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**Notes from the Board of Directors Meeting of December 1, 2021**

1. **Call to Order and Roll Call**

*Due to Covid-19 concerns, this meeting was held virtually on the Zoom web platform. All voting was done contemporaneously using computer audio.*

The meeting was called to order by President Robin Andrews at 2:34 p.m.

The following members were present at the call to order: Art Proper, Bob Gibson, Casey O’Brien, Chelly Hegan, Dan Almasi, Dorothy Urschel, John Thompson, Ken Stall, PJ Keeler, Robin Andrews, Sarah Sterling, Scott Thomas, Theresa Lux.

The following members were absent at Roll Call: Jack Mabb, Jeff Rovitz, Kevin McDonald, Raina Cashdollar.

Also present were the following:

Staff members: Claire Parde, John Ray, Lisa Thomas, Ashling Kelly

Guest: Kenneth McGivney of Bonadio

1. **Reminder of Duty to Disclose**

Robin requested that Board members remember their duty to disclose any interests that might give rise to a conflict whenever the Board acts.

 *[Jeff Rovitz entered the meeting at 2:36 p.m.]*

1. **Presentation on Audit Scope**

In keeping with the requirements of the Not-for-Profit Revitalization Act, which requires auditor communications with a board both before and after an audit, Ken McGivney of the Bonadio Group gave a presentation on the upcoming audit. To start, he reminded the group that each year there is an assessment of the Bonadio Group’s independence from the Consortium; Bonadio remains independent. He also noted that audit standards have not changed. Although Bonadio has been slightly delayed in preparing for the audit, fieldwork should begin in January 2022, with the goal of presenting the financial statements at the April 2022 Board of Directors meeting and filing the CHAR500 and IRS990 timely. Among the items that will be examined during the audit are the impacts of COVID-19 on agency budgets. The audit will also include an assessment of several risk categories, as well as revenue recognition and cost-reporting He noted that auditors are particularly mindful this year of “double dipping” associated with the unprecedented flow of COVID relief funds made available to health and human services providers. The firm will continue to monitor this particular risk, but Ken also noted that Claire and John Ray had consulted with Bonadio for guidance while expensing the funds and engaged them to assist with preparing the loan forgiveness application, which was successful. Ken stated that he does not foresee any issues with the audit, and encouraged Board members to consider what questions they may have and contact him.

Claire advised the Board that there was a mechanism in place to enable an Executive Session with Ken if the members wished. The group decided against an Executive Session.

*[Ken McGivney and John Ray left the meeting at 2:56 p.m.]*

**Be it RESOLVED, The Board of Directors moves to engage the Bonadio Group as the External Auditor. *[Only Independent Directors may act]***

**Motion made by Ken Stall, seconded by Theresa Lux, and unanimously approved. *[Non-independent Director PJ Keeler abstained]***

In response to a question as to whether the agency has a cybersecurity insurance policy, Claire responded that the need for one had been evaluated previously; it was determined that very little personally identifying information and/or personal health information is retained in-house; most client data resides exclusively on web-based platforms managed by the State. Consequently, the risk of a breach was and continues to be low.

1. **President’s Report**

Robin Andrews advised the Board members that Board member Tina Lee had resigned as Executive Director of Twin County Recovery Services, thereby also resigning her position on the Healthcare Consortium’s Board of Directors.

Robin also noted that, with Linda Tripp’s departure from the Board in June, there is not currently a Board Secretary, and invited anyone who might want to take on that role to express their interest to her.

1. **Consent Agenda**
	1. Board of Director’s Meeting minutes of October 6, 2021
	2. Committee Meeting Minutes:
* Governance Committee Meeting of October 27, 2021
* Executive Committee Meeting of November 3, 2021
* Budget and Finance Committee Meeting of November 23, 2021

**Be it RESOLVED, the Board of Directors accepts the minutes/actions of the Board if Directors Meeting of October 6, 2021 and all Committee meeting minutes. *[All members may act]***

**Motion made by Art Proper, seconded by Theresa Lux, and unanimously approved.**

**VI**. . **Executive Session**

A motion was made to enter into Executive Session to discuss the Executive Director’s 2022 compensation and contract. *[Claire Parde, Lisa Thomas and Ashling Kelly logged off the zoom meeting as the Board of Directors entered into the Executive Session at 3:03 p.m.]*

*[Jack Mabb entered the meeting at 3:05 p.m.]*

**The Executive Session ended at 3:11 p.m. following a motion by Jack Mabb, which was seconded by Chelly Hegan.**

*[Following the Executive Session, Claire Parde, Lisa Thomas and Ashling Kelly rejoined the meeting].*

**Be it RESOLVED, The Board of Directors approves the two-year compensation proposal and contract for the Executive Director. *[All members may act]***

**Motion made by Jack Mabb, seconded by Jeff Rovitz, and unanimously approved.**

*[Ken Stall left the meeting at 3:15 p.m.]*

1. **Treasurer’s Report**

Treasurer Jack Mabb reported that the agency is on strong financial ground, and introduced the 2022 Operating Budget, which was recommended for approval by the Budget and Finance Committee.

**Be it RESOLVED, the Board of Directors approves the 2022 Operating Budget. *[All members may act]***

**Motion made by PJ Keeler, seconded by Bob Gibson, and unanimously approved.**

**VII**. **Adjournment**

The business of the Board being concluded, the meeting was adjourned at 3:17 p.m., following a motion made by Chelly Hegan.

