



Notes from the Board of Directors Meeting of August 2, 2023

I. Call to Order and Roll Call

Due to Covid-19 concerns, this meeting was held virtually on the Zoom web platform. All voting was done contemporaneously via computer audio.

The meeting was called to order at 2:32 p.m.

The following members were present at roll call: Amanda Pierro, Becky Polmateer, David Rossetti, Dorothy Urschel, Jack Mabb, Kathleen Eldridge, Ken Stall, PJ Keeler, Robin Andrews, Scott Thomas, Theresa Lux, Toni Carroll, and Victoria McGahan.

The following members were absent at roll call: Art Proper, Bob Gibson, Casey O'Brien, Dan Almasi, John Thompson, Kevin McDonald, and Marielle McKasty-Stagg.

Also present were staff members Claire Parde, John Ray, Lisa Thomas, and Ashling Kelly, as well as Ken McGivney of the Bonadio Group.

II. Reminder of Duty to Disclose

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

III. Communication/Board Discussion

Ken McGivney reviewed the Consortium's draft IRS Form 990 and NY CHAR500. He reminded the Board that the 990 doesn't always tie to the financials based on differences in classification of items, but the bottom line and the balance sheet will be the same. He also noted that the IRS particularly scrutinizes Schedule L, which details related party transactions, of which the HC has several.

Ken noted that there were no issues of concern, and that the forms, once approved, will be submitted to the IRS and NYS Charities Bureau, respectively. He also noted that the forms will ultimately be posted to publicly accessible sites like Guidestar.

Robin Andrews made a motion to approve and file the IRS Form 990 and the NYCHAR 500. Amanda Pierro seconded the motion, and it was unanimously approved.

Ken McGivney and John Ray left the meeting @ 2:44 p.m.

IV. Announcements

Theresa Lux announced that it was World Breastfeeding Day, intended to support breastfeeding in the workplace.

Toni Carroll announced that the YMCA was holding its first blood pressure self-monitoring event. An individual must have a diagnosis of hypertension to participate.

V. Consent Agenda

A. Board of Directors regular business meeting minutes of June 7, 2023

B. Committee meeting minutes:

- Executive Committee Meeting of July 5, 2023
- Budget and Finance Committee Meeting of July 25, 2023

The motion to accept the minutes/actions of the Board of Directors meeting of June 7, 2023 and all Committee meeting minutes was made by PJ Keeler, seconded by Theresa Lux, and unanimously approved.

VI. President's Report

President Scott Thomas reported that revisions to Personnel Policy 501.5 Unpaid Leave for Nursing Mothers to Express Breastmilk had been reviewed in detail and approved at the July 5th Executive Committee meeting in order to ensure timely compliance with NYS requirements. Scott noted that the revisions were minor; the existing policy was already 90% compliant thanks to the agency's prior work with the Breastfeeding Coalition. Claire acknowledged that some of the changes will be challenging for small organizations with limited physical space, but she has no doubt that we will find a way to meet those requirements if and when the time comes.

VII. Treasurer's Report

Treasurer Jack Mabb reported that the Consortium is in the process of moving its 401(k) from Nationwide to John Hancock in order to obtain more equitable fees. He noted that TJ Pellitteri, the Consortium's investment advisor, does pay close attention to the Board-designated Fund, the value of which has grown by \$22k since the beginning of the year.

Jack also reported that Claire approached several organizations and has procured several donations to address the CARTS program deficits and, as a result of her efforts, those deficits are much less than forecasted.

Claire elaborated on the move of the 401(k) funds, explaining that TJ had recommended moving to a new platform to get a better fee structure. Originally, the plan was to move to Voya, but the transition was a slow and troubled one. The decision was made to move to John Hancock instead, and the move has been smoother and considerably faster. Claire noted that such transitions are highly regulated. There will be a blackout period, and staff will receive ample notice before, during and at the end of the process.

Claire responded to a question about whether the Consortium has a fiduciary committee by explaining that the Consortium has engaged a 338 fiduciary, which examines every fund. If a particular fund's performance is less than it should be, it is put in a "watch" status; if the performance does not improve, that fund will be changed. Claire and John receive quarterly reports.

