

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

BOARD OF DIRECTORS ANNUAL MEETING MINUTES

December 3, 2025

Present: Angela Poirier, Jason Minor, Dan Thompson, Elaine Carpenter, David MacCallum, Meg Marshall, Casey Toof

Excused: Anjanette Watson, Andrea Patrick-Baudet, Jim McMillian, David Hutchinson, Ken Gange

Staff: Emily Richards, Todd Bauman, Derek Hoy, Stacey Remillard, Kim McClellan, Dani Roberts, April Glover, Belinda Bessette, Matt Habedank, Samantha Thomas, Ryan Davis

Guests: Bill Keyser from KBS

Minutes received and meeting called to order by Angela Poirier at 5:35pm.

Motion was made to approve the November minutes as presented by Elaine Carpenter. Second by Dan Thompson. All in Favor

Motion was made to approve the audit as presented with changes made to reflect the wage action that has been approved by Dan Thompson. Second Elaine Carpenter. All in Favor.

Executive Director Report

- Wage Action
 - o We would like to have you all vote and approve a FY25 wage action in the form of a one-time bonus. We are hoping to have it paid out to staff by December 12, 2025. We will adopt a tiered approach as we have done in the past based on longevity. The total amount paid out to staff would be \$600,000. This would drop our gain to 2.8% which is a number we and the state are comfortable with.
 - o The executive committee looked deeper into this bonus and how it will affect the financials and voted to recommend the full board approve this wage action.

Motion was made to approve the one wage action as presented by Dan Thompson. Second by Elaine Carpenter. All in favor

- Property Purchase
 - o We talk often about the need for housing for our clients. We currently have a young adult client who has been with us since they were a child, and we do not have what is needed to provide them with the care that is currently needed. Which is why we are asking the board to approve the purchase of this house. This property gives us the ability to provide this client with the specialized care they need as well as give us space that we can use to provide other services as they come up.
 - o The listing price is \$350,000 we are asking for the board to approve up to \$400,000 so we can negotiate if needed.
 - o The structure of the property is great; it is a multi-family structure which means it has two addresses. This gives us some flexibility in programming that we can provide at this location. It meets what we need right now as well as offers great potential for

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the future. We did meet with the state, and they are on board with a partnership on this programming when it comes to the funding.

- The Executive Committee reviewed this ask and made a motion to recommend to the full board to approve the purchase.

Motion was made to authorize Todd up to \$400,000 to purchase the property discussed by Dan Thompson, Second by Meg Marshall. All in favor

Presentation

- Audit Presentation
 - KBS is prepared to issue an unqualified opinion. We are looking to submit it to the state before the holidays. A single audit was also conducted, which is a requirement if you receive a certain amount of federal dollars, there were no findings.
 - We will need to make an adjustment due to the wage action that was approved.
 - The field work went well. The team did a great job. Bill has great confidence in Ryan as the interim CFO and in the team that Derek has built.
 - We were one of two agencies that did not have a case rate pay back this year. Our numbers have matched the state almost perfectly. Bill wanted to share this because this accomplishment falls not only with finance and billing but with our strong staff and the infostructure we have built and the data we have access too. With all the changes happening these things are very important.
 - The Executive committee took a deep dive into the audit and made a motion to recommend the full board approve the audit as presented.

Financial Report

- Derek sent out a financial packet, and we had a few printed out. We are in a very good spot. October 2025 has been closed. Our wages and benefits are higher than last year but are coming in under budget. Our contracted services are higher because we need to use them for providing services. We are down a little bit but are on trend with past years. The question was asked - What is a doubtful account? Those are items or services that we are not sure we will receive payment for. The question was asked – Why are our contracted services higher this year? - We need them so we can provide the services our clients need, they are like traveling nurses the hospitals use. The salaries these folks are offered we can't compete with, so we have to have contracts with these agencies.

Other Business

- We are in the middle of our designation and CCBHC process. The state has been performing the interviews needed for both these things. They need to meet board members. Emily is sending a doodle poll out so we can pick a date that would work for the most people. Please fill it out by this Friday the 12th. Belinda will get the questions and send a little write-up with other information for you all to have..
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- Meg, David and David are finishing their 2nd 3-year term and now have to take a year off. We do hope you will come back and join us in a year. Your input is very valuable. We thank you for that and all you have done for the board.
- Thank you, Derek, for helping us bring the agency to modern times and building a financial structure that ties the agency together. As well as creating a team that is strong. Derek wanted to make sure that we all knew that his departure is not a reflection of the state of the agency. The family needs have made it necessary to be in Louisiana. Todd has been an incredible leader. The team is amazing and taking our work and moving things forward. The board is very impressive as well; this board is a different level. He is thankful to Ryan and wanted to acknowledge that the work he has done has been impressive. The stability of this organization is very important, and Derek is committed to that so he will make himself available for 5 hours a week. Katie has also been amazing and has made our lives easier in the finance world and is making great changes in the system as a billing manager. Angela wanted to thank Derek as well for all he has done for the agency.

Motion made to adjourn by Dan Thompson. Seconded by Elaine Carpenter. All in Favor.

Meeting adjourn at 6:23 pm

Minutes recorded by: Emily Richards