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**Notes from the Board of Directors Meeting of April 3, 2019**

Call to Order

The meeting was called to order by President Robin Andrews at 2:35 pm.

Roll Call

The following members were present at Roll Call: Robin Andrews, James Campion, Michael Cole, Chelly Hegan, PJ Keeler, Theresa Lux, Jack Mabb, Beth Schuster, Laurie Scott, John Thompson and Linda Tripp.

The following members were absent at Roll Call: Robert Gibson, Kevin McDonald, Art Proper, Jeff Rovitz, Tina Sharpe, Kenneth Stall, Sarah Sterling, Scott Thomas and Nancy Watrous.

Staff members Claire Parde, John Ray and Lisa Thomas were also present, as well as the auditors, Kenneth McGivney and Brittany Trela of the Bonadio Group.

Communications/Board Discussion

After welcoming the members, Robin introduced Kenneth McGivney and Brittany Trela of the Bonadio Group, who presented findings on the annual audit. A printed summary was handed out to all of those present.

*[Sarah Sterling entered at 2:40 pm and Jeff Rovitz entered at 2:49 pm]*

Highlights of the audit are as follows:

* Executive Summary: an unmodified opinion will be issued; there were no material weaknesses or deficiencies identified; current assets decreased primarily as a result of a decrease in accounts receivable due to the timing of payment on vouchers and a decrease in investments caused by a volatile market; Net Property and Equipment increased due to the purchase of 2 vehicles, a phone system and server; liabilities remained fairly consistent; total operating revenue increased by $5K. Ken McGivney stated that he audits 50 to 60 nonprofits per year, and John Ray, Fiscal Manager, provided one of the most detailed preparations for the audit of any agency.
* Required Communications: there are new accounting pronouncements to allow for more transparency; additional disclosures; no disagreements or concerns.
* Statement of Financial Position: 5 year trend was provided for 2014-2018; $100K increase in net assets; decrease in grants and accounts receivable due to timing; spike in accounts payable due to equipment purchases.
* Statements of Activities: increase in revenue; operating expenses are comparable year over year.
* Financial Statement Trends: the Consortium’s liquidity ratio for 2018 is 4.48 which exceeds the recommended ratio of 1.00 for liquidity; the Consortium’s operating revenue to expense ratio is good.
* Liquidity: some decline in liquid assets due to timing of bills paid and accounts receivable; the Consortium does have a line of credit.
* Notice 2018-99 Parking Expenses for Qualified Transportation Fringe: management has determined that this is not applicable to the Consortium.
* Lease Accounting: changes are coming; John Ray will be assisted with this.

Following the presentation of the audit, **a motion was made to enter an Executive Session by Linda Tripp and seconded by Chelly Hegan.**

*Staff members Claire Parde, John Ray and Lisa Thomas excused themselves from the meeting at 2:52 pm.*

**A motion was made to conclude the Executive Session by Michael Cole and seconded by James Campion.**

*Upon conclusion of the Executive Session at 2:59 pm, Claire Parde, Lisa Thomas and John Ray returned to the meeting.*

Robin Andrews mentioned that during the Executive Session, it was again noted what a great job John Ray did in preparing for the audit.

A question was raised about the distinction between net assets with donor restrictions and those without donor restrictions. Board members wanted to know how the $31,984 noted as being donor restricted differed from grant funds. Claire clarified that this amount was largely comprised of monies in the Cancer and other Financial Assistance Funds. Some board members questioned why contract dollars are not also considered “donor restricted.” Contract dollars are not donated, but rather earned; in fact, most of our contracts operate on a cost-reimbursement basis, so funds are claimed after expenses are incurred. Funds with donor restrictions are donations that are typically made available up front, but their use is restricted to a certain purpose as requested by the donor.

An inquiry was made about the Consortium’s Administrative rate, which was 16.8% in 2018. The agency is not subject to Executive Order 38.

