**Minutes of the Regular Meeting of**

**The VIM Board of Directors**

**PSD Community Room**

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

**December 11, 2018**

**Present:**

Ned Allen, Tom Brettingen, Joe Buckingham, Jim Collett, Dedria Cruden, Fred Hack, Ric Gorman, Jim Hicks, Randy Light, Rob Lindsey, Honorary Board Member Mary Ellen McConnell, Linda Meir, Paul Moeri, Marion Payne, Marc Puntereri, Bob Sable, Charles Sampson, Steven Siegelbaum, Lynn Jennings Taylor, Julie Camp-Tome and Andi Argast

**Ex-Officio:**

Raymond Cox, MD, Susan Jones

**Absent:**

John Anderson, Honorary Board Member Kay Bangs, Morris Campbell, Michael Hall, Mike Pasquale, Joe Scodari

**Index of Motions and Board Vote**

* + 173 Motion to approve October 9, 2018, Board Regular Meeting Minutes
  + 174 Motion to approve the FY 2020-2024 Strategic Framework
  + 175 Motion to reflect VIM-HHI’s Interest in and Support of the VIM Institute’s Possible Relocation to Hilton Head Island
  + 176 Motion to adjourn the meeting

**Board Vote 173**

* + Resolution motion: Approval of October 9, 2018, Board Regular Meeting Minutes
  + Moved by Randy Light, seconded by Bob Sable
  + Resolution passes: unanimous

**Board Vote 174**

* + Resolution motion: Approval of the FY 2020-2024 Strategic Framework
  + Moved by Steve Siegelbaum, seconded by Lynn Jennings Taylor
  + Resolution passes: unanimous

**Board Vote 175**

* Resolution motion: Approval of the following statement: “We encourage the Institute to consider relocation to Hilton Head Island where its presence would be enthusiastically welcomed and supported during both the transition and in future endeavors.”
* Moved by Jim Hicks, seconded by Bob Sable
* Resolution passes: unanimous

**Board Vote 176**

* + Resolution Motion: To adjourn the meeting
  + Moved by Randy White, seconded by Fred Hack
  + Resolution passes: unanimous

**Opening Comments:**

Board Chair, Jim Collett opened the meeting at 1530 and welcomed all attendees. Jim Hicks read the Mission and Vision statements.

Jim’s tenure as Board Chair will be ending on June 30, 2019, and he has recommended that Lynn Jennings Taylor be elected to succeed him. During the remainder of Jim’s term, Lynn will attend the Executive Committee meetings as a non-voting member. Once elected by the Board, she will become Chair on July 1, 2019. Jim provided a brief overview of Lynn’s background. Although relatively new to the Board, Lynn is highly qualified and brings a wealth of directly related professional experience including that as an RN, Attorney and Healthcare Risk Manager. In addition, she serves as a VIM volunteer and generously contributes her time and talents.

Jim advised the Board that he is currently seeking election to the Hilton Head Island Town Council. The special election will be held on February 19th. Should he be elected, there would be minimal overlap from a time perspective prior to the completion of his term as Board Chair. According to Jim, he does not anticipate any negative impact on his ability to effectively execute his VIM responsibilities.

(*Note: The order of the published agenda was modified to accommodate preview of a Marketing Committee video.)*

**Management and Standing Committee Reports:**

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

As Ric has stated on a number of occasions, sharing the VIM story via patient testimonials has tremendous potential. The videos previewed this afternoon completely support the positive and very powerful impact of this marketing tool. Ric updated the Board on the project of creating segments that not only capture patient testimonials, but also highlight messages for reaching out …and touching….the business community. Lee Edwards (The Greenery) does an excellent job as a business owner / spokesperson relaying how VIM has provided medical care to his employees and how the benefits achieved by maintaining a healthy workforce make sense on many levels. The video also includes Lee’s challenge to other businesses to actively engage in the “Companies Who Care” effort. The editing room at WSAV gave generously of its time and expertise to produce the finished product (that will be viewed over multiple venues, in rotating versions, including the updated VIM website and, as of March 1st, the TV station itself).

