

NORTHWESTERN COUNSELING & SUPPORT SERVICES  
107 FISHER POND ROAD  
ST. ALBANS VT 05478

## **BOARD OF DIRECTORS MEETING MINUTES**

**FEBRUARY 6, 2019**

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**Present:** Sara Kittell, Anjanette Watson, Dan Thompson, Betty Charron (Non Board Member), Jim McMillan, Tony Treanor, Jason Minor, David MacCallum (Non Board Member)

**Excused:** Elaine Carpenter, Angela Poirier, Jeff Moreau, Carl Rosenquist, Ken Gagne

**Staff:** Emily Richards, Todd Bauman, Tim Gallagan, Kim McClellan

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**Minutes received and meeting called to order by Jim McMillan at 5:44pm.**

No Quorum and tabled for next month

### **Executive Director Report**

Welcomed David and Betty as member of the community, with the hope they will come to meetings and then back to the board.

Bayview Crisis Bed update – Put a bid on a property, waiting to hear if they accept or if we need to negotiate. We cannot share the address yet, due to someone else having a bid on the property.

Mental Health Advocacy Day – Even with the snow storm there was a very large group there. Testified about success beyond six and that went very well. Lt Lamothe received an award and when receiving his award, he said it is the best thing he has done and worked with in his 20 years on the force.

Agency Designation – This process happens ever 4 years. DAIL is finished with very small recommendations, Kathy and some of her team went to the state standing committee which is where they ask the agency lots of questions, but that did not happen, all they did was praise us. DMH will be done soon; Danielle and Steve will bring teams to their state standing committees as well.

Payment Reform – One Month in for the mental health side of billing. Internal committee did a lot of work to have us prepared and thing are going well. We are working on report to help monitor the hits to get us the case rate. What does payment reform look like? It is an adult and child bundle and there is a case rate, with a 3 month look back, DMH and DAIL are the ones that are managing that. It seems to be like fee for service. Jason would like to see the model at the next board meeting. We do have a slight advantage in the sense that we are an agency that went through IFS. In this world it is based on how well you are helping people. There must be less reporting out which would be nice? No not really there is federal regulations that state we need to send a shadow billing items to confirm the services are being completed. As a DA's system we have decided on what measures will define if people are better off and now we are incentivized to meet these measures. Is this affecting the staff moral with all the changes going

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around? Todd says it is a lot of work but we are working hard on the way we communicate this we talk about the why so there is understanding, while validating change is hard.

UEMRVT – We are moving forward well and NCSS will be first to implement and our go live date is 12/2/19. What is the interoperability? We chose Netsmart due to the ability to have strong interoperability options. We are working on a communication plan, there will be monthly status updates and we will bring them here and putting them the board packets.

Jim recognized the directors for their work on managing all the changes that are happening.

### **Financial Report**

As of 12/31, last month before payment reform FY19 stands as a gain of \$890,115.

Nurses space renovations are done, CRT is being done now. We are still working on a new location for our Bayview Crisis bed.

Some changes in the success beyond six, which changes the way we communicate

Dec. 14<sup>th</sup> we received the results from the Burns and Associates survey and all this information will be used for DS's payment reform which will happen in January 2020

We have an embedded staff in the ED, Steve and Tim put together an ACO Onecare grant proposal to get help paying for the positions. There has been good feedback on the submission. This is the first on a few one page proposals which could go to help with diversifying our payment sources.

Review 990 has been tabled for next month.

### **Executive Board Report**

Meeting was canceled

### **New Business**

#### **Meeting adjourn at 6:40pm**

Minutes recorded by:

Emily Richards

Executive Coordinator

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## **BOARD OF DIRECTORS MEETING MINUTES**

**MARCH 6, 2019**

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**Present:** Jeff Moreau , Sara Kittell, Anjanette Watson, Elaine Carpenter, Rob Hirss, Dan Thompson, Tony Treanor, Ken Gagne, Angela Poirier, Jason Minor, Betty Charron (Non Board Member), David MacCallum (Non Board Member)

**Excused:** Carl Rosenquist, Jim McMillan,

**Staff:** Emily Richards, Todd Bauman, Tim Gallagan, Kim McClellan, Stacey Remillard, Joe Halko, Kathy Brown

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**Minutes received and meeting called to order by Angela Poirier at 5:44pm.**

**Kenny made a motion to approve the February minutes. Elaine Carpenter seconded. There was discussion that Rob Hirss was not listed as excused. Dan Thompson made a motion to approve the minutes with the correction that was made by Rob Hirss. Elaine Carpenter seconded. All in favor.**

**Dan Thompson made a motion to approve the December minutes. Rob Hirss second. All in favor.**

### **Executive Director Report**

Danielle and Steve are taking a class on integrated health, which is combining mental and physical health so they are not joining us tonight.

