

## Twin Falls Health Initiatives Trust - Board Meeting 04/28/11

Location: Family Health Services, Twin Falls, ID

Present: Rene LeBlanc, Kim Brackett, Priscilla Martens, Patty Kleinkopf, Jay Dodds, Mark Brady, Terry McCurdy and Jeff Blick

Absent: Jamie Kelley-Kinyon, John Hathaway, Rosemary Barta-Fornshell, Leon Mills, and Leticia Hernandez

Staff: Misti Lockie

Mr. LeBlanc called the meeting to order at 4:12 pm. Roll was taken and a quorum was declared.

Minutes from the prior meeting were reviewed. Ms. Martens moved to accept the minutes with a few typo corrections. Mr. McCurdy seconded the motion. All were in favor. The motion carried.

### **Board Discussion: By-Laws change**

Mr. LeBlanc began discussion with an explanation of the By-Laws Change process, stating that due to procedure, this item must be voted on during a meeting as opposed to via email. Therefore, although it had been distributed via email, an official vote would be held now.

He also clarified that the original change proposed by Mr. Mills included a change in the wording from “three” to “five,” but noted after discussion from the last meeting the wording was negotiated to be used as “three to five” *together* to allow for more flexibility.

Mr. McCurdy moved to accept the By-Laws change as follows:

*Page 6, Paragraph 9(c) Programs/Grant Review/Community Plan Committee. The Program/Grant Review/Community Plan Committee shall be comprised of those persons appointed by the Board of Directors in accordance with Section 9.1(a) hereof. The Programs/Grant Review/Community Plan Committee shall oversee the Corporation’s health, wellness, educational and other programs, shall make recommendations to the Board regarding such matters. It shall also review all grant applications received by the Corporation and make recommendations to the Board regarding the approval or disapproval of such grant applications. It shall also prepare or cause to be prepared and submitted to the Board of Directors, and then to the BOCC for approval as provided in Section 7.6(f), at least every ~~three (3) years~~ **3-5 years**, a community plan (each a “Community Plan”) to prioritize and address the health and wellness needs of the residents and community of Twin Falls County, Idaho. Each Community Plan ~~shall~~ **may** cover a period of time extending approximately ~~three (3) years~~ **3-5 years** into the future and shall guide the Board of Directors in prioritizing and authorizing the expenditure of funds during the period covered by such Community Plan.*

Mr. LeBlanc seconded the motion. Board discussion followed.

Ms. Martens commented that she does not feel this is a good time to perform this change, and that it should be deliberated more thoroughly.

Mr. McCurdy noted that this change would just allow more flexibility for the Board to complete a quality, collaborative survey.

Ms. Brackett asked why this change in By-Laws was being proposed at this time, and asked for a bit of background because she was not in attendance at the last meeting.

Mr. LeBlanc explained that Ms. Kelley-Kinyon had approached him some time ago, and had told him that the P&G Committee was feeling overwhelmed with the time constraints of trying to complete the survey and needs assessment prior to the 2011 Grant Application Release. Therefore, Mr. LeBlanc and Mr. McCurdy approached the Board of County Commissioners to discuss the item. Mr. LeBlanc stated they did so because the By-Laws require that regular meetings with the BOCC occur in order to keep communication lines open, especially on a matter of this magnitude. He stated that the BOCC had suggested this change for a number of reasons, one of which was cost in this low economy.

However, Mr. LeBlanc pointed out that the cost of the survey and the By-Laws change are two separate issues, and must be discussed and decided as such.

Mr. Dodds commented that if we change the By-Laws, it should be determined as to whether or not it would adversely affect any Board work.

The Board continued discussion, and tried to determine if the 3 year time frame was an absolute, or if the change to extend to 5 years was a normal occurrence. Mr. LeBlanc and Ms. Kleinkopf noted that based on industry standards, and the current needs of the community in their professional opinion, that the 5 year span would be appropriate.

Mr. Dodds asked again for a clarification on the motion: would the change be from “three” to “five” or from “three” to “three to five”? The Board consensus, based on the minutes and discussion from the previous meeting, was that the change would be from “three” to “three to five” to include more flexibility.

The Board then began to discuss the survey, and whether or not it is needed at this current point in time.

