

Counseling Service of Addison County, Inc.
Board of Directors Meeting Minutes
December 13, 2018 DRAFT

Board members attending: Louise Sandberg, President; Barbara Doyle-Wilch, Vice President; Kitty Oxholm, Secretary; Joanne Scott, Treasurer. Members at large: David Andrews, Sarah Audet, Lewis Holmes, Gary Margolis, David Roberts, Len Rowell, Ted Tighe.

Staff attending: Bob Thorn, Executive Director; Bill Claessens, CFO; Alexa Euler, HR Director; Keith Grier, Compliance and Quality Assurance Officer; Jenn Staats, Executive Coordinator and recorder.

Louise Sandberg called the meeting to order at 4:30 PM.

Happy Minute: Louise asked to use this time (normally used by Bob Thorn) to thank Len Rowell and Barbara Doyle-Wilch for creating an incredible Annual Meeting. Worries about attendance were unfounded; the attendance was *terrific* and the performances were great fun. Thanks also extended to the Board of Director thespians.

Also: The Board decided not to utilize a search company to conduct the Executive Director search. Louise acknowledged Alexa Euler for her exemplary execution of the Executive Director search. Alexa has put in many, many late night and weekend hours. The search has been inclusive for all parties, well organized, and professional. Bravo Alexa!

Also: Bob Thorn asked that the board acknowledge the sudden passing of Peter Quinn, 18-year CSAC employee. Peter's wife is Marian Greenberg, CSAC's Emergency Team coordinator.

Also: The Board acknowledged the evening's dinner in honor of Lucy Gardner. Lucy was a long-time friend and supporter of CSAC, member of the Board of Directors, as well as the first person to give to the Capital Campaign (about ten years ago). Lucy's daughter, Bonnie Cooney has continued Lucy's tradition of providing a festive meal at the end of the calendar year.

Speaker: Keith Grier, items to approve for designation:

FY2019 Strategic and Quality Improvement Plan, presented by Keith Grier. The Board will revisit this critical document for in-depth, thoughtful discussion at either the January meeting or the February Board Retreat. Keith briefly explained the plan's three-year development based on the Centers of Excellence components. These help shape department goals and agency direction. Keith reviewed this plan with Dr. Jimerson and the Management Team. Kitty Oxholm moved to accept the FY2019 Strategic and Quality Improvement Plan. Gary Margolis seconded the motion. Vote was called and passed.

Designation Survey: The board survey is a DMH designation requirement, and will be answered as a collective body. Alexa will replicate the survey in Survey Monkey, send it to all board members to answer, then Jenn Staats and Alexa will "crush" the numbers. The results will be given to Louise for approval. The survey will be brought back to the board as a useful tool for moving forward and building agendas.

Decision and Review Items:

Election to the Board: David Andrews moved and Gary seconded to elect Dr. Lewis Holmes to the Board of Directors. Louise reflected on Lewis' dedication to the Executive Director search and his valuable input. Vote was called and passed.

Approval of Minutes of October 11, 2018: David A. moved and Gary seconded to accept the minutes of October 11, 2018. Vote was called and passed.

Policy Approvals: There were four HR policies to be approved: G-4.30 Payroll Errors & Improper Deductions; G-5.06 Missed Open Enrollment for Benefits; G-5.30 Bereavement Leave; and F-9 Acceptable Driving Records. Barbara moved to accept the four policies as presented, Gary seconded the motion. Vote was called and passed.

Grievance and Appeals policy: These adjustments to the CSAC policy are based on changes to the Vermont state rules. The changes must be made for DMH designation. Most of the changes are simple language adjustments; however there are significant changes to timelines. Kitty Oxholm moved that the Grievance and Appeals policy be approved, Gary seconded the motion. Vote was called and passed.

Fee schedule: Updated for new ABA coding. Deadline January 1, 2019. Barbara moved to accept the fee schedule, Gary seconded the motion. Vote was called and passed.

Vermont Care Partners MOU: This VCP project has been created over the last two years to become a protective and powerful component for small- and mid-sized agencies such as CSAC. Bob has been advocating this project. The vision is that by working *together*, Designated Agencies might be better aligned to carry weight when working with state. Some benefits: positioning us to understand where the money will be coming from, single contracts (not hundreds) for entities like OneCare, single entity contracting, possible development of “pools” of respite staff and other critical employees. This project is indicative of how things *can* change and well as how fast they *are* changing. Bob and other executive directors wanted their boards aware of the MOU before signing. Language reflects that this is a “structure to which we may or may not participate.” So far as dues and who would be in charge of the dues administration, this is still unknown. Members of the board should send questions and concerns to Louise. Then Bob and Louise will discuss before Bob signs and submits MOU.

Committee Report: Development: Jenn reported the Annual Appeal has brought in over \$10,000 in just over two weeks.

Business and Financial Report: EMR Software: Bill reported that CSAC signed with Credible for a new EMR system. This is a three year contract with a four-year renewal. Bob acknowledged the wise insight for a CFO (>Bill) to anticipate/realize the importance of having staff input in this process.

HR: Update on one-time bonus status: Alexa reports that one-times were given to staff on December 7th. The amount was approximately \$130,000.

Executive Session: In order to have board discussion about the final Executive Director candidates and because early disclosure of information would put CSAC at a significant disadvantage, Kitty moved and Gary seconded the motion to enter into Executive Session under the provisions of Title 1 Section 313 (a)(1) Vermont Statutes. The session began at 5:09 PM. Gary motioned to conclude Executive session, David A. seconded the motion, vote was called and passed. Executive session ended at 7:06 PM.

Meeting adjourned at 7:07 PM.