**Carolina Health Centers, Inc.**

**Board of Directors Meeting Minutes**

**Monday, OCTOBER 24, 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 |  | Georgia Deal (Guest) | X |  |
| Hugh Clark |  | X | Miriam Ferguson | X |  |
| Gail Ferguson | X |  | Paul Grogan | X |  |
| Geneva Harris | X |  | Brooke Holloway | X |  |
| Mario Luna | X |  | LuAnn Holmes | X |  |
| Deb Natvig | X |  | Dominic Mellette | X |  |
| Malcolm J. O’Neal | X |  | Locke Simons | X |  |
| Walter Ridgely | X |  | Sue Veer | X |  |
| Mary Stackhouse |  | X |  |  |  |

The meeting was called to order at 6:15 pm by Board Chair John Britt.

**Approval of Previous Minutes**

The September 26, 2016 Board Minutes were approved on a motion by Ridgely/Natvig.

**2016-17 Committee Structure Charge**

Board members were given a handout *2016-17 Committees of the Carolina Health Centers Board of Directors* outlining Board Committee rules and responsibilities, which were established by the latest Bylaws revision. The document included the Board chair’s assignment of Committee chairs as follows:

Finance Committee: Nathan Andrews

Strategic Planning Committee: Deborah Natvig

Personnel Committee: Mary Stackhouse

Board Development Committee: Malcolm O’Neal

Mr. Britt explained that it is the responsibility of the committee chairs to select committee members. After discussion, board members were asked to review this form and indicate any committee(s) they are interested in serving on. The forms should be turned in to Sue Veer.

**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 Monthly Summary

Dr. Locke Simons provided his regular monthly report. Copies 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.

Quarterly Reports:

* Early Childhood Services

Sue Veer introduced Georgia Deal, Director of Early Childhood Services.

* Mrs. Deal provided an overview of the six programs available through the Department of Early Childhood Services: Healthy Steps, Nurse Family Partnership, Healthy Families, Moving Beyond Depression, Care Coordination, and Translation.
* She explained “brain models” and discussed the interactions that help to develop a normal brain.
* Mrs. Deal also shared a video that was presented at the CHC Staff-wide meeting on Tuesday, October 18th introducing the staff of each of the 6 programs and providing a brief summary about their roles and responsibilities.
* Sue Veer commented that there has been no loss of funding through this leadership transition and Paul Grogan commented on how effectively the ECS Department was coordinating with the Finance Department.
* Department of Pharmacy

Dr. Dominic Mellette provided the quarterly pharmacy report noting the following:

* Pharmacy News
* John Cottle, Pharmacist at CCP V has returned from sick leave following knee surgery which has relieved some pressure in terms of staff coverage.
* Ashley Batson, newest pharmacist is proving to be a strong asset.
* Both CCP V and CCP NW are now signed up for RxAnte and Equipp which are programs that assist in affordability of certain medications. .
* Organizational Performance Report – Pharmacy
* Total number of Prescriptions filled – 27,485
* CCP NW – 14,476
* CCP V – 13,009
* Deliveries – all sites – 2155
* Medication Management Therapy (MTM)
* CCP NW – 3
* CCP V – 5
* Total Net Revenue - $996,033
* Gross Sales – Pharmaceuticals - $967,233
* Margin Pharmaceuticals - $319.75
* Gross Sales – Merchandise - $28,800
* Operations Division- Deferred until November meeting

President’s Report

* Quarterly Report

Sue Veer distributed her report for the board to review and called attention to Topic # 4 – Fee in Lieu of Taxes – City of Greenwood. Five years ago the City of Greenwood proposed a business license tax for all non-profit companies operating within the city limits. The tax would have been calculated based on total corporate revenue regardless of what county the revenue was generated. Three of the largest non-profit organizations – Self Regional Healthcare, Carolina Health Centers, Inc. and Wesley Commons – came together and submitted a proposal to pay a fee in lieu of tax over a five year period.

