
February 26, 2014 BOARD MEETING MINUTES

BOARD PRESENT:

Hugo López-Gatell Ramirez, MD, MS, PhD
Joan Combellick, CNM, MS, MPH
Kris McVea, MD, MPH
Rosemary Sokas, MD, MOH
Karen Mountain
Elaine Penn
Deliana Garcia
Anna Krey

MINUTES:

Dr. McVea called the meeting to order at 11:06 am.

I. Review and approve Executive Committee meeting minutes

II. Review and recommend November Board Meeting minutes

The Executive Committee had not reviewed the minutes on the agenda, so Ms. Krey will send November and January minutes via email.

III. Review and recommend Whistle Blower policy for approval

Ms. Mountain stated that the Federal government recommended additions to the Whistle Blower policy last month. The new version reflects additional language that brings it up to date with the current recommendations.

Dr. Sokas moves to approve the MCN revised whistleblower policy with federally recommended changes. Dr. Ramirez seconds the motion. All board members voted in favor.

IV. Review and recommend December and January financials

Ms. Penn and Ms. Combellick noted that the financials are in draft form on the board forum. Ms. Penn stated that we are closing out the fiscal year of 2013 and have not finalized December.

V. Update on fundraising work (Ms. Garcia & Ms. McCann)

Ms. McCann and Ms. Garcia reported that the staff submitted the three year HRSA grant proposal. They highlighted the immensity of the task due to the new structures now imposed by HRSA's RFP on those writing the work plan grid and narrative design.

VI. Update on lawsuit

Ms. Mountain announced that she spoke with the attorneys at Earth Justice. She reported that they were not able to give the necessary assurances, thus forcing MCN to withdraw as a plaintiff in the lawsuit. She explained, however, that MCN is very willing to work with them to develop an amicus brief, which would position the organization as a friend of the court and would enable MCN to put forth its concerns and position. They expressed gratitude and interest in the matter, but still have not made contact regarding the proposal.

Dr. Sokas noted that there will be a meeting with an EPA representative next week and any actions will likely be held off to see the direction that is taken.

Ms. Mountain explained that she hopes to pull out of the matter as gracefully as possible. She expressed that she does think Earth Justice has underestimated the risk of corporations retaliating on organizations. She highlights that it is a multi-million dollar change that would be enforced, which could incite some push back. She expressed that MCN can remain an advocate and still protect the organization by assuming the position of amicus brief.

VII. Update on IT strategic planning (Ms. Mountain)

Ms. Mountain addressed issues and challenges related to IT that came up in her 360 evaluation. She noted that we are working off two Access databases that are holding all of MCN's technical assistance information, as well as Health Network data. She explained that now, with over 5K patients in HN and over 10K organizations and individuals in the TA database, MCN needs to look at upgrading the system. Ms. Mountain reported that she and some staff members had discussions with Salesforce and that through their foundation they have put MCN in touch with some implementation companies. She explained that many companies are using the cloud platform that SF has and are designing software systems for non-profits. She has had several conversations and conference calls with these individuals, and has seen a demonstration. Ms. Mountain noted that Mr. Ryan has referred an individual with expertise in IT strategic planning with organizations and a very impressive client list. She is trying to develop a comprehensive plan and budget, and at the same time address the ongoing issues that are confronting MCN. She noted that it is a bit of a daunting process to look at all the ideas and opportunities and try to figure out what is the best, most affordable route to take.

Dr. McVea asked about some of the internal policies and procedures regarding IT requests. She stated that in reading the comments she noticed that there are differences in expectations of how fixing problems or upgrades should be handled. She asked who is responsible for communicating these items and expressed that internal aspects such as that might go a long way to clarify how to stay on budget and how to manage a limited resource in a balanced way.

Ms. Mountain explained that Mr. Osborn is a contractor and is not full time. She mentioned that he has other businesses to which he must respond. Ms. Mountain explained that Mr. Osborn has been generous with his time and effort in the past and

MCN has become very dependent on him to answer a lot of questions. She noted that even though Mr. Osborn is a consultant and reports to her, she has allowed all staff to freely engage with him. She explained that the staff can contact him personally for many kinds of issues. Ms. Mountain continued to elaborate that Mr. Osborn does everything from building the office computers to installing them, hooking up monitors and cameras, programming the databases, running reports, etc. She expressed that with the VOIP phone system for all local offices and with offices all around the country, it is becoming increasingly complex and problematic. She reported that she is having a meeting with Mr. Osborn to discuss these issues and renew his contract after this meeting. She furthered that it is difficult to know at the on-set exactly how much work, time, and effort to anticipate using when starting something new. She expressed that with VOIP it has been a bit of a nightmare because the office is an older facility that doesn't have the bandwidth to do both the phone system and the upgrades that have been purchased through Adobe Connect and other software. Ms. Mountain acknowledged that MCN has realized late in the game that it has some real infrastructure issues to deal with. She noted that it took a while to figure out why things kept going wrong. She explained that not all of the problems are worked out yet and there is still a lot of foundational work to be done. She has taken a lot of Mr. Osborn's time away from working individually with the staff in order to be available to do developmental work that is needed. She explained that she continues to work on performance improvement, and also to convey to people how to get things done, what is changing, and how it is aligned with the overall strategic plan.

VIII. Update on MAHC course (Ms. Mountain)

Ms. Mountain noted that the Managing Ambulatory Health Care I course was just completed last week. She reported that it was everything the attendees wanted it to be and more.

Ms. Krey agreed to email a list of MAHC attendees along with board minutes. She noted that MCN is beginning a plan to keep new medical directors engaged in a 12-18 month orientation involving MAHC I and MAHC II and that the initiative got a lot of interest.

IX. Review and recommend revisions to the Bylaws (Ms. Garcia)

Ms. Garcia explained that the purpose and power were altered so MCN could state that it is functioning for charitable purposes.

Dr. Sokas noted that it was a change that would effect vs. affect charitable purposes.

Ms. Garcia agreed to make the edits that Dr. Sokas sent out. She asked for additional changes to be sent and noted that there is a 45 day comment period that starts over after each most recent change.

Dr. McVea & Dr. Sokas agreed that they were ready to come from the Executive Committee to the board membership. They will be given the particular version where they can see the changes.

Ms. Mountain agreed to send the revised by laws to the rest of the Board of Directors from the Executive Committee with the recommendation that they review and approve.

Dr. Sokas gave congratulations on the grant submission. She acknowledged it was a huge amount of work.

Ms. Mountain expressed thanks and noted that she was very pleased.

Meeting adjourned at 12:00 CST.