

Board of Directors draft Annual Meeting Minutes

Saturday, January 19, 2013

10:00 AM BIRHC Community Room

Present – *Board Members* – Sandy Birdsall, Denny Cook (on phone), Terry Keyes, Pete LoDico, John Martin (on phone), Jeff Powers (joined meeting in progress), Adam Richards, Connie Wojan, John Works

Absent – Carol Gillespie

Staff – Donna Kubic, Managing Director; Gaye Paget, Physician Assistant; Deb Plastrik, Administrative Assistant; Sue Solle, Nurse Practitioner

Guests – Rick Speck, Don Spencer, Jim Wojan, Karen Wojan

I. Call to Order & Welcome

Secretary John Works called the meeting to order at 10:00 AM. Gaye Paget was introduced to the board and guests.

II. Revisions to the Agenda

John Martin asked that a discussion of “Obamacare” be added under new business. Connie Wojan asked that advertising for new board members be added under old business.

III. Review, revisions and Approval of Minutes – attached

November 17, 2012 – **Motion to approve (Richards/Works) unanimously approved.**

IV. Financial and Utilization Reports – attached

Rick Speck noted that tax income was not reflected as it was not deposited until January. He pointed out on the fund balance report that the earmarked maintenance funds are now being listed. The board discussed investigating moving some special projects CCCF money into an account that would earn more interest. **Motion to approve the financial reports (Works/Keyes) unanimously approved.** The board reviewed the check register and credit card usage. **Motion to approve the check register for September and October (Richards/LoDico) unanimously approved.**

V. Committee Reports

A. Resource Development: Connie Wojan reviewed the donation report (attached) for 2011 and 2012 newsletters and annual appeals.

B. Finance: Rick Speck presented the draft of a written credit card policy (attached). It was suggested that item (g) be deleted and that this language be substituted: The credit card details will appear on the check register. **Motion to approve policy (Wojan/Birdsall) unanimously approved.**

C. Building maintenance: Denny noted that the center’s emergency generator worked well during the December power outage.

- D. Medical Services and Quality Assessment: no report.
- E. Audit Committee: Jeff said that the auditors had come but that no report had been received yet.
- F. Executive Committee: Rick Speck said that the Executive Committee had approved Webb Martin's language about exempt employees. Donna Kubic said that the language would be added to the employee handbook.

VI. Operations Report (attached)

Donna Kubic reported on the new web domain, new telephone system and progress on telemedicine connections with McLaren Northern Michigan Hospital.

VII. Old Business

- A. The board set the following dates for quarterly board meetings in 2013, all meetings on Saturdays at 10 AM in the community room: March 23, June 22, September 28 and annual meeting December 14. **Motion to set meeting dates (Works/Wojan) unanimously approved.**
- B. The board agreed to advertise for candidates for the board of directors. The board candidate subcommittee was selected at the previous meeting: Works, Wojan, Cook. **Motion to post for candidates (Wojan/Works) unanimously approved.**

C.

VIII. New Business

- A. Pete LoDico discussed choices for the 2013 raffle vehicle. The choice was a Sonic in victory red for \$16,176. **Motion to select the Sonic in victory red (Works/Richards) unanimously approved.**
- B. Donna Kubic explained the confidentiality and conflict of interest policies (attached) to be signed by board members and returned by the next meeting. She also shared Webb Martin's advice (attached) on how board members could report any complaints they might hear to the staff without violating HIPAA requirements. Jeff Powers suggested that the board explore this further at the next meeting, saying he would talk to Carol Gillespie before then.
- C. The board asked Pete LoDico to serve as interim treasurer for the board. **Motion to select LoDico as interim treasurer (Cook/Birdsall) unanimously approved.** Sandy Birdsall said that a non-board member could serve as assistant treasurer under the bylaws. **Motion to select Rick Speck to serve as interim assistant treasurer (Birdsall/LoDico) unanimously approved.**
- D. John Martin explained some of the changes in the national health care system that would be implemented over the next year and suggested that the BIRHC work on a plan to educate its patients.

IX. Public Comment

Terry Keyes and other board members thanked Sandy Birdsall for her service to the board.

X. Motion to adjourn:

Motion to recess the annual meeting until Saturday, March 23 made at 11:30 AM (Keyes/Works) unanimously approved.

**Respectfully submitted,
Deb Plastrik, Recording Secretary**

January 19, 2013 Operations Report

Donna Kubic, Managing Director

A revised Credit card policy is included in your packets which will be placed on the agenda for the next board meeting.

