



**BOARD OF DIRECTORS**  
**Tuesday, October 20, 2015**  
**Noon – 2:00 pm**

**MINUTES**

**MEMBERS PRESENT:**

Laura Easton, RN, MSN  
Keith Holtsclaw, FACHE  
Sarah Jordan, PhD, RD  
Paul Malinda, MD  
Warren Newton, MD, MPH  
Mark Payne, JD  
Tinsley Rucker, MD  
Sy Saeed, MD  
Kim Schwartz, MA  
Lisa Shock, MHS, PA-C  
Pam Shipman  
Phillip Tarte, MHA

**MEMBERS ABSENT:**

Robin Cummings, MD  
Paul Cunningham, MD, FACS  
Leonard Ellis  
Raymond Haigney, II, DDS  
Ed Piper, PhD, MHA, FACHE  
Patricia Skinner, PhD  
Kevin Sowers, RN, MSN, FAAN

**STAFF PRESENT:**

Phyllis Blackwell  
Kay Downer, MA  
Donald Gula, MBA  
Chloe Louderback  
Michelle Ries, MPH  
Berkeley Yorkery, MPP  
Adam Zolotor, MD, DrPH  
Peter Morris, MD, MPH, MDiv

**WELCOME AND CALL TO ORDER**

Laura Easton, Board Secretary, acting for the Board Chair, called the meeting to order at 12:00 pm. She thanked members and staff for their attendance.

**APPROVAL OF THE MINUTES**

Ms. Easton indicated that members received the minutes of the April 21, 2015 meeting of the Board in advance. She asked if any revisions were necessary. Dr. Saeed made a motion to approve and accept the minutes, seconded by Dr. Rucker. The minutes of the April 21, 2015 Board Meeting were approved unanimously.

**DISCUSSION ITEMS**

Dr. Zolotor announced that there were three new Board members. Lisa Shock was appointed by the Speaker of the House to fill the unexpired term of Dr. Maddox. Her appointment is effective immediately. Leonard Ellis was appointed by the Senate Pro Tem to fill the unexpired

term of Todd Johnson. His appointment is effective immediately. David Souza was appointed by the Senate Pro Tem. His appointment is effective January 1, 2016. Dr. Zolotor also announced that Board Member Dr. Rucker had moved from Fayetteville, NC to Charlottesville, VA, and would not be serving after his current appointment expires at the end of this year. Dr. Rucker spoke on leaving the Board. He has loved serving on the NCIOM Board, but is looking forward to teaching medical students at UVA regarding primary care, and is looking forward to this new part of his career.

### **CALL FOR NOMINATIONS**

This part of the agenda was tabled until later in the Board meeting since two of the Board members were delayed in getting to the meeting.

### **PRESIDENT'S REPORT - Adam Zolotor, MD, DrPH, President and CEO**

Dr. Zolotor discussed the two active task forces. The Alzheimer's task force has met seven times and plan 2-3 more meetings. Most of the task force recommendations are in draft form. Report writing is underway. We anticipate publication of the task force report by March. The Mental Health and Substance Abuse task force has had one overall meeting and 3 cross-cutting meetings. We should wrap up the cross-cutting meetings in November, and begin the adolescent working group in January. Dr. Zolotor also mentioned that there was a state-level Mental Health Task Force that had been announced and had convened one session. He stated that he and Berkeley Yorkery were monitoring the state-level task force and wanted to let the Board know that the two task forces would not be redundant.

Regarding the Rural Health Task Force Dr. Zolotor asked the Project Director, Ms. Yorkery to give a brief description of the status. Ms. Yorkery discussed the task force and the establishment of the technical assistance (TA) activities that were funded by Kate B. Reynolds Trust through the NCIOM. She discussed the major findings of the task force, which was completed on September 30<sup>th</sup>. Ms. Schwartz commented on the "shared learning" component. She mentioned that as one rural area learns, it would be helpful if there was a way to share that information with other rural areas. Dr. Zolotor suggested that webinars or other opportunities to communicate/disseminate information may be helpful in the area. Dr. Newton followed-up by saying the key is understanding how to effectively spread the information and suggested that it needed to be an incremental approach.

Michelle Ries, NCIOM, then gave a presentation on social media and what NCIOM was doing in that area.

### **STAFF TRANSITIONS - Adam Zolotor, MD, DrPH**

Dr. Zolotor announced that NCIOM was currently operating with vacancies and with temporary staffing. He announced that the recruitment for two positions, the Associate Director and the Business Manager were both in process. He stated that for both recruitments the search committee had made recommendations to UNC HR, and he expected to hear back in the next several weeks.

### **NEW TASK FORCE DEVELOPMENTS - Adam Zolotor, MD, DrPH**

Dr. Zolotor discussed two potential new task forces; the All Payer Claims Database, and Medicaid Workforce. The All Payer Claims Database would allow public health and hospital systems to aggregate claims data to better inform strategies around disease management, system planning/priority setting, prevention, and public health programming. This will likely be a short task force (6 months) with a focus on developing consensus to move forward with development of an all payer claims database, and making decisions such as legislated versus voluntary, funding, organization placement, and governance. Regarding Medicaid Workforce, Dr. Zolotor is continuing to work with the core team of the NGA policy academy on a project to examine issues facing the health care work force needed to serve Medicaid beneficiaries. He has had extensive discussions and is working to develop a scope of work and evaluating funding opportunities. One possibility is for three smaller grants, with matching funds.

