

NORFOLK COMMUNITY SERVICES BOARD MINUTES

Tuesday, December 06, 2011

225 W. Olney Road, Norfolk, Virginia

Members Present:

Lewis J. Taylor, Ph.D., Chair
Kathy Weaver, Secretary
William Graves, III. Ed.D.
George H. Tatterson, Jr., CPA
Dana L. Redding
Kenny Bryant
Capt. Henry Conde, Ret.
Capt. Garrat "Gary" Cooper, Ret.
Capt. Neil Walsh, Ret.
Eunice Whitehurst
Dorothy Isaac
Patrick D. Thrasher, M.D.

Staff Present:

Maureen Womack, Executive Director
Robert Horne, Corp. Compliance Officer/Board Clerk
Susan Curran, Chief Operating Officer
Mark Moser, Chief Financial Officer
Joseph Shorter, Human Resources Director

Advisors Present:

Nada Kawass, Norfolk City Counsel
Jack Cloud, Norfolk City Counsel

Absent:

CDR Gary Hammond, Ret.

Comprising a quorum of the members of the board

Call to Order

The meeting was called to order by the Chair at 5:04 p.m.

Approval of the November board meeting minutes

The Chair requested whether the members had any changes and whether they would they accept the board meeting minutes for the November 8th, and the Ad Hoc committee minutes for November 15th and 22nd, 2011. There being no corrections, a motion was made and seconded to accept the minutes as prepared. There was no discussion. The motion passes unanimously.

Report on Virginia Behavioral Health Partnership

Mr. Cloud introduced his associate, Ms. Nada Kawass from the City Attorney's office. She presented an overview of the concerns related to the Virginia Behavioral Health Partnership Agreement. She outlined her consultations with the city attorney's offices in Chesapeake and Virginia Beach.

The Chair thanked Ms. Kawass' for her willingness to present this information to the members of the board. Ms. Kawass responded to questions from the members of the board. The Chair shared that his understanding was that the city attorney's office advice was to hold any action until some of these questions were further clarified. Ms. Kawass indicated that she would continue to seek clarification on these issues and advise the members.

There was a general discussion of the movement toward managed care services delivery systems in the state and the potential risks involved. The Chair requested the members to review the materials related to the Virginia Behavioral Health Partnership and direct any questions to him.

Review of Annual Audit by KPMG

The Chair recognized the staff from KPMG and asked them to provide a brief overview of KPMG's audit. Ms. Systros circulated a copy of the required communications for the audit of financial statements for the year ended June 30, 2011. The summary of the corrected misstatements and the adjustments made to address these were reviewed. There were no disagreements with management and no significant difficulties noted relative to the audit.

The audit findings were discussed. The KPMG staff responded to questions from the members of the board relative to the schedule of findings and management responses. The audit did not identify any material weaknesses in the internal controls of the Norfolk CSB. There was a question regarding the due date for the audit and it was clarified that the Norfolk CSB had requested an extension from the state. This extension was granted.

There was a motion to accept the annual audit report from KPMG. The motion was seconded. There was no discussion. The motion passed unanimously.

Report of the Chair

- a. **Policy on debt guidelines** – The Chair circulated copies of current board policies 3.3. and 3.4 and the proposed revisions to these policies (see attached). The Chair suggested that the members consider the appointment of an Ad Hoc Committee to address issue and to report back to the board in January.
- b. **Policy 2.5 (CEO Compensation) and 2.6 (CEO Contract)** – The Chair reviewed the reordering of these policies per the members prior direction. He reviewed the substantive changes to these policies. The changes to policy 2.6 were reviewed by Mr. Cloud. Mr. Cloud clarified that the contract could be written for a term longer than a year, but must be reviewed by the board on an annual basis. Mr. Cloud shared his consultation on this matter with Mr. Paul Gilding of the Office of Community Contracting with the Virginia Department of Behavioral Health and Developmental Services. It was suggested that the language of the proposed policy read “shall have a written contract for CEO services with a term up to five (5) years, renewable annually....”

There was a motion to accept policy 2.5 as proposed. The motion was seconded. There was no discussion. The motion passed unanimously.

There was a motion to accept policy 2.6 as proposed. The motion was seconded. There was no discussion. The motion passed unanimously.