Mr. LeBlanc reminded the Board again that the By-Laws change and the issue of the survey continuing were two separate issues.

He noted that the By-Laws change is just a housekeeping issue, to allow flexibility, and that the survey is separate, and needs to be discussed for timeline, costs, and process.

Mr. McCurdy commented that it would be helpful to have the added flexibility that a change in the By-Laws would provide. He noted that we need to see if the health outlook has changed significantly, and wondered if that even matters, since the Board can only fund grants that are submitted.

Ms. Martens commented at that time that she feels “rolled” – and that a decision was previously made and then contradicted. She feels that the needs assessment is sorely needed, and she feels that there was a rolling vote on the issue. She does not feel that she can be certain when a vote is final.

Mr. LeBlanc discussed that the Board voted on the survey only as to the cost to Ms. Nemnich at BSU, and that there was never an approval of a full budget and full costs.

Ms. Martens stated that no one should have been so naïve as to believe there would not have been additional costs, and that should have been assumed in the original approval.

Mr. LeBlanc also remarked that there was not a final official vote on the By-Laws issue, since it was pointed out that it cannot be voted on via email but needed to be voted on during a regular meeting.

Mr. LeBlanc reminded the Board that a complete budget had not been approved for the survey, and that it needed to do so now in order to continue.

Mr. McCurdy called for the question on the previous motion before the Board regarding the By-Laws.

Four were opposed, three were in favor. The motion was defeated.

Ms. Kleinkopf noted at that time that she believes that the motion, and how it was presented, should be reworked.

Mr. Dodds moved that the By-Laws change should be presented in printed form, with actually wording changes clearly noted, and brought before the Board at the next meeting for a proper official vote. The wording would include changes of the wording “three” changed to “three to five,” the words “shall” changed to “may,” and the word “approximately” would be stricken. Ms. Marten seconded the motion. All were in favor. The motion carried.

Mr. LeBlanc stated at that time (and requested this comment be officially included in the minutes) that if members who are not in attendance choose to bring this item up for lengthy discussion and argument at the next full Board meeting, he will immediately resign his position on the Board and submit to the BOCC.

Mr. Dodds commented that he only wanted to reduce any divisiveness between the Board members by clarifying and resolving the issue.

Ms. Brackett noted that it is very important to follow the By-Laws and procedures to the letter, and that this is a required item for this Board to complete.

Ms. Lockie was instructed to type up the change in written form, send it out prior by email, add to the May agenda, and also bring a printed copy for all Board members at the May meeting. She acknowledged.

The Board moved on to discussion of the Needs Assessment/Survey.

Mr. LeBlanc asked the Finance Committee how they wanted to address this budgeting issue.

Mr. Blick and Mr. Dodds remarked that it would be proper to add a line item to the annual budget in order to accrue funds over time that could be used toward this requirement instead of spending all at once.

They also commented that the Finance Committee was unsure if the survey was actually going to move forward, and they wanted to know this for sure before working on a budget for it.

Ms. Kleinkopf stated that she really feels there has been no commitment, despite prior votes to affirm it, that the Board will be moving forward with this Needs Assessment/Survey. She stated that there has been significant work done from the P&G Committee and that there has been various derogatory comments made regarding the issue and its participants. This has created a feeling of animosity in the Board, and a real divisiveness.

Mr. LeBlanc reminded the Board that the issue on the table is to look at the additional costs for the survey and either approve or not. There was already a previous vote affirming that the survey would go forward. These additional costs were not previously reviewed or approved, only the \$5000 to go to Carole Nemnich.

The Board discussed each of the cost estimates prepared by Ms. Lockie, and noted that some of the cost has already been paid out in independent contractor fees to her. The separated costs are as follows:

- Cost to BSU/Carole Nemnich: \$5000
- Cost for printing/processing/addressing/barcoding 7000 postcards with survey link: \$865 + tax
- Cost for mailing 7000 postcards: Approx \$1400
- Cost for ads in Times News and Buhl Herald with the survey link: \$720
- Cost for Ms. Lockie time spent specifically on survey **since Jan 7**: approx 70 hours or \$1960
- Cost of Ms. Lockie time in the future on this item: estimated at least 40 more hours, maybe more - \$1120

- GRAND TOTAL: \$11,065

Ms. Martens moved to approve \$11,065 (the amount in the estimate) in 2011 to go toward Needs Assessment costs. Ms. Brackett seconded the motion. Board discussion followed.

