

**Notes from the Board of Directors Meeting of December 7, 2022**

1. **Call to Order and Roll Call**

*This meeting was held virtually on the Zoom web platform. All voting was done contemporaneously via computer audio.*

The meeting was called to order by President Scott Thomas at 2:33 p.m.

The following members were present at the roll call: Becky Polmateer, Bob Gibson, Casey O’Brien, Chelly Hegan, Dan Almasi, John Thompson, Kathleen Eldridge, Ken Stall, Kevin McDonald, Robin Andrews and Scott Thomas.

The following members were absent at the roll call: Art Proper, David Rossetti, Dorothy Urschel, Jack Mabb, PJ Keeler, Theresa Lux.

Also present were the following staff members: Claire Parde, John Ray, Lisa Thomas, Ashling Kelly, as well as guests Ken McGivney and Sam Zadrozny of the auditing firm, The Bonadio Group.

1. **Reminder of the Duty to Disclose**

President Scott Thomas reminded members to disclose any interests that may give rise to a conflict.

1. **Communications/Board Discussion**

Ken McGivney and Sam Zadrozny provided the audit planning presentation. The auditors meet with the Board before the audit begins as well as upon completion. Ken invited members to share any questions or areas of concern with him. He identified significant items of which the Board should be aware:

* Lease accounting standards which took effect in 2022; leases that are not *de minimis* will go on balance as assets and liabilities
* NYS budget impacts
* Bonadio’s independence
* Representation and disclosure of contributed non-financial assets
* Industry updates – significance of inflation, particularly in a rural economy and the health and human services sector

 Auditor responsibilities:

* assess financial reporting
* check internal controls
* examine fraud prevention and detection systems
* promote transparency in governance and ethics
* ensure employees have a mechanism for reporting concerns
* evaluate risks; lease accounting may present challenges; noted that John Ray has been addressing this already
* IT considerations including risk assessment, security awareness training, planning for incident response and continuity

 *[Casey O’Brien left the meeting at 2:50 p.m.]*

 Audit timeline:

* audit planning underway; back to the normal timeline
* fieldwork will be done in February
* audit report will be presented to the Board in April
* will discuss any red flag issues as they arise

**Executive Session**

*Staff members left the meeting and the Board entered into Executive Session at 2:54 p.m. Board member Theresa Lux joined the meeting at 2:56 p.m. The Board exited Executive Session at 2:57 p.m. and staff rejoined the meeting. Ken McGivney and Sam Zadrozny left the meeting at 2:57 p.m.*

Scott Thomas requested a motion to engage the Bonadio Group as the external auditor.

**Be it RESOVED, the Board of Directors moves to engage the Bonadio Group as the External Auditor** *[Only Independent Directors may act]*

**Motion made by Robin Andrews, seconded by Becky Polmateer, and unanimously approved, with Independent Director Kevin McDonald abstaining.**

The group discussed the length of time the Bonadio Group has been conducting the Consortium’s audits; it will be five years in 2023. It is considered a best practice to make a change every five years. This could be accomplished by putting out an RFP or changing the audit team within Bonadio.

1. **Consent Agenda**
2. Board of Directors meeting minutes of October 5, 2022
3. Committee meeting minutes:
* Executive Committee Meeting of November 2, 2022
* Budget and Finance Meeting of November 28, 2022

**Be it RESOLVED, the Board of Directors accepts the minutes/actions of the Board of Directors meeting of August 3, 2022, and all Committee meeting minutes***. [All members may act]*

**Motion made by Bob Gibson, seconded by Chelly Hegan, and unanimously approved.**

 *[Casey O’Brien rejoined the meeting at 3:02 p.m.]*

1. **President’s Report .**

President Scott Thomas reported that, at its November meeting, the Executive Committee approved revisions to the following Personnel Policies:

* + 201: Equal Employment Opportunity, adding reproductive health decision-making to the protected classes
	+ 203: Reasonable Accommodation, adding a section for victims of domestic violence
	+ 602: Paid Leave Benefits, adding a section for the agency right to require or deny use of paid leave.
1. **Executive Director’s Report**

A. Fiscal Highlights Report

In Treasurer Jack Mabb’s absence, Claire provided the Treasurer’s report. Claire noted that the cash balance is good, as are the accounts receivables. The Budget and Finance committee receives bimonthly reports from the Board-designated Reserve Fund and 401(k) account manager, TJ Pellitteri; TJ reports the Fund is beginning to show signs of movement. The ratios are good, with several months of operating reserves.

B. Executive Director’s Report Highlights

Claire reminded the group that her full report is available on the Board portal and offered the following highlights:

* All of the NYS contract budgets and work plans have been approved and we are able to submit vouchers to all.
* The Rip Van Winkle Foundation (RVWF) gave the agency a $50K grant for CARTS. This is a significant increase and represents an enhancement of their commitment. However, this may be the last time we receive this grant, as the RVWF prefers to grant “seed money” rather than provide ongoing programmatic support. Claire will be meeting with one of their Board members soon.
* The Columbia County Sheriff’s Office *No Shave November* resulted in donations of about $2000.
* Claire and Jim Funk recently met with Gary Flaherty, Director of the Columbia County Veterans Services Agency for an overview of their work and to explore further partnership.
* An AmeriCorps volunteer, Kyle Sasso, will be joining the agency in January as a Health Educator.
* Claire will be speaking about health and human services to a group of young professionals at Leadership Columbia-Greene, and will also be the speaker at the Greene County Chamber of Commerce Women in Business Dinner. She will speak at the Home for the Aged first quarter Board meeting.
* Claire thanked Board member Robin Andrews for her assistance in revising the Director of Development and Communications and the RHN Program Coordinator position descriptions.

C. Presentation and Approval of the 2023 Annual Operating Budget

Claire introduced the 2023 Operating Budget, which was recommended for approval by the Budget and Finance Committee. She noted that while she is presenting a negative operating budget, the agency’s strong cash position and healthy fund balance should allow the agency to absorb these losses, which are entirely related to CARTS, in the short term. Claire outlined a number of financial mitigation strategies, including the creation of a new position, Director of Development and Communications, expected to start on March 1, 2023 and whose work is anticipated to generate an increase in CARTS donations. A Board member commented that the plan to engage a Director of Development ties into the Strategic Plan, and remarked that this represents an investment of reserves in a clear strategic direction.

**Be it RESOLVED, the Board of Directors approves the 2023 Operating Budget. *[All members may act]***

**Motion made by Chelly Hegan, seconded by Bob Gibson, and unanimously approved.**

**VII. Executive Session**

The Board entered into Executive session for a report on and discussion of the Executive Director evaluation at 3:40 p.m. *[Staff members Clair Parde, John Ray, Lisa Thomas and Ashling Kelly left the meeting at 3:40 p.m.]*

**X. Adjournment**

The business of the Board being concluded, the meeting was adjourned at 4:00 p.m. following a motion by Chelly Hegan and seconded by Becky Polmateer.