**Carolina Health Centers, Inc.**

**Board of Directors Meeting Minutes**

**Monday, august 22, 2016,**

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| Board of Directors Members | | | Staff | | |
| Name: | Present | Absent | Name: | Present | Absent |
| Nathan Andrews | X |  | Louie Brown | X |  |
| John Britt, Chairperson | X |  | Rachel Davis | X |  |
| Greg Bullard | X |  | Miriam Ferguson | X |  |
| Hugh Clark | X |  | Paul Grogan | X |  |
| Gail Ferguson | X |  | Brooke Holloway | X |  |
| Geneva Harris | X |  | LuAnn Holmes | X |  |
| Mario Luna | X |  | Locke Simons | X |  |
| Deb Natvig | X |  | Sue Veer |  | X |
| Malcolm J. O’Neal | X |  |  |  |  |
| Walter Ridgely | X |  |  |  |  |
| Jaime Sanchez |  | X |  |  |  |
| Mary Stackhouse | X |  |  |  |  |

The meeting was called to order at 6:00 p.m. by Board Chair, John Britt.

An invocation/blessing was offered by Greg Bullard.

**Approval of Previous Minutes**

The July 25, 2016 board meeting minutes were approved on a motion by O’Neal/Ferguson.

**Presentation of Annual Audit by Independent Auditor**

Josh Garvin, of Manley Garvin, LLC introduced himself and presented the audit report for the fiscal year ended May 31, 2016 with comparison to the fiscal year ended May 31, 2015. Mr. Garvin distributed two documents, the *Report on Financial Statements* and a *Report to the Board of Directors*. Mr. Garvin stated that Carolina Health Centers received an unmodified or clean opinion audit, the highest level of opinion that can be rendered.

Manley Garvin, LLC issues three audit opinions because CHC receives federal funds as a non-profit. This requires an independent auditor’s report on internal control over financial reporting and on compliance and other matters based on an audit of Financial Statements performed in accordance with Government Auditing Standards. This standard requires that an audit is done on the expenditures of the federal awards. Sometimes this is referred to as a single audit. An unmodified opinion was issued on the single audit of scheduled federal expenditures indicating no problems.

The document from Manley Garvin, Report to the Board of Directors is a report required by professional standards to be communicated to the board in their oversight responsibility for the Center’s financial reporting process.

Copies of both documents will be kept in the Accounting Department and with the original copy of the minutes.

Action Item: The audit report was accepted by the Board on a motion by Luna/Natvig.

**Management Reports**

Organizational Performance Reports

Paul Grogan presented the Organizational performance report. A copy of the presentation and supporting documents will be retained with the official copy of the minutes and is available to board members on the Board Portal or upon request.

Chief Medical Officer Quarterly Review

Provided his regular monthly report including a summary of the quality measures.

* Recruitment and Staffing
* Current Vacancies
* Peds Physician for TCC – immediate need
* Floater Physician for all sites – persistent need
* Recruiting /Plans
* FP MD and NP starting work at LC4 next month
* Dr. Bridges successfully moved to the Village
* Locum tenens (LT) provider for LC4 finishing 9/9/16
* Peds and FP recruiting continues
* Dr. Jennings leaving McCormick – Dr. Berbin to take her place
* Jo Hammett, FNP to transition from LC4 to Calhoun Falls and McCormick Family Practice.

A copy of the presentation and the supporting documents will be retained with the official copy of the minutes and is available to board members on the Board Portal or upon request.

Action Item:

* Dr. Simons attested to the verification of credentials and requested full privileges for Earl Hutchins, MD and Jeremy Leaf FNP who will both start working at LC4 next month. Approved on a motion by O’Neal/Clark

Chief Operating Officer Quarterly Review

Miriam Ferguson presented her quarterly report. A copy of the presentation will be retained with the official copy of the minutes and is available to board members on the Board Portal or upon request.

President’s Report

Brooke distributed copies of Sue’s written report noting that Louie Brown would report on Topic #4 – Management Team Transitions. Mr. Louie reported that the leadership transition in the pharmacy is well underway with Dr. Dominic Mellette assuming the position of Interim Director of Pharmacy (reporting to the CEO), Dr. Sarah Minick will serve as clinical Coordinator for the Department of Pharmacy, and Amy Satterwhites’ position is being expanded to Pharmacy Operations Manager. Mr. Louie is transitioning to a temporary part-time position as Consulting Pharmacist with his primary focus being development of the incoming leadership team and the smooth transition of responsibilities. In order to provide strong senior support for the Department of Pharmacy, and to ensure redundant knowledge and back-up for the department leadership, a Pharmacy Committee has been established that includes the three members of the department leadership team, along with the following representative from the C-suite: CEO, CFO, CMO and CDO. The Pharmacy Committee will meet every other month to review operations, performance, and compliance.

**Committee Reports**

Executive Committee – No Report

Finance Committee – No Report

Personnel Committee – No Report

Ad-Hoc Bylaws Committee

Deb Natvig stated that the board had been given time to review the revised bylaws and she had received no comments or questions. She recommended that the board vote on the bylaws as previously presented and encouraged board members to read and study the bylaws to become familiar with the revisions.

Action Item: The Revised Bylaws were unanimously approved on a motion by Luna/Clark.

**Discussion Action Items**

Standing Agenda Items

* Amicus Health LLC Update – Paul Grogan gave the following updates on Amicus:
* Sandy Williams, Lab Manager had negotiated a contract with a new vendor for supplies and equipment that will result in a reduction in costs going forward.
* Eau Claire Cooperative is still unable to bill for labs.
* Corporate Policies and Procedure Review – None for Review

Old Business

* National Health Center Week Activities

Brooke Holloway deferred to Rachel Davis, Marketing and Development Assistant to report on National Health Center week activities. Rachel stated that she was very proud of the participation from the sites for National Health Center week and gave a rundown of the activities at each site that participated. She also noted that Senator Scott visited the McCormick Family Practice site during the week.

* Board Self-Evaluation

Board Self -Evaluation Forms have been mailed and emailed to the Board to complete and bring to a meeting on 9/26/16 at 5:30 pm prior to the regular board meeting. Board members will meet, discuss and compile this information to have it available before the annual meeting.

* Operational Assessment Date

Brooke Holloway provided the board with the HRSA Operational Assessment Dates of November 29, 30th and 31st. More information will follow as it becomes available.

New Business

* Charge to Nominating Committee for 2016 Annual Meeting

The Nominating Committee will meet before the Annual Meeting to prepare the slate of officers for the annual meeting on September 26th, 2016. The Board of Directors Election Ballot was given out with the 3 board members whose terms have expired highlighted. Board members were asked to complete the ballots for the annual meeting keeping in mind the requirements of the Revised Bylaws.

* Distribution of forms for CEO Annual Review

Board members were given forms for the CEO Annual Review. LuAnn will mail out postage paid envelopes addressed to Board Chair, John Britt to each board member on Wednesday of this week. These need to be filled out and returned to John Britt to be compiled by September 26th, 2016.

The next meeting will be held on Monday, September 26, 2016.

The meeting was adjourned on a motion by Andrews/Ridgely.