

**Notes from the Board of Directors Meeting of April 5, 2017**

Call to Order

The meeting was called to order by Vice President Theresa Lux at 2:36 p.m.

Roll Call

The following members were present at Roll Call: Robin Andrews, Michael Cole, PJ Keeler, Theresa Lux, Jack Mabb, Kevin McDonald, Tam Mustapha, Arthur Proper, Jeffrey Rovitz, Laurie Scott, Scott Thomas, John Thompson, Linda Tripp, Sarah Sterling, Diane Mickle-Gotebiowski.

The following members were absent at Roll Call: James Campion, Lisa Evans, Chelly Hegan, Beth Schuster, Tina Sharpe, Kenneth Stall, Nancy Watrous, Sarah Sterling.

Staff members Claire Parde, John Ray, Lisa Thomas, and Tony Markham were also present, as well as the auditor, Carol Hausamann, CPA, of Marvin and Company.

Communications/Board Discussion

After welcoming the members, Theresa introduced Carol Hausamann, CPA, Marvin & Company, who presented findings on the annual audit.

*[Tina Sharpe and Sarah Sterling entered at 2:40 pm]*

*[Chelly Hegan entered at 2:50 pm]*

Following the presentation of the audit, a motion was made to enter an Executive Session by Tina Sharpe and seconded by Chelly Hegan.

*Staff members Claire Parde, John Ray, Lisa Thomas and Tony Markham excused themselves from the meeting at 3:05 p.m*.

A motion was made to conclude the Executive Session by Linda Tripp and seconded by Art Proper.

*Upon conclusion of the Executive Session at 3:09 p.m., Claire Parde, Lisa Thomas and Tony Markham returned to the meeting.*

**Be it RESOLVED, the Board of Directors moves to approve the external audit.**

**Motion made by Tina Sharpe, seconded by Tam Mustapha. All approved and the motion carried.**

**Be it RESOLVED, the Board of Directors moves to approve and file the IRS Form 990 and NY CHAR500.**

**Motion made by Robin Andrews, seconded by Michael Cole. All approved and the motion carried.**

Claire Parde acknowledged John Ray’s excellent efforts preparing for the audit and communicating with the auditor throughout.

Consent Agenda

**Be it RESOLVED, the Board of Directors moves to accept the minutes for the Board of Directors meeting for 2-1-2017, the Executive Committee meeting of 2-22-217, the Budget and Finance Committee meeting of 3-21-2017, the Executive Committee meeting of 3-22-2017, and the Corporate Compliance meeting of 3-29-2017.**

**Motion made by Scott Thomas, seconded by Tam Mustapha and unanimously approved.**

Treasurer’s Report

Robin reported that although the CARTS Program’s loss of business to Adirondack Cab Co. is likely to cause an estimated $30,000 loss, there is no need for alarm as the Consortium has a healthy fund balance and a strong cash position. She concluded that we will get a clearer picture of the financial impacts at year end.

Governance Chair’s Report

Robin confirmed that founding Board member, Leitha Pierro, submitted her resignation from the Board of Directors effective April 1, 2017. There was a brief discussion regarding Leitha Pierro’s replacement on the Board. It was noted that since Claire is now on the Columbia Memorial Hospital Board, she will be in a good position to identify potential candidates.

Robin requested a motion to re-elect the following members to two-year terms on the Board of Directors:

* Linda Tripp, on behalf of Cornell Cooperative Extension of Columbia and Greene Counties
* Jack Mabb, on behalf of the Columbia County Department of Health
* Kevin McDonald, on behalf of the Columbia County Office for the Aging
* PJ Keeler, on behalf of Columbia County EMS
* Theresa Lux, on behalf of Catholic Charities of Columbia and Greene Counties

**Be it RESOLVED, the Board of Directors re-elects the aforementioned members to two-year terms on the Consortium’s Board of Directors. Motion made by Chelly Hegan, seconded by Tam Mustapha. All approved and the motion carried.**

At this time, Robin presented a new candidate, Onat Sanchez-Schwartz, for election to the Consortium’s Board of Directors on behalf of Camphill Ghent, to complete the term vacated by Nancy Benz. Robin requested a motion to elect Onat Sanchez-Schwartz.

**Be it RESOLVED, the Board of Directors elects Onat Sanchez-Schwartz to complete the remainder of Camphill Ghent’s term on the Board of Directors. Motion made by Linda Tripp, seconded by Michael Cole. All approved and the motion carried.**

President’s Report

Robin Andrews, on behalf of Board President Beth Schuster, appointed the following Committee Chairs:

* Art Proper, for the Personnel Committee
* Robin Andrews, for the Budget and Finance Committee
* Robin Andrews, for the Governance Committee
* Tam Mustapha, for the Corporate Compliance Committee

Executive Director’s Report

Claire Parde presented the Executive Director’s Report (see attached).

There was additional discussion about the CARTS Program and the loss of business as a result of the bid process. Claire reiterated that there would be no layoffs as a result of business loss, as all drivers are employed on a temporary casual basis

Overview of the Consortium’s Corporate Compliance Plan

Claire presented an overview of the Corporate Compliance Plan (see attached presentation). She communicated that April has been officially designated Corporate Compliance Month at the Consortium, and will entail training for both board and staff. Claire reiterated the organization’s commitment to a culture of compliance and opened the floor for questions.

Corporate Compliance Officer, Lisa Thomas, reported there had been no complaints since the last Corporate Compliance inquiry.

Miscellaneous

There was a discussion of the upcoming Recognition Event at The Falls in Hudson on May 18th. It was confirmed that both Arthur Koweek and Leitha Pierro would be recognized for their contributions to the Board.

