

**Attendees**

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**Voting Members**

Ms. Chantel Adams, Acting Chair  
Mr. Bill Fann, Vice Chair  
Mr. Sherman Ross, Secretary  
Mr. Chris Mosley, Treasurer  
Mr. Larry Maxey, Board Member  
Mr. Michael McElveen, Board Member  
Ms. Jean Smilie, Board Member  
Mr. Leland Johnson, Board Member  
Ms. Karen Sparks, Board Member  
Mr. Steve Grimsley, Board Member

**Others Present:**

Ms. Melanie Dallas, Chief Executive Officer  
Mr. James Catanzaro Jr., Legal Counsel  
Ms. Melissa Stone, Executive Secretary

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I. Call to Order

Acting Chair Chantel Adams called the meeting to order. She asked the Executive Secretary to do a roll call to ensure a quorum of the members was present for the meeting. A quorum was present for the meeting.

**Action:** Acting Chair Chantel Adams called the meeting to order at 10:31 a.m.

II. Approval of Agenda

**Action:** The agenda was approved as presented upon unanimous vote of motion by Ms. Jean Smilie and second by Mr. Leland Johnson.

III. Approval of February 26, 2020, Minutes

**Action:** The minutes were approved as presented upon unanimous vote of motion by Vice Chair Bill Fann and second by Mr. Leland Johnson.

IV. Executive Session

**Action:** Upon unanimous vote of motion by Vice Chair Bill Fann and second by Mr. Leland Johnson, the Governing Board went into Executive Session to discuss or deliberate on the appointment, employment, compensation, hiring, disciplinary action or dismissal, or periodic evaluation or rating of an employee, and to authorize negotiations to purchase, dispose of, or lease property.

V. Reconvention of Regular Session

**Action:** The amendment and extension of the Chief Executive Officer Employment contract provided by Legal Counsel was approved upon unanimous vote of motion by Vice Chair Bill Fann and second by Mr. Leland Johnson.

**Action:** The Chief Executive Officer Succession Plan was approved as presented upon unanimous vote of motion by Vice Chair Bill Fann and second by Mr. Leland Johnson.

**Action:** The Acting Chair was authorized to enter Highland Rivers Health into a management services agreement with Cobb County Community Service Board for Chief Executive Officer services upon unanimous vote of motion by Vice Chair Bill Fann and second by Mr. Leland Johnson. The authorization was subject to negotiations for final changes to contract language and advice from Legal Counsel.

VI. Appointment of FY21 Officer Nomination Committee

Acting Chair Chantel Adams informed the members that it was time to form a nomination committee for new Officers for FY21. She asked that Vice Chair Bill Fann and Ms. Jean Smilie participate on the nomination committee with her. Mr. Fann and Ms. Smilie agreed to work with her on the nominations.

VII. Approval of Bylaw Revisions

Acting Chair Chantel Adams directed the members to the revised bylaws in the packet. Ms. Jean Smilie asked for clarification on whether a member could have counsel present at a removal meeting as it did not seem fair not to allow the member to have someone present with him/her. Legal Counsel Jim Catanzaro stated that the section had been revised to be more like what would be found in a corporate setting. The language was used to ensure that there was not a necessity for a trial. The Chair could allow evidence if it was relevant. Vice Chair Bill Fann stated that there also had to be 2/3rd vote to remove a member. This meant that the decision was not made by one person.

Chief Executive Officer Melanie Dallas reminded the members that appointments to the Governing Board were made by the County Commissioners for each county. She asked if there needed to be clarifying language in the bylaws that addressed working with the Commissioners in the case of a removal. Mr. Catanzaro stated that there were grounds in Title 37 of the Official Code of Georgia Annotated that permitted the Governing Board to remove a member. However, it was good to work with the Commissioners. The members discussed and agreed that there did not need to be language included in the bylaws about working with the Commissioners as the process for what that might look like differed by county.

**Action:** The bylaws were approved as presented upon unanimous vote of motion by Vice Chair Bill Fann and second by Mr. Leland Johnson.

#### VIII. Approval of Revision to Policy #1640 - Board Compensation

Acting Chair Chantel Adams directed the members to the revised policy in the packet. The policy had been revised to address the repayment of travel expenses as discussed in the February 26, 2020, meeting. Mr. Leland Johnson stated he was glad that the policy had been revised to include the language.

**Action:** The revised policy was approved as presented upon unanimous vote of motion by Ms. Jean Smilie and second by Mr. Leland Johnson.

