

Counseling Service of Addison County, Inc.
Board of Director's Meeting Minutes
April 9, 2020

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

Staff attending via Zoom teleconferencing: Rachel Cummings, Executive Director; Alexa Euler, HR Director; Bill Claessens, CFO; Jenn Staats, Executive Coordinator and recorder.

David Hallam called the meeting to order at 4:30 PM. Minor changes made to the agenda.

Decision/Review Items

Approval of Minutes from 2.13.20 Board Meeting: Len Rowell moved to approve the minutes from the February 13, 2020 board meetings. David Andrews seconded the motion. The vote was called and passed unanimously.

Announcements/Updates

President's Remarks:

Letter: Addison Independent today published a letter the editor from the CSAC board. In part: *The Board of Directors for CSAC wants the community to know how thankful we are for the dedication and continued work that staff has been providing to so many of our county's most vulnerable residents.... [Staff] quickly responded to the COVID-19 threat, understanding the seriousness of the situation and proactively moving forward with changes. CSAC acted responsively, creatively, and with underlying professionalism and commitment to providing necessary services to clients while keeping them and each other safe.*

Executive Committee meeting, 4.6.2020: Reported on the committee's vote to approve application for \$2M loan through Small Business Administration's Paycheck Protection Program. Bill Claessens reported that the requested funds have been approved.

Committee Reports:

- LPSC/Advisory: Barbara Doyle-Wilch did not attend DS/CA group, but minutes were submitted.
- Ad Hoc
 - By-laws Committee reported by David Roberts: discussed changes from the 2017 document compared to this new version. Items to be addressed: 4.2A, unclear language about financial and programmic; 4.2D, unclear language, discussed creating ad hoc committee to create *proactive* succession plan; 4.5, add language to reflect eligibility for reelection for successive terms; discussion about term limits will be held at a future date; 5.3, discuss with attorney if we need this section and why; if so, remove reference to Business Manager; 5.5 needs clarification; 8.4, change bi-annual to biennial.
 - Finance Committee reported by Joanne Scott: met March 2. Joanne Scott selected as chair. Reviewed January financials. Education on receivables. Discussed compliance issue of billing questions needing to be resolved within six months of providing service. Discussion that the Finance Committee take over the responsibilities of what used to be the Investment Committee (which monitors investments in the stock and bond markets). This is distinct from the 403(B) committee. Kitty Oxholm motioned for approval of a resolution that the Finance Committee to take over the oversight of investments of the former Investment Committee. David Andrews seconded the motion. The vote was call and passed unanimously.

Decided that the Finance Committee will assume the responsibilities of the 403(B) Committee and add the HR Director, and these adjustments will be reflected in Section 8.9 (Finance Committee) of By-Laws. Suggested wording as follows: *The Finance Committee shall provide oversight and support to the strategic financial management of the Corporation in*

accordance with the Corporation's mission. The Finance Committee shall work with the Executive Director, Chief Financial Officer, and Human Resource Director. The Finance Committee shall also oversee the operations and investments of the 403(B) retirement plan."

- Nominations Committee: nothing to report
- Development Committee: in June, will decide as to whether to proceed with Bocce event in August. Social distancing and the economy are both factors to consider.
- Executive Committee: see President's Remarks.

Business and Financial Report—Bill Claessens

February financials will be ready tomorrow. Discussed loss of revenue. Payment reform algorithm to be held off until July 2021; they are maintaining funding. No questions about the 990.

ETeam is conducting all service via telehealth and telephone. Sensing a slight uptick in services and statewide agencies are also anticipating rates and/or acuity to rise in the coming weeks. Worries about escalation of abuse. The Behavior Interventionists (-autism clinicians), who serve about twenty individuals, are heavily affected. It appears that a bundle rate for the remaining part of the year will be available. Other funding routes remain intact.

MyPad: Closing next week.

Brokerage: Checking for a new account (to accept gifts of stock).

COVID-19 crisis: Disruptive. Everything is on hold while financial relief and coverage of lost revenue is being pursued. There have been many technological adjustments, and regulations have loosened. We continue to ensure compliance. Remote work is difficult. Staff is settling in.

HR Director's Report—Alexa Euler

Pay: HR consumed with implementing new Family First benefits, extended categories of paid leave, and specific circumstances attached to that. There has been week-to-week triage for timesheets and pay, but now there is a plan for April.

Communications: DA HR Directors have been meeting weekly. At CSAC: Safety Committee now meeting weekly. Supervisor meeting weekly. Have held eight all-staff meetings in two weeks.

Review of staff salaries: completed.

Executive Director's Report—Rachel Cummings

COVID19 response: The agency has transformed very quickly. While Zoom has a lot of merit now and it will be a tool, human connection is lost and missed. Even our CVA students miss coming to school! Telehealth is also now a tool. David H. helped connect us with a Middlebury College home. Greg Mairs and Sandy Smith are developing an emergency plan which can be quickly activated.

PPE command center: Rachel working with Charlotte Furey (keeps up with new recommendations), Jenn Staats (administrative support), Mary Miller (inventory, tracking supplies, ordering). Supplies are fragile; state assures us that if there is an outbreak, CSAC will be bumped up the line. Kudos to Louise Sandberg for sewing 35 masks for staff and clients.

State: Commissioners Hutt and Squirrel have been steady, supportive, and are opening doors for us; working with Mike Smith to get funds quickly. Astonishing new-found funding flexibilities. Rachel testified to Senate HHC on Tuesday.

Lastly: Work by folks on the front lines is heroic. CSAC is remarkably resilient, and we have responded effectively. We will look back and find gaps, but we will succeed.

Legislators' meeting: Management Team, Board of Directors, and Addison County legislators will be having a Zoom meeting Monday, April 13.

Time of adjournment was 6:20 PM.

