



Board of Directors Meeting Minutes

Monday, January 23, 2023

10:00 am – 12:00 pm

181 Crawford Rd, Derby, VT

Zoom Meeting

Present: Denise Niemira, Chair (late entry – 10:07); Jane Kitchel, Secretary; Linda Rhodes, Vice Chair; Amy Morley, Treasurer; Stacy Thrall; Larry Wall; Neila Anderson-DeCelles (late entry-10:33); Kari White

Staff Present: Kelsey Stavseth, Executive Director; Joseph Forscher, Chief of Behavioral Health; Laura Nelson, Chief of Organizational Development; Sharon Ryan, Chief of IDDS; Brooke Bury, HR Director; Colleen Bosse, Executive Assistant

Guests: Shireen Hart, Primmer, Piper, Eggleston & Cramer; Kim Bodette, emergency Services Admin; Terri Lavelly, Training & Development; Chad Roubillard, Facilities; Brett Bourgeois, Anthony Willey, HR Recruiter

I. Call to Order and Approval of Agenda.

In the absence of the board chair, Ms. Rhodes called the meeting to order at 10:06 am. (Dr. Niemira entered the meeting at 10:07)

Ms. Kitchel moved to approve the agenda as amended. Motion was seconded by Ms. Thrall. There was no discussion. All members present voted in the affirmative. Motion carried.

II. Board Education – Board Governance

Shireen Hart from Primmer, Piper, Eggleston & Cramer presented training on Board governance. Topics included:

- Non-profit/Not-for-profit
- Governance Structure
- Board Actions
- Designated Agency Requirements
- Director Duties, Requirements, immunity, Compliance

1) Non-profit vs for profit entity

2) Governance structure:

- Vermont nonprofit law, 11B VSA S 8.01(b) requires all corporate powers shall be exercised by or under the authority of the board
- Affairs of the corporation must be managed under the direction of the board

- Governance is not operations
 - Bylaws – Board actions need to meet bylaws
- 3) Board Actions:
- Majority of Board must be present
 - Boards govern as a group not individuals
 - Do not need to use Robert’s Rules of Order
 - Fiduciary Role – use assets and revenue to support the mission and people we serve – be a steward of the organization
- 4) Designated Agency
- Board requirements are outlined in the Administrative Rules (2003)
 - Do VT public meeting laws apply to DAs? Not a resolved issue.
 - Requirements are also in Provider Agreement
 - Need board members with financial and legal expertise (does not need to be an attorney)
 - Conflict of interest policy
 - Governance training
 - Quarterly financial review
 - Approval of compensation of \$100,000 - Include acknowledgement in minutes Salaries are not public (like state employees) – 990 includes certain information.
- 5) Directors Duties
- Duty of care – Act in good faith, be informed, and act reasonably
 - Duty of loyalty – Act in best interest of agency; maintain confidentiality; no personal gain; disclose conflict of interest (must properly vet)
 - Immunity- VT law 12 VSA s 5781/11B VSA s 8.51
Not liable if acting in good faith (no gross negligence)
 - Responsibilities –
 - Steward of the mission
 - Agency advocacy
 - Strategic planning
 - Operations oversight – hire CEO, budget review; engage auditor; policy review
 - Compliance oversight
 - Aware of risks and vulnerabilities
 - Monitor compliance systems
 - Evaluate effectiveness
 - Contract/funding
 - Monitor designation requirements
 - Compliance officer has access to the Board - regular reporting
 - 3 questions Board should ask about compliance– is it well designed. Applied earnestly and in good faith? Does it work in practice?

Discussion about Board Compliance included the need for regular reports to the board. Not everything rises to the board level. Dr. Niemira discussed the need to actually see data or

trust others' words. Nick Hunt, the Compliance Officer, presents updates to the board on quarterly basis. Ms. Nelson informed the Board that the Compliance Committee meets the first Friday of each month and includes agency directors.

Mr. Stavseth, Dr. Niemira and Ms. Hart will meet to discuss bylaws and changes needed. There was some continued discussion regarding open meetings and FOIA.

III. Secretary's Report.

Ms. Morley moved to approve the minutes from the November 28, 2022, meeting as written. Ms. White seconded the motion. There was no additional discussion. All members present voted in the affirmative. Motion carried.

IV. Treasurer's Report.

The Budget & Finance Committee reviewed the October, November, and December 2022 financials reports at their meeting. The finance reporting is now up to date. In the absence of CFO Denis Houle, Mr. Stavseth gave an overview of the December 2022 financial report and screen shared the financial graphs.

