**LCMH Board of Directors Meeting Minutes**

Date: 9/20/23

 Start time: 5:01 pm

 Adjourned: 6:15 pm

Board Members: Cindy Morin, Mike Feulner, Fred Ober, Zach Williams, Stacey Madden, Mary Anne Lewis, Geoff Lindemer, Susan Kimmerly, Saudia Lamont

Absent: Chip Troiano

Staff: Michael Hartman, Robyn Daley, Jeffrey Kellar, Tara Miller, Jennifer Stratton

Guests: Brittany Rhoads – Union President

Notes: Emily Roemer

Meeting called to order at 5:01 pm by Fred Ober

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| Topic | Discussion | Motion Voting |
| Introductions | Tara Miller – Psychiatric Rehabilitation and Recovery Director – started position 3 weeks agoLuke Jandreau has resigned as president. Fred Ober is acting president.Jeff Kellar – CFO – started last weekBrittany Rhoads – Union President |  |
| Discussion of Meeting Format | Please stay on time as scheduled in the agenda. |  |
| Approval of Minutes | The yellow highlights have been corrected by Michael H. | Motion to approve minutes – Mike FSecond – Susan KUnanimous approval – no abstentionsMotion Approved |
| Election of Officers –President | Mike F – motion to nominate the following:* President – Zach Williams
* Vice President – Susan Kimmerly
* Treasurer – Geoff Lindemer
* Secretary – Mary Anne Lewis

New officer positions will take effect at the new annual meeting in October. Zach will be giving the speech. | Motion to approve – Mike FSecond – StaceyUnanimous approval – no abstentionsMotion Approved |
| CEO Report | Lamoille Health Collaborative - established an electronic referral system.* Works with LCMHS’ EMR
* It will make referral tracking and reporting easier.
* Can track various community efforts, like natural disaster recovery.
* Can assist in a community needs assessment.
* LHP is taking the lead. As an FQHC they got a discount on the software.
* Compliments other community services like food stamps, health department, etc. It may take some pressure off of services like 211.
* A grant is paying for the implementation and first year. Agency contributions are based on size, the balance will be paid for on fundraising.
* United Way is leading advertisement
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| **Finance Report** | Zach – Good meeting with the finance committee. Welcome to Jeff Kellar. Notes Jeff’s qualifications.* Audit is underway.
* Jeff to complete an updated financial report as soon as he feels ready.
* Alan recommended we take a good look at the agency’s ability to compete with other agencies’ salaries.
* There is potential for community collaborations (Copley, Home Health) and it seems viable.
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| **Motion for Michael and Jeff to negotiate a LOC up to $1.5 million** | Zach presented a motion that the Board will authorize the CEO & CFO of the agency in a request of up to 1.5 million dollars for a Line of Credit (LOC) using the current investment funds, which as of 8/31/2023 was valued at $1,737,020.80. If $1.1million is an easy approval, Zach will support taking that and then working with the bank to increase the LOC up to $1.5 million incrementally.Discussion Points* $400,000 is currently drawn on the LOC.
* Jeff will update P & L status and determine the status of the recovery from the billing issues. Look into how much revenue isn’t being capitalized on due to being short staffed.
* Audit is delayed until the middle of October. The only thing that should hang us up is establishing the valuation of the re-bill submitted to the state.
* The auditors should have their work completed about 6 weeks after the on-site visit.
* We shouldn’t offer the bank any fixed assets/real-estate. The 1.5 million is an appropriate request based on investments and accounts receivables.
* Payroll is $400,000 per 2-week period.
* Present deficit is between $500,000 and $600,000. Not including any audit related adjustments.
 | Motion - ZachSecond – SusanUnanimous approval – Stacey abstains.Motion Approved |
| **Motion to Add Jeff and Alice as signers.** | ***BE IT RESOLVED*** *that Lamoille Co. Mental Health Services Inc.  desires to enter agreement with Union Bank in order to utilize the Automated Clearing House (ACH) Network operated by the NACHA (also or formerly known as National Automated Clearing House Association) and/or other regional automated networks using Union Bank’s Online Banking System; and* ***BE IT FURTHER RESOLVED*** *that Alice Norton, Controller, and Jeffrey Kellar, Chief Financial Officer are Duly Authorized Agents of Lamoille Co. Mental Health Services, Inc. are hereby authorized to take action on behalf of the Entity relative to the Entity’s use of the ACH Network through Union Bank, including, but not limited to: execute on behalf of the Entity the Agreement for ACH Origination with Union Bank and all documents relating thereto in order to effectuate the Entity’s use of the ACH Network for banking transactions through Union Bank; designate Authorized Representative(s) of the Entity who will be the User(s) of the ACH system on behalf of the Entity; specify and amend the scope, limitations, restrictions, and access of each Authorized Representative’s use of the ACH system; revoke the authority of the Authorized Representative’s use of the ACH system; execute “Authorized Representative” forms on behalf of the Entity in order to designate, change, revoke, and specify the Entity’s authority for each Authorized Representative’s use of the ACH system on behalf of the Entity; and to carry out such other acts on behalf of the Entity as may be necessary or appropriate to utilize Union Bank’s Online Banking System.*Discission Notes:* Clarified signing process that anything above $2500 needs 2 signatures.
* CEO, CFO and Board President can sign for the line of credit.
* Per tina at the bank, the investment account is collateral so additional signatures are not needed to increase the amount. Michael to update Tina if the board approves a lower amount than the bank is currently approving.

