** New York State Association for Rural Health Board of Directors Meeting**

 **May 17, 2018
 Via Tele-Conference**

 P = Present E = Excused A=Absent

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| --- | --- | --- | --- |
| **Ann Battaglia** | **P** | **Karen Madden** | **E** |
| **Barry Brogan** | **P** | **Richard Merchant** | **P** |
| **Derrik Chrisler** | **P** | **Gertrude O’Sullivan** | **E** |
| **Charlotte Crawford** | **P** | **Claire Parde** | **P** |
| **Helen Evans** | **E** | **Carrie Roseamelia** | **P** |
| **Sylvia Getman** | **P** | **Jack Salo** | **P** |
| **Anne Jasmin** | **E** | **Robert Wingate** | **E** |
| **Richard Kazel** | **P** | **Mary Zelazny** | **P** |
| **Jennifer Leszyk** | **P** |  |  |

**Staff in Attendance**: Jackie Leaf, Danielle Reese, Sara Wall Bollinger

**Call to order & Introductions:** Meeting convened was called to order at 11:02 AM by Richard Merchant, Quorum was established

**Agenda Modifications: R. Merchant –**None

**Approval of Minutes: March 12, 2018:** No changes to minutes. Barry, made a motion to approve the minutes, Jack, seconded the motion, all members in favor, motion carried

**Committee Reports**

**Policy- Barry**

Last Policy Committee meeting was held May 15th; discussed effectiveness of our advocacy efforts this year and the various alliances that were formed with other organizations, we need to continue to foster these relationships.

At the last meeting Sara reviewed possible 2018 NYSARH Policy Priorities; the Committee narrowed the list down to three policies. Sara is currently working on the language that should be used for these thee policies but did review them with the Board. Upon review of the Priority Policies it was suggested that the Board utilize a tracking system to determine any changes involving or affecting these policies in the future and that all Board members keep these polices on their “radar” and make other Board members aware of any possible changes.

Annual Conference Policy Forum was discussed, it was suggested that a panel discussion based on one of the following options be done:

**Plan A**: NYS Medicaid Managed Care/Reimbursed Care; Managed Care Associations across NYS (possible panelist would be MVP, Fidelis, Excellus)

**Plan B:**  Behavioral Health Care Collaborative and value based payment readiness by 2020

Barry stated a Moderator had already been determined; Carla Lisio, she is the Director of Healthcare Reform at the Center on Addiction in NYC. Carla will assist in developing topics and questions for the panelist and assist in the facilitation of the discussion.

**Membership – Jack**

There was no Membership Committee meeting held this month; the Committee will meet again in June.

**Action:** Jack and Sara will be meeting the last week of June to discuss the 2019 Membership Campaign.

**Governance – Claire**

Made the Board aware that NYSARH staff and other Board members had made several attempts to reach Ann Jasmin via phone, email and a formal letter with no response; the Governance Committee proposed that Ann be removed from the Board per Article Six Section 8

Mary made a motion that Ann be removed from the Board, Charlotte seconded the motion, all members in favor, motion carried.

Discussed process for filling committee vacancies; Ann’s departure from the Board will also leave a vacancy on the Finance Committee; Governance Committee agreed that the process for filling vacancies should be done by the President of the Board; this will be clarified in the proposed changes to the Bylaws.

Presented and reviewed proposed changes to the Bylaws; proposed changes are being done to incorporate the new mission statement; to cleanup some residual references to committees and offices that no longer exist and lastly to clarify processes around electronic voting by the Board of Directors, for election of officers and Board members by the membership. The summary presented is for informational purposes only; Governance will be asking the Board of Directors to amend the Corporate Bylaws at the next meeting in July.

It was suggested that any comments or questions regarding the proposed changes to the Bylaws be addressed in a reply all email to the Board, in order to adopt any suggested changes prior to the next Board meeting.

Discussed the Board Composition and Recruitment Matrix and what it would be used for; an effort to identify the capabilities and attributes that would be best suited for the organization. In anticipation of accepting Board nominations this spring and summer, Governance feels it would be beneficial to capture information about existing members, in order to identify strengths or weaknesses.