**Jim Collett con’t**

Jim briefly mentioned the Off-Site October meeting. The session provided an opportunity for the full Board to become familiar with the framework and intricacies of the proposed Strategic Plan. This was deemed to be essential in preparation for the vote to approve at today’s meeting. Again, Jim expressed thanks for Joe Scodari’s outstanding leadership on this effort. The 2020-2024 Strategic Framework was then formally voted upon and approved.

**Executive Director Report Ray Cox, MD (please see separate report)**

Dr. Cox delivered a very encouraging report, using the quote “It was a very good year” to describe the state of the clinic. As he explained to the Board, 2018 was indeed worthy of that distinction in many areas……. those relating to financial stability, process improvements, Staff, Board and Volunteer engagement, community outreach and support. While detail can be found in his month by month written summary, in his presentation Dr. Cox highlighted a number of items for Board awareness. These included 1) the generous donations made to the clinic in Dr. Jack’s memory; 2) a request to keep Dr. Luther Strayer, a long serving, dedicated volunteer in our prayers as he is very seriously ill; 3) a special thanks to Jim Hicks for facilitating the Impact Grant from Wexford; 4) 4-star Charity Navigator rating for the 5th year in a row, an accomplishment achieved by fewer than 10% of non-profits; 5) increased emphasis on confidentiality and password security; 6) a huge thank you to all those involved in making the November Gala the best ever; 7) the first telepsychiatry consult with MUSC; 8) ongoing recognition of the need to promote conversation / interaction with Hilton Head Hospital…..perhaps recommending an exchange of sorts whereby a rep from the hospital would serve as a VIM Board member and vice versa.

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

While many individuals contributed to the overall success of the 2018 Gala, Dedria began her report by thanking Co-Chairs, Linda Meir and Grace Thomas who did an “absolutely fabulous” job! She also acknowledged Board member spouses, Marcia Collett, Chris Hall and Twyla Sable who generously donated their time and talents to the event planning and execution effort.

Linda commented on the Gala debriefing session. Almost without exception, feedback was positive. The open bar was a huge success and the music of Deas Guyz, was as usual, outstanding. The Gala will return to the Westin next year (11/23/2019), and the location change will eliminate several issues specific to the facility (i.e. sound system, spotty wine and food service, and space constraints associated with parking, the cocktail hour and auction items display). Utilizing technology more fully will help address administrative issues relating to Gala components such as “Fund a Need” and Auction opening / final bid discrepancies.

Dedria thanked the Board for its *monetary support* of Development events and, as importantly, for its *engagement.* Although the 2018 Gala was less than two months ago, a committee for the 2019 event is being assembled. The Development Department, small in size but mighty in output, is always balancing a variety of programs and activities. Nomination of VIM as the Outstanding Organization of the year (nomination letters of support needed) is currently underway and planning for new fundraisers, particularly the Kentucky Derby Benefit Party in May will begin soon. Adopt a Donor, complete with a script for Board members to follow, will be reintroduced for contributions greater than $1,000. A Legacy Society meeting with Mary Ellen McConnell, David Ekedahl and hopefully Peter Parrott will be held in the near future. The committee will be looking for Board members willing to serve as “Ambassadors”. Lastly Tom Brettingen is assembling a group to help with the 2019 Golf Classic to be held on March 1 at Berkeley Hall.

**Finance Committee Paul Moeri, Chair (Please see separate reports submitted by**

**Paul and Susan Jones, Accounting Manager)**

Paul reported on the Finance Committee meeting held on December 4, 2018. He complimented Susan and her “team” for their work in preparation for the Auditor’s visit and financial statement review. Results indicated compliance with accounting standards. The 12/4 meeting also included a presentation by the Fiduciary Group which provided an update on the investments it manages for VIM. Although the economy has been somewhat unpredictable, our portfolio has held to benchmarks. Financial metrics to date are encouraging. Paul mentioned, per Susan’s input, having to draw down the Endowment (6.3 million) based on this year’s forecast seems unlikely. Of note, the net proceeds……$230,000+…… from the 2018 Gala are well above the estimate included in the budget.