#### IX. FY20 Agency Scorecard

Chief Executive Officer Melanie Dallas directed the members to the FY20 Agency Scorecard in the packet. She gave the following highlights from the scorecard.

- The scorecard had been updated through February 2020.
- Productivity was down due to less days in the month.
- The days cash on hand was better at negative 0.5 days.
- Collections for fee for service (FFS) new revenue were 102%. The amount fluctuated each month due to glitches that could happen with billing. These could include system issues that delayed payments.
- The bad debt had decreased to 2.30%. Highland Rivers Health was billing all services that were provided.
- The time to post positions had decreased in January and February 2020.
- The turnover rate had increased to 3.41% in February. This was still under the goal of 25%. The pay for performance initiative had helped to weed out those staff who were not committed to the agency's mission. The remaining staff were committed to the agency and the individuals served.
- The number of critical incidents completed within 30 hours had increased to 79.59%. However, there were new requirements from the Department of Behavioral Health and Developmental Disabilities due to the COVID-19 pandemic. The new requirements included some duplicate reporting that would affect the progress towards the goal of 80% in the coming months.

Ms. Dallas informed the members that Highland Rivers Health had a COVID-19 task force. The task force had been meeting every day since March 13, 2020, via conference call. The task force included members of the Executive Team, the Infection Control Nurse, and clinical managers. The topics for the meetings included supply needs, the number of possible cases (employees and individuals served), the number of furloughed employees, discussion on next steps, the formation of needed protocols, and the effects of the pandemic on agency finances. She stated that the taskforce had put some of the following steps in place to date.

- Ms. Dallas was sending out daily emails to all employees to relay details from different venues. She also used the emails to transmit messages of hope and inspiration.
- A plan was put into place to try to continue to maintain capacity to serve individuals.

- The group established that Highland Rivers Health was part of the critical infrastructure for Georgia and was needed to continue its every day mission but also to help individuals to navigate the healthcare system during the pandemic.
- An effort was made to find childcare for the children of employees.
- The Chief Operating Officer was working with the Purchasing Manager on a daily basis to try to procure personal protective equipment (PPE). However, it was a big challenge to find vendors who had available products.
- The agency had approved for employees to wear masks to work if they supplied their own. Due to the shortage of PPE, the agency could not supply a new mask for each staff member each day.
- Four employees had tested positive for COVID-19. Several of the employees were back at work.
- Pay for performance was suspended for a month until the agency could build telehealth capacity and get confirmation that applicable payers would reimburse for the services. It was reinstated on April 13, 2020, with the new infrastructure in place.
- A special donated leave pool and policy had been created for employees. To date, over 908 hours had been donated by employees to the pool, 328 hours had been accessed by staff.
- Sixty employees had been furloughed to date. An effort was made to identify staff that would not be negatively impacted and would be able to retain their current income or more by being furloughed with the new COVID-19 benefits. Furlough allowed the employees to keep their benefits at the employee premium rates. Employees had to be available to come back to work when needed.
- Dr. Gary Voccio, Health Director of the Georgia Department of Public Health Northwest Health District, attended the recent provider meeting. Highland Rivers Health medical staff were able to discuss their concerns with him and find possible solutions.
- Ms. Dallas had worked with local healthcare systems on tight protocols in case of possible COVID-19 positive tests for the medically fragile individuals in the intellectual/developmental disabilities homes.

Ms. Dallas stated that she was in awe of the Highland Rivers Health employees. They were passionate and committed. They had been very empathic to the needs of the individuals served. She suggested that a letter from the Governing Board would be a great way to show the employees how much their dedication was appreciated.

#### X. Finance Report

Chief Executive Officer Melanie Dallas stated that Highland Rivers Health was looking at a \$7,500 loss in revenue due to the COVID-19 pandemic. The savings from placing the sixty employees on furlough was \$9,500 per day. There was a positive cash flow of \$2,000 to date. Prior to the furloughs, there was a loss of \$185,000 in revenue. An infrastructure had to be built to support the move to telehealth and telework for a large number of employees. The infrastructure costs and additional costs for needed personal protective equipment (PPE) and deep cleanings were about \$43,000. Highland Rivers Health had received \$28,000 in COVID-19 stimulus funds from Medicare. The Department of Behavioral Health and

