

**Notes from the Board of Directors Meeting of August 3, 2022**

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

*Due to Covid-19 concerns, this meeting was held both in-person at Columbia-Greene Community College and virtually on the Zoom web platform. All voting was done contemporaneously in person and via computer audio.*

The meeting was called to order by President Scott Thomas at 2:34 p.m.

The following members were present at the call to order: Art Proper, Becky Polmateer, Dan Almasi, David Rossetti, Dorothy Urschel, Jack Mabb, John Thompson, Kathleen Eldridge, Robin Andrews, Scott Thomas.

The following members were absent at Roll Call: Bob Gibson, Casey O’Brien, Chelly Hegan, Ken Stall, Kevin McDonald, PJ Keeler, Theresa Lux.

Also present were the following staff members: Claire Parde, John Ray, Lisa Thomas, Ashling Kelly,

as well as guests Ken McGivney and Sam Zadrozny of the auditing firm, The Bonadio Group.

*[Board member Kevin McDonald joined the meeting at 2:36 p.m.]*

1. **Communications/Board Discussion**

Ken McGivney and Sam Zadrozny of the Bonadio Group presented the annual audit findings. The audited financial statements, IRS Form 990 (federal tax filing) and PowerPoint presentation on the audit were emailed to Board members and made available on the Board Portal (on website) prior to the meeting.

Ken noted that while the audit has typically been presented to the Board in April, this year Bonadio Group experienced a lot of turnover that delayed their work until January and February. This then caused a backlog for Fiscal Manager John Ray. Ken assured the group that audit planning discussions for fiscal year 2022 will begin in November and December of this year as they have in the past, which should enable all parties to resume the prior schedule.

Highlights from Ken’s audit presentation are as follows:

* They offer an unmodified opinion, provided with the highest level of assurance.
* There were no material defects or deficiencies necessitating a management letter.
* The audit examined internal controls and closing entries; no material adjustments were made.
* The auditors noted that cash significantly increased over the prior year, as well as in the five prior years, due to full PPP forgiveness and an influx of $100k from the Foundation for Community Health as general operating support funds. These funds are recorded as deferred revenue and will be recognized as revenue as it is used.
* In 2021 there was a large contract with the Columbia County Department of Health for the Healing Community Studies.
* The agency’s investments improved, as stocks were favorable.
* There was an increase in net assets of approximately $116K.
* Overall, operating revenue were in line with expenses; however, operating expenses for the transportation program had increased, driven in large part by fuel costs. Hopefully, there will be an increase of revenue over expenses moving forward.
* One of the metrics examined is the number of days revenue is in accounts receivable; this is in line with where it should be.
* Current ratio is a measure of how quickly the agency could pay short-term debt. Fiscal Year 2020 was an outlier due to the PPP. Assets are valued high due to PPP. Ken noted that wages and benefits have decreased; Claire pointed out that was likely due to extended vacancies in the Tobacco program, which have subsequently been filled. Wages have been adjusted, so we will likely see increases in wages and fringe in subsequent fiscal year audits.
* Bonadio assisted with the PPP forgiveness as well as with setting up the accounting on the leases with the Enterprise rental fleet.

In addition to sharing the audited financial statements, Ken gave a brief overview of the IRS 990 and CHAR 500. This year, the deadline for the CHAR 500 is September 19th and it must be submitted electronically.

The Board entered into Executive Session at 3:05 p.m. following a motion by David Rossetti, which was seconded by Jack Mabb, and approved.

 Staff members Claire Parde, John Ray, Lisa Thomas and Ashling Kelly left the meeting during the

 session.

The Board exited the Executive session at 3:07 p.m. following a motion made by Dave Rossetti, seconded by Jack Mabb, and approved, after which staff members Claire Parde, Lisa Thomas and Ashling Kelly rejoined the meeting.

Ken McGivney and Sam Zadrozny left the meeting at 3:08 p.m.

*[Kevin McDonald left the meeting at 3:10 p.m.]*

**Be it RESOLVED, the Board of Directors moves to accept the audited financial statements.**

The motion was made by Art Proper, seconded by Becky Polmateer, and approved. Non-Independent Director Jack Mabb abstained.

**Be it RESOLVED, the Board of Directors moves to approve and file the IRS Form 990 and NYCHAR500.**

The motion was made by Art Proper, seconded by Dan Almasi and approved. Non-Independent Director Jack Mabb abstained from the vote.

