**Columbia County Community Healthcare Consortium, Inc. Notes from the Board of Directors Meeting June 3, 2015**

**I. CALL TO ORDER**

The meeting was opened at 2:30 p.m. by President Beth Schuster

**II. ROLL CALL**

The following Directors were present at this time:Robin Andrews, James Campion, Lisa Evans, Kary Jablonka, Arthur Koweek, Theresa Lux, Leitha Pierro, Beth Schuster, Tina Sharpe, Ken Stall, John Thompson, Angella Timothy, Linda Tripp, and Nancy Watrous. The following Directors were absent at this time: Michael Cole, Karyn Dornemann, Arthur Proper, Chelly Hegan, PJ Keeler, Tam Mustapha, Jeff Rovitz, and Scott Thomas.

Staff members John Ray, Aleshia Boyle, and Claire Parde were also present.

**III. SECRETARY’S REPORT**

A. Approval of Board Meeting Minutes of February 4, 2015 and April 1, 2015.

**Jim Campion made a motion to accept the minutes of the Board of Directors meetings of February 4, 2015 and April 1, 2015. Kary Jablonka seconded the motion, all approved and the motion carried.**

**IV. TREASURER’S REPORT**

**A. Review of the Audit**

Matt VanDerbeck, CPA of Pattison, Koskey, Howe and Bucci, presented to the Board on the findings from the audit. He indicated that he issued two reports, both unqualified and unmodified opinions. Reviewing the financial statements, Matt highlighted the following changes from the prior year:

* An increase in net assets
* More cash on hand
* Better collection of receivables
* An increase in grant revenue from NYS, with commensurate increases in salary and fringe

Matt’s overall perspective is that the audit was “very clean” and very well prepared by Fiscal Manager, John Ray, and Director Parde. He indicated that there were no adjustments to the financials needed. He next turned his attention to the management letter, which indicated that there were no control issues found. He commented that last year’s comments and recommendations had been addressed by the staff and Board in a timely manner, and no new comments or recommendations were necessary this year.

Ken Stall added that the agency’s current ratio is very strong at 3.02 and over half of the $87,640 increase in net assets could be attributed to the Transportation Department, which is acceptable.

During the brief discussion of the agency’s IRS Form 990, Claire pointed out that this year’s form reflects the Corporate Compliance’s work to systematically collect and review disclosures of interest, identify non-Independent Directors, and document related party transactions.

*Sarah Sterling entered the meeting at this time.*

*Staff members Claire Parde, John Ray, and Aleshia Boyle excused themselves from the meeting at 2:48 p.m. in order for the Board to have an opportunity to query the auditor without staff present.*

*Claire Parde and Aleshia Boyle re-entered the meeting at 2:51 p.m. as Matt Vanderbeck completed his presentation to the Board and excused himself from the meeting.*

**Lina Tripp made a motion to approve the external audit. Tina Sharpe seconded the motion. Leitha Pierro abstained, all approved and the motion carried.**

**Ken Stall made a motion to approve and file the IRS Form 990. Theresa Lux seconded the motion. Leitha Pierro abstained, all approved and the motion carried.**

**B. Replace current Investment Policy with revised Investment Policy**

**Linda Tripp made a motion to approve the revised Investment Policy. Ken Stall seconded the motion.**

At this time, Ken Stall provided an explanation for the proposed revisions to the Investment Policy. He indicated that the current investment account at TrustCo is comprised almost entirely of bonds, which yield very little in returns. The agency has also noticed the lack of customer service they have been getting from TrustCo over the years. This caused the Budget and Finance Committee to consider switching to a different investment institution and manager. However, before doing so, the Committee recognized the need to revise the investment policy. Among several provisions, the new policy identifies a target mix of 60% equity securities and 40% fixed income securities.

A concern was raised about whether any of the agency’s funding sources might impose limits on the investment of their contracted or granted funds. For instance, it was noted that some funders prohibit grant funds to be held in accounts where there is risk to the principal, while others insist that any interest earned is reinvested into the funded program. The Committee admitted that they had not considered this. As this concern could not be addressed without consulting all the contracts, the Board agreed to add language to the Investment Policy that states, “This shall be our policy unless prohibited by specific funding sources.”

**Linda Tripp made a motion to amend the prior motion by adding a provision that the following language must be added to the policy: “This shall be our policy unless prohibited by specific funding sources.” Lisa Evans seconded the motion. All approved and the motion carried.**

**Linda Tripp made a motion to approve the amended motion. Lisa Evans seconded the motion. All approved and the motion carried.**

*Karyn Dornemann entered the meeting at this time.*

Once the Board approved the amended Investment Policy, members discussed transferring the agency’s funds. The intention had been to move the balance of approximately $30,000 in the current investment account at TrustCo plus another $120,000 from the agency’s operating account into a new investment account with the Bank of Greene County. However, in view of the previous discussion about possible restrictions placed by funding sources, the Board agreed to move the TrustCo balance and *up to* $120,000 from the operating account.

