

**North Country Health Consortium  
Board of Directors Meeting Minutes  
February 11, 2011  
Whitefield, NH**

**Attendance:** Adele Woods, Charlie Cotton, Margo Sullivan, Ed Shanshala, Charlie White, Alisa Druzba, Roxie Severance, Sharon Beaty, Tony Poekert

**Absent:** Gail Tomlinson, Gail Clark, Jim Michalik, Lucille Tremblay, Russ Keene, Eileen Bolander

**Staff:** Debra Simmons, Martha McLeod, Nancy Frank

**Guest:** Christine Letendre (for Lucille Tremblay)

**Business**

Board of Director's conflict of interest statements were reviewed by the Board Chair. Three Directors have not yet returned the statements and were asked to do so.

**January 2011 Minutes**

*Ms. Beaty moved to approve the January 2011 minutes as amended (correction in Mr. White's motion). Mr. White seconded the motion. The motion was approved.*

**Financial report**

The first quarter financial report was reviewed by the Directors. The Finance Committee has gone over this report previously. The cash on hand is one month of operating costs. The Finance Committee recommended they begin meeting on a monthly basis to review the finances since we are at 30 days cash on hand.

A question was asked about the LLC. The Chair clarified the purpose of the LLC and its origin. Costs associated with the LLC should be billed to LLC, such as audit and tax preparation. Another question focused on the higher than expected cell phone expenses. Staff will look into this and report back next month.

*Mr. White made a motion to accept the Financial Report. Ms. Severance seconded the motion. The motion was approved.*

**Audit**

The draft Audit Report is not complete. Staff recommends setting a date for a conference call with Auditor to review the draft report when completed so that the report can be placed on the March BOD agenda. An extension has been filed with the State of NH. The Board of Directors will also be asked to review the 990 as well. Several staff recently participated in a federal audit training and report that there are 14 federal audit standards that take up considerable time for the auditors. A benefits audit has also been done.

**Office Lease**

The Executive Committee made a decision to approve the lease for office space with Mt Eustis Commons in Littleton.

*Mr. White made motion to ratify the Executive Committee approval of the lease with Mt Eustis Commons for NCHC office space beginning March 1<sup>st</sup>. The motion was seconded by Ms. Sullivan. The motion was approved.*

### **Memorandum of Agreement (MOA) with Northern Human Services**

*Mr. Cotton recused himself from discussion of this item and left the room.*

The MOA replaces one approved last month with Coos County Cooperative Extension (CCCE) to do substance abuse prevention work under the Regional Prevention initiative. CCCE is unable to carry out the project.

*Ms. Sullivan made a motion to approve the MOA with Northern Human Services. Ms. Severance seconded the motion. The motion was approved.*

*Mr. Cotton returned to the meeting.*

### **Grant Opportunities**

#### ***DHHS Lead Program and Healthy Communities***

Both of these grants are related to work with the Lead Program and are in partnership with Coos County Family Health Services who would identify the children that need case management.

*Mr. Cotton made a motion to submit an application for both the DHHS Lead Program and Healthy Communities grant. Mr. Poekert seconded the motion. The motion was approved.*

### **WIC RFP**

This RFP has been reposted for the North Country region. Staff recommends NCHC consider submitting a proposal for this population-based program as it falls into the population-based focus of the organization and it would keep the services and funding based in the North Country.

Board members reported that Belknap/Merrimack Community Action Program (BMCAP) will apply for the region if no other agency applies. Mr. Shanshala does not intend to apply or to run the program but has offered space. BMCAP submitted an application but because of the time frame they had not developed a full strategy and asked for time to develop one.

Mr. White offered a motion that NCHC not go forward with an application. The motion was seconded by Ms Druzba. After some discussion, Mr. White withdrew his motion and Ms. Druzba withdrew her second. Ms. Druzba noted that NCHC would not be competing against another entity for the program and that the staff is competent to perform the activities. The operational plan will need to be within the budget constraints.

*Mr. Cotton moves that NCHC submit a proposal for the WIC RFP. The motion was seconded by Ms. Beaty. The motion was approved. Mr. Shanshala abstained.*

### **ME sustainability update**

Staff recommends that this discussion move to a Board and staff retreat to be scheduled.

## **Retreat**

The Executive Director recommends that a Board and staff retreat be scheduled to review and discuss the organization's broad strategies and reaffirm the direction of the organization.

The Board of Directors agreed to hold the March meeting date for a full day meeting. Ms. McLeod will ask Ms. Krambeer to facilitate. The April meeting date will be a back up date.

## **State Office of Rural Health Update**

Ms. Druzba, Administrator of the NH Rural Health and Primary Care Section at DHHS provided an overview of the Office and the duties and activities. Handouts were provided.

## **Membership Committee Report**

Mr. Poekert, Chair of the Membership Committee reviewed the Committee's report. Three items of interest were discussed.

1. The first item was regarding the make-up of the Board of Directors and changes that would strengthen the not for profit positions on the Board.

*Mr. White offered a motion to recommend a change to the bylaws language that excludes individuals representing for-profit organizations from being on the Board of Directors. The motion was seconded by Ms. Sullivan.*

Discussion centered on a possible future need for Board representation in the area of investment or banking where the individual might be from a for-profit entity. Perhaps the concern is with for-profit health care and its influence on the Board.

*The motion failed on a 4-4 vote.*

*Mr. Shanshala offered a motion to recommend a change to the bylaws language that excludes individuals representing for-profit health care organizations from being on the Board of Directors. Ms. Severance seconded this motion. The motion passed unanimously.*

2. The second item was a recommendation for a Board Policy that would require a written recommendation from a current member to accompany a new membership application that those seeking membership concur with the group on the organization's mission.

*Mr. Poekert offered the motion to adopt a Board Policy that would require a letter from a current NCHC member accompany a new member application. Mr. Cotton seconded the motion. The motion passed.*

3. The third item is a recommendation to approve the membership application from LRGHealthcare. Sally Minkow is listed as the representative. Mr. White provided a recommendation for LRGHealthcare to be approved for membership.

*Mr. White made a motion to approve the LRGHealthcare application for membership in the NCHC. The motion was seconded by Ms. Severance. The motion passed.*

