

**North Country Health Consortium  
Board of Directors Meeting Minutes  
October 12, 2012  
8:30 a.m. – 10:30 a.m.**

**Present:** Roxie Severance, Tony Poekert, Adele Woods, Alisa Druzba, Nancy Bishop, Jane MacKay, Sharon Beaty, Warren West, Elaine Bussey, Rob Darling, Margo Sullivan (phone)  
**Absent:** Ed Shanshala, Charlie White, Russell Keene, Lucille Tremblay  
**Staff:** Nancy Frank, Colleen Gingue

**Consent Agenda**

The consent agenda included:

- September 14, 2012 meeting minutes
- Executive Director's Update
- August 2012 Financials

*Sharon Beaty made a motion to approve the consent agenda, Tony Poekert seconded; one correction to minutes – the membership committee should include Elaine Bussey; with correction, motion passed.*

**FY 2013 NCHC Budget**

The Finance Committee reviewed the budget at their last meeting and recommended to the board that it be approved.

*Sharon Beaty made a motion to approve the FY 2013 organization-wide budget, Nancy Bishop seconded the motion; motion passed.*

**Policy Review**

*Dental Practice Policy and Procedure Manual*

Our dentist Dr. Jeff Williams has reviewed the Molar Express manual. No significant changes have been made. Molar Express applications and consent forms have been updated.

*Warren West made a motion to approve the Dental Practice Policy and Procedure Manual; Elaine Bussey seconded the motion; motion passed.*

*Key Employees Compensation*

The Executive Committee reported that they reviewed the salaries of the three highest paid North Country Health Consortium employees and determined that none of the salaries are excessive.

*Adele Woods made a motion to accept the Executive Committee's recommendation regarding the Key Employees Compensation; Sharon Beaty seconded the motion; motion passed.*

**Membership Committee Report**

The Membership Committee met and Tony Poekert presented their proposal for a new membership fee structure based on an organization's operating budget. The proposal was based on a review of the NCHC membership benefit survey, and a review of other non-profit organization's membership dues structure. The proposed dues based on operating budget:

- Less than \$250,000                      \$100
- \$250,001 - \$500,000                      \$150

- \$500,001 – \$1,500,000      \$200
- \$1,500,001 - \$3,000,000      \$300
- \$3,000,001 - \$5,000,000      \$350
- \$5,000,001 - \$10,000,000      \$400
- \$10,000,001 - \$20,000,000      \$500
- Over \$20,000,000      \$550

*Warren West made a motion to approve the new membership fee structure; Jane MacKay seconded the motion. Discussion: dues should be based on operating, not expense budget; the new member application should ask the amount of the operating budget. Motion passed.*

#### *Nominating Committee Report*

Tony Poekert, chair, reported on the Nominating Committee meeting. All board members with terms expiring have agreed to stay on the board. Warren West agreed to be on the board with Gail Clark as the designee; Jane Mackay will stay on for one more year and then Charlie Cotton will take her place. Cottage Hospital, Indian Stream Health Center, and Weeks Medical Center will be invited to join the board. If a designee is assigned by a board member, they will be able to vote if the designation is in writing. All of the officers have agreed to serve another year. There was discussion regarding NCHC board absentee policy. The by-laws state that a board member MAY be removed if they miss three consecutive meetings, or six in a calendar year. The board does not enforce the policy, particularly with “founding organizations” that have an automatic seat on the board if they wish.

#### **Grant Update**

##### *FEMA 2012 Community Resilience Innovation Challenge*

NCHC would like to apply for this opportunity to “identify and support best practices to strengthen community resilience, defined as the ability to adapt to changing conditions and be prepared to withstand, and recover from, disruption due to emergencies.” The grant is \$35,000. *Sharon Beaty made a motion to move forward with the proposal, Elaine Bussey seconded the motion, motion passed*

#### **North Country ACO Update**

The ACO is now receiving claims feed data from CMS and has signed a contract with UNH Center for Health Analytics for data analysis. Fred Kelsey, ACO Medical Director, is presenting to clinicians at each of the health centers. It was suggested that our December board meeting focus on ACO collaboration with the health centers, hospitals, home health agencies, and other community partners.

#### **Annual Meeting**

The annual meeting will be on November 13<sup>th</sup> from 8:30 to 12:00 at the Mountain View Grand. Robin Fisk, Health Law Attorney, and Steve Rowe, president of the Endowment for Health will be the speakers. The board meeting will be at noon.

#### **Other Business**

##### *FY 2012 Audit*

*Jane MacKay made a motion to empower the Executive Director to negotiate and facilitate the completion of the audit; Sharon Beaty seconded the motion, motion passed.*

*New Member Application*

Peter Ames from the New Hampshire office of the American Cancer Society applied for organizational membership.

*Sharon Beaty made a motion to approve the American Cancer Society application; Tony Poekert seconded the motion; motion passed.*

National Rural Health Day is November 15<sup>th</sup>. There will be a lunch celebration at the Mountain View Grand.

**Jane MacKay made a motion to adjourn the meeting; Elaine Bussey seconded the motion; meeting adjourned at 10:30 a.m.**

**Board Attendance-2011-2012**

Directors	Oct	Nov	Dec	Jan	Feb	Mar	Apr	May	Jun	Aug	Sep	Oct
Roxie Severance	√	√	√	√	√	√	√	√	√	√	√	√
Tony Poekert	√	√	√	Ab	√	√	√	√	Ab	√	√	√
Charlie White	√	Ab	Ab	√	Ab	√	√	Ab	√	√	Ab	Ab
Jane MacKay	n/a	Ab	Ab	√	√	√	√	√	Ab	√	Ab	√
Ed Shanshala	Ab	√	√	√	√	√	√	√	Ab	Ab	√	Ab
Sharon Beaty	√	Ab	Ab	√	√	√	√	√	√	√	√	√
Nancy Bishop	n/a	n/a	√	√	√	√	√	√	√	√	√	√
Elaine Bussey	n/a	√	√	√	√	√	√	√	Ab	Ab	√	√
Gail Clark	Ab	Ab	Ab	Ab	Ab	Ab	Ab	Ab	Ab	√	Ab	Ab
Rob Darling	n/a	√	√	Ab	√	Ab	Ab	√	Ab	Ab	Ab	√
Alisa Druzba	√	Ab	Ab	√	√	Ab	√	√	√	Ab	√	√
Russell Keene	Ab	Ab	Ab	Ab	Ab	Ab	Ab	Ab	Ab	Ab	Ab	Ab
James Michalik	Ab	Ab	Ab	Ab	Ab	Ab	Ab	Ab	Ab	n/a	n/a	n/a
Rosemary Orgren	n/a	Ab	√	Ab	Ab	Ab	√	Ab	√	√	√	Ab
Margo Sullivan	√	Ab	√	√	√	√	√	√	Ab	Ab	√	√
Lucille Tremblay	Ab	Ab	Ab	Ab	Ab	Ab	Ab	Ab	Ab	Ab	Ab	
Adele Woods	√	√	√	√	√	√	Ab	√	Ab	√	√	√
Warren West	n/a	n/a	n/a	n/a	n/a	n/a	√	Ab	Ab	Ab	Ab	√