Steve has asked we talk about the Crisis Bed update. We are under contract for the old United Way Building which is on Lower Newton St. We haven't closed yet but working to get there. It will be purchased and renovated within the approved budget. It is currently set for a 2 bed space, but has the capability to become a four bed facility. There is office space upstairs and storage space in the basement which really helps us in other areas as well. Rob has asked if the property has been survived for environmental issues, and yes that is part of the closing contingencies.

UEMRVT – All 6 agencies came together for an internal kickoff last week. Next week Netsmart is coming and we are planning an external kickoff. We are in the process of collecting the data on the current EMR so we can start building. We are also working on what the communication plan will look like, which will include communication for the board.

Health Care Reform Presentation – How will this look different to the client? One way will be if they want to be part of 3 different services it could be 3 different “intakes” now it will be much smoother. This should be a much smoother system as a whole. What is the impact on the existing info structure? There are 16 new tasks for the billing team, but we have added a new position and then distributed the new task with just a little moving and restructuring. The state will also be phasing in new measures over the next three years. How did they calculate your

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bundle rate? They looked at what they gave us last year, just in a different way. They thought is there will be flexibility, so we are looking for ways to get other payment sources so we can keep being innovating.

### **Financial Report**

We are slightly up so far for the year. We have increased our borrowing power to cover payroll if that were to be needed. We will be working on the ADA changes that are required at our Berkshire location. The renovation of our CRT suite is finish. We are looking for other payment sources so we are putting together some one pagers to promote what we are doing. Our cash on hand has risen a little bit.

Review 990 – This is a standard document, it summarized the financial statements. Nothing popped out to Tim when he reviewed it; KBS is the one that has prepared the documents. What are the occupation expenses on page 10? It is the building expenses.

**Motion made to approve the 990 as presented by Tim Gallagan by Jeff Moreau. Seconded by Dan Thompson. All in Favor.**

### **Behavioral Health Update**

Todd gave the update on the adult crisis bed. Elaine asked how we are planning on sustaining the embed employee in the state police and local police? Currently we are using act 79 dollars. We are looking for other sources for the funding. Where are we looking to get the funding from? We are looking everywhere and anywhere. We have let them work their schedules based on the peaks of when people run into crisis.

### **Developmental Services Update**

We are currently collecting data on DS clients who have other diagnoses. Such as mental health or physical, and most clients do have other, so we are working on wrapping services around them.

### **Community Relations Update**

The Rotary Expo is next weekend. The Autism walk is in April which is Autism Awareness Month. The golf tournament is in June like always. Stigma was a conversation that we had at the last community partners meeting. There were 43 people at the community partner meeting which is amazing. The group is really working on stigma and having the meeting in this building is really a good thing. Kenny's episode of the show "A Day in the Life" will re-air this month.

### **Human Reasource Update**

We have a very strong BFA Tech centers partnership which is meant to get students involved in the human services. Stacey wants to give the students a certification so we are offering youth

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mental health first aid and the you matter trainings. The tech center wants to bump it out to all their tech trainings not just human services. How are we doing filling our positions with qualified employees? We are doing really well with entry level positions it is the niche position that we struggle with a little.

### **Quality and Risk Update**

The Vermont Care Partners Outcomes report is out. Our internal outcomes committee is working on our 2019 agency outcomes report.

### **Executive Board Report**

Meeting was canceled

### **New Business**

Would like more front line workers come to the board and do the presentations. Clinical Staff would be great

**Motion to adjourn was made by Jeff Moreau. Second by Anjanette Watson. All in Favor**

### **Meeting adjourn at 7:03pm**

Minutes recorded by:

Emily Richards

Executive Coordinator

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## **BOARD OF DIRECTORS MEETING MINUTES**

**APRIL 3, 2019**

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**Present:** Jeff Moreau , Sara Kittell, Anjanette Watson, Dan Thompson, Tony Treanor, Ken Gagne, Angela Poirier, Carl Rosenquist, Jim McMillan, Betty Charron (Non Board Member), David MacCallum (Non Board Member)

**Excused:** Elaine Carpenter, Rob Hirss, Jason Minor

**Staff:** Emily Richards, Todd Bauman, Tim Gallagan, Danielle Lindley

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**Minutes received and meeting called to order by Jim McMillan at 5:47pm.**

**Dan Thompson made a motion to approve the minutes. Carl Rosenquist second. All in favor.**

### **Executive Director Report**

National Conference was last week a team went again this year. This is one time a year where organizations like ours get together and we all have the chance to network. This year's theme was there is lots of change hitting our services, so how do you set your organization and staff up for great success. It was nice to meet and talk to other people who are feeling the same way we do on issues. It did feel like we are in a better place than other states. Todd was picked to represent the state of Vermont on a panel that presented on the changes we are facing and he did a very good job.

