**LCMH Board of Directors Meeting Minutes**

Date: 3/15/23

 Start time: 5:02 pm

 Adjourned: 7:04 pm

Board Members: Luke Jandreau, Cindy Morin, Mike Feulner, Mary Anne Lewis, Stacey Madden, Susan Kimmerly, Zach Williams, Fred Ober

Absent: Chip Troiano, Saudia Lamont,

Staff: Michael Hartman, Jim Heath, Bryanne Castle, Jenifer Stratton

Guests:

Notes: Emily Roemer

Meeting called to order at 5:02 pm by Luke Jandreau

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| Topic | Discussion | Action | Person Responsible |
| **Introductions** |  |  |  |
| Approval of Minutes | Motion to approve: Stacey Madden. Second: Cindy Morin1st paragraph audit review – first draft finance review needs a word. “compares” needs apostrophe removed.Human kind – add Mike Feulner and Luke Jandreau to who discussed human kind agreements | Motion to approve with edits: Stacey Madden. Second: Mike FeulnerUnanimously approved. |  |
| Human Kind/Board Member expectations | Mary Anne Lewis – completed edits as suggested.Signed documents to be submitted to Emily. Emily will send copies electronically and make available at the front desk. Fred Ober will pick them up. | Motion to approve: Mary Anne Lewis. Second: Cindy Morin.Fred Ober votes present – remaining members approve. | Emily to disseminate and collect agreements. |
| CEO Report | SLT participated in retreat with AnnMarie Curley. She also participated in UEMR implementation along with doing leadership training about how to create change in organizations. This is similar to cognitive behavioral techniques in mental health. SLT to use techniques within that team. Directors will use with managers and trickle down to all staff.In the past month, more services have been provided than ever. Previous high average was around 600, we have been over 700 for 2 months. The delay in serving more consumers has been completing intakes and hiring additional intake staff. The adult side has had less referrals, so the effects have been less than in children’s. The average number of services per month is around 10,000. Last services per year has been around 100,000, so we are above average. It has been difficult with more staff openings to be filled.Susan Kimmerly– asked about the increase in revenue with the increase in services. Michael Hartman requested to come back to this, but noted the backlog in billing has been progressing well. Some had to be re-submitted due to printing misalignment. January-June has been resubmitted electronically. We gained clarification on billing on case rates and have been re-submitting as needed. Darcy Bohannon and Tricia Foster have been addressing errors in real time and streamlining processes. We are working with DAIL to gain clarification on DS billing and adjusting per member per month rates. Grants – Most of the grants look promising as they are with the Department of Justice. The person who was interviewed for the imbedded position with the Morrisville Police declined the position. Another interview was completed today and went well. A second interview will be completed next week. The first half of the year for that position is funded, we are working on obtaining funds for the second half. Another PD is looking to coordinate a similar position.ITS is still being operated out of Marshfield due to needs of the consumer. More staff has been hired, which fills 6 of 10 hourly positions with LCMHS employees. Once that staff transition is complete, we will need to add additional staff dedicated to ITS consumers, not the Marshfield consumer. Our ITS house is still being used by Washington County. Finance staff and Emily Roemer are working with the front desk staff to implement accepting payment as well as updating consumer address and insurance information.GMSS – Gloria Quinn (CEO of Upper Valley Services) and Michael Hartman were requested to assist in providing services to GMSS services for about 125 consumers. Commissioner White requested assistances as GMSS was going to be de-designated (they were previously on provisional designation status). DAIL was prepared to request that all consumers be notified of the de-designation and have to find new providers by the end of March. Gloria and Michael Hartman spoke with the Executive director, interim executive director and board president to determine an alternative solution. Champlain Community Services is providing oversight to GMSS. This prevented disruption of consumer services. Luke Jandreau was aware of these developments. The commissioner was able to keep the situation quiet and out of the news until an outcome was determined with the goal of avoiding chaos and service disruptions top consumers. It came to light that the board at GMSS was not properly notified or provided