Geoff- where is the need to do this in the bylaws?Michael – we can ask to have a new signing for the loans, but Tina said we didn’t need to at this time.Stacey – If tina says this is fine, it sounds right to Stacey.Michael – this vote needs to be done for Zach*Zach – adding to motion – Vote to approve Geoff to approve/negotiate/sign on behalf of the board.* | Motion to approve – GeoffSecond – ZachUnanimous approval – Stacey abstains.Motion Approved |
| **Committee Reports** | Adult – notes included in packetChildren – no meetingDS – Mary Anne – Amy spoke about new Medicaid rules for home providers in 2024. |  |
| **CEO Recruiting** | Fred – motion to Appoint Mike F as Chair of CFO Search CommitteeDiscussion from after the voteMike F – * Amy F from HR put the committee together There’s only board member on the committee, more would be nice.
* None of the information is being sent via email, but you can attend via zoom. The 2 specific commitments are 2 half days in October for interviews and couple hours after interviews to review.
* Should no one else be able to participate from the board, it is imperative that the board supports the work of the CEO committee.
 | Motion to approve – SusanSecond – StaceyUnanimous approval – no abstentionsMotion approved |
| **New/Old Business** | Establish Governance Committee* It has to be done because it is required in the bylaws, but I am not prepared to do that today.
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| **New/Old Business** | Planning for October Meeting* Michael – we have discussed in SLT. We will have a few presentations, Shirley Haden award and have done a community partner award in the past.
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| **New/Old Business** | Mike F – Should we continue having hybrid meetings? If we would require in person, I doubt we would ever have a quorum.* Having zoom enables me to make all the meetings.
* We need to address the audio issue at LCMHS office.
* One person would prefer all in person or all zoom.
* Consensus is to keep hybrid.
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| **New/Old Business** | * The changes in the board composition over the last month have weighed heavily.
* The collaboration with the board officer team and Michael has been better over the last month.
* The board has come together. Kudos to Michael for making himself available.
* Discussions before the board meeting have been important and this meeting has gone well.
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| **New/Old Business** | Elimination of term limits:* Many good members have been lost over the years due to term limits. We may also be able to get some old members who termed out back.
* Changing limits is a job for the governance committee, and it can be discussed at the next meeting.
* Current rule allows someone to return after 1 year absence
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| **New/Old Business** | Susan – Can the board meeting minutes be shorter?* Others Agree
* more is better. The open meeting law is vague about content. It’s at our discretion.
* Jennifer – Designation requires them, but don’t specify level of detail.
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| **New/Old Business** | * Glad about the direction LCMHS is going.
* Appreciation for Zach stepping up.
* Recognizing that LCMHS is losing staff due to pay. It’s going to hit the community hard if we keep losing good staff.
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| **Agenda for Next Meeting** | October – Annual MeetingNovember – Vote on CEO; Establish Governance Committee |  |
| **Closing** |  |  |

The meeting was adjourned at 6:15 pm.