

NKHS Board Meeting  
Minutes  
1/27/2025

**Board present:** Kari White, Board Chair; Lisa Boskind, Vice-Chair; Patrick Shattuck, Treasurer; Jane Kitchel, Secretary; Tracey Paul, Neila Decelles-Anderson, Susan Franzblau, Heather Lindstrom, Diana Gibbs, Stacy Thrall, Christine Milne-O’Grady

**Staff present:** Kelsey Stavseth, Executive Director; Denis Houle, CFO; Sharon Ryan, Chief of DS; Brooke Bury, Director of HR; Carol Hemenway, Executive Office Admin; Kate Olney, Director of Development; Laura Nelson, Chief of Organizational Development; Erica Perkins, Director of Communications; Tim Gould, Chief of IT

**Guest:** Attorney Shireen Hart, Primmer Piper Egelston & Cramer PC

Board Chair called the meeting to order at 10:06am

Shireen Hart, Esq. gave a presentation on Board governance to the Board present. In her presentation she outlined the legal obligations and responsibilities of members of nonprofit boards.

Attorney Hart recommended creating an open meeting policy that includes public invitations. Meetings must be open to members of the public, except when they are meeting in executive session. When in executive session, they may invite non-board members to the executive session. The minutes of an executive committee meeting should identify those in attendance, including those attending by invite. The policy should also be posted on the NKHS website. NKHS board meetings are different from a state or municipality board meeting and the open meetings laws do not apply to NKHS.

Ms. Hart noted that per Provider agreements, the following is required of the Board:

- Legal expertise
- Financial expertise
- Conflict of Interest forms completed annually
- Governance training annually
- Financial review
- Approving all staff compensation packages over \$100K

She also noted that a good motto for Board members is “nose in fingers out”. Board members should be providing oversight only, it’s not their job to manage or tell leadership what to do. The Boards focus should be oversight and strategy. Ms. Hart stated that the board is a conduit to the executive director, that the Board does not exist outside Board meetings, and should not be trying to solve issues outside of the proper process.

The question of abstaining on voting to approve meeting minutes if the board member was not at the respective meeting was raised. Ms. Hart noted that she will review best practices but feels confident that if a member is not at a meeting, they should not be voting to approve those minutes.

Regarding Board approval of employee compensation over \$100k as per Provider agreement, Jane asked if compensation is only salary or salary and benefits. Ms. Hart noted that she will confirm the exact

language of how compensation is defined but said she believes it is the value of the total compensation package.

The Board present thanked Attorney Hart for her very thorough presentation.

**Motion to approve the agenda as presented with the correction of the meeting date was made by Jane. This was seconded by Lisa and carried by unanimous vote of the Board present.**

**Consent Agenda (Kari):**

The consent agenda was previously sent to the Board for review. Prior to approval, there was some discussion on policy “6.10 Other Practices” around the wording for mileage reimbursement rates. Kelsey noted that NKHS does not reimburse at the federal rate. The change requested to the policy is to delete the phrase “shall be approved time to time” to state that “mileage shall be paid at a rate approved by the Board.” The policies presented today were recommended for approval by the Executive Committee.

The Board asked that a purpose statement be added to the AI policy and that all policies to be consistent in format. The Executive Committee had previously reviewed the draft AI policy and recommended its approval by the Board.

**Motion to approve the AI policy with the addition of a purpose statement was made by Stacy. This was seconded by Heather and carried by unanimous vote of the Board present.**

**Motion to approve the consent agenda with the change of wording to policy 6.10. Other Practices as noted above, was made by Neila. This was seconded by Susan and carried by unanimous vote of the Board present.**

**Executive Committee Report (Kari):**

In conjunction with the Board work plan there is a new NKHS Board portal. The portal will be available to all Board members in the coming months.

Kate Olney gave a brief presentation on the status of the new philanthropy and development plan to the Executive Committee. She noted that we would like to be a 100% donor Board.

Kari noted that we will be reviewing the bylaws this year, in part to accommodate for the merger of the Adult and Substance Use Standing Committees. Susan noted that both the Children and Adult standing committees need more members and perhaps some other Board members. Please reach out to Susan if interested; invitations to all standing committee meetings will be shared with the entire Board going forward.

Stacy asks about the Nominating Committee and what the Board member roles in the community are. Neila noted that she promotes being a consumer, and it is the best mediator with people who may have concerns with NKHS. Stacy mentioned that she worked on consumer education on the process of setting up or getting services and that common ground matters, as does normalizing mental health. Kelsey noted that there is a standing invitation for feedback from everyone. The Nominating Committee will be meeting later in January, all are invited to attend.

**Finance Committee Report (Denis/Patrick):**

Patrick noted the Finance Committee met last week and the November and December financials were reviewed. He noted that there are new controls and internal policies on invoices to ensure that they are logged appropriately. New metrics and data systems are in place to track the number of clients being served; this assists in tracking if we will have to budget for paybacks due to not meeting caseloads.

December revenue saw a loss of \$18k and the revenue YTD is \$826k below budget  
Below budgeted revenue in Adult programs. Denis has increased the expected payback to \$60k for the month.

Signed provider agreements are in; however, we are still waiting for the DSU agreement  
Denis noted that overall, the 3-year trend shows growth in all programs

Expenses for December were \$59k over budget and YTD are \$1.1million under budget. Salary & wages account for a (vacancy) savings of \$1.4 million. While NKHS has had a 3-year growth in staffing, the Agency workforce is still below what is needed to provide full services.

