



Hilltown Community Health Center

**BOARD MEETING
APRIL 28, 2016
HUNTINGTON HEALTH CENTER
6:00 PM**

AGENDA

1. Call to Order
2. Approval of the March 31, 2016 Meeting Minutes
3. Guest Presenter: Kim Savery, Director of Community Programs – Implementation of 1422 Grant
4. Finance Committee Report
 - Approval of March 31, 2016 Meeting Minutes
 - Request for funding for billing dept renovations
5. Executive Director / Senior Manager Reports
6. Committee Reports (as needed)
 - Executive Committee
 - Recruiting, Orientation, and Nominating (RON)
 - Corporate Compliance
 - Facilities
 - Personnel
 - Quality Improvement
 - Expansion
 - Strategic Planning
 - Fundraising and Development
7. New Business
 - Bylaws Review
 - Changes in Scope Discussion
 - HIPAA Security Policies Review
 - Medical Operations Policies Review
 - HR Policies Review
 - Variety of Other Policies for Review
8. Adjourn

HCHC BOARD OF DIRECTORS MEETING

Location: Worthington Health Center, Huntington, MA

Date/Time: 03/31/2016 6:00pm

MEMBERS: Wendy Lane Wright; Lew Robbins, Treasurer; Alan Gaitenby; Lee Manchester; Tim Walter; Nancy Brenner; Vice President; John Follet, President; Wendy Long; Lucy Fandel

STAFF: Eliza Lake, Executive Director Frank Mertes, CFO; Michael Purdy CCSO; Janet Laroche, Executive Assistant

ABSENT: Kimberly May, Clerk; Cheryl Hopson; Jeff Hagen, COO

Agenda Item	Summary of Discussion	Decision/Next Steps	Person Responsible/ Due Date
Approval of Minutes 02/25/2016	<p>John Follet called the meeting to order at 6:05pm.</p> <p>The February 25, 2016 minutes were reviewed by the Board members present. A motion was made to approve the February 25, 2016 minutes as written. The motion was seconded and with no discussion needed, the motion to approve the minutes was approved unanimously.</p>	<p>The February 25, 2016 minutes were approved</p>	
Finance Committee	<p>Lew Robbins reported on the March finance committee meeting. The annual audit was conducted the week of March 18th. A presentation from the auditors will be scheduled for the April finance committee meeting.</p> <p>The month of February had a deficit of \$173,000. Things that contributed to this include missed vacation accruals, a double billing error and bills that came in from 2015 after year-end. Vacation accruals are reported as an accrued expense and considered a liability on the books. To be better organized, vacation accruals will be recorded monthly going forward. It was asked if the Personnel Committee will be discussing accrued vacation time at an upcoming meeting? John Follet responded by saying that the committee has discussed this topic in the past and have come to the conclusion the majority of staff do not</p>		

	<p>abuse vacation accrual time which doesn't justify a change in the policy at this time. As for holiday time, there is not a cap, but accrued time rolls into vacation time if not used by the end of each year. Vacation time is capped at 5 weeks. The Personnel Committee will hold off on this topic until they are asked to revisit by Senior Management. The balance sheet will be cleaned up and maintained monthly, which the auditors agreed should be done. Quarterly budget forecasting will also now be done.</p> <p>The committee reviewed the Credit & Collection Policy for FY 2016. The committee recommended to the Board that this policy be approved. The format of this policy is different from other HCHC policies because it's in the format that the State of Mass requires. There have been no changes made from last year.</p> <p>The process in which Medicare is billed will be budgeted differently going forward to avoid the swings of financially good and bad months.</p>		
Executive Director Report	<p>Eliza began her report by sharing the Capital Campaign Packet that was created for the John P. Musante Health Center project. She reported that the Campaign Committee for Amherst has been formed. They plan to meet in April to discuss fundraising strategies.</p> <p>Eliza's also been in close contact with the architect and some structural questions still need to be answered regarding the space at the Bangs Center. It was reported that Lora Grimes, MD, the new provider in Worthington is working out well. There is another provider starting in July. Jennie Howland, MD is now per diem. In the oral health dept, we are down two dentists. We're now advertising for an Assistant Dental Director as a succession plan. There's consideration to interview</p>		

	<p>and hire limited license dentists again. Dentists with a limited license require more supervision according to the licensing regulations. In Behavioral Health, we still have not hired an LICSW. The job has been offered, but we have not received any acceptances. At the present time, a current clinician has taken leave for hip surgery. The director of the department is reaching out to Westfield State University and Smith College for interns. There is currently a three month waiting list for patients who would like to be seen. Our CHWs are contacting these people to find out if they're still wanting to be on the list and if their needs are being taken care. The on-site visit (OSV) from HRSA has been postponed to June 8-10. A new project officer will be assigned by HRSA. In regards to the nine program requirements the health center needs to meet, we're working on the sliding scale policy and procedures, including the process of identifying patients who qualify. Form 5A, related to our funding from HRSA requires a change in scope. At present, the form lists HCHC as providing prenatal care in-house, but this is not the case. We need to file a change in scope to uncheck this box on the form. We also need to add a check to the box for offering coverage for emergencies during and after hours (column 1). We offer this, but it's not listed on Form 5A. It's been realized that if we're offering a service, but it's not listed on this form, there is no FTCA malpractice insurance coverage and we're not allowed to use Federal money to talk about the service. Eliza asked that the Board vote on the changes requested to Form 5A. A motion was made to uncheck prenatal care offered in-house in column 2 on Form 5A, and check the box for coverage for emergencies during and after hours in column 1 on Form 5A. The motion was</p>		
		<p>Requested changes to form 5A for change in scope were voted upon and approved.</p>	

	A legislative breakfast is being planned at the Huntington location for a date in May instead of us going to State House Day. Eliza will share more information once the date is set.		
Facilities Committee	The facilities committee has not recently met. The safety committee has been meeting and will soon have some items for this committee to review.		
QI Committee	The QI committee had a meeting scheduled for March 25, but it needed to be cancelled. The committee is on track to meet HRSA guidelines by meeting a minimum of six times per year. The next meeting is scheduled for April 29 th .		
Corporate Compliance Committee	This committee met on March 24 th and the minutes from that meeting were distributed to the Board members. At this meeting the bylaws were discussed. John has reviewed the document and found the listing of committees to be out of date, but also the language in the document is vague enough to possibly make it ok to leave as is. Nancy Brenner offered to review the document as well. The Expansion committee also recently reviewed the document and felt the bylaws were ok. Term limits for officers is another area for discussion. Currently there are no limits set. John feels it's important to have limits which gives more people a chance to serve. John and Nancy will review the document again and report back on anything critical that they feel should be changed prior to the OSV.		
Personnel Committee	John Follet reported that this committee amended the bereavement leave policy by defining extended family. They recommended 5 consecutive days of leave for immediate family. Immediate family members have been defined in the policy. Two days of leave has been included for in-laws, cousins, aunts,		

