

**Highland Rivers Health
Meeting Minutes**

**Governing Board of Directors
02/28/2018 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. Gale Buckner, Board Member
Ms. Bonnie Moore, Board Member
Ms. Jean Smilie, Board Member
Ms. Faye Ward, Treasurer
Ms. Shana Vinyard, Board Member

Non-Voting Members

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

I. Call to Order

Chair Chantel Adams called the meeting to order at 10:33 a.m.

II. Oath of Office for New Board Member

Melissa Stone, Notary Public, administered the oath of office for new Governing Board Member Shana Vinyard. Introductions were made by the members and the new representative was welcomed by the Governing Board.

III. Approval of Agenda

The agenda was amended as follows:

- Item #10 (FY17 Financial Audit Report) and Item #11 (Finance Committee Report) were moved to be after item #5 (Approval of January 26, 2018, Executive Committee minutes).

Action: The revision to the agenda was approved on unanimous vote of motion by Ms. Gale Buckner and second by Vice Chair Bill Fann.

IV. Approval of December 13, 2017, Meeting Minutes

The minutes were approved as presented on unanimous vote of motion by Vice Chair Bill Fann and second by Ms. Faye Ward.

V. Approval of Executive Committee Minutes for January 26, 2018

The minutes were approved as presented on unanimous vote of motion by Ms. Bonnie Moore and second by Ms. Faye Ward.

VI. Executive Session

On unanimous vote of motion by Ms. Bonnie Moore and second by Ms. Gale Buckner, the Governing Board convened into Executive Session to consult with Legal Counsel regarding pending or potential claims, discuss the future acquisition of real estate, and to discuss or deliberate on the appointment, employment, compensation, hiring, disciplinary action or dismissal, or periodic evaluation or rating of an employee.

VII. Reconvention of Regular Session

Action: The Chief Executive Officer succession plan was approved on unanimous vote of motion by Vice Chair Bill Fann and second by Ms. Faye Moore.

VIII. Revision of Policy #1625-Development & Revision of Governing Board Policies
Chair Chantel Adams informed the members that the language in Policy #1625 was being revised due to the implementation of the eBoardsolutions system.

Action: The revision to the policy was approved on unanimous vote of motion by Vice Chair Bill Fann and second by Ms. Faye Ward.

IX. Vacant Treasurer Position

Chair Chantel Adams reminded the members that Mr. Jonathan Blackmon had resigned from the Governing Board in January 2018. He was the Treasurer for the Governing Board at the time of his resignation. A new Treasurer would need to be appointed to fill the vacated position. Ms. Adams nominated Ms. Faye Ward to fill the term vacated by Mr. Blackmon.

Action: Ms. Faye Ward was appointed as Treasurer for the Governing Board for the remainder of fiscal year 2018 on unanimous vote of motion by Ms. Bonnie Moore and second by Ms. Gale Buckner.

X. FY17 Financial Audit Report

Mr. Robert Baker, CPA, introduced himself to the members as lead auditor for the FY17 Financial Audit. He presented his findings to the members (see attached). He stated that the presentation was a road map and had all the highlights from the 68 page report. He stated that the audit was a single audit that had the highest controls. It was a financial, compliance, and internal control audit.

The highlights presented by Mr. Baker included:

- The audit report outlined the Governing Board's responsibilities and the auditor's responsibilities.
- Cash had decreased from fiscal year 2016 to fiscal year 2017. The decrease could be attributed to the timing of receivables.
- The net position for fiscal year 2017 was \$1,060,332. This was good considering the the last 8-10 year audit reports.
- The balance sheet looked much better than it had in previous years.
- The statement of activities included revenues for government programs and fees for Medicaid, Medicare, and commercial payors. The operating grants and contracts were down for fiscal year 2017 due to fee for service. There was a surplus of \$425,944 as of June 30, 2017.
- It was an unmodified opinion on the financial statements and federal awards compliance. This was the best type of opinion.
- There were no material weaknesses noted for the financial statements or federal awards.
- There was a finding for segregation of duties. He stated that this was a common finding for Community Service Boards. The finding involved having enough staff to ensure segregation of such duties as posting cash balances and reconciling the bank account. He stated that most Community Service Boards did not have the finances to hire different staff to complete each duty. The finding was not something to be very concerned about.
- Highland Rivers Community Service Board was considered a low-risk auditee.
- There were no difficulties encountered in performing the audit.
- There was no disagreement with management.

Mr. Baker concluded his presentation by asking for any questions from the members. There were no questions. He informed the members that his phone number was on the 68 page report. He stated that the members were welcome to call him at any time with questions.

XI. Finance Committee Report

Chair Chantel Adams informed the members that Mr. Robert Baker, CPA, had presented on the FY17 Financial Audit in the committee meeting. He had given the same information that was presented to the full Governing Board. The information presented had been helpful in understanding the finances of Highland Rivers Health.

She directed the members to the balance sheet in their packets. She informed the members that the total assets were \$7,595,322 as of January 2018. The total liabilities were \$8,442,235 and the net assets were at a loss of \$482,913. She reminded the members that Highland Rivers Health carried a liability on the books for the net pension liability. A portion of the loss could also be attributed to the staff conversion that was completed during December 2017 and January 2018.

She directed the members to the Key Performance Indicators (KPIs) on the same page. The days cash on hand was at -5.3 days. The current ratio was positive at 1.2. The days of net assets to total expenses were -20.9 days. The long term debt to net assets was -8.5. She stated that the pension liability also affected the KPIs.

