

**Board of Directors Meeting**

**June 11, 2019**

**11:00 am via Conference Call**

Board Members: P= Present, E = Excused

Others Present: Sara Wall Bollinger, Kristin Avery, Karin Blackburn

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| Tess Barker | **P** | Richard Kazel | **P** |  Michael Pease | **P** |
| Ann Battaglia | **E** | Jennifer Leszyk | **E** | David Riddell | **P** |
| Barry Brogan | **P** | Karen Madden | **P** | Carrie Roseamelia | **P** |
| Derrik Chrisler | **E** | Nancy McGraw | **E** | Jack Salo | **P** |
| Charlotte Crawford | **P** | Richard Merchant | **P** | Robert Wingate | **E** |
| Helen Evans | **P** | Gertrude O’Sullivan | **E** | Mary Zelazny | **E** |
| Sylvia Getman | **P** | Claire Parde | **P** |  |  |

1. Welcome: Sara and Richard M took roll call. Quorum being established, Richard M. called the meeting to order at 11:01 AM.
2. Minutes: Mike P moved to approve the minutes of 3/28/19. Tess seconded. Motion carried.
3. Agenda Modifications: None.
4. Committee Reports
	* Policy Committee, Barry Brogan

Committee developed testimony that was delivered by Sara and Sylvia at the NYS Assembly Health Committee hearing on 5/31/19. Assemblymember Gottfried asked NYSARH for recommendations for nominations to the Rural Health Council. Karen M explained to the board how the nominations work. Sara and Barry are working together to develop a list of recommendations. Barry will check with Karen M first to ensure those names are not already on the list.

* + Governance Committee, Claire Parde

Committee has been working on new board member nominations. We have re-commitments from 5 board members; need to recruit 2 new members. The board member application process has been revised to include a two-step approval process. The committee will present a new slate of officers to the board for approval.

* + Finance Committee, Rich Kazel

Rich reported that he met with representatives of NAHEC who have been handling NYSARH’s accounting responsibilities since 3/19/19, when they took over for SVHC. The Quickbooks update necessary for NAHEC to maintain NYSARH’s financial records is moving forward.

2017/2018 990/CHAR—auditors filed for an extension for the 2017; 2018 is already on extension; forms will be filed before the deadline.

Katie Rafferty of NAHEC completed the task of organizing financial records started by SVHC. She and Rich discussed Paypal processing; Rich is confident all will go smoothly and has no concerns.

Financial reports will be available prior to the board meeting in July.

* + Membership Committee, Jack Salo

As of 5/31/19, we are at 67% of our membership goal. At its last meeting, the Membership Committee discussed options for revisiing NYSARH’s dues structure and will present options to the board. No news on the NHRA grant application to start a student chapter.

Sara asked for comments or questions on the draft Annual Report. There were no further comments. The Annual Report will be finalized and printed/uploaded to the website. Sara thanked Gabe DiDomenico for her hard work.

* + Conference Committee, David Riddell and Charlotte Crawford

Conference registration is now open. An email announcement will be sent to the large mailing list via Campaign Monitor on Thursday of this week, and the website has been updated. There are only 2 nominations for awards; deadline for nominations is 6/25/19. Sponsorships are down, and the Conference Committee needs assistance from board members to pursue their contacts for sponsorships. NYPTA has approached NYSARH with the idea for reciprocal sponsorships at each of our conferences.

1. Administrative Report, Sara Wall Bollinger

We are talking to Siena College regarding continuation of research despite not receiving the grant. We are on the panel for the NYSACHO conference.

1. At 11:53 a.m., NYSARH staff members Sara Wall Bollinger and Kristin Avery exited the call.  Additionally, Board President Richard Merchant and Karin Blackburn exited the call, in anticipation of discussion about the proposal for administrative services submitted to NYSARH by NAHEC, by which they are employed.

Claire Parde made a motion to enter Executive Session; the motion was seconded by Barry Brogan and all approved.

The group discussed the process for reviewing the proposal for administrative services submitted in response to the Request for Proposals issued by NYSARH. It was noted that Richard Merchant recused himself from the entire review and selection process, given that NAHEC, by which he is employed, intended to apply.

Claire Parde reported that the Executive Committee recommends to the Board that it approve a contract with NAHEC for administrative services.  A motion was made by Helen Evans and seconded by Carrie Roseamelia to approved NYSARH engaging NAHEC for administrative services.

Subsequently, a motion to amend the motion was made by David Riddell and seconded by Carrie Roseamelia to include the amount and effective date in the original motion.  The motion to amend was unanimously approved.

The amended motion to approve NYSARH engaging NAHEC for an administrative services contract in the amount of $47,000 for a period beginning July 1, 2019 was unanimously approved.

It was agreed that Jack Salo, Board Secretary, would serve as the signatory on the contract.

It was also agreed that Richard Merchant could serve out the remainder of his term as Board President, provided that he update his Disclosure of Financial Interests Form to reflect the pending contract.

It was agreed that Claire Parde would report the Board’s decision to Karin Blackburn, Sara Wall Bollinger, and Richard Merchant.

At 12:22 p.m., a motion to exit the Executive Session was made by Carrie Roseamelia and seconded by David Riddell; the motion carried.

At 12:23 p.m., Rich Kazel motioned to adjourn.