

Counseling Services of Addison County, Inc.
Board of Directors Minutes
October 12, 2017

Board Members Attending: Barbara Doyle-Wilch, President; Louise Sandberg, Vice-President; Kitty Oxholm, Secretary; Joanne Scott, Treasurer; members-at-large David Hallam, Lewis Holmes, Gary Margolis, Len Rowell, and Ted Tighe

Staff Attending: Bob Thorn, Executive Director; Bill Claessens, CFO; Alexa Euler, Director, Human Resources; Keith Grier, Compliance and Quality Assurance Officer; Greg Mairs, Operations Director, Designated Services, Emergency and Crisis Services and Adult Outpatient; Cheryl Huntley, Operations Director, Youth and Family Services and Addiction Recovery; Alexander (Sandy) Smith, Director Community Rehabilitation and Treatment; Ann Moreau-Kensek, Recorder; Jenn Staats, Administrative Assistant.

Barbara brought the meeting to order at 4:35.

Happy Minute: Leadership Team!

Challenges have been significant and lots has been learned, but CSAC has been able to manage through it all because of this team. Some members have been here for decades, which is unusual.

Decisions/Review:

"Below the Line"- How does the board stay informed on potential areas of concern? Bob talked about risks, uncertainty and fiscal sustainability. He handed out the "CSAC Playbook", a document created to focus attention on various points and accompanying timeline. Issues are often resolved quickly and it was pointed out that items listed have changed.

Keith talked about risk management and the fact that while staff is transparent with the Board, the idea is to bring to the Board what is meaningful and to be able to articulate risks. He talked about the systems involved and passed out a Venn diagram showing the "Intersection of Risk." He noted the landscape is shifting and we have to keep looking at it. The Program Directors keep tabs through meetings and leadership roles at the state level.

Discussion on challenges, frustrations and failures as well as leadership succession planning at CSAC.

Housing in Addison County is a big issue, at all levels. People are trying to sort the many factors out. On December 7th there will be a Data Meeting at the Congregational Church to look at health in Addison County. "What does the data tell us?" There are lots of diverse opinions on what to do. Many people are a part of this- it's not just about poverty, but also working people who can't afford housing. Families we serve are struggling.

Barbara invited the Program Directors to come talk to the Board and to ask them to help, and thanked them for coming.

Minutes: David Hallam moved and Kitty Oxholm seconded to approve the minutes of the September 14th meeting as presented. Vote called and passed.

FY 18 Coalition of Runaway and Homeless Youth Program Agreement:

Bill noted the agreement was in the budget the Board already approved. Changes this year are reflective of Federal Requirements. David moved and Ted seconded, vote called and passed.

One Times: Bill and Joanne talked about the audit- the on-site aspect is done. Bill said they were asking the Board to authorize up to \$250,000 for one-times and explained further how that number was chosen. Joanne read the Resolution and after a minor amendment (*salaries and benefits* changed to *compensation*, for accuracy), and presented it to the Board for vote as follows:

“Be it resolved: The Board authorizes the first \$220,000 (about 1% of annual revenue) of the fiscal year 2017 gain to be allocated to the CSAC Operating Fund balance, and up to the next \$250,000 in gain be allocated as a one-time adjustment payout to staff in compensation. Any amount beyond the proposed maximum \$250,000 one-time payout would be allocated into the CSAC Operating Fund balance.”

Alexa clarified that they were asking for authorization now, but the one-times would not happen till December.

Kitty moved and Gary seconded to approve the Resolution as amended. Vote called and passed.

Executive Director’s pay increase: Brief introduction. Kitty moved to apply the same formula the Executive Director’s salary as to others. Len seconded, vote called and passed.

Executive Committee Authorization: Alexa asked that the Executive Committee be authorized to approve a small change in salaries and benefits. She explained the changes, and said the vendor couldn’t have the new document ready for today.

Gary moved and Louise seconded to authorize the Executive Committee to authorize the updated plan. Vote called and passed.

December Meeting date: After a brief discussion the Board decided to hold their December meeting on the 14th instead of the 7th.

HR Report:

The Executive Committee met and approved the benefits and compensation package on Sept. 20. Minor changes were made, but will not affect the bottom line.

Alexa announced the changes to staff, and people seemed to have a wait and see attitude.

President’s Remarks:

Annual Meeting: The theme is “Tapestry” based on a comment Bob made to a donor: “Thank you for the color you bring to the tapestry that is us.”

We are honored to have Dr. Alberto Fergusson as our speaker this year.

Psychiatry data folders were passed out to be discussed at a later date. Lewis spoke about the state of our health system, and how the cost of medications have gone up, which creates more burden on people. When there is a delay in getting someone in to see a Psychiatrist, it can be challenging, hard to wait.

Bob noted that the report was created because the Board needs to have a complex discussion. What do we value? How do you weigh this?

Committee Reports:

Nominating Committee: Len and Gary were both present. Len distributed the list of people being considered as Board nominees and explained the process. Discussion on potential conflicts of interest. Len asked the board who would be willing to approach the various candidates and it was agreed it would be great to have them at the Annual Meeting. The earliest the vote could occur would be December.

The slate of officers put before the Board for consideration are:

- President, Louise Sandberg
- Vice President, Barbara Doyle-Wilch
- Secretary, Kitty Oxholm
- Treasurer, Joanne Scott

Len sked if the Board was willing and in agreement- all affirmed that they are.

Barbara told the Board the following members were up for renewal this year:

Gary Margolis, Kitty Oxholm, Louise Sandberg, Ted Tighe, and David Hallam.

David wants to take a year off and return to the Board then. The others all agreed to serve for another three year term.

There was a brief discussion on committees.

Business and Financial Report

Bill updated the Board on the EMR Process. Discussion on the three finalists.

Barbara adjourned the meeting at 6:37 p.m.