

Board of Directors Draft Minutes

(Continuation of Annual Meeting after recess on January 19, 2013)

Saturday, March 23, 2013

10:00 AM BIRHC Community Room

Present – *Board Members* – Denny Cook, Terry Keyes, Pete LoDico, Adam Richards, Connie Wojan, Jim Wojan, John Works; Rick Speck, interim assistant treasurer

Absent – John Martin, Jeff Powers

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

Guests – Don Spencer

I. Call to Order & Welcome

President Denny Cook called the meeting to order at 10:00 AM.

II. Revisions to the Agenda

Denny Cook asked that items 8A and B of New Business be moved before Old Business.

III. Review, revisions and Approval of Minutes – attached

January 19, 2013 – **Motion to approve (Keyes/Works) unanimously approved.**

IV. Financial and Utilization Reports – attached

Rick Speck noted that the income statement and cash flow reports were about where they should be at this point in the budget year. The search firm fee for the physician assistant is a one-time fee. As the finance committee did not meet, the board reviewed the check register and credit card usage for January and February. **Motion to approve the financial reports and check register (Works/Keyes) unanimously approved.**

V. Committee Reports

- A. Resource Development: Connie Wojan reported that the raffle vehicle had been purchased and thanked Pete LoDico for all his work.
- B. Finance: no report.
- C. Building Maintenance: no report.
- D. Medical Services and Quality Assessment: no report.
- E. Audit Committee: Jeff Powers had sent a written report (attached) and Don Spencer asked for approval of the draft audit. Rick noted that he would like comparison figures included in the next audit. **Motion to approve the draft audit (Keyes/Works) unanimously approved.**

VI. Operations Report (attached)

Donna Kubic reported that although the Medical Services and Quality Assessment committee had not met, staff members were working on chart reviews and that she and Deb Plastrik were working on a survey of emergency patients to gauge satisfaction and suggest improvements.

John Works said that he felt Donna Kubic was working too many hours and moved that the board increase the administrative assistant budget line item to \$10,000. Donna and Deb Plastrik will report on progress at the next board meeting. **Motion to increase administrative assistant budget line item to \$10,000 (Works/LoDico) unanimously approved.**

VII. Old Business

The board considered New Business items 8A and B.

- A. Reelection of Board Members: Connie Wojan reported that Carol Gillespie was not running for a second term and that John Works, Jr. had agreed to serve another term. **Motion to reelect Works (C. Wojan/J. Wojan) approved with Works abstaining.**
- B. Election of New Board Member: Denny said that Rick Speck had written a letter of interest in serving on the board. No other letters were received. **Motion to elect Rick Speck to the board (Cook/Richards) unanimously approved.**
Rick Speck took his position on the board and the board moved on to consider

Old Business.

- A. Amend bylaws: The board had discussed at its November 2012 meeting reducing the size of the board through attrition. The board size is now 10 and the proposed amendment (attached) would allow that number to serve until attrition leads to a board size of no more than nine or no fewer than seven members. **Motion to approve amendment of bylaw 3.02 Number, Tenure and Qualification (attached) (LoDico/J. Wojan) unanimously approved.** Under the bylaws, the amendment will take effect at the board's next meeting.
- B. Endowment Fund: Connie noted that the BIRHC Endowment at the Charlevoix County Community Foundation had earned a \$50,000 dividend. She recommended that the board request a check from the CCCF to be placed in the BIRHC checking account. A decision about how to spend or invest the dividend will be made later. **Motion to request a \$50,000 check from the CCCF to be put into the checking account (Speck/Cook) unanimously approved.**
- C. Action on Money Market Account: The board discussed management of the Special Projects Fund at the CCCF and whether to leave money there or to invest it. It was decided to leave the \$120,000 earmarked for maintenance in the Special Projects Fund but to request \$180,000 to be sent to the BIRHC. Don Spencer said he would propose at the next meeting that some of that money be used to hire a resource development professional to build the endowment further. **Motion to take \$180,000 from the CCCF Special Projects Fund (Works/J. Wojan) unanimously approved.**
Motion to authorize the Finance Committee and Mary Cook to open a money management account with the \$180,000 (Keyes/Works) unanimously approved.

VIII. New Business (resumption of New Business Items)

- A. See above.
- B. See above.
- C. Nominating committee report: Denny Cook reported that the committee of Cook, Works and Connie Wojan was nominating the following slate of officers: Connie Wojan, President; John Martin, Vice President; John Works, Jr., Secretary; Rick Speck, Treasurer.

- D. Election of Officers: There were no nominations from the floor for board offices. **Motion to elect the slate of officers as presented (Cook/Richards) unanimously approved.**
- E. Elect Committees and Committee Chairmen: The following committees were set:
Executive Committee: board officers
Medical Services and Quality Assessment: Adam Richards, chair; Denny Cook, Jeff Powers will be asked to serve.
Audit Committee: Jeff Powers, chair; Jim Wojan, Don Spencer
Finance Committee: Rick Speck, chair; Connie Wojan, Jeff Powers, Don Spencer
Resource Development: John Martin, chair; Terry Keyes, Don Spencer
Building Management: Pete LoDico, Jim Wojan, John Works, Jerry LaFreniere will be asked if he wishes to serve again; chair to be decided later.

IX. Public Comment

Denny said that he wanted to recognize Sandy Birdsall for her six years on the board and suggested that a plaque be presented to her at a future date.

Connie said that she wanted to thank Denny Cook for his leadership as president during the past two years.

Don Spencer also thanked Denny for his work, especially in building maintenance and in securing the emergency generator for the BIRHC.

X. Motion to adjourn:

Motion to adjourn (Works/Keyes) at 11:45 AM unanimously approved.

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