

HIGHLAND RIVERS HEALTH
GOVERNING BOARD OF DIRECTORS MEETING
June 23, 2015
Highland Rivers Health – Bartow Recovery Center
650 Joe Frank Harris Parkway, Cartersville, GA 30120

MINUTES

Members Present: Chantel Adams, Bonnie Moore, Garry Fricks, Jean Smilie, Linda Crawford, Faye Ward, Carol Franklin, Nancy Wood, Allen Wigington, Jonathan Blackmon, Bill Fann
CEO Melanie Dallas

Members Absent: Lori Rakes, Donna Whitener, Zab Mendez

Staff Present: Rich Gonzalez, Stephanie Collum, Dr. Kelly Trusheim, Dena Payne, Candice Baldwin, Melissa Stone

Legal Counsel: Jim Catanzaro

1. CALL TO ORDER

Chair Carol Franklin called the meeting to order at 10:30 a.m.

2. OATH OF OFFICE FOR NEW BOARD MEMBER

Judge Allen Wigington administered the oath of office for new Board Member, Commissioner Garry Fricks, Floyd County. Introductions were made by staff and the new representative was welcomed by the Board.

3. APPROVAL OF AGENDA

The agenda was approved as presented on unanimous vote of motion by Allen Wigington and second by Jean Smilie.

4. APPROVAL OF APRIL 28, 2015, MINUTES

Minutes were approved as presented on unanimous vote of motion by Nancy Wood and second by Faye Ward.

5. EXECUTIVE SESSION

On unanimous vote of motion by Allen Wigington and second by Bill Fann, the Board convened in executive session to 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.

6. RECONVENTION OF REGULAR SESSION

Action: On unanimous vote of motion by Allen Wigington and second by Bill Fann, Counsel was directed to contact Legal Counsel for the Resource Council concerning dissolution of the 501(c)(3) and the remainder of the assets.

Action: On unanimous vote of motion by Nancy Wood and second by Linda Crawford, the Board Chair was given authority to form a subcommittee, if necessary, to appear at the Resource Council Board Meeting concerning the 501(c)(3) and the remainder of the assets.

7. INTRODUCTION OF DR. KELLY TRUSHEIM

Melanie Dallas introduced Highland Rivers Health's new Clinical Director, Dr. Kelly Trusheim. Dr. Trusheim gave the Board an overview of her experience and background. She is a Clinical Psychologist and is licensed in five states. She has experience with children, adolescents, and adults (including geriatrics). She has a varied background which includes neuropsychology. Melanie stated that people must get better when receiving services from Highland Rivers Health. Dr. Trusheim will be looking clinically at how we deliver services and at clinical outcomes. She stated it is important to have Dr. Trusheim's skill set. Dr. Trusheim will educate, guide, and direct clinical staff. She will also identify gaps and suggest trainings that can fill the gaps. She will be supervising Cheryl Lewis (Director of Outpatient and Community Based Services), Trisha Velasco (Director of Crisis Services), and Dena Payne (Director of Intellectual/Developmental Disabilities).

Action: No action required.

8. FY16 BOARD MEETING SCHEDULE

Chair Carol Franklin reviewed the draft FY16 Board Meeting Schedule included in the information packet with the Board. She reminded the Board that based on poll results the meetings are being changed to the fourth Wednesday.

Allen Wigington requested that the Chair conduct a poll to see if the Board would consider holding a couple of the Board Meetings in other facilities. This would allow for Board Members to be able to see other programs and meet staff members. Chairwoman Franklin agreed to conduct a poll.

Action: Without objection, the FY16 Board Meeting Schedule was approved unanimously as presented.

9. ELECTION OF FY16 OFFICERS

Chair Carol Franklin began the discussion by thanking Jean Smilie for her hard work in assembling the slate of nominees. She read the slate of nominees and asked if there were any nominations from the floor.

Board Chair-Allen Wigington-(There were no nominations from the floor.)

Vice Chair-Chantel Adams-(There were no nominations from the floor.)

Secretary-Bill Fann-(There were no nominations from the floor.)

Treasurer-Zab Mendez-(For the position of Treasurer, Chair Carol Franklin made a recommendation to make a change to the slate. She stated that Zab Mendez had declined the nomination for Treasurer due to work conflicts. She stated that Jean Smilie had volunteered to remain as the Treasurer for a second term and recommended that Jean be accepted for nomination.)

Action: Without objection, the proposed slate and recommendation for FY16 were approved on unanimous vote of motion by Nancy Wood and second by Garry Fricks.

