

**Highland Rivers Health
Meeting Minutes**

**Governing Board of Directors
04/24/2019 10:30 AM
Bartow Recovery Center
650 Joe Frank Harris Parkway, Cartersville,
GA, 30120**

Attendees

Voting Members

Ms. Chantel Adams, Chair
Mr. Allen Wigington, Vice Chair
Ms. Bonnie Moore, Secretary
Mr. Bill Fann, Treasurer
Ms. Jean Smilie, Board Member
Ms. Faye Ward, Board Member
Mr. Larry Maxey, Board Member
Mr. Sherman Ross, Board Member

Others Present

Ms. Melanie Dallas, Chief Executive Officer
Mr. James Catanzaro, Legal Counsel
Ms. Stephanie Collum, Chief Compliance Officer
Ms. Cheryl Lewis, Director of Outpatient Services
Ms. Erica Collins, Human Resources Director
Ms. Melissa Stone, Executive Secretary
Ms. Dena Payne, Director of Intellectual Developmental Disabilities
Ms. Debbie Strotz, Director of Recovery Oriented Care
Ms. Laura Citron, Director of Business Development
Mr. Kevin Scott, Director of Nursing
Mr. Jerry Koester, Chief Financial Officer

I. Call to Order

Action: Chair Chantel Adams called the meeting to order at 10:32 a.m.

II. Approval of Agenda

Action: The agenda was approved as presented upon unanimous vote of motion by Vice Chair Allen Wigington and second by Secretary Bonnie Moore.

III. Approval of December 4, 2018, Minutes

Action: The minutes were approved as presented upon unanimous vote of motion by Vice Chair Allen Wigington and second by Secretary Bonnie Moore.

IV. Executive Session

Action: Upon unanimous vote of motion by Vice Chair Allen Wigington and second by Ms. Jean Smilie, the Governing Board convened into Executive Session to consult with Legal Counsel regarding pending or potential litigation, settlement, claims, administrative

proceedings and other judicial actions and to discuss or deliberate on the appointment, employment, compensation, hiring, disciplinary action or dismissal, or periodic evaluation or rating of an employee.

V. Reconvention of Regular Session

Action: Upon unanimous vote of motion by Treasurer Bill Fann and second by Mr. Larry Maxey, Legal Counsel was authorized to negotiate with Mr. Richard Gonzalez concerning severance.

Action: The Chief Executive Officer Succession Plan was approved as presented upon unanimous vote of motion by Vice Chair Allen Wigington and second by Secretary Bonnie Moore.

VI. Appointment of FY20 Officer Nomination Committee

Chair Chantel Adams informed the members that it was time to take nominations for the Fiscal Year 2020 Officer positions. She asked for volunteers to sit on the nomination committee. Chair Chantel Adams, Mr. Sherman Ross, and Ms. Jean Smilie volunteered to sit on the committee. Ms. Adams informed the committee members that she would contact them regarding good dates for a future conference call.

VII. Meetings Discussion

Chair Chantel Adams reminded the members that the Governing Board meetings were scheduled for the fourth Wednesday of the month. The only exception was the December meeting which was scheduled on the second Wednesday due to the Christmas holiday. The members discussed the schedule and agreed to keep the meeting schedule for Fiscal Year 2020. Ms. Adams asked Ms. Melissa Stone to compose the schedule and send it out to the members.

Action: The meetings will remain on the same schedule for Fiscal Year 2020 upon unanimous vote of motion by Vice Chair Allen Wigington and second by Mr. Larry Maxey.

VIII. Approval of Bylaw Revisions

Chair Chantel Adams directed the members to the revised Bylaws in the packet. She explained that the document had been changed to reflect the revised reporting structure for the Executive Team of the agency. The term "Chief Administrative Officer" had been revised to "Chief Financial Officer." The effective date had also been changed to reflect the approval of the change.

Vice Chair Allen Wigington asked Legal Counsel if Article V of the Bylaws had been reviewed in order to make needed changes regarding the removal of members. Legal Counsel stated that revisions had not been made to Article V.

Action: The revisions to the Bylaws were approved as presented upon unanimous vote of motion by Vice Chair Allen Wigington and second by Mr. Sherman Ross.