We as a DA system have hired a gentleman named Richards Edtley, to help us present our self as one. He is going to come and help us tell our story better.

Bayview Adult crisis bed update - Last month Rob encouraged us to dig deeper around the quality of the ground of the property and check for environmental issues. We had a "phase one" test done and then had a company check out the report. We were told based on that test there is no need to test any further. We still are waiting on a few inspections. We are on track to be ready and up in running in time for the end of current crisis bed lease and will not have any laps in service.

The OneCare Grant that we submitted was not approved. This grant request was to help fund our position that is embedded in the ED at NMC as well put another staff there to offer more coverage. We do have a meeting with OneCare to talk about ways we can make the presentation better so we can use for other proposals.

NMC went through their Community Needs Health Assessment. They have invited us, home health and, NOTCH to a presentation of the results. Jim, Anjanette, Kenny and the directors are going to go. The event is April 18<sup>th</sup>. We will work with them to come up with a plan to address the results.

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We are working on keeping our strong partnerships with the NOTCH. Our leadership teams are meeting on the 23<sup>rd</sup> so we can increase the partnership. It is a partnership that we need to keep going.

### **Financial Report**

Tim reviewed the financial; highlight packet that was given out. We are up a little bit on the year. With the nicer weather coming we will be taking on a few of our outside capital projects. Our self-funded health insurance has a decrease from last year. DS is in the process of payment reform and some recommendations have been given to DAIL. We are starting to put together one page documents that will help show our areas of success and help us secure funding from outside sources.

### **Executive Board Report**

Todd and Tim did a great presenting all the items that were discussed in the executive meeting.

### **New Business**

Per Elaine's request we are going to start having direct staff do some little presentations on their work and programs. Melissa Gaudio will present at our next meeting

Carl filled in the board a little bit on the child care bill he has been working on.

**Motion to adjourn was made by Dan Thompson. Second by Tony Treanor. All in Favor**

### **Meeting adjourn at 7:15pm**

Minutes recorded by:

Emily Richards

Executive Coordinator

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## **BOARD OF DIRECTORS MEETING MINUTES**

**MAY 1, 2019**

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**Present:** Anjanette Watson, Rob Hirss, Carl Rosenquist, Tony Treanor, Jason Minor, Dan Thompson, Ken Gagne, Jim McMillan, Sara Kittell, Betty Charron (Non Board Member), David MacCallum (Non Board Member)

**Excused:** Elaine Carpenter, Jeff Moreau, Angela Poirier,

**Staff:** Emily Richards, Todd Bauman, Tim Gallagan, Joe Halko, Kathy Brown, Stacey Remillard, Kim McCllen

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**Minutes received and meeting called to order by Jim McMillan at 5:51pm.**

**Dan Thompson made a motion to approve the minutes from the last meeting as presented. Carl Rosenquist second. All in favor.**

### **Presentation**

Melissa Gaudio – The relationship between school attendance and health: The whatever it takes approach

### **Executive Director Report**

Very large loss here with in the agency, Karen Martell passed away unexpectedly last week. Our team is really coming together around this. There has been a large outpouring of support. Kim and her team are putting together a plan to continuing the work that Karen did for the organization.

Community Health Needs assessment was done on NMC and two weeks ago they presented the results. It was a nice evening and there were many things that we will need to partner with them to help address. The top 5 items on the list were Mental Health, Obesity, Suicide, Domestic/Sexual Assault and Food Insecurities. We already have programs that can help with all of these items. None of the items were a surprise. One of the things that Jim took away was the fact that NMC can't do this by themselves and we can't do this ourselves, we need to work together.

Did they do the assessment themselves? They brought in a company called quorum to conduct the service. We are not sure what the process looked like; Todd was not involved in it. Jason has said that he could connect NMC with others who do the same process to share how others are conducting community needs assessments. We are learning that none of this can be done alone; they are going to need our help. Potential strategy, NCSS, Home Health and NOTCH come together and approach NMC with plans and suggestions.



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Kenny went to a Green Mountain Self Advocacy conference. He did not get to go to any breakout sessions because they were all full. It was packed. He will recommend that they get a bigger venue.

### **Financial Report**

We are at a 1.8 million gain, which is slightly ahead of last year. We will plan on ending the year larger than the past 2 years.

Tim has received the 2020 budget and he and his team have been working on it. It is due the end of June and will present on it to the board next month

The building we are looking at a replacement for Bayview Crisis Bed has come in at a little lower price and we should close on the property this month.

There are few capital work projects that are due to be completed this summer.

DS is looking at their reform as a program reform not payment reform and is pushed to July 2020.

### **Executive Board Report**

Please sign the card for Karen's Family. Thank you to Kathy for working with the State to get a waiver on the ADA compliance on the Berkshire program. There were some ADA changes that the state was requesting we make to the house. But with Kathy's help the state has given us a waiver on it for now.

