



Board of Directors

Meeting Minutes

September 27, 2019

1:00 PM

Ann Abdella	P	Helen Evans	P	Paul Pettit	P
Tess Barker	E	Sylvia Getman	E	Michael Pease	E
Ann Battaglia	P	Richard Kazel	P	David Riddell	P
Barry Brogan	P	Jennifer Leszyk	P	Carrie Roseamelia	P
Derrick Chrisler	E	Nancy McGraw	P	Jack Salo	P
Alison Coates	P	Gertrude O'Sullivan	P	Mary Zelazny	E
Charlotte Crawford	P	Claire Parde	P	Karen Madden	E

Board Members: P= Present, E = Excused

Staff Present: Karin Blackburn, Sara Wall Bollinger, Katie Rafferty

Quorum established; Helen Evans called the meeting to order at 1 o'clock.

1. Welcome new Board Members

All present introduced themselves. Helen referred members to the Committee description and sign-up sheet in their folders. All members are asked to serve on at least one Committee.

Action:

Karin will distribute a Board meeting and Committee meeting calendar as soon as all Committee Chairs have determined their meeting schedules.

2. Minutes of July 23, 2019

Motion to approve the minutes [Jack/Carrie] passed.

3. Old Business

a. 2017 IRS 990

Richard reported that NYSARH has received notice of a \$2,900 IRS penalty for late filing. This is the amount NYSARH had budgeted. Freed Maxick, our CPA firm, is requesting that the penalty be waived.

b. 2018 Financial Review

All members received a copy of the 2018 Financial Review. The 2018 IRS 990 and NYS CHAR 500 were filed on time.

Action:

The Finance Committee will release an RFP for CPA/audit services this fall.

4. New Business

a. Senate Appropriation

Karin and Sara reported on pass-through funding for Rural Health Access Development and Rural Health Network Development, \$550,000 each. The amounts of each sub-contract have been determined by the NYSDOH Office of Rural Health. David noted that this will require an Addendum to NYSARH's contract with NAHEC. It may also impact organizational insurance and policies. Claire noted that the Governance Committee will evaluate whether this funding relationship impacts the independence of any Board members.

A Motion to enter into a contract with NYSDOH to administer a Senate Appropriation of \$1.1 million dollars: \$550,000 for the Rural Health Access Development Program [44 rural hospitals] and \$550,000 for the Rural Health Network Development Program [32 rural health networks]. NYSARH will sub-contract with the 76 eligible entities and distribute the appropriated funds to them according to a formula provided by the Charles D. Cook Office of Rural Health was made by Nancy and seconded by Gertrude. Motion passed.

A draft budget was presented showing \$990,000 distributed to sub-contract organizations and \$55,000 administrative expenses. Details of the 'innovation & investment' portion [\$55,000] will be determined by the Board of Directors.

A Motion to approve the budget as presented [Jack/Barry] passed.

Action:

Sara will draft a thank you letter to Senator May for Helen's signature.

Karin will work with ORH to complete contract paperwork.

Karin & David will draft an Addendum to the agreement between NYSARH and NAHEC.

b. Board meeting dates

Helen reported that feedback on the *Survey Monkey* indicated that members would prefer to use zoom meetings and hold one additional in-person meeting per year. This will be scheduled to coincide with the winter Advocacy Day in Albany.

Action: Helen will consult with the new Board members and then announce the Board meeting dates for 2019-2020.

5. Committee Reports

a. Membership

Jack announced that the next meeting will be October 1 at 1PM. Although people may join NYSARH at any time, the Committee still plans to do a

membership campaign each fall. The Committee proposes a new dues structure that will generate +/- \$5,000 additional revenue each year.

Current		Proposed	
Organization <\$100,000 budget	\$125		
Organization \$100,000-\$250,000	\$140	Organization <\$250,000 budget	\$150
Organization \$250,001-\$499,999	\$150	Organization \$250,000-\$1 million	\$175
Organization \$500,000-\$999,999	\$160	Organization \$1 million - \$3 million	\$200
Organization \$1 million-\$2.9 million	\$175	Organization \$3 million - \$5 million	\$250
Organization >\$3 million	\$200	Organization >\$5 million	\$300
Individual	\$55	Individual	\$75
Student	\$10	Student	\$20

A Motion to approve the new dues structure [Carrie/David] passed.

Action:

Sara will convey the Board's appreciation to Health Workforce NY for their fast work updating the membership fields in the website.

b. Governance

Claire presented a training about Disclosure of Interest. The Governance Committee will review all Members disclosure forms to determine member independence. A *conflict* of interest is circumstance specific. All members are encouraged to speak up prior to casting a vote. *When in doubt, step out.*

Action:

All Board members and Key staff must submit a Disclosure Form. Most were completed at this meeting and collected by Claire.

c. Finance

David reported that NYSARH changed from a cash to an accrual basis for accounting this year, so the statements show revenue and expenses differently than they had in previous years. Katie has provided detailed footnotes in the board folder to explain these changes. Motion to accept the 2019 Financials to July 30 [Ann B/Gertrude] passed. The Finance Committee extends its appreciation to Katie for her work during the transition.

d. Policy

Barry reported that the Committee is preparing materials for the 'policy season' and asked all members to convey issues requiring advocacy to Sara. The Committee recommends four people to be appointed to the Rural Health Council. Motion to recommend Sue Franko, Jackie Leaf, Ann Abdella and Barry Brogan [Carrie/Charlotte] passed. Ann and Barry abstained.

e. Education & Communication

Carrie has agreed to develop this new Committee. She welcomed members to share their ideas. The first Webinars will be October 17th and November 21st.

f. Conference

David reported there were 178 people for the Thursday luncheon and 29 Exhibitors. The Convention Center staff were great to work with. Paper session reviews will be tabulated, and summaries provided back to the presenters. An email with the overall feedback survey was sent to all attendees at noon today. Board members commended staff for the beautiful conference materials and management of the planning and implementation. Carrie and Ali have agreed to be co-chairs for the 2020 NYSARH Conference to be held in Oswego.

Action:

Sara will draft a letter to the Convention Center Director for Helen's signature. The NYSARH Team will develop an electronic and paper binder of schedules, tips and samples to make conference planning easier going forward.

6. Management Report

Karin and Sara speak frequently with each other to insure coordination. Now that the Conference is over, there will be more time for planning and development.

7. Comments & Announcements

- a. Gertrude, Jack and Richard presented to the NYS Funder's Alliance. This provided a soft entry to a new and important audience.
- b. Jack asked how NYSARH could effectively engage with the Upstate CBO Consortium led by Ann B.
- c. Helen announced plans to focus more on branding, marketing and consistent materials.
- d. Barry recommended that NYSARH use some funds to develop a 3-5 minutes 'video brochure'.
- e. Ann A. suggested closer ties with AARP.
- f. Jack suggested partnerships with EMS and Community Action Agencies as well.

NEXT Board of Directors MEETING: November 25, 2019 from 2:00-3:00p.m.

There being no other business, the meeting adjourned at 3:15PM.