

Board of Directors Meeting Approved Minutes
Saturday, May 16, 2009
10:00 AM BIRHC Community Room

Present– *Board Members* – Sandra Birdsall, Denny Cook, Larry Hansz, Pete LoDico, Sarah McCafferty, Jean McDonough, (via speaker phone), Rick Speck, Don Spencer, Connie Wojan

Staff – Donna Kubic, Managing Director

Guests – Don Vyse, Barb Murphy, Bill Cashman

Absent: Brad Grassmick

I. Call to Order & Welcome

Connie Wojan called the meeting to order at 10:02 AM, welcoming all board members present, and on speaker phone.

II. Review, revisions to agenda

No revisions to agenda

III. Review, revisions and approval of minutes

Motion to approve the minutes of the March 21, 2009 as presented (Spencer/LoDico) approved unanimously.

IV. Financial

A. Financial reports presentation & discussion

Rick Speck reported on the financial statement. Employee expenses are at 49% of the budget. Bottom line is where it should be. Northern Michigan Regional Hospital is unable to lower the cost of insurance for the Health Center due to the insurance company's requirement for a Financial affiliation between Northern and BIRHC for us to use their coverage. It was suggested an insurance committee be formed. Patient revenue is behind 10% with July and August coming up being the busiest months. **Motion to accept the financial report (Spencer/Hansz) approved unanimously.**

V. Resource Development Report

A. Update on Early Bird Special/Schedule

Congratulations to Pete and Denny on 138 tickets being sold for the early bird special. Pete wanted the credit to go to Denny as he came up with the idea. **Motion to have car out by Memorial Day beginning at the Shamrock (Cook/Spencer) approved unanimously.**

Drawing to take place on May 25th at the Shamrock at 7:00 PM. Connie encouraged board members to attend.

VI. Operations Report

A. Summary of Activities, Statistics. Donna Kubic operational report is attached.

VII. New Business

A. Discussion of letter to PABI

Judy Gallagher joined the board meeting and read a letter addressed to Connie Wojan. After much discussion, **Motion was made to accept this conversation as helpful and not to pursue fundraising discussion at board level with PABI or even at subcommittee level at this time. (Hansz/Cook) approved with one "No" vote. (Birdsall)**

B. Discussion on Long Range financial stability

Don stated he directed Donna Kubic to come up with different scenarios if the budget was short \$15,000, \$50,000 and \$100,000. At the next board meeting these scenarios will be shared with the board. A decision would have to be made by the board if monies would be spent out of the Special Projects Fund.

VIII. Old Business

A. Status of State Funding

Don mentioned Senator Allen has asked Senator Roger Kahn, Chairman of the Subcommittee on Community Health, for \$200,000, for the three islands. Whether or not the appropriation goes through should be known by the end of June. Northern Michigan Regional Hospital has also asked for appropriations in a different package. **Motion was made to ask the**

townships to support a formal letter encouraging the funding (Speck/Spencer) unanimously approved. Pete LoDico volunteering to approach Phil Hoffman.

B. Recruitment of new Board members

Larry Hansz voiced his concern about the transition of the board. The board had an opening, posted it and no one applied. He felt it is each board member's responsibility to seek out new board members and invite them to come to board meetings as part of the public.

C. Committee Structure

Sandy Birdsall reported that nothing has been done with committees as chairman have not been appointed. Part of the goal of the committees is to grow new board members, new board members rise out of committees. It was agreed that by the next meeting all committees would meet before the next regular meeting and the chairman to give a report. The following committee appointments were made:

Medical Services and Quality Assessment and Performance Improvement Program Committee

Brad Grassmick, Chairman

Jean McDonough Sarah McCafferty Larry Hansz

Finance

Rick Speck, Co Chairman

Don Spencer, Co Chairman

Resource Development and Marketing

Connie Wojan, Chairman

Sandy Birdsall Brad Grassmick Pete LoDico

Building Maintenance

Denny Cook, Chairman

Pete LoDico Don Spencer

Legislative

Sandy Birdsall, Chairman

Jean McDonough Brad Grassmick Sarah McCafferty

D. Correspondence McBride Letter

Connie Wojan reported the board received in their packets two letters, one from Mr. Kirk McBride, and the other from our attorney, Mr. Webb Martin. Kirk has asked that we read Kirk's letter into the minutes, which I will do. minutes.

