



Emergency Board Meeting Minutes

January 20, 2012

The Cabarrus Health Alliance Board met in an Emergency Meeting on Friday, January 20, 2012 at 5:00 p.m. in the Board Room of the Cabarrus County Human Services Building, 1307 S. Cannon Boulevard, Kannapolis, North Carolina. The purpose of this meeting was to review information and approve a cooperative operational agreement between the Cabarrus Community Health Centers, Inc., and the Public Health Authority of Cabarrus County *d.b.a.* Cabarrus Health Alliance.

Board Members Present: Charles Phillips, Chair
Jessica Castrodale, Vice-Chair
Allan Krusell, MD
Chad Weston, MD
Jay White

Board Members Absent: Phyllis Wingate
Walter Vuchnich, DDS

CHA Staff Present: Dr. William F. Pilkington, Secretary to the Board
Dianne Berry, CMC, Clerk to the Board

Others Present: Fletcher L. Hartsell, Jr., Board Attorney

CALL TO ORDER

Chairman Phillips called the meeting to order at 5:05 p.m. and offered the invocation.

Chairman Phillips reviewed the history of primary and pre-natal care and WIC services provided Cabarrus Health Alliance at the Logan and McGill clinics in Concord, NC. He also reviewed the operating history of the Cabarrus Community Health Center since its inception in Cabarrus County. Dr. William F. Pilkington stated that Cappie Stanley and other CHA staff members have been working with the Cabarrus Community Health Center since the CHA Board approved this action on October 11, 2011, in an effort to rectify the financial and operational problems they were experiencing.

Dr. Pilkington reviewed with the CHA Board the financial analysis report on the Cabarrus Community Health Center. The Board also reviewed a report summary of obligations and funds on hand, revenue generation potential, billing company findings, audits and vendor relations. The report concluded that the immediate priority is to reduce costs, determine a viable leadership plan, and to move forward within the week.

Dr. Pilkington stated that in order for Cabarrus Health Alliance to continue its work with the Cabarrus Community Health Center, all parties would need to agree on certain conditions. He further noted that the CCHC Board approved the agreement on Tuesday, January 17, 2012.

Conditions of Joint Participation With CCHC

1. CHA will assume no financial responsibility for any CCHC debt. All financial records for CCHC will be maintained wholly and separate from CHA financial records including billing and accounts payable.
2. CCHC employees will remain CCHC employees until CCHC debt is reduced below \$25,000.00 and the budget demonstrates that the debt will remain under \$25,000.00 for the fiscal year.
3. CHA may, at its discretion, alter the working hours and employment of any CCHC employee without consulting the CCHC Board.
4. The CHA/CCHC CEO or his designee will have absolute administrative responsibility for the operations of both entities. It is understood that the Chairman of the CCHC Board and all CCHC Board members will not interfere or be involved in the day to day operations of the CCHC. It is further understood that members of the CCHC Board will restrict their presence at CCHC to official business as requested by the CHA/CCHC CEO or his designee. In all cases, no member of the CCHC Board is permitted in the CCHC clinical areas per HIPAA regulations.
5. The CCHC Board Chairman shall sign letters effecting appropriate notifications to all parties, including the federal granting authority, that commencing immediately, the CEO of CHA/CCHC will be the sole contact point for all communications. All emails, telephone communications, etc., with all parties are to be directed to his attention.
6. Within two weeks of the effective date of this agreement, the signature for the CCHC checking accounts shall be transferred from the Chairman and Vice-Chairman of CCHC to the CEO and Finance Officer of CHA.
7. Upon cancellation of this agreement, CHA shall be immediately reimbursed for all direct costs associated with administering this contract.

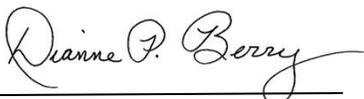
Dr. Krusell motioned to approve the Cooperative Operational Agreement between the Cabarrus Community Health Centers, Inc and the Public Health Authority of Cabarrus County, *d.b.a.* Cabarrus Health Alliance for the provision of operational, administrative, and the provision of primary care services in Cabarrus County, North Carolina, with the stipulations noted. The motion was approved unanimously, in a voiced vote, 5:0.

ADJOURNMENT

There being no further business to come before the Board, Vice-Chair Castrodale declared the Emergency Meeting of Cabarrus Health Alliance Board meeting adjourned at 6:25 p.m.



Charles C. Phillips, Chairman
Cabarrus Health Alliance Board



Dianne P. Berry, CMC
Clerk to the Board