



MISSION: To empower individuals, families and communities by promoting hope, healing, and support.

VISION: To be leaders in rural health and human services by offering programs that are innovative, flexible, and comprehensive.

STRATEGIC GOALS:

1. Recruit, train, develop, and retain a strong workforce
2. NKHS is seen as a leader and dependable partner in the Northeast Kingdom
3. Become a learning organization and find innovative ways to deliver services and increase access

Board of Directors Meeting Agenda November 25, 2024 @ 10:00am Newport and Via Zoom

Join by Zoom: <https://nkhs-net.zoom.us/j/82687673733?pwd=aAQH1grU1C5arNbFqaQsUayLQ3XQjE.1>

Meeting ID: 826 8767 3733 / Passcode: 703963

<u>Time</u>	<u>Agenda Item</u>	<u>Presenter</u>
10:00am	Welcome and Call to Order	Kari White
10:05am	Review and Approval of Agenda* - <i>Vote to Approve</i> You will notice that approval of the Consent Agenda is after the policy review discussion and plan since we will be asked to approve policies as part of the consent agenda including the one on Policy creation and modification.	Kari White
10:10am	Policy Review Discussion	Keri Riley-Pickford
10:20am	Approval of Consent Agenda* - <i>Vote to Approve</i> <ul style="list-style-type: none"> • October 28, 2024 Board Minutes • Program Committee Minutes • Director Reports • Policies <ul style="list-style-type: none"> ○ 2.4 Policy Creation and Modification ○ 2.7 Sanction Policy ○ 5.7.1 Medical Emergencies Code Blue ○ 7.1.4 Minimum Necessary Uses and Disclosures of Health Information ○ 7.1.6 Consent Policy 	Kari White
10:25am	Compliance Report	Keri Riley-Pickford
10:35am	Finance Committee Report (Oct. 2024 and YTD Financials)* - <i>Vote to Approve</i>	Denis Houle
10:45am	Fiscal Year 2023 Audit – <i>Vote to Approve</i>	Tim Streeter
11:05am	Executive Committee Report and 2025 Board Workplan Discussion (What, When, Who) We met last Monday as an Executive Committee and spoke in depth about our workplan as follows. Back to Basics meaning the what, when and who. Once we have that solidified, we can get into to how. <ul style="list-style-type: none"> • Draft Board and Board Committee Calendar* - <i>Vote to Approve</i> <ul style="list-style-type: none"> ○ Board Policies 1.1 – 1.5* ○ Executive Session for Non-Profit Boards Guidance* 	Kari White

First on that list is our Board Calendar – our very important Board meetings of which we need to have a minimum of 10/year according to our By-laws.

The calendar also includes what we need to take care of to meet our obligations throughout the year and events which help us ensure our relationships with staff and as ambassadors for the organization.

Attached are also Board Policies 1.1-1.5 which help provide some additional context for the Board and Committee composition, responsibilities and obligations of the Board and the educational sessions which have already been planned.

Changes are highlighted in yellow.

What we are proposing as is the custom, is to cancel the December 2024 and December 2025 meetings. We are also proposing to combine the July and August Board meetings in July as part of an NKHS field trip at a location like Front Porch, and to bump the meetings one week later in March, May, June and September to accommodate holidays and completion of the financials.

We are also proposing to hold a Board and SLT Strategic Planning and Relationship Retreat (per policy 1.4) in July/more likely August.

Would anyone like to help be part of the Planning Committee with Lisa and Susan?

As is our custom, our Board meetings are hybrid, via Zoom and also rotating between the NKHS St Johnsbury and Derby/Newport offices.

Questions or further conversation?

Could I have a motion to approve the 2025 NKHS Board Meeting Calendar (dates and locations) as presented?

I'll also point out that you will see the Board Committee Meetings as part of this calendar. That includes the Executive Committee, Finance Committee, Personnel Committee and Nominating Committee.

I believe Stacy has opted to join Neila on the Nominating Committee and Christine will join Patrick on the Personnel Committee. We could definitely use an additional Board Member on each of those Committees.

