

Avita Community Partners  
Board of Directors  
Meeting Minutes

DATE: July 26, 2011	TIME: 7:14 p.m. – 8:46 p.m.
PLACE: Board Room @ Administrative Office	PRESIDING: Quentin Carr, Board Chair

Attendance

Quentin Carr	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	Deborah Mack	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
Al Gonzalez	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	Lewis McAfee	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
Joe Hirsch	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	Anne Mundy	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
Laurice Jennings	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	Sarah Ruckstaetter	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
Shelley Johnson	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	Marilyn Woodruff	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
Rufus Larkin	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	Alice Worthan	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No

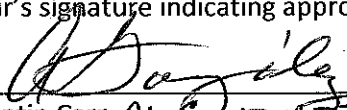
12 Filled Positions (4 Vacancies)

Agenda Items	Key Discussion Points/Outcomes/Decisions/Action Items	By Whom	By When
Spotlight on Services	Dr. Karim Gokal, Medical Director and Mary Donna Hall, Director of Nursing gave an informative talk on the Crisis Stabilization Program and Medical Services.		
Welcome & Call to Order	The July 26, 2011 meeting of the Board of Directors was called to order by Board Chair, Quentin Carr at 7:14 p.m.		
Approval of Agenda	Motion to approve the agenda was made by Anne Mundy; second by Lewis McAfee. Motion carried.		
Determine Presence of a Quorum	A quorum was present with 10 Board members attending this meeting.		
Review of Minutes	Motion to approve the June minutes was made by Al Gonzalez; second by Laurice Jennings. Motion carried.		
Business	<p><b>Board Chair Report</b></p> <p>Quentin Carr reported it has been a very busy month. He was approached by Ativa to do a joint staff appreciation endeavor. Ativa offered to donate funds. Ideas are being discussed. Quentin thought it would be helpful to have Board members visit with staff at their site to show appreciation of their hard work. Ativa also plans to visit with staff. The plan is to do the week of August 8-12. More information will be emailed.</p> <p>The CEO search continues. We are interviewing one candidate tomorrow.</p> <p>Quentin attended with the executive team a meeting with the Senate Budget Office and the GACSB Association members. They toured the CSU and Clubhouse. There were also members from DeKalb CSB and Advantage CSB. The group toured each of the CSBs. The purpose of the visit was to educate these officials. A packet of information was given to each official. Feedback we received has been favorable.</p> <p>The Board Development Committee has been very busy with reviewing the bylaws and the attendance policy.</p>		

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	<p><b><u>Induction of FY12 Board Officers</u></b>            Quentin Carr, Al Gonzalez, Lewis McAfee affirmed their oath of office as chair, vice-chair and treasure for FY12. Deborah Mack who is absent this evening will affirm her oath as secretary at the next meeting.</p> <p><b><u>Oath of Office</u></b>            Joe Hirsch and Sarah Ruckstaetter read their oath of office for another 3 year term.</p> <p><b><u>Resolution Delegating Power, Authority, Duty or Function to CEO &amp; CFO</u></b>            Each Board member present this evening signed a new resolution delegating power to Cheryl Barnet, CEO and Victor Bowers, CFO. Language was added stating "with automatic renewal each year unless terminated by the Board of Directors".</p> <p><b><u>Board Designate Parliamentarian</u></b>            Quentin informed the Board that our bylaws state we are to designate a Board member to serve as parliamentarian. Quentin Carr made the motion to appoint Anne Mundy as parliamentarian; second by Al Gonzalez. Motion carried.</p> <p><b><u>CEO Report</u></b>            Cheryl's report was emailed earlier today. Quentin has already highlighted several topics in her report.</p> <p>We had a surprise visit from NAMI who were doing training with law enforcement and others representing several of our counties and counties out of our catchment area. There were 28 people in the group. We gave them a tour of the CSU, our west region directors spoke with them and they also visited the supported apartments. The group was receiving training sponsored by NAMI to teach law enforcement how to handle clients with mental illness.</p> <p>Shelter Plus Program—we've added some apartments through this program for homeless individuals. Our staff has met with landlords to help locate homes for these clients. There is a rate structure for each area.</p> <p>Financial—we ended the month with a deficit of \$69k. The state withheld \$84k this month in workers' comp due to our good performance this year. Cheryl complained and was told her concern would be shared with a higher level. We ended the 4<sup>th</sup> quarter with a positive margin.</p> <p><b><u>Financial Update</u></b>            Victor Bowers reported we finished a challenging year. YTD 2010 we ended with a \$2M loss; this year will end with a \$303k loss. There were things we were hit with by the state that were not planned for. We had 3 quarters in a row that were positive. Everyone sacrificed this year to make this happen. We expected a</p>		

