**Minutes of the Regular Meeting of**

**The VIM Board of Directors**

**PSD Community Room**

**21 Oak Park Drive, Hilton Head Island, SC**

**December 10, 2019**

**Present:**

Lynn Jennings Taylor, Ned Allen, Honorary Board Member Kay Bangs, Joseph Buckingham, Morris Campbell, Dedria Cruden, Ric Gorman, Frederick Hack, Michael Hall, Miriam Hernandez, Robert Lindsey, DDS, Paul Moeri, Marion Payne, Marc Puntereri, Robert Sable, Charles Sampson, Julie Tome, DDS, and Andi Argast

**Ex-Officio:**

Ginger Allen, Raymond Cox, MD

**Absent:**

John Anderson, Randy Light, Honorary Board Member Mary Ellen McConnell, (Ex-Officio) Alan McCollough, Linda Meir, Michael Pasquale, Joe Scodari, Steven Siegelbaum, MD, and Patrick Snowman, MD

**Index of Motions and Board Vote**

188 Motion to approve October 8, 2019, Board Regular Meeting Minutes and Summary Report of the October 8, 2019, Off-Site Meeting

189 Motion to approve PTO (paid time off) for part time staff

190 Motion to approve Dr. Richard Vanderveer as a new Director of the VIM Board

191 Motion to adjourn the general session of the meeting

**Board Vote 188**

Resolution Motion: Approval of October 8, 2019, Board Regular Meeting Minutes and Summary Report of the October 8, 2019, Off-Site Meeting

Moved by Morris Campbell, seconded by Marc Puntereri

Resolution passes: unanimous

**Board Vote 189**

Resolution Motion: Approval to compensate part-time employees for hours they would normally be scheduled / due to work on a (designated clinic) holiday.

Moved by Mike Hall, seconded by Frederick Hack

Resolution passes: unanimous

**Board Vote 190**

Resolution Motion: Approval of the election of Dr. Richard Vanderveer, replacing Jim Hicks, as a Director of the VIM Board effective in February 2020 and in accordance with ARTICLE IV of the VIM By-laws

Moved by Mike Hall, seconded by Charles Sampson

Resolution passes: unanimous

**Board Vote 191**

Resolution Motion: To adjourn the meeting

Moved by Paul Moeri, seconded by Joe Buckingham

Resolution passes: unanimous

**Chair Opening Comments:**

Lynn Jennings Taylor opened the meeting at 1530 and welcomed all attendees. She expressed her appreciation for the support she received from the extended VIM Family upon the recent passing of her Dad, Alfred Jennings.

Lynn read the VIM Mission and Vision statements. Proposed Board meeting dates for 2020, listed below, were then presented. (With the exception of the April 14th date, Heritage week, no potential calendar conflicts surfaced.) Unless otherwise noted, all meetings will be at the Palmetto Electric Community Room at 111 Mathews Drive from 3:30 p.m. – 5:00 p.m.

 Tuesday, February 11

 Tuesday, April 14 (alternative date TBD)

 Tuesday, June 9

 Tuesday, August 11

 Tuesday, October 13

 Tuesday, December 8

Lynn also mentioned that in 2020 the timing of the Finance Committee and Executive Committee meetings will be altered from the current schedule in which the EC meeting is typically *followed* by Finance. This change will ensure the EC has an opportunity to consider the latest information on all matters of significance prior to the regular meeting of the full Board.

**Management and Standing Committee Reports:**

**Executive Director Raymond Cox, MD (Please see separate report)**

***“Wow!” The Gala….thank you all for the most successful one thus far!”***

Adhering to his goal to promote awareness of life within the clinic, Dr. Cox shared the story of a patient, a shrimper by trade, who has been a quadriplegic since his late twenties. It highlighted the complexity of care, and VIM’s involvement in that care, for some of our patients. The extensive intervention of a variety of medical partners, while not representative of the majority of our patient population, remind us of VIM’s commitment to provide services to the fullest extent of our ability. We are often the *constant,* and we remain so even under the most difficult circumstances.

