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

**Notes from the Board of Directors Meeting of December 3, 2014**

**DIRECTORS PRESENT:** Beth Schuster, Kenneth Stall, Karyn Dornemann, Michael Cole, Leitha Pierro, Tina Sharpe, Tam Mustapha, Arthur Koweek, Robin Andrews, James Campion, Scott Thomas, John Thompson, Theresa Lux, Nancy Winch, Michelle Ublacker, Chelly Hegan, Jo Ann Siry (delegate for N.Watrous)

**DIRECTORS ABSENT:** Kary Jablonka, Arthur Proper, Jeffrey Rovitz, Lisa Evans, PJ Keeler, Angella Timothy, Linda Tripp

**STAFF PRESENT:** Claire Parde, Aleshia Boyle

The meeting was opened at 2:33 p.m. by President Beth Schuster

**MEETING MINUTES:**

Beth asked the Board to consider the minutes of the Board of Directors meeting of October 1, 2014.

**Tam Mustapha made a motion to approve the minutes of the Board of Directors Meeting of October 1, 2014. Leitha Pierro seconded the motion, all approved and the motion carried.**

Beth asked the Board to consider the following Committee meeting minutes:

* Corporate Compliance – October 1
* Executive Committee – October 22
* Budget and Finance Committee – November 18
* Personnel Committee – November 7

**Michelle Ublacker made a motion to accept the Committee meeting minutes. Nancy Winch seconded the motion, all approved and the motion carried.**

**EXECUTIVE DIRECTOR’S REPORT:**

* Claire announced the hire of five new employees. The Transportation Program hired two Drivers, Wally Lees and Jonathan Mossman. Tobacco filled their two open positions, hiring Duane Jordan as the Communications Specialist and Michelle Swanson as the Reality Check Program Coordinator. Following the resignation of Jennifer Walker, a Navigator, on November 21st, the Consortium hired Elaine Allen to fill the vacant position. She comes to the Consortium with several years of experience in the health insurance field, pre-existing relationships throughout the community, and Spanish language fluency. Claire expressed her particular excitement about Elaine joining the team, as she brings an ability to better serve our Spanish-speaking clients, both in Hudson and in northern Columbia County.
* Claire gave a brief update on the unfortunate incident that occurred in late October involving the death of a transportation program client. Claire reported that she has advised both legal counsel and our insurance carrier of the incident. The carrier has assigned an Examiner, with whom she’s been in regular contact. The Examiner has indicated that he will not send an Adjustor unless there is a claimant. As of last week, the incident report has not yet been issued by the New York State Police, as toxicology results are pending. The Examiner has submitted a request for the NYS Police report, once complete, and will share a copy with the Consortium.
* Nancy Heaton, Executive Director of the Foundation for Community Health, called Claire on December 2nd and informed her that the Foundation would provide $50,000 to the Consortium for the purchase of a new multi-passenger, wheelchair-accessible minibus.
* Claire gave an overview to the Board of this year’s highlights and achievements for the Consortium, as follows:
	+ In response to the Non-Profit Revitalization Act, the Consortium achieved compliance through modifications of our corporate by-laws, committee structure, and policies.
	+ The Consortium successfully completed the prequalification process in the NYS Grants Gateway.
	+ The Transportation Program was revalidated as a Medicaid Provider of Transportation Services.
	+ This summer, a 5 year Tobacco grant was secured totaling $1.6 million, allowing the Tobacco Program to expand its services through a Reality Check Program and hire two new employees.
	+ The Navigator Program completed its first open enrollment period in March and commenced its second open enrollment period in November.
	+ The Consortium enhanced reception and administrative support functions in view of its growth, as well as significantly improved systems for managing electronic data, including offsite storage and backup.
	+ Finally, the agency improved its practices for protecting personal information.
* Looking ahead to the early part of 2015, Claire outlined the following business:
	+ She would like to add a retirement option to the benefits package. A retirement proposal will be made at the next Budget and Finance meeting in January.
	+ The Consortium will continue to improve policies and practices around protected health information.
	+ The Corporate Compliance Committee will consider whether HIPAA regulations apply to the Consortium and, if so, what policies are required for compliance.
	+ The Personnel Committee will consider new policies and procedures for working with youth
	+ Additionally, Claire hopes to explore new opportunities for the Consortium in collaboration through DSRIP and SHIP. She specifically envisions a role for the agency in Patient Engagement, also called Patient Activation. This entails working directly with consumers to educate them about the language and mechanics of health insurance, select a provider, set appointments, create a list of questions to discuss with their doctor, etc.