	<p>uncles, and other extended family. Extended family is now defined as those members determined by blood, law and social proximity. Final approval will be determined by HR. This policy will be presented to the Board for approval in April.</p> <p>Changes to the sick leave bank program were also made. An illness is now defined as listed in the Family Medical Leave Act. This policy will also be presented to the Board for approval in April.</p> <p>The May meeting will include the review of the sick leave policy, social media and sexual harassment policies.</p> <p>It was noted that the health center has two social media policies – one for staff and one for the public.</p>		
Recruiting, Orientation & Nominating Committee	<p>It was reported that Alan Gaitenby is now a member of the committee. The Board is still short 1 member. John Follet added that a recent meeting in Amherst he attended brought up questions related to our Board membership. Three members of the Amherst advisory committee would likely become members of the HCHC Board. The RON committee along with the full Board would schedule interviews with nominees to determine future members.</p>		
Expansion Committee	<p>Lee Manchester reported that this committee also reviewed the Bylaws and asked if some additions and changes would be needed due to the expansion to Amherst. At some point, some policies will need to be changed due to the new satellite location. He's been attending meetings being held in Amherst as his schedule allows. The committee will meet again in May.</p>		
Old Business	None		
New Business			

<p>Policy Reviews</p>	<p>There's a small group of staff working on organizing all HCHC policies. The policies are being reviewed, updated and brought to the Board for approval. For future meetings, a group of policies will be brought forward each month and reviewed yearly going forward. The Board is required to vote on all HCHC policies yearly. The procedure does not need to be reviewed, only the policy. The policies reviewed and voted upon at this meeting include:</p> <p>Various Department Policies</p> <p>Procedure for unplanned, short-notice absences from work; a motion was made to approve the Procedure for unplanned, short-notice absences from work. Without further discussion, the motion was seconded and approved. Clinical record documentation, storage and archiving policy; a motion to approve the Clinical record documentation, storage and archiving policy. Without further discussion, the motion was seconded and approved. Disposal of outdated controlled substances or prescription medications policy; a motion was made to approve the Disposal of outdated controlled substances or prescription medications policy. Without further discussion, the motion was seconded and approved. Health Center closure policy; a motion was made to approve the Health Center closure policy. Without further discussion, the motion was seconded and approved. Fire safety and evacuation policy; a motion was made to approve the fire safety and evacuation policy. Without further discussion, the motion was seconded and approved. Firearms in the workplace policy; a motion was made to approve the firearms in the workplace policy. A discussion began regarding this policy. A</p>	<p>Policies approved:</p> <ul style="list-style-type: none"> • Procedure for unplanned, short-notice absences from work; • Clinical record documentation, storage and archiving • Disposal of outdated controlled substances or prescription medications • Health Center closure • Fire safety and evacuation • Firearms in the workplace • Corporate furlough • Medical providers privileging • Patient complaint and grievance • Patient termination • Schedule change/time off requests 	
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	<p>patient recently came to an appointment with a gun. He was nicely told about our policy after his visit. There are signs posted on all entrances to the sites. It was asked if we could publicize the policy, but it was felt this could cause issues. Without any further discussion, the motion was seconded and approved.</p> <p>Corporate furlough policy; a motion was made to approve the Corporate furlough policy. A discussion then began regarding this policy. It was asked if this should be reviewed by the personnel committee first? The personnel committee has reviewed this in the past. Also, it was asked if future pay increases would be based on a person's actual salary or pay with a furlough? It was determined that a future pay increase would be based on a person's actual salary. Without any further discussion, the motion was seconded and approved.</p> <p>Medical providers privileging policy; a motion was made to approve the Medical providers privileging policy. A discussion then began regarding this policy. This is for medical providers only and HCHC has not had a policy for privileging in the past. This is for the procedures that doctors and nurse practitioners provide. Without any further discussion, the motion was seconded and approved.</p> <p>Patient complaint and grievance policy; a motion was made to approve the Patient complaint and grievance policy. Without further discussion, the motion was seconded and approved.</p> <p>Patient termination policy; a motion was made to approve the Patient termination policy. Without further discussion, the motion was seconded and approved.</p> <p>Schedule change/time off requests policy; a motion was made to approve the Schedule changes/time off requests</p>	<ul style="list-style-type: none"> • Refusal of recommended care • Employee use of social media • Telephone coverage • Telephonic patient access at lunchtime • Time off during 90-day probation period • Assigned HIPAA privacy officer policy • Disclosure of behavioral health PHI requiring patient consent • Disclosure of PHI requiring patient consent • Uses and disclosures of PHI without patient consent • HIPAA documentation requirements • HIPAA privacy management • Physical safeguards for patient privacy • HIPAA training requirement • Patient's right to access, inspect and/or copy • Reporting of alleged violations • Requests for confidential communication or restricted 	
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	<p>policy. Without further discussion, the motion was seconded and approved. Refusal of recommended care policy; a motion was made to approve the Refusal of recommended care policy. Without further discussion, the motion was seconded and approved. Employee use of social media policy; a motion was made to approve the Employee use of social media policy. Without further discussion, the motion was seconded and approved. Telephone coverage policy; a motion was made to approve the Telephone coverage policy. Without further discussion, the motion was seconded and approved. Telephonic patient access at lunchtime policy; a motion was made to approve the Telephonic patient access at lunchtime policy. Without further discussion, the motion was seconded and approved. Time off during 90-day probation period policy; a motion was made to approve the Time off during 90-day probation period policy. Without further discussion, the motion was seconded and approved.</p> <p>HIPAA Policies</p> <p>Assigned HIPAA privacy officer policy; a motion was made to approve the Assigned HIPAA privacy officer policy. Without further discussion, the motion was seconded and approved. Disclosure of behavioral health PHI requiring patient consent policy; a motion was made to approve the Disclosure of behavioral health PHI requiring patient consent policy. Without further discussion, the motion was seconded and approved. Disclosure of PHI requiring patient consent policy; a motion was made to approve the Disclosure of PHI requiring patient consent policy. Without further</p>	<p>access to electronic chart</p> <ul style="list-style-type: none"> • Patient's right to request an amendment to a clinical record • Establishment of business associate agreements • Safeguarding patient information of deceased patients • Board resolution endorsing and authorizing the development and implementation of a compliance program • Credit and collection policy FY 2016 	
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	<p>discussion, the motion was seconded and approved.</p> <p>Uses and disclosures of PHI without patient consent policy; a motion was made to approve the Uses and disclosures of PHI without patient consent policy. Without further discussion, the motion was seconded and approved.</p> <p>HIPAA documentation requirements policy; a motion was made to approve the HIPAA documentation requirements policy. Without further discussion, the motion was seconded and approved.</p> <p>HIPAA privacy management policy; a motion was made to approve the HIPAA privacy management policy. Without further discussion, the motion was seconded and approved.</p> <p>Physical safeguards for patient privacy policy; a motion was made to approve the Physical safeguards for patient privacy policy. Without further discussion, the motion was seconded and approved.</p> <p>HIPAA training requirement policy; a motion was made to approve the HIPAA training requirement policy. Without further discussion, the motion was seconded and approved.</p> <p>Patient's right to access, inspect and/or copy policy; a motion was made to approve the Patient's right to access, inspect and/or copy policy. Without further discussion, the motion was seconded and approved.</p> <p>Reporting of alleged violations policy; a motion was made to approve the Reporting of alleged violations policy. Without further discussion, the motion was seconded and approved.</p> <p>Requests for confidential communication or restricted access to electronic chart policy; a motion was made to approve the Requests for confidential communication or restricted access to electronic chart</p>		
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	<p>policy. Without further discussion, the motion was seconded and approved. Patient's right to request an amendment to a clinical record policy; a motion was made to approve the Patient's right to request an amendment to a clinical record policy. Without further discussion, the motion was seconded and approved.</p> <p>Establishment of business associate agreements policy; a motion was made to approve the Establishment of business associate agreements policy. Without further discussion, the motion was seconded and approved.</p> <p>Safeguarding patient information of deceased patients policy; a motion was made to approve the Safeguarding patient information of deceased patients policy. Without further discussion, the motion was seconded and approved.</p> <p>Corporate Compliance Policy</p> <p>Board resolution endorsing and authorizing the development and implementation of a compliance program; John Follet explained that part of HCHC's compliance program to is to have a Board resolution endorsing and approving of the program. A motion was made to approve the Board resolution endorsing and authorizing the development and implementation of a compliance program. Without further discussion, the motion was seconded and approved.</p> <p>Financial Policy</p> <p>Credit and collection policy FY 2016; A motion was made to accept the Credit & Collection Policy FY 2016 as written. A discussion then began regarding this policy. There aren't any changes to this year's policy. It's the same as last year's. The format is in the requested format from</p>		
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	<p>the state and the attachments are in the order that the state has asked for. It was asked if there's any documentation on how well this policy has worked in the past? There is not any formal documentation, but the policy has worked. The motion was seconded and with no further discussion needed, the motion to approve the Credit & Collection Policy for FY 2016 was approved unanimously.</p>		
2016 Annual Meeting	<p>Janet presented to the Board the date of Wednesday, June 1st and the venue of Tekoa Country Club in Westfield as a possibility for this year's annual meeting. With the increased number of staff and the decreased number of venues in the hilltowns that will accommodate the size of our group, Tekoa became an option. Price is \$25.95 per person for a buffet dinner. A motion was made to accept June 1st as the date and to book Tekoa Country Club for this year's annual meeting. The motion was seconded and with no discussion needed, the motion to approve the date and venue for the Annual Meeting was approved by all.</p> <p>Marie Burkart and Janet Laroche are working on the layout and information for this year's annual report. Eliza is working on finding a speaker for the event.</p>	<p>Annual Meeting to take place Wednesday, June 1st at Tekoa Country Club</p>	<p>Janet to reserve the room and invite staff.</p>
Adjourn	<p>The meeting adjourned at 7:50pm. The next meeting is scheduled for Thursday, April 28, 2016 at 6:00pm at the Huntington Health Center.</p>		

