

## **Board of Directors Meeting Draft Minutes**

**Saturday, November 17, 2012**

**10:00 AM BIRHC Community Room**

**Present** – Board Members – Denny Cook (on phone), Terry Keyes, Pete LoDico, John Martin, Rick Speck, Connie Wojan, John Works

**Absent** – Sandy Birdsall, Carol Gillespie, Jeff Powers, Adam Richards

*Staff* – Donna Kubic, Managing Director; Deb Plastrik, Administrative Assistant

### **I. Call to Order & Welcome**

Vice President John Martin called the meeting to order at 10:00 AM.

### **II. Revisions to the Agenda**

Connie Wojan asked to add two items: consideration of the reduction of meeting frequency to quarterly and discussion of a Christmas bonus for staff members. John Works asked addition of consideration of reducing the size of the board. John Martin added the items to new business.

### **III. Review, revisions and Approval of Minutes – attached**

September 15, 2012 – Motion to approve (Works/Keyes) unanimously approved.

### **IV. Financial and Utilization Reports – attached**

Rick Speck reviewed the income statements for the fiscal year ending September 30 and for the month of October, as well as the cash flow report . He noted that \$100,000 in the special project fund is earmarked for the building and maintenance fund. Motion to designate the building and maintenance funds as restricted funds on future reports (Speck/Wojan) unanimously approved. The board discussed the quarterly fund reports from the Charlevoix County Community Foundation and agreed to consider at a future meeting whether to move funds from the foundation accounts. Motion to approve the financial reports (Works/Wojan) unanimously approved. The board reviewed the check register because the finance committee had not met. The finance committee will review the BIRHC credit card policy before the next meeting. Motion to approve the check register for September and October (Works/LoDico) unanimously approved.

## **V. Committee Reports**

A. Resource Development: Connie Wojan reported that the annual appeal letter would be sent soon. A fundraising update is attached.

B. Finance: no report

C. Building maintenance: no report.

D. Medical Services and Quality Assessment: no report.

E. Audit Committee: no report.

F. Executive Committee: Denny Cook said that the group had just received Webb Martin's explanation of exempt employee status and would review it for the next meeting.

## **VI. Operations Report (attached)**

Donna Kubic said that the telephone system and telemed connections with McLaren Northern Hospital were moving along. John Martin added that Dr. Philip Zazove had said that the University of Michigan Hospitals would also be open to telemed discussions.

## **VII. Old Business**

Pete LoDico reported that Jeff Powers had provided discounts on materials for construction of the storage shed. A 12 x 12 shed will be constructed on a platform and moved to the site soon. Leftover shingles from Forest View will be used to finish the roof.

## **VIII. New Business**

1) Connie Wojan proposed scheduling a retirement party for Chris VanLooy. Connie and Terry Keyes will begin planning. Motion to proceed with planning (Keyes/Works) unanimously approved.

2) The board created a board candidate subcommittee of John Works, Denny Cook and Connie Wojan.

3) Donna Kubic reported that the search for another health care provider had not produced a candidate and asked for authorization to hire a search company. Motion to empower Donna Kubic to sign a contract, with Webb Martin's approval, with contingency firms who would charge less than \$15,000 and guarantee a six-month stay by the candidate (Cook/Works) unanimously approved.

4) The board set the date of the annual meeting for Saturday, January 19, 2013 at 10:00 AM.

5) Connie Wojan said that in past years Christmas bonuses had been approved for staff members, but that they had been overlooked. Motion to approve, for this year only, bonuses that would also include last year's bonuses for staff in the amount of \$1900 total (LoDico/Wojan) unanimously approved.

6) John Works proposed that the board size be reduced. The board discussed by-laws requirements and agreed to reduce the size by attrition. The executive committee will examine the proposal and report back at the annual meeting. Motion to not post a notice advertising for board candidates at this time (Keyes/LoDico) unanimously approved.

7) Connie Wojan proposed that board meetings be held quarterly instead of every other month, saying that a special meeting could always be scheduled if action was required. The board made no decision, but will consider at a future date.

8) A nominating committee for 2013-14 board officers was set: John Martin, Connie Wojan and Denny Cook. The slate will be presented at the January 19 annual meeting.

#### **IX. Public Comment**

None

#### **X. Motion to adjourn:**

Motion to adjourn at 11:35 AM (Martin/Works) unanimously approved.