

Beaver Island Rural Health Center (BIRHC)
Board of Directors Annual Meeting - **APPROVED MINUTES**
December 12, 2020
10:00AM via Zoom Video/Audio Conferencing Call

CALL TO ORDER: The teleconference meeting was called to order by Don Spencer at 10:03 AM (EST) on Saturday, December 12, 2020.

ROLL CALL: The following members of the BIRHC Board of Directors, Staff and Others participated remotely via a Zoom Video/Audio Conferencing Call:

Board Directors Participating: Don Spencer (President), Frank D’Andraia (Secretary/Acting Treasurer), Diane McDonough, Carla Martin, Cody Randall, and Jim Wojan.

Board Directors Unavailable: n/a

Staff Participating: Tammy Radionoff, BIRHC Managing Director

Others Participating: Larry Birch (Resident, Peaine Township), Lori Taylor Blitz (Resident, St. James Township), Mary Cook (Resident, Peaine Township), Cynthia Johnson (Resident, St. James Township), Kate Leese (Resident, Peaine Township), Joe Moore (Resident, St. James Township), Kellie Sopczynski (Resident, Bay City), Raffi Reis (Residency unknown), Ed Troutman (Resident, St. James Township), and Connie Wojan (Resident, St. James Township)

REVISION TO THE AGENDA: The President asked if there were any revisions to the agenda. The President added an additional item under Roman Numeral VII NEW BUSINESS, Section J., Electronic Distribution of Documents Schedule, (new item) “13., McClaren Letter.”

APPROVAL OF THE MINUTES: Motion to approve Minutes (distributed on September 21st) for the regularly scheduled Quarterly Board meeting held on September 12th and the Minutes (distributed on December 10th) for the Special Meeting of the Board held on December 10, 2020 was made by D’Andraia and seconded by J. Wojan. Unanimously approved.

PRESIDENT:

Announcements: The Board President welcomed Carla Martin, the newly appointed Director representing Peaine Township, to the Board.

COMMITTEE REPORTS:

Treasurer’s Financial Report: The Acting Treasurer presented an overview of the 2020 budget (copies of the October budget report previously distributed), as well as an overview on the 2020 activities of the Resource Development and Marketing/Funding Exploration Committee.

Discussion followed. Spencer noted he envisioned state support for the FY 2020/2021 would be approximately \$200,000 or about \$50,000 less than in FY 2019/2020.

Secretary's Report (D'Andraia): No report

Building Report: Wojan provided an update on the re-staining of the Center's wood shingles. He indicated the project was on track.

Managing Director's Report: Radionoff gave a report on the operations and services of the Center, including likely Covid vaccine protocols. A brief discussion followed.

OLD BUSINESS

Bylaw Revisions: Spencer reported the Board held a Special Meeting on December 10th and approved a motion to expand the Board from seven to nine members.

McClaren Letter: Spencer reported on a letter outlining potential areas of collaboration between McClaren & the BIRHC and directed the Secretary to provide copies of the letter to new Board members.

NEW BUSINESS

Annual Holiday Bonus: Spencer called for a motion to provide BIRHC personnel with a holiday bonus: Motion to approve a holiday bonus of \$300 for BIRHC personnel Becker, Jones, Nelson, Patirdge, Peasley and Radionoff and \$50 for the part/time BIRHC personnel Butler and Marsh was made by J. Wojan and seconded by Spencer. Unanimously approved.

Johnson Memorial: Spencer recommended the Board designate a sum to be placed in the Good Samaritan Fund in memory of Bill Johnson and further encouraged Board members to make personal donations in honor of Johnson to one or more of the organizations specified in the obituary notice published in the *Northern Islander*. Motion made to have the Treasurer transfer an appropriate sum of Special Project money into the Good Samaritan Fund in honor of Bill Johnson, made by D'Andraia and seconded by Spencer. Unanimously carried. Spencer also asked the Secretary to notify Johnson's widow about the motion.

BI BroadBand Consortium Agreement: Spencer called for the following motion to be made "The President of the Beaver Island Rural Health Center Board of Directors is authorized to sign the BI BroadBand Consortium Agreement." Motion made by J. Wojan and seconded by Spencer. Unanimously approved.

Donor Privacy Policy: Spencer called for a motion to adopt the Donor Privacy Policy distributed to Board members with the agenda. A motion was made to adopt the written Donor

Privacy Policy as drafted (attached). Motion made by D'Andraia and seconded by J. Wojan. Unanimously carried.

Special Recognitions & Emeritus Status: The Board President invited Connie Wojan, immediate past President of the Board, to address the Directors and guests. C. Wojan commended Don Spencer and Jim Wojan for their years of service on the BIRHC Board. Connie Wojan presented Jim Wojan with a plaque in recognition of his longstanding commitment to assist the Health Center succeed. Spencer called for a motion to approve Emeritus status for J. Wojan. Motion made by D'Andraia and seconded by Spencer. Unanimously approved. C. Wojan then invited D'Andraia to read into the minutes (attached) a congratulatory letter sent on behalf of the Board to Don Spencer upon his retirement as Board President.