She directed the members to the statement of revenue and expenses for the month of January 2018. There was a net loss of \$490,517. A portion of the loss could be attributed to the staff conversion. She stated that the next attachment outlined the effect of the staff conversion on the "people costs". The largest expense had been the payout for Highland Rivers Health employees to cover an extra week of pay in order to get everyone on the same pay schedule. The net cost of the conversion was \$327,133.

She directed the members to the statement of revenue and expenses for the year to date through January 2018 and associated graphs. The total revenue was \$27,898,688. The total expense was \$29,441,934. The net loss was \$1,543,246. The graphs gave a picture of the finances. The committee had discussed the loss and ways to fix the trend. Chief Executive Officer (CEO) Melanie Dallas stated that help was needed from the Governing Board. Highland Rivers Health would need to put on a full court press. Members would be given talking points to advocate for an increase in rates and other needed items. It would take a lot of advocacy.

- XII. Ratification of FY18 Home for Recovery Contract #44100-906-0000101694
Action: The FY18 Home for Recovery Contract #44100-906-0000101694 was approved on unanimous vote of motion by Vice Chair Bill Fann and second by Ms. Bonnie Moore.
- XIII. Ratification of FY18 C&A Resiliency Clubhouse (ROC) Contract #44100-026-0000097346 Amendment #01
Action: The FY18 C&A Resiliency Clubhouse (ROC) Contract #44100-026-0000097346 Amendment #01 was approved on unanimous vote of motion by Vice Chair Bill Fann and second by Ms. Bonnie Moore.
- XIV. Ratification of FY18 Intensive Case Management Contract #44100-026-0000096753 Amendment #01
Action: The FY18 Intensive Case Management Contract #44100-026-0000096753 Amendment 01 was approved on unanimous vote of motion by Vice Chair Bill Fann and second by Ms. Bonnie Moore.
- XV. Ratification of FY18 Housing Outreach Coordinator Contract #44100-026-0000104469
Chair Chantel Adams asked if the Housing Outreach Coordinator was a new position for Highland Rivers Health. Chief Executive Officer (CEO) Melanie Dallas

stated that it was a new position that was being funded by the Department of Behavioral Health and Developmental Disabilities in order to provide outreach and engagement for those in the jail system. The position would work collaboratively with other agencies to help with supportive housing resources.

Action: The FY18 Housing Outreach Coordinator Contract #44100-026-0000104469 was approved on unanimous vote of motion by Vice Chair Bill Fann and second by Ms. Bonnie Moore.

XVI. Ratification of FY18 Mental Health Treatment Court Contract #44100-026-0000106518

Action: The FY18 Mental Health Treatment Court Contract #44100-026-0000106518 was approved on unanimous vote of motion by Vice Chair Bill Fann and second by Ms. Bonnie Moore.

XVII. CEO Report

Chief Executive Officer (CEO) Melanie Dallas presented the following highlights from the CEO report.

- Ms. Dallas had been asked to be a member of the Behavioral Health Provider Advisory Council. The council met with the Department of Behavioral Health and Developmental Disabilities (DBHDD) division leads in order to discuss issues and solutions. The council had its first meeting. There were 20 people from around the state that were present at the meeting.
- Ms. Dallas had also been asked to be a member of the ACER committee. The committee included members from DBHDD, the Department of Community Health (DCH), and Managed Care Organizations. The committee was charged with looking at system issues. She stated that there was a trend for more transparency and the resolving of issues.
- Ms. Dallas and Trisha Velasco, Director of Crisis Stabilization had presented on Vicarious Trauma at a recent Chief Magistrate Training.
- Ms. Dallas and members of her team would be attending a training on disaster preparedness. The training would be used to work on standing up a Critical Incident Stress Management (CISM) team.
- Ms. Dallas and Dena Payne, Director of Intellectual Developmental Disabilities, had met with DBHDD concerning an autism proposal from the department. The proposal was in the very early stages. To date, there was a concern about the lack of a work force in Georgia that was qualified to provide the services.
- Highland Rivers Health was hosting a free showing of the film, "Suicide: The Ripple Effect" in Canton on March 14, 2018. Ms. Dallas invited the members to attend the showing. The film chronicled the story of Kevin Hines who had attempted to take his life by jumping off the Golden Gate Bridge.

Action: No action required.

XVIII. Community Relations Report

Community Relations Director Mike Mullet informed the members that he and Chair Chantel Adams had attended the "CSB Day" at the capitol. They were able to meet with three legislators. He stated that it was good to have the presence and the support for the Chair. He stated that a segment was being aired on WABE at 6:00 p.m. on the evening of the meeting that would include information from Highland Rivers Health. The segment was on mental health in the emergency room. Ms. Trisha Velasco, Director of Crisis Stabilization, had provided background information for the segment. He stated that he would send out a clip of the segment to the members.

Action: No action required.

XIX. Compliance Committee Report

Chief Compliance Officer (CCO) Stephanie Collum informed the members that the committee had reviewed the Key Performance Indicator (KPI) report for Highland Rivers Health. Ms. Collum had informed the committee on some upcoming changes to the reporting standards for the KPIs. She had also reported out to the committee on the annual work plan and policies and procedures.

Action: No action required.

XX. Strategic Plan Update

Chief Administrative Officer (CAO) Rich Gonzalez informed the members that the current strategic plan would be expiring at the end of the fiscal year. Chief Executive Officer (CEO) stated that the Executive Team would be engaging in the process to finalize a new plan. It would include looking at strategic initiatives.

Action: No action required.

XXI. Recognition of Visitors

There were no visitors.

XXII. Public Comment

There was no public comment.

XXIII. Adjournment

The meeting was adjourned on unanimous vote of motion by Ms. Faye Ward and second by Ms. Jean Smilie.



Chairperson

04/25/2018

Date