

**North Country Health Consortium
Board of Directors Meeting
February 14, 2020
8:30 a.m. – 10:30 a.m.**

Present: Ed Duffy, Suzanne Gaetjens-Oleson, Tara MacKillop, Mike Lee, Rev. Curtis Metzger, Lars Nielson

By Phone: Michael Counter, Ken Gordon, Karen Woods, Kevin Kelly

Staff: Nancy Frank, Colleen Gingue, Karen Hoyt

Meeting called to order at 8:37 by Mike Lee

Approval of Consent Agenda

- January 10, 2020 Board of Director meeting minutes
- December 2019 Financials
- January 24, 2020 Special Board Meeting
- Ratification of email vote on January 29, 2020 Board Resolution

Lars Nielson made motion to approve the consent agenda.

Mike Counter seconded the motion.

Suzanne Gaetjens-Oleson accepted the minutes with correction for the January 24, 2020 Special Board Meeting being a participant by via phone.

Lars Nielson made the motion to approve the amended minutes.

Suzanne Gaetjens-Oleson seconded the motion. The motion passed.

NCHC 401(k) Plan

A presentation of the new proposal changing the NCHC Retirement plan from a 403(b) to 401(k) plan was presented. A few highlights mentioned are:

- 403(b) plan incurs a high audit cost if over 100 people are on the plan
- The proposed 401(k) plan has a vesting schedule, loan program, catch up provisions
- 401(k) plan offers advantage of group pricing fee structure

Lars Nielson made the motion to approve the proposed 401(k) plan

Suzanne Gaetjens-Oleson seconded the motion.

2 abstentions, motion passed.

NCHC Staff Transition Planning

A brief update from the CEO Selection Committee was presented. The position was posted on Monday. The CEO Job Description was presented.

Nancy stated Colleen Gingue, CFO has submitted her letter of resignation effective April 3, 2020. A transition plan is in place.

The Board thanked Colleen for her years of service and quality work.

IDN Updates

Nancy provided an update related to IDN Funding:

- No funds have been received yet for 2019

- Funding is contingent upon Rockingham County and their decision relative to the funding formula
- NCHC continues managing with the implementation funds and anticipates great impact to partners
- MAeHC will be terminating their contract with the state

Friendship House

Nancy presented the following:

- Interim Administrative Director continues providing commendable leadership.
- Recruiting efforts continue for a Clinical Director with one internal candidate.
- Continue pursuing MAT services at the Friendship House. Lars Nielson offers mentoring oversight. One counselor will participate on the team.
- A new committee was formed to move forward with the commercial insurance contracts. Mike Lee and Scott will be on the committee along with a selection of staff.

Executive Committee Vacancy

With Ed Shanshala's resignation from the Board, Mike Lee is now the president. Curtis Metzger will fill the vacancy of vice president.

Suzanne Gaetjens-Oleson made the motion to elect Curtis Metzger as the Vice President.

Tara MacKillop seconded the motion.

The motion passed unanimously.

Partner Update

A new Weeks Medical Center clinic offers meeting space.

Bank Resolution

The Board resolves that effective February 14, 2020 the agents to sign at Mascoma Savings Bank will be Nancy Frank, Michael Lee (President), Karen Woods, Michael Counter and Curtis Metzger

The Board resolves that effective February 14, 2020 the agents to sign at Passumpsic Savings Bank will be Nancy Frank, Michael Lee (President), Karen Woods, Michael Counter and Curtis Metzger

Tara MacKillop made a motion to approve the bank resolutions.

Suzanne Gaetjens-Oleson seconded the motion.

The motion passed unanimously

Curtis Metzger made a motion to adjourn the meeting at 10:15

Lars Nielson seconded the motion. Meeting adjourned

