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**Notes from the Board of Directors Meeting of February 2, 2022**

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 2:31 p.m.

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

The following members were absent at Roll Call: Dan Almasi, Jack Mabb, Raina Cashdollar.

Also present were the following:

Staff members: Claire Parde, Lisa Thomas, Ashling Kelly

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.

1. **Consent Agenda**
2. Board of Directors meeting minutes of December 7, 2021
3. Committee meeting minutes:
* Budget and Finance Committee Meeting of January 25, 2022
* Governance Committee Meeting of January 26, 2022

**Be it RESOLVED, the Board of Directors accepts the minutes/actions of the Board of Directors Meeting of December 7, 2021 and all Committee meeting minutes. *[All members may act]***

**Motion made by Bob Gibson, seconded by Art Proper, and unanimously approved.**

1. **President’s Report**

Robin advised the Board members that there were changes to the Healthcare Consortium’s Whistleblower Policy. As Corporate Compliance Officer, Lisa Thomas provided a summary of the State’s Whistleblower Law (NYS Labor Law Section 740) expansion, which took effect January 26, 2022. Highlights of that expansion include:

* + proof is no longer required of an actual violation of law or that the law be related to health care fraud or public safety
	+ Complaints do not have to first be brought to the employer’s attention
	+ Retaliatory actions are expanded from personnel actions to actual or threatened adverse employment actions, impacting current or future employment; contacting or threatening to contact immigration or other authorities to report immigration status
	+ Employees’ rights need to be conspicuously posted in easily accessible and well-lit locations and made available to all applicants

The Board was reminded that although the Whistleblower Protection Policy is appended to the bylaws and considered a part thereof, the bylaws specifically allow it to be amended by a simple majority whenever a quorum is present.

**Be it RESOLVED, the Board of Directors accepts the changes to Whistleblower Policy [All members may act]**

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

The expansion of the State’s Whistleblower Law also prompted changes to the Airborne Infectious Disease Exposure Prevention Plan, found in Personnel Policy 1301 and the C.A.R.T.S. Policies and Procedures manual. As the change was identical in both affected Policies, and reflected the language of the newly amended Whistleblower Policy, the Board voted on them as one item.

**Be it RESOLVED, the Board of Directors accepts the changes to Personnel Policy 1301 and C.A.R.T.S Policy: Airborne Infectious Disease Exposure Prevention Plan.**

**Motion made by Bob Gibson, seconded by Kevin McDonald, and unanimously approved.**

Robin reported that the Executive Committee approved a short-term loan in the amount of $100,000 to the New York State Association for Rural Health (NYSARH) to assist with a cash flow problem related to timing issues. This will help NYSARH meet its immediate cash needs and fulfill its obligations. The loan will be reimbursed in late winter/early spring of this year.

Robin updated the Board on the progress towards creating a Development Committee of the Corporation. This will be a short-term but robust committee, lasting six to nine months, and consisting of both Board and non-Board members. In keeping with the Strategic Plan, the focus will be on the CARTS program, which provides a crucial service but loses money each year.

The Committee’s goals will include:

* Creating a job description for a Director of Development and Communications, and interviewing candidates
* Developing a plan of action
* Creating a list of potential donors

Robin asked that any members who are interested in sitting on the committee, or who know someone else who would be interested, advise Claire and Robin.

*[Casey O’Brien exited the meeting @ 2:55 p.m.]*

1. **Treasurer’s Report**

In Treasurer Jack Mabb’s absence, Claire Parde provided the Fiscal Highlights report. The agency’s cash balance is robust. Grants receivable are in good shape; all NYS contracts are paying and current. The investment account is holding steady. Our current ratio is 4.1. Our operating reserve is at 61%, which is very good. The agency has enough “cash on hand” for seven months.

Claire pointed out the striking difference between this year and the same time last year, when there was so much uncertainty. She reminded the group that the Budget and Finance Committee meets a week prior to the Board meeting, ensuring the Treasurer’s report information is current.

**VI**. **Executive Director’s Report**

Claire advised the group that all contracts are current. Tobacco Free Action’s three-year budget has not been approved; the program is operating on the Year 2 budget and vouchers are being paid. Claire noted that this is the only State contract with delays; the reason is unknown, but all of the Tobacco Control contracts are being affected.

Foundation contract reporting, both quarterly and year end, is underway. The general operating report for Foundation for Community Health was conducted verbally with the Foundation’s Senior Program & Evaluation Officer, who will write up the report and send it to Claire for comment. Year two of the Dyson Foundation contract has been closed out.

*[Ahead of the next portion of the ED’s report, Board member Theresa Lux disclosed that she also serves on the Greene County Rural Health Network.]*

Kim Kaplan, Director of the Greene County Public Health Department, asked the Consortium to represent them for community health improvement planning, as Claire has done with Columbia Memorial Health. After checking with Dorothy Urschel, CMH Chief Operating Officer, to determine that CMH had no concerns about this arrangement (Dorothy had none), Claire and Kim drafted a contract and are close to signing it. Claire noted that contracting with Greene County would further the Strategic Plan goal of creating value and providing support for network members and partners. She also noted that this work is consistent with the plan of work for the Rural Health Network contract; in fact, various RHNs throughout the state have been engaged by hospitals and public health departments for the very same work. Board member Dorothy Urschel remarked that this work has been invaluable to CMH.