Kelsey noted that there were some invoices that were not paid on time, and that accounts for the spike in expenses.

December margin is a \$219k loss, with a YTD gain of \$460k.

The programs are not reviewed individually except for Emergency Services (ES). The ES program has the most funding (with grants for Mobile Crisis, 988, VSP embedded, and private foundation dollars). Last 6 months ES had a \$.5 million loss. Those programs are appropriately staffed for capacity but are based on a firehouse model. Some programs have moved to fee- for- service. Kelsey is working to sort out the ES issues with directors and finance.

Kelsey stated that NKHS is working to have better relationships with the area school administrators. He continues to meet with school administrative staff to gather data and to initiate collaboration. He also noted that NKHS continues to advocate for year-round support and services for children and their families to achieve outcomes desired and to help prevent any lost ground that may occur over summer months.

Mental health programs (all) are trending in the right direction  
Administration costs are under budget by \$28k for the month and \$380 YTD  
Cash is \$12.87 million  
Cash on hand is at 79 days  
Investments in capital expenditure continue  
AR up to 37.07 days  
March/April retirement payout coming up  
FY 2023 Audit is completed and has been accepted; FY 2024 audit underway  
We are in communication with Synergy Group on the Employee Retention tax credit and they felt we should receive those funds later this quarter.

**Motion to accept the financial reports as presented was made by Jane. This was seconded by Neila and carried by unanimous vote of the Board present.**

**HR Presentation (Brooke):**

The 2<sup>nd</sup> quarter turnover reports were shared with the Board.

Currently at a 12% total vacancy rate, and this has improved from prior months.

Staff who are hiring for vacant positions now have access to a shared applicant system and that is speeding up the hiring process in some areas.

CRT program is working to improve their staffing rate and CRT and Adult programs are working together to address case management issues to help alleviate the current CRT shortages. Clinical staff are helping in all programs.

There was discussion on CRT and the average employee vacancy rate; Laura noted that all clients are being seen, although some managers have higher caseloads. She noted that we appreciate those staff who are giving extra time to see clients. There are two new case managers onboarding this week. Laura also noted that the CRT and Adult program staff are presenting good QA/QI and data operations work.

**Executive Director Updates (Kelsey):**

Kelsey recently sent an email about some recent work around strategic goals: he noted that values are being finalized. These values will be embedded into meetings, campaigns, recruitment and retention. He shared the following values with the Board present:

**Person-Centered** *We engage with the whole person, meeting everyone where they are on their journey. We recognize strengths and embrace diverse identities.*

- *As guides and facilitators, we align support with individual goals, whether serving clients, developing employees, or collaborating with partners.*

**Community** *Strong connections and relationships are the foundation of our mission. We advocate for inclusive spaces that honor diversity, knowing that varied lived experiences strengthen our work.*

- *We create **inclusive** environments that welcome diverse perspectives and experiences, believing everyone has value and something to positively contribute.*

**Discovery (Learning and Curiosity)** *We prioritize curiosity and understanding over making assumptions. By seeking understanding and valuing diverse insights, we make thoughtful decisions and foster growth for ourselves and those we serve.*

- *We commit to giving and receiving feedback in the spirit of learning and supporting each other.*
- *We make informed decisions by gathering data and including the voices of those impacted by change.*

**Dignity** *Every person has inherent value and the right to belong, regardless of their condition, status, or identity. We advocate for change that destigmatizes mental health, substance use, and developmental disabilities, ensuring equal rights, support, and respect.*

**Courage** *We recognize the bravery it takes to seek help. With compassion and strength, we walk alongside others, celebrating resilience and illuminating the path to healing and growth.*

He noted that these values are tangible and continue to support a diverse population and are inclusive of all. Stacy noted that she would like BIPOC included with the LGBTQ and other groups.

Kelsey noted that with some recent Federal government DEI changes the Agency is acutely aware of compromising situations that may arise. Board input will be critical to values work on challenging decisions in the future.

The NKHS Strategic Plan ends on 6/30/25 and Kelsey would like to extend it for one year. Work would then start in early fall to build a new Strategic Plan for an effective date of 7/1/26.

The Legislative session is gearing up and we continue to advocate for designated agencies. Wednesday, January 29 is Mental Health Advocacy Day at the State House and Kelsey will testify.

**Other Business:**

Susan noted that she would like to have signage for The Front Porch near the road. Kelsey stated that permitting is regulated and expensive but will investigate it and he will ask facilities to inquire with the sign owner to see if NKHS can be added to the group signage board.

Brooke Bury, in anticipation of the hiring of a permanent full-time psychiatric nurse practitioner, requested the Board give the required approval for compensation that would exceed the \$100,000 threshold. With the hiring of this position, NKHS will no longer have a need for contract nursing services and will ultimately be less costly.

**Motion to approve a salary package not to exceed \$150,000 for the Psychiatric Nurse Practitioner position currently in the hiring process was made by Jane. This was seconded by Diana and carried by unanimous vote of the Board present.**

Executive session: None

**Motion to adjourn was made by Lisa. This was seconded by Neila and carried by unanimous vote of the Board present.**

Meeting adjourned at 12:00pm

Jane Kitchel Secretary

Signed by:  
  
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2/6/2025