Election of Five New Board Members - Ad Hoc Nominating Committee Recommendations: D'Andraia and McDonough, Co chairs of the Ad Hoc Nominating Committee, recommended the following individuals for appointment to the Board: Larry Birch (Resident, Peaine Township), Lori Taylor Blitz (Resident, St. James Township), Kate Leese (Resident, Peaine Township), Kellie Sopczynski (Resident, Bay City), Ed Troutman (Resident, St. James Township). Spencer called for a motion to approve the nominations (Bios previously distributed to Board members). Discussion followed. Motion to approve all five candidates recommended by the Ad Hoc Nominating Committee made by McDonough and seconded by D'Andraia. Unanimously carried.

Election of President: Spencer called for a motion to elect Frank D'Andraia President of the BIRHC Board of Directors. Motion made by McDonough and seconded by Randal. Unanimously carried.

Election of Officers: D'Andraia recommended the election of the following Directors to be Board Officers: Vice President - McDonough, Secretary - Martin, and Treasurer - Troutman. Motion made by McDonough and Seconded by Birch. Unanimously carried.

Timelines: The Board President indicated the Center's Administrative Assistant, Kaylyn Jones would be sending out several time sensitive documents to members of the Board and they are: (1) Conflict of Interest Disclosure Statement and (2) Confidentiality Statements; He indicated a Doodle request to identify Setting the Next Board Meeting Date would be emailed to Board members and that the Health Center's Managing Director would send out a Zoom notification regarding a date and time for a Virtual Medical Team/Board Meet & Greet.

Electronic Distribution of Documents Schedule: The President indicated the Center's Administrative Assistant, Kaylyn Jones would be emailing Board members 13 informational documents on or before 12/31.

PUBLIC COMMENT: None.

ADJOURNMENT: Motion to adjourn made by Troutman and Seconded by Birch. The President adjourned the meeting at 11:31 am.

Respectfully Submitted:

Frank D'Andraia, Secretary

Attachments (2)

Attachment #1: **Donor Privacy Policy**

Motion: The Beaver Island Rural Health Center (BIRHC) is committed to respecting and protecting the personal privacy of its members and those who visit its website at www.biruralhealth.org. The following is our donor privacy policy, which guides our staff on how they may use a donor's personal information while honoring your rights as a contributor. We will not sell, share or trade our donor's names or personal information with any other entity, nor send mailings to our donors on behalf of other organizations. This policy applies to all information received by BIRHC, both online and offline, on any platform, as well as any electronic, written, or oral communications.

BIRHC uses personal identifiable information from donors that is collected at several points on our website, including: name, address, telephone number, email address and donor comments when a donor voluntarily provides it to us. When a donor pledges money as a donation, BIRHC requests certain personally identifiable information from them on our secure donation form and/or by telephone. Donors must provide contact information (such as name, email and billing address) and financial information (such as credit card number and expiration date). This information is used for billing purposes and to fulfill donations. Credit card information is only used for specific or pre-authorized recurring transaction(s) and is then destroyed. However, if we have trouble processing a donation, we will use this information to contact the donor.

In addition, a record is kept of each donor's giving history. Donor information is stored on a BIRHC donor management database. Access to the database is restricted to personnel with legitimate business need to access or modify the information contained therein. This information is kept on file for IRS purposes and is also used for gift acknowledgment and mailing lists. BIRHC does not sell, trade, rent or share names, addresses, telephone numbers or e-mail

addresses of our donors. BIRHC will use contact information (e-mail, telephone numbers or addresses) of donors for these purposes only:

- Produce receipts for donations;
- Acknowledge donors for their contributions;
- Inform donors about news, upcoming fundraising events and Health Center activities; or When information is sent utilizing a mailing service or when donations are processed, as in the case of endowment and special project gifts – The organizations we employ have access only to the personal information needed to perform their functions, but are contractually prohibited from using it for other purposes;
- Internal analysis and record keeping;
- If necessary, reporting to relevant U.S. agencies; and
- As a means of recognizing support, BIRHC may occasionally publish names of donors in various Health Center newsletters, brochures, and publications, as well as on donor recognition plaques.
- If a donor prefers their name not be published, please notify the BIRHC Manager at 231-448-2275.

Attachment #2: Copy Letter Sent to Don Spencer

12 December 2020

Don Spencer, President Emeritus
Board of Directors
Beaver Island Rural Health Center
33299 Mrs. Redding Trail
Beaver Island , MI 49782

Dear Don:

On the occasion of your retirement from the Board of the Rural Health Center, please know you shall be missed. I join all your colleagues on the Board and at the Center in congratulating you for your work as Board President.

Board service is one of the toughest volunteer roles of all, and you performed them with dedication and tenacity. You distinguished yourself as a judicious steward of our organization and never flinched in the face of difficult decisions. A famous activist once said, "Wisdom is knowing what to do next; virtue is doing it." You proved to be both wise and virtuous."

During your tenure as President, we have seen enormous growth in the Center's operations and services. We have witnessed the appointment of a new Health Center Manager, the selection of new clinicians, and the hiring of new support staff. You have been integral to the important advances we have made, particularly in the areas of dental care. And It is your behind-the-scenes work that we are thankful for and especially your effort to open channels of communication and collaboration with area hospitals like Munson and McLaren.

You acted as a motivating leader. You spent large portions of your time and energy to resolve problems and to ensure a smooth transition during a period of great change and challenge. And most importantly you found creative solutions to unforeseen obstacles that emerged from time to time.

On behalf of your colleagues on the Board and the Health Center Team, our heartiest congratulations and sincere appreciation for all that you have done for the BIRHC and the Island.

Sincerely,

Frank D'Andraia
Secretary & Member
BIRHC Board of Directors