However the letter you have before for you is not the first communication we have had from Kirk since January nor is it the last. So before I read his letter I will bring you up to date on the time that has been spent by me, Sandy Birdsall and Donna trying to prevent the legal expense of \$140 per hour that had to be spent to reply to it.

About ten days after the meeting on January 31st. We received a communication from Kirk about his concern about OMA allegations committed in connection with our January meeting. As I was just a few days into recovery from surgery at the time, Sandy was kind enough to compose an explanatory letter that I signed and Donna sent to Kirk along with the unapproved minutes of that meeting. Over the winter Donna and I had numerous contacts from Kirk pointing out that we were a month behind in posting our most recent approved minutes on the website and that the BIRHC minute book which is kept at the library for public use was incomplete. Every time Kirk asked for minutes we either emailed them to him or posted them to the website. In response to his point that the

minute book at the library was incomplete Donna and I decided to post archived minutes on our website starting with all of 2008 and to date for 2009. We pay someone from Central Solutions by the hour to post. After doing this I then received a request from Mr. McBride to go back through all of our minutes from January 2006 through the present and send him a list of all of our closed sessions, the dates of those sessions and the purposes of those sessions. Donna reviewed the 2008 minutes and reported to Kirk that we had no closed sessions in 2008. Concerned about burdening Donna further, I politely emailed Kirk that if he wished to research past year's minutes he was welcome to come to the Health Center and review the minute books kept here which are complete.

Shortly after that email I received the letter you have.

Last Wednesday evening I received another email from Kirk indicating that he had contacted Shirley Roloff and County Prosecuting Attorney John Jarema and included a forwarded response from Jarema stating that, from the information he was given, a procedural violation had occurred.

Before I read Kirk's letter I want to state publicly that due to an extremely unusual set of circumstances *I did* commit a couple of procedural OMA violations in connection with our January meeting. As Kirk points out that meeting was posted to begin at 10:00 AM and we convened at 9:30. Additional errors were committed in conducting the closed session before 10:00am, in failing to take a roll call vote before entering closed session and include the purpose of the closed session in the minutes. These errors were mine alone as the board counts on me as President to be knowledgeable of and comply with OMA. *I take full responsibility for all of them. I regret them because they blemish what was up to this point has been a perfect record of abiding by the Act despite Mr. McBride's many previous accusations to the contrary.* As our attorney's letter shows, however, no damages resulted from these errors. In my opinion the letter of the law was violated but not the spirit because no decisions were made outside of the public, open session of our meeting.

Connie Wojan read Kirk's letter and letter from Webb Martin.

Kirk has requested that we acknowledge the violations that have occurred. I have done that. He also asks that we resolve this issue and by that I believe he means that we take steps to make sure violations do not occur again. I am confident that we can avoid making similar errors in the future for the following two reasons:

1) As I stated before a very unusual and unique set of circumstances precipitated the errors made at the January meeting. As you may remember we were finalizing two agreements the week before the meeting: Dr. White's contract and the letter of understanding with NMH. It was unclear until Late Thursday evening if Webb would even be able to finish Dr. White's contract in time to be discussed at the meeting: Hence the indecision about what time to convene. Additionally we had mandatory Annual Meeting business and the arrival of NMH officials at 11 am for a presentation. Finally, we had a party to prepare for at three that afternoon. I sincerely doubt that such a distracting set of circumstances will occur again.

2) The second reason I feel confident we can avoid future OMA errors is that I am recommending that we appoint a different board member to supervise our compliance with that law. I will be leaving the board in 9 months and it makes sense that I start easing out of some of the roles I have been playing.

I therefore suggest that Sandy Birdsall, as Board Secretary, and more importantly an attorney be assigned the role of monitoring the board's future compliance with OMA.

IX. Committee Reports

No committee reports at this time. Pete LoDico stated that John Works offered his golf course for a fund raising golf tournament for the Health Center. Sandy Birdsall volunteered to talk with John Works and to chair the event. It was suggested that we ask Frank Solle to co-chair.

Next Meeting Date

July 18, 2009

Public Comment

There was no public comment.

XII. Adjournment

Motion to adjourn at 12:35 p.m. (McCafferty/Spencer) approved unanimously.

Respectfully submitted,

Connie Wojan, President Sandra Birdsall, Secretary Donna Kubic, Managing Director