

Counseling Service of Addison County, Inc.
Board of Directors Meeting Minutes
109 Catamount Park, Middlebury, VT
June 13, 2019

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

Staff attending: Rachel Lee Cummings, Executive Director; Bill Claessens, CFO; Alexa Euler, HR Director; Sandy Smith, CRT Director; Jenn Staats, Executive Coordinator and recorder.

Guests: Patty Hallam, Graham Parker.

Louise Sandberg called the meeting to order at 4:30pm. Minor adjustments made to the order of items on the agenda. Louise welcomed guest Patty Hallam.

Louise asked Rachel Cummings to discuss her findings about Vermont Open Meeting Law. Research was conducted on board meeting requirements including seeking legal advice and surveying other DAs. There is no definitive protocol among DAs. Findings conclude that as CSAC is not a municipal entity it is not bound by VT Open Meeting Law requirements. This offers CSAC some flexibility on how to conduct board meetings.

Conflict of interest reminder: Louise reminded Board members to disclose to Rachel potential conflicts of interest (i.e., a business relationship) that might interfere with board responsibilities.

Speaker, Sandy Smith, Director of Community Rehabilitation and Treatment

Rachel asked Sandy Smith and consultant Graham Parker (formerly with Howard Center) to discuss the My Pad project in Chittenden County and possible implications in Addison County. The concept has been used in Chittenden County to increase housing options for a specific population who have struggled in other community settings and/or experience frequent hospitalizations. My Pad offers individual apartments with 24/7 on-site staffing. The model allows for a “different kind of autonomy” and offers long-term availability. Graham reported that some residents have said it is the best place they have ever lived.

Sandy stated that in addition to expanding housing options in our county, My Pad would reduce expensive hospital utilization and lower health care costs. Discussion on ramifications of buying versus leasing, proximity to merchants and public transportation, and zoning/permit parameters.

Decision/Review Items

Approval of Minutes of May 9, 2019: Kitty Oxholm moved to approve the minutes from May 9, 2019. The motion was seconded by Barbara Doyle-Wilch. Adjustments to the minutes were recommended, accepted and incorporated into the May 9, 2019 minutes. The vote was called and passed unanimously to approve the adjusted minutes of May 9, 2019.

Public disclosure of BOD composition: Barbara moved to approve public disclosure of the aggregated board composition survey (an annually required state designation survey). Individual surveys are kept confidential. David Andrews seconded the motion. The vote was called and passed unanimously.

Announcements/Updates: Committee Reports

Ad Hoc: We will be scheduling a by-laws committee meeting in the coming weeks.

Development Committee: Will meet June 27.

Executive/Internal Committee: The FY2020 budget will be submitted to the state at the end of June, as required. However, the hard numbers for state revenues come in July. The Board will be presented with and asked to vote on a budget based on the actual state revenue in late July. Discussed reserve funds and temporary restricted funds, but no updated numbers. Revised IFS numbers will come in July.

Business and Financial Report: Bill Claessens, CFO

Monthly financial reports: Bill presented the monthly financials. Brief discussion, no changes.

HR Report: Alexa Euler, Director of Human Resources

In reference to the disclosure of salary and benefits, master agreement language has two requirements: 1. Quarterly review of senior management. 2. Approval of compensation for employees over \$100K. Alexa plans to disclose monthly. Currently there are no pay or benefit changes.

At the last board meeting Alexa asked the board to review the current Cafeteria and HRA plans, proposed changes, and language updates. Barbara made a motion to approve the two certificates of resolution brought to the board (Cafeteria Plan and HRA Plan). Joanne Scott seconded the motion. The vote was called and passed unanimously.

Executive Director's Report: Rachel Cummings

Mission Moment: Rachel spent two half-days shadowing Eteam. She described the skill in which a clinician recognized increasing frustrations and provided subtle, support to hospital staff and the patient.

Greg Mairs will come in September to present payment reform funding ramifications.

Legislative wrap up: an increase of \$5.5 million in the state budget, to be split between DMH and DAIL; enhanced money designated for residences (ie, My Pad); allocation for one-time EHR implementation; workforce development monies. Brief discussion of Designated Agency changes.

Credible implementation progress: There was presentation by the implementation team at an all-staff meeting. Go-live slated for November. Team is ready to make process SOPs.

Executive Session

David Andrews made the motion to enter into executive session to discuss a personnel issue what could put the agency or individuals in a compromising position if information is made public prematurely, 1 VSA, Section 313(a)(1). Motion seconded by Barbara. The vote was called and passed. Executive session began at 6:33pm. Barbara moved to end the session, David Andrews seconded the motion to end. The vote was called and passed, executive session ended at 6:44pm.

Other business

Please sign up for tasks at or bring desserts for the Community Supper, hosted by CSAC, June 21.

Meeting was adjourned at 6:45pm.