Quarterly Corporate Compliance Report

The quarterly corporate compliance report for the period from the end of July, 2011 through the end of October, 2011 was reviewed with the members. It was explained that due to the very full agenda for the November board meeting that this report was postponed until this month. However, the usual reporting period was retained to maintain the integrity of the quarterly report schedule. There were no questions from the members present.

Report of the Executive Director

- a. **Virginia Behavioral Health Partnership** – There was a meeting of the partnership today and the RFP has been delayed for at least two weeks. There has been a decision to develop a standardized set of forms and to create these in a library covered by intellectual property rights.
- b. **Chief Medical Officer’s Report** – The Executive Director presented the material from the Medical Director’s report as he was not able to be present tonight. She highlighted the reduction in the overall capacity of medical services and responded to questions from the members.
- c. **Chief Operating Officer’s Report** – A review of the outcome measures was presented and the COO responded to questions from the members present.
- d. **Human Resource Director’s Report** – This report focused on the status of current hires, position vacancies and terminations.
- e. **Chief Financial Officer’s Report** – The CFO reported on the YTD financial results of budget compared to actuals through October, 2011. He reviewed the projections based on actual performance through the remainder of the fiscal year. He indicated that the projections include a significant deficit in fees and an increase in contract revenues (due to the Primary Care grant). He reviewed the assumptions on which these projections are based. This included the assumption of the closure of the Therapeutic Learning Center and other services and the resulting budget implications of these actions. The organization’s dependence on reserves to meet operating expenses was highlighted.

- f. **Executive Director's Analysis** – The Executive Director reported that an increasing numbers of new admissions were coming in needing charitable care services. She shared that the emphasis on health care reform will increasingly tighten the requirements for billing services. She highlighted that the generation of fees are of significant concern. She reviewed the recommendations to address the significant deficits due to productivity, reductions in fees, reductions in the number of persons served, and increases in the utilization of charitable care. The Executive Director shared her thanks to the members of the board for their support and direction during her tenure. She responded to questions about her recommendations and specifically about NISH (National Institute for the Severely Handicapped) funding and supportive employment.

The chair shared that the board was not prepared to entertain input from the various visitors and staff who are present at tonight's meeting due to the heavy agenda. He agreed that the members of the board would be willing to consider receiving that input at another time. In response to a question from staff, the Executive Director shared that the Executive Team would be meeting tomorrow to discuss the potential recommendations included in her report. The Chair indicated that he clearly heard the issues and would take these issues under consideration.

- g. **Action Item** – The Executive Director requested that the board accept Adult Drug Court Treatment Program Grant.

There was a motion to accept the Drug Court treatment funds. The motion was seconded. There was a question related to whether the Norfolk CSB subsidizes the Drug Court. Mr. Moser shared that the operation of the Drug Court results in a net loss. There was no further discussion. The motion passed unanimously.

- h. **Update on preliminary budget for FY 2013** – Due to time limitations, this material was not covered.

Executive Session

A motion was made for the board to enter executive session. The motion was seconded. There was no discussion on the motion. The motion passed unanimously. The board entered executive session at 7:18 p.m. and executive session subsequently certified pursuant to Virginia Code Section 2.2- 3711. The executive session ended at 8:22 p.m. Copies of the resolutions related to the Executive Session are attached.

Search Committee Report

A motion was made by Rev. Bryant to hire Mr. Charles Ray as the interim Executive Director in accordance with the MOU submitted and modified during executive session by the board. There was no discussion. The motion passed unanimously.

Election of officers

The Chair reviewed the nominations from the nominating committee for Rev. Bryant as chair and Ms. Weaver as secretary for the board.

A motion was made to approve the slate of nominees as stated. The motion was seconded. There was no discussion. The motion passed unanimously.

Self-evaluation

The Chair solicited feedback from the members on recommendations for improvement(s) for the board's meeting. Board members shared their appreciation for Dr. Taylor's leadership as Chair.

The Chair shared with the Executive Director the board's appreciation for the contributions that she has made to the Norfolk CSB. A copy of the letter of appreciation from the board is attached.

Adjournment

The meeting was adjourned at 8:32 p.m.

The next meeting will be held on January 10th, 2012, at 4:00 p.m. at 225 W Bute Street.

Respectfully submitted,

Kathy Weaver
Secretary

KW/rah