

CONFIDENTIAL MINUTES

ZOOM MEETING



Community
Health Services
"Community Health Service .
..
caring for our families
into the 21st century"

Community Health Services, Inc.
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DATE: April 28, 2022

PRESENT: Randy P. McKenney, Judith Burchell, Raicheen Blanks, Rosemary Tate, Lillard Lewis, Tiffany Pak and Carlos Rosario

STAFF: Greg Stanton, Dianna Kulmacz and Susan Hirth

ABSENT: Rebecca Addai and Robert Michalik

TOPIC	DISCUSSION	ACTION
A. CALL TO ORDER Randy McKenney		<ul style="list-style-type: none"> Mr. McKenney called the meeting to order at 6:10 p.m.
B. Consent Agenda Items 1) Approval of March 24, 2022, Minutes 2) Chief Executive Officer's Report	<ul style="list-style-type: none"> Minutes – March 24, 2022 CEO Report – April 28, 2022 	<ul style="list-style-type: none"> MOTION by Ms. Tate seconded by Ms. Burchell and approved by unanimous vote of the board to accept the Consent Agenda.
C. COMMITTEE REPORTS		
1) Finance Committee (Ms. Blanks) a) March 2022 Financial Statements	<ul style="list-style-type: none"> Ms. Kulmacz presented the highlights of the March 2022 financial statements: <ul style="list-style-type: none"> Cash on hand = \$7,045,943 in cash, which is a decrease of (\$55k) from February 2022. The decrease in cash is a nominal monthly fluctuation. Cash on hands days – 127 days as of March 31, 2022; decreasing by 2 days as compared to the prior month. Net Patient Fee Revenue totaled \$1,018,524 which is (7%) lower than budget and 1% higher than the same month last year. Patient visits are (8%) lower than budget for the month and 12% higher compared to the same month last year. The average net patient fee per visit was \$139.16; \$7.50 lower than February. Year to date, the average net patient fee per visit is \$132.11 	<ul style="list-style-type: none"> MOTION by Ms. Tate, seconded by Mr. Lewis and approved by unanimous vote of the board to accept the March 2022 Financial Statements.

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	<ul style="list-style-type: none"> – Total Operating Revenue for the month of March = \$1,814,977 and is lower than budget by (6%) as well as 41% higher compared to the same month in the prior year. Patient revenue was (\$79k) lower than budget for the month, grant revenue was lower than budget for the month by (\$90k) and pharmacy revenue was over budget by \$54k. – Total Operating Expense for February was \$1,679,150 which was under budget by (\$184k). – CHS generated an operating surplus for the month of March of \$136k compared to a projected surplus of \$68k. YTD CHS is running a surplus of \$2,251,166 versus a budgeted surplus of \$184,622. 	<ul style="list-style-type: none"> • Included in the motion above.
<p>b) Schedule of Fees and Sliding Fee Discounts (FN 351)</p>	<ul style="list-style-type: none"> • Ms. Kulmacz provided a review of the changes. 	<ul style="list-style-type: none"> • MOTION by Ms. Tate seconded by Ms. Burchell and approved by unanimous vote of the board to accept the Schedule of Fees and Sliding Fee Discounts (FN 351).
<p>2) Quality, Safety & Risk Management Committee (Carlos Rosario) a) Acting CMO Credentialing Report</p>	<ul style="list-style-type: none"> • Ms. Hirth reported the following: <ul style="list-style-type: none"> – Credentialing <ul style="list-style-type: none"> ➢ Katherine Baich-Colon, RN, Care Coordination Nurse Supervisor, Adult Medicine ➢ Cynthia (Cindi) Gilbert, Director of Nursing, RN ➢ Margo Griffin, Per Diem RN, Quality ➢ Cindy Letavec, Per Diem RN, Quality 	<ul style="list-style-type: none"> • Informational.
<p>b) 2022 Quality, Safety & Risk Management Plan</p>	<ul style="list-style-type: none"> • Ms. Hirth reviewed the revisions to the 2022 Quality, Safety & Risk Management Plan 	<ul style="list-style-type: none"> • MOTION by Mr. Lewis seconded by Ms. Blanks and approved by unanimous vote of the board to accept the 2022 Quality, Safety & Risk Management Plan Annual.
<p>c) Q1 2022 Patient Satisfaction Survey</p>	<ul style="list-style-type: none"> • Ms. Hirth highlighted the results of the Q1 2022 Patient Satisfaction Survey. 	<ul style="list-style-type: none"> • MOTION by Ms. Tate, seconded by Mr. Lewis and approved by unanimous vote of the board to accept the Q1 2022 Patient Satisfaction Survey.