### **BH**

We worked with the standing committee on the hospital re-do of their new beds. We have also be working on the new Bayview location.

Mobile Outreach is going really well. We have been working with the ED and the people who don't want to work with us in general. Cooper the service dog should be here this month with Nic who is embedded with the state police.

Night of the Arts is May 23<sup>rd</sup> and all are welcome.

### **CYF**

Danielle is not available so Todd gave the update. One of her teams coordinated and kicked off the Family Institute Night for the community at BFA Fairfax.

We provided MHFA to a group of veterans in Burlington

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## **DS**

We have starting to work on our own Utilization review. We are focused on our high users

We are going through some staffing changes and so we are trying to be creative and work with what we have and keeping these key people at the agency, but still getting the work done in the best way possible.

Berry Hill Respite Beds are full and working really well.

## **Community Realtions**

May is Mental Health Awareness Month.

Next week is Children's Mental Health Awareness Week.

Deb Babbie and Tony Stevens presented to the Community Partner Meeting and it was the most interactive presentation that we have had in a while. They really wanted to talk about the Suicide Savior Support Group.

Autism Walk this past Sunday, We had less people but raised more money.

Community Partners Classic Golf Tournament – There have been some changes and the biggest is it is just NCSS and NMC. We will have one flight of golfers

## **Human Resources**

BFA Tech Center Partnership is going well. We are getting ready to do another discussion panel with them. The tech center will be here to do community service work for the second year. We will also we will be doing a video project to promote human service, with the hope to fill our workforce gap in the years to come.

## **Quality and Risk Management**

We got our final letter of re-designation and had to submit a plan on how we were going to fix 2 things. One thing was updating language in the G&A process and updating our bylaws. The changes have already been made to the G&A process. Kim will make the edits in track changes for the bylaws and bring it to the board to review. It will be a couple month processes.

For the payment reform and our Bundle we are in a good place with the target rates.

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UEMRVT the update was in the packet. We will continue to share as we get them. The date did get pushed back due to the concern with Holiday's and the training process. We are also deciding if we build DS as it is or what it will be.

**New Business**

Legislature update, There has been a law to raise the age of purchasing cigarettes and vaping products to 21. There are not many things that happening in the schools around the big problem of vaping. We will also increase the tax on the vaping products; these will now go to the senate. And they should be passed in July.

**Motion to adjourn was made by Carl Rosenquist. Second by Tony Treanor. All in Favor**

**Meeting adjourn at 7:31pm**

Minutes recorded by:

Emily Richards

Executive Coordinator

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## **BOARD OF DIRECTORS MEETING MINUTES**

**JUNE 5, 2019**

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**Present:** Sara Kittell, Angela Poirier, Rob Hirss, : Elaine Carpenter Anjanette Watson, Dan Thompson, Jason Minor, Tony Treanor, , Carl Rosenquist, Jim McMillan, Jeff Moreau , David MacCallum (Non Board Member)

**Excused:** Ken Gagne

**Staff:** Emily Richards, Todd Bauman, Tim Gallagan, Danielle Lindley, Joe Halko, Steve Broer

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**Minutes received and meeting called to order by Jim McMillan at 5:47pm.**

There is was a spelling error in the May minutes.

**Dan Thompson made a motion to approve the minutes with suggested change. Rob Hirrs second. All in favor.**

### **Executive Director Report**

We did a BFA panel presentation that went very well. It is a great way to spark an interested in our agency and jobs here in the future. As well as breaking down the STIGMA. They also did one of the “Here for you” shows that Joe does. The question was asked, why the tech center vs the rest of the school. It is the tech center because it is a human service track that the school offers and it fits very nicely there.

Onsite job fair is tomorrow from 3pm -6pm we will be offering onsite interviews.

Bayview Program – We have closed on our new building on Lower Newton Rd. It is a two bed crisis program but has the ability to expand into a four bed program. There is already a set up in the building to help us see clients after hours to help keep them out of the ER. We will have renovations will be done before our lease at the current location ends. The question was asked, Is there any play to make it a 3 bed program and ask the hospital pay for the 4<sup>th</sup>? That is something we can certainly try for.

UEMR – we are starting the implementation phase. We are looking at our work flows and building them. There are 4 agencies that are on this path with us. We were hoping to have North East Kingdom join but they have said no. Clara Martin has said they want join us. Coming together as 4 is hard, but we have a process in place.

Night of the Arts – It was the 18<sup>th</sup> year that the BH team and Steve’s Teams sponsor. It is a platform for our clients to showcase their talents. Everyone should go next year if they have a chance.

### **Financial Report**

FY19 – Gain a little over 4% The EMR and Payment reform has started to hit the budget. We are finishing the year at about 2% which is a little higher than we have been in the past, this is due to a little strategic planning.

