

**Highland Rivers Health
Meeting Minutes**

**Governing Board of Directors
12/13/2017 10:30 AM**
Reaching Our Community Clubhouse
1 Goodyear Avenue
Cartersville, GA, 30120

Attendees

Voting Members:

Ms. Chantel Adams, Chair
Mr. Bill Fann, Vice Chair
Ms. Cindy Cochran, Secretary
Mr. Allen Wigington, Board Member
Ms. Bonnie Moore, Board Member
Mr. Todd Vande Zande, Board Member
Ms. Faye Ward, Board Member

Others Present:

Mr. James Catanzaro, Jr., Legal Counsel
Ms. Melanie Dallas, Chief Executive Officer
Mr. Rich Gonzalez, Chief Administrative Officer
Ms. Stephanie Collum, Chief Compliance Officer
Ms. Dena Payne, Director of Intellectual Developmental Disabilities
Ms. Melissa Stone, Executive Secretary
Ms. Debbie Strotz, Chief Operations Officer
Ms. Laura Citron, Director of Business Development
Mr. Kevin Scott, Director of Nursing
Mr. Mike Mullet, Community Relations Director
Ms. Erica Collins, Human Resources Director

1. Call To Order

Chair Chantel Adams called the meeting to order at 10:35 a.m.

2. Approval of Agenda

The agenda was approved as presented on unanimous vote of motion by Immediate Past Chair Allen Wigington and second by Vice-Chair Bill Fann.

3. Approval of October 25, 2017 Minutes

The minutes were approved as presented on unanimous vote of motion by Immediate Past Chair Allen Wigington and second by Ms. Bonnie Moore.

4. Executive Session

On unanimous vote of motion by Immediate Past Chair Allen Wigington and second by Vice-Chair Bill Fann, the Governing Board convened in executive session to consult with Legal Counsel pertaining to pending or potential litigation, settlement, claim, administrative procedure, or other judicial actions involving Highland Rivers and to discuss the future acquisition of real estate.

5. Reconvention of Regular Session

Action: No action required.

6. Recovery Focused Transformation

Chief Executive Officer (CEO) Melanie Dallas informed the Governing Board that Highland Rivers Health was actively engaging in promoting a recovery focused transformation (RFT) focus in the agency. In order to begin the process, Highland Rivers Health had participated in an initiative headed by the Department of Behavioral Health and Developmental Disabilities. Staff members had been chosen from different tiers of Highland Rivers Health to participate in learning communities and work teams to push forward the RFT focus to the whole agency. Five work teams were created that had focused on different aspects of recovery and the operations of the agency. Each work team had worked on projects that supported their area of focus. The work teams presented the projects at the RFT Showcase in Canton on December 5, 2017, in one combined presentation. Ms. Dallas stated that the Highland Rivers Health team was the best presenter at the showcase. She had been approached by another participating agency about how wonderful the presentation was from the team.

Ms. Dallas introduced the RFT team and the team presented the showcase presentation to the Governing Board.

7. Resolution-Delegation of Power & Authority

Chair Chantel Adams introduced the "Resolution-Delegation of Power & Authority" to the Governing Board. She reminded the members that the resolution was composed based on recommendations from Immediate Past Chair Allen Wigington and Ms. Gale Buckner in the October 25, 2017, Governing Board meeting.

Action: Immediate Past Chair Allen Wigington recommended that the Governing Board accept the language of the resolution and authorize the Chair to sign the resolution allowing certain powers and authority statutorily held by the Governing Board to be delegated to the Chief Executive Officer. Upon unanimous vote of motion, the resolution was accepted and authorization was given to the Chair.

8. Ratification of DBHDD Contracts

i. FY18 AD Clubhouse Services Contract #44100-906-00000101168

Action: The FY18 AD Clubhouse Services Contract #44100-906-00000101168 was approved on unanimous vote of motion by Immediate Past Chair Allen Wigington and second by Vice-Chair Bill Fann.

ii. FY18 Suicide Prevention Contract #44100-906-00000100964

Action: The FY18 Suicide Prevention Contract #44100-906-00000100964 was approved on unanimous vote of motion by Immediate Past Chair Allen Wigington and second by Ms. Faye Ward.