IRS 990: the reporting form that many federally tax-exempt organizations must file with the IRS each year. This form allows the IRS and the general public to evaluate a nonprofit's operations; it includes information on the nonprofit's mission, programs, and finances. Related party transactions are examined to determine any interests that could lead to undue influence over the organization.

CHAR500: NYS annual filing for charitable organizations; costs $125.00 to file.

*[Auditors Kenneth McGivney and Brittany Trela left the meeting at 3:18 pm. John Ray, Fiscal Manager, left the meeting at 3:20 p.m.]*

The Board agreed that the presentation of the audit was much improved over prior years.

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

Motion made by Beth Schuster, seconded by Michael Cole. As a non-Independent Director, PJ Keeler appropriately abstained from the vote. All others approved and the motion carried.

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

Motion made by Chelly Hegan, seconded by Linda Tripp. As a non-Independent Director, PJ Keeler appropriately abstained from the vote. All others approved and the motion carried.

Consent Agenda

1. Board of Directors Meeting minutes of February 6, 2019
2. Committee meeting minutes:
* Strategic Planning Committee Meetings of February 8 and March 22, 2019
* Executive Committee Meeting of March 6, 2019
* Corporate Compliance Committee Meeting of March 6, 2019
* Governance Committee Meeting of March 27, 2019

**Be it RESOLVED, the Board of Directors moves to accept the minutes/actions for the Board of Directors meeting of February 6th, 2019 and all Committee meeting minutes.**

Motion made by Theresa Lux, seconded by Laurie Scott, and unanimously approved.

President’s Report

#  A. Approval of Revised Jury Duty Policy

**Be it RESOLVED, the Board of Directors approves the revisions to Personnel Policy 604.1: Jury Duty.**

Motion made by Chelly Hegan, seconded by Beth Schuster, and unanimously approved.

Robin reported that the work of the Strategic Planning Committee is going very well, and the Entire Board can expect a presentation on that work soon.

Treasurer’s Report

 A. Fiscal Highlights Report

Jack Mabb reported that checking is up slightly and accounts receivable has bounced back. The Bank of Greene County extended the credit limit. A question was raised about unspent funds from our grants. Claire explained that in our cost-reimbursement contracts, expenses not incurred are not claimed, so there are often unspent grant funds that are “returned” to the state (that is, unclaimed from the state).

Executive Director’s Report

Claire Parde presented the Executive Director’s Report (see attached). Claire mentioned that all Board members were provided with A Year in Review: 2018 Report on Programs and A Year in Review: 2018 Report on Finances.

Discussion

The Board expressed concern about the 5-year grant cycle for Navigator, Tobacco and RHN grants all falling within the same calendar year. We don’t have control over this. The Strategic Planning Committee is considering ways to diversify revenue to decrease this particular vulnerability.

The new grant year has started for NYConnects. We do not have a contract. We will incur expenses, but won’t be reimbursed until a contract is in place. We are able to work this way because we are currently in a strong cash position. There is still a vacant position in NYConnects, but we are hesitant to fill it without a contract. Instead, we will host a paid intern for the summer months.

When asked about the State Budget, Claire reported that proposed cuts to Medicaid which may have hurt the hospital did not survive. Similarly, though the Executive Budget flatlined the Public Health Improvement Plan that supports the Community Health Needs Assessment (CHNA) and Community Health Improvement Process (CHIP), it, too, was restored by the Legislature in the final approved budget. Both Columbia and Greene Counties will continue to work on the CHNA and CHIP together.

Corporate Compliance

Corporate Compliance Officer, Lisa Thomas, presented the annual Corporate Compliance Training (see attached) and distributed the Consortium’s Code of Ethical Attestation Form and Disclosure of Financial Interests Form to all Board members present to be completed and signed. Lisa reported there had been no complaints over the last year. Medicaid Exclusion checks are done monthly and there haven’t been any issues. A question was raised about completing Medicaid Exclusion checks for vendors. Claire and Lisa will investigate this.