**OLD BUSINESS:**

Claire provided an update on DSRIP (Delivery System Reform Incentive Payment Program). A total of 47 grant applications were submitted throughout the state, with 26 left standing; one being Albany Medical Center. There has been significant activity led by AMC this fall. AMC focused on identifying the members of various subcommittees of the Project Advisory Council. These groups convened in late September to select the list of 10 projects the PPS would pursue, thus qualifying them for the “11thProject.” The Project Advisory Council recently voted to merge with the Hudson Valley DSRIP Collaborative led by Montefiore Medical Center, but that was met with opposition from the State. Instead, the partnership will collaborate on IT infrastructure and administrative support, while allowing for more local control of project implementation. AMC’s 10 projects align with Montefiore’s, but project development will be controlled locally with input from Montefiore in a supportive function.

**NEW BUSINESS:**

Claire gave an overview of revisions to four separate Personnel Policies. These policies were revised to address issues pertaining to the security of portable electronic equipment and electronic data, with a particular emphasis on maintaining the confidence of client data. A fourth personnel policy was revised to ensure that current employees of CCCHC shall not serve on the Board of Directors and former employees of CCCHC shall not serve on the Board of Directors for a period of 1 year following the end of their employment.

The Board requested that Policy 806: Internet and Technology Use be further amended to eliminate reference to the revocation of rights and also to include the following closing statement: “Any employee who violates this policy, in part or in whole, will be subject to disciplinary action, up to and including termination.”

Claire also reported on a proposed revision to the Conflict of Interest Policy which clarifies that a member of the Board is ineligible for employment for any position except that of Executive Director for a period of one (1) year following the end of his or her service on the Board. While this policy is a part of the by-laws, language was added to the effect that both policies can be modified by majority vote of the board, without following the procedure for amending the by-laws.

**Tam Mustapha made a motion to approve the policies, as amended. Robin Andrews seconded the motion, all approved and the motion carried.**

Jim Campion exited the meeting at this time.

Claire advised the Board that changes to the corporate by-laws affected in August change the role of the Board relative to the annual audit. The by-laws now state, “The Board shall annually retain or renew the retention of the independent auditor to conduct the audit, and upon completion thereof, review the results of the audit and any related management letter with the independent auditor.” Furthermore, the Board shall review with the independent auditor the scope and planning of the audit prior to commencement.

While the merits of switching to a new independent auditor were discussed, the Board generally agreed that it was too late to do so for the audit of the current fiscal year. However, the Board agreed that it must pursue switching auditors next year, and will consider issuing a Request for Proposals at the Board meeting in August 2015.

**Ken Stall made a motion to engage Matt Vanderbeck, of Patterson, Koskey, Howe and Bucci (PKHB), for the audit of the 2014 fiscal year. Leitha Pierro seconded the motion, a majority approved, and the motion carried. Chelly Hegan abstained from the vote.**

Claire will ask Matt Vanderbeck to attend the February Board meeting to discuss the scope and planning of the audit.

Given the concern about the timing of the auditor selections, and noting other key events can be easily missed with bimonthly meetings, Tina Sharpe suggested creating a governance calendar to identify key items for the Board to consider at its various scheduled meetings throughout the year. This would ensure that important tasks are handled in a timely manner and erase any confusion among the Members. The Executive Committee will create this at their next meeting.

Michael Cole, John Thompson, and Nancy Winch exited the meeting prior to the following discussion.

Immediately prior to adjournment, a concern was raised about the minutes from the Budget and Finance meeting. In the minutes, it was noted that PJ Keeler made a motion to move the investment account, currently with Trustco, to the Bank of Greene County. Given that PJ’s sister-in-law is the VP and Director of Marketing at the Bank of Greene County, the Corporate Compliance Committee recognized that there ought to have been a disclosure of this interest prior to the action. To ensure that there is sound process, the Corporate Compliance Committee will offer training at the February board meeting and will also be advising all Committee Chairs of conflicts, both real and potential, so they are alert to the possibility prior to any action. The recommendation was made to consider the action at the level of the Entire Board, but at that time in the meeting a quorum was no longer present and therefore no action could be undertaken. To alleviate any lingering concerns about the action, Claire indicated that she will *not* move the funds to the Bank of Greene County until such time as the Budget and Finance Committee has an opportunity to reconvene and reconsider its motion in January.

**ANNOUNCEMENTS: None**

**ADJOURNMENT: Theresa Lux made a motion to adjourn at 4:17 p.m.**

*Notes prepared and respectfully submitted by Aleshia Boyle, December 9, 2014*