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c) Medication Management Annual Review 2021	<ul style="list-style-type: none"> Ms. Hirth gave an overview of the 2021 Medication Management Annual Review. 	<ul style="list-style-type: none"> MOTION by Mr. Lewis seconded by Ms. Tate and approved by unanimous vote of the board to accept the Medication Management Annual Review 2021.
d) Medication Management Plan	<ul style="list-style-type: none"> Ms. Hirth presented the Medication Management Plan update. 	<ul style="list-style-type: none"> MOTION by Ms. Tate seconded by Mr. Rosario and approved by unanimous vote of the board to accept the Medication Management Plan
e) Formulary For Medication Policy	<ul style="list-style-type: none"> Ms. Hirth reviewed the Formulary for Medication Policy. 	<ul style="list-style-type: none"> MOTION by Ms. Tate seconded by Ms. Pak and approved by unanimous vote of the board to accept the Formulary for Medication Policy.
f) Q1 2022 Peer Review	<ul style="list-style-type: none"> Mr. Stanton presented highlights of the Q1 2022 Peer Review by department. Each of the Clinical Directors stated that all providers (except one in Dental; retraining in progress) met the minimum threshold for acceptable peer review. 	<ul style="list-style-type: none"> MOTION by Ms. Tate seconded by Ms. Burchell and approved by unanimous vote of the board to accept the Q1 2022 Peer Review.
4) <u>Executive Committee</u> (Randy McKenney)	<ul style="list-style-type: none"> Did not meet. 	<ul style="list-style-type: none"> Informational.
5) <u>Standing Committees</u> a) <u>Fund Development</u> (Randy McKenney)	<ul style="list-style-type: none"> Did not meet. 	<ul style="list-style-type: none"> Informational.
b) <u>Governance Committee</u> (Judith Burchell) 1) Review results of the 2021 Board Self-Assessment	<ul style="list-style-type: none"> Mr. Stanton reported 6 of 9 board members participated in the board self-assessment. He addressed the areas with the least understanding or an agreement that the board can perform better. 	<ul style="list-style-type: none"> Mr. Stanton suggested the follow up on the Board Self-Evaluation be placed on the agenda for the next board meeting.
2) Review the status of Board Elections and Compliance	<ul style="list-style-type: none"> Mr. Stanton stated the governance committee's focus is on their responsibility with respect to election of directors. He spoke regarding the HRSA requirements for board size, a minimum of 9 and maximum of 25, with 51% consumer 	<ul style="list-style-type: none"> Informational.

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	<p>majority. The current board is at the minimum of 9 and has a 51% consumer majority. According to the bylaws, Ms. Tate will roll off the board in June as she has served three consecutive terms. This will place the board out of compliance with the minimum number of 9 members as well as the consumer majority. The board will need to recruit an additional consumer board member by the June meeting.</p> <ul style="list-style-type: none"> • The committee also discussed the election of officers. Ms. Burchell’s 2nd term is expiring in June and during the discussion she indicated her interest in serving a third term. The committee agreed that the Reappointment Survey needed to be issued. Ms. Burchell also serves as the Board Vice Chair and should her assessment be positive, she would be pleased to continue serving in that role if nominated. • The committee also acknowledged that the Treasurer, Ms. Blanks, was elected for a one-year term and will follow up with her to confirm if she would like to be renominated for another term. • Additionally, with Ms. Tate rolling off the board, the position of Secretary will need to be filled. • Mr. McKinney was elected for a two-year term as board chair and will be contacted if interested in serving a second year. 	<ul style="list-style-type: none"> • Informational.
c) <u>Strategic Planning</u> (Randy McKenney)	<ul style="list-style-type: none"> • Did not meet. 	<ul style="list-style-type: none"> • Informational.
d) <u>Advocacy</u> (Robert Michalik)	<ul style="list-style-type: none"> • Did not meet. 	<ul style="list-style-type: none"> • Informational.
e) <u>Compliance</u> (Executive Committee)	<ul style="list-style-type: none"> • Did not meet. 	<ul style="list-style-type: none"> • Informational.
<p>D. Chair’s Report</p> <p>1. Review of Hours of Operation and Service Area</p>	<ul style="list-style-type: none"> • Mr. Stanton reviewed and stated the Form 5A was amended with the guidance of the HRSA reviewers in July 2021 and is confident 	<ul style="list-style-type: none"> • MOTION by Ms. Tate seconded by Mr. Lewis and approved by

