

**ECHO (Emergency and Community Health Outreach) Board of Directors
Meeting
Minutes January 6, 2010
AMC/ECHO, St Paul, MN**

Meeting attendance

Board Members	Membership Position	1/6/10	3/3/10	5/5/10	7/7/10	9/1/10	11/3/10
Bob Herman		X					
Chris Kuhlman		X					
Jay Elepano	Vice Chair	X					
Jeff Cook							
Jill DeBoer		X					
Julie Ring	Secretary	X					
Kevin Verzal	Treasurer	X					
Kristen Norman-Major	Chair	X					
Maritza De Jesus		X					
Sandy Lien		X					
Troy Dickinson		X					
Staff:		1/6/10	3/3/10	5/5/10	7/7/10	9/1/10	11/3/10
Lillian McDonald	Executive Director	X					
Suzanne LaPalm	Administrative Board Support	X					
Tatiana Sainati	Marketing & Communications Mgr.						
Guests:		1/6/10	3/3/10	5/5/10	7/7/10	9/1/10	11/3/10
Buddy Ferguson	MN Department of Health	X					

TOPIC	DISCUSSION	DECISION/FOLLOW-UP ACTION
1. Welcome and approve/alter agenda	<p>Chair Norman-Major called the meeting to order and welcomed those in attendance.</p> <p>Agenda item number 5 was moved to number 3.</p> <p>November minutes for approval.</p>	<p>Bob motioned to approve the minutes. Kevin seconded – motion passed.</p>
2. ECHO financials, review of 2010 budget and projections 2011-2012	<p>Kevin reviewed the financial report and end of year numbers. He then presented budget highlights for the next three years</p>	<p>Jill moved to approve the financial report. Sandy seconded – no further discussion – motion passed.</p>

<p>3. Board Action (Chair Norman-Major)</p>	<ul style="list-style-type: none"> Executive Director performance evaluation – for 2010, plus a separate part, performance goals for 2010. The Executive Committee reviewed input at their December meeting, and Kristen reviewed those comments. It was noted that the budget has in the future provisions for hiring an Assistant Director. The question came up of considering moving that up to the first quarter of this year to allow Lillian to hand off some of the daily work. It was also requested that Lillian prepare a work flow document so that ECHO can operate in her absence if she needs to be gone unexpectedly. The Exec. Committee’s recommendation was a 3% raise. Sandy asked about putting together measures to allow Lillian to possibly receive an annual bonus. Kristen suggested that be put on the next Executive Committee agenda and they could look at bonus models and bring to full board for review and discussion. Discussion ensued regarding hiring of an Assistant Director and the annual bonus. The salary budgeted for the new position is \$50,000 starting in 2011, however it possibly would pay for itself earlier if Lillian’s time was freed up to do work that would bring in funders. <p>ECHO’s first annual report will be coming out this year. For her goals for the next year, Lillian is proposing a 2-page condensed version by committee with some measure</p>	<p>Sandy moved, Bob seconded to approve the Executive Committee’s performance evaluation of the Executive Director and the 3% increase. With no further discussion, the motion passed.</p> <p>Kevin moved to approve these goals with amendment that revised goals will come to the Board at the March meeting. Jay seconded. Motion passed.</p>
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	<p>assigned. She is looking at trying to find ways to measure the impact of the information people received to see if it changed their behavior in public health or public safety arenas. She has feelers out there for a PhD candidate to do this research, which would be great data to have for grant writing. There would be 3 or 4 goals per committee. Kristen opened for discussion on general performance goals to see if there are things missing. Will tighten it up before next meeting.</p> <ul style="list-style-type: none">• Amend Bylaws to adopt meeting schedules, committees, and term limits on a calendar year<ul style="list-style-type: none">– It was noted that there is still the need to work on diversity of the Board and the Board is currently full, so the prospect of increasing the limit to 13 was brought up. If this was approved, diverse applicants could be pursued. Any bylaw amendments that move forward from this meeting will be incorporated into amended bylaws which would be voted on by the full Board in March. Also needing to be amended are the Board terms to the calendar year. Sandy was concerned about too many terms expiring at same time. Lillian suggested creating a succession plan for chairs. Lillian asked if we need to add conflict of interest policy and protection for members to the bylaws. Any changes will be sent to Board Members by February so they will have a month to review before voting on in March.	
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	<ul style="list-style-type: none"> • Approve Revised Conflict of Interest Policy & Retainer – Chris explained the reasons for revised policy and presented proposed revised amendments. He also mentioned that we don't have officers and directors liability insurance. This type of insurance is not expensive and he proposed someone on the Board look into this. Lillian noted we may actually have coverage as an affiliate of the Association of MN Counties, but since we have changed to nonprofit status, we need to revisit it. <p>Chris has provided legal advice for ECHO and his malpractice insurance requires him to sign ECHO as a client. He would provide services pro bono. Also, with his second role as Board Member, he would not have attorney client privilege for things discussed in this role at a Board Meeting. This is included in the proposed contract he is presenting. There are potentially four documents: Conflict of interest policy, funding policy, which is separate from the COI policy, and also have his request for agreement on retainer, and the insurance issue (if necessary), two of which need to be drafted and sent to Board Members for March approval. Funding policy should be reviewed and Board feedback received as part of an amendment to bylaws.</p> <p>Discussion regarding insurance – Lillian will look at proposals (quotes) and bring to Board in March.</p>	<p>Bob made that motion to approve, adding that the Executive Committee should determine if there is indeed any conflict with our current Conflict of Interest Policy. Sandy seconded. Chris abstained. Motion passed. The Executive Committee will move forward and take care of at the next Executive Committee meeting.</p>
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	<ul style="list-style-type: none"> • BOD Term and committee assignments decisions – Maritza is remaining on ECHO BOD, but can't commit to full year term because her house is on market. • Discuss/approve mission statements – There are ECHO mission statements that are different in different places, so there is a need to consolidate it into one that will be used everywhere. Discussion of the potential mission statements ensued. <p>Julie joined the meeting at this time.</p> <p>It was noted that final mission statement needs to be translatable into the languages of the top three populations ECHO serves</p> <p>Maritza joined the meeting at this time.</p> <p>Julie, Bob, Lillian and Kristin agreed to serve, electronically, as a subcommittee to work on the mission statement and will bring versions to the March meeting for BOD vote.</p>	
4. Executive Director Report	<p>Lillian McDonald report:</p> <ul style="list-style-type: none"> • Update on MDH and ECHO H1N1 activities: - Two pieces left in the contract – another round of programming from MDH and then the emergency plan. MDH internally is making decisions and then the remaining portion of 	

