

**Notes from the Board of Directors Meeting of December 6th, 2017**

Call to Order

The meeting was called to order by Vice President Theresa Lux at 2:32 p.m.

Roll Call

The following members were present at Roll Call: Robin Andrews, Michael Cole, Robert Gibson, PJ Keeler, Theresa Lux, Jack Mabb, Kevin McDonald, Tam Mustapha, Art Proper, Jeff Rovitz, Laurie Scott, Tina Sharpe, Ken Stall, Scott Thomas, John Thompson, Linda Tripp.

The following members were absent at Roll Call: James Campion, Chelly Hegan, Onat Sanchez-Schwartz, Beth Schuster, Sarah Sterling, Nancy Watrous

Speaker Carol Hausamann was present at roll call.

Staff members, Claire Parde, Lisa Thomas, John Ray, and Ashling Kelly were present at roll call.

*Sarah Sterling entered the meeting at 2:39 pm*.

Communications/Board Discussion

1. Presentation on audit scope

Carol Hausamann, CPA from Marvin and Company, presented on the scope of the audit via a PowerPoint presentation. Her presentation is included as an Addendum to these minutes.

Carol stated that her team will do preliminary audit fieldwork December 14-15, and will return in February for year-end audit work. Draft deliverables are scheduled to be completed by March 31, 2018 but they will try to have them ready earlier. The final audit report will be presented at the April Board meeting. Carol alerted the Board to upcoming changes in the not-for-profit accounting framework, particularly regarding financial statement presentation and new disclosures for liquidity. She advised that there will be webinars available to help in understanding these changes.

**At 2:50 pm, Tina Sharpe made a motion to enter into executive session; Laurie Scott seconded**. At this time staff members Claire Parde, Lisa Thomas, John Ray, and Ashling Kelly exited the meeting to provide an opportunity for the Board to speak to Carol in the absence of staff. **Linda Tripp made the motion to come out of executive session**, and the staff re-entered the meeting at 2:55 pm.

1. Engagement of the External Auditing Firm

Brief discussion ensued regarding the contract. A member inquired about the length of the multiyear contract, how many years remain, and the year-over-year cost increases. John Ray replied that it is a three year contract, and this will be the last year. John also told the Board there have been incremental increases; this year the cost will be $13,900. There was an inquiry about the firm’s performance. John replied the firm does a good job overall, especially when educating the Board. He said the firm costs a little more than some but is worth the money. Claire remarked that the firm settled into their role well and quickly transitioned into business-as-usual. She reported the firm had been accommodating when asked to move up the date last year.

**The following motion was made by Jeff Rovitz and seconded by Ken Stall.**

**Be it RESOLVED, the Board of Directors moved to engage Marvin and Company as the External Auditor.**

**As non-Independent Directors, PJ Keller and Kevin McDonald appropriately abstained from the vote. All others affirmed and the motion carried.**

*At 3:00, staff member John Ray left the* *meeting*.

Consent Agenda

1. Board of Directors meeting minutes of 10-4-2017
2. Committee meeting minutes:
* Executive Committee meeting of 10-25-2017
* Budget & Finance Committee meeting of 11-21-2017
* Personnel Committee Meeting of 11-27-2017

**The following motion was made by Robin Andrews, and seconded by Tina Sharpe**

**Be it RESOLVED, the Board of Directors accepts the minutes/actions of the Board of Directors meeting of October 4, 2017 and all Committee meeting minutes.**

**The motion was unanimously approved and carried.**

Approval of new Personnel Policy 902: Paid Family Leave

Claire stated that in response to the new mandatory Paid Family Leave benefit, which takes effect January 1, 2018, a new policy needed to be created. The draft policy was approved by the Personnel Committee at its November 27, 2017 meeting.

**The following motion was made by Tam Mustapha and seconded by John Thompson.**

**Be it RESOLVED, the Board of Directors approves Policy 902: Paid Family Leave.**

**The motion was unanimously approved and carried.**

Claire reported that the broker from Brown and Brown came to the November staff meeting and discussed Paid Family Leave with the staff. The broker advised the staff that the Consortium is one of the few employers she has encountered that is advising employees about this benefit.

Treasurer’s Report

Members were provided with a copy of the Fiscal Highlights Report. Treasurer Robin Andrews reviewed the report and stated that the Consortium’s cash position continues to be strong, exceeding $300,000. She reported that the Budget and Finance Committee is considering adding to the investment account. Additional funds put into investment can be taken back out, if needed, in eighteen months without penalty. The ratios also look excellent. In response to a member’s question about whether our policy dictates socially responsible investments, Claire indicated that we avoid investments in any company that derives income from the manufacture of tobacco products. She also noted that our current investments are exclusively in mutual funds, which makes imposing those kinds of limitations difficult. Robin reported that the Budget and Finance Committee is scheduled to review the investment policy at its next meeting.