Developmental Disabilities (DBHDD) had amended the expense based contracts (ex. Assertive Community Treatment, Community Support Team) which would provide around \$14,000 in additional revenue. They had also taken the fee for service (FFS) contracts back to a 1/12th structure that was based on prior utilization. Highland Rivers Health would be paid an amount equal to the maximum reimbursement level (MRL) for the agency in June 2020 less the total of payments already made to the agency. Medicaid had not given any guidance on any payment changes for service provision to date. The Centers for Medicare and Medicaid Services (CMS) had approved an Appendix K Emergency Response Plan to help with some of the intellectual/developmental disabilities services. Highland Rivers Health was looking to apply for a grant from the Federal Emergency Management Agency (FEMA) to help mitigate costs. In addition, the agency was working with DBHDD on a grant through the Substance Abuse and Mental Health Services Administration (SAMHSA) that was for \$2 million. The grant would be for services in Paulding County to help youth who had been freed from human trafficking. Highland Rivers Health would provide the clinical support for the grant. Ms. Dallas had spoken with Mr. Jeff Minor, DBHDD Deputy Commissioner and Chief Operating Officer, to advocate for forgiveness of employer premiums for the State Health Benefit Plan (SHBP) for March and April. DBHDD had taken the request to the Department of Community Health which administers the program. No reply had been given yet on the proposal. The forgiveness of the premiums would help Highland Rivers Health to fully recover. Ms. Dallas assured the members that revenue and expenses were being monitored on a daily basis. Acting Chair Chantel Adams stated she was glad a plan was in place to mitigate costs. Ms. Dallas stated that the stimulus package and ability to furlough employees had been important to help keep people employed and keep their benefits which in turn helped the bottom line. Ms. Adams asked if there were any ongoing concerns from the pandemic. Ms. Dallas stated she had the following ongoing concerns.

- Approval of the proposal for the forgiveness of the SHBP employer premiums;
- Getting the needed personal protective equipment (PPE) to help with the current pandemic and any possible resurgences of COVID-19; and
- Ability to be able to keep employees by ensuring the lines of communication were open and making them feel safe.

The balance sheet showed that the cash balance was \$385,000 higher than the prior year. The key performance indicators (KPIs) showed that the days cash on hand was negative .5 days. The KPI had improved due to the repayment of almost \$400,000 that was owed to Highland Rivers Health by the Highland Rivers Foundation. The agency had also met the current ratio KPI. The ratio was 1.4.

The statement of revenue and expenses year to date showed that revenue was \$175,000 or .5% lower than budget. Transportation contract revenue was 12.5% lower than budget due to changes that were made to the Floyd County transportation contract. Also, Medicaid waiver revenue was 1.5% lower than budget. Revenue was \$2,045,128 or 6.2% higher than prior year. This was primarily related to the increase in crisis grant in aid (GIA) funds and waiver supplemental support services. Expenses were \$341,775 or 1% lower than budget. Salaries and wages were 1.4% lower than budget due to lower than budgeted staffing for

the outpatient and crisis departments. Vehicles and equipment purchases were 41.2% lower than budget due to the IT department being behind on the rollout schedule for a project. Expenses were \$677,763 or 2% higher than prior year. There was a \$677,000 increase that was primarily related to an increase in waiver supplemental support services that would be partially offset by a decrease in payroll and bad debt write-offs. The net profit was \$165,876 or 48% higher than budget. It was \$1,367,365 or 167% higher than prior year.

XI. Compliance Committee Report

Chief Executive Officer Melanie Dallas directed the members to the Compliance Committee information in the packet. She gave the following highlights from the reports.

- There were 102 documents published in the NAVEX PolicyTech system during March and April 2020.
- All policies and procedures were currently up to date.
- Medical Records was processing most records requests in real time and were working on those pended previously.
- HIV and Hepatitis C testing numbers were almost double what they were the prior year.
- New reporting and tracking of COVID-19 cases had increased both the number of infection control reports processed as well as incident reports to the Department of Behavioral Health and Developmental Disabilities.
- The intent to survey application had been submitted to the Commission on Accreditation of Rehabilitation Facilities (CARF). Highland Rivers Health had been invoiced for the survey and had been sent a preliminary travel grid with a schedule. Highland Rivers Health would have eight surveyors. The survey would happen the end of July 2020 or in August 2020. This could change based on the COVID-19 pandemic.

XII. Recognition of Visitors

There were no visitors present at the meeting.

XIII. Public Comment

Ms. Jean Smilie notified the members that she would be resigning from her seat on the Governing Board effective June 30, 2020. The members expressed their gratitude for her many years of dedicated service to the Governing Board and Highland Rivers Health.

XIV. Adjournment

**Action:** The meeting was adjourned upon unanimous vote of motion by Vice Chair Bill Fann and second by Ms. Jean Smilie.



Chairperson

06-25-2020

Date