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

Andi Argast updated the Board in Mike’s absence. Review and revision of VIM’s “pay policy” (the term “pay” to be replaced with “compensation” to more accurately reflect policy statements) is a top priority. A salary survey has also been completed recently and will serve as a backdrop to the policy formation and next steps. A target date of March 2019 has been set for communication to the Board. The committee has reviewed the feedback from October’s offsite meeting. There is general agreement that the session was worthwhile, and there is support for conducting a similar event on an annual basis. Changes under consideration for the future include reducing meeting length and scheduling a social hour at its completion. In response to concerns from several Board members, the Conflict of Interest form has been minimally modified and will be used beginning in 2019. Governance and Planning’s responsibilities include the identification of potential Board candidates (with input from the entire Board), and discussions have begun on this subject. Diversity remains a goal in selection.

**Executive Committee Andi Argast (please see separate report)**

No additional information was provided.

**Dental Clinic Rob Lindsey, D.D.S., Director (please see separate report)**

Rob reported the value of services provided by the Dental Clinic is estimated to surpass 1.5 million dollars by the end of 2018! He attributed this very significant figure to factors including more new patients, scheduling efficiency, a greater variety of services provided, upgraded dental equipment and ongoing training for staff and volunteers. As he has done in the past, Rob mentioned the need for more practitioners and specifically the need for oral surgeons. The decreased number of extractions is reflected in the diminished availability of the latter. The appointment no-show rate has steadily declined largely due to the implementation of protocol changes.

**Medical Executive Committee Steven Siegelbaum, M.D.**

The MEC meets quarterly (next mtg scheduled in January 2019) hence Steve’s report was brief. He did however mention penmanship (sometimes illegible) and the challenge of “interpreting” handwritten physician notes. Encouraging physicians to use computer generated notes is a solution, but there is resistance since EMR is not especially friendly. Dr. Cox noted the new Dragon software (a speech recognition product) has been introduced on a limited basis and is showing promise as a tool that will be accepted more readily. Additional devices will be arriving early 2019.

Joe Buckingham, Vice-Chair of the Technology Committee, was asked to comment on the acceptance or lack thereof of technology in the workplace. According to Joe, in his experience, technology represents change…..and, as such it is a “human being thing” to resist anything that involves doing things differently (even if it is far better in the long run to do so). Transition takes time.

**New Business:**

**Relocation of the VIM Institute**

At Jim’s request, Ned Allen and Dr. Cox updated the Board regarding the VIM Institute and its potential relocation from Burlington, Vermont, at some point in 2019. (In addition to serving as a VIM-HHI Board member, Ned is also a member of the Institute’s Board.) Hilton Head Island has been identified as one of the top relocation possibilities. The Westchester Clinic in Philadelphia is currently second. A discussion ensued concerning the potential benefits for each organization and why Hilton Head would seem to be a logical selection. It would solidify VIM’s flagship status, and the Institute would be returning to its place of origin (and the state that holds its 501 c3 status). Ned asked for a sense of the VIM Board’s direction on this issue in order to accurately communicate our position at an upcoming Institute Board meeting. Please see the statement of support, Vote #175.

**Remarks from Lynn Jennings Taylor**

Lynn expressed heartfelt thanks to Jim for his recommendation concerning the Board Chair position. She is humbled and would be honored to serve in this capacity.

**Adjournment:**

The general session was adjourned at ~ 1650

**EXECUTIVE SESSION**:

A brief discussion transpired reflecting the Board’s general sense of optimism concerning VIM’s future.

**Adjournment**

The meeting was adjourned at ~1655.

Approved By: Respectfully Submitted By:

Jim Collett, Board Chair Andrea J. Argast, Secretary

December 14, 2018