IX. Approval of Lease for Highland Rivers Foundation Properties

Chief Executive Officer Melanie Dallas informed the members that the following properties had been transferred from Highland Rivers Health to the Highland Rivers Foundation.

191 Lamar Haley Parkway, Canton, Georgia, 30114
18088 North Highway 515, Ellijay, Georgia, 30536
169 Walenda Drive, Rome, Georgia, 30165
1 Woodbine Drive, Rome, Georgia, 30165
1401 Applewood Drive, Dalton, Georgia, 30720
611 West Stone Street, Dalton, Georgia, 30720 (No lease needed)

Highland Rivers Health would need to lease the properties from the Foundation. The lease was for \$1 per annum for the facilities. The Governing Board would need to approve the lease.

Action: The Highland Rivers Foundation lease was approved as presented and the Chair authorized to sign the lease upon vote of motion by Ms. Faye Ward and second by Mr. Larry Maxey. Vice Chair Allen Wigington abstained from the vote.

X. Approval of Resolution for Lease #003-0760028-100 for Wheelchair Accessible Van
Chief Executive Officer Melanie Dallas informed the members that the agency was in need of a wheelchair accessible van. TCF Equipment Finance required that the Governing Board approve a resolution to purchase the van. The resolution was included in the Board packet for review.

Action: TCF Resolution #003-0760028-100 was approved as presented upon unanimous vote of motion by Vice Chair Allen Wigington and second by Treasurer Bill Fann.

XI. Ratification of FY19 IDD Services Contract #44100-261-9072019103 Amendment #02

Action: The FY19 IDD Services Contract #44100-261-9072019103 Amendment #02 was approved upon unanimous vote of motion by Vice Chair Allen Wigington and second by Mr. Larry Maxey.

XII. Ratification of FY19 Housing Outreach Coordinator Contract 44100-026-0000104469 Amendment #01

Action: The FY19 Housing Outreach Coordinator Contract #44100-026-0000104469 Amendment #01 was approved upon unanimous vote of motion by Vice Chair Allen Wigington and second by Treasurer Bill Fann.

XIII. Ratification of FY19 Mental Health Treatment Court Contract #44100-026-0000106518 Amendment #01

Action: The FY19 Mental Health Treatment Court Contract #44100-026-0000106518 Amendment #01 was approved upon unanimous vote of motion by Vice Chair Allen Wigington and second by Mr. Sherman Ross.

XIV. Ratification of FY19 High Utilization Management Contract #44100-026-0000104469

Action: The FY19 High Utilization Management Contract #44100-026-0000104469 was approved upon unanimous vote of motion by Vice Chair Allen Wigington and second by Mr. Larry Maxey.

XV. Ratification of FY19 Core Behavioral Health Contract #44100-261-0262019103 Amendment #02

Action: The FY19 Core Behavioral Health Contract #44100-261-0262019103 Amendment #02 was approved upon unanimous vote of motion by Vice Chair Allen Wigington and second by Secretary Bonnie Moore.

XVI. Ratification of FY19 Housing Outreach Coordinator Contract #44100-026-0000125149

Action: The FY19 Housing Outreach Coordinator Contract #44100-026-0000125149 was approved upon unanimous vote of motion by Vice Chair Allen Wigington and second by Treasurer Bill Fann.

XVII. Ratification of FY19 Core Behavioral Health Contract #44100-261-0262019103 Amendment #03

Action: The FY19 Core Behavioral Health Contract #44100-261-0262019103 Amendment #03 was approved upon unanimous vote of motion by Vice Chair Allen Wigington and second by Mr. Larry Maxey.

XVIII. Ratification of FY19 Family Support Waiver Supplemental Services Contract #44100-907-0000067203 Amendment #04

Action: The FY19 Family Support Waiver Supplemental Services Contract #44100-907-0000067203 Amendment #04 was approved upon unanimous vote of motion by Vice Chair Allen Wigington and second by Mr. Sherman Ross.

XIX. Ratification of FY19 GA APEX Program Expansion Contract

Action: The FY19 GA APEX Program Expansion Contract was approved upon unanimous vote of motion by Vice Chair Allen Wigington and second by Secretary Bonnie Moore.

