

**LCMHS Board of Directors  
Meeting Minutes  
Date: 07.17.2019**

Start time: 5:05 pm  
Adjourned: 6:30 pm

Board Members: Dot Reeve, Chip Troiano, Fred Ober, Mike Feulner, Mary Anne Lewis, Stacey Madden, Stephanie Thomson, Zach Williams  
Absent: Sharon Menard, Saudia Lamont, Savi Van Sluytman  
Staff: Jennifer Stratton (for Savi Van Sluytman)  
Guests: Brittany Rhoads, Sarah Williams  
Notes: Luciana Swenson

Topic	Discussion	Action	Person Responsible
1. Approval of Minutes	<p>The board reviewed the meeting notes from June 2019. Mr. Williams asked if there were any questions or comments.</p> <p>Mr. Ober moved the motion to approve the minutes. Ms. Madden seconded the motion. All approved.</p>	<b>By unanimous vote, the minutes of June meeting were approved.</b>	
2. ByLaws Draft Review	<p>Mr. Williams thanked Ms. Reeve and Ms. Menard for the work they have done so far on the revision of the ByLaws.</p> <p>Ms. Reeve said that the recommended changes are in bold. The text in italic is original but seems redundant, and they are questioning if they are really needed.</p> <p>Mr. Ober raised a few items to be discussed/reviewed:</p> <ul style="list-style-type: none"> <li>- Naming of the agency: “service” or “services”</li> <li>- Article 2: question if the mission belongs in the ByLaws. Mr. Williams suggested to not replace but combine the original purpose with the mission.</li> <li>- Section 6.3: misspelled “qualt5iy”</li> <li>- Section 7.3: recommended addition “by written notice or by email”; removal of signature requirement</li> <li>- Pronouns: replace him/her by a more inclusive pronoun.</li> </ul>		

	<p>- Section 9.1: misspelled “present of the board” when it should say “president of the board”</p> <p>- Section 11.1: the area in italic might be a requirement by law.</p> <p>- Article 14: should it say “president of the corporation” or “president of the board”; and also remove believing himself/herself.</p> <p>Mr. Williams suggested a revision of quorum requirements; Mr. Ober also suggested to add a process when removing board members.</p> <p>Mr. Feulner said that the document mentions meetings in Lamoille Valley, but it should say meetings in Lamoille County.</p> <p>Mr. Williams suggested that “meetings attendance via tele-conference” is added to the bylaws.</p> <p>Ms. Reeve took notes of all recommendation and will update the draft, keeping the same format of “bold” or “italic” as previously mentioned.</p> <p>Mr. Williams asked all board members to review and email any additional comments to him, Ms. Reeve and Ms. Menard by 7/26.</p> <p>Mr. Williams asked that the document should be brought to Vermont Care Partners to make sure that all the legal pieces in, as well as Stackpole and French, or whoever the attorney is to review the document.</p> <p>Mr. Williams said that the September board meeting will be the time for board officers’ elections, and asked board members to think about positions they might be interested in joining as officers.</p>	<p>Review ByLaws Draft and send feedback by 7/26</p>	<p>All board members</p>
<p>3. CEO Report</p>	<p>Ms. Stratton asked if there were any questions regarding the CEO report.</p> <p>Mr. Williams said he was pleased that a controller has been hired and that a consultant</p>		

	<p>is helping the agency. Ms. Stratton said that the consultant was the CFO at WCMHS and has expanded experience with designated agencies financials. The consultant has been at LCMHS for about a month. The new controller has a degree in accounting and is finishing her masters in accounting.</p> <p>Ms. Stratton said that we are still recruiting the HR manager. We had a consultant from NFP reviewing the agency's HR processes and should receive a report in a few weeks. Mr. Williams agrees that the report will help us direct our search to the right level of a professional, being a manager or a director level.</p> <p>There were discussions on union negotiations and big changes needed to allow the agency to have a higher revenue, and consequently increased pay. Mr. Williams said he did not see a solution of the low pay without a radical change on the restrictions like an expensive health insurance and excessive paid time off/holidays.</p>		
4. Finance Committee	<p>Mr. Ober said that the agency is \$34K in the positive which is a very small number if compared to the \$16MM budget.</p> <p>Mr. Williams said the finance consultant is confirming that our reconciliations are done well, and numbers look correct. All final reconciliations should be in place soon.</p> <p>Mr. Williams reviewed the finance report with board members and offered to explain the balance sheets, and understand the agency's accounting in a future presentation to the group.</p>		

5. Adjourn	<p>Recap for August 21<sup>st</sup> Board Meeting:</p> <ul style="list-style-type: none"><li>- Presentation on the Compliance Officer survey analysis</li><li>- Follow up on ByLaws, and better idea of who will be the attorneys reviewing it</li><li>- Look into who has interest in the officers' board positions</li><li>- Look into possible (and affordable) teleconference tools for the future</li></ul> <p>Mr. Ober moved the motion to adjourn the meeting. Ms. Reeve seconded the motion. All approved.</p>	<b>By unanimous vote, the meeting was adjourned at 6:30pm.</b>	
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