10. FINANCE COMMITTEE REPORT

Chief Administrative Officer (CAO) Rich Gonzalez began by directing the Board to the Balance Sheet and Key Performance Indicators (KPIs) on page #18 of the information packet. He stated that Highland Rivers Health is in a much stronger position than last year. Assets have increased by \$2.3 million and liabilities have decreased by \$1.4 million. The funds balance has increased by \$3.8 million. Under Key Performance Indicators (KPIs), the agency has not met item #1. He stated that this item is the agency's biggest challenge. Item #1 and Item #3 are similar measures. The agency is also below the KPI on Item #3. The agency would need cash reserves of \$3 million to meet the requirement. On Item #2, the agency is doing well due to not having a lot of debt. On Item #4, the agency is in great shape. The largest part of the long term debt is the \$1.4 million overpayment by the Department of Human Services. He stated that putting the acquired properties in fixed assets will strengthen the agency's financial position.

Rich presented the Statement of Revenue and Expenses for Year to Date Ending April 2015. Rich pointed out that the Total Revenue is \$1.1 million over budget and that the Net Profit is \$1.3 over budget. These overages can be attributed to the Intensive Residential Treatment (ITR) contract, Assertive Community Treatment (ACT) contract, Intensive Case Management (ICM) contract, and Community Support Team (CST) contract.

Rich directed the Board to page #21 in the information packet. He stated the agency has made significant progress in increasing the Cash Balance. The Prior 12 Month Net Income Trend indicates that in April 2015 the agency had a net income of \$426k. Melanie informed the Board that paying off the Centers for Medicaid and Medicare Services (CMS) debt and the cash advance from DBHDD has helped the agency in these areas.

Action: No action required.

11. FY16 PRELIMINARY BUDGET PROPOSAL

Chief Executive Officer (CEO) Melanie Dallas notified the Board that the presented budget is only a preliminary budget for FY16. Due to the departure of the Chief Financial Officer, the Leadership Team has "jumped in with both feet" and worked long hours to have the budget ready for the Board. There are over 125 cost centers to be analyzed. Also, new information has come in concerning some monies and forgiveness of debt that will affect the budget. The goal is to present a final budget to the Board in the August 2015 Board Meeting.

Chief Administrative Officer (CAO) Rich Gonzalez directed the Board to the Total Consolidated-FY16 Fiscal Year Budget Detail (page #23 of information packet). He explained that the detail included the actual for FY14, original budget FY15, actual projected budget for FY15 (based on 9 months of actual numbers and extrapolated for 3 months), and the preliminary budget for FY16. He explained that Total Revenues are expected to increase from \$41 million for FY15 to \$44.3 million for FY16. The increase can be attributed to an increase of \$2 million in new contracts. The contracts include the C&A Resiliency Supports Clubhouse and the Georgia APEX Project. He explained that the Total Expenditures will increase due to the addition of the new programs. The Total Operating Income is \$816,449.

Melanie explained reminded the Board that Highland Rivers Health owes the Department of Human Services (DHS) \$1.4 million due to an overpayment in 2009. She notified the Board that DBHDD has accepted her proposal to fund the Home Again Program for \$715k. DHS has agreed to write off \$715k of the debt that is owed due to the Home Again Program working closely DHS consumers. She stated that Director Cagle, the Department of Family & Children's Services, is very excited about the program.

Melanie informed the Board that, moving forward, the agency will have to really start "dialing in" expenses and increasing efficiencies. This will include reducing redundancies.

Action: On unanimous vote and motion by Allen Wigington and second by Jean Smilie, the Board adopted the \$44,307,538 revenue FY16 Preliminary Budget.

12. RATIFICATION OF DBHDD CONTRACTS

Action: The FY15 C&A Mental Health and Substance Abuse Contract Amendment #02-441-15-0100243 was approved on unanimous vote of motion by Allen Wigington and second by Bill Fann.

Action: The FY15 DD Contract Amendment #04-441-93-1531007 was approved on unanimous vote of motion by Allen Wigington and second by Bill Fann.

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Action: The FY16 MH Court Services Contract #44100-026-0000066221 was approved by the Board on motion by Linda Crawford and second by Jean Smilie. Allen Wigington abstained from the vote.

13. CEO REPORT

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

- The Intellectual/Developmental Disabilities Director role is extremely difficult due to working with host home providers and staff. She praised Dena Payne for her excellent work. Dena raises the bar for her staff and providers. She directed the Board to the letter sent by a satisfied family member of a consumer. She said the letter encapsulates all of the commitment and dedication Dena and her staff members have to the consumers they serve.
- Robert Baker has brought an error on the FY14 audit to the attention of the Executive Team. He and Melanie discussed and came to an agreement on how the error will be reported to CMS.
- Kenneth Ward with the DBHDD Audit Team essentially recognized that Highland Rivers Health has done more in efficiency and improvement than any other CSB.
- The GACSB 2015 Educational Exchange is being held from Sunday, October 25th-Tuesday, October 27th. She asked that any interested Board Members please let Melissa Stone know so that reservations can be made for the event. Allen Wigington stated that the Exchange is very beneficial.
- The Gordon County proposal was given to another provider. Linda Crawford is going to advocate stronger for Highland Rivers Health as she is retiring from the Board. The loss of the proposal does not mean Highland Rivers Health will not move toward providing services

in Gordon County. Staff members are working to see if there is affordable space for a clinic in the county.