CHC has now reached the end of that five-year commitment and the city has held multiple meetings with CHC and Wesley Commons (SRH requested separate negotiations) to negotiate a continuation of the fee in lieu of taxes. CHC agrees to continued support but the agreement was prefaced with two requirements: 1) the city recognize that this is not a commitment to a permanent fee structure and CHC anticipates a reduction or discontinuation of this fee agreement should the City of Greenwood identify additional budget resources; and 2) the city attempt to secure additional support from the larger and more financially stable non-profits to lower or offset the amount paid by the two organizations. Pursuant to request # 2, the Greenwood Genetic Center Board has agreed to contribute $3,000 per year for 5 year for a total of $15,000 to the City.

The City of Greenwood has proposed and CHC has accepted the following fee structure for the next five years. Assuming every effected corporation is in agreement, individual letters of commitment will be signed and the Greenwood City Council will consider a vote to accept these agreements. There remains the possibility that the City Council will decline these agreements and pursue a city ordinance establishing a permanent non-profit business license tax structure, in which case the non-profits will need to evaluate the option of legal action.

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| --- | --- | --- | --- | --- | --- | --- |
|  | 2017 | 2018 | 2019 | 2020 | 2021 | Entity Total |
| Self Regional | 175,000 | 175,000 | 175,000 | 175,000 | 175,000 | 875,000 |
| Wesley Commons | 9,500 | 9,500 | 9,500 | 9,500 | 9,500 | 47,500 |
| Carolina Health Centers | 9,500 | 9,500 | 9,500 | 9,500 | 9,500 | 47,500 |
| GGC | 3,000 | 3,000 | 3,000 | 3,000 | 3,000 | 15,000 |
|  | $197,000 | $197,000 | $197,000 | $197,000 | $197,000 | $985,000 |

Assuming everyone is in agreement, each entity would need to sign an individual letter of commitment (same wording as 2011 letter) and that the City Council consider a vote to accept the agreements at their meeting on November 21st.

Sue Veer noted that she has tentatively agreed with the proposal and given that it is well within the parameters of her spending authority, no Board action is required. Ms. Veer will keep the board informed as City Council proceeds with this issue..

**Committee Reports**

Executive Committee – No report

Finance Committee-

The Finance Committee is recommending an across the board end-of-year bonus for staff and providers in the amount of $400. This recommendation was unanimously approved with a second from Mr. Luna.

Personnel Committee – No report

**Discussion/Action Items:**

Standing Agenda Items

* Corporate Policies and Procedures Review
* There was a modification to the Compensation Policy to clarify the policy by adding the sentence “The incentive will be reduced by 50% for qualifying part-time (excluding PRN) employees.” This was approved on a motion by Ridgely/Luna.
* As information only it was noted that in the Employee Leave Policy the word premium was inadvertently left in the policy and it needs to be omitted.
* There was a question of which policies the board wanted to see published on the board portal. After discussion there was consensus that only certain corporate policies rather than departmental operations policies need to be available to the Board through the portal. There was agreement that Sue Veer will be making a list of the suggested policies for publication on the portal and the Board will decide which they are interested in having ongoing access to.

Old Business

There was no old business to bring before the board.

New Business

There was no new business to bring before the board.

Closed Session – Complete CEO Performance Review

The Board did not officially go into Executive Session; however, Mr. Britt excused the staff for a closed session with the CEO. During this session the final copy of the CEO’s Annual Performance Review was provided. In addition, the CEO provided to the Board a list of proposed CEO goals for the current contract year. Mr. Britt asked that the Board members provide him with input on the proposed goals within the next two weeks.

The next meeting will be November 28th, 29th or 30th to be determined by HRSA OSV Team.

NOTE: Since the October meeting it has been determined in consultation with CHC’s HRSA Project Officer that the November meeting will be held on Tuesday, November 29, 2016 with a start time of 5:15PM.

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