

Tennessee Voices for Children

Board of Directors Meeting

December 16, 2016

In Attendance:

Bama Wood	Bill Kirby	Patrick Sims – Guest
Molly Rollins	Bill Dobbins	Rikki Harris
Paula Sandidge	Rhonda Ashley-Dixon	Anna Claire Lowder
Chad Poff	Andrew Buckwalter	Brian Taylor
Vince Foster	Tom Starling	Blair Chapman
Devika Kumar	Krischan Krayer	Kathy Rogers
Charlie Gibson	Debbie Webb	Emily Carroll

Start: 11:10 a.m.

I. Welcome and Introductions – Bama Wood

Bama Wood opened the meeting and welcomed everyone. She informed the Board that Ken Youngstead and Vikki Gray were in attendance on behalf of Kraft to report on the 2015-2016 FY Audit.

II. Audit Report- Ken Youngsted and Vikki Gray

Vikki Gray reported that the audit had been completed for July 1, 2015 through June 30, 2016. She informed the Board that it was a clean audit and there were no significant issues documented. Vikki introduced Ken Youngstead and he proceeded to go over some of the audit highlights with the Board. Ken stated that the Board would be pleased to know that the overall audit was clean in their opinion, as well as the single audit. He explained that they choose one Federal program for the single audit and they found no significant issues with that program. He stated that there were some differences this year with the funds from the Care Foundation of America and Baptist Healing Trust and determining how to account for those funds, but after working together they had decided how to appropriately record the aforementioned funds. Ken stated that TVC was in a good financial position and the sale of the property would be very beneficial to TVC. Ken and Vikki thanked TVC for being a valuable client and thanked the Board for their time. Then, they opened the floor for questions or comments from the Board.

III. President's Report- Bama Wood

Bama Wood thanked the Board for the opportunity to serve as President this past year. She explained that she was very grateful for the opportunity to be a part of the many exciting things that TVC and the Board has accomplished in 2016. She thanked Rikki for her leadership and everyone for their involvement and support.

IV. Secretary's Report- Debbie Webb

Debbie Webb presented the minutes from the October 21, 2016 Board Meeting. Once the minutes had been reviewed, Bill Kirby made a motion to accept the minutes. Chad Poff seconded the motion and it passed unanimously.

V. Treasurer's Report- Chad Poff

Chad Poff reported on the financials ending October 31, 2016 included in the packet. He allowed a moment for review and questions. Chad Poff made a motion to accept the financials, Devika Kumar seconded the motion and it passed unanimously.

VI. Finance Committee Report- Chad Poff

Chad Poff reported that the Finance Committee had met after the last Board meeting. He stated the Board was still taking a conservative approach towards investments at this time. Brian Taylor mentioned that Suzanne Nelson with American Funds was recently at the TVC office meeting with employees about retirement investing and he spoke with her regarding TVC's funds. Brian added that Suzanne is keeping a close watch on TVC's investments and they are mostly in bonds at this time.

Chad also gave an update regarding the property sale. He informed the Board that TVC had completed the contingency period of both contracts and closing dates have be set for both properties. TVC will close on both properties at the beginning of January 2017. After closing, TVC will have up to six weeks rent free in its current property while the remodel of the new property takes place. Rikki Harris directed everyone to the updated sale analysis which outlined the costs associated with the move and an estimated overall profit. Chad and Rikki also discussed renovations and informed them that they would be moving forward with builders next week.

VII. Green Ribbon Gala Committee Report- Emily Carroll, Vince Foster, and Patrick Sims

Emily Carroll reported that the Green Ribbon Gala was a huge success and she thanked the Board for their involvement and support. Emily discussed the current figures with the Board and announced the gross income thus far was \$99,258, with a net total of \$20,029. She was pleased overall with the success of the event and the amount of publicity that TVC received through the planning and execution of the event. She thanked Vince Foster and Patrick Sims for their commitment to the gala.

Vince and Patrick expressed their gratitude to everyone and stated that they felt fortunate to be the Co-Chairs for the gala. They are already looking forward to next year's event.

VIII. CEO's Report- Rikki Harris

Rikki Harris thanked Bama Wood for serving as TVC's Board President. She expressed gratitude for her involvement in the investment strategy, sale and purchase of TVC's property, and the Green Ribbon Gala.

She updated the Board on the CARF accreditation process. She stated that the application had been completed and submitted and TVC is awaiting the on-site survey date which will most likely take place in April or May of 2017.

Rikki also reported on the progress of the Strategic Plan. She reviewed the third quarter items and noted that one area of focus is managed care billing. Rikki informed the Board that there is still a large amount of work to be completed in this area.

She gave an update on the SOCAT (System of Care Across Tennessee) grant that she had briefly mentioned at the October meeting. She explained that this would help expanded FSS services across the state and would begin in January 2017.

Rikki informed the Board that she had recently met with a representative from TAMHO regarding becoming an affiliate member. This would allow TVC access to the TAMHO lobbyist. In saying that, she announced that this would be Bill Dobbins last Board meeting as TVC's lobbyist. Rikki thanked Bill for his support over the years and for being a great advocate on behalf of TVC.

