

Counseling Service of Addison County, Inc.  
Board of Directors Meeting Minutes  
**September 9, 2021**

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**Board members attending:** David Hallam, President; Sarah McGowen Audet, Vice President; David Roberts, Secretary; Joanne Scott, Treasurer. Members at large: Suzanne Aldana; David Andrews; Bill Cunningham; Barbara Doyle-Wilch; Marc Gwinn; Gary Margolis; Len Rowell; Kerianne Severy; Louise Sandberg; Jane Spencer. Absent: Matt Birong; Ted Tighe.

**Staff attending:** Rachel Cummings, Executive Director; Bill Claessens, CFO; Alexa Euler, HR Director; Jenn Staats, Executive Coordinator and recorder. **Guest:** Andrew Brown, Compliance and Quality Assurance Officer.

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David Hallam called the meeting to order at 4:31 PM.

**Decision/Review items**

Minutes of July 8, 2021: Len Rowell moved to accept the minutes from July 8, 2021 with adjustments as discussed. David Andrews seconded the motion. Vote was called and passed unanimously.

21<sup>st</sup> Century Cures Act in conjunction with policies J12, J22, J42: Andrew Brown presented information about the 21<sup>st</sup> Century Cures Act and the implications to the agency. David Roberts made the motion for the board to approve changes to policies J12, *Individuals Right to Access Records*; J22, *Verifying Identity*, and; J42, *Designated Record Set* as noted in the memo to the board dated September 3, 2021. Jane Spencer seconded the motion. The vote was called and passed unanimously.

Resolution to By-Laws Section 8.9 and establishing a charter for 403(b) Committee: Our legal advisors recommend an independent committee, unattached to the board, be formed to oversee the management of CSAC's 403(b) retirement plan. Joanne Scott presented the resolution which names a 403(b) committee the retirement plan administrator and delegates the authority of plan administration to that committee. Furthermore, CSAC By-Laws Section 8.9 would be amended (i.e.: remove the last sentence from Section 8.9, which reads as follows: *The Finance Committee shall also oversee the operations and investments of the 403(b) retirement plan.*”). Marc Gwinn made the motion to approve the resolution which states that a 403(b) Committee will be formed and changes will be made to CSAC By-Laws Section 8.9. Barbara Doyle-Wilch seconded the motion. The vote was called and passed unanimously.

Language will be inserted in Section 4.7A (Meetings/Regular Meetings) reflecting the May 2019 board resolution to add the following to the by-laws: *“The Board of Directors of the Counseling Service of Addison County, Inc. meets on the second Thursday of every month at 4:30pm at 109 Catamount Park, Middlebury, Vermont.”*

Corporate Authorization Resolution: The motion to approve this resolution was made by Louise Sandberg, Marc seconded the motion. The vote was called and passed unanimously.

Policy E43, Masks, Face Covering and Respirators (revision): The revision removes outdated instructions about where to wear masks. Suggestion to change “can discard” to “should discard.” David Roberts made the motion to approve policy E43 with aforementioned adjustment to language, Barbara seconded the motion. The vote was called and passed unanimously.

Policy, Safe Shoe/Footwear: Recommendation from our health insurer; not a personnel policy, but a policy agreed to by the Health and Safety Committee. Marc made the motion to approve the Safe Shoe/Footwear policy as E45, with the removal of the word “but” in the fourth bullet under the heading “Policy.” David Roberts seconded the motion. The vote was called with all in favor and one abstention, and passed.

Public disclosure of the aggregated data from the board composition survey: David Andrews made the motion to allow for public disclosure of the aggregated data from the annual board composition survey. Sarah McGowen Audet seconded the motion. The vote was called and passed unanimously.

### **Announcements/Updates**

President's Remarks: Kudos to the staff of Hill House for the extraordinary efforts to contain COVID. If board members are interested in planning the annual meeting, David is still seeking volunteers.

### **Committee Report:**

Anti-bias Committee, reported by David Andrews: Largely devoted to learning at this point. Marc will be joining and David intends to cease his involvement at the end of his term at year's end.

Development Committee, reported by Jane Spencer, chair: Development director position (half year, possible start Jan. 2022) is budgeted. Suzanne Aldana shared her elevator speech with the group.

LPSC CA (DS), reported by Barbara: met on August 26. Introduced to Lisa Hewes. Greg Mairs presented information on payment reform. Discussed the Needs Assessment Tool, which has been controversial. Green Mountain Advocacy group has been active. Speak Up (another advocacy group) will be restarting their activity soon.

LPSC CRT (MH) reported by David Andrews: Met on August 26. Discussed residences, COVID. Discussed the Yale project. Evergreen House is operating in-person with masking. Consumer survey had 30 responses: very positive. Discussed staff vacancy.

Nominating and Governance Committee, reported by Sarah, chair: She is working with new board members as to which committees they might like to join; will reach out to committee chairs/leaders.

Quality and Compliance Committee, reported by David Roberts: Ready to "clean up" and clarify the policy process and review the policies which include the board. Central guiding documents will be the CSAC by-laws, the provider agreement and the Administrative Rules for Designated Agencies.

Finance Committee, reported by Joanne Scott: Thank you to Bill Claessens for his patience, expertise and excellence teaching the "ins and outs" of CSAC financials. Auditors will be on-site beginning September 20.

**Business/Financial Report,** Bill Claessens: Discussed the FY22 guiding principles, the budget building challenges, and the summary of FY22 budget. Barbara made the motion to accept the budget as presented, David Hallam seconded the motion. The vote was called and passed unanimously.

Per usual, September's financial report is devoted to budget and monthly reports resume in October.

**HR Report,** Alexa Euler: Quarterly review of salaries and benefits was conducted.

**Executive Director Report,** Rachel Lee Cummings: We have had some significant challenges in the last two weeks. Commended staff for how deep they pulled, how resilient and nimble teams have been.

Gary Margolis made the motion to adjourn. Barbara seconded the motion.

Meeting adjourned at 6:29 PM.