

Board of Directors Meeting Approved Minutes
Saturday, November 21, 2009
10:00 AM BIRHC Community Room

Present– *Board Members* – Sandra Birdsall, Brad Grassmick, Pete LoDico, Jean McDonough, Rick Speck, Don Spencer, Connie Wojan.
Larry Hansz and Denny Cook joined the meeting midway by speakerphone as they were stranded in Charlevoix.
Staff– Donna Kubic, Managing Director

Guests – Bill Cashman

I. Call to Order & Welcome

Connie Wojan called the meeting to order at 10:00 AM, welcoming all board members present and on speakerphone, and Bill Cashman in attendance.

II. Review, revisions to agenda

No revisions

III. Review, revisions and approval of minutes

Motion to approve the minutes of the September 19th minutes with corrections (Spencer/LoDico) approved unanimously.

The Parties agree to proceed with the goals of: (A) determining whether the Potential Affiliation should occur, and

Presenting their findings

making recommendations to their respective governing bodies in that regard no later than **March 20, 2010** October 31, 2009; ~~and (B) if the Parties determine that the Potential Affiliation should occur, reaching agreement as to the terms of the Potential Affiliation and consummating an arrangement not later than December 31, 2009.~~ **This Agreement shall remain in effect until March 20, 2010** November 30, 2009 **unless extended by mutual written agreement of the Parties; provided, however, that either Party may terminate this Agreement, with or without cause, or such termination shall be effective immediately upon receipt of written notice of termination by the other Party**

IV. Financial

A. Financial reports presentation & discussion

Expenditures for October are within budget. Custodial wage is higher due to a new employee doing extra cleaning that was needed. The bulk of the deep cleaning is now complete and cleaning wages are expected to return to former levels. **Motion to approve Financial Report (Wojan/Spencer) approved unanimously.**

V. Committee Reports

A. Finance

Don Spencer reported on maintenance items expenses. Eight new windows have been installed and the air conditioning repair work has been completed. We are not aware of any additional building expenses. Because of these unforeseen expenses we were unable to set aside \$5,000 into the maintenance reserve budget. The windows will be paid for out of the regular checking

account. There was discussion about funding the maintenance reserve budget. **Motion to table the decision to fully fund the maintenance depreciation budget until the January meeting. (Birdsall/Spencer) unanimously approved.**

Bookkeeper Mary Cook's numbers indicated the need for about \$70,000 more than is currently available in unrestricted funds to pay bills and make payroll through the first of January. **Motion to authorize Donna to take a sum not to exceed a total of \$80,000 of out Special Projects for budgeted items only as needed (Speck/Grassmick) unanimously approved.** Don Spencer pointed out that the board must be vigilant in making sure this loan from Special Projects is paid back.

Discussion took place regarding what level of audit we should have this year if any. **Motion to proceed with a preparation of compiled statement and completion of the 990 review only. If a grant application requires an audit, one can be scheduled at that time. (Speck/Birdsall) unanimously approved.**

B. Resource Development & Marketing

Connie Wojan reported the Annual Appeal letter is out. Typically at least \$20,000 is received in donations from the Appeal. Sandy Birdsall commented that the letter and attachment were well written. Connie reported that the CCCF has postponed deciding on any endowment interest to be distributed until the end of December.

Brad spoke about planned giving and the need to start investigating. Jean McDonough will meet with Lyn Jenks at Charlevoix Area Hospital to come up with a plan. Connie Wojan reported Dr. Raymond Murray has left his IRA to the Health Center. Pete LoDico reminded the board that a decision will have to be made on a raffle vehicle by February. Board members will individually research vehicles and send the information to Pete, who will report on the findings at the January meeting. It was agreed the early bird special would be done again this year.

C. Building Maintenance

Denny Cook, who was on speaker phone and unable to attend the meeting due to weather asked Don to report on building maintenance. Don reported no big projects were planned for this year.

D. Task Force

On Thursday, Northern Michigan Regional Hospital's task force was unable to visit the Health Center due to weather. Anne and Brad who were also unable to visit Beaver Island drove to Petoskey and were introduced to Northern's task force. Anne and Brad then joined the Northern Task Force in a conference call with BIRHC task force members. A detailed list of needs of the Health Center was presented to Northern's task force. A second meeting of the joint task force will be set to discuss the best way to structure a relationship for the mutual benefit of both organizations. A date for the meeting has not yet been determined.

VI. Operations Report

A. Summary of Activities, Statistics. Donna Kubic's operational report is attached.

VII New Business

A. Modification of By-laws

There was a discussion about the fact that according to BIRHC by-laws, three board members were term limited out as of January 2010.

Motion to modify the by-laws to allow Don Spencer, Brad Grassmick and Connie Wojan to serve an extended a one-year term to see us through the affiliation with Northern Michigan Regional Hospital. (LoDico/Cook).

Jean McDonough, Larry Hansz and Sandy Birdsall opposed. Motion passed with a 2/3 vote.

B. Thank you letter to Senator Jason Allen

Motion to send Jason Allen a thank you letter for the \$38,000 he helped us receive from the State of Michigan. Sandy Birdsall will write the letter to be signed personally by all board members.

(LoDico/Grassmick) unanimously approved.

C. Board Openings

Sandy Birdsall agreed to post board openings in the Northern Islander, Beacon, Joe Moore's site and the Forum seeking two new board members.

Connie Wojan said the board was not be compelled to add board members at this time because we are not below the minimum of nine specified in the BIRHC by-laws.

Motion to approve Sandy Birdsall, Jean McDonough and Larry Hansz to comprise a committee to interview potential candidates for the board. (Grassmick/Birdsall) unanimously approved.

X. Next Board Meeting dates

The Board agreed on the following 2010 board meeting dates: January 16th, February 20th, March 20th, May 15th, ^{July 17.} ~~September~~ 18 and Nov 20. January 16th was set as the annual meeting.

XI. Public Comment

There was no public comment.

XII. Adjournment

Motion to adjourn at 12:30 p.m. (Speck/LoDico) approved unanimously.

Respectfully submitted,

Connie Wojan, President

Sandra Birdsall, Secretary

Donna Kubic, Managing Director