XX. Shelter Plus Care Resolution for Contract #GA0159L4B011703

Action: The Shelter Plus Care Resolution for Contract #GA0159L4B011703 was approved upon unanimous vote of motion by Vice Chair Allen Wigington and second by Mr. Larry Maxey.

XXI. Shelter Plus Care Resolution for Contract #GA0191L4B011707

Action: The Shelter Plus Care Resolution for Contract #GA0191L4B011707 was approved upon unanimous vote of motion by Vice Chair Allen Wigington and second by Secretary Bonnie Moore.

XXII. Shelter Plus Care Resolution for Contract #GA0062L4B011710

Action: The Shelter Plus Care Resolution for Contract #GA0062L4B011710 was approved upon unanimous vote of motion by Vice Chair Allen Wigington and second by Secretary Bonnie Moore.

XXIII. FY18 Financial Audit Report

Chair Chantel Adams informed the members that Mr. Robert Baker, CPA, had attended the Finance Committee meeting via conference call. He went over pages 8, 9, and 10 in the Fiscal Year 2018 audit report and his presentation. Overall, Highland Rivers Health did not have a going concern. The agency had a going concern each year before Fiscal Year 2015. He had explained how the State required certain liabilities to be on the books for Highland Rivers Health. The liabilities included pension and other post-employment benefits required by Governmental Accounting Standards Board (GASB) standards 68 and 75. These were not monies that the agency would have to pay. The monies just had to sit on the books. The statement of activities showed a net position for Fiscal Year 2018 of a net loss of \$1,416,632. Mr. Baker had stated that this number needed to be turned around for future years. There were no material disagreements with management. Page 6 of the report had good information for the members to read. It gave a narrative regarding the financials.

XXIV. Finance Committee Report

Chief Executive Officer Melanie Dallas introduced the new Chief Financial Officer, Mr. Jerry Koester. She stated that the agency was excited to have him on board and asked him to say a little about himself. He stated that he liked a challenge and was a problem solver. He would be working on budgets.

Treasurer Bill Fann directed the members to the financials in the board packet. Revenue was up by 1.5% year to date at \$38,209,160. There was a favorable variance of \$2,298,652 actual year to date versus the prior year to date. Revenue was up across all revenue groups with the exception of Medicare and private pay insurance. There were not enough Licensed Clinical Social Workers in the clinics to perform Medicare services. This meant services were performed with no expectation of payment. A plan had been put in place to refer Medicare individuals to other providers. The private pay was down on average by \$11,000 per month.

This was a strategic move to ensure that Highland Rivers Health had the capacity to see those who were the most vulnerable population. The agency was a public trust and put in place to serve a specific population. Expenses had decreased by 7.5% from the 2018 budget numbers. The expenses totaled \$37,743,300 year to date. There was an increase of \$234,316 in expenses actual versus the prior year to date. This was a .6% unfavorable variance. There was a net profit of \$465,860 year to date. The profit was good news and was due to actions that had been taken regarding performance.

Ms. Dallas stated that Highland Rivers Health had a bad year for Fiscal Year 2018. However, the agency had known that it would be bad due to transitioning the Healthcare Staffing employees to Highland Rivers Health employees. She reminded the members that Healthcare Staffing had gone up on their administration costs from 26% to 33%. Also, the values base of the company had shifted and did not align with the values of Highland Rivers Health.

The agency had received \$1.8 million for capital improvements at the Residential Treatment Unit and Rome Crisis Stabilization Unit. It has also received \$181,000 for other programs and services. This would be annualized to \$2 million. The maximum reimbursement levels had been increased due to the increase in the volume of provided services. Vice Chair Allen Wigington asked for an update on the amount that was due to the Department of Human Services (DHS). Ms. Dallas stated that she had worked with a previous Commissioner at DHS to resolve the expense. However, there was a Commissioner change before anything could be finalized. She was waiting on a Commissioner change in order to begin negotiations. She stated that the Department of Behavioral Health and Developmental Disabilities was not able to offer help with the expense.

XXV. CEO Report

Chief Executive Officer Melanie Dallas directed the members to the CEO Report in the packet. She gave the following highlights from her report.