Governance Chair’s Report

Governance Chair Robin Andrews reported that the bylaws specify the President and Vice President may only serve two consecutive two-year terms, so both the President’s and Vice President’s terms are ending. She added that she also intends to surrender the office of Treasurer. A member questioned whether the Office of Treasurer is term-limited; Robin replied that the position is not term-limited, but she is interested in running for President. Robin summarized the duties of each office, as follows: The President presides over meetings and signs contracts. The Vice President presides when the President is not present. The Treasurer signs off on things like the engagement letter and tax filings after the board has approved them and occasionally signs checks when the Executive Director is unavailable to do so. The Treasurer is traditionally the head of the Budget and Finance committee, although that isn’t required. The Secretary signs off on Board meeting minutes. Robin acknowledged that the Consortium is a well-staffed organization, so being an officer doesn’t create a heavy workload. However, officers do comprise the Executive Committee, which has recently changed its meeting frequency to every other month, opposite board meetings. The Executive Committee spearheads the Executive Director’s review.

Following the Board of Directors meeting, a letter will go out to all Board members asking if anyone has an interest in serving as an officer. Responses to those letters will go to Beth. The Governance Committee meets on January 10th and will reviewing the letters of interest at that time.

President’s Report

Vice President Theresa Lux gave the President’s report in President Beth Schuster’s absence. She reported that the Executive Committee’s work on revising the organization’s new mission statement is underway. Chelly Hegan facilitated the creation of several word clouds which provide insight as to how different groups (Board of Directors, consumers, staff, and partners) perceive the Consortium. Anyone interested in continuing the discussion of the Consortium’s mission statement is invited and welcome to attend the next Executive Committee meeting on January 3, 2018 at 9:00 am. Claire remarked that there was great board participation in the creation of the word clouds and their input is greatly appreciated, and repeated the invitation to participate in the process.

At this point a motion to go into executive session to approve the Executive Director’s contract was requested. **Scott Thomas made the motion, which was seconded by Jack Mabb.** At 3:18, staff members Claire Parde, Lisa Thomas and Ashling Kelly exited the meeting to provide the Board an opportunity to discuss the Executive Director’s contract.

**Michael Cole motioned to end the executive session at 3:26pm.**

The vote occurred in regular session.

**Be it RESOLVED, the Board of Directors moved to approve the Executive Director’s contract for the 2018 calendar year as presented.**

**Motion made by Linda Tripp, seconded by Michael Cole, and unanimously approved.**

Staff re-entered the room at 3:29.

Executive Director’s Report

Members were provided with a copy of the Executive Director’s Report (see attached).

Claire reported that since writing her report, the contract for the Navigator program has been renewed for its fifth and final year, and that the Cancer Services Program contract has also been renewed. CSP COLA money was also approved, and we have now contracted with the Office for the Aging for NYConnects funding for October 1st through March 31st.

With the hiring of Ashling Kelly as Office Manager, staff hiring has been completed. Today ends the open enrollment period for health, dental and voluntary vision plans; FSA (flexible spending account); and 401K deferral. The Consortium also offers a supplemental short term disability policy, as well as long term disability, life, and accidental death and dismemberment insurances. The broker from Brown and Brown has remarked that many employers are moving to high deductible plans combined with HSAs, and stressed to the Consortium employees that ours is a rich benefits package.

Several Board members on the Opioid Steering Committee are involved in the planning for a collaboration with the Greene County Legislature. The nature of the opioid crisis lends itself to a joint legislative initiative between Columbia and Greene Counties.

Jeff Rovitz and Beth Schuster invited the Consortium to participate in a new Behavioral Health Collaborative of small and mid-sized providers in preparation for the onset of managed care and value-based payments. The Consortium has been invited as an affiliate, because of its role addressing the social determinants of health.

Claire has recently been named Chair of the Alcohol and Substance Abuse Subcommittee of the Community Services Board. She has also recently been elected to the Catskill Hudson Area Health Education Center, one of nine Area Health Education Centers in the state, whose goals include promoting and developing a healthcare workforce to improve healthcare accessibility and outcomes. Claire will be representing Columbia County, and the first meeting will be in February. She is working with Kathleen Lill from Marist College to find sites for Marist healthcare students to do their clinical rotations.

In February, Claire will be attending the NRHA Policy Institute in Washington, DC.

