**­*THESE MINUTES ARE PRELIMINARY. THEY WILL BE REVIEWED BY BOARD AT OCT MEETING FOR APPROVAL. EDITED MINUTES MAY BE UPLOADED AT THAT TIME***

**NORTHEAST DELTA HUMAN SERVICES AUTHORITY (NEDHSA)**

**MINUTES September 9, 2014**

OUACHITA PARISH HEALTH CENTER

1650 DESIARD St, Monroe, LA 7120l

COMMUNITY MEETING ROOM

**5:30PM**

Call to Order. Roll Call was held and a quorum was met. Prayer was given by Lorraine Reed

Persons Present: Terri Spence, Mike Shipp, Lorraine Reed, Thelma Merrels, Joyce Brazzel, Kathy Waxman, James Mobley, Alisa Lear, Dr. E.H. Baker, Lakeisha Powell, Charles Trimble, and Melba Sandifer.

Persons Not Present: Chuck Halley, Anna Toston-Edwards, Dr. Gene Tarver, and Leslie Durham.

**Agenda:** Motion made by James Mobley and seconded by Charles Trimble to accept

Agenda as presented. Motion passed unanimously.

**Minutes:** Minutes were corrected prior to tonight’s meeting to reflect James Mobley as correct person who led prayer and adding Lakeisha Powell’s last name. Dr. Sizer stated that he is trying to find an outstanding grant writer, but has not yet identified one. The minutes will be corrected and an updated copy will be emailed to everyone. Motion was made by Terri Spence and seconded by Kathy Waxman that the minutes be approved with these corrections. Motion was approved unanimously.

**OWNERSHIP LINKAGE** **–Recognition of Guests**: Ms. Laura Nettles and her daughter were present. During discussion re: use of Skype, Dr Sizer recommended that we consider holding one or two meetings a year in some of the outlying parishes. This would serve to increase our availability to and connection with Communities. We had been advised in the past that meetings had to be held in Ouachita parish, but several group members and Dr. Sizer felt this was not correct. Melba Sandifer will clear with the Boards and Commissions office to clarify this question.

**BOARD EDUCATION/ ENDS Items for DISCUSSION**

**Attendance via SKYPE – Logistics? Legalities**?

After discussion, there were several issues identified to be covered.

1. Equipment. This would include equipment needed by the board to utilize at the regular meeting site. Board members would also have to have Skype capability on their own equipment. Dr. Sizer stated that his I.T. staff could handle the equipment needed by the board, including setting it up.
2. Utilization of Skype technology might serve to encourage serving on the board by individuals who live in the more remote parishes who might find long distance to travel difficult.
3. Can we legally have Skype attendance at a Board meeting and have the person who participated by Skype be counted toward a quorum and have voting privileges ? Melba Sandifer advised that she contacted the State of La Boards and Commissions office requesting clearance regarding acceptability/legality of utilizing Skype in lieu of personal attendance at the actual meeting. She is expecting an email confirmation and will share with all Board members.
4. If we choose to utilize this technology, changes to the By-Laws and Governance Manual would be required.
5. Some restrictions on availability of Skype to board members might need to be considered based on distance to travel to board meetings, illness, or other situations that might seriously affect a person’s ability to attend the meeting in person. We have to be sure that we don’t have a majority of board members attending by Skype, as we must have a meeting place for the public to attend and board members there to conduct the meeting, etc.

**Board Governance Videos and Concepts (see Dr. Sizer’s 8/29 email**)

 Alisa Lear reminded board members of availability video clips and web sites as per Dr. Sizer's email.

**Agenda Planning ongoing (July/Aug/Sept)**

This is an ongoing process. Alisa Lear reminded everyone that our focus has changed from an internal one (policies and procedures) to an outward focus (meeting ENDS, etc)

**GOVERNANCE PROCESS/EXECUTIVE LIMITATIONS for DECISIONS**

 **ED** – **Financial Conditions & Activities**

 Dr. Sizer reported that the roof issue at the Columbia facility is ongoing. Development of the 2015/2016 budget is underway. The legislative audit will be performed in the near future. He expects the report from May 2013 to present to be perfect. Dr. Sizer will clarify whether the future audits are held every three years or every two years. If every three years, then we will need to decide if we wish to change our current policy (Bi-annual review) as stated on page 39 of our governance manual.

 A motion was made by Mike Shipp and seconded by Joyce Brazzel that we accept these reports as presented. Motion was unanimously approved.

**BOARD** –

 **Board Job Description**

Alisa Lear stated that we have established a camaraderie as a board, attendance is good, we are monitoring our ENDS and Executive limitations on a consistent basis.

**Global Governance Commitment**

Alisa Lear stated that we have met this part of our obligation as a board.

**Governance Style**

Alisa Lear stated that we utilize the Governance style and are shifting to an outward vision as a board.

**Financial Conditions & Activities**

Dr. Sizer is in the middle of negotiations with DHH regarding the MOU that involves identification of a number of DHH benchmarksfor which we will be responsible. DHH is also looking at a strategic plan template that we will be required to use in developing a strategic plan for the future.

 A motion was made by Lorraine Reed and seconded by Charlie Trimble that we accept the above reports. Motion passed unanimously.

**Board Management DELEGATION** –

 **Nominating Committee needed in October:** Terri Spence was appointed by Ms. Lear to head a nominating committee to provide names to the board in January (per current policy) for voting for new officers. Secretary note: if we wish to have these names given to us in December, we will need to make a motion in October to pull forward the date on this one occasion.

 **December Social**

 Discussion was held and agreement was made that we will not meet in November and will have a combined social and regular meeting at the December Meeting which will be held at Monjuni's restaurant. Alisa Lear reminded everyone that while this meeting will include a social, we still have to have a quorum to be able to have a meeting.

**MONITORING** - (problems/concerns)

 **ED** No discussion

 **BOARD** -

 **Quarterly Mileage**

 Mileage will be submitted every four months, rather than once a year. Everyone was given copies of the mileage forms and reminded to bring them to the October meeting.

 **Information Requested by Board**

 **Liability**

 Dr. Sizer provided information to Alisa Lear that we are covered under the state for $5,000,000. We do not require any further insurance.

 **Meeting Location**

 We have discussed meeting at parish public library. However, they will not schedule for a year at a time. We can consider other locations in the parish, i.e ULM, West Monroe, Council on Aging, etc. Decision was made to stay at Health Unit.

 A motion was made by Lorraine Reed and seconded by Charlie Trimble to go into **Executive Session**.

**EXECUTIVE SESSION**

Subsequent to completion of executive session, motion was made by Mike Shipp and seconded by Terri Spence to adjourn the meeting. Motion passed unanimously.

Next Meeting – **October 14, 2014**

**5:30 PM**

**Ouachita Parish Health Unit**