

Board of Directors Meeting Approved Minutes

Annual Meeting Saturday, January 21, 2012

10:00 AM BIRHC Community Room

Present – *Board Members* – Sandy Birdsall, Denny Cook, Jerry LaFreniere, Pete LoDico, Jeff Powers, Adam Richards, Rick Speck, John Works

Absent - Carol Gillespie, Terry Keyes, John Martin

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

Guests – Don Spencer, Connie Wojan, Karen Wojan

I. Call to Order & Welcome

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

II. Revisions to the Agenda

Pete LoDico asked that the raffle car selection be added to new business. Connie Wojan asked on behalf of John Martin that the University of Michigan resident program be added under the resource development committee report.

III. Review, Revisions and Approval of Minutes – attached

November 19, 2011 – **Motion to approve (Works, LaFreniere) unanimously approved.**

IV. Financial and Utilization Reports – attached

Rick Speck said that the income statement showed budget numbers were tracking well for the beginning of the fiscal year. He said the cash flow report reflected a shortfall as the state funding had not yet arrived. **Motion to accept income and cash flow reports (Works, Richards) unanimously approved.**

V. Committee Reports

A. Resource Development: (attached) Connie Wojan noted that fundraising and meeting notes were in the packet. She shared information about the Broder family book proposal (attached). **Motion to approve proceeding with the project (LaFreniere, Works) unanimously approved.**

Connie Wojan asked that the board approve continuation of discussions with the University of Michigan medical school for summer placement of third-year residents at BIRHC. **Motion**

to allow Donna Kubic to continue contacts and planning with the residency program (Works, LaFreniere) unanimously approved.

- B. Finance: Rick Speck said that the committee would defer to the audit committee report.
- C. Building maintenance: Jerry LaFreniere reported on the installation of the emergency generator. Some grounds work will be deferred until spring.
- D. Medical Services and Quality Assessment: no report.
- E. Audit Committee: Jeff Powers reported that the audit committee had received the audit documents from Abraham & Gaffney, P.C. (attached) The management letter contained suggested improvements including a fixed asset policy (attached), bank reconciliation procedures and invoice approval. The firm also prepared the BIRHC 990 report (attached).

Motion to approve the 990 report (Works, Richards) unanimously approved.

Motion to accept the audit report and the fixed asset policy (Cook, LaFreniere) unanimously approved.

Motion to comply with audit suggestions about annual salary approval and review of bank reconciliations (Birdsall, Cook) unanimously approved.

Motion that the finance committee be charged with the tasks in the above motion and to report back to the board on the reconciliation at each meeting (Birdsall, Cook) unanimously approved.

VI. Operations Report (attached)

Donna Kubic reported on activities and encounter statistics. She will expand encounter/billing information for the next meeting.

VII. Old Business

- A. Generator status: Jerry LaFreniere and Don Spencer have both completed a training class. The staff has been instructed to call one of them immediately if the generator displays a problem. They will make a set of keys available to the fire department.
- B. EMS status: Donna Kubic said that until EMS leadership and the air ambulance situation are resolved, the topic of a BIRHC/EMS merger should be tabled.

VIII. New Business

- A. Nominating Committee Report: Denny Cook said that he and John Works said that two of the three directors whose terms were ending had expressed an interest in serving again: Jeff Powers and Adam Richards. Connie Wojan had expressed a willingness to return to the board after a year off.
- B. Reelection of Boards Members: **Motion to reelect Jeff Powers and Adams Richards for their first three-year terms (LaFreniere, Works) unanimously approved.**
- C. Election of New Board Member: **Motion to elect Connie Wojan to a three-year term (LoDico, Richards) unanimously approved.**
Connie Wojan then took her seat at the table and thanked Jerry LaFreniere for all his hard work.
- D. Vacation Time: Donna reported that an employee had requested that she be paid for unused vacation time. **Motion to allow Donna Kubic to pay the employee for no more than two weeks of unused vacation time (Speck, Works) unanimously approved.**

- The executive committee will meet to draft language for a change to the Personnel Policies/Employee Handbook to be considered at the next board meeting.
- E. Pete LoDico presented the board with possible choices for the 2012 car raffle. **Motion to select a blue topaz metallic Chevrolet Sonic sedan (Birdsall, Cook) unanimously approved.**

IX. Set Meeting Dates for Year:

Meetings will be held on Saturdays at 10 AM in the BIRHC Community Room: March 17; May 19; July 21; September 15; November 17.

X. Public Comment

Members of the board and audience thanked Jerry LaFreniere for his work on behalf of the Health Center.

XI. Motion to adjourn:

.Motion to adjourn at 11:55 AM unanimously approved.

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