**Columbia County Community Healthcare Consortium, Inc. Notes from the Board of Directors Meeting February 4, 2015**

**I. CALL TO ORDER**

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

**II. ROLL CALL**

Administrative Assistant Aleshia Boyle called the roll. The following Directors were present at this time:Beth Schuster, Kenneth Stall, Tam Mustapha, Arthur Koweek, Robin Andrews, James Campion, Scott Thomas, Theresa Lux, Chelly Hegan, Jeffrey Rovitz, PJ Keeler, Angella Timothy. The following Directors were absent at this time: Michael Cole, Kary Jablonka, Linda Tripp, Leitha Pierro, Tina Sharpe, Karyn Dornemann, Arthur Proper, Michelle Ublacker, Nancy Watrous, Nancy Winch, Lisa Evans, John Thompson.

**III. SECRETARY’S REPORT**

A. Approval of Board Meeting Minutes of December 3, 2014.

**Tam Mustapha made a motion to accept the minutes of the Board of Directors Meeting of December 3, 2014. Chelly Hegan seconded the motion, all approved and the motion carried.**

*Michael Cole and Kary Jablonka entered the meeting at this time.*

**IV. TREASURER’S REPORT**

**A. Presentation on the Scope of the Audit**

Matt Vanderbeck, CPA of Pattison, Koskey, Howe and Bucci, presented to the Board on the scope of the audit. He referenced the Engagement Letter given to the Consortium on January 15, 2015. On April 20, 2015, Matt will begin auditing the Consortium’s internal controls and processes. Areas of focus for this audit consist of payroll and non-payroll expenses, billing and collections, monitoring controls, compliance controls, and IT controls. The physical audit itself should be completed by April 24, 2015. Along with performing the audit, Matt will also prepare the Consortium’s federal Form 990 and NYS CHAR 500 returns for the fiscal year ending December 31, 2014. PKHB estimates the audit to cost $9,000, but will notify the Consortium immediately of any circumstances they encounter that could significantly affect this initial fee estimate.

*Linda Tripp and Leitha Pierro entered the meeting at this time.*

**Chelly Hegan made a motion for an Executive Session. Robin Andrews seconded, all approved and the motion carried.**

*Staff members Claire Parde, John Ray, and Aleshia Boyle excused themselves from the meeting.at 2:47 p.m.*

*Tina Sharpe entered the meeting at this time.*

**Tam Mustapha made a motion to adjourn the Executive Session. Theresa Lux seconded, all approved and the motion carried.**

*Claire Parde and Aleshia Boyle re-entered the meeting at 3:01 p.m. as Matt Vanderbeck completed his presentation to the Board and excused himself from the meeting.*

**V. PRESIDENT’S REPORT**

Beth reminded members that Board meetings are from 2:30 p.m. to 4:00 p.m. and because the Board only meets 6 times a year, she asked everyone to allow for a full 1 hour 30 minutes in their schedules for these meetings.

**VI. EXECUTIVE DIRECTOR’S REPORT:**

* Claire introduced a Governance Calendar to the Board. This calendar highlights key events and topics at meetings to keep the Board’s timeline on track throughout the year.

*Karyn Dornemann entered the meeting at this time.*

* Claire also introduced a new format for board meeting agendas. The agenda’s objective is to keep Board meetings organized and moving. While met with approval, it was suggested by members to also note how long each item on the agenda is estimated to take, as well as to list any actions to be taken.
* Claire explained to the Board the reason for noting entry and exit times of members in meeting minutes. This method is considered best practice as it eliminates any confusion about who was present when actions were taken.
* Claire indicated her intention to provide an anecdote about service delivery at every Board meeting. At this meeting, she related how a client of the Consortium’s Navigator Program left a voicemail expressing her gratitude toward the agency in general, and staff member Doreen Rodriquez in particular, for assisting her with health insurance. Claire spoke with the client by phone, who subsequently provided her comments in writing with permission for them to be shared and reproduced.
* The Annual Dinner for this year has been set for Wednesday, April 1, 2015 at Club Helsinki and will supplant the Board meeting for April. This brought up a discussion of who to honor at this year’s dinner as the recipients of the Anne Zittell Friend of the Consortium award. Members that we would honor are Paul Mossman and Diane Franzman.

**VII. APPROVAL OF COMMITTEE MEETING MINUTES:**

* Corporate Compliance – December 17th
* Corporate Compliance – January 21st
* Budget and Finance – January 20th
* Executive Committee – January 28th

The Directors discussed whether to approve or accept the meeting minutes. No conclusion was reached, nor was there a motion to approve or accept the committee meeting minutes.

During this conversation, the Board discussed the Engagement Letter from Pattison, Koskey, Howe and Bucci. Some members feel that there should be a presentation to the Board before the Consortium engages the auditor. This practice will be followed in the future.

**Robin Andrews made a motion for Ken Stall and Claire Parde to sign the Engagement Letter. Kary Jablonka seconded, all approved and the motion carried.**

**VIII. OLD BUSINESS:**

There was no old business.

**IX. NEW BUSINESS:**

There was no new business.

**X. MONTHLY INFORMATION ITEM**

**A. Training on the Conflict of Interest Policy and Disclosure of Interests Form**

*Senior Program Director and Corporate Compliance Officer, Lisa Thomas, entered the meeting at this time.*

Robin Andrews presented to the Board on the Conflict of Interest Policy and new Disclosure of Interest Form. The purpose of this training was to familiarize Directors with key terms and concepts from the conflict of interest policy, provide guidance on the completion of the new Disclosure of Interests Form, and create top-of-mind awareness about the duty to disclose interests.

Since there seems to be some confusion on what constitutes an interest, Robin explained that interests are things that could potentially, though not necessarily, hinder a Director’s ability to fully exercise their Duty of Loyalty--that is, the duty to act in good faith and in a manner the Director reasonably believes to be in the best interests of the organization.

An interest becomes a conflict when it is determined that a Director cannot fully exercise his/her duty of loyalty. Robin reminded members that the Corporate Compliance Committee determines whether or not a conflict exists.

To clarify the difference between an interest and a conflict, members were told that interests persist, while conflicts are circumstantial. The only way to know if a conflict exists is for Directors to remain mindful of their interests and disclose it to the Corporate Compliance Committee. If an action is to be taken in a meeting, and a member is unsure if there is a potential conflict, that member should abstain from voting.

*Karyn Dornemann exited the meeting at this time.*

Robin stated that Corporate Compliance plans to hold this training for the Board every year as these forms will have to be completed and reviewed annually.

**XII. ADJOURNMENT**

**Theresa Lux made a motion to adjourn at 4:01 p.m.**

*Notes prepared and respectfully submitted by Aleshia Boyle, February 10, 2015*

**Reviewed and approved,**

**Karyn Dornemann, Board Secretary**