Part of the agency's positive financial status is related to IDDS funds, due to new clients and the extension of the COVID emergency.

Revenues continue to be strong and are ahead of budget by 7%. Potential paybacks have been pulled out of revenues (revenues have been decreased)
– 750k from DS/ new revenues

We are still not meeting targets in children's, which is due in part to staffing, how we are providing services. CYFS has been providing wrap services versus partial services based on what is available. IDDS currently brings in 70% of agency revenues. This results in IDDS cross subsidizing Mental Health and SUD programs.

Expenses are lower, in part, due to staffing. This helps support finances but it does not support our mission.

Mental health programs are running a deficit. We are working hard on workflows, documentation, etc. to help improve this. This trend is improving over time.

Mr. Stavseth discussed how the mental health and SUD programs are funded, how revenues are affected by staffing, and how programs are approached.

Ms. Anderson-Decelles asked for an update on waiting lists. The wait list in Children's has decreased to approximately 25 people. CYFS is working on a more streamlined approach and service delivery model, which will offer available services to youth, even it is not a full wrap model. The active list in CYFS is not full and does not allow us to meet target numbers, meaning there should be capacity to offer some additional services.

Mr. Stavseth addressed clients wanting in-person versus tele therapy services. NKHS is committed to hybrid services, which provides ease of access but can also allow for closer observation in person when needed.

Ms. Anderson-Decelles moved to approve the financial statements from October, November and December 2022, as recommended by the Budget & Finance Committee. Motion was seconded by Ms. Rhodes. All members present voted in the affirmative. Motion carried.

V. Standing Committee Reports

Standing committee reports were in the board packet this month and included October, November and December for some committees. All reports are now up to date.

Ms. Rhodes announced she has invited standing committee members to attend the employee banquet. There was confusion between the Annual Meeting and the Employee Banquet. Ms. Bosse and Ms. Perkins expressed some concern about the number of attendees and if standing committee members could be accommodated.

VI. Communications Plan

Ms. Perkins, Director of Communications and Community Engagement, presented her proposed communications. She addressed:

- 1) Communications Committee - This committee will help develop a yearly communications calendar, determine types of communications and needs, offer feedback and guidance, and be a brand ambassador.
- 2) Proposed visual rebranding - This would include logo redesign, change, or refresh, as well as color, font and tagline.
- 3) Style guide - to help understand who we are in our brand, define our voice, logo use. Addressing the logo is a priority. Consistency of message and credibility are important. NKHS needs to present itself with confidence and competence to help change perspectives.
- 4) Website – The current website is outdated and does not provide all the information and resources needed. Doing the logo and the website in tandem will be most effective. Ms. Perkins is currently developing an RFP process for the website. Website changes will go through Ms. Perkins and she will have control of that.

Time line:

- 1) Establish communications plan
- 2) Create and send out RFP
- 3) Review RFP
- 4) Decide on vendor
- 5) Begin work

Ms. Kitchel moved to approve the communications plan and invest up to \$40,000 for a new website design and rebranding. Motion was seconded by Ms. Boskind. All members present voted in the affirmative. Motion carried.

VII. Q2 HR turnover report

Due to time constraints, the Q2 Turnover Report was not presented in its entirety; however, it was available in the Board packet for review.

Ms. Bury noted there has not been little change since last quarter. However, there is a story behind the numbers. We are getting to a better place with retention. We received AHS funding for retention bonuses and have also done work on wages and bonuses internally. Voluntary turnover and resignations have gone down. There were only two terminations in January - one was a resignation. This means HR can now focus more on recruitment and is looking ahead to job fairs, pay rates, etc.

VIII. Executive Director Updates

There are a lot of projects happening:

- The Governor put the mental health treatment facility in the budget for this area and Alison Krompf is setting up a meeting to discuss next steps. This will not be guaranteed until the budget is voted on.
- We are working on the Communications plan
- We are adapting Click up, a project management software.
- We are working on operational workflows
- Looking at finances so we can we increase staff wages
- Working on recruitment - Julie Riffon-Keith started last week at the Project Director for CCBHC

Mr. Stavseth recognized staff for the hard work they are doing.

IX. Guest Comments

There were no guest comments.

X. Adjournment.

There, being no further business, a motion to adjourn the meeting was made by Jane Kitchel, seconded by Ms. Morley, and passed unanimously. The meeting adjourned at 12:13 pm.

Respectfully Submitted,

Jane Kitchel, Secretary

Date

/cb

The next Board meeting shall be held on February 27, 2023, at 10:00 am.