**Action:** Claire will send the Board Composition and Recruitment Matrix out to all Board Members via email; members should complete the BCRM and return via email to Claire or Danielle

 **Finance – Richard K.**

Finance Committee had an informal meeting on May 2nd. At that time the committee discussed filling a possible vacancy on the Finance Committee with Mary Zelazny; Richard Merchant reached out to Mary and she has agreed to join the Finance Committee.

 Financial statements were reviewed and presented to the Board:

* Statement of Financial Position
* Profit vs Loss/ Budget vs. Actual

Jack made a motion that the Board accept the financial reports as presented, Derrick seconded this motion; Board was in agreement and the motion was carried.

Going forward, these reports as well as Accounts Payable and Accounts Receivable, will be presented to the Executive Board quarterly. The Finance Committee will review and sign off on Reconciliation reports and Bank Statements for both the Money Market and Checking accounts quarterly as well.

It was determined by the Board that due to the Finance Committee meeting quarterly, that if the Finance committee reviews the financial reports and does not see a need for the Board to review; this will be considered sufficient review until the next Board meeting. Should the Finance Committee deem there is a concern or discrepancy; the Board will be contacted and a meeting will be scheduled to review the reports at that time.

Finance Committee recommended that Jackie, NYSARH Executive Director, be added as a signer on all accounts. Any checks made out to Jackie or to SVHC would require a second signature or a signed approval form.

Mary made a motion that Jackie be added as a signer to the NYSARH accounts, Derrik seconded this motion; Board was in favor and the motion was carried.

RFP is in place and ready to be presented to five accounting firms for our annual review. The current cost for our financial review is $2500. The Finance Committee is has reached out to 2 of the 5 firms to determine if they would be willing to complete the first annual review pro-bono.

Jackie stated the NYSARH Credit Card has been secured and that she will be prepared to present the updated Finance Policies in the near future (July meeting)

**Conference Planning – Derrik**

Pre-Conference has been finalized and a Save-the-Date was sent out via email to all NYSARH members and Board members. We have received 19 Speaker RFP’s and also extended the deadline through the remainder of the week. Alan Morgan has confirmed as a Keynote Speaker; we are still awaiting confirmation from Mark Fenton and Karen Madden. Once speakers and presenters have been confirmed we can begin working on programs/publications; hope to have conference registration available online by June 19th.

Sponsorship is going well; we currently have a $5000 and $4000 sponsor. Lemoyne College has also offered to sponsor a speaker for the Opioid Topic. Would like the Board to assist with Sponsorship.

Poster presentations are on track and moving forward.

**Action:** Due to the minimal responses; Danielle will resend the Awards Nominations information.

Planning for 2019; Jackie has been reviewing locations that the conference was held in the past to determine a location to possibly revisit for next year or a new location further west as where the conference had never previously been held. Danielle is currently reviewing financials to determine the success of past conferences and which locations seemed to create the most revenue.

**Executive Directors Report:**

Jackie discussed the NRHA conference that she and Derrik attended in New Orleans.

Jackie is going to be meeting with Erin, from NYS Public Health Association and Sara, from the NYS Association on County Health Officials, to discuss the possibility of joint conferences in the future and the potential benefits. It was suggested to Jackie that she reach out to Kim, the Director of the New England Rural Health Round Table; she could provide value information and best practices on combining conferences with other organizations in the future.

Made the Board aware that she had signed a letter of support for a grant that Jack Salo applied for through the New York State Health Foundation, NYSARH’s primary role would be to help disseminate information.

**Old Business:** Sara asked that the Board consider her prior request of creating an Ad Hoc Communications Committee; this would assist with website design and the creation of a Social Media page. Sara feels this would be helpful with both Policy and Advocacy in the future. Sara has asked members of NYSARH, not all are Board members, they have agreed to serve and she would ask the Board to approve the Charter she has provided; this would allow the committee to complete work over the summer and report back to the Board at the Annual meeting with recommendations regarding communications.

Jack made a motion to approve the Charter, Richard seconded the motion; Board was in favor and the motion was carried.

**New Business:** None

**Next Meeting:** Currently scheduled for July 19th however a new meeting date and time is yet to be determined via Survey Monkey.

**Richard K motioned to adjourn; Derrick seconded that motion and Richard Merchant adjourned the meeting at 12:04pm**.

**Submitted by Danielle Reese**