IX. Legislative Committee Report- Bill Dobbins

Bill Dobbins reported on the recent Presidential election and the impact it could have on the Affordable Care Act.

He also reported that the 110th Tennessee General Assembly will be sworn in on Tuesday, January 10, 2017. Speaker Beth Harwell will return as Speaker of the House. With the retirement of Lt. Governor Ron Ramsey, the Senate will elect Senator Randy McNally of Oak Ridge as the new Speaker of the Senate and Lt. Governor.

Bill stated that last month the department budget hearings took place. The department commissioners presented to the governor their FY 2017/2018 proposed budget. The Department of Mental Health and Substance Abuse Services submitted a budget that requests a \$14 million dollar increase in Continuum of Crisis Services, Sustaining Critical Mental Health Services and establishing a Substance Abuse Safety Net. As of the end of October 2016, the State has over collected approximately \$200 million dollars over budget.

X. Policy and Procedure Updates- Rikki Harris

Rikki reported that the TVC Leadership Team had recently met for a leadership planning retreat and had spent the majority of the time focused on updating the TVC Policy and Procedure Manual. She explained that there were several minor changes made throughout, but those mainly consisted of changing titles and removing titles of positions that no longer exist. Rikki stated that a few of the policy updates were required to meet state licensure requirements. Bama Wood suggested covering all the updates and voting once they were complete.

Rikki began by introducing a new policy that was required for state licensure, the Quality Assurance Policy (5.12). She asked Anna Claire Lowder to briefly explain this policy. Anna Claire stated that this was already a TVC practice, but was not documented in the manual. She reviewed the policy with the Board and asked if anyone had any questions or comments.

Next, Rikki explained that new language had been added to the Deficit Reduction Act of 2005 Requirements (5.16.3) section in the manual. She stated that the language was the exact verbiage given to TVC by BlueCare and was required to be in the manual.

The next policy update involved the Bereavement Policy (7.3.1). Rikki stated that there was an existing policy, but the leadership team decided to update the policy granting employees PTO for bereavement instead of staff having to use their own personal PTO.

Brian Taylor discussed another policy with the Board regarding Travel Related Expenses (9.1) for employees. He stated that the policy had been updated to reflect the current travel rates according to the state guidelines.

Rikki explained that the Solicitation Policy (11.11) had been revamped to make it clear who is able to solicit on behalf of TVC.

Lastly, Rikki informed the Board that the Personal Appearance Policy (11.12) had been updated to allow administration staff to wear casual clothing at the office as appropriate.

Bama Wood made the motion to accept the updates and changes to the Policy and Procedure Manual, Bill Kirby seconded the motion and it passed unanimously.

Then, Rikki directed the Board to the Code of Ethics document in the packet and encouraged them to review it. She informed them that this document had been created by c3 Consulting and was another component for the upcoming CARF accreditation process.

Once everyone had a chance to review and ask questions, Rikki moved onto the Corporate Compliance Plan. Rikki stated that the plan consisted of TVC's Financial and Procurement Policies and Procedures, Investment Policy Statement, and Board Bylaws. She informed them that these documents had been placed together to form the Corporate Compliance Plan, another component for CARF accreditation. She noted that the only change made was to the Financial and Procurement Policies and Procedures to add language about the Compliance Officer. She stated that the CFO was given the title of Compliance Officer. Several Board members saw this as a conflict of interest and the

determination was made to discuss it further with c3 Consulting before considering it at the next Board meeting in February. Bama Wood made the motion to approve the Code of Ethics and to postpone the decision on the Corporate Compliance Plan. Chad Poff seconded the motion and it passed unanimously.

XI. Old Business

None

XII. New Business

Bill Kirby presented two nominations for new Board members. The first nomination was for Patrick Sims. Bill stated that Patrick had already been very involved with TVC, co-chairing the Green Ribbon Gala. He added that Patrick would be an asset because of his banking experience as well. Bill Kirby made a motion to accept Patrick's nomination, Bama Wood seconded the motion and it passed unanimously.

Bill presented the second nomination for Laura Fair. Bill stated that Laura would be a great asset to TVC because of her knowledge in the mental health field. Rikki noted that she would be a parent Board member and also informed the Board that Laura had previously worked at TVC but had left on great terms. Rikki stated that Laura had recently contacted TVC regarding her family wanting to provide gifts for TVC clients for the holidays. Rikki stated that they were generously donating items for close to 60 children. Bill Kirby made the motion to accept Laura's nomination, Bama Wood seconded it and it passed unanimously.

Bill Kirby also announced his slate of officer selections for the 2017 Executive Committee. The nominations were as follows:

Member at Large- Bama Wood
President Elect- Molly Rollins
Secretary- Vince Foster

Bill opened the floor for comments and nominations and specifically requested a nomination for Treasurer. Bama Wood nominated Devika Kumar for Treasurer. Devika accepted the nomination. Bill Kirby made the motion to approve the slate of 2017 Executive Committee Officers

Adjourned: 1:07 p.m.