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**Executive Director’s Report to the Board**

**December 1, 2021**

**Fiscal Management**

**New York State Contracts**

* TOB—We continue to await approval on the Year 3 budget and work plan for the **Tobacco Control Program** that were submitted on October 12th. We anticipate that this will not occur for a few more weeks. Payment on June, July, and August vouchers has now been made, and the September voucher is pending. The October voucher will be submitted by November 30th.
* NAV—August and September vouchers for the **Navigator Program** have been paid. The October voucher will be submitted by November 30th.
* RHN—This week, we will be submitting a request to modify the current year’s budget for the **Rural Health Network Development Program** in order to fully expense it by year end. While the work plan and budget for the 2022 grant year (January 1-December 31, 2022) cannot be submitted until the 2021 grant year is closed out in the early part of next year, we have been asked to submit a document that describes 2022 work plan goals and any anticipated budget and/or work plan changes by December 3rd.
* ***Takeaway:*** ***All NYS contracts are basically current, and anticipated to renew without issue.***

**Foundation Contracts**

* The Foundation for Community Health (FCH) granted us $25,000 for the **Children and Adults Rural Transportation Service (CARTS)** to expend in the 2022 calendar/contract year. FCH also recently granted us an additional $3,900 for the **Prescription Access and Referral Program,** which we have already received and can immediately apply.
* In addition to all the regular and usual reports due to FCH, I have completed a final report on the $15,000 grant provided earlier this year, as well as completed an organizational goals assessment associated with the $100K general operating support grant more recently given.
* I applied for and was granted $20,000 from the **Rip Van Winkle Foundation** to support CARTS. The monies have been received and applied.
* The Columbia County Sheriff’s Office was good enough to participate, once again, in “No Shave November,” which permits deputies to suspend shaving for a month when they donate to the Columbia County Community Cancer Fund. This year, the SO’s raised nearly $4,000 for the Fund!
* ***Takeaway: Our Foundation partners continue to be an important source of support to programs and operations.***

**Network Member Contracts**

* The contract work that I have undertaken on behalf of the Consortium—namely, the contract with Coarc for strategic planning and the contract with CMH for community health improvement planning—have been keeping me very busy this late summer/early fall and will continue to do so through the winter and spring.

**Other fiscal matters**

* As discussed when the Board last met, we have been intent on improving drivers’ wages. Although we typically make their wage adjustments on or around January 1st, we decided to do so in the payroll period ending November 20th, which would be reflected in the paycheck received the day before Thanksgiving. I wrote a memo to the drivers expressing our appreciation for all that they do on our behalf, which was delivered to each personally by Jim Funk, the Transportation Program Director. Jim reports that the drivers were surprised and very pleased with the bumps they received, which ranged from 3% to 22%, depending on their prior rate of pay. There are now three distinct wage groups, with small variations reflecting differences in tenure and responsibility.

**Personnel Management**

* On November 17th, we launched our open enrollment period for personnel benefits, including health, dental, vision, FSAs, STD, LTD, Life and AD&D coverages. The open enrollment period will conclude on 11/30.
* In the coming weeks, I will be focused on developing a job description and advertisement for the new position of Director of Development and Communications. I will also be working with the Executive Committee to develop a charter for, compose, and convene a Development Committee as a committee of the corporation.

**Board and Community Relations**

* On November 4th, I participated in Congressman Antonio Delgado’s **Healthcare Advisory Committee**
* On November 12th, I attended a meeting of the **Board of the Catskill Hudson Area Health Education Center** at Touro College of Osteopathic Medicine in Middletown. My involvement with this board is helpful because it creates a network of people involved in provider training and pipeline programs.
* On November 18th, I was privileged to introduce the Mobile Crisis Assessment Team (MCAT), a project of the Mental Health Association, at the **Annual Rural Health Awards Ceremony** hosted by the New York Association for Rural Health (NYSARH). (I nominated MCAT for the Outstanding Rural Health Program of the Year Award, and NYSARH, in its wisdom, selected them.)
* As previously reported I am now part of the **Advisory Committee of the Everhome Columbia Project**, which aims to marry care coordination and in-home technology to help seniors live safely and independently at home; the group convened on November 19th and is scheduled to meet once monthly thereafter
* The fall meeting of the **NYS Health Foundation’s Community Advisory Committee**, of which I am a part, will be on December 7th
* The **Retirement Gathering for Jeff Rovitz** will be on **December 9th** at Iron and Grass in Hudson; I will attend and all Board members are welcome.
* I continue to convene and facilitate meetings of the **Southern Hub Behavioral Health Workgroup**, which meets once monthly; the next scheduled meeting is December 16th
* I have been meeting with staff and members of the **Capital Behavioral Health Network**, an IPA of which the Consortium is a part, to assist with designing a project to provide regional transportation to people with SUD
* I have relinquished my role as Chair of the Governance Committee of NYSARH’s Board, a capacity in which I have served since the early part of 2016, and have been appointed Chair of **NYSARH’s Policy Committee**. In that capacity, I will be meeting with the Assistant Secretaries of Health in the Governor’s Office on Dec 1st.
* Finally, my appointment to the **Rural Health Council**, a statewide policy body that is comprised of 21 members, 11 appointed by the Governor and 10 appointed by both chambers of the Legislature, is now complete. I am pleased to report that I was asked and agreed to serve as the Council’s Chair.