**Columbia County Community Healthcare Consortium, Inc.
Notes from the Board of Directors Meeting of August 6, 2014**

**DIRECTORS PRESENT:** Robin Andrews, James Campion, Michael Cole, Karyn Dornemann, Lisa Evans, PJ Keeler, Arthur Koweek, Theresa Lux, Tam Mustapha, Jeffrey Rovitz, Tina Sharpe, Ken Stall, Scott Thomas, John Thompson, Linda Tripp, Nancy Watrous.

**DIRECTORS ABSENT:** Arthur Proper, Angella Timothy, Beth Schuster, Leitha Pierro, Michelle Ublacker, Nancy Winch.

**STAFF PRESENT:** Claire Parde, Kathy Houston

**CC BOARD OF SUPERVISOR REPRESENTATIVE:** Sarah Sterling

The meeting was opened at 2:35 p .m. by Vice President, Theresa Lux.

**MEETING MINUTES:**

Theresa asked the Board to consider the minutes of the Board of Directors meeting of June 4, 2014.

**Karyn Dornemann made a motion to approve the minutes of the Board of Directors Meeting of June 4, 2014. Linda Tripp seconded the motion, all approved and the motion carried.**

Theresa asked the Board to consider the following Committee meeting minutes:

* Personnel Committee – June 13
* Evaluation/Corporate Compliance Committee – June 18
* Bylaws/Membership/Nominating Committee – July 2
* Finance and Audit Committee – July 15
* Executive Committee – July 23
* Evaluation/Corporate Compliance Committee – July 30

**Lisa Evans made a motion made a motion to accept the Committee meeting minutes. Tam Mustapha seconded the motion, all approved and the motion carried.**

**EXECUTIVE COMMITTEE’S REPORT:**

Theresa said that there would be no formal Executive Committee report, since all the items discussed at the July 23 Executive Committee Meeting would be presented to the Board of Directors separately during the current meeting.

Theresa requested a motion to elect Kary Jablonka, Interim Commissioner of the Columbia County Department of Social Services, to fill the vacancy.

**Lisa Evans made a motion to elect Kary Jablonka, Interim Commissioner of the Columbia County Department of Social Services, as the DSS representative to the Board of Directors. Jeffrey Rovitz seconded the motion, all approved and the motion carried.**

**CONFLICT OF INTEREST POLICY REVISIONS:**

Claire discussed minor changes to the Conflict of Interest Policy that were added after the revised Policy was sent to the Board Members. A definition of the term “relative” was added.

Theresa requested a motion to approve the recommended revisions to the Conflict of Interest Policy.

**Tina Sharpe made a motion to approve the recommended revisions to the Conflict of Interest Policy, effective August 6, 2014. Robin Andrews seconded the motion, all approved and the motion carried.**

**WHISTLEBLOWER POLICY:**

Theresa requested a motion to approve the recommended revisions to the Whistleblower Policy.

**Tam Mustapha made a motion to approve the Whistleblower Policy, effective August 6, 2014. PJ Keeler seconded the motion, all approved and the motion carried.**

The Directors agreed that both policies should be appended to the Bylaws, with the stipulation that both of the policies could be revised as standard and usual business by the Board of Directors without the requirement of a 2/3 quorum required to make changes to Bylaws.

**BYLAWS REVISIONS:**

Claire discussed minor changes to the Bylaws that were added after the revised Bylaws were sent to the Board Members. An explanation of the duties of the Budget and Finance Committee was added to the introduction to the Article VII, Committees.

Theresa requested a motion to approve the recommended revisions to the Bylaws.

**Robin Andrews made a Motion to approve the recommended revisions to the Bylaws effective August 6, 2014. Tina Sharpe seconded the motion, all approved and the motion carried.**

**EXECUTIVE DIRECTOR’S REPORT:**

* Claire reported the agency has received a fully executed Cancer Services Program contract.
* We are currently waiting for the Tobacco Control contract, which had a July 1, 2014 start date. We received a written directive from NYS Department of Health to begin project work, with no guarantee of reimbursement. Claire has decided to retain the existing staff, but not to begin the hiring process until we have received the contract documents for her signature.
* The agency is awaiting reimbursement of vouchers dating back to November 2013 and totaling $123,000.00 for expenses incurred administering the Navigator Program. Despite this, the agency’s cash position is still strong and all programs are able to function.
* The agency received notification that we have been revalidated as a Medicaid transportation provider. Claire thanked the Board members for their assistance with the application process.
* The agency recently submitted interim reports to the Foundation for Community Health and the Dyson Foundation. We have received a no-cost 3-month extension on the Dyson contract, until September 30, 2014.
* The Office Manager Position posting has received 69 applications. Claire will be part of a 3-person hiring team that will be conducting interviews the week of August 13th. John Ray will be included in the second interviews of the most promising candidates.
* Claire said that Debra Zahn was not able to present to the Board on this date, but provided Claire with slides to help explain the Delivery System Reform Incentive Payment Program (DSRIP) to the Directors. Claire explained the features of DSRIP and stated that Columbia County is already very collaborative and is therefore well-positioned to participate.

**NEW BUSINESS:**

Previously addressed.

**OLD BUSINESS:**

There was no old business.

**ANNOUNCEMENTS**

Kathy Houston, whose position at the agency is being eliminated, announced that this would be her last Board of Directors meeting. She expressed her appreciation for the Board of Directors and their interest in and oversight of the Healthcare Consortium.

**ADJOURNMENT**

**Tam Mustapha made a motion to adjourn at 3:55 p.m.**

*Notes prepared and respectfully submitted by Kathy Houston, August 11, 2014*

***Reviewed and approved,***

 ***Karyn Dornemann, Board Secretary***