
Board of Directors Meeting Minutes

November 18-19, 2016

Directors Present: Lucy Drake, Chairman, Amanda Blanks, Bill Burgin, George Dunlap, Nancy Fey-Yensan, Ethel Fuller, Carolyn Hoskins, John Moon, Marcelle Smith, Bryan Thompson, Danny Wright, and Steve Yuhasz

Directors Absent: Fred McClure

Staff Present: Richard Topping, Pete Murphy, Amy Kendall, Will Woodell, Chuck Hollowell, Ranota Hall, James Otterberg, Callan Skinner, and Karen Omohundro

1. Call to Order

Lucy Drake, Chairman, called the meeting to order at 6:32 p.m.

- i. Ruby Works, Executive Director, Rae's Playze Adult Day Healthcare Center, addressed the Board of Directors.
- ii. Lucy Drake, Chairman, informed the Board of Directors that she appointed Nancy Fey-Yensan to serve on the Compensation and Evaluation Committee and Bryan Thompson to serve on the Finance Committee, effective as of November 7, 2016. Nancy Fey-Yensan rotated off and will no longer serve on the Finance Committee.
- iii. Chuck Hollowell, General Counsel and Secretary, provided an update on the Board of Directors Retreat for FY 2017.

A motion was made and seconded to return to Charleston, South Carolina for the 2017 Board of Directors Retreat and to authorize the senior leadership team to begin planning the event.

All in favor. Motion approved.

- iv. Richard Topping, Chief Executive Officer, briefly reviewed a list of acronyms frequently used by LME/MCOs and provided details for the Executive Holiday Party.

2. Consent Agenda

Lucy Drake, Chairman, reviewed the Consent Agenda items with the Board of Directors.

A motion was made and seconded to approve the Consent Agenda items as presented, consisting of: (i) the open and closed meeting minutes from the September 16-17, 2016 Board of Directors meeting, (ii) the Local Business Plan, and (iii) the September 2016 Board of Directors Management Report.

All in favor. Motion approved.

A motion was made and seconded to go into closed session pursuant to § 143-318.11 and § 122C-126.1 of the General Statutes to discuss competitive health care information.

All in favor. Motion approved.

The meeting returned to open session.

A motion was made and seconded at 8:40 p.m. to recess and continue the meeting on Saturday, November 19, 2016.

All in favor. Motion approved.

Lucy Drake, Chairman, called the meeting to order on Saturday, November 19, 2016 at 8:30 a.m.

3. Finance Committee Report

- i. Steve Yuhasz, Chair, presented the Annual Audited Financial Statements for FY 2016.

A motion was made and seconded to approve the Annual Audited Financial Statements for FY 2016 as presented.

All in favor. Motion approved.

- ii. James Otterberg, Treasurer, presented the draft September 2016 Company financials.
- iii. Steve Yuhasz, Chair, presented the proposed Budget Amendment (#1 SFY 2017) to the Board of Directors. Mr. Yuhasz explained that the proposed Budget Amendment is needed, in part, to cover the increased personnel costs associated with the PTO Benefit Redesign Plan.

A motion was made and seconded to approve the proposed Budget Amendment as presented.

All in favor. Motion approved.

4. General Counsel Report

A motion was made and seconded to go into closed session pursuant to § 143-318.11(a)(3) of the General Statutes to discuss an attorney-client privileged matter.

All in favor. Motion approved.

The meeting returned to open session.

5. Compensation and Evaluation Committee Report

A motion was made and seconded to go into closed session pursuant to § 143-318.11 and § 122C-126.1 of the General Statutes to discuss competitive health care information.

All in favor. Motion approved.

The meeting returned to open session.

A motion was made and seconded to approve the proposed CEO Goals for FY 2017 as presented.

All in favor. Motion approved.

Amy Kendall, Chief Administrative Officer, noted that the Company's Partnering for Excellence Initiative was recognized as the most innovative best practice initiative in the nation by Medicaid Health Plans of America.

A motion was made and seconded to adjourn the meeting.

All in favor. Motion approved.

Meeting adjourned 10:18 a.m.



Callan Skinner, Clerk



Date