For several months, Claire has been meeting with Toni Carroll, the new Director of the Greene County Rural Health Network, to explore opportunities to work together. Now, Claire hopes to subcontract with Greene County Rural Health Network on the contract with Greene County Public Health for the community health improvement planning project. Claire anticipates meeting with that Network’s Executive Committee to discuss the arrangement.

Claire reminded the group that January is an important advocacy month. Her efforts have included ten legislative visits and their follow-up. The Rural Health policy platform has nine issues, including restoring full funding ($16.2M) to the Rural Health Network Development & Rural Access Hospital Programs; empaneling the Rural Health Council; expanding rural broadband and telehealth; and, repealing the 340B Pharmacy benefit Medicaid Managed Care carve-out, which would otherwise go into effect in 2023.

Claire noted that usually at this time of year she would be in Washington, D.C., engaging in federal advocacy efforts. However, this year she will be sending a letter detailing rural health priorities.

Finally, Claire reminded the group that the April meeting will be a robust one, with a full agenda that includes the audit presentation, Corporate compliance training, and the Annual Meeting.

*[Theresa Lux left the meeting at 3:07 p.m.]*

**VII.** **Adjournment**

 The business of the Board being concluded, the meeting was adjourned at 3:11 p.m.

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

**February 2, 2022**

**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 began on July 1, 2021. In the interim, however, NYSDOH IS reimbursing expenses against the contract, and we are current through November.
* NAV—NYSDOH has reimbursed expenses against the **Navigator Program** contract through October.
* RHN—We submitted the fourth and final voucher and performance report for the last contract year, ending December 31, 2021, of the **Rural Health Network Development Program.** When the contract year is fully closed out in the NYS Grants Gateway, we will be invited to submit a budget and work plan for the 2022 grant year (January 1-December 31, 2022).
* ***Takeaway:*** ***All NYS contracts are basically current, and anticipated to renew without issue.***

**Foundation Contracts**

* I completed a final report for the Dyson Foundation’s two-year, $98,000 General Operating Support Grant that just ended on December 31, 2021. Recall that the Dyson Foundation renewed its support to the Consortium, granting another two-year, $100,000 General Operating Support Grant for the period beginning January 1, 2022 and ending December 31, 2023.
* In addition to all the regular and usual program reports due to FCH, I also met with Natashea Winters to provide an interim report on the 3-year, $100,000/year General Operating Support Grant from FCH.
* ***Takeaway: Our Foundation partners continue to be an important source of support to programs and operations.***

**Other Contracts**

* Kim Kaplan, Director of the Greene County Public Health Department, requested that the Consortium represent that agency in the collaborative community health improvement planning activities, much as we currently do for CMH. Kim and I are in the process of finalizing that contract, which will cover the term of January 1 through December 31, 2022. I, in turn, hope to subcontract with the Greene County Rural Health Network to assist me, which would allow the two agencies to partner in a way they have not as yet, and also provide its relatively new Executive Director, Toni Carroll, an opportunity to be exposed and engaged in this kind of work, which is so fundamental to the charge of Rural Health Networks. In the next week or so, I will be outlining the terms of the subcontract (i.e. timeline, deliverables, reimbursement rate and timing) and expect to meet with the GCRHN’s Executive Committee to further explain the arrangement.

**Advocacy**

As you likely already know, I am a board member of the New York State Association for Rural Health (NYSARH). Last fall, I became chair of its Policy Committee and have been leading NYSARH’s state advocacy efforts. Last week, I personally met with the following elected officials and/or members of their staff:

* Assemblymember Donna Lupardo
* Senator Rachel May
* Senator Samra Brouk
* Assembly Minority Leader Will Barclay
* Assemblymember Linda Rosenthal
* Speaker Carl Heastie
* Assemblymember Aileen Gunther
* Senate Minority Leader Robert Ortt
* Assemblymember Richard Gottfried
* Senator Michelle Hinchey

Others in our delegation also met or will meet with the following offices:

* Assemblymember Angelo Santabarbara
* Senator Billy Jones
* Senator Gustavo Rivera
* Senator Roxanne Persaud
* Senator Majority Leader Andrea Stewart Cousins

Our advocacy positions fall into 9 major themes:

1. Invest in Rural Health Programs by restoring full funding ($16.2M) to the Rural Health Network Development & Rural Access Hospital Programs
2. Empanel the Rural Health Council
3. Enhance State support for Rural EMS
4. Repeal the 340B Pharmacy benefit Medicaid Managed Care carve-out
5. Ensure Adequate Public Health Infrastructure
6. Support Mental & Behavioral Health
7. Support Aging & Disability Services
8. Expand Rural Broadband & Telehealth
9. Promote Workforce Recruitment, Training & Retention

**Community Relations**

* On February 7th, I will facilitate a special “vision and mission” review for the CMH Board
* On February 9th, I will participate as panelist in HRSA’s Region 2 Rural Health Roundtable
* Later the same day, I will be interviewed by Susan Arbetter from Capital Tonight
* On February 11th, I will attend Assemblymember Didi Barrett’s Human Services Advisory Council meeting
* On March 10th, I will facilitate a meeting of community partners to conclude the community health needs

 assessment process

* On March 19th, I will facilitate a day-long strategic planning retreat for the Coarc Board of Directors

**Board Relations**

3/2 Executive Committee 9:00 am

3/2 Corporate Compliance Committee 10:00 am

3/22 Budget and Finance Committee 3:00 pm

3/23 Governance Committee 1:00 pm

4/6 BOARD OF DIRECTORS ANNUAL MEETING 2:30 pm