Awaiting Approval – April 28, 2016 – Huntington Meeting Minutes

Committee: Finance Meeting Location: Worthington Date: April 28, 2016 @ 5:30 P.M.

Committee Members present: ☒ Lewis Robbins, ☒ Tim Walter, Staff: ☒ Eliza Lake, ☒ Frank Mertes, , ☒ Pat Kirouac

Agenda Item	Summary of Discussion	Decision / Next Steps	Person Responsible / Due Date
Meeting called to order.	Meeting called to order by Mr. Robbins at 5:30 pm	N/A	Mr. Robbins
Old Business: Minutes for March 31, 2016	Minutes from the March Finance Committee meeting were presented. Mr. Robbins made a motion and Mr. Walter seconded to accept the minutes as written.	Approved	N/A
Results for Q1 Ending March 2016	<p>Mr. Mertes presented and reviewed results for Q1 FY 2016.</p> <p>Mr. Mertes informed the Finance Committee that the preliminary April results looked to be below budget due to lower than anticipated Dental and Medical visits.</p> <p>During the presentation Mr. Robbins suggested that a more compact and less detailed presentation be presented going forward. Mr. Mertes agreed that there may be too much detail to cover in such a short period. It was decided that Mr. Mertes would present a new format that would have less detail and could be passed on to the full board by the Finance Com. It was also decided by the Finance Com. that future meetings should be scheduled for a full hour, starting at 5:00P.M.</p>	<p>Present summary results.</p> <p>Meeting change from ½ hr. to full hour</p>	<p>Mr. Mertes</p> <p>All</p>

Agenda Item	Summary of Discussion	Decision / Next Steps	Person Responsible / Due Date
Capital Request	<p>Due to time constraints the request was tabled for a future meeting, NO VOTE TAKEN</p> <p>Worthington – Second floor Renovation –Total \$19,500</p> <ul style="list-style-type: none"> a. Remove and replace AC Unit - \$4,500 b. Ceiling renovation - \$3,500 c. Flooring – \$11,500 	Resubmit at future meeting	Mr. Mertes
Meeting Adjourned	Vote to adjourn meeting made by Mr. Walter and seconded by Mr. Lewis.	Approved	N/A

Respectfully submitted,

Frank Mertes, on behalf of Finance Committee



HCHC Facilities Committee

Meeting Agenda and Minutes

Meeting Date: April 22, 2016

Members Present: Jeff Hagen, Alan Gaitenby, Russ Jordan, Janet Laroche, Frank Mertes

ITEM	TIME	NOTES
Minutes approval	5 min	No minutes to approve
Agenda Item:	45min	Discussion
Emergency Prep Grant <ul style="list-style-type: none"> Purchase video badging software package - \$1740.00 Purchase proximity cards for bldg entry - \$750.00 Install two HID locks in the WHC site - waiting for quote 	10 min	Jeff to complete purchase req and submit. Russ to order from vendor Will enable all employees to have ID as required by HRSA & DPH Programmable for electronic locks These locks will go on the medical and dental employee entrances and will spend out the emergency prep grant for 2016
9 Russell Rd <ul style="list-style-type: none"> Cat 6 wiring completed Server rack installed 	5 min	Budgeted in the 1422 grant budget. Facilities-related infrastructure required for completion of IT / Phone project
Grounds Maintenance <ul style="list-style-type: none"> HHC parking lot swept WHC within two weeks Russ to contact landscaping schools to check on feasibility of creating intern projects. 	5 min	Lines to be repainted after next rain Pending More discussion to follow
Billing renovation <ul style="list-style-type: none"> Quotes obtained for floor and ceiling Quote for A/C split unit 	15 min	This was quoted during Q4 2015. Discussion updated the costs and feasibility of the project. Frank to determine how to fund and to discuss with Finance Committee Russ to get quote to replace existing unit with new split A/C unit. Frank to discuss with Finance Committee
WHC bathrooms <ul style="list-style-type: none"> Installation of ceiling vents w/fans 	10 min	Russ to purchase three (3) vent fans and install in the bathrooms. This has been an ongoing issue.
Additional Issues:	5 min	None listed
Next Meeting:	5 min	To be determined

Hilltown Community Health Centers

Policy: Bylaws of Hilltown Community Health Ctrs	Manual: Administrative
Effective Date: 07/31/2007	Revision Date: 04/14/2016
Number of Pages: 8 <u>9</u>	Number of Forms:
Approved By: HCHC Board of Directors	Date Reviewed/Approved:

BYLAWS

of

HILLTOWN COMMUNITY HEALTH CENTERS, INC.

As Amended Effective

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BYLAWS
OF
HILLTOWN COMMUNITY HEALTH CENTERS, INC.