**Motion to enter into executive session was made by Tony Treanor. Second by Elaine Carpenter. All in Favor. All staff present was allowed to stay.**

**Motion to exit executive session was made by Carl Rosenquist. Second by Elaine Carpenter. All in favor**

**Motion to approve the wage action discusses in excusive session to be payed out by September. 15<sup>th</sup> made by Dan Thompson. Second by Carl Rosenquist. All in Favor**

FY20 budget– Tim planned to bring to meeting tonight to be approved. Our budget is due to the state on June 30<sup>th</sup>, but we have not gotten what we need from the state yet. We will be calling an executive committee meeting to get approval on the budget before we submitted. We will invite the whole board but will just use the executive committee as our quorum for the vote. Per our bylaws the executive committee can act as the board in this situation.

We historically do not have board meetings over the summer to allow for family time and vacations. We discussed the potential value of continuing to meet over the summer along with the potential risk of limited participation due to summer family activities. We agreed to pull together an Executive Committee meeting as needed, but also inviting the full Board to participate in the Executive Committee meeting to assure board involvement and perspective.

### **Executive Board Report**

#### **New Business**

Can we invite Nic and Cooper to a board meeting so Nic can talk about what he is going? Yes.

Angela would like to thank Joe for sending the email updates.

**Motion to adjourn was made by Jason Minor. Second by Angela Poirier. All in Favor**

#### **Meeting adjourn at 6:41pm**

Minutes recorded by:

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Emily Richards  
Executive Coordinator

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## **BOARD OF DIRECTORS MEETING MINUTES**

**SEPTEMBER 4, 2019**

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**Present:** Angela Poirier, Rob Hirss, Elaine Carpenter Anjanette Watson, Dan Thompson, Jason Minor, Tony Treanor, Carl Rosenquist, Jim McMillan, Jeff Moreau, Sara Kittell,, David MacCallum (Non Board Member), Betty Charron (Non Board Member)

**Excused :** Ken Gagne

**Staff:** Emily Richards, Todd Bauman, Tim Gallagan, Danielle Lindley, Joe Halko, Steve Broer, Stacey Remillard, Kim McClellen

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**Minutes received and meeting called to order by Carl Rosenquist at 5:40pm.**

**Dan Thompson made a motion to approve the June minutes. Angela Poirier second. All in favor.**

### **Executive Director Report**

During the annual dinner in November we will be voting on returning, incoming and new board members. We are working on putting together a small presentation on the movement among the board. We will bring this to the October meeting for discussion in preparation for the vote in November.

Last month there was a BI conference around Success Beyond Six. It is the largest conference of its kind in the state. One of our Staff Amy Irish coordinated and MC the day, Matt Habeddank one of our staff members presented an award. It was great day and wanted to give Danielle a shout out for her team and the work they did for this conference.

The question was asked if a merit based raise is available to help with retention. When the state gives us money for wage action they also give specific direction as to how it is to be used. We try to do our best with what we have and we always give a lot of feedback to the state and will continue to do so.

### **Financial Report**

For FY19 and based on our unaudited financials we stand with a gain of 2.65% which puts us ahead of the past two fiscal years. The number is consistent with other high performing DA's. This does included a bonus which will be for the full amount the board approved. KBS is coming in for the audit in a few weeks. There will be a few adjustments made but do not see anything major coming up.

We did submit the FY20 budget that was reviewed during the summer meeting.

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One area we are trying to focus on is our cash on hand and this is looking better than last year so we are moving in the right direction with that.

The Executive committee pointed out that the financials are very consistent which reflects well on the organization.

As for our capital planning, the renovation of the new property on lower newton is moving along nicely. It is on schedule to be completed before our lease is up on the building that now houses our Bayview program. All other items were completed over the summer except for the Gym at Soar and that will be done over the holiday break or next summer.

Self-funded health insurance is at about an 8% decrease over last fiscal year.

The ABS program has shifted to a 14 tiered bundle payment system that is based on how many hours a client receives of services a month. This has been a change for this team. It seems to be going back and away from where all other programs are going. There is a CEO group that is offering feedback to the state around this.

We have received a grant from OneCare around Care coordination to reduce emergency department visits. This is going to give us the ability to add one other embedded staff into the ER and partially fund nurse care coordinator to help with these services.

The question was asked, even though there was a meeting this summer around the FY20 budget do we still need a vote to approve by the full board? It was decided we do. We also did a quick review. The FY20 budget will include a 2.29% increase to our bundled rate which will be targeted toward staff wage action. The budget also shows health insurance being budgeted as it will be a bad year. The new EMR is still reflected in the expenses.