necessary documents. LCMHS may partner with GMSS to strengthen their board procedures. Michael Hartman provided clarification on why he provides a lot of information to this board and why he kept this from the board until now, while noting that had LCMHS needed to be involved more deeply in GMSS, the board would have been notified and provided all information available and allow for any questions the board would have had in that situation.Hiring continues to be a struggle. Hiring is keeping up with those who are leaving, but is not filling the deficit. We have hired a nurse to work with ITS and DS, as well as other departments a needed. This person worked for LCMHS DS prior to obtaining her nursing credentials. There have been a few people return to LCMHS who have previously left.Fred Ober – there is an article in the Vermont Digger about the GMSS situation. Michael Hartman has not had a chance to read it to provide further clarification. The situation does point to how fragile our system has been. Fred Ober noted that the article seems to line up with what Michael Hartman spoke of. Luke Jandreau – credit to Michael Hartman for the handling of the GMSS situation and the positive outcome and collaboration with other agencies. Credit to our board for their participation and questions. We will continue to be open with information. |  |  |
| **Finance Updates** | Fred Ober – Move to move finance committee to executive session at the end of this meeting with Michael Hartman and Jim Heath present. Second – Zach Williams. Note – this topic will be skipped for now. Request for Finance updates to be moved to executive session will be addressed after the remaining topics on the agenda are covered. |  |  |
| **Committee Reports** | Adult and Children’s did not have a meeting. Mary Anne Lewis was not at the DS meeting. |  |  |
| **New/Old Business** | Luke Jandreau – We should expand other committees as we gain more board members.Mike Feulner – Will relinquish position on nominating committee due to presence on Copley Board. There is a current resume for someone who is interested in joining the board. That is the only nominating committee item pending.Luke Jandreau – Cindy Morin recommended for nominating committee. Cindy Morin agreed to participate. All encouraged to participate in any and all committees they are interested in. Beyond any conflict of interests, people can be on multiple committees.Board Committees are: Nominating, fundraising, governance, community engagement committee, finance. Per Mary Anne Lewis, the fundraising and community engagement committees have been combined. Susan Kimmerly asked if these committees were defined. Mike Feulner noted that they are defined in Robert’s rules of order.Standing committees – DEIB, Adult, DS, Children’s. Michael Hartman – Ending contract with ASAP due to losing $100,000 per year. The funding barely covered having someone on call all year. The funding didn’t cover actual services and cost of building. Services will be discontinued effective June 30. Discussions ongoing to possibly have a joint program with another agency. The state sent out an RFP for a new similar program. The RFP did not include funding. | Cindy Morin to connect with Mike Feulner on transfer of nominating committee duties.Unanimous approval of Cindy Morin’s appointment as chair of the nominating committee. |  |
| **Executive Session** | Fred Ober – Motion to move to executive session. Motion to approve – Cindy Morin, Second – Fred Ober. Unanimous approval.Fred Ober – move to start executive session to discuss finance report. Zach Williams – second. Mike Feulner – questioned why this is necessary. Fred Ober – reasons will become apparent.Luke Jandreau – clarification – the reason foe needing executive session does satisfy Vermont statutes. The reason is a personal matter. Minutes will not be taken. The whole board can stay, as well as Michael Hartman, Jenifer Stratton and Jim Heath. Minutes will note time the session starts and finishes. Mike Feulner – reassurance will be needed that it falls within the statutory guidelines for executive session. Fred Ober – Mike Feulner will be satisfied. Luke Jandreau – Executive session is being called based on Title 1 chapter 5 3-15. It will become clear in executive session. Susan Kimmerly– we are not going into executive session to avoid public record? Luke Jandreau – confirmed that the reason is not related to avoiding public record. Mike Feulner opposed, all other approved. Executive session called to order at 6:04pm.Executive Session adjourned at 7:02pm |  |  |
| **Agenda for Next Meeting** |  |  |  |
| **Closing** | By unanimous vote the meeting was adjourned at 7:04pm |  |  |

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