member during discussions of Board business regarding the replacement of our resigned fire chief. Because of this dissension, decisions were made in haste because the topics at hand were never voted on by the Board. We, the members of this Board, have been elected to represent our community, to review and make decisions on Fire Department

business. Going forward, the Board must remember its charge and conduct itself with the respect and honor required by our positions.

**Secretary's Report:** The minutes for the Board meeting of February 14th were read with one correction noted to the topic of the 2006 Audio Visual Grant, not 2009.

**A motion** 31409a was made and passed to accept the Secretary's report as read.

### **Treasurer's Report:**

- Our total checking & savings revenue is \$82,434.60, up \$2,010.15 from last Month
- Year to date income is \$77,736.63. Year to date Expense is \$63,037.80 so our Year to Date net income is \$14,698.83.
- Compared to the budget, revenue is about \$3,823.63 ahead and expenses are about \$8,380.70 to the good, so we are about \$12,204.33 ahead according to our budget.

The previous month's revenues and expenses were detailed.

Treasurer activities completed in February/March were:

980 Annual Dues Letters Mailed 3/7/09      Thanks to Honeycutt's for assistance

**A motion** 31409b was made and passed to accept the Treasurer's report as read.

WFPA legal counsel Bill Whittington volunteered to attend our meeting to review and gives updates and status of various items such as contracts, SOP's, resolutions, etc.

Bob introduced Bill.

Bill reviews the 3 primary projects assigned.

1. Take a look at Articles of Incorporation document

2. Take a look at the Bylaws.
3. The contract with Sumner.

And a few other things that spill over.

The Articles of Incorporation are legal but inadequate. As an example, there was a resolution to satisfy an IRS requirement with an amendment as regards the assets if a Fire District is formed. It appears the documents as modified will allow us as a 501c3 to distribute assets to a governmental entity; we just need to secure the attachments to these amendments.

Though the articles are a little antiquated they are still valid. A little cleanup with time and money is not an urgent issue however, needs to be updated prior to conversion to a District.

It is doable but impractical to amend a lot.

We don't need to spend good money to amend these, it is better to just start over and bring them up to current expectations.

- The By Laws need to be cleaned up as regards:
- Fee schedules.
- Provision of EMS services.
- Board authorities are scattered in a few spots.
- We don't have to have Roberts's rules of order but there's usually good language about being able to use them if we want to.

3<sup>rd</sup> issue Sumner Contract.

Typos will be fixed.

Ours and Sumner's modifications will be submitted to Bill to include in the contract.

A question regarding the Statutory Agent came up. Currently Jerry Carver is listed as Statutory Agent because he probably set up the Corporation. This will be changed to current counsel, Bill Whittington.

## Summarize

The Bylaws need to be rewritten. The Board prefers that Counsel do this as he has experience in this area and the current board does not. The rewrite would include language surrounding possible conversion to a FD. The target date would be by the first of June as the current board will change by 3 members.

Bill will have draft of Bylaws by April 11<sup>th</sup>.

Legally the Bylaws may be amended or revised at any special or regular meeting if approved by 4 Board members. And, if the suggested changes have been submitted in writing in advance to the Board, and, association members are **notified** of the change.

Technically, the Board can make modifications without any vote from the public. The question about requiring a community vote then becomes a political one. The bylaws say what they say.

After Bill submits his draft of the rewritten by laws, we can then review what political issues may be raised. Note that the current Bylaws state that the association members are those persons owing property within the Walker area and that they are allowed to vote on the Board of Director positions and are allowed to participate in any events that the Board considers a vote on.

As counsel for many Fire Districts, Water Districts and special Tax Districts, Bill has seen them go all over the board in terms of what they invite the members to do. Some feel that public input is needed and it creates an all out war because you may have 50 people in the room with 50 opinions. Sometimes after a few of those experiences the Board decides not to do that anymore and take the decisions in house. Then of course the concerns of the members about what voting rights they do or don't have become an issue.

The review of operational SOPs is a sizeable job.

Our concerns are what changes we may need to make to define what type of fires we could fight, requirements necessary to fight them, what our restrictions are and our liability on what we claim we can do vs. what we actually can do for the community. We are also concerned about how our capabilities relate to the ISO rating.

Bill states: The SOPs could be modified to address two fronts:

Operational – requires an internal person to help dissect the current operation and actually define it. And that will take some time to do.

The other is developing a language to attempt to protect Board members.

(The Board) We feel we may currently be liable as regards a mismatch between what the Fire Department says it can do, what it actually does and what it may fail to do.

Additionally, Bill states:

A nonprofit gets to define what it does. The statutes define how liable you are when you do it. AZ now has a gross negligence standard. And, there is qualified immunity for people who sit on a Board of a Nonprofit. The reason is to protect those who would volunteer. Else, no one would volunteer.

However, it is possible in theory to be liable - that's why you carry insurance because you could breach that gross negligence standard – that limited liability standard the statutes set for you.