**Motion to approve the FY20 Budget as presented was made by Rob Hirss. Tony Treanor second. All in Favor.**

During our summer meeting we talked about moving our client's funds to Peoples Trust Company and out of TD Bank. We were doing this due to a lack of customer service and ability to work with our clients and staff. There was also a thought that in 18 months or so we would touch back with Peoples around moving our operational funds there, currently the operations systems were not ready for this. TD Bank sent us a certified letter stating they will be closing their North Main St. branch, so we would like to move all our funds to Peoples Trust Company sooner than later. And due to our feedback as well as others Peoples is updating something things around the operations. So we have decided to move all funds out of TD Bank and to Peoples Trust Company.

**Presentation**

Mobile Outreach Team; Tony Stevens, Nic Tebbitts and Cooper



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### **Behavioral Health**

On Aug 22<sup>nd</sup> we started answering the national life line. We are still working out some areas but this seems to be going well. We have also started negotiations with the policy academy around providing trainings.

### **Children, Youth and Family**

Staff have been working really hard to keep families connect with services while school is out, kids fest had move this year due to the size, which is amazing! We have been working on getting TMHFA in schools and camps a few staffs working on that to get students involved in that. Camp rainbow was success again this year.

The question was asked if there are schools in Franklin/Grand Isle County that we are not working with. No we are working with all schools in those two counties.

### **Developmental Services**

The division is excited because they have more licensed clinician than any other DA at the moment.

### **Community Relations**

We are still waiting on our final numbers but the revenue from the CPC golf tournament will go toward Cooper.

September is suicide prevention month and there are a lot of things going on. The thought is that people need to start talking about it. Vermont Care Partners is doing a statewide campaign that will start with a 4 part series that will be printed once a week for the month. As well as all 10 DA's having a screening of The Ripple Effect. The screening will take place Thursday September 26<sup>th</sup> at 6pm in this room, if you would like to go RSVP to Emily. We will be running ads in the paper, our episode of "Here for You" will be focused on this topic, and it will be on our YouTube channel soon. There is also a day long concert at Hard'ack and we will be present there.

Sunday the 22<sup>nd</sup> is the annual buddy walk, please join us!

### **Human Resources**

We passed our workers comp audit. We are working on our pension audit. We did an episode of Joe's TV show with a student from the BFA Tech center who did some work with us and that went really well. We are our job fair in June and that went well, but not as well as the one we

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did last year in April so we will be changing the date back to April. We just had our wellness fair that went well also; we did a lot of biometric screens,

We are in need of about 12-13 home providers. This is where a client lives with you. All clients are different so the needs and structure is different, please pass that along and if you or someone you know is interested have them reach out.

### **Operations**

During our designation review there were just a few action plans and one was to update our bylaws. Kim is working on the suggested changes. Emily will email a tracked change version and then in October we will review it and vote on the update.

The question was asked who suggested these changes. It was the state and around requires and compliance for our designation.

**Motion to adjourn was made by Rob Hirss . Second by Jason Minor . All in Favor**

### **Meeting adjourn at 7:29pm**

Minutes recorded by:

Emily Richards

Executive Coordinator

NORTHWESTERN COUNSELING & SUPPORT SERVICES  
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ST. ALBANS VT 05478

## **BOARD OF DIRECTORS MEETING MINUTES**

**OCTOBER 2, 2019**

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**Present:** Angela Poirier, Rob Hirss, , Jason Minor, Tony Treanor, Carl Rosenquist, Jim McMillan, Jeff Moreau, Sara Kittell, Ken Gagne, David MacCallum (Non Board Member), Betty Charron (Non Board Member)

**Excused:** Elaine Carpenter Anjanette Watson, Dan Thompson

**Staff:** Emily Richards, Todd Bauman, Joe Halko, Steve Broer, Stacey Remillard, Kim McClellen

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**Minutes received and meeting called to order by Jim McMillan at 5:49pm.**

**Ken Gange made a motion to approve the September minutes. Seconded by Carl Rosenquist. All in favor.**

### **Executive Director Report**

The By Laws we sent to you with the board packet for your review. Per our last designation process we were given two corrections that needed to be made to the agency as a whole. One of those was a few minor changes in the grievance and appeal process. Kim has made the needed changes to this already. The second change was to our board by-laws. Those changes were in the statement about our assets if the agency was to close, the involvement of the board in the hiring of the agencies executive director, and that the minutes and the schedule of this meeting is available to the public. You can see the tracked changes in the by-laws that were sent. Emily has added the minutes to the website as well as the meeting schedule. The question was asked that is the room big enough if this meeting was open to the public, the answer is yes, the meetings have always been open to the public and there has been a need to change the space. Another question was asked, if there were to be items that are in need of discussion and decisions how does that work? If there were people from the public in the meeting and we needed to vote or something needed to be disused we would go into executive session and the public would be asked to leave and then once we exited executive session they could rejoin the meeting.