- iii. FY18 Georgia APEX Program Contract #44100-026-0000063461 Amendment #03

Action: The FY18 Georgia APEX Program Contract #44100-026-0000063461 Amendment #03 was approved on unanimous vote of motion by Immediate Past Chair Allen Wigington and second by Ms. Faye Ward.

9. Ratification of Transit Alliance Group Contract

Immediate Past Chair Allen Wigington asked for more information on the contract. Chief Administrative Officer (CAO) Rich Gonzalez stated the contract designated Highland Rivers Health as a subcontracted provider for the Department of Human Services. The subcontracted services were transportation for Floyd County and other locations (ex. Department of Family and Children Services, etc.). Highland Rivers Health had four vehicles, four drivers, and a supervisor under the contract. Trip fees were earned from the Transit Alliance Group for each trip.

Action: After hearing the additional information, the contract was approved upon unanimous vote of motion by Immediate Past Chair Allen Wigington and second by Ms. Bonnie Moore.

10. Finance Committee Report

Action: No action required.

i. October 2017 Financial Review

Chair Chantel Adams directed the members to page 32 in their packets. She began by stating that the total assets were \$8,394,457 as of October 2017. She explained that there were still three contracts that had not been executed by the Department of Behavioral Health and Developmental Disabilities. The properties would be added to the assets and would be in the amount of \$2.1 million. The total liabilities were \$7,925,227. The total net assets were \$469,230.

Ms. Adams stated that Highland Rivers Health was only meeting Key Performance Indicator (KPI) 2. The days cash on hand was -3.6 days. She reassured the members that the agency had enough money to pay the bills. The days cash on hand would increase once payments were received on outstanding contracts. She reminded the members that the first quarter was usually the worst for the agency.

Ms. Adams directed the members to page 33 in their packets. The total net revenue for the month of October 2017 was \$4,164,197. Commercial insurance and VA had decreased versus the same month in 2016 by 24.5%. This was due to the timing of payments. The total expenses for the month of October 2017 were \$4,215,312. The bulk of the expenses were people costs (salaries, on-call, etc.). People costs included some of the costs of the Healthcare Staffing (HCS) conversion. She explained that the conversion costs would decrease over a period of time. The net loss for the month was \$51,115. Chief Executive Officer (CEO) Melanie Dallas explained that the agency had made the bonus plan payout in October. This contributed to the loss for the month. Ms. Adams explained that the loss was offset by the increase in staff morale.

ii. Year to Date Financial Review

Ms. Adams directed the members to page 34 in their packets. The total revenue for year to date through October 2017 was \$16,058,823. The total expenses for the same period were \$16,649,928. The net loss year to date through October 2017 was \$591,105. The bulk of the expenses were the people costs. The strategy to have maintenance staff had decreased facility costs. She reminded the members that the bad debt expense was a new category for fiscal year 2018. It had previously been netted in the revenue.

Ms. Adams asked the members to turn to pages 35 and 36 in their packets. The prior 12 month revenue and expense trend showed that expenses were greater than revenue for October 2017. The prior 12 month net income trend showed that there was less of a negative in cash for the month. She stated that once the outstanding contract payments were received the trend should move further towards the positive. The end of month cash balance was hovering around \$900,000.

CAO Rich Gonzalez stated that the members were given a copy of the Fiscal Year 2017 Financial Audit for their review. Mr. Robert Baker, Certified Public Accountant, would be attending the February 28, 2018, meeting to discuss the findings.

11. CEO Report

Chief Executive Officer (CEO) Melanie Dallas presented the following highlights from the CEO report included in the information packet:

- Ms. Dallas had presented the Medical Reserve Corp (MRC) information to the Georgia Association of Community Service Boards (GACSB). The information was well received and Ms. Dallas would be leading a group, including several other CEOs, in the initiative. MRC would roll out statewide training for disaster preparedness. The training and partnership would allow for a more cohesive disaster response.
- Mr. Zab Mendez, Whitfield County board representative, had resigned from the Governing Board. He had suggested Mr. Greg Dent of the North Georgia Healthcare Partnership as his replacement. The Honorable Shana Vinyard, Whitfield County Magistrate Court, was also suggested as his replacement. Meetings had been held with each potential board member. A decision had been made to offer the vacant seat to The Honorable Shana Vinyard. Ms. Dallas stated that she would be meeting with Mr. Mendez in the near future to let him know the decision. She suggested that Mr. Dent might be a good fit for the Community Recovery Partnership, Inc. (CoRP) board.

