



**Board of Directors**  
 Meeting Minutes  
 May 18, 2020  
 2:00 PM

|                    |   |                     |   |                   |   |
|--------------------|---|---------------------|---|-------------------|---|
| Ann Abdella        | E | Sylvia Getman       | E | Michael Pease     | P |
| Tess Barker        | P | Richard Kazel       | E | Mandy Qualls      | P |
| Ann Battaglia      | P | Jennifer Leszyk     | P | Carrie Roseamelia | P |
| Barry Brogan       | P | Nancy McGraw        | P | Jack Salo         | P |
| Alison Coates      | P | Gertrude O’Sullivan | p | Mary Zelazny      | P |
| Charlotte Crawford | P | Claire Parde        | P | Karen Madden      | P |
| Helen Evans        | P | Paul Pettit         | P |                   |   |

Board Members: P= Present, E = Excused

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

1. Call to Order

- a. Quorum established.
- b. Helen welcomed everyone.
- c. Agenda Modifications: none
- d. Potential conflicts disclosed: none.

2. Approval of Minutes of March 23<sup>rd</sup>

Some corrections were made. Approved as modified [Carrie/Ali]

3. Strategic Planning

The current strategic plan ends 12/31/20. Helen shared a proposal to use an outside consultant, Helen Stepowany, who is a trained Nonprofit Lifecycles Consultant as a co-facilitator with Sara Wall Bollinger, who is also a Lifecycles Consultant. Motion to approve the agreement [Michael/Gertrude] passed. The Planning Committee will be Helen, Jack, Claire, Ali, Tess and Mary. There will be a Board ‘Retreat’ in August, date TBD.

4. Administrative Services Review

July 1<sup>st</sup> will be the one-year anniversary of the NYSARH agreement with NAHEC. Helen reported that a survey tool has been shared with Karin and Sara and that a similar survey will be sent to all Board members after this meeting. She will report results at the next meeting.

## Committee Reports

### 5. Conference [see PowerPoint]

Carrie and Ali outlined a proposal for a virtual conference in September with shorter, high-impact sessions with asynchronous chat and follow-along components. A large portion of conference expenses relate to the venue [space, meals etc.]. With this expense gone, the financial risk to NYSARH is greatly reduced. To facilitate this concept the Conference Committee evaluated several software platforms and selected Whova <https://whova.com/>. Some board members are familiar with this app.

The Awards Presentation will be moved to National Rural Health Week in November. The Annual Meeting will still happen in September, but it will not be part of the conference.

Barry asked that the virtual conference make space for the annual Policy Forum.

A motion [Claire/Gertrude] was made and passed to approve changing the conference to virtual. A second motion [Gertrude/Claire] was passed to sign a contract with Whova for event management, not to exceed \$3000. Those present thanked Ali and Carrie for their vision.

*Action:*

*Carrie will confirm contract details with Whova and schedule a demonstration*

### 6. Membership

Charlotte reported that the Committee has come up with a marketing idea using short videos submitted by NYSARH members. See “Directions for Video Marketing” in the General section on the Board Portal. There is also a “Media Release Form” there. Several members present volunteered to make videos.

Mandy reported that the Student Membership project is on hold due to C-19. However, she will be able to communicate with students who participated in the Focus Groups to form a Student Advisory Board for the second half of the project. Mandy recommended that we continue the Student Advisory Board even after the grant has ended.

Charlotte announced that a Marketing Ad Hoc Committee has formed composed of herself, Helen, Gertrude, Mandy and Matt Scollin from Adirondack Health. This group has held one meeting and will hold a few more over the summer.

*Action:*

- *Sara will provide board members emails to Heather Brown to be invited to the Resource Center Basecamp to store their videos*
- *Board member volunteers will record and upload their videos*
- *Mandy will recruit members for a Student Advisory Board*
- *Karin & Sara will complete an extension request for the Student Membership grant*

## 7. Governance

Claire announced that Gertrude has joined the Governance Committee.

She reported that of the five seats opening in 2020, three nominees will be current board members. A slightly revised nomination form will be distributed in June, due in July, to fill the remaining two vacancies. She thanked members who had submitted their updated Matrix information. The Committee uses this information to inform its work.

She is working on two sessions of board member training to be provided by NYCON, probably in the fall. The first session will be on nonprofit director responsibilities and the second on topics specific to NYSARH.

The Governance Committee is working on some Templates for all Board Committees including Charter, Calendar and Procedures to document the what, when and how of each Committee's work. These will be discussed at the June Executive Committee before being implemented.

## 8. Finance

Ann was unable to be present, so Katie gave a financial update. The Audit is in process. A draft will be sent to members at the end of the month. Special meetings of the Executive and Finance Committees are scheduled in June. The financial statements are considered 'unofficial' until the Audit is complete. 2019 Profit/Loss showed total income of \$406,136 total expense \$375,458 for a net surplus of \$30,678 as of 12/31/19. The Profit/Loss for the first four months of 2020 shows revenue of \$840,759, expenses of \$674,505 and net income of \$166,254. Balance sheet for 4/30/20 has assets of \$751,520 and liabilities of \$482,806. As of May 14<sup>th</sup> NYSARH has \$258,650 in the new Gold Money Market account. Katie provided a summary of the NRHA grant. We were able to carry over \$2,491 from 2019. Funds are used primarily for board member participation in NRHA events. A status report on the Legislative Appropriation was also provided in advance. Participating hospitals and networks have submitted claims for all but \$97,431. We are working closely to wrap up these outstanding claims. A motion [Michael] to accept the financial report passed.