Lastly, copies of the 2016 Annual Report and an updated 2017 Meeting Calendar were distributed to all Board members.

Adjournment

The meeting was adjourned at 3:58 pm.

**Respectfully submitted,**

**Linda Tripp, Board Secretary**

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

**Board of Directors Meeting**

**April 5, 2017**

**Executive Director’s Report**

**Change to the Consortium’s Medical Transportation Program**

On Friday, February 24th, we learned that all our “standing orders” for group rides—the transportation we have been providing on a daily basis, for over three years, to Medicaid enrollees with serious mental illness living in group homes and traveling to and from PROS (the day habilitation program offered by the Mental Health Association in Hudson, NY)—had been reassigned to Adirondack Cab Co. from Ticonderoga, NY in Essex County, effective Monday, February 27th.

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| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
|   | Unique Medicaid Clients | % of MA | % of total | Trips | % of MA | % of total | Revenue | % of MA | % of total |
| MA, PROS | 34 | 35% | 9% |  6,723  | 82% | 47% | $146,175 | 75% | 41% |
| MA, non-PROS | 64 | 65% | 16% |  1,469  | 18% | 10% | $48,039 | 25% | 13% |
| Non-MA  | 299 | 0% | 75% |  6,239  | 0% | 43% | $165,782 | 0% | 46% |
| **TOTALS** | **397** | **100%** | **100%** |  **14,431**  | **100%** | **100%** | **$359,996** | **100%** | **100%** |

These group rides constituted a large part of the Consortium’s Medicaid service delivery—82% of all our Medicaid trips, 75% of Medicaid revenue, and approximately 40% of total program revenue (see table below). The loss of this business may have significant impacts on our ability to meet the transportation needs of Columbia County residents, including both Medicaid enrollees and non-enrollees.

Adirondack Cab Co. “won” these group rides through a bid process initiated by the New York State Department of Health (NYSDOH), which oversees Medicaid Transportation, and managed by Medical Answering Services, or MAS, the state’s contracted Medicaid Transportation Manager. The bid process trumps the Medicaid provision called “freedom of choice” which permits enrollees to select their preferred transportation provider.

Since this has transpired, we have done a few things:

* Visited directly with our elected officials in Albany (Lopez, McLaughlin, Barrett, Marchione and Amedore) to advise them of the situation and request their assistance in advocating for policy changes at NYSDOH. Subsequent to those visits, I provided a one-page overview and sample letter to their offices (see attached).
* Estimated the potential financial impact to the program. At this time, we project a change in unrestricted net assets of ($33K) and a net cash flow loss of $29K, though we will undoubtedly find that we must update these numbers to reflect actual revenues and expenses in the weeks since the loss of standing orders. Happily, we have a strong cash position and healthy fund balance to help us absorb this loss.
* Started to explore our options, including different service models, fees, etc., in the interest of ensuring that the program not only survives the current challenge but is viable in the long term.
* On Thursday, February 23rd, I spoke to the members of Greenport Seniors
* On Friday February 24th, I attended an event sponsored by the Greene County Sheriff’s Office, where we received $2K+ raised by them through “Forget to Shave February” to benefit the Greene Co. Cancer Fund.
* My membership in the CMH Board of Trustees has been ratified by Albany Medical Center. I participated in two days of orientation on Monday, March 13th and Thursday, March 23rd and attended my first board meeting on Monday, March 27th.
* On April 4th, Chelly Hegan, President/CEO from UHPP and a Consortium Board member, and I are speaking about national health care policy and the implications for rural health
* Board member updates: Leitha Pierro has submitted a letter of resignation effective 4/1.

**Program Planning**

* Our Opioid Epidemic Response Plan was approved by the Health and Medical Committee last week and will hopefully be approved by the full Board of Supervisors on April 12th. We are working with Joe Fillippone of Project SafePoint and Supervisor Bill Hughes to offer a Narcan training to the Supervisors before their meeting.
* We are also involved in planning Narcan trainings for restaurant owners, managers and staff.
* We have been meeting with a group intent on supporting Chatham Cares 4U and building other capacities for supporting individuals in pursuit of treatment.
* We have also been meeting with a group, led by Commissioner Gibson at DSS, about a housing initiative

**Policy and Strategy**

* I attended the Rural Health Policy Advocacy Day, organized by the New York State Association for Rural Health, on March 7th, where I met with Assemblymembers Lopez, McLaughlin, and Barrett and Senators Amedore and Marchione. I advocated for the restoration of the monies to the Cancer Services and Rural Health Network programs following the cuts proposed in the Governor’s budget. I also spoke about the recent changes to the Consortium’s transportation program and subsequently followed up with their offices.

**Resource Development**

* We continue to await a response to the proposal we submitted to OASAS on December 13th in response to the Community Coalitions RFA.
* We continue to await a response to our application for ongoing financial support for the Greene County Community Cancer Fund from the Bank of Greene County Charitable Foundation.
* Our work plan, budget and budget justification for the next and final year of funding from the Rural Health Network Development Program (RHN) has been approved.

**Fiscal Management**

* The annual external audit of financial statements and state and federal tax returns will be ready for review by the Entire Board at its annual meeting on April 5th.

**Personnel Management**

* Susan Long started as our part-time Fiscal Clerk on Thursday, March 23rd.
* Susan Ortabas, our Office Receptionist and Program Assistant, returned to work on April 3rd.
* The search for a Youth Engagement Coordinator within Tobacco continues…

**Upcoming events**

* Women in Business Event sponsored by the Greene Co. Chamber on 4/13; vacation week of April 17th











