



## WCMSCHF Board Meeting Minutes

<b>Meeting Title</b>	WCMSCHF Board Meeting	<b>Date</b>	03-22-2017
<b>Facilitator</b>	West Lawson, MD, Chair & Tara Kinard	<b>Time</b>	6:00 – 8:00pm
<b>Location</b>	4207 Lake Boone Trail Suite 100	<b>Recorder</b>	Debbie Earp
<b>Attendees</b>	Dr. Betsey Tilson, Dr. Peter Morris, Dr. Marilyn Pearson, Penny Washington, Dr. Bob Munt, Dr. John Perry; via phone: Dr. Brian Klausner & Pat Kramer		

Key Points Discussed and Action Items				
Topic	Key Discussion Points	Follow-up Action Item(s)	Action Item Owner(s)	Action Item Target Date
<b>Dr. Lawson</b>	<p>A quorum was met.</p> <p>Dr. Peter Morris opened with the welcome and formally turned the Board Chair to Dr. West Lawson. Tara formally thanked and expressed gratitude of service to Dr. Peter Morris, outgoing Chair.</p> <p>Approval of Minutes from 1-25-2017</p> <ul style="list-style-type: none"> <li>• Request for Motion to approve: Peter Morris</li> <li>• Motion to approve: Bob Munt</li> </ul> <p>Unanimously votes in favor with no dissent from Board</p> <p>Reminder of Board website login info:            CLICK HERE: <a href="http://www.wcmschf.org">www.wcmschf.org</a>            CLICK ON TAB: Restricted            LOGIN: CHFBoard            PASSWORD: 7Et2ibflqDLR</p>			
<b>Articles of Incorporation Amendment</b>	<p>Reviewed/discussed the following Amendments to the Articles of Incorporation:</p> <p>Amendment #1: update to the wording of the Articles – this change was completed and approved by the Board when the new Bylaws were approved in January 2017.</p> <p>Amendment #2: change of address of the principal office and of the current registered office.</p> <p>State law requires a five-day notice of any changes to the Articles of Incorporation before signature approval by Board.</p> <p>Amendment will be voted on during the April special meeting.</p>			<b>4-26-17 Special Board Meeting</b>

<p><b>CCNC &amp; WCMSCHF Update</b></p>	<p>Effective May 1, Jamie Philyaw, our current Network Director, will transition to a different role within the CCNC program/enterprise as the CCNC Director of Care Management Operations. The Board Chair expressed grateful admiration for the work Jamie has done and support for her transition.</p> <p>What kind of impact will these changes have on this Board? Outside decisions stay with us. Inside CCNC (home office) decisions will impact this Board. Contracts, deliverables, scope of work will be a Board decision. Board will get CCNC topics to vote on inside decisions. Outside Board is free to do and make decisions for our departments. Central office will control contracts. Board will have bargaining and veto power in the box contracts or framework agreements.</p> <p><b>Question:</b> Of the \$50K given to the CCPN, why would we need/want to invest more?</p> <p><b>Answer:</b> Our financial contribution determines the % of shares we have in the company. If CCPN enters into a shared savings agreement, it's possible that our network/network providers would receive a % of savings, determined by the % of our shares. Also, network financial contributions help resource CCPN.</p> <p>More details can be found by reviewing the document titled Work Groups and Care Management Optimization on the Board Webpage at <a href="http://www.wcmschf.org">www.wcmschf.org</a></p>	<p>Request made for Cheryl Viracola our Pharmacy Manager speak at the next Board Meeting</p>		
<p><b>Conflict of Interest</b></p>	<p>Roundtable discussion by each Board member of their title and place of employment, the positions held on different Boards and any affiliations of their company.</p> <p>Discussed confluence of interest versus conflict of interest, recognizing that most Board members have confluence of interests rather than direct conflicts. Will assess for conflicts on an ongoing basis.</p>	<p>Preparation of 2017 Board member COI list</p>	<p>Debbie</p>	<p><b>DONE</b> <b>3-27-17</b></p>
<p><b>New Business</b></p>	<p>Need for a special board meeting to review 2016 audit results: Penny &amp; Pat will both be out of town</p> <ul style="list-style-type: none"> <li>• Audit review</li> <li>• Performance bonus for staff approval</li> <li>• Articles of Incorporation Amendment vote</li> </ul>	<p>Present Candidates</p>	<p>Tara</p>	<p><b>4-26-17</b> <b>Special Board Meeting</b></p>

	<ul style="list-style-type: none"> <li>• 2 current Board vacancies - Tedra Anderson-Brown and Andrew Wu resigned - 1 replacement needs to be a current or former member of WCMS for a total of 6</li> <li>• Potential candidates – someone from Alliance Behavioral Health, Kim McDonald (WCHS), someone from WakeBrook, someone from Johnston County</li> <li>• Have candidates for April 26<sup>th</sup> meeting</li> </ul> <p>Bylaws state replacements can be established or Board members can serve in those roles held.</p> <p>Exploration with CCWJC and Northern Piedmont Community Care (CCNC network that is part of Duke) to discuss possible partnership/regionalization options. West Lawson and Brian Klausner will be part of these exploratory conversations</p>	<p>Ask Alliance to recommend a replacement for Tedra, and contact WakeBrook</p> <p>Ask JoCo Health</p> <p>Explore partnership, update Board as appropriate</p>	<p>Tara</p> <p>Marilyn</p> <p>Tara</p>	
<b>Next Special Board Meeting</b>	<ul style="list-style-type: none"> <li>• Wednesday, <b>April 26, 2017, 6-7pm</b> at WCMSCHF Conference Room 4207 Lake Boone Trail – Suite 100 Raleigh, NC 27607</li> </ul>			
<b>Next Regular Board Meeting</b>	<ul style="list-style-type: none"> <li>• Wednesday, <b>May 24, 2017, 6-8pm</b> at WCMSCHF Conference Room 4207 Lake Boone Trail – Suite 100 Raleigh, NC 27607</li> </ul>			