The new phone system has been installed and is operational and we have gotten pass the hurdle of using the new system (mostly).

The Health Center has a new Face book page , designed by Christie, which she posted Chris's retirement party on.

Our Website is being moved over to our new domain. It is included in the price so hosting it there makes sense. The current website provider has been cancelled. I will have more flexibility on the new site as our IT person Christie has offered to help with the postings. She is designing the new website from scratch.

The loss of the domain was due to the host sending emails to an old ISP or outdated e mail addresses. They did not forward them here or warn us of the pending expiration. The new domain is locked and protected which will not permit that to happen again. Our original domain should have had the same protection but was not the case. It is now set it up so a few people will receive notices in the event we have a lapse in any service at the new site hosting the domain The original registrar of the birhc domain was contacted and they have confirmed we no longer have possession of that domain nor may we have it back. The pieces are in place as to not allow this to happen again.

The following was posted on Joe's site, the newspapers and the forum

Do you have high blood pressure? There's only one way to know, and that is to have it checked! Stop by the Beaver Island Rural Health Center for a free blood pressure check.

High blood pressure adds to your heart's workload and can damage your arteries and organs over time, according to the American Heart Association. People with high blood pressure are more likely to have a stroke, more likely to develop congestive heart failure and more likely to develop coronary heart disease, which can lead to a heart attack.

High blood pressure has no symptoms, which is why it is called the "silent killer." High blood pressure can usually be controlled by diet, more exercise and medication.

While you are at the Health Center, check on other diagnostic tests that are available to residents of the Island. Women who are ages 40 through 64 may qualify for free mammograms

and Pap tests.

The BIRHC mission is to provide high-quality, low-cost health care to all on the island, regardless of ability to pay. Contact Managing Director Donna Kubic at 448-2275 for more information about our sliding fee scale. Depending on your income and family size, you may qualify for a discount of up to 75% on services provided at the Health Center. Remember, call us at 448-2275 for a free blood pressure check.

The auditor visited the Health Center on November 28th.

Dr Molter seen patients on December 5th, and will return in the spring.

Gaye Paget 's first day was January 14th, she continues to orientate and will begin solo after orientation with Dr Newcomb on January 29th.

Christie (Health Center IT person) and I have a date on Wednesday January 23rd to finalize the telemedicine hook up with McLaren Northern Hospital.

Board of Directors Meeting Approved 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

XI. Call to Order & Welcome

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

XII. 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.

XIII. Review, revisions and Approval of Minutes – attached

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

XIV. 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.**

XV. Committee Reports

- G. Resource Development: Connie Wojan reported that the annual appeal letter would be sent soon. A fundraising update is attached.
- H. Finance: no report
- I. Building maintenance: no report.
- J. Medical Services and Quality Assessment: no report.
- K. Audit Committee: no report.
- L. 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.

XVI. Operations Report (attached)

Donna Kubic said that the telephone system and teleded 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 teleded discussions.

XVII. 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.

XVIII. New Business

- E. 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.**
- F. The board created a board candidate subcommittee of John Works, Denny Cook and Connie Wojan.
- G. 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.**
- H. The board set the date of the annual meeting for Saturday, January 19, 2013 at 10:00 AM.
- I. 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.**

- J. 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.**
- K. 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.
- L. 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.

XIX. Public Comment

None

XX. Motion to adjourn:

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

**Respectfully submitted,
Deb Plastrik, Recording Secretary**

As of December 31, 2012

	2012/2013 Budget	Actual Year to Date	% of Budget Collected	Remaining Budget
Carryover Previous Year	97,377.00	97,377.00	100.00	0.00
Income				
Funds from Auxiliary Acct	0.00	0.00	#DIV/0!	0.00
Interest Earned	180.00	40.00	22.22	140.00
Income: Teleme Grant Univ Serv	6,000.00	0.00	0.00	6,000.00
Income: CCCF Special Proj Fund	0.00	0.00	#DIV/0!	0.00
Interest-CCCF Endowment	0.00	0.00	#DIV/0!	0.00
Medicaid Interim Pay't	3,000.00	0.00	0.00	3,000.00
Medicare Contract Adj.	4,000.00	0.00	0.00	4,000.00
Income - Dental Space	3,990.00	740.00	18.55	3,250.00
Income: Millage, St. James	86,816.00	42.00	0.05	86,774.00
Income: Millage, Peaine	128,941.00	0.00	0.00	128,941.00
Donations/Fund Raising	45,000.00	9,933.00	22.07	35,067.00
CCCF/Other Grants	1,500.00	0.00	0.00	0.00
State Funding	100,000.00	0.00	0.00	0.00
Medical Service Income	125,000.00	33,529.00	26.82	91,471.00
Total Income	601,804.00	141,661.00	23.54	358,643.00