As Amended Effective November 26, 2012

ARTICLE I
Name and Purposes

Section 1.1 Name and Purposes. The name and purposes of this Corporation, Hilltown Community Health Centers, Inc., shall be as set forth in its articles of organization, as may be amended or restated from time to time. The Corporation is organized exclusively for charitable, educational, and scientific purposes within the meaning of Massachusetts General Laws, Chapter 180 and Section 501(c)(3) of the Internal Revenue Code, as amended, and to carry on activities in furtherance of such purposes.

ARTICLE II
No Members

Section 2.1 No Members. The Corporation shall have no members. Any action or vote required or permitted by Massachusetts General Laws, Chapter 180, as may be amended, to be taken by members shall be taken by action or vote of the same percentage of directors of the Corporation in accordance with Section 3 of said Chapter, as may be amended.

ARTICLE III
Board of Directors

Section 3.1 Number, Term, and Election. The number of directors shall be at least nine and no more than fifteen of which a majority shall be users of the services of the Corporation. Of the non-users, no more than 50 percent shall be persons who derive ten percent or more of their income from the direct providing of health care. The term of a director shall be three years, and directors are eligible for re-election. The Executive Director is an ex-officio non-voting member of the Board. Individuals who are employees of the Corporation may not serve as directors and immediate family members of employees may not serve on the Board.—The directors may elect individuals to the Board of Directors at the annual meeting of the directors or at any meeting of the directors called for that purpose. Individuals shall be elected to the Board of Directors so that the terms of approximately one-third (or as close as practicable) of the directors shall expire each year.

Section 3.2 Powers. The Board of Directors shall have and may exercise all the powers of the Corporation, consistent with the Articles of Organization, as may be amended from time to time, and relevant law.

Duties of the Board are to:

- Approve the selection and dismissal of the Executive Director ~~chief executive or program director of the health center;~~
- Perform an annual performance evaluation of the Executive Director; conducted by the Executive Committee, reviewed and approved by the Board;
- Select the services to be provided by the center;
- Approve the hours during which services will be provided;
- Approve the center's section 330 grant application ~~grant applications and contracts;~~
- Approve the center's annual budget;
- Establish general policy for the center (including personnel, health care, fiscal, and quality assurance/improvement policies);
- Participate in organizational strategic planning and approve a strategic plan;
- Conduct self evaluations annually;
- Be responsible for ensuring that the health center is operating in accordance with applicable federal, state and local laws and regulations, as well as its own established policies and procedures;
- Measure and evaluate the organization's progress and long-term programmatic and financial goals;
- Oversee the measurement and monitoring of patient satisfaction.

Section 3.3 Executive Director. The Board of Directors shall select an Executive Director and shall determine the terms of his/her employment. The Executive Director shall be the chief executive officer of the Corporation. Her duties and powers shall be those generally assigned to the chief executive officer of a non-profit corporation, and shall include the general charge and supervision of the affairs of the Corporation and the power and responsibility to enforce all Bylaws, rules and regulations made by or under the authority of the Board of Directors or the Executive Committee to see that all requirements of law and appropriate governmental authorities are duly observed in the conduct of the affairs of the Corporation and to execute in the name of the Corporation all deeds/leases/contract and similar documents. It shall also be the duty of the Executive Director to plan/organize, maintain and control the operation of the Corporation within the policies established by the Board of Directors. The Executive Director shall analyze and report and advise the Board of all material matters on a timely basis, and shall participate in all appropriate committees in order to maintain a high degree of communication and cooperation within the Corporation. The Executive Director may be included in executive session meetings if the session is not pertaining to the Executive Director. The Executive Director shall normally be the official representative and spokesperson for the Corporation.

Section 3.4 Annual and Regular Meetings. The annual meeting and regular meetings of the Board of Directors shall be held at such places, within or without the Commonwealth of Massachusetts, and at such times as the Board of Directors may by vote from time to time determine. Regular meetings shall be held monthly. No notice shall be required for any annual or regular meeting held at a time and place fixed in advance by vote of the Board of Directors. Minutes of meetings are recorded by an executive assistant, approved by the Board, and stored in Board of Directors files.

Section 3.5 Special Meeting. Special meetings of the Board of Directors may be held at any time and at any place, within or without the Commonwealth of Massachusetts, when called by the President or by two or more directors, reasonable notice thereof, stating the purposes of such meeting, being given to each director by the Clerk, or, in case of the death, absence, incapacity or refusal, of the Clerk, by the President or by the directors calling the meeting, or at any time without call or formal notice, provided all the directors are present or waive notice thereof by a writing which is filed with the records of the meeting. In any case, it shall be deemed sufficient notice to a director to send notice by mail at least three (3) days before the meeting, addressed to the director at his or her usual or last known business or residence address.

Section 3.6 Quorum. At any meeting of the directors, a majority of the directors then in office shall constitute a quorum. When a quorum is present at any meeting, the affirmative vote of a majority of the directors present or represented at such meeting and voting on the matter shall, except where a larger vote is required by law, by the Articles of Organization or by these Bylaws, decide any matter brought before such meeting.

Section 3.7 Consent in Lieu of Meeting. Any action by the directors may be taken without a meeting if a written consent thereto is signed by all the directors and filed with the records of the directors' meetings. Such consent shall be treated as a vote of the directors for all purposes.

Section 3.8 Presence Through Communication Equipment. Unless otherwise prohibited by law or the Articles of Organization, members of the Board of Directors may participate in a meeting of the Board by means of a conference telephone or similar communication equipment by means of which all persons participating in the meeting can hear each other at the same time, and participation by such means shall constitute presence in person at a meeting.

ARTICLE IV Committees

Section 4.1 Committees. There shall be an Executive Committee, a Finance Committee, a Corporate Compliance Committee and such other standing or special committees of the Board as the Board may determine. Except as otherwise set forth in these Bylaws, the President of the Corporation shall appoint the chair and members of any such committee, and, the members of any such committee shall serve at the pleasure of the chair of such committee. Except as otherwise set forth in these Bylaws or as may be determined by the directors, committees shall conduct their affairs in the same manner as is provided in these Bylaws for the directors. Each committee shall keep regular minutes of its meetings and report the same to the Board of Directors when requested.

Section 4.2 Scope of Committees. The Executive Committee shall be chaired by the President of the Corporation and shall consist of the President, Vice-President, Treasurer and Clerk of the Corporation. Unless the directors shall otherwise determine prior to any such action by the Executive Committee, the Executive Committee, between meetings of the Board of Directors, shall be entitled to act all matters as to which the Board of Directors would have been entitled to act and as to which it is permitted under law, these Bylaws, and the Articles of Organization, to delegate to the Executive Committee.

There shall be a Finance Committee, the chair of which shall be the Treasurer. The Finance Committee shall provide advice and recommendations to the Board in all matters pertaining to the fiscal affairs of the Corporation, including the annual budget. There shall be a Corporate Compliance Committee which will consist of include the members of the Executive Committee. The Corporate Compliance Committee shall provide advice and recommendations to the Board in all matters pertaining to corporate compliance.