The Executive Committee has moved its meetings to the first Wednesday of every other month; the next meeting will be on Jan. 3, 2018, at 9:00 am.

Additional Discussion

Jeff Rovitz mentioned an article he had just read regarding the social determinants of health including housing, health insurance, and transportation. Claire is in the process of writing an RFP to the Foundation for Community Health to fund an evaluation of and strategic plan for our medical transportation program. The grant would be for $18,000 to hire an outside group to conduct a study evaluating our existing transportation system and examine options, such as fees and dynamic ridesharing.

The Board took a break for a holiday party, with desserts and punch from Cascades in Hudson.

Adjournment

**The meeting adjourned at 3:55; Jack Mabb motioned, and Michael Cole seconded the motion.**

**Respectfully submitted,**

**Linda Tripp, Board Secretary**

**ADDENDUM**

**Columbia County Community Healthcare Consortium, Inc.**

**Board of Director’s meeting**

**December 6, 2017**

**Executive Director’s Report**

**Outreach and Community Relations**

* On Thursday, October 12th, I attended the fourth and final of the County’s Opioid Forums in Germantown.
* On Tuesday, October 17th, John Ray and I attended the breakfast briefing on Paid Family Leave by Bond, Schoeneck and King in Albany.
* On Tuesday, October 24th I participated in a panel discussion on Financing of Maternal and Child Health Programs in NYS, at a summit in Albany sponsored by the Association of Perinatal Networks
* On Thursday, October 26th, we had a site visit (audit) from our Tobacco Contract Manager
* On Thursday, October 26th, I attended the presentation by SUNY Albany sharing the results of their study of Chatham Cares 4U.
* On Monday, October 30th, I attended the third meeting of Assemblymember Didi Barrett’s Human Services Advisory Council at the Omega Institute, in Rhinebeck. I am now the Chair of the “Emerging Issues” Committee, which will initially focus on the transition to managed care.
* On Wednesday, November 1st, I participated in the semi-annual meeting of the Community Advisory Committee to the NYS Health Foundation in NYC.
* On Thursday, November 2nd, I participated as the official “Listening Panel” at the Listening Forum jointly organized by CPR and Friends of Recovery-NY (FOR-NY) in Germantown
* On Monday, November 6th, I attended the Marc Mero event, which was organized by Columbia Pathways to Recovery (CPR) and prominently sponsored by the Consortium
* On Friday, November 17th, I participated in the breakfast briefing for Supervisors hosted by the Safe at Home Subcommittee of the Columbia County Senior Advisory Council.

**Program Management**

* The contract renewal documents for the 5th and final year of the Navigator Program, which started on October 1, 2017, were approved.
* We continue to await approval for the revised work plan and budget for the Cancer Services Program that reflected reduced funding amounts. We are, however, getting reimbursed for expenses once vouchered.
* We submitted a subcontractor budget to our partners at the Columbia County Office for the Aging for the NYConnects Program for the period of October 1, 2017 through March 31, 2018, and are currently awaiting approval from the New York State Office for the Aging (NYSOFA).

**Personnel Management**

* Ashling Kelly started work on Monday, October 30th as the Consortiums’ Office Manager. Ashling fills the last open position at the Consortium!

**Policy, Strategy and Program Planning**

* I continue to meet once every two weeks with the “Steering Committee” of the Opioid Epidemic Response Committee, which is currently working on developing an approach to a two-county collaboration, which entails morphing the Columbia Greene Controlled Substance Awareness Task Force into a Joint Commission
* On Friday, October 27th, I joined a group of behavioral health providers who were collaborating to submit a proposal to the State Office for Mental Health to form a behavioral health collaborative. The Consortium would be an “affiliate” in this arrangement.

**Upcoming Events**

* On Wednesday, December 6th, I will represent the Consortium at the Greene County Chamber of Commerce’s Holiday Party
* On Thursday, December 7th, I will participate in the meeting of the Advisory Committee to the Population Health Improvement Program of the Capital Region, administered by the Healthy Capital District Initiative
* I will be attending the National Rural Health Policy Institute in Washington, DC February 5th-8th, 2018 (please note that this means I will be absent for the February board meeting)

**Announcements**

* I recently became the Chair of the Alcohol and Substance Abuse Subcommittee of the Community Services Board (CSB)
* I recently was elected to the board of the Catskill Hudson Area Health Education Center

**Important Reminders**

* The Executive Committee will not meet in the month of December. Starting in 2018, Executive Committee meetings will be the first Wednesday every other month. The next meeting is therefore **January 3rd** at 9:00 a.m., to which all members are invited to further discuss the mission statement