Expenses - Employee

Salary:FNP/PA/Relief care	156,709.00	41,974.00	26.78	114,735.00
Salary:Admi/Clerical/Clinical	97,660.00	25,801.00	26.42	71,859.00
Salary:Custodian/Maint	4,970.00	1,196.00	24.06	3,774.00
Insurance-Health Care	22,260.00	4,986.00	22.40	17,274.00
Employers' Portion Simple IRA	7,450.00	2,026.00	27.19	5,424.00
FICA-ER portion	19,840.00	5,007.00	25.24	14,833.00
NP Liability Ins.	0.00	0.00	#DIV/0!	0.00
Insurance-Workman's Comp	3,296.00	0.00	0.00	3,296.00
Education - Prof. Continuing	1,000.00	400.00	40.00	600.00
Education - Clerical Cont	500.00	195.00	39.00	305.00
Total Employee Expenses	313,685.00	81,585.00	26.01	232,100.00

Expenses - Contact Services

Physician's Agreement	24,000.00	6,000.00	25.00	18,000.00
Legal / Accounting	15,330.00	7,906.00	51.57	7,424.00
Contract Services	19,950.00	3,299.00	16.54	16,651.00
Total Contract Services	59,280.00	17,205.00	29.02	42,075.00

Expenses - Overhead

Auto Expenses	2,600.00	279.00	10.73	2,321.00
Internet Project/Service	12,000.00	2,550.00	21.25	9,450.00
Bank Charges/Credit Card Fees	400.00	94.00	23.50	306.00
Computer Software	1,000.00	0.00	0.00	1,000.00
Computer Tech Support	3,000.00	1,525.00	50.83	1,475.00
Dues and Subscriptions Exp	500.00	0.00	0.00	500.00
Electric	9,250.00	1,924.00	20.80	7,326.00
Equip - Purchase	5,000.00	798.00	15.96	4,202.00
Freight /Shipping	1,000.00	224.00	22.40	776.00
Insurance-General	14,000.00	0.00	0.00	14,000.00
Licenses	820.00	198.00	24.15	622.00
Lodging	500.00	0.00	0.00	500.00
Maint.- Building	4,000.00	1,611.00	40.28	2,389.00
Maint. - Equipment (copier, x-	3,500.00	418.00	11.94	3,082.00
Maint. - Grounds	1,500.00	0.00	0.00	1,500.00
Meals and Entertainment	200.00	0.00	0.00	200.00
Pet Gas (Heating)	14,500.00	700.00	4.83	13,800.00
Pet Gas (Emergency Generator)	1,000.00	0.00	0.00	1,000.00
Postage	1,500.00	98.00	6.53	1,402.00
Supplies - Cleaning	750.00	164.00	21.87	586.00
Supplies - Office	3,500.00	2,399.00	68.54	1,101.00
Supplies - Medical	10,800.00	1,963.00	18.18	8,837.00
Supplies -Pharmacy	5,500.00	885.00	16.09	4,615.00
Supplies - Xray	1,000.00	0.00	0.00	1,000.00
Office Publications	200.00	0.00	0.00	200.00
Telephone	4,500.00	887.00	19.71	3,613.00
Travel	4,000.00	1,210.00	30.25	2,790.00

T-One Line	0.00	0.00	#DIV/0!	0.00
Waste Management	450.00	0.00	0.00	450.00
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Total Overhead	106,970.00	17,927.00	16.76	89,043.00
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Total Budget	479,935.00	116,717.00	24.32	363,218.00
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Net Income (Loss)	121,869.00			
RaffleTruck Purchase	18,000.00	0.00		
Fund Raising Expense	4,000.00	1,371.00		
Grant Expenses	7,500.00	487.00		
Restricted Fund Expenses	4,000.00	466.00		
Miscellaneous U of M Doc's etc Budgeted	1,500.00	0.00		
Surplus(Maint/facilities)	50,000.00	0.00		
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Net Income (Loss)	42,369.00	22,620.00		
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