VIII. Executive Director's Report

Claire reported that on August 1st, the Navigator program entered its fifth, and what should have been its final year; however, we recently learned that the contract has been extended another year, reportedly because the funder, the NYS Department of Health (NYSDOH) did not want to disrupt operations during the “unwinding” of the public health emergency. Apparently, NYSDOH also recognizes that agencies are being challenged to attract and retain staff, because it enhanced the contract amount by approximately \$28k. The Consortium had been advertising for two Navigator positions starting at \$17.00 per hour and had received just a few applications, none of which were viable. After receiving permission from NYSDOH, we raised that starting rate to \$19.75. We were also given approval to substantially increase wages for existing Navigator staff in the fifth year.

Claire reported that her RHN Contract Manager indicated that NYSDOH would also like to extend the current five-year grant cycle to six years as well.

The Dyson Foundation granted the Consortium a new General Operating Support grant. This has been increased from \$100K over two years to \$175K over three years. The contract manager noted that the enhanced funding and term were approved due to the need in the CARTS program.

Claire submitted a Letter of Intent to the Mother Cabrini Health Foundation for the CARTS program. She was invited to submit a full application for \$125k for one year starting January 1, 2024. That application was submitted on July 25th.

Claire also spoke to the Board of Directors for the Home for the Aged, talking about the CARTS program in detail. They granted the program \$50k for 2023 and \$50k for 2024. They also facilitated an introduction to Hudson River Bank and Trust Foundation; Claire will be submitting a grant proposal to that organization upon her return from vacation.

[Dan Almasi joined the meeting at 3:05 p.m.]

Claire announced the departure of staff member Ashling Kelly; the Board expressed their thanks for her service. Claire also updated the group on the search for a Director of Development and Communications. Originally, the position was intended to be full-time, at \$50k per year. When advised that the position was not priced appropriately, Claire changed it to a part-time position for the same salary, and received a few more applicants, but none that were right for the position. She then received an application from Sydney Keiler, who was experienced and confident. Sydney has been hired as an independent contractor from August 1st through September 30th, after which Claire will determine if it is a good fit, whether to continue engaging Sydney, and in what capacity (i.e. as an independent contractor or regular employee).

A second interview for a Tobacco Free Action Community Engagement Coordinator is scheduled.

In response to a question, Claire confirmed that Navigators are provided with full training, and do not need to have any prior experience. The Consortium is hiring one full-time position at 35 hours per week, and one part-time at 21 hours per week. There are some evenings and weekends, distributed across the team. Program Director Lisa Thomas added that the person should be personable, want to help others, and want to learn.

IX. Program Update: Children and Adults Rural Transportation Services (CARTS)

To kick off a series of program presentations to the Board, Claire provided a detailed PowerPoint presentation on the CARTS program; the timing of this presentation was chosen because of the upcoming CARTS fundraiser. She included a lot of detail because there are several newer members to the Board; the presentation slides will be distributed via email following the meeting. Included in the presentation were some significant points:

- The current budget for the program is \$525k, which represents a significant increase over the last few years, as costs in a number of categories have climbed.
- From 2020 through 2022, there was a significant drop in the number of rides delivered, due in part to prohibitions against shared rides. However, in 2022, the number of miles travelled rivalled those in pre-pandemic years, so “miles travelled” has become a better measure of activity than “trip count.”
- During the same period, the program experienced significant financial losses, tied especially to the impact of the pandemic on Medicaid-funded trips.
- Halfway through this year, the program has logged 126,305 miles and 6,500 trips, so we are on target to hit our performance targets. Medicaid trip are increasing, and include new clients.

To re-balance the program budget, the transportation team is pursuing both expense- and revenue-side strategies, including:

- reducing service to Albany to 3 days per week
- delaying the planned hire of a Program Assistant until mid-year, after ensuring the new position was justified
- seeking new and increased foundation support
- raising \$15k in sponsorships through the upcoming fundraiser

Claire noted that Medicaid revenue is currently higher than expected.

X. Adjournment

The business of the regular Board meeting being concluded, the meeting was adjourned at 4:01 p.m. following a motion by David Rossetti.

Respectfully submitted,

Robin Andrews, Board Secretary