Adjournment

The meeting was adjourned at 3:58 pm, following a motion by Laurie Scott and seconded by Theresa Lux.

**Respectfully submitted,**

**Linda Tripp, Board Secretary**

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

**Executive Director’s Report to the Board, April 3, 2019**

**Program Updates**

**The Helpers for Health Project**

 Good news! On February 16th, we were notified that the Dyson Foundation awarded us a General Operating Support grant equal to $50,000, which will be used, in part, to support the **Helpers for Health Project** (formerly the SUNY Women’s Health Project) that officially became a program of the Consortium on April 1, 2019; the two Community Health Workers who were employed by the SUNY Women’s Health Project, Maria Hansberry and Jackie Fason, started in our employ on the same day. Initially, Maria and Jackie will work about 5 hours per week on the project, continuing with many of their existing activities as we develop protocols and tools for more expansive work in the future. Kelly McGiffert will serve as Project Coordinator, while Lisa Thomas will provide ultimate program oversight.

**Navigator Program Update**

Good news! On Friday, March 8th, we were notified that NYSDOH awarded us a grant equal to $1,650,000 ($330,000 per year) for the five years starting August 1, 2019. We submitted a revised work plan, budget and numerous other pieces of supporting documentation by the deadline of Friday, March 29th. This amount will permit us to retain all existing staff, including Program Director Lisa Thomas at .6FTE, Program Assistant Rashtab Mahmud at .6FTE, and 4.0 FTE Navigators.

The existing contract, which was due to expire on April 30, 2019, will be extended by three months (May, June, July); the extension contract will be in the amount of $78,750, prorated for the 3 months based on the annual award amount of $315,000.

**Tobacco Control Program Update**

Good news! On Friday, March 29th, we were notified that NYSDOH awarded us a grant equal to $1,500,000 ($300,000 per year) for the five years starting July 1, 2019. A revised work plan, budget and numerous other pieces of supporting documentation will be due by April 15, 2019. This amount will permit us to retain all existing staff, equal to 3.0FTE.

**NYConnects Program Update**

CCOFA successfully amended the April 1, 2018 to March 31, 2019 contract upward, from $90,000 to $140,000, so the County will be able to reimburse us for all expenses incurred in that period (roughly $131,400). Although the next contract period begins April 1, 2019, NYSOFA has not yet advised the County what this contract year’s allocation will be, nor have they issued a request for CCOFA to submit the budget and work plan. This means that we will--as we have in the past--operate without a contract for what will probably be several months (last year NYSOFA requested the budget in July and approved it in December!). That said, they’re “good for it” and we have little to no concerns about accumulating the receivables.

**Transportation Program Update**

On March 13th, several staff and I attended a training provided by BHNNY to become “users” of the Circulation platform for non-medical transport. Also attending were care managers from the Columbia County Mental Health Center and the Mental Health Association of Columbia and Greene Counties. The challenges of operating this system, which is predicated on “dynamic ride sharing” solutions like Lyft, were made clear. In the absence of a robust network of Lyft drivers, the Healthcare Consortium remains a good option, but it was plain that the scheduling of trips must be done in close coordination. A 2-month pilot project in Columbia County will begin on April 1st.

**Personnel Updates**

We received a very poor response to our advertisements for the position of Consumer Assistance Specialist—a “blended” position that included Navigator at .6FTE and NYConnects at .4FTE—so we have decided not to fill it. Instead, we will operate Navigator with 4.0FTEs, and pursue having a paid part-time intern in NYConnects over the summer (late May through August). This will allow us to meet the needs of the NYConnects Program without making an employment commitment, and also to evaluate the performance of a person in the role prior to deciding to hire them.

**Policy Updates**

The NYS Budget passed on March 31st. An excellent summary of the Budget’s provisions pertaining to health can be found in the Assembly’s press release: <https://nyassembly.gov/Press/files/20190401d.php>.

