

Carolina Health Centers, Inc.

Executive Committee Meeting

Monday, November 9, 2020

4:00 PM

Location: Montague's Restaurant in Greenwood

Present:

Greg Bullard, Chairperson

Nate Andrews, Vice Chair

Malcolm O'Neal, Secretary/Treasurer/Finance Committee Chair

Deborah Natvig, Strategic and Program Planning Committee Chair

John Britt, Board Development Committee Chair

1. Welcome and Invocation: Bullard and Andrews
2. Assigned record keeper for meeting notes: Natvig
3. **Update on CEO contract, performance goals, and progress reports:**

Summary of group discussion

- Mr. Bullard meets regularly (every week or two) with Sue either via phone or in person.
- Her current contract is in effect through August 31, 2021
- The Board received her performance goals and progress report for performance period 9/1/2018 – August 31, 2019 as well as the progress update for year ending August 31, 2020.
- As per the Employment Agreement, the intent of either the Board or the CEO to change the employment status of the CEO must be made 6 months prior to the end of the work agreement (by February 28, 2021.)
- At this time, Ms. Veer has expressed interest in continuing her employment with CHC into the next contract period.

Summary of concerns and actions to be taken

- A. With the restrictions related to COVID -19, the CEO's travel away from CHC has been much less than in previous times. The Executive Committee recognizes the potential for increased travel and time spent away from CHC once the COVID restrictions are lifted and is suggesting that travel be maintained at a more moderate level in the future.

ACTION: Mr. Bullard will discuss this recommendation with the CEO.

Timeframe: December 31, 2020

- B. The Executive Committee recommends that the CEO designate one person to consistently be the management staff member 'in-charge' whenever it is necessary for the CEO to be absent from CHC. This would include periods of work-related absences as well as personal time off.

ACTION: Mr. Bullard will discuss this recommendation with the CEO.

Timeframe: December 31, 2020

- C. Timeliness of reports for Board meetings and meeting minutes needs to be improved.

- Routine reports should be sent to Board members and posted on the Board Portal approximately 5-7 days prior to the meetings.
- Minutes of meetings should be sent to Board members and posted on the Board Portal within 7 days of Board meetings.

- Additional information may be sent to Board members as it is developed if necessary for Board meetings.

ACTION: Mr. Bullard will discuss this concern with the CEO

Timeframe: December 31, 2020

- D. Hiring someone to fill the Executive Assistant position to the CEO should again be considered to improve preparation for meetings, preparation of other work flow documents, and to ensure coordination with staff maintaining the website and Board Portal. This person would have the responsibility and authority to work directly with members of the management team to ensure reports are completed in timely manner.

ACTION: Mr. Bullard will discuss this recommendation with the CEO

Timeframe: December 31, 2020

4. **Board Development:**

- A. Ms. Abby Banks has been approached and expressed willingness to serve as the new Board Chair provided that she will receive mentoring and assistance as needed.

ACTION: Mr. Bullard will invite Ms. Banks to attend any Executive Board meetings that take place prior to the election of new officers.

Timeframe: November 23, 2020.

- B. The Bylaws will be updated to reflect a new position on the executive committee. This position will be the Immediate Past Chair and serve as a primary mentor for the incoming Chair.

ACTION: Ms. Natvig will draft a revision to the Bylaws to include the new structure of the Executive Board and have it presented for Board action.

Timeframe: December 21, 2020.

- C. Mr. O'Neal proposed that he step down from the Secretary/Treasurer position and that Ms. Donna Hutchinson be approached about accepting that position. His proposal is based on Ms. Hutchinson's financial experience and background and the time she has now served on the Board. Mr. O'Neal is willing to continue to serve on the Finance committee.

ACTION: Mr. Britt will contact Ms. Hutchinson to see if she is willing to serve as the Secretary/Treasurer for the new term of office.

Timeframe: November 23, 2020.

- D. Based on the action taken in July 2020, the annual meeting and election of new officers was postponed for at least 6 months or February 2021. The Executive Committee discussed the possibility of holding the election of Officers at the December 2020 meeting since we have viable candidates for the Chair and Secretary/Treasurer positions. The date of the Annual Meeting could still be decided on at the meeting on February 21, 2021.

ACTION: Dates to be finalized at the November meeting.

Timeframe: November 23, 2020

E. The need for additional Board members was confirmed. A few people have been identified who meet our desired criteria for Board membership and may be willing to serve on the Board of Directors.

ACTION: Mr. Britt will meet with the CEO to obtain information about the potential candidates and convene the Board Development Committee to review the candidates.

Timeframe: December 21, 2020

F. The process for electronically disseminating confidential information to Board members was discussed.

ACTION: Mr. Bullard will remind Board members that electronic communications should only be sent to and from email addresses for which access is limited to Board members.

Timeframe: November 23, 2020.

5. ***Plan for 2021 Board Meeting Calendar***

It was proposed that the full Board meetings continue to be held on the 4th Monday of the month starting at 5 PM. Committee meetings will be scheduled at 4 PM prior to meetings with dates alternating between Finance Committee meetings and Strategic Planning meetings.

ACTION: The proposed schedule for 2021 will be presented by Mr. Bullard at the November 2020 Board meeting.

Timeframe: November 23, 2020

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