



## Notes from the Board of Directors Meeting of April 1, 2020

### I. Call to Order and Roll Call

*Due to Covid-19 requirements, this meeting was held virtually on the Zoom web platform, and recorded. All voting was done via chat and computer audio.*

The meeting was called to order by President Robin Andrews at 2:38 pm.

The following members were present at Roll Call: Robin Andrews, Chelly Hegan, Theresa Lux, Jack Mabb, Casey O'Brien, Arthur Proper, Tina Sharpe, Ken Stall, Sarah Sterling, Scott Thomas, John Thompson, Linda Tripp

The following members were absent at Roll Call: Michael Cole, Bob Gibson, PJ Keeler, Kevin McDonald, Jeff Rovitz, Beth Schuster, Nancy Watrous.

Staff members Claire Parde, John Ray, Lisa Thomas, and Ashling Kelly were also present, as well as Ken McGivney and Brittany Trela of the auditing firm Bonadio Group.

### II. Presentation of Audit

After welcoming members to the meeting, Robin introduced Kenneth McGivney and Brittany Trela of the Bonadio Group, who presented the annual audit findings. A printed summary was emailed to the Board members and made available on the Board portal of the Consortium's website a week prior.

Highlights of the audit are as follows:

- Executive Summary: no material weaknesses or significant deficiencies; no fraud risk was found; no difficulties or disagreements in findings; no adjustments were needed; no management letter point that requires reporting
- There are two new accounting standards pertaining to revenue; the Consortium meets both those standards; all is in-line and proper
- Statement of Financial Position: there has been a 23% growth in net assets from 2015 – 2019 including an investment income increase of about \$25K as of 12/31/2019
- Statement of Activities: revenue decreased by \$24K; operating revenue is in line with operating expense; current ratios are solid and very good

- NYS SHIELD ACT, which relates to cybersecurity, took effect in March. While a prudent response is to run vulnerability and penetration tests yearly, they can be costly. It is recommended that non-profit clients do a risk assessment to determine how often they can assume that expense

It was noted that the market is down by 30% and this will be par for the course for several months.

Ken McGivney commented several times that John Ray was very well prepared, had good underlying supporting documentation, and was very helpful throughout the audit process.

There was brief discussion about the Board entering into executive session and Claire indicated that staff were prepared for this from a technical perspective. The Board recognized no necessity for an executive session based on the findings of the audit and Ken McGivney's assurance that he was unaware of anything that required disclosure. As Board Chair, Robin Andrews waived the executive session.

**Be it RESOLVED, the Board of Directors moves to approve the external audit.**

*Motion made by Casey O'Brien, seconded by Linda Tripp and unanimously approved.  
[Only Independent Directors acted]*

**Be it RESOLVED, the Board of Directors moves to approve and file the IRS Form 990 and NY CHAR500.**

*Motion made by Casey O'Brien, seconded by Scott Thomas, and unanimously approved by video chat.  
[Only Independent Directors acted]*

*Ken McGivney and Brittany Trela left the meeting at 3:21.*

Claire told the Board that she has been in touch with Ken McGivney regarding the CARES Act, and will continue to rely on their guidance.

### III. Consent Agenda

**Be it RESOLVED, the Board of Directors moves to accept the minutes/actions for the Board of Directors meeting of December 4<sup>th</sup>, 2019, and all Committee meeting minutes.**

*Motion made by Casey O'Brien, seconded by Art Proper, and unanimously approved.*

### IV. President's Report

Robin informed the Board of a change made to the Personnel Policy by the Executive Committee. Prior to the change, the Personnel Policy directed staff to go to the head of the Personnel committee if there was an issue that involved the Executive Director. Because there is no longer a Personnel Committee, the policy has been changed to state that if there is an issue involving the Executive Director, staff should report it to the appropriate management representative including the

supervisor, Office Manager, or the Corporate Compliance Officer; the problem may also be reported to the Chair of the Board.

Robin asked Claire to explain the Transportation Title VI policy. Claire explained that while working on the Transportation Program's 5310 application, it was discovered that, while the Consortium has a non-discrimination policy, it was insufficient for the purposes of the 5310 funding opportunity, which was submitted on March 13th. Upon affirming that the non-discrimination policy could be adopted after the submission, Claire reviewed the NY State Department of Transportation's policy template in detail and confirmed it was in no way in conflict with any Consortium policies. The members reviewed the proposed policy. A member was noted that gender identity wasn't included; Claire added that it specifically referenced Vietnam-era veterans rather than all. The Board agreed to amend the the policy to include "gender identity," "veteran status," and "all other protected classes."