ARTICLE V Officers

Section 5.1 Election. The officers of the Corporation shall consist of a President, Vice President, Treasurer, Clerk and such other officers as the Board of Directors may determine. All officers shall have one year terms and shall be eligible for reelection. All officers shall be elected by the directors at any annual meeting of the directors, or at any meeting of the directors called for that purpose, and shall serve at the pleasure of the directors. Vacancies in any office shall be filled by the directors.

Section 5.2 Qualification and Powers. Officers shall be directors. So far as is permitted by law, any two or more offices may be filled by the same person. Subject to law, to the Articles of Organization, and to these Bylaws, each officer shall hold office until his or her successor is elected, or until such officer sooner dies, resigns, is removed, or becomes disqualified. Each officer shall, subject to these Bylaws, have in addition to the duties and powers herein set forth, such duties and powers as are commonly incident to such office, and such duties and powers as the Board of Directors may from time to time designate.

Section 5.3 President. The President shall preside at all meetings of the Board of Directors and shall be, ex officio, a member of all committees with the right to vote.

Section 5.4 Vice President. The Vice President shall have and may exercise all the duties and powers of the President during the absence of the President or in the event of the President's incapacity or other inability to act. The Vice President shall have such other duties and powers as the directors may determine.

Section 5.5 Treasurer. The Treasurer shall, subject to the direction and under the supervision of the Board of Directors, have general oversight of the financial concerns of the Corporation.

Section 5.6 Clerk. The Clerk shall be responsible for the keeping of a record of all meetings of the Board of Directors. In the absence of the Clerk from any such meeting, the Assistant Clerk, if any, or a Temporary Clerk designated by the directors, shall perform the duties of the Clerk.

ARTICLE VI
Resignations and Removals

Section 6.1 Resignations and Removals. Any director, officer, or committee member may resign at any time by delivering his or her resignation in writing to the President or Clerk or to a meeting of the Board of Directors. The directors may, by two-thirds vote at any meeting called for that purpose, remove from office any director, officer, or committee member, with or without cause.

ARTICLE VII
Fiscal Year

Section 7.1 Fiscal Year. Except as may be from time to time otherwise determined by the Board of Directors, the fiscal year of the corporation shall end on the last day of December.

ARTICLE VIII
Indemnification

Section 8.1 Officers and Directors. The Corporation shall, to the extent legally permissible, indemnify its officers and directors, and their respective heirs, executors, administrators or other representatives from any costs, expenses, attorneys' fees, amounts reasonably paid in settlement, fines, penalties, liabilities and judgments incurred while in office or thereafter by reason of any such officer or director being or having been an officer or director of the Corporation or by reason of such officer or director's serving or having served at the request of the Corporation as committee member, officer, director, trustee, employee, or other agent of another organization, or in any capacity with respect to any employee benefit plan, unless, with respect to the matter as to which indemnification is sought, the officer or director shall have been or is adjudicated in any proceeding not to have acted in good faith in the reasonable belief that his or her action was in the best interests of the Corporation, or, to the extent that such matter relates to service with respect to an employee benefit plan, in the best interests of the participants or beneficiaries of such employee benefit plan. Such indemnification may include payment by the Corporation of expenses incurred in defending a civil or criminal action or proceeding in advance of the final disposition of such action or proceeding upon receipt of an undertaking by the person to be indemnified to repay such payment if he or she shall be not entitled to indemnification under this paragraph.

Section 8.2 Employees and Agents. The Corporation, to the extent legally permissible, may indemnify its employees and other agents, including but not limited to its volunteers and persons acting as members of committees of the Corporation, from any costs, expenses, attorneys' fees, amounts reasonably paid in settlement, fines, penalties, liabilities and judgments incurred while in office or thereafter by reason of any such person's being or having been an employee or agent of the Corporation or by reason of such person's serving or having served at the request of the Corporation as committee member, officer, director, trustee, employee, or other agent of another organization, or in any capacity with respect to any employee benefit plan, unless, with respect to the matter as to which indemnification is sought, the employee or agent

shall have been or is adjudicated in any proceeding not to have acted in good faith in the reasonable belief that his or her action was in the best interests of the Corporation, or, to the extent that such matter relates to service with respect to an employee benefit plan, in the best interests of the participants or beneficiaries of such employee benefit plan. Such indemnification may include a payment by the Corporation of expenses incurred in defending a civil or criminal action or proceeding in advance of the final disposition of such action or proceeding upon receipt of an undertaking by the person to be indemnified to repay such payment if he or she shall be not entitled to indemnification under this section. In determining whether to provide indemnification under this paragraph, the Corporation may consider, among other factors, whether and to what extent insurance is or was available to the person seeking indemnification and whether and to what extent insurance is available to the Corporation for such indemnification.

ARTICLE IX

Conflicts

Section 9.1 Conflicts. Each director has the responsibility to disclose fully to the Board of Directors, at such time and in such a manner as may be appropriate and consistent with policies of the Corporation, either by voice at the meeting at which the measure concerned is to be considered or in writing to the Clerk prior to such meeting, the existence of any dual interest of such director in transactions or other matters involving the Corporation in which such director may have, directly or indirectly, a separate personal interest of any nature, and such further information as may be materially relevant for consideration by the Board of Directors concerning any such matter or transaction, and to refrain, except for such disclosure and as otherwise may be appropriate, from participating in such consideration and the decision of the Board of Directors with respect to such matter or transaction, in order that the Board of Directors may at all times continue to act in the best interests of the Corporation.

ARTICLE X

Amendments

Section 10.1 Amendments. The directors may, by vote of a majority of such directors then in office, at any duly called regular or special meeting, amend or repeal these Bylaws in whole or in part provided that: (1) the general substance of the proposed amendment to the Bylaws was discussed at the immediately prior duly called regular or special meeting of the Board of Directors, as reflected in the minutes of such meeting approved by the Board, and (2) notice of the proposed amendment to the Bylaws, including a copy of the general substance of such proposed amendment, is included in the notice provided to directors of the meeting at which such amendment vote is to take place.

ARTICLE XI

Anti-Discrimination

Section 11.1 Anti-Discrimination. In all matters of its operation including, without limitation, treatment of patients, selecting and dealing with employees and contractors and selecting members, directors and officers, the Corporation shall not discriminate against any person on the basis of race, religion, sex, sexual preference, age or national origin. The

Corporation shall also, consistent with law, encourage the utilization of minority contractors wherever possible.

Approved by the Board of Directors at a meeting held on July 31, 2007.

Re-approved by the Board of Directors at a meeting held on August 27, 2012.

Approved with changes by the Board of Directors at a meeting held on November 26, 2012.

I hereby certify that these By-laws of Hilltown Community Health Centers, Inc. are a complete and accurate copy of the original documents as adopted on ~~November 26, 2012~~.

