The Healthcare Consortium

Notes from the Board of Directors Meeting of February 5, 2025

I. Call to Order and Roll Call

This meeting was held virtually on the Zoom web platform. All voting was done contemporaneously via computer audio.

The meeting was called to order by President Becky Polmateer at 2:34 p.m.

The following members were present at roll call: Dan Almasi, Karen Amanna, Robin Andrews, Bob Gibson, Theresa Lux, Jack Mabb, Victoria McGahan, Marielle McKasty-Stagg, Maria Ostrander, Amanda Pierro, Becky Polmateer, Jolene Race, David Rossetti, Aislinn Smith, Scott Thomas, John Thompson, and Kathleen Eldridge.

The following members were absent from roll call: Nina Benvenuto, Toni Carroll, PJ Keeler, Art Proper, and Dorothy Urschel.

Also present were staff members Claire Parde and Lisa Thomas.

II. Service Story

Prompted by the Governance Committee, Service Stories are brief anecdotes that are meant to illustrate the nature of the Consortium's work and its impact on our clients. Claire Parde presented a story prepared by Nathan McLaughlin, former Director of Consumer Assistance Programs, about recent assistance provided to an individual with developmental disabilities.

III. Reminder of the Duty to Disclose

Becky reminded the group to please remember their duty to disclose any interests that may give rise to a conflict when the Board acts. No disclosures were made at this time.

IV. Consent Agenda

The Board considered minutes from the following meetings:

- Board of Directors meeting of December 4, 2024
- Executive Committee Meeting of January 8, 2025
- Governance Committee Meeting of January 15, 2025
- Budget and Finance Committee Meeting of January 28, 2025

The motion to accept the minutes/actions of the Board of Directors meeting of December 4, 2024 and all committee meeting minutes was made by Bob Gibson, seconded by Dan Almasi, and unanimously approved.

V. Treasurer's Report

A. Fiscal Highlights Report

Board Treasurer, Jack Mabb, presented the Fiscal Highlights Report. He noted that the agency is on solid ground. Cash is good. Investments were down toward the end of last year but have recovered.

VI. President's Report

A. Seeking approval for Policy 907: New York Paid Prenatal Leave

A motion to approve Personnel Policy 907: New York Paid Prenatal Leave was made by Jack Mabb, seconded by Bob Gibson, and unanimously approved.

Claire mentioned that all manuals in print and online will be updated to reflect the new policy. Staff will be required to read the policy and sign an acknowledgement.

B. Abuse Prevention Policy

Becky informed the Board that the Executive Committee approved a change to the policy, which included removing the annual training component as our insurance carrier no longer requires it.

VII. Governance Report

A. Update on the process to secure recommitments to service and fill vacant roles

Robin Andrews, Chair of the Governance Committee, reported that everyone who has a term ending in April has committed to serving another term on the Board, with two exceptions. Scott Thomas reported that although he has really valued his time on the Board, it is time for him to reduce his commitments. As Scott's two-year term as Vice President has one year remaining, the vacancy his absence will create in April can be filled by appointment from the Board President. Anyone who is interested in serving in this role, which also includes participating in the Executive Committee, should contact Becky or a member of the Governance Committee.

Robin also reported that she will be moving to California and has therefore submitted her resignation from the Board effective March 15, 2024. As Robin's two-year term as Secretary has one year remaining, the vacancy her resignation creates can be filled by appointment from the Board President. On March 15th, Becky will appoint Maria Ostrander to the roles of Secretary and Governance Chair, an appointment that the Board will be asked to ratify at its meeting in April.

Robin thanked everyone for renewing their commitment to serve on the Board. The Board, in turn, thanked both Scott and Robin, both of whom had served as Presidents of the Board, among other leadership roles, for their exceptional service to the Consortium.

B. Notice of Annual Meeting on April 2nd

Claire reported that the regular business and annual meetings, as well as the Annual Recognition Event, will all take place at the Spark of Hudson. The Board meeting is tentatively scheduled to begin at 2:30 p.m. The event will begin at 4:00 p.m. There will not be a fundraising component this year.

PJ Keeler arrived at 2:58 p.m.

VIII. Executive Director's Report

Claire provided verbal highlights from her more detailed written report:

Fiscal management:

January has been extremely busy with vouchers, reports, W-2s, total compensation statements for staff, 1099s, and preparation for the audit. A Board member wondered how staff respond to the total compensation statements. The few staff who have commented on it to Admin have provided positive feedback. Claire mentioned that one goal of the report is to make visible the cash value of the benefits staff receive.

1115 Waiver Services/Social Care Network:

Claire said that she thinks it makes sense for the agency to become part of the Social Care Network in order to provide services that we are equipped and accustomed to do, such as screening and system navigation services. However, staff vacancies in our regular programs make this difficult for us to pursue immediately; we will proceed when we have more staff. A Board member inquired about the line between care coordination and enhanced navigation services, which would seem to be similar functions. Claire reported that the intent, as she understands it, is to preserve rather than disrupt existing relationships. The Community Services Board will have Scott Emery speak at the meeting in February. He provides a great presentation.

Insurance:

We have renewed our business lines of insurance, finding it significantly more expensive than in even the prior year. Auto coverage is a major driver of expense, especially as there are few carriers willing to even insure our type of service delivery. Similarly, expenses have risen for the annual audit and network services. A Board member asked if there is a safety program for drivers in relation to ice. There is a new training requirement for drivers that is quite extensive.

Mike Vollmer from the Bonadio Group arrived.

IX. Audit:

See attached audit presentation.

A motion to enter Executive session was made by Amanda Pierro, seconded by Thersa Lux, and unanimously approved.

Claire Parde and Lisa Thomas exited the meeting.

At 3:45 p.m., the Zoom meeting abruptly ended for all. The following members returned to the call: Theresa Lux, Marielle McKasty-Stagg, Aislinn Smith, Victoria McGahan, PJ Keeler, Maria Ostrander, Jack Mabb, Becky Polmateer, Amanda Pierro, John Thompson, Robin Andrews, David Rossetti, Scott Thomas, Karen Amanna, Jolene Race. Auditor Mike Vollmer also rejoined the meeting.

A motion to return from Executive session was made by Amanda Pierro, seconded by Aislinn Smith, and unanimously approved.

Claire Parde and Lisa Thomas rejoined the meeting.

Mike Vollmer left the meeting at 3:50 p.m.

A motion to engage the Bonadio Group as the External Auditor was made by Theresa Lux, seconded by David Rossetti, and unanimously approved. As non-Independent Directors, PJ Keeler and Victoria McGahan abstained from the vote.

A Board member confirmed her support for using Bonadio for the audit this year given the transition in the Fiscal Department, but noted the high price. She inquired if it is our intention to seek another audit partner next year. Claire confirmed that we will put the engagement out to bid following the completion of this year's audit.

3:55 p.m. Dan Almasi returned to the meeting.

As this was Robin's last Board meeting, she thanked everyone, and they in turn thanked Robin for all that she's done.

X. Adjournment

The business of the regular Board meeting being concluded, the meeting was adjourned at 4:00 p.m. with a motion from Scott Thomas.

Respectfully submitted,

Maria Ostrander

Maria Ostrander, Board Secretary