- Changes had been made to the Executive Team structure. The team was working together more effectively.
- Mr. Jerry Koester had joined the Executive Team as the Chief Financial Officer. His first responsibility was the budget for Fiscal Year 2020.
- Governor Kemp had signed Executive Order 01.14.19.02 regarding sexual harassment. The Order required that all staff complete assigned sexual harassment training. There was a training for staff and additional training for supervisors. Vice Chair Allen Wigington asked if it would be beneficial for the Governing Board to take the training. Legal Counsel agreed that it was a good idea for all members to take the training module. Human Resources Director Erica Collins stated she would set up the training and email the members the necessary links and information.
- Governor Kemp had also signed Executive Order 01.14.19.03 which renewed the Code of Ethics for the Executive Branch and employees. Ms. Dallas encouraged the

members to review the document in the packet. Community Service Boards (CSBs) were held accountable to the Code of Ethics.

- Clinical Director Trisha Velasco had worked hard to put together some proposals for more funding. All the proposals were accepted by the Department of Behavioral Health and Developmental Disabilities (DBHDD). The proposals included compensation to fill the gap on emergency room assessments, a new transitional unit, a new 10-bed female transitional unit, and 6 new crisis respite apartments.
- Ms. Dallas had been notified that funding for crisis services would increase by \$1.3 million in the next fiscal year. This was due to the stellar services provided in crisis services.
- House Bill 514 (HB514) was passed by the Legislator and waiting on the Governor's signature. CSBs had been given one voting slot. Ms. Dallas had met with the Speaker of the House and his General Counsel. General Counsel had asked for Ms. Dallas' information for a possible slot on the Committee.
- Ms. Dallas and the Chief Executive Officers of 6 other CSBs had been asked to meet with Ms. Judy Fitzgerald, DBHDD Commissioner. The other CSBs were Avita Community Partners, View Point Health, DeKalb CSB, Unison Behavioral Health, River Edge Behavioral Health, and Gateway Behavioral Health. The group was brought together to focus on long-term strategies for Georgia.
- The Northwest Georgia Regional Hospital grounds in Rome, Georgia, would become the Hope Village. Highland Rivers Health had not been asked to be involved with the project. Ms. Dallas and her team had met with the Mauers in the past in the interest of collaboration and partnership. However, a relationship had not been established. It was Ms. Dallas' understanding that the Mauers had not reached out to any community providers about the project. Secretary Bonnie Moore stated that the project was not at a point for discussion with providers. A lot of background work had to be completed before going public. It had been decided that they would not reach out to providers until the organization had their feet on the ground. She assured Ms. Dallas that the project would be reaching out to community providers in the future.

XXVI. Community Relations Report

Chief Executive Officer Melanie Dallas informed the members that Community Relations Director Mike Mullet was working on filming for a video project. She directed the members to the items in the packet for review. Members were encouraged to contact Mr. Mullet with any questions.

XXVII. Compliance Committee Report

Vice Chair Allen Wigington informed the members that there were no policies or procedures under review or necessary for completion. There had been an extreme uptick in the number of complaints for the last two quarters. He stated that he was disappointed that only seven Governing Board self-evaluations were completed and returned to Administration. He stated that the agency had the results back to 2015. It was interesting to look at the results over the years.

XXVIII. Recognition of Visitors

Chair Chantel Adams recognized Ms. Laurie Gerhard as a visitor. Ms. Gerhard stated that she was an Advanced Practice Registered Nurse (APRN). She wanted to make the Governing Board aware of a couple of things. She was concerned about the inter professional collaboration in the agency. She stated that the lack of collaboration showed since the head medical officer was not at the meeting. The Governing Board should get to know the people in management, their qualifications, their credentials, and how they managed staff. She stated that some managed with hostility and harassment. She asked that the Hope Village make sure to get medical people involved.

Mr. Leland Johnson introduced himself as a member of the Board of Directors for the Highland Rivers Foundation. He stated that he was excited and looking towards the future. He had been going around viewing all of the facilities. Vice Chair Allen Wigington stated he was impressed with Mr. Johnson's strong behavioral health background.

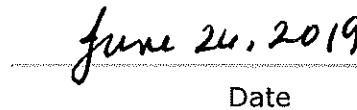
XXIX. Public Comment

All public comment was addressed with the recognition of visitors.

XXX. Adjournment

Action: The meeting was adjourned upon unanimous vote of motion by Vice Chair Allen Wigington and second by Mr. Sherman Ross.


Chairperson


Date