Signature of Governing Board Chairperson

Date

Printed Name

Hilltown Community Health Centers

Income Statement

Agency			
	1/1/2016 to 3/31/2016 Actual	1/1/2015 to 3/31/2015 Actual	Change
OPERATING ACTIVITIES			
Revenue			
Patient Revenue			
Patient Revenue Gross	\$2,030,104	\$1,992,157	\$37,948
Contractual Allow. Pat. Rev.	(\$747,923)	(\$645,194)	(\$102,730)
Refunds, Discounts & Adjustments	(\$1,264)	(\$5,003)	\$3,738
Free Care	(\$72,700)	(\$117,300)	\$44,600
Bad Debt	\$5,125	(\$9,569)	\$14,694
Other Patient Related Revenue	\$13,191	\$3,374	\$9,817
Total Net Patient Revenue	\$1,226,532	\$1,218,465	\$8,068
Grant & Contract Income	\$532,811	\$417,889	\$114,922
Rental Income	\$8,773	\$5,764	\$3,009
Interest Income	\$85	\$69	\$16
Total Revenue	\$1,768,201	\$1,642,186	\$126,015
Expense			
Compensation & Related Expenses			
Salaries & Wages	(\$1,375,125)	(\$1,323,366)	(\$51,758)
Fringe Benefits	(\$101,922)	(\$92,735)	(\$9,187)
Contract Labor	(\$19,324)	(\$18,560)	(\$764)
Employee Related Costs	(\$42,717)	(\$24,636)	(\$18,081)
Total	(\$1,539,088)	(\$1,459,297)	(\$79,791)
Other Expenses			
Facility, Building Costs	(\$84,683)	(\$81,464)	(\$3,219)
Equipment & Leases	(\$51,714)	(\$26,198)	(\$25,516)
Depreciation	(\$41,616)	(\$42,739)	\$1,123
Supplies & COGS	(\$75,086)	(\$64,330)	(\$10,757)
Outside Labs	(\$30,194)	(\$44,128)	\$13,934
Legal & Professional	(\$8,327)	(\$7,252)	(\$1,075)
Advertising & Marketing	(\$3,806)	(\$3,438)	(\$368)
Other Costs	(\$14,837)	(\$8,119)	(\$6,718)
Interest Expense	(\$5,439)	(\$6,311)	\$871
Total	(\$315,704)	(\$283,979)	(\$31,726)
Total Expense	(\$1,854,792)	(\$1,743,276)	(\$111,517)
NET OPERATING ACTIVITIES	(\$86,591)	(\$101,089)	\$14,499
NON-OPERATING ACTIVITIES			
Donations, Pledges, & Gifts	\$46,321	\$48	\$46,274
Investment Income	\$17,376	\$23,885	(\$6,509)
NET NON-OPERATING ACTIVITIES	\$63,697	\$23,933	\$39,764
NET RPLUS/(DEFICIT)	(\$22,894)	(\$77,157)	\$54,263

Community Health Centers Balance Sheet

	3/31/2016	3/31/2015	\$ Change
Assets			
Current Assets			
Cash - Operating Fund	\$291,324	\$221,323	\$70,001
Cash - Restricted	\$58,332	\$0	\$58,332
Patient Receivables	\$734,333	\$669,701	\$64,632
Less Allow. for Doubtful Accounts	(\$30,590)	(\$109,959)	\$79,369
Less Allow. for Contractual Allowances	(\$337,927)	\$0	(\$337,927)
A/R 340B-Pharmacist	\$11,405	\$1,434	\$9,971
A/R 340B-State	\$1,319	\$1,918	(\$599)
Contracts & Grants Receivable	\$205,240	\$40,901	\$164,339
Prepaid Expenses	\$35,400	\$65,397	(\$29,997)
A/R Pledges Receivable	\$29,537	\$0	\$29,537
Total Current Assets	\$998,374	\$890,716	\$107,658
Property & Equipment			
Land	\$204,506	\$204,506	\$0
Buildings	\$2,613,913	\$2,613,913	\$0
Improvements	\$872,646	\$815,214	\$57,432
Equipment	\$1,254,610	\$1,204,087	\$50,523
Construction in Progress	\$36,550	\$0	\$36,550
Total Property and Equipment	\$4,982,225	\$4,837,720	\$144,505
Less Accumulated Depreciation	(\$2,202,577)	(\$2,037,236)	(\$165,341)
Net Property & Equipment	\$2,779,647	\$2,800,484	(\$20,836)
Other Assets			
Restricted Cash	\$53,771	\$53,717	\$54
United Bank Cash	\$0	\$4	(\$4)
Pharmacy 340B and Optometry Inventory	\$17,146	\$18,392	(\$1,246)
Investments Restricted	\$5,481	\$5,711	(\$230)
Investment - Vanguard	\$384,021	\$400,059	(\$16,038)
Total Other Assets	\$460,419	\$477,884	(\$17,464)
Total Assets	\$4,238,441	\$4,169,083	\$69,358

	3/31/2016	3/31/2015	\$ Change
Liabilities & Fund Balance			
Current & Long Term Liabilities			
Current Liabilities			
Accounts Payable	\$284,245	\$128,040	\$156,205
Notes Payable	\$30,875	\$35,380	(\$4,506)
Sales Tax Payable	\$53	\$115	(\$62)
Accrued Expenses	\$6,133	\$13,144	(\$7,010)
Accrued Payroll Expenses	\$445,738	\$311,420	\$134,318
Payroll Liabilities	\$9,385	\$7,937	\$1,448
Unemployment Escrow	\$826	\$826	\$0
Deferred Contract Revenue	\$47,179	\$60,570	(\$13,391)
Total Current Liabilities	\$824,434	\$557,432	\$267,002
Long Term Liabilities			
Mortgage Payable United Bank	\$213,980	\$229,822	(\$15,841)
Mortgages Payable USDA Huntington	\$209,438	\$220,142	(\$10,704)
Mortgages Payable CDBG Worthington	\$26,000	\$78,004	(\$52,004)
Total Long Term Liabilities	\$449,418	\$527,967	(\$78,549)
Total Liabilities	\$1,273,853	\$1,085,399	\$188,454
Fund Balance / Equity			
Fund Balance Prior Years	\$2,964,588	\$3,083,684	(\$119,096)
Total Fund Balance / Equity	\$2,964,588	\$3,083,684	(\$119,096)
Total Liabilities & Fund Balance	\$4,238,441	\$4,169,083	\$69,358

Executive Director Report: April 27, 2016

Tomorrow evening, you will hear a report from Kim Savery, the Community Programs Director, about the 1422 grant that HCHC has been implementing over the last few months. This project, which is large and encompasses many departments and processes, is part of our efforts to develop a strong(er) **population health management** system, in which we identify individuals at risk of developing conditions that could result in increased costs to insurers, HCHC, and, ultimately, the health care system. This effort is particularly important in light of MassHealth's release this month of its plan for future cost controls and **movement toward alternative payment mechanisms**. I have not had a chance to digest the details of the shift yet, but (if you are really curious!) you can see the materials they released at [this link](#) that outline the plan to rely on Accountable Care Organizations (ACOs) in the future. I hope that Frank and I will have a chance to do so before our next meeting, but I do know that the MassLeague is planning to start a conversation with all health centers in late May and during the summer. I will of course keep you informed as I learn more about the possible implications for HCHC.

Various other projects are also moving forward. Jeff and I attended a two day **Corporate Compliance** Training in Portland, ME, and came back with a long list of changes and fixes that we need to make to some of our processes. Some of these are relatively minor, and some will come to the Board as matters of policy. Jeff has just completed a new draft of a Corporate Compliance policy that we will be bring before the Board in May, which should meet all of the requirements of the Office of the Inspector General, but about which HRSA will ask us during the OSV. It should be a much clearer plan than the one we have in place currently, and will include the Standard of Conduct that we will have all staff acknowledge and accept. There are other changes that I need to discuss with HRSA before bringing it before the Board, primarily related to ensuring that we are taking full advantage of the malpractice protections that we are afforded as a Federally Qualified Health Center.