- Ms. Dallas, Mr. Michael Mullet, Ms. Ansley Silvers, and Mr. Ryan Swartz had met with Elly Yu from WABE Atlanta, the local National Public Radio (NPR) affiliate. The interview was held at the Highland Recovery Center in Jasper. The interview had been sent this way by Senator Renee Unterman. Ms. Dallas received a note from Ms. Judy Fitzgerald, Commissioner of the Department of Behavioral Health and Developmental Disabilities that stated Ms. Fitzgerald thought it was a good spot and a fair representation of the issues.
- Ms. Dallas informed the members that Dr. Nizamuddin Khaja, Medical Director for the crisis stabilization units, had resigned and given a resignation date in February 2018.

Ms. Bonnie Moore asked if Highland Rivers Health was working with Tanner Willowbrook in the Floyd county area. Ms. Dallas stated that there had been meetings with the Tanner Willowbrook leadership and their staff in order to start a dialog about continuity of care. A follow up meeting was scheduled for February. The hope was that these discussions would help to ensure the individuals covered by Highland Rivers Health and Tanner Willowbrook were taken care of in the best way possible.

Action: No action required.

12. Community Relations Report

Community Relations Director Mike Mullet began by stating that he had sent the members a copy of the WABE interview for them to be able to read. He informed the members that his goal for 2018 was to increase the number of public presentations that he made in the community. He asked that the members send him the contact information for any community organizations that might be interested in a presentation.

Action: Members should forward the contact information to Mr. Mullet of any community organizations that might want a presentation.

13. Compliance Committee Report

Committee Chair Allen Wigington informed the members that the Corporate Compliance Committee had spent a large portion of the committee meeting discussing the new critical incident requirements that had been instituted by the Department of Behavioral Health and Developmental Disabilities (DBHDD). DBHDD had forwarded the requirements to the Compliance department with only eight days to put the new requirements into place. This included the training of staff and ramp up. The new steps in the critical incident process included the implementation of a nine point safety plan and root cause analysis for each emergency room visit. Mr. Wigington pointed out that Highland Rivers Health had served over 14,000 individuals in the past year. If even a third of those had emergency room visits, the number of critical incident reports with the three new requirements that would have to be completed would be astronomical. The committee had decided that a meeting with the DBHDD leadership might be helpful in order to explain the risks to Highland Rivers Health and how the new requirements would affect the quality of the compliance program. Chief Executive Officer (CEO) Melanie Dallas stated that the Georgia Association of Community Service Boards (GACSB) was currently working on the issue and had let DBHDD know about the issues.

Mr. Wigington stated that the Commission on Accreditation of Rehabilitation Facilities (CARF) Quality Improvement Plan had been sent to and accepted by CARF. Highland Rivers Health would be working to ensure that each portion of the plan was monitored and completed. Chief Compliance Officer (CCO) Stephanie Collum had been recruited by the CARF surveyors to begin the process to become a surveyor. Ms. Collum had begun the process and was awaiting the results.

Action: No action required.

14. Recognition of Visitors

There were no visitors.

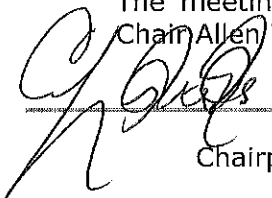
15. Public Comment

Ms. Bonnie Moore thanked Highland Rivers Health for their donation and participation in the National Alliance on Mental Illness (NAMI) Walk. NAMI Rome was in second nationally for meeting and going over the established goal of \$75,000. There were 506 walkers signed up and 46 teams. The money raised from the NAMI Walk was invested into the community. She stated that there had already been three mini grant requests from the crisis stabilization units to help out with the needs of the individuals.

Action: No action required.

16. Adjournment

The meeting was adjourned on unanimous vote of motion by Immediate Past Chair Allen Wigington and second by Ms. Faye Ward.


Chairperson

2/28/18
Date