

**Notes from the Board of Directors Meeting of December 2, 2015**

Call to Order

The meeting was called to order by President Beth Schuster at 2:34p.m.

Roll Call

The following members were present at Roll Call: Robin Andrews, Jim Campion, Chelly Hegan, PJ Keeler, Art Koweek, Theresa Lux, Kevin McDonald, Tam Mustapha, Leitha Pierro, Jeff Rovitz, Beth Schuster, Ken Stall, Scott Thomas, Linda Tripp and Nancy Watrous.

The following members were absent at Roll Call: Lisa Evans, Kary Jablonka, Art Proper.

Tina Sharpe arrived at 2:37 p.m. John Thompson and Michael Cole arrived at 2:38 p.m.

Staff member Claire Parde, Columbia County Board of Supervisors Representative Sarah Sterling, and Guest Carol Hausamann, CPA, Director at Marvin and Company, were also present.

Approval of Board Meeting Minutes

**Be it RESOLVED, the Board of Directors accept the minutes/action of the Board of Directors meeting of October 7, 2015.**

**Motion made by Tam Mustapha, seconded by Jim Campion and unanimously approved.**

Communications/Board Discussion

1. Carol Hausamann, CPA, Marvin & Company, made a presentation on the scope of the audit (see attached presentation). At 2:46 p.m., Claire Parde exited the room to provide the Board an opportunity to discuss any concerns they may have without the presence of staff. She re-entered the room at 2:50 p.m.

1. Engagement of the External Auditing Firm

**Be it RESOLVED, the Board of Directors moves to engage Marvin and Company as the External Auditor.**

**Motion made by Linda Tripp, seconded by Chelly Hegan, and approved. Leitha Pierro and PJ Keeler abstained from the vote.**

Strategic Gossip

1. Suggestions from the Board Retreat (see attachment)

Claire Parde reported that the suggestions from the Board Retreat were compiled from the recommendations that Mary Gail Biebel included in her slide deck presented at the retreat, Mary Gail’s notes from the flip chart, suggestions made verbally during the retreat that were recorded by Claire and Aleshia Boyle, and recommendations from subsequent Executive Committee meetings. The suggestions were organized by category.

Beth Schuster asked all members to review the suggestions and come prepared to have a structured discussion about them at the next meeting.

Executive Director's Report

Claire requested that the Board make the Corporate Resolution pertaining to the new investment account, the language for which had been provided previously.

**[See attached preamble and resolution]**

**Motion made by Chelly Hegan, seconded by Ken Stall, and approved. Jim Campion abstained from the vote.**

Approval of Committee Meeting Minutes

**Be it RESOLVED, the Board of Directors accept the minutes of the Retreat Planning Committee meeting of 10-5-2015; the Executive Committee meetings of 10-28-2015 and 11-18-2015; the Budget and Finance Committee meeting of 11-17-2015; and the Personnel Committee meeting of 11-20-2015.**

**Motion made by Robin Andrews, seconded by Michael Cole and unanimously approved.**

Committee Reports

Personnel

Claire reported that the Personnel Committee had worked to clarify the policies pertaining to harassment and problem resolution so they provide clear guidance to both staff and administration about how to report and handle a problem and, moreover, are consistent with each other. She also reported that the Committee recommends a change to the Social Media Policy to prohibit the use of social media when hiring.

**Be it RESOLVED, the Board of Directors approve revisions as presented to Personnel Policies 1004, 1005, and 1011.**

**Motion made by Theresa Lux, seconded by John Thompson, and unanimously approved.**

The Board discussed at length the possible interaction between the Problem Resolution policy and the Whistleblower Protection Policy. They also discussed the importance of Board members being familiar with the policies so that they can respond appropriately to any staff member that might make a complaint to a Board Member. All agreed that Board members should refer any staff member reporting a problem to the Board to the Executive Director, unless the complaint pertains to the Executive Director herself/himself.

*Ad hoc* Committee to Revise the ED Job Description and Evaluation Tool

Leitha Pierro reported on the work of the *ad hoc* Committee to Revise the ED Job Description and Evaluation Tool. She reported that the Job Description had been revised; she also reported that two evaluation tools have been created, one for the Board members to complete and one for senior staff to use that will be piloted this month.

Claire indicated that the documents have not been shared with her as yet. Leitha assured her that she would be afforded an opportunity to review and comment on the revised job description and tool. The job description in particular will be shared prior to the annual contracting process to be completed by the end of December.

Members of the Board raised concerns about inviting senior staff to evaluate the Director, and especially about the intention to pilot the tool this month, while the annual evaluation and contracting process are already underway. Leitha agreed to delay inviting comment on the tool from senior staff until next year. Other recommendations were to change the four-point scale to a five-point scale, to ask senior staff to evaluate the Director in June or July rather than later in the year, and to be clear about expectations for the Director at the start of her contract year.

Identifying Unmet Needs

Nancy Watrous reported that she has experienced a critical shortage in supports and services for individuals with in-home care needs including, but not limited to, a shortage of paraprofessionals (e.g. home health aides, CNAs, etc.). Leitha Pierro and Kevin McDonald concurred with this assessment, Leitha reporting that the hospital is full of individuals who cannot be safely discharged in the absence of these supports, and Kevin reporting that he recently raised the issue with the County Board of Supervisors. The recommendation was made to form a working group to more closely examine the issue and determine what role the Healthcare Consortium should play with regard to this issue. Claire will convene.

Adjournment

The meeting was adjourned at 3:55 p.m.

**Respectfully submitted,**

**Linda Tripp, Board Secretary**