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	<p>small margin in June but ended with a \$69k loss. Revenue variances were in Medicaid waivers due to summer decrease in some services. Expense variances were due to the \$84k in workers' comp and annual surges in family supports and respite. Next year we have budgeted a modest margin. The books were closed last Thursday. We are getting ready for the auditors on August 8<sup>th</sup>.</p> <p><b><u>Adoption of FY12 Budget</u></b>  Lewis McAfee made the motion that the Finance Committee would like to present to the Avita Board of Directors for approval, the FY12 Budget and move that the Budget be approved. Second by Laurice Jennings. Motion carried.</p> <p>Victor reviewed the budget. The increase in revenue is due to the CSU funding; salaries are close to last year. The net should be about the same. Benefits were put in at a higher rate but this may change. This adds up to 41%. It used to be around 38%. Contracts are down overall \$100k. We plan to end up with a \$71k margin. The detailed budget will be loaded in the ledger and available next month.</p> <p><b><u>Proposed Bylaw Changes</u></b>  Anne reported that the proposed changes were emailed last week by Sherry Phillips. Anne made the following motion: Board Development makes the motion that the Board of Directors approves additions/deletions/changes and updates to the Avita Bylaws. Per Article XV Amendments: "The Board may from time to time amend these Bylaws or adopt new Bylaws, but no such amendment or new Bylaws shall be called for a vote until the expiration of thirty (30) days after the proposed amendment is, in writing, distributed in person, by email or other electronic format or by mail to the members of the Board". Board Development request that the Bylaws with additions/deletions/changes and updates be approved at the called Board meeting on August 23, 2011. Several reported that they had problems opening and/or printing the document.  Action: Regina will convert to PDF format and email each Board member. If requested, a color copy will be mailed.</p> <p><b><u>Approval of DCA Emergency Shelter Plus Grant</u></b>  Lewis McAfee made the following motion. I move that we approve the Georgia Department of Community Affairs, Emergency Shelter Grant, Shelter Plus Care Matching &amp; Housing Opportunities for Persons with AIDS award by authorizing staff in the following capacity to be signers to draw funds from DCA on behalf of Avita Community Partners: Chief Financial Officer, Chief Operations Officer, and Fiscal Operations Manager. Second by Anne Mundy. Motion carried.</p> <p>Roger explained that the grant funds will be used to expand our supported apartments.</p>	Regina	7/27

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	<p><b><u>Committee Reports</u></b></p> <p><b><u>Finance</u></b> Nothing further to report. Lewis pointed out on the last 2 pages of the financial report and compared to this year's budget.</p> <p><b><u>Services</u></b> Dr. Larkin referred to Roger Scott. The committee has reviewed the analysis of program performance data that we prepared for the recent CARF survey. This data is followed and managed closely. There are 4 measures of performance for each of our programs. Access, outcomes, satisfaction and efficiencies. We use this information to drive our program operating plans. You see progress and challenges and it's a comprehensive report. Dr. Larkin acknowledged the good work by staff. Roger also said our client satisfaction is very high.</p> <p><b><u>Human Resources</u></b> Marilyn reported. The committee reviewed a report on retention, turnover, loss of positions and new positions. If everyone is interested we could look at this quarterly/yearly. Cheryl gave an overview of the data.</p> <p><b><u>Board Development</u></b> Anne reported that there is a copy of the calendar in the packet. This is a calendar to help us keep on track. Each month agenda items are noted with an asterisk. Anne pointed out the changes. Committee chairs will be elected in August to coincide with committees meeting. They also discovered in the bylaws that a recording secretary is to be appointed. The CEO contract recommendation was moved to October to coincide when Cheryl was appointed CEO. Action: Draft will be removed and a clean copy sent out.</p> <p>The committee will also be reviewing and monitoring attendance records in accordance to the bylaws.</p> <p>Quentin discovered that we misunderstood House Bill 498 and O.C.G.A § 37-2-6. The Board will have to be restructured based on population in each of our counties. The code states: "With a population of more than 50,000 according to the most recent United States decennial census shall appoint one member for each population increment of 50,000 or any portion thereof." The code further states: "appointments to the board shall be made by the governing authority of each county within the community service board area in descending order from the county with the largest population to the county with the smallest population"..."this method shall be repeated until all 13 members of the community service board are appointed. We are entitled to have 13 board members and then we can appoint 3 at large members. Example: Hall county population is 179,684 so they would get 3 Commission appointed members.</p>	Regina	7/29

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	<p>We have notified White County to appoint someone within 3 months. If they don't appoint then we move to the next county. Letters are in the process of being written for Forsyth County asking for 2 more members. The at large members can be filled by whatever criteria we set, such as a county who provides county participating funds. Hall to Franklin will be appointed by the county commission; the next 3 counties could be appointed at large.</p> <p>Quentin raised a question that pertains to section (ii) "or any portion thereof" – that extra portion are they entitled to an additional member? I.e. Hall – do we interpret as 3 or 4? Lewis suggested having an attorney review this language. Avita has 3 attorneys that work with us. If we under represent a county then we have potential for a lawsuit.</p> <p>Anne also pointed out that our bylaws state that 50% of the appointed board members have to be a client or family member a client. We currently meet this requirement.</p> <p>Action: Cheryl will contact the lawyer for an opinion of section (ii) and report at the next meeting.</p> <p><b><u>Unfinished Business and General Orders</u></b></p> <p>Quentin would like to schedule a conference call with the adhoc committee to finalize the new committee structure.</p> <p>Action: Regina will schedule the call.</p>	Cheryl	
Adjournment	Motion to adjourn by Anne Mundy; second by Al Gonzalez. Motion carried and the July Board meeting was adjourned at 8:46 p.m.		
<p>Co-Chair's signature indicating approval:</p> <p> 08/23/2011</p> <p>Quentin Carr <u>AL GONZALEZ</u> Date Approved</p>			

Respectfully submitted,



Regina Grisham  
Recording Secretary