I have also been very impressed with our newly formed **Safety Committee**, which is comprised of staff from a number of departments and does not include any Senior Managers. The Committee has met every two weeks, and has presented Senior Management with a set of suggestions for improvements that we are addressing as quickly as possible. Today I attended their meeting with Huntington Police Chief Garriepy during which we primarily discussed how to develop preparedness plans, training, and physical plant changes in response to possible aggressive intruders. I am very happy with how the group has taken initiative, and anticipate that their efforts will lead to greater staff comfort and preparedness.

Other updates:

- **Amherst:** This morning was the first meeting of the Capital Campaign Committee, and it does feel like the fundraising will go very smoothly and very quickly. While the ultimate goal is to have all the money raised by the time the site opens its doors, the hope is that it will all be secured by the end of the year. Marie Burkart, our Development Director, has submitted applications for grant funding from Florence Bank and People's Bank, and we are waiting to hear whether the Community Foundation of Western Massachusetts will consider our application for capital project

funding since we already get programmatic funding from them (and I won't jeopardize our domestic violence program's funding for Amherst). The architect is still tying up loose ends with the plans, but I am not sure what the impact will be on the timeline until he and I meet next. The Outreach Committee is meeting and developing plans and materials for tabling at events in the community over the spring and summer.

- **Legislative Breakfast on May 13th in Huntington:** I hope that all of you will be able to join us for this opportunity to talk with our legislators about the organization and how they can best support us in Boston. The Mass League will send a representative if possible. We will get you more details about attendees in the next week.
- HRSA has released a new **New Access Point funding opportunity** that, were we not so busy with opening Amherst, I think we would consider for Westfield or even possibly Ware. Given the hard work ahead to get the Musante Health Center open, however, and the timing of the funding (which would require opening the new site at essentially the exact same time), we are not seriously considering applying. If the Board feels that we should reexamine this decision, please let me know. The only concern is that this may be the last opportunity for a while, and it is a critically important way to expand with additional operational support.
- As you clearly know, we are still generating policies for your review in preparation for the **Operational Site Visit**. We have a draft of a new Needs Assessment that we will send out for your review shortly, and will have more policies for your approval at the next meeting as well. I anticipate hearing from our visiting consultants shortly, and will share with you any additional information that we learn at that time.

Senior Management Reports

Clinical and Community Services:

Community Programs:

1. Kim Savery continues to work with the medical department to make the 1422 grant effective in promoting population health management (a new acronym that we'll be talking a lot about - PHM) in the organization, with a focus on prevention for patients at risk for specific disease conditions. She will be attending the national 1422 Grant Grantee meeting in Atlanta in May, which should be a great opportunity for learning more about how to develop and expand PHM.
3. In the interests of continuing integration across departments, a Community Health Worker will be attending the Behavioral Health department's weekly meetings.

Oral Health Department:

1. Initial interview of potential dentist took place with good results. Second interview is looking like it will occur on May 9th. The dentist has passed boards and will graduate in June.
2. A new dentist verbally accepted a per-diem position and will start mid-May and work Fridays.

Medical Department:

1. Continues to work with Billing and the EHR Specialist to update policies to remain in compliance with Medicare visits
2. The department is in a period of stability and is looking forward to increasing its capacity further with the addition of Dr. Balkin in July.

Behavior Health:

1. Interviewing continues for the vacant positions, with two more candidates scheduled for this week. While our waiting list is long at three months, it is actually shorter than those of the other clinics in the area; we are actually seeing patients return to us because they realize they have a shorter wait at HCHC.

Operations Report:

Facilities

1. Security: In the next month, we will be purchasing software and associated hardware that will enable HCHC to print plastic ID badges with photo for all employees that will provide building access via the electronic locks. We will be installing two electronic locks in WHC at the medical and dental employee entrances. Proximity cards will be programmed accordingly. This is part of a larger effort to limit any patient access to clinical areas without a staff escort – the doors off of the waiting rooms will require the use of a badge to gain entry.
2. Facilities Committee Meeting: The facilities committee met on Apr 22. A complete briefing will be provided by Alan Gaitenby at the board meeting on Apr 28.
3. WHC Restroom ventilation: After a request from staff members, this was discussed at the facilities committee meeting and it was felt that the purchase of three ceiling vents with blowers would be the appropriate fix for this problem. Operations is working with Finance on this project and we feel confident that it will be completed within three weeks

Information Technology

1. T-1 Failover Circuit: Completed, tested and live. This will enable us to maintain basic internet (and therefore electronic health record) operations in the event of the failure of the fiberoptic connection, as we saw last summer.
2. 9 Russell Rd: We are bringing the Community Programs into the fold, so to speak; we are using 1422 funding to network their computers to the rest of the organization and provide them with phones that are part of the internal dialing system. This should greatly increase the ease of referrals and collaboration between clinical and community programs. Unfortunately, there is a delay with porting the existing Verizon line over to the new phones caused by the current Verizon strike. Once our network equipment is installed, the facility will have a 10MB internet connection with direct access to the HCHC network. The phones will not have full functionality until the lines are ported over to Windstream, our phone carrier.
3. Dentrix Upgrade: Upgrade work on Dentrix, our electronic dental record system, began on Apr 25. The install and testing is expected to be completed by Apr 27. Once accepted, the existing Dentrix database will be migrated to the new server and training conducted with the staff on May 9. We anticipate being live on the new software no later than May 11, 2016.

4. New Remote Network Support Provider: The server monitoring software has been installed and our servers are being monitored by Whalley Computer Associates. This contract replaced our previous and problematic relationship with Fandotech, and we anticipate much greater support and service in creating a very stable network internally.

Practice Management

1. Gator Grins: The new portable equipment ordered for Gator Grins has arrived, which will be used to expand the program to New Hingham Elementary School in Chesterfield. It is presently being stored in the large closet behind the COO's office. Russ will be purchasing two carts to hold the equipment making it easier to both transport and store.
2. ECW migration update: Jeff met with the CIO of Holyoke Hospital to discuss possible hosting of the electronic medical record. As you are aware, Cooley-Dickinson will be switching EMR vendors in early 2017, eliminating our support and hosting. We are in the preliminary stages of searching for a new solution. Pending.

Finance Report:

Finance Department:

1. Finalizing audit after their visit – final report should be presented at May Board meeting.
2. Started preparing annual Medicare cost report
3. Reviewing financial policies for presentation to Board of Directors in May
4. Completed billing for first year of the 1422 Grant
5. Set new location in financial account structure for Amherst location
6. Cash continues to be issue, however we have not yet used the Line of Credit or the Money Market Account.

Billing Department:

1. Working with front desk and providers to standardize patient check-in and provider coding

Human Resources Department:

1. HR Director attended Employer Assoc. Round Table with topic on employee relations
2. Scheduled All staff meeting for May 12, 2016, at which there will be Corporate Compliance training and training provided by HCHC's two Domestic Violence Victim Advocates.