Mr. McCurdy mentioned that if the Board were to go ahead with this motion that it would be going against the BOCC's instruction to obtain collaboration with others in the community.

Ms. Brackett suggested it might be easier to get more collaborators if we were to move forward.

Mr. McCurdy and Mr. LeBlanc explained that there is a larger group, made up of Health Industry groups in the area, that are going to perform a Needs Assessment very similar on a larger scale in the upcoming months. TFHIT could possibly partner on this survey and cut costs.

Ms. Martens feels that would be a completely different Needs Assessment than what the TFHIT needs, and that it is not what we should be doing.

The Board discussed further.

Mr. McCurdy called for the question on the previous motion before the Board regarding allocating \$11,065 for the Needs Assessment. Five members were in favor. Three were opposed. The motion carried.

### **Finance Committee**

Mr. Blick presented the financials and accounts payable for the month of March. He clarified that there is not a negative balance in the account; he completed a transfer before this occurred.

Mr. Blick also commented that Ms. Coiner has been asked to add additional columns on the income statement to show month and year to date budget items in order for the Board to properly correlate these numbers. Ms. Lockie was asked to work with Ms. Coiner to make the Balance Sheet and the Budget match on line items. In addition, Ms. Lockie should ask Ms. Coiner to break out the meeting expenses and other reimbursements on Ms. Lockie's invoices in order to properly differentiate contractor time fees and other reimbursements on the statements. Mr. Dodds moved to accept the financials as presented. Mr. Brady seconded the motion. All were in favor. The motion carried.

Ms. Kleinkopf noted that there was not a separate page with Accounts Payable listed as there usually is; the Board requested that Ms. Lockie ensure Ms. Coiner completes this task.

Ms. Kleinkopf moved to approve the Accounts Payable as listed on the General Ledger. Ms. Brackett seconded the motion. All were in favor. The motion carried.

Mr. LeBlanc then presented the proposed engagement letter from Deagle and Ames to complete the 2010 audit. The Board discussed, and Mr. Dodds noted that Mr. Ames was very professional, easy to work with, and his presentation was clear and done well. He recommended we utilize their services again.

Mr. Dodds moved to accept the audit proposal from Deagle and Ames for the 2010 audit. Ms. Kleinkopf seconded the motion. All were in favor. The motion carried. Ms. Lockie will notify Mr. Ames.

The Finance Committee will meet again on Monday May 16<sup>th</sup> to determine the amount available for grants this year.

### **Programs & Grants Committee**

Ms. Barta-Fornshell was designated in Ms. Kelley-Kinyon's absence to give this report, however she was also absent. Ms. Lockie read the notes from the P&G Meeting to give the report.

In regard to the Needs Assessment: Ms. Kelley-Kinyon has talked to Ms. Nemnich, and she has agreed to hold off until TFHIT is ready to continue with the survey, and is still willing to help us in any capacity that is needed. She has also gone through the survey questions for and provided comments. Ms. Lockie will integrate these into the current surveys and then resubmit to the P&G. It is suggested that P&G hold a conference call with Ms. Nemnich for ideas of how to create a new timeline and continue

In regard to the 2011 Grant Application: The committee discussed the timeline for the RFP, and its release. It would be feasible to release on June 17<sup>th</sup> via the website. Ms. Lockie will work on scheduling another grant writing workshop at the Realtor Building or auditorium at the Arts Council building and she will check with Mike for June 9<sup>th</sup>. The P&G committee would like to see Mr. Slagel cover more on how to show success of the project in his workshop, especially for prior grantees. The P&G committee hopes to submit the Grant Release and Grant Workshop ads in combined form to the Times News and Buhl Herald at the same time to save money.

Ms. Lockie will complete changes to the RFP, then P&G will meet again on May 13 and present to the Board at the May meeting, where the following items need to be completed:

- Approval of RFP changes
- Approval of a new timeline
- Approve the amount available for grants

The meeting adjourned at 5:35 pm.