

Board of Directors Meeting MINUTES - January 26, 2026

Board Present: Kari White, Chair; Heather Lindstrom, Vice-Chair; Patrick Shattuck, Treasurer; Jane Kitchel, Secretary; Lisa Boskind, Stacy Thrall, Jesse Jameson; Shaun Campbell; Tracey Paul, Susan Franzblau, Diana Gibbs (11) / **Board Absent:** Christine Milne-O'Grady (1)

Staff Present: Kelsey Stavseth, ED; Brooke Bury, Dir. of HR; Alan House, Interim CFO; Denis Houle, Dir. of Finance; Erica Perkins, Dir. of Communication; Carol Hemenway, Ex. Office Admin; Joy Morse, Marketing and Development Mngr. 11am: Laura Nelson, Dir. Of Org. Dev. and Sharon Ryan, Dir. of DS

Guest: Attorney Shireen Hart, Esq.

*Indicates attachment(s) sent to Board prior to meeting

Welcome and Call to Order

The meeting was called to order at 10:04am by Chair, Kari White

Review and Approval of Agenda and Consent Agenda*

The agenda and consent agenda were presented for approval.

- November BOD Minutes
- November 2025 Financial Statements
- Quarter 2 HR Turnover Reports
- November Director Reports
- Standing Committee Minutes
- Policies: 3.13 Gift Acceptance, 3.4 Fiscal Oversight, 5.2 Accessibility

Kari inquired if there were any items to be removed from the consent agenda for discussion. None.

- Patrick commented that the financials within the consent agenda have been reviewed and recommended by the Finance Committee and also include the December financials.
- Kari noted that the Finance and Executive Committees recommended the Board approve Fiscal Oversight and Accessibility policies, but remove Gift Acceptance policy pending further review.
- Kari also proposed and Executive Session be added to the end of the agenda for the purpose of discussing personnel matters.

Motion to approve the Consent Agenda with the proposed changes was made by Jane. This was seconded by Lisa and carried by unanimous consent of the Board present.

Motion to approve the agenda with the addition of an Executive Session for personnel was made by Jane. This was seconded by Susan and carried by unanimous consent of the Board present.

Board Education: Governance – Attorney Shireen Hart, Esq.

Shireen Hart gave a governance overview for Board, with a specific concentration on identifying and managing potential Conflicts of Interest.

- *The presentation slides will be shared with the Board following the meeting.*
- The Following is new to the Admin Rules, however, does not apply to NKHS, as we are not a Board of the State.

Open Meetings

Regulatory requirement that meetings be open to the public does not subject NKHS to Vermont's Open Meeting laws.

Only real commonality: requirement that **meetings be open to the public.**

Designated Agency Board Requirements

Provider Agreement, Board Requirements, General Provisions, Section 7(J):

- Board members with financial and legal expertise.
- No Agency employee.
- Board conflict of interest policy.
- Governance training.
- Quarterly financial statement review.
- Board approval of compensation package \$150,000+.

There was a robust discussion about real and apparent **Conflicts of Interest**, what those might look like, and mechanisms for identifying (annual COI disclosure form, during meetings).

Questions:

- **Does the \$150k include total compensation or salary only?**
 - Shireen will confirm that compensation of \$150k is strictly salary (or if it includes the cost/value of benefits).
- **Conflict of Interest and 51% consumer status: Can you vote on something that may indirectly affect you/your family?**
 - There is nuance to that question; each situation should be addressed on a case-by-case basis. All instances should be declared to the Board for final determination as written in the By-laws.

Kari will resend the Board Self-Evaluation survey to the Board.

Director Reports

Erica Perkins, Director of Communications

- Erica introduced Joy Morse, NKHS' newly hired Marketing and Development Manager to the Board.
- Kelsey noted that the marketing and development team is meeting to realign priorities.
- Reminder that the Employee Recognition Banquet is on 2/6 – please RSVP if you're interested in attending.
- Stacy referenced the website and how great she thinks it looks.

Brooke Bury, Director of HR

Brooke gave an overview of the **quarterly turnover reports**.

- While some of the key numbers are down, we are doing well overall and are on par with staffing from last year.
- Hiring was slower over the holidays.
- Expect 2026 to be the same as 2025 regarding staff turnover. Currently at 540 employees.

Executive Director Report – Kelsey Stavseth

Staffing and Professional Development

- Kelsey noted there is a lot of behind the scenes work that goes on every day, and that we are thankful to the staff who coordinated the efforts to keep services going for client care, despite the challenges. The Employee Recognition Event on Feb. 6th is a part of acknowledging this and coming together to celebrate.
- Two CFO candidates have rejected our offers; one wanted hybrid and the other accepted a job

much closer to their home. We have re-engaged with our recruiters, Gallagher & Flynn

Finance

Kelsey spoke to the December financial reports showing a loss, and reminded those present that it aligns with the month historically.

Strategic Planning is ongoing and Greg is doing a good job facilitating the process and drilling down into issues.

- Communication within middle management has been noted as a point to reflect on.
- We will be investing in staff development/training and initiating more detailed manager and clinical supervision trainings – all in the beginning phase of development.
 - Laura Nelson gave an overview of the clinical supervisors: they have a 6-week training process for supervision, and a 4-week curriculum training course that covers CCBHC requirements. Staff seem eager to start.

Program Standing Committee Priorities (DS, Adult MH + SUD, Children's)

Developmental Services: Lisa Boskind noted that agency staff are on top of the changes and are working with clients to address those changes.

- Following the conversation from the Executive Committee meeting, Kari emphasized the need to share our positive message out to the community as it relates to DS payment reform and conflict free case management to alleviate any misrepresentation within the community.

Adult/Children's: Susan thanked Erica for the updated recruitment flyer and noted that the Children's Standing Committee members have wondered about more children's activities throughout the week. This is a topic which will be discussed in future months

Executive Session

Motion to resolve into executive session to discuss personnel matters was made by Lisa. This was seconded by Patrick and carried by the unanimous consent of the Board present (10:0:0). Resolved into executive session at 11:46am.

Motion to resolve out of executive session was made by Lisa. This was seconded by Susan and carried by unanimous consent of the Board present (10:0:0). Resolved out at 11:58am.

Other Business

- Reminder to RSVP to Erica ASAP this week about Annual Employee Banquet at Burke on February 6th.
- Kelsey will forward the memo from Simone at VCP to the Board following this meeting.
- Please look out for the e-mail from Kari with the SurveyMonkey link for the Board Evaluation survey which we will discuss at February's meeting.
- Next meeting on Monday, February 23rd in St. Johnsbury and via Zoom.

Adjournment

Motion to adjourn was made by Lisa. Having completed the agenda, Kari adjourned the meeting at 11:59am.

Signed by:



Kari White, Board Chair, 2/18/2026