Given that umbrella protection in the statute - a lot of non profits and Fire Districts will go to some effort to write their SOPs in such a way that it gives them discretion about how to respond so property owners can't say you have an obligation to respond in x number of minutes and what you will do when you respond, etc.

The SOPs can be set as goals. But when you get into court – plaintiff attorneys will talk about NFPA, and even though it is not the law - it is a national standard and even though it does not apply to you they will talk about it like it does.

Likewise, you cannot write SOPs so rigid that they have iron clad indemnification - no matter what you do.

With agreement that the revision of SOPs are not urgent, we will write down our SOP priorities and submit to Bill – only after we have a new Chief to include in the process.

### **Back to Old Business:**

Bob met with Central Dispatch and got a signed contract which starts in April. They will send a rep out to do radio frequency changes.

At issue: the requirements for maintaining the Central Dispatch qualifications.

According to the Fire Chief of the Prescott Fire Department - to continue as part of Central Dispatch and a mutual aid program – is contingent on WFPA becoming a District. This requirement is solely a budgetary constraint. We currently have a verbal agreement and a 'handshake deal'.



If after a Fire District vote, a District is not formed, this agreement will expire and we will have to revert to local dispatch by qualified community members. And, we will not be able to rely on mutual aid support unless the incident (a fire) is outside of Walker's private property boundary. I.e. National Forest Service land.

Bob read aloud a portion of the contract that defines the participating agencies (including Walker) for Central Dispatch.

**Carpet and Tile** – update by Chuck Bowers. The painting will be done in the upcoming week. And the next week will see new carpet and tile. The work is coming in significantly under the allotted budget.

#### **New Business –**

Myra will need help for the next pancake breakfast. It was suggested this be a WFA meeting item.

#### **Open position on the Board of Directors.**

- Appoint someone for next 2 months.
- Because there is an even number of members, Bob could recuse himself from Votes for the next 2 months so there would be an odd number of votes.
- If there were any applicants, we could ask them to sit in until the vote of membership.
- It was agreed amongst the Board with no motion or vote required - to have Bob step out of any motion that comes to a vote until the 7<sup>th</sup> position is filled.

## Fire Chief Selection

### Discussion:

- Jill remains Acting Chief until we make a decision about a hire or non salary permanent Chief.
- Ability to pay: According to Treasurer, Tim McFarlan, our on hand cash now and looking into the near future has potential to fund a position.
- Since the Presidential election, the stimulus plan has seen the SAFER grant revised such that it is no longer a 50/50 funding of the operating expense for a Chief and employees. It is 100 % - if a grant is given.
- Jill brought up a candidate who is qualified for the Chief position. He lives in PV and works for Mayer and Williamson Valley Fire departments. He is Structure and Wildland fire qualified, and is a Paramedic. He is currently working on a Grant for Williamson Valley for a new fire department there. He could give us 20 hours a week at 15 to 20 K per year and would work on our grants on his time. A meeting next week is pending.
- Chuck Bowers stated that we still have existing Chief candidates to review.
- Jill has another full time candidate from Phoenix. Jill states that at whatever the cost (funds permitting), it would behoove Walker to pay for a qualified position in light of what Bill Whittington said regarding stepping into the business of fire fighting and rescue and its roles, responsibilities and liabilities.
- Bob clarifies the part time Chief position is basically to take care of the administrative issues relating to the department such as training, equipment maintenance, communications, planning, etc.. You must remember that the firefighting and medical groups are capable of responding to an incident without any ranking Fire Chief, Deputy Chief or Assistant Chief.

- We need to find out more about the 5 year SAFER grant.
- Would like to meet candidate Anthony Tunis to learn more about his grant writing capabilities.
- Need to write Chief requirements.
- Chuck Bowers departs for another meeting at 9:50 am.

### **Fire Chief's Report:**

No medical and no fire calls.

Red cards are almost completed.

Today Embry Riddle started

The majority of our guys have completed CPR/First Aid training

April 3 & 4 all of the different agencies will participate in an exercise at Pioneer Park.

Our next training will be centered on dispatching.

Bud talked about a Fuels Reduction Grant that used to be a 50/50 grant but now it is a 90/10. We could get our firefighters to do fuel reduction work and be paid through the grant. And, any fuel reduction work that you do on your own property can be submitted

to get \$ back. The grant has a \$50 K limit. And whatever your grant – you must spend it all.

It is a nightmare to administer because of the grant writing, updates, fire fighter payroll administration and it is a 3 year commitment. It needs to be in by April 10<sup>th</sup> and it needs an administrator.

Last year it was timing problem because we took it on during the fire season. Suggest we hire some of the guys from the shot crews in October as their work load decreases.

**New Business again:**

Jill is authorized up to \$500 for brick replacement/repair.

Cathy Jean Sumner reports that the Cancer Walk date has changed to April 19<sup>th</sup> at 2 pm.

No permit required per the Sheriff department and the County as long as we have signs on the road and flagged.

Has 15 sponsors for porta potties, outdoor sink, food, drink

**A motion** 31409c was made and passed to end the mee