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(a) Form 5(a)	that it is in compliance for the listing of required and additional services and service delivery models.	unanimous vote of the board to accept Form 5(a).
(b) Form 5(b)	<ul style="list-style-type: none"> • Mr. Stanton reviewed Form 5(b) confirming the sites of service under the scope of service for CHS Albany Avenue location as well as the Windsor Office; acknowledging the primary and secondary zip codes in each service area are correct as displayed, and the hours of day which services are provided is correctly noted. 	<ul style="list-style-type: none"> • MOTION by Ms. Tate seconded by Mr. Rosario and approved by unanimous vote of the board to accept Form 5(b).
(c) Form 5(c)	<ul style="list-style-type: none"> • Mr. Stanton described Form 5(c) the various services and activities the health center is involved in. Prior to COVID, the Outreach team participated in 20-30 health fairs. The pandemic has lessened the number of activities that CHS participated in over the last 2 years, however given we are no longer in a pandemic, hopefully we will be able to increase the number of outreach activities. 	<ul style="list-style-type: none"> • MOTION by Ms. Tate seconded by Mr. Lewis and approved by unanimous vote of the board to accept Form 5(C).
2. Compliance Program 2021 Review	<ul style="list-style-type: none"> • Mr. Stanton spoke on the purpose of the review and the activities and auditing that took place during 2021. 	<ul style="list-style-type: none"> • MOTION by Ms. Tate seconded by Mr. Lewis and approved by unanimous vote of the board to accept the Compliance Program 2021 Review.
3. Compliance Policies	<ul style="list-style-type: none"> • Mr. Stanton provided a brief overview of the initial Board resolution authorizing the development of the Compliance program. It outlines the framework for the program. • Also included are 18 policies; 15 that are unchanged but Included in an attempt to line all of the compliance policies as a bundle for review/approval at the same time. • Mr. Stanton reviewed the following policies; <ul style="list-style-type: none"> – Compliance Program Administration – This is a new policy that is a bridge from the board’s compliance program authorizing resolution to description of the framework regarding how the compliance program operates. – Use of Grant Funds – This is an existing policy that describes legislative mandates for restriction of federal grant funds. Each year CHS accepts a federal grant in the notice of award , CHS must attest that it is in compliance with the legislative mandates. This form was updated in 2021. 	<ul style="list-style-type: none"> • MOTION by Ms. Tate seconded by Ms. Lewis and approved by unanimous vote of the board to accept the 18 policies listed under Compliance Policies.

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	<ul style="list-style-type: none"> - HIPAA Sanctions Policy – This is a new policy that addresses various levels of HIPAA violations and disciplinary sanctions for CHS employees . 	<ul style="list-style-type: none"> • Included in the motion above.
4. 2022 Compliance Work Plan	<ul style="list-style-type: none"> • Mr. Stanton gave a brief overview of the plan which addresses the work activity and risk analysis in each domain at CHS and identifies areas of compliance. A number of initiatives were identified and will be pursued by the committee. 	<ul style="list-style-type: none"> • MOTION by Ms. Tate seconded by Mr. Rosario and approved by unanimous vote of the board to accept the 2022 Compliance Work Plan.
E. Other	<ul style="list-style-type: none"> • Mr. Stanton reported that the auditors have a conflict with reporting at the May board meeting. He suggests holding an Executive meeting in May, then present the to the full board in June. 	<ul style="list-style-type: none"> • MOTION by Ms. Tate seconded by Ms. Pak and approved by unanimous vote of the board to present the 2021 audit to the Executive committee in the month of May then to the full board in June.
G. DATE/TIME OF NEXT MEETING	<ul style="list-style-type: none"> • Thursday May 26, 2022 	<ul style="list-style-type: none"> • Informational.
D. <u>ADJOURNMENT</u>	<ul style="list-style-type: none"> • 	<ul style="list-style-type: none"> • MOTION by Ms. Tate seconded by Mr. Rosario to adjourn the Board meeting at 7:26 p.m.


 Secretary, Board of Directors

April 28, 2022
 Date

or otherwise affiliate with an individual or entity excluded from participation in federally sponsored health care programs, such as Medicare and Medicaid.

Disciplinary Actions for Violations of the Standards of Conduct

The purpose of this policy is to describe how CHS will communicate to all Individuals Affiliated with CHS regarding potential discipline for violation of the Standards of Conduct, including allegations regarding conflicts of interest, violations of privacy and/or non-disclosure obligations and non-compliance with laws and regulations relating to fraud and abuse. In addition, this policy describes the factors to be considered in cases where an Individual Affiliated with CHS has been found to have violated the Standards of Conduct.

Allegations of Non-Compliance Against the CEO

The purpose of this policy is to set forth the procedures used by Community Health Services, Inc. ("CHS") to respond to information received by the Compliance Officer or the Chair of the Board that alleges that the Chief Executive Officer ("CEO") is engaging in activity that may be contrary to applicable federal or state law, contrary to the CHS's policies, or is a breach of the CEO's fiduciary duties.

Responding to Detected Offenses

The purpose of this policy is to describe how CHS responds to alleged violations of the Standards of Conduct, including allegations regarding conflicts of interest, violations of privacy and/or non-disclosure obligations and non-compliance with laws and regulations relating to fraud and abuse.

Non-Retaliation and Whistleblower Protection

The purpose of this policy is to set forth Community Health Services, Inc.'s ("CHS") prohibition against retaliation against any individual who, in good faith, reports a possible violation of federal or state law or regulation, CHS's policies and procedures, or CHS's Standards of Conduct.

CHS Compliance Program Administration Policy

The purpose of this policy is to describe the administrative structure of the CHS corporate compliance program.

HIPAA Violations - Sanctions

The purpose of this policy is to provide guidelines for CHS employee disciplinary sanctions for violations of HIPAA (Health Insurance Portability and Accountability Act) privacy standards.

Women's Reproductive Health Services

The purpose of the Women's Reproductive Health Services Policy and Procedure is to provide safeguards to ensure CHS's compliance with laws and regulations relating to the provision of women's reproductive health services affecting health centers that receive federal grant funds under Section 330 of the Public Health Service Act ("Section 330") through the U.S. Department of Health and Human Services ("HHS").