**Motion to approve the bylaw changes as presented was made by Carl Rosenquest. Seconded by Rob Hirss. All in favor.**

The question was asked that since the meeting is open to the public should we would add an agenda item for public comments. This would give structure to the public comments should there be any.

**Motion to add public comment time to our agenda with the timing to be decided by executive management was made by Carl Rosenquest. Seconded by Tony Treanor. All in favor.**

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The discussion continued on how to let community members know about our meetings? It has been added to the events calendar on our website. What are some other ways to get community involved? Kenny suggested that we record the meeting and publish somewhere. Jim was part of an agency at one time and they were required to publish their board meeting in three different public places. Currently our annual meeting needs to be in the public notice of the newspaper three times prior to the meeting. Could we add it to the calendar of events in the messenger? Kim is going to check on what is required for us to do.

At the annual dinner we will be voting on board membership for the 2020 year. We wanted to give you an update on where our board stands and what the vote will look like in November. Ken Gagne and Angela Poirier have fulfilled their six year term limit and must take a year off. Elaine Carpenter, Sara Kittell, Jason Minor and Carl Rosenquist have finished there three year term and have decided they would like to join the board again for another three years. Betty Charron, David Hutchinson and David MacCallum would like to rejoin the board for a three year term after taking a year off. We will also be adding a brand new member Meg Marshall. We will also be voting on the executive committee members. The question was asked it have a bigger board helps the group meet the need for a quorum? Is more to us about the mix of people, we do think that a little bigger board is better, but it can hurt as well because the quorum is based on the number of board members.

The annual dinner is the 6<sup>th</sup> of November. The buffet will begin at 5:30pm, but you can come as early as 5:00pm. The actual meeting will start at 6:00pm. The invitation will be going out shortly.

### **Financial Report**

Tim is unable to join us; he had surgery on his finger. So Todd will be giving the update. We will end FY19 with a gain of 1.4 million which is slightly higher than last year. This higher gain was intentional. We wanted to be prepared for the possible risks associated with a new EMR implementation. The field work has been done on the audit and now KBS is working on their end and the report. Once we have that we will present it. Our property on Lower Newton for the new adult crisis bed program is coming along nicely. All renovations are on scheduled. The team that will be in that building have been working very closely with facilities around the layout and plan that will be best for the program. The Afterglow event that was put on by a family, who lost their son to suicide, went very well and raised about \$50000. A portion that money will be coming to the agency marked for suicide prevention awareness.

### **Executive Committee Report**

Everything is the same as what we have discussed during the meeting. Jim wanted to thank Carl for standing in for him last month.

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**New Business**

The Howard Center is part of a lawsuit against the opioid manufactures. Rob is wondering what the thought behind doing this? Todd is not sure what the thought of Howard center was. We as an agency decided that it was not something that we should priorities. Since we do not serve adult substance abuse, we felt the cost and the work that would be required to be part of it would not be worth what would come out in the end.

**Motion to adjourn was made by Carl Rosenquest. Second by Rob Hirss . All in Favor**

**Meeting adjourn at 6:22pm**

Minutes recorded by:

Emily Richards

Executive Coordinator

# NORTHWESTERN COUNSELING

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## **NCSS Board of Directors Annual Meeting**

*November 6, 2019*

*The American Legion, St. Albans, VT*

**Present:** Carl Rosenquist, Dan Thompson, Anjanette Watson, Sara Kittell, Elaine Carpenter, Jason Minor, Rob Hirss, Jim McMillan, Tony Treanor

**Excused:** Ken Gagne, Jeff Moreau, Angela Poirier

**Guests:** Staff and Community Members

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### **Welcome**

Joe Halko welcomed staff, community and board members to the 2019 NCSS Annual Meeting and Recognition Dinner.

### **Recognition ~ Special Friends**

- Jeff's Maine Seafood
- The American Legion
- Chameleon

### **Board Business**

**Motion made by Dan Thompson and seconded by Tony Treanor to approve the minutes from the October board meeting. All in Favor.**

### ***Retiring Board Members***

Jim McMillan recognized past NCSS Board members, past award recipients as well as the following Board members for completing a 6 year term.

- Ken Gagne
- Angela Poirier

### ***Board Members who have completed a 1<sup>st</sup> term***

- Elaine Carpenter
- Sara Kittell
- Jason Minor
- Carl Rosenquist

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## ***Reconfirmation of Board Members beginning a second term:***

The Executive Committee recommends the following individual for reconfirmation as Board Members to serve a 3-year term commencing January 1, 2020 through December 31, 2022.

- Elaine Carpenter
- Sara Kittell
- Jason Minor
- Carl Rosenquist

**Motion made by Rob Hirss and seconded by Dan Thompson to reconfirm Elaine Carpenter, Sara Kittell, Jason minor and Carl Rosenquist to serve a three-year term commencing January 1, 2018, through December 31, 2022. All in Favor.**

## ***Election of New Board Members***

The Executive Committee recommends the following individual as new Board Members to serve a 3-year term commencing January 1, 2020 through December 31, 2022.

