



WCMSCHF Board Meeting Minutes

Meeting Title	WCMSCHF Board Meeting	Date	04-26-2017
Facilitator	West Lawson, MD, Chair & Tara Kinard	Time	6:00 – 8:00pm
Location	4207 Lake Boone Trail Suite 100	Recorder	Debbie Earp
Attendees	Dr. Betsey Tilson, Dr. Peter Morris, Dr. Bob Munt, Dr. John Perry, Bob Ricker, Dr. Marilyn Pearson via WebEx		

Key Points Discussed and Action Items						
Topic	Key Discussion Points	Follow-up Action Item(s)	Action Item Owner(s)	Action Item Target Date		
Dr. Lawson	<p>A quorum was met.</p> <p>Dr. Lawson opened with the request to formally motion the Board's March 22nd Board meeting expression of gratitude for service by Dr. Peter Morris, outgoing Chair. Unanimous votes in favor with no dissent from Board</p> <p>Approval of Minutes from 3-22-2017</p> <ul style="list-style-type: none"> • Request for Motion to approve: West Lawson • 2nd Motion to approve: Bob Munt <p>Unanimous votes in favor with no dissent from Board</p> <p>Approval of Amendments to the Articles of Incorporation: Reviewed from March meeting /discussed the following:</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. State law requires a five-day notice of any changes to the Articles of Incorporation before signature approval by Board.</p> <ul style="list-style-type: none"> • Request for Motion to approve Amendments to the Articles of Incorporation: Bob Munt • 2nd Motion to approve: Bob Ricker <p>Unanimous votes in favor with no dissent from Board</p> <p>Reminder: all Board meeting documents are located on the website, login info: CLICK HERE: www.wcmschf.org CLICK ON TAB: Restricted LOGIN: CHFBoard</p>					

		PASSWORD: 7Et2ibflqdLR			
	Auditor's Report	<p>Mike J. Palazzo, Senior Manager of McMillian Pate & Co. LLP gave final report from their audit as of 12/31/17.</p> <p><u>Financial Position</u></p> <ul style="list-style-type: none"> • Cash down 6% • Cash = 2.6 months of expenses • Receivables down 44% (Duke Endowment) • Payables down 86% (monthly county payments) • Accrued payroll up 15% (performance bonus) • Unrestricted Net Assets up 5.8% • URNA = 2.5 months of expenses • Temporarily Restricted Net Assets down 50% (Duke Endowment) <p><u>Activities</u></p> <ul style="list-style-type: none"> • PMPM up 1.5% • Unrestricted contributions and grants down 61% • Healthnet (down \$90k) • CATCH (down \$300k) • CFHEDI (down \$140k) • ABCD Johnston County Race to the Top (down \$90k) • CHACC (down \$200k) • Temporarily restricted contributions down 100% (Duke Endow.) • Expenses down 2% • Program services = 93% of expenses (down 2% from PY) • M&G services = 7% of expenses (up from 2% from PY) <p><u>Comments:</u></p> <ul style="list-style-type: none"> • Improve review of outstanding items • Improve functional allocations through timesheets • Review policies for gift cards • Audit adjustments <p><u>Key Facts</u></p> <ul style="list-style-type: none"> • Current Ratio - 6 to 1 (up from 5 to 1 in 2015) • Receivable Days - 11 (down from 19 in 2015) • Payable Days - 3 (down from 12 in 2015) • Days Cash Reserve – 80 (down from 83 in 2015) • Operating Margin – 1% (down from 4% in 2015) • Employee Productivity (revenue divided by payroll) - \$1.69 (down from \$1.76 in 2015) <p>West and Bob thanked Tara, Kim and staff on a great job on the Audit task.</p> <p>Finance Committee approved the Audit to be brought to the Board recommending approval to accept the final 2016 Audit.</p> <ul style="list-style-type: none"> • Request for Motion to approve 2016 Audit: Bob Ricker <p>Unanimous votes in favor with no dissent from Board</p>			
	Financial Update	<p>Bob Ricker, representing the Finance Committee, reports balance sheet comparable to last year, the big item they look at is where we sit at year end with unrestricted assets, it's a strong position</p>			

		<p>maintaining 2.5 months which is the recommended amount – medical portion ceiling is 3 years.</p> <p>A one-time merit-based performance bonus has been recommended by the Finance Committee for staff based on:</p> <ul style="list-style-type: none"> - 3% for those receiving a meets expectation on their 2016 year-end performance appraisal - 4% for those that exceeds expectations - 0% for needs improvement ratings (there are 3 staff who received this rating) <p>Total payments: \$125,000 for exceeds expectation – 4% \$ 58,000 for meets expectations – 3%</p> <p>Unanimous votes in favor with no dissent from Board</p> <p>The bonus will be given via direct deposit to all staff on Monday, May 1st. Tara to notify staff of the performance bonus via e-mail on April 27.</p>			
	Board Member Nomination	<p>Two current Board vacancies - Tedra Anderson-Brown (resigned from Alliance BH) and Andrew Wu resigned (will be retiring)</p> <p>Presented to Board for nomination is April Culver, Vice President, Planning and External Affairs (Johnston Health)</p> <ul style="list-style-type: none"> • Request for Motion to approve: West Lawson • 2nd Motion to approve: Bob Ricker <p>Unanimous votes in favor with no dissent from Board</p> <p>Would like to wait on filling Tedra's vacancy – Alliance BH has not yet decided on a Medical Director at the time of this meeting.</p>			
	Executive Session	<p>Board dismissed WCMSCHF Staff for an Executive Session starting at 6:40pm</p> <p>Board meeting dismissed at the end of Executive Session at 7:08pm.</p>			
	Next Regular Board Meeting	<ul style="list-style-type: none"> • Wednesday, May 24, 2017, 6-8pm at WCMSCHF Conference Room 4207 Lake Boone Trail – Suite 100 Raleigh, NC 27607 			