CORPORATE COMPLIANCE MEETING

Location: Huntington Health Center

Date/Time: 04/14/2016

Present: Eliza Lake, Jeff Hagen, Michael Purdy, Frank Mertes, John Follet, Janet Laroche

Agenda Item	Summary of Discussion	Decision/Next Steps	Person Responsible/ Due Date
Corporate Compliance Conference	<p>Eliza and Jeff attended a conference April 11 & 12. The three main components of the conference covered were OIG, HRSA and FTCA. Eliza typed up an outline with the seven elements of corporate compliance, along with areas and items we should focus on. See attached outline.</p> <p>Some items reviewed at this meeting include:</p> <ul style="list-style-type: none">• This committee does not need a Board member as a member• The compliance officer should not be the CFO or the CEO, but we'll keep the CEO as the officer for now• The officer works with this committee• There should be an executive committee that this committee reports to. The executive committee would report to the Board• The executive committee would have minutes and report to the Board at least quarterly to begin with• Corporate Compliance committee should be added to Bylaws as an executive committee• There are 3 exclusion lists that staff, board members, volunteers and contractors should be checked monthly on: OIG List of Excluded Individuals and Entities (OIG); Government Services Administration (GSA) Excluded		

	<p>Party List System; Mass State Exclusion List</p> <ul style="list-style-type: none"> • Board members should have job descriptions that they sign 		
HCHC Bylaws	<p>The bylaws were reviewed by John and the group discussed changes recommended by John and Eliza, including:</p> <ul style="list-style-type: none"> • The executive director should be an ex-officio non-voting member of the Board • Immediate family members of employees cannot be Board members • Duties of the Board should include to approve the selection and dismissal of the executive director; evaluation of the executive director and perform the annual evaluation; conduct a self-evaluation annually; be responsible for its own policies and procedures; measure and evaluate the organization's progress and long-term programmatic and financial goals; oversee the measurement and monitoring of patient satisfaction; comply with the organization's standards of conduct; approve the health center's section 300 grant application • Meeting minutes should be recorded by an executive assistant, approved by the Board and stored in Board files • The executive director is included in the Board's executive sessions if the session is not regarding the executive director • Term limits for Board officers is a larger discussion and will be brought up at a Board meeting <p>For the April Board meeting, the updated bylaws will be presented at the meeting</p>	<p>Suggested changes to be reviewed at April 28 Board meeting.</p>	<p>Janet to prepare document for April 28 meeting.</p>

	for discussion. There will be a 30 day period for Board members to review the document and a vote will take place at the May Board meeting. The approved document will then be submitted to the Mass Attorney General's office.		
HRSA OSV June 8-10	<p>The HRSA on-site visit is scheduled for June 8-10. Items being worked on currently include:</p> <ul style="list-style-type: none"> • Sliding scale fee is being reviewed by Frank • 340B policies are needed. Templates have been received. An outside audit of the program is possible • Changes in scope are needed. The 9 Russell Road site may need to be listed on form 5B to be sure staff there have FTCA coverage • Medical Director position needs to be reviewed • An MD needs to be involved with the QI committee and plan • Provider peer review needs some adjustments as NPs cannot review MDs 		
Next Meeting	The committee is scheduled to meet again on Thursday, May 26, 2016 at 1:15pm at the Huntington Health Center.		

Respectfully submitted,

Janet Laroche

-Meeting Minutes

COMMITTEE: QI

Location: Huntington

Date/Time: 4/29/16/0815

TEAM MEMBERS: Kimberly May (Clerk, BOD), Cheryl Hopson (Member BOD), Jon Leibman (Medicine Representative), Janet LaRoche (Admin Support, Lean Team Leader), Kim Savery (Community Health Representative), Jeff Hagen (COO), Serena Torrey (Behavioral Health Representative) Michael Purdy (Community Health), Carolyn Sailer

ABSENT: Eliza Lake (Executive Director) Mary Lou Stuart (Dental), Cynthia Magrath (Practice Manager)

Agenda Item	Summary of Discussion	Decision/Next Steps	Person Responsible/ Due Date
Review of Old Minutes	Minutes from 2/26/16 reviewed and approved with no changes.	N/A	N/A
Old Business	<p>A. Regular Peer Review: Behavioral Health—please attached report.</p> <p>Medicine Update: 1)the case of the patient with ischemic toes was reviewed, and the findings were that we need closer follow up of consults, and PCMs must ensure close communication for urgent referrals and follow through to ensure the care occurs.2)A pneumonia dx was delayed by an 8 day turnaround time for a CXR report, and PAF dx was delayed because of slow turnaround on a 30 day event monitor—we continue to communicate with the facilities that provide our consults, issue is there are so many, and all have varying procedures.3)CVA in a patient with a porcine aortic valve with a gap in therapeutic anti-caogulation was reviewed, resulting in new policy for anticoagulant patient management, including differentiation of “new” and “chronic” patients.</p> <p>Next Meeting Dental, (followed by Opto/Community Health, Medicine, Behavioral Health)</p> <p>B. Call Center Planning Update—ultimate plan is to have a single phone number, 2 people answering at each site. Also, optometry has been added to the clinics managed at the call center. Phone lines complete; software training for operators in progress. Go-live anticipated 4/1/16 did not happen, perception is that there is still a lot of resistance on the part of the office staff. Further update per Cynthia at</p>	<p>A. Behavioral Health Report due at next meeting</p> <p>B. Cynthia will continue to follow and report on this.</p>	

	<p>next meeting.</p> <p>C. PHO group participation—insurance and credentialing negotiation is through this membership (at Cooley Dickinson). Received \$17K from last year. Jon is our clinical representative, and usually discusses with the group leader Sam, over the phone. Data mapping and gathering remains the largest challenge—we have been downgraded for diagnoses with very low numbers. Brianna is working on this. Currently, there is an issue with the fact Jon is not an MD. There is a meeting to discuss planned. No change since last report.</p> <p>D. 1422 Grant QI Information—require participation in electronic communications for e-referral (YMCA diabetic referrals in this case). We are implementing recommendations from onsite meetings with a contractor from the Mass League for workflow observation. In alignment with the other 3 grantees, will look at possible workflow standardization.</p> <p>E. Questions from the Intrafacility Communication Lean Team were answered. They will continue their work</p>		<p>D.Report monthly from Kim Savery</p> <p>E.Janet to report monthly</p>
New Business	<p>A. Patient surveys—continue new process. Need to discuss schedule. Deferred to next meeting</p> <p>B. Reporting Measures Spreadsheet discussion: The workgroup should probably prioritize these; we have limited personnel with the expertise to systematically go through each measure and correct the method of reporting so that data collection methods can capture. This has been a chronic problem since the adoption of the EHR. We discussed solutions, one possibility is using 20K grant \$ to hire a consultant to work through this, estimated to take 1-2 weeks at most for a dedicated look. Will bring to the BOD.</p>		<p>A. Kim to add to next agenda</p> <p>B. Kim will bring to the BOD for discussion</p>
Adjourn and Next Meeting	<p>Adjourned at 0900. Next meeting 6/24/16/0815, and continue last Friday of the month at 0815. Group would like to meet in Huntington.</p>		<p>6/24/16/0815</p>