Electronic Medical Records……is a subject that continues to be front and center….and will remain so during *and* more than likely for some time after the official transition to a new system. According to input from a recently interviewed data migration company, the process will take minimally several months and, realistically, will require perseverance, patience and commitment by all. This is a huge undertaking, but the inadequacies of the current system leave no choice. Lynn remarked that we are blessed to have an outstanding technology team, led by Board members John Anderson and Joe Buckingham, who will provide support during the transition.

Dr. Cox provided a brief update regarding the progress relating to our response to the recommendations…particularly those requiring physical change….. made by the Process Improvement consultants earlier this year. CAD drawings are still pending and, without them, it isn’t possible to have decent plans for bidding purposes. Estimates based on the initial architectural drawings range from a low of $70,000 to an extreme high of $500,000!

VIM’s Mental Health Department is losing its only psychiatric nurse. This has very significant consequences since we will no longer have the ability to prescribe / manage medications specific to the needs of our MH patients. Alternatives are being investigated including more frequent referrals to the hospital. Lynn questioned if we would consider hiring a paid clinician. Dr. Cox responded that we must be very thoughtful about this, and first must more fully explore possibilities within our community. In addition, the idea of paying for some services and not for others could be problematic.

Lastly, after the salary survey results were studied and appropriate changes made, there were concerns from the part time staff who had lost their PTO (paid time off) falling on designated holidays. This has since been addressed and resolved. *Please see Board Motion and Vote 189 for action on this issue.* The approximate cost of this change in 2020 will be $12,000.

**Development Dedria Cruden, Chair (Please see separate report)**

According to Dedria, the 2019 Gala was our most financially successful event to date. She thanked the Board for its engagement and ongoing support. Gross revenue was $337,000 with a net revenue of $248,000. (Specifics on funds raised from the live and silent auctions as well as Fund-a-Need are included in Development’s Pre-Board Mtg package.) The Board will have an opportunity to lend a hand at one or both “pig pulls”, a new and well-received auction item. Master BBQ Chef and Board Member Charles Sampson advised the group that the first is scheduled for Saturday, April 4, 2020. Regarding Fund-a-Need donor demographics, the fifty people who participated have, on average, been donating to VIM for five years. Areas of focus for next year include how best to address valet parking and check-in process delays. Opinions on the quality of food varied. All agreed that the Circle of Caring theme, especially the testimonials and decorations were beautifully woven into the evening.

Dedria asked for Board feedback concerning a Gala date preference for 2020. Given the community calendar of events and, in some cases, the involvement of our VIM volunteers in those events, arriving at a date that works for everyone is an impossible task. After discussion, the date that seems to accommodate the majority is Saturday, October 17th, at the Westin with music provided by Deas-Guyz.

The Millennium Club reception is tentatively scheduled for February 9, 2020, at the Atlantic Room at the Sea Pines Beach Club.

On behalf of the Board, Lynn thanked Dedria and Co-Chair Kaye Black and the Development team under Ginger’s leadership for an outstanding job!

***Note: A new version of the Adopt a Donor / Thank You Program is being launched. Board members who wish to participate were asked to indicate interest at today’s meeting. A program outline and instructions were distributed in the Board package.***

**Marketing Ric Gorman (please see separate report)**

Ric reported that the partnership with WSAV is strong, and the arrangement will continue through 2020. Two more testimonials have been completed, one of which (Cora Miller) is terrific, the other not so. A number of obstacles get in the way of what seems like a good “story”, but circumstances, sometimes too complex to overcome, can interfere with success. During the coming year, WSAV will shoot and produce as many as seven additional videos and will continue to air the PSA’s at the same or higher level. We have committed to purchase $6,000 in digital media in 2020. WSAV has noticed an increase in viewership in Beaufort County since this partnership started.