**Other things of interest**

* The State Office of Rural Health has invited me to serve on the Governor’s Rural Health Council
* NYSDOH has invited me to participate in the Primary Care Provider Quality Rating Stakeholder Group
* NYSARH has appointed me to be its representative on the NYSDOH’s Ad Hoc Committee to Lead the Prevention Agenda
* I’ve been reappointed to the NYHealth Foundation’s Community Advisory Committee for another 3-yr term

**Board and Community Relations**

* On February 25th, I met with the Workforce Development Committee, a workgroup of the Human Services Advisory Council, at the Omega Institute in Rhinebeck
* On February 28th, I attended the full day Population Health Summit at the Empire State Plaza
* On March 8th, I attended the last Community Advisory Committee Meeting of the SUNY Women’s Health Project, where the transfer of the project to the Consortium was announced to community partners
* On March 22nd and April 2nd, I attended the Community Health Improvement Plan health issue prioritization meetings in Greene and Columbia Counties, respectively.
* On March 26th, we had the first of three Long Term Care Council meetings of the calendar year at CGCC
* The Strategic Planning Committee met on 2/8, 3/22 and 3/29, during which time it concluded its Action SWOT.

**Upcoming Events**

* We will have our Annual Meeting and Recognition Event on Wednesday, April 3rd beginning at 4:15 p.m. at Hudson Hall.
* The Tobacco Control Program will have its Annual Partners in Prevention Breakfast on Thursday, April 4th beginning at 8:00 a.m. at Solaris.
* On Thursday, April 4th, we will host a number of transportation programs that are recipients of funding from the Foundation for Community Health in a “learning circle.”
* The Strategic Planning Committee will meet on Friday, April 5th to prioritize the actions generated during the Action SWOT process and discuss how to engage the remaining board members in the next phase of strategic planning.
* The Director will be on vacation out of the area from Friday, April 19th through Friday, April 26th, returning to the office on Monday, April 29th.
* The Director will attend the New York State Public Health Association Conference in Cortland, NY on Thursday, May 2nd through Friday, May 3rd.

Columbia County Community
Healthcare Consortium, Inc.

Corporate Compliance Training
April 3, 2019



Purpose of this training

* To familiarize Directors with the elements of the Consortium’s Corporate Compliance Plan
* To provide guidance on the completion of the Disclosure of Financial Interests Form
* To provide guidance on the completion of the Code of Ethical Conduct Attestation

Elements of the Consortium’s Corporate Compliance Plan

* Code of Ethical Conduct
	+ Code of Ethical Conduct Attestation Form
* Conflict of Interest Policy
	+ Disclosure of Financial Interests Form
* Whistleblower Protections Policy
* Other elements:
	+ Corporate Compliance Committee of the Board, Corporate Compliance Officer, hotline, dropbox

Conflict of Interest Policy

Key Points:

* Interests vs. conflicts
	+ Interests persist; conflicts are circumstantial
	+ Once annually, systematic process of disclosing interests, through the use of the form
	+ Periodic disclosure of interests, typically verbally, whenever the situation demands it
* Ongoing duty to disclose

Disclosure of Financial Interests Form

At a minimum, the following interests should be disclosed by every Director:

* Professional affiliation
* Other Board service
* Any contractual relationships with the agency
* Any donor relationships with the agency
* Any compensation relationships with the agency, its vendors or competitors
* Likelihood of pursuing an opportunity that the agency would likely also pursue in the usual course of business

Other Elements

* Corporate Compliance Committee
	+ Chair, Art Proper
* Corporate Compliance Officer
	+ Lisa Thomas
* Dedicated voicemail
	+ Monitored by Corporate Compliance Officer
* Dropbox
	+ Physical box in common area
	+ Monitored by Corporate Compliance Officer
* Communicated to staff via memo
	+ Will be reissued to staff in April 2019