The Nominating Committee shall select a slate of nominees to be appointed/elected by the Board of Directors to fill vacancies, drawing from the community, constituencies served, and the Program Standing Committees. The Nominating Committee shall meet at least thirty days prior to the annual meeting and select a slate of nominees to submit to the Board of Directors to be voted upon at the annual meeting. The Nominating Committee shall also select a slate of officers from among the Board of Directors to be presented at the annual meeting.

The Personnel Committee shall have the following duties:

- (a) Serve, in addition to other appointees by the Board of Directors, as the search committee for the selection of the executive director;
- (b) In consultation with the Budget, Finance, and Facilities Committee, review and make recommendations to the Board of Directors on annual wages, salaries, and benefits;
- (c) Review and make recommendations on personnel policies to the Board of Directors.

The personnel committee of the Board should be involved with the hiring of all psychiatrists and review credentials.

Is anyone interested in joining those Committees?

I have heard and experienced some confusion myself

regarding the Executive Committee specifically. The Executive Committee members consist of the four Board officers and the Chairs of the Nominating and Personnel Committees. All other Board members are welcome to attend those meetings but are not required. We have also decided to shorten those meetings to an hour and have them take place directly prior to the Board meetings.

Adding to the confusion are the Executive Sessions we may have at Board meetings. As a VT non-profit, our Board meetings are open to the public. The Board does have occasions when we need to discuss private or sensitive matters (like the Special Meeting that was called to discuss and approve the ED Evaluation) – that’s not a public matter. I have attached an article from Board Source which explains Executive Sessions. “Executive sessions are closed or special meetings-within-a-meeting that provide an opportunity for the board to convene privately to handle sensitive and confidential issues, foster robust discourse, and strengthen trust and communication.”

It’s something I think we ought to consider having space for on every agenda.

- Draft Program Committee Calendar and Charter*

Moving onto Local Program Standing Committees which we are obligated by the Designation Rules to have:

- Adults with mental illness, or with significant behavioral health needs
- Children and adolescents with, or at risk of, severe emotional disturbance, or with significant behavioral health needs, and their families
- Individuals with developmental disabilities

We also have a Substance Use Program Standing Committee as indicated by our By-laws.

Each Standing Committee shall be composed of a minimum of five members, the majority of whom shall be disclosed consumers and family members.

We aren't going to get too deep into a discussion about this today, but we are planning a Program Standing Committee Audit using Developmental Services as an example of a committee that appropriately constituted, well-resourced and functioning well.

You can see by the Board and Committee Roster, the Substance Use Program Standing Committee is currently without a Chair, does not have five members and does not have a consumer majority.

There have been conversations in the past and more recently about combining this committee with Adult, or reducing the frequency of meetings.

Susan who Chairs both Adult and Children's has considered also volunteering to Chair Substance Use, but I don't think that's advisable or equitable.

Would any Board Member step up to Chair the Substance Use Committee – even temporarily to help get through the audit stage to see what changes might be needed to turn this into a robust and well-functioning committee?

- Draft Board Member Job Description*

We had talked about the need for a Board Member Job Description with clear expectations and which the Nominating Committee would work on. Carol drafted the one attached to the packet.

Even if you are not planning on joining the Nominating Committee, would anyone like to volunteer to review and revise the Job Description?

- Draft Board and Committee Roster*

	<ul style="list-style-type: none"> ○ Consumer Status Disclosure – <i>Vote about Public Disclosure</i>[^] • Board Portal • Board Education 	
11:35am	Executive Director Update	Kelsey Stavseth
11:45am	Other Business	
11:50am	Executive Session if needed	Kari White
12:00pm	Adjournment	Kari White

*indicates attachment(s)

From [Administrative Rules on Agency Designation](#) by the Department of Developmental and Mental Health Services

[^]Agencies must be governed by a board made up of citizens who are representative of the demographic makeup of the area served by the agency.

4.2.1.1. A majority of the members of the board shall be comprised of both individuals who are or were eligible to receive services from an agency because of their disability, and family members of an individual who is or was eligible to receive services because of his or her disability.

4.2.1.2. The board president shall survey board members on an annual basis and shall certify to the Commissioner that the composition of the board is comprised of a majority as required by this section. This composition of the board shall be confirmed by the organization’s independent audit. ***Annually, the board shall determine whether or not this disclosure shall be made available to the public on request.***