- The DBHDD Challenge Grants will not be awarded. DBHDD is looking at funding other priorities and other changes that need to happen in the system.
- Dr. Francisca MgBodile will be coming to Highland Rivers Health in August. She will be providing C&A physician services, part-time Associate Medical Director support, and crisis coverage. She is currently working at the University of Auburn.

Action: No action required.

14. STRATEGIC PLAN EXTENSION UPDATE

Melanie Dallas explained that a vote is required on the Strategic Plan Extension that was presented in the April 28, 2015, Board Meeting. The extension addresses fiscal responsibility, growth, marketing, staff/consumer/community engagement, and cost effective practices.

Action: On unanimous vote of motion by Allen Wigington and second by Bonnie Moore, the Strategic Plan Extension as outlined on pages #44 and #45 of the information packet was approved.

15. COMPLIANCE COMMITTEE REPORT

Corporate Compliance Committee Chair Allen Wigington reported that the meeting was very informative. A concern brought forward from the Committee was the current contract process. He suggested that the Chief Executive Officer (CEO) send out an operational memo concerning contracts to all staff. The memo should outline 1) only the CEO or designee may sign contracts and 2) all contracts must be sent to Compliance to be uploaded into NAVEX. The memo also needs to inform staff that the process is in place due to the risks associated with others signing documents and the oversight needed for contracts. Melanie stated that a memo will be sent out to staff as requested.

Action: Melanie Dallas, CEO, will send out a memo to all staff concerning the process and importance of the contracts process.

16. REVISION OF BYLAWS

Allen Wigington stated that the meeting schedule on May 22, 2015, had to be canceled. He suggested that a go-to-meeting be scheduled for July 17, 2015, at 10:00 a.m. for the committee to review examples of other CSBs bylaws and the current bylaws for Highland Rivers Health to make necessary changes. He asked for volunteers who would like to help him and the already identified members (Donna Whitener and Jean Smilie) with the project. Chantel Adams and Bill Fann volunteered to be on the committee.

Carol Franklin notified the Board that she, Stephanie Collum, and Melissa Stone had met to discuss requirements for the Board to be certified by the Commission on Accreditation of Rehabilitation Facilities (CARF). During the meeting, it was discussed that the bylaws will answer several of the requirements. Melissa Stone was asked to highlight the areas of the bylaws that must remain for CARF accreditation and send the copy to Allen Wigington. It was decided that there will be eight Board policies and standard operating procedures to create and/or update to make sure the requirements are met.

Action: The bylaws committee will meet via go-to-meeting to update the current bylaws on July 17, 2015, at 10:00a.m.

17. PUBLIC COMMENT

Bonnie Moore stated that the NAMI walk will be held on Saturday, October 10, 2015. The walk is held to raise money for programs. She asked that the Board and Highland Rivers Health staff participate in the walk.

Bonnie Moore stated that House Bill 705 was dropped by Representative Katie Dempsey on Thursday night. The Bill requires care providers to provide periodic opportunities for patients to designate a family member or other individual as a person with whom the provider may discuss the patient's medical condition and treatment plan. She stated she hopes that the CSBs will support the Bill. There is no vote until 2016.

Bonnie Moore informed the Board that July is Minority Mental Health Month. There will be a presentation by a noted author on the subject on the 4th Monday of July.

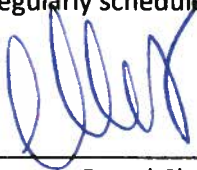
Carol Franklin thanked the Board for allowing her to sit as the Chair. She stated she had enjoyed the opportunity to help our consumers. She was presented an honorarium for her service as the Board Chair for FY15. Melanie stated that she can't imagine going through FY15 without the level of support Carol provided. Allen thanked Carol for always being available and always answering her phone. He stated Carol has served with grace and has been a great partner in leadership.

Carol Franklin announced the retirement of Linda Crawford at the end of FY15. She stated that Linda has given a lot to the Board. Linda sat as the Chair of the Board for two terms and has always shared her expertise and time. Carol presented Linda with an honorarium for her many years of service on the Board. Melanie stated that Linda served on the Board during some rough times. The legacy Linda leaves will be bigger than her years of service. Linda thanked the Board and stated that she would be available for any assistance that is needed.

15. ADJOURNMENT

With no further discussion, the meeting was adjourned on unanimous vote of motion by Allen Wigington and second by Nancy Wood.

The next regularly scheduled meeting will be held on August 26, 2015.



Allen Wigington, Board Chair



Date