	<p>contract will be complete.</p> <ul style="list-style-type: none"> • Staffing updates –received 50 applications for the community outreach person. Six were interviewed and two finalists chosen, one has already taken a job and on the 13th the other candidate will come in for 2nd interview. • 2010 strategic plan updates – No new changes. Committee has met with Lillian and Tatiana. • Funding updates (LPHA, State contract, Programming sponsorships, Legislative) – requests have gone out have heard from seven. State meeting tomorrow to move forward. • November 17 Event expenses/receivables –The event pretty much broke even. We’d like to have another event this year with more time for planning. The H1N1 connection helped get attention, but don’t know if we want to do that again. Lillian would like a Board Member to work with her to coordinate the event earlier. Discussion of the lack of a clear link from MDH to the support received from ECHO in H1N1, the audience, and that multiple purposes may have led to lack of event focus. For the next event, a main focus and secondary focus need to be determined. There was the suggestion of an appreciation event at AMC that’s low key and also a separate “ask” event. Sandy, Chris, and Jay volunteered to work on the next event coordinating committee. 	
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	<ul style="list-style-type: none"> • Audit will be conducted the week of February 22 (annual report due) – this will be our 2nd audit and our annual report has to be in place by that date. <p>Jill left the meeting at this time.</p>	
<p>5. Committee Updates</p>	<ul style="list-style-type: none"> • Executive Committee – Had half day meeting in December to regroup and look at outstanding questions. As we move forward with amended bylaws, Lillian will be working on diversity of the board so if members have ideas, bring them forward. Executive Committee is meeting in the off months when board meetings don't occur. • Programming Committee – Had half day strategic planning meeting in December and assigned tasks to staff and committee members. The survey is being postponed to June of this year so it can be paralleled with the web redesign and can be offered on the web. ECHO has been provided with TV programming recommendations for 2010-2012. Reviewed document on program funding that Sandy will be distributing. Asked Board for possible contacts for organizations that would be potential sponsors. For right now, until we can figure out how to advance ECHO phone, we are only going to produce two topics; now others will only be done if we have sponsors. 	<p>.</p>

	<p>Tati came up with 2010 recommended phone schedule. The committee has developed a program tracking sheet. The Committee also looked at what languages to keep or add. Grantors have narrowed down the number of languages they are willing to fund. Sandy drafted a program review and destruction guideline to make sure the programs offered are still current.</p> <ul style="list-style-type: none">• Communication Committee – Lillian – new website development is well underway and we hope to go live with it by March 1. The Annual Report is underway. New annual DVD underway. One sponsor wants to work with us on a couple marketing items.• Development Committee – Just set up next meetings so stayed tuned.• Activation and Emergency Preparedness – still on hold until we get word from the State. Hope the State situation firms up in Q1. Need to look again at the Field Operations Guide and the Emergency Operations Plan, plus the postal event.. Kristen noted that one of Jill’s recommendations was that the Assistant Director have the skills to do some of the emergency prep work with the FOG and EOP because the committee is not necessarily able to do it.	
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<p>8. Adjourn with reminders:</p>	<ul style="list-style-type: none"> • Next Executive Committee Meeting, 9:00 a.m., Monday, February 1, ECHO • Next BOD Wednesday, March 3, ECHO <p>Tentative agenda items for March: Chris’s policy, mission statement, insurance information, tighter performance review document. Executive Committee will look at performance incentive proposal and bylaws changes at their meeting, so those may need to be on next agenda. May have to have an electronic vote on the mission statement.</p>	<p>Kevin moved to adjourn the meeting. Julie seconded – the motion passed.</p> <p>Julie moved to have to have the Executive Committee finalize and approve the mission statement at their February meeting, and that it will be included in annual report. Bob seconded with an amendment that Board still have the opportunity to change the mission statement in March, and if it changed, all that would be affected would be annual report. Motion passed.</p>

Respectfully submitted by,
Suzanne LaPalm
LMcD – 1-29-10