Ned Allen commented that it is important that we publicly acknowledge our appreciation for WSAV. The ROI on our $6,000 investment is about $50,000. See VIM’s Facebook page where WSAV is thanked and credited for its support.

**Governance and Planning Mike Hall, Chair (please see separate report)**

Feedback from October’s Off-site meeting at Hilton Head Plantation was very positive (4.5 out of a possible 5.0). Any negative input was primarily centered on acoustic equipment issues. The concept of an off-site meeting continues to prove to be an effective way to promote overall Board understanding of the intricacies of clinic operations and to develop strategies for moving forward.

Mike reported that G & P, along with members of the Executive Committee, met with Board candidate Dr. Richard Vanderveer who would replace Jim Hicks following Jim’s recent resignation. Richard’s background (please see “bio” attached in the Board package) is heavily weighted in pharmaceutical marketing and marketing research, and his broad skill set would be of significant value to our current and future direction. *Please see Motion and Board vote 190 regarding Richard’s election to the Board.* Lynn reminded the Board that the terms of five of our Board members will end on July 1, 2020. Keep looking for potential replacements!

Dr. Cox updated the group concerning fellow Board member Mike Pasquale who continues to struggle with his disease and treatment side effects. We send caring thoughts to Mike and his family.

**Finance Paul Moeri, Chair**

***Please see the detailed Financial Report, submitted by Susan Jones covering a four-month period ending with October 31, 2019. The report in its entirety is included in the pre-Board meeting package.***

Paul advised the Board that Volunteers in Medicine received a **“clean audit”,** apraise-worthy achievement! He urged the Board to read through the report prepared by WebsterRogers LLP and distributed at today’s meeting.

A special thank you to Miriam Hernandez, Board member and Coordinator of the highly successful Latin Food Festival. This year’s event raised $30,000 more than last year and contributed to benefit proceeds being above budget.

There was general discussion on the impact of the continued rise in patient visits and the strain the situation places on resources. Efforts to monitor and better manage this are underway.

Dr. Cox mentioned that he has once again reached out to the management team at Hilton Head Hospital with the hope of reinforcing our previously expressed need for financial support.

**Dental Clinic Rob Lindsey, DDS, Dental Clinic Director (please see separate report)**

Rob began his report with the Dental Clinic production numbers in general and also pointed out the “value” provided by the MUSC and AT Still dental students. Beyond this, however, he wanted to make the Board aware of the ongoing frustration (by the dental staff and by potential volunteer dentists) when dealing with the South Carolina Board of Dentistry. The process is loaded with roadblocks and particularly so recently because of new Dentistry Board staff and its often-faulty interpretation of rules and guidelines. This drew an immediate response from our Board….with several members committing to follow-up ASAP with individuals locally and beyond who have the ability to intercede.

**Medical Executive Committee Steven Siegelbaum, MD Chair (please see separate report)**

Due to the arrival of a new grandson, Steve was not in attendance. Congratulations to all of the Siegelbaum family!

**Technology John Anderson, Chair (please see separate report)**

*John was unable to attend today’s meeting. However, his submitted report dated 12/4/20 and distributed with the Pre-Board mtg package, provides a detailed summary of committee discussions including justification, anticipated challenges and action items specific to the transition from our current EMD to Athena, the new system. The desired “go live” date is scheduled for June 1, 2020.*

Co-Chair, Joe Buckingham, described this undertaking as a “big, human being project” involving cultural and organizational changes. According to Joe, the project team being formed is excellent, and the schedule set forth is an aggressive one by all standards.

**New Business**

None

**Adjournment**

With Best Wishes for a Safe and Happy Holiday Season, the general session was adjourned at 1650.

**Executive Session**

None

Reviewed by: Respectfully Submitted By:

Lynn Taylor Jennings, Board Chair Andrea J. Argast, Board Secretary

 January 2, 2020