**Tina Sharpe made a motion to move the balance of approximately $30,000 from the Trustco investment account to a new investment account with the Bank of Greene County, Ken Stall seconded. All approved and motion carried.**

**Theresa Lux made a motion to move up to $120,000 from the operating account to the new investment account with the Bank of Greene County. Linda Tripp seconded. Jim Campion abstained. All approved and motion carried.**

**V. PRESIDENT’S REPORT**

Beth announced that Karyn Dornemann has submitted her resignation from the Board of Directors effective July 1st, and has also stepped down as Board Secretary effective immediately. Karyn stated that she has the opportunity to work for a large practice 3 days a week in Delmar, something she looks forward to. She will also be working 2 days a week at her own practice that is moving to Ghent. Karyn thanked the Board for having her as a member for several years and for helping her grow as a professional.

Beth announced that Linda Tripp has graciously agreed to fill the role of Board Secretary for the remainder of Karyn’s term.

**VI. EXECUTIVE DIRECTOR’S REPORT:**

Claire is currently negotiating a subcontract with the Office for the Aging for the NYConnects Expansion and Enhancement Program. She anticipates that the contract will be in the amount of approximately $270,000 for the period of April 1, 2014 to December 31, 2016. Claire will prepare a budget to submit to OFA by June 12th.

On June 8th, Claire will be awarding a scholarship to a student from Taconic Hills. Originally, the Scholarship was going to be awarded to a Questar III LPN student, but for unknown reasons, the LPN Program has closed.

The Consortium is a sponsor of the Prescription Drug Abuse Event held at Columbia-Greene Community College on June 10th. The winner of a poster contest that was conducted in school districts in both Columbia and Greene Counties will be announced that night.

Columbia Memorial Health will host an open house on June 19th at the Greene Medical Arts Building in Jefferson Heights which Claire is planning to attend.

The 15th Annual Recognition Gala will take place on Thursday, June 11th from 5:30-8:30 p.m. at the Villa Vosilla Boutique Resort in Tannersville. The Consortium was selected as the 2015 Not-For-Profit of the Year and a total of 10 staff members will be attending.

Starting in August, Claire intends to have different Program Managers speak at Board meetings to provide program updates. Darcy Connor from the Cancer Services Program will speak at the August meeting.

Paul Mossman has expressed interest in becoming a Driver for the Transportation Program. If there are no concerns, Claire will advise Paul that he is eligible for employment effective July 1.

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

* Bylaws/Membership/Nominating – 2-11-2015
* Executive – 2-25-2015, 4-22-2015, and 5-27-2015
* Personnel – 2-27-2015 and 5-8-2015
* Budget and Finance – 3-17-2015 and 5-19-2015
* Corporate Compliance – 3-18-2015

**Karyn made a motion to approve the Committee Minutes. Kary Jablonka seconded the motion. All approved and the motion carried.**

**VIII. OLD BUSINESS:**

There was no old business.

**IX. NEW BUSINESS:**

A Youth Policy and Volunteer Policy were brought to the Board for approval. After a lengthy discussion, the Board agreed to change the Youth Policy’s Eligibility section to state, “Employees must be 18 or older and pass a background check before any work with youth, herein defined as under 18, may commence.”

There was also an objection raised to placing these policies in the Personnel Manual. To address this concern, it was suggested that the Board approve the policies, with instruction to the Personnel Committee to determine where they should reside.

*Sarah Sterling left the meeting at this time.*

**Robin Andrews made a motion to approve the Volunteer Policy and the amended Youth Policy with instruction to the Personnel Committee to decide where they should reside. Tina Sharpe seconded the motion. Kary Jablonka abstained. All approved and the motion carried.**

The Board then discussed the revision to Policy 605.8 Insurance Buyout. **Karyn Dornemann made a motion to approve the revised Policy 605 on Medical Insurance. Theresa Lux seconded the motion. All approved and the motion carried.**

The Board discussed the revision to the Personnel Qualification and Assigned Duties Policy. **Lisa Evans made a motion to approve the revised Personnel Qualification and Assigned Duties Policy in the Transportation Policy and Procedure Manual. Linda Tripp seconded the motion. Jim Campion abstained. All approved and the motion carried.**

**X. MONTHLY INFORMATION ITEM**

There was no monthly information item

**XII. ADJOURNMENT**

**Beth Schuster adjourned the meeting at 4:08 p.m.**

*Notes prepared and respectfully submitted by Aleshia Boyle, June 5, 2015*

**Reviewed and approved,**

**Linda Tripp, Board Secretary**