- Betty Charron
- David Hutchinson
- David MacCallum
- Meg Marshall

**Motion made by Carl Rosenquist and seconded by Jason Minor to elect Betty Charron, David Hutchinson, David MacCallum and Meg Marshall as new Board Members. All in Favor.**

## ***Election of New Officer***

The Executive Committee recommends the following Board Member as a new officer of the NCSS Board of Directors commencing January 1, 2020 through December 31, 2020. She is:

- Sara Kittell as Member at Large to replace Angela Poirier.

**Motion made by Carl Rosenquist and seconded by Dan Thompson to elect Sara Kittell as a Member at Large to the Board of Directors commencing January 1, 2020 through December 31, 2020. All in Favor**

# NORTHWESTERN COUNSELING

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## ***Reappointment of Executive Committee Officers***

The following officers are looking to be reappointed

- Jim McMillan as President
- Carl Rosenquist as Vice President
- Dan Thompson as Treasurer
- Jeff Moreau as Secretary

**Motion made by Rob Hirss and seconded by Tony Treanor to reappoint the commencing January 1, 2020 through December 31, 2020. All in Favor.**

## **Adjournment**

**Motion from Carl Rosenquist to adjourn the annual meeting at 7:15 p.m. Second by Jason Minor. All in Favor.**

Minutes Recorded By:

**Emily Richards**

Executive Coordinator



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## **BOARD OF DIRECTORS MEETING MINUTES**

**DECEMBER 4, 2019**

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**Present:** Sara Kittell, David MacCallum, David Hutchinson, Carl Rosenquist, Betty Charron, Jim McMillan, Tony Treanor, Jeff Moreau, Elaine Carpenter, Angela Poirier, Jason Minor, Ken Gagne, Dan Thompson, Anjanette Watson, Rob Hirss, Meg Marshall,

**Guest :** Greg Sargent (KBS), Bill Keyser (KBS)

**Staff:** Emily Richards, Todd Bauman, Tim Gallagan, Steve Broer, Joe Halko, Stacey Remillard, Kim McClellan, Kathy Brown, Danielle Lindley, Jacob Munro, Jess Irish, Chris Santee

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**Minutes received and meeting called to order by Jim McMillan at 5:54pm.**

**Motion was made to approve previous minutes by Dan Thompson. Second by Carl Rosenquist. All in favor.**

Before we get started we wanted to recognize Kenny and Angela for their six years on the board. Since they were not at the annual dinner their awards were presented by Todd. Jim also wanted to welcome David, David, Betty and Meg as new board members.

**Motion to enter into executive session was made by Rob Hirss. Second by Angela Poirier. All in Favor. All staff present except for directors and Emily were asked to leave.**

**Motion to exit executive session was made by Rob Hirss. Second by Kenny Gagne. All in favor**

**Motion to approve the wage action as proposed in excusive session made by Rob Hirss. Second by Dan Thompson. All in Favor**

### **Banking Resolution**

As we talked about in previous board meetings we will be moving all of our banking to People's Trust Company. They have asked for a formal resolution stating we are moving our fund. In order for the president to sign a resolution there needs to be a vote. We will be moving our line credit as well to People's Trust Company. This will mean that we are putting the main office, 107 Fish Pond Rd, as collateral if we were to ever use the line of credit. We will make these changes on or after tomorrow.

**Motion was made by Dan Thompson to approve the resolution to move all our banking to People's Trust Company, which includes using our 107 Fisher Pond Rd office as collateral. Second by Tony Treanor. Angela Poirier Abstained. All in favor.**

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**Signature Change**

Tim introduced our new controller Jessica Irish. We would like to add her as a signer on our accounts and remove Mike Norris. We will need to bring this to the board and have a resolution signed.

**Motion made by Dan Thompson to approve the resolution to add Jessica Irish and remove Mike Norris as signers on our accounts. Seconded Rob Hirss. Angela Poirier Abstained. All in favor.**

**Audit Review**

Greg Sargent and Bill Keyser from Kittell, Branonn & Sargent presented the results of the fiscal year 2019 403B, Financial Statement, and Single Audits. Per Jeff and the executive committee there were no findings or adjustments noted.

**Motion was made to approve the draft audit as presented by Dan Thompson. Second by Rob Hirss. All in favor.**

Jim wanted to thank the board for their commitment and dedication to the agency and the board. He also wished them all a Happy Holiday.

**Motion to adjourn was made by Dan Thompson. Second by Angela Poirier at 6:36pm. All in favor.**

Minutes recorded by:  
Emily Richards  
Executive Coordinator