*[Kevin McDonald returned to the meeting at 3:13 p.m.]*

1. **Consent Agenda**
2. Board of Directors meeting minutes of June 1, 2022
3. Committee meeting minutes:
* Governance Committee Meeting of June 29, 2022
* Budget and Finance Meeting of July 26, 2022
* Governance Committee Meeting of July 27, 2022

***Be it RESOLVED, the Board of Directors accepts the minutes/actions of the Board of Directors meeting of June 1, 2022, and all Committee meeting minutes****. [All members may act]*

**Motion made by Dorothy Urschel, seconded by Dave Rossetti, and unanimously approved.**

*[Kathleen Eldridge left the meeting at 3:16 p.m.]*

1. **President’s Report .**

A. Approval of Revision to Personnel Policy 1004: Sexual Harassment and Other Prohibited Harassment in order to add the new NY State Division of Human Rights toll-free hotline phone number

***Be it RESOLVED, the Board of Directors approves the Revision to Personnel Policy 1004****.*

**Motion made by Robin Andrews, seconded by Dorothy Urschel and unanimously approved.**

1. **Treasurer’s Report**

Treasurer Jack Mabb reported that the investment account took a beating, and is down by $30k. The loan made to the New York State Association of Rural Health was repaid quickly. The Transportation program is costing a lot more, largely due to fuel costs and the inability to cohort rides from different households. Claire expanded on this, stating that the program is operating at a loss. The inability to cohort rides due to State requirements significantly increases the cost per mile and cost per ride; we are not able to operate as efficiently due to this requirement. At this time, there is no forecasting by the NY State Department of Health regarding when this rule might be lifted.

1. **Governance Report**

Governance Chair Robin Andrews thanked everyone for completing the Board Assessment survey. She noted that the responses were quite positive, which speaks well about how the group functions as a Board. Diversity, equity and inclusion were mentioned in the assessment in regards to Board membership. Robin reminded the group that the Board consists mostly of Network members, which has some impact on diversity and inclusion, and noted that there are both visible and invisible forms of diversity, such as economic diversity. She assured the group that this subject is in the consciousness of the Committee. Claire noted that in general, responses were clustered, which is indicative of a cohesive board. Responses related to management were also reassuring. Robin encouraged Board members to use the Governance Committee to express questions or concerns.

1. **Executive Director’s Report**

Claire offered the following:

* All DOH grants are being reimbursed timely. The Tobacco and Navigator contracts turn over in the summer; the work plan and budget for these programs were submitted at that time. Approval is anticipated to take several weeks. While we are not permitted to voucher for expenses for the Navigator Program until the new budget and work plan are approved, the agency is permitted to voucher for expenses related to the Tobacco Program based on the prior year’s budget.
* NYSOFA provides funding to the Columbia County Office for the Aging for NYConnects, which CCOFA subcontracts to the Consortium. Despite a start date of April 1st, NYSOFA only requested a budget for the program from CCOFA in June, and we don’t anticipate that this will be approved until September or October. Happily, Columbia County’s Office for the Aging contracted with the Consortium at the county level, permitting us to voucher and be reimbursed for expenses.
* We applied for, and received, a Rural Health Network Technical Assistance Grant which was used to offset the expense for the Transportation Strategic Design project.
* The Greene County Legislature approved a contract with the Consortium for transportation services delivered to clients of the Greene County Department of Human Services. Both teams will meet in a few weeks to discuss how to operationalize the program.
* July is a big reporting month, both for sending vouchers and reports to DOH and also reporting to the foundations.
* We received $2500 from the Bank of Greene County to support our Community Cancer funds.
* We also received a donation from Kinderhook Toyota to support the Columbia County Community Cancer Fund; the Toyota Foundation will match this award.
* We have been seeking two Americorps members through Rural Health Network of South Central New York. One position, at 900 hours, would be for a public health educator; the other, for 1200 hours, would be for a transportation program assistant. Initial advertising has been through college and university job boards, as well as print advertising, but there has not been a lot of interest, and it is possible we will not be able to fill the positions.
* The CARTS program just received its first of five vehicles to be leased through Enterprise to expand the fleet. The first is an AWD Ford Escape SUV, chosen for greater accessibility due to its height.
* Since staff member Rachel Cole has been managing the Prescription Access and Referral Program and the Financial Assistance Funds, the agency has tuned up the tracking and Standard Operating Procedures (SOP) for these programs. It is the agency’s practice to review and update SOPs when there is a staff transition.
1. **Strategic Discussion**

President Scott Thomas introduced the meeting’s discussion topic: *Strategies to Address the Health and Human Service Worker Shortage*. The group acknowledged that the challenges in staffing are ongoing. One member referred to it as ‘one step forward and one step back,’ with resignations following on the heels of new hires. Others remarked that they are experiencing abrupt staff departures, as well as individuals who have accepted job offers but then failed to report to work. Another reported that those scheduled for job interviews weren’t showing up, particularly for positions not requiring advanced degrees. One member noted that they have tried to get creative with advertising.

1. **Adjournment**

The business of the Board being concluded, the meeting was adjourned at 4:01 p.m. following a motion by Kevin McDonald and seconded by David Rossetti.