**Be it RESOLVED, the Board of Directors approves the adoption of the Transportation Program's Non-Discrimination Policy, as amended.**

*Motion made by Scott Thomas, seconded by Casey O'Brian, and unanimously approved.*

V. Treasurer's Report

John Ray gave the report. We had \$300,000 cash reserves at the end of February. We have five months cash on hand. Payors have sent checks more quickly than usual. The investment account was at \$178,000; it is expected that the account will go down significantly due to the current market situation.

*John Ray left the meeting at 3:29 p.m.*

VI. Governance Report

Linda Tripp presented the slate of candidates for reelection:

Robin Andrews, Consumer

Chelly Hegan, Upper Hudson Planned Parenthood

Casey O'Brien, Columbia-Greene Community College

Theresa Lux, Catholic Charities

Art Proper, Non-Designated

Beth Schuster, Twin County Recovery Services

Ken Stall, COARC

John Thompson, St. John in the Wilderness Episcopal

Nancy Watrous, EDDY Visiting Nurse Association

**Be it RESOLVED, the Board of Directors elects the aforementioned members to two-year terms on the Board of Directors.**

*Motion made by Jack Mabb, seconded by Scott Thomas, and unanimously approved by video chat.*

Linda asked that all present help her thank these members for renewing their commitment, and all members for their service.

Next, Linda presented the slate of Officers of the Board for two-year terms:

President—Robin Andrews

Vice-President—Chelly Hegan

Treasurer—Jack Mabb

Secretary—Linda Tripp

**Be it RESOLVED, the Board of Directors elects the aforementioned members to serve as Officers for a term of two years.**

*Motion made by Casey O'Brien, seconded by Scott Thomas, and unanimously approved by video chat.*

Linda thanked the Officers for their Board service. She then announced that Beth Schuster and Michael Cole are the recipients of the Anne W. Zittel Friend of the Consortium awards.

*Linda Tripp left the meeting at 3:32 p.m.*

## VII. Executive Director's Report

Claire began her report by addressing the Consortium's Covid-19 response, which was continually adjusted as the situation evolved. The Consortium adapted to each Executive Order, ensuring we were in compliance. It was necessary to reduce the temporary casual staff hours to zero. This affected the two staff the Consortium provides to Greene County DSS, the downstairs building receptionists at 325 Columbia Street, and the Community Health Workers. Notice of layoff was also provided to two regular staff whose work duties could not be done remotely. One part of the rationale of laying off a staff member in the Transportation Department was to scale down and reduce expenses while revenue was also significantly reduced. The transition to working remotely was initially bumpy as technology issues were being sorted out. The first week of remote work focused largely on getting ready and used to working from home; the second week has been about actually working. Claire expressed her thoughts that the closure may last a long time and that it is necessary to consider what it looks like in the long term. The staff have good attitudes, have demonstrated flexibility, and been supportive of one another. The supervisors have done a great job keeping their teams together with daily phone calls, video conferences and more.

All programs and services continue, some telephonically. Transportation continues to function but at a much reduced level. Clients have chosen to cancel non-emergency appointments and healthcare providers have rescheduled client appointments for later in the year. Many of the Transportation clients are from PROS, which has gone to virtual provision of services. There were

15 clients being transported two or three times a week to dialysis treatment; when contacted by Transportation staff, each client indicated that they had no other means of getting to their treatments without our Transportation program. That number has since increased to 18.

Several of our drivers took themselves off the schedule; some reluctantly did so because of family concern and pressure about their potential exposure. Claire had told the drivers early on that they should make the best decision for themselves. Jim Funk is running the program alone, from a home-based office. While the Chairman of the Board of Supervisors, Matt Murrell, has verbally designated the program as an essential service, we have sought confirmation from NY State and the Medical Answering Service but have not received anything official.

*Casey O'Brien left the meeting at 3:39 p.m.*

Robin asked if anyone in the meeting wished to share their experiences with the current situation. Claire shared that Network members had been in regular communication with each other, and noted everyone's circumstances are different. Robin asked if there is anything that would be supportive to Board members. Chelly Hegan told the group that Upper Hudson Planned Parenthood is in great need of personal protective equipment (PPE), with only a two-week supply remaining, and asked if any members had any available. The agency is strictly following CDC guidelines regarding PPE to be used, and has put in a request to the County.

#### VIII. Adjournment

The meeting was adjourned at 3:59 p.m.

Respectfully submitted by

A handwritten signature in cursive script that reads "Linda Tripp".

Linda Tripp, Secretary