### **MEMBERSHIP UPDATE – Warren Newton, MD, MPH**

Dr. Newton provided an update on NCIOM Members. The Membership Committee has been working to develop principles on who should be members and what membership should comprise. Dr. Newton stated that the purpose of membership is to serve the NCIOM and that membership should be an honor but also should include a willingness to serve the mission of the NCIOM. He stated that statute allows the Board to set the number of members to the NCIOM. The NCIOM currently has 109 members, but 15 are due to move to emeritus status, leaving 94 members without new appointments. Members are appointed for 5 year terms which can be renewed twice for a total of 15 years. After 15 years, members can be recommended for emeritus status. Dr. Newton referred to his handout which included 9 members eligible for renewal. Those 9 members are: Jeffrey Barnhart; A. Dale Jenkins; James T. McDeavitt; Karen Miller; Meg Molloy; Gregory Richardson; Barbara Rimer; Karen Smith; Torlen Wade. Dr. Newton made a motion to renew those 9 members, which was seconded by Phillip Tarte, and approved by unanimous consent. Dr. Newton also recommended 15 members be moved to emeritus status. Those members are: James Andrews; S. Stephen Cline; Roy Cooper; L. Allen Dobson; Bererly Earle; Olson Huff; Peg O'Connell; William Pully; Adam Searing; Pam Silberman; Frank Sloan; Craig Souza; Jean Spaulding; David Tayloe; Charles Willson. Dr. Newton made a motion to move those 15 members to emeritus status, which was seconded by Lisa Shock, and approved by unanimous consent. Dr. Newton then reported that the Membership Committee felt that all current Board of Directors should be Members. Current Board members who are not Members of NCIOM are: Robin Cummings; Raymond Haigney; Keith Holtsclaw; Sarah Jordan; Paul Malinda; Mark Payne; Ed Piper; Tinsley Rucker; Sy Saeed; Patricia Skinner; Kevin Sowers; Philip Tarte; Pamela Shipman; David Sousa; Lisa Shock; and Leonard Ellis. Dr. Newton made a motion to approve those Board members as NCIOM Members, which was seconded by Keith Holtsclaw, and approved by unanimous consent.

Several Board members asked about a list of potential nominees. Laura Easton stated that she would like to make sure that the membership represents a cross-section of diversity, including geographical, professional, race, ethnicity, and gender. Dr. Zolotor said he would develop a list of potential nominees, and would also try to develop a list that shows the various diversity attributes. Pam Shipman asked whether Members pay a fee to be members. Dr. Zolotor stated there was no fee for membership. Pam Shipman suggested we may want to consider charging a fee.

#### **ANNUAL MEETING - Adam Zolotor, MD, DrPH**

Dr. Zolotor stated that the 2015 Annual Meeting, which centered on Food Policy and Health, was a huge success. He thanked Michelle Ries for doing most of the planning and organizing for the meeting. Kim Schwartz said the meeting was wonderful. Pam Shipman stated that she thought the meeting was memorable because it was so new. The meeting was an economic success due to the increased number of sponsors that contributed to the meeting along with the large number of paid registrants. There were over 250 registered attendees, representing a significant increase in attendance. Dr. Kathleen Merrigan, the former USDA deputy secretary and current director of the George Washington University Sustainability Center provided the keynote address. Opening remarks were made by Dr. Kelly Brownell, Dean, Stanford School, who framed the issues of the day. The first annual NCIOM Award for Excellence in Health Policy was presented to Allen Smart, KBR Trust, Interim President. Dr. Zolotor stated that the meeting was a success on several fronts, especially the number of new attendees and the spirited discussions that took place. He mentioned that next year's meeting may center on prevention. Several Board members suggested that the success of the meeting could signify a need to develop a task force on food policy, or being able to shape policies, and possibly get some of the recommendations into school curricula.

#### **AUDIT – Andrea Eason, Blackman & Sloop**

Ms. Eason discussed the results of the FY2014 NCIOM audit. She mentioned that it was lengthy, and delayed by reporting from UNC as well as the review of employee fraud. The result of the audit was a finding of a significant deficiency in internal control. Ms. Eason also talked about the schedule for the FY2015 audit, that will begin during the week of December 14<sup>th</sup>. Dr. Rucker asked how we can insure that the employee fraud doesn't happen again. Dr. Zolotor responded that he felt there was an organization complacency in place at the time, but that sufficient checks and balances are now in place to make sure that there is sufficient review

of all purchases that should prevent a reoccurrence. Ms. Easton made a motion to accept the audit report, which was seconded by Dr. Saeed, and approve by unanimous consent.

#### **CALL FOR NOMINATIONS – Ms. Easton**

Ms. Easton discussed the two openings on Board leadership committees. The Vice Chair of the Board, and the Chair of the Audit/Finance Committee are both currently vacant. Ms. Easton asked for nominations for the two positions. Dr. Newton nominated Ms. Schwartz for the Vice Chair position, which was seconded by Mr. Holtsclaw. There were no other nominations. Ms. Schwartz was approved unanimously for the position of Vice Chair of the Board of Directors. Dr. Saeed nominated Mr. Holtsclaw for the Chair of the Audit/Finance Committee, which was seconded by Dr. Newton. There were no other nominations. Mr. Holtsclaw was approved unanimously for the position of Chair of the Audit/finance Committee.

#### **FINANCIAL UPDATE – Don Gula**

Mr. Gula discussed the draft final FY2015 revenues and expenses, and also minor changes to the FY2016 NCIOM Budget. Mr. Gula discussed the fact that the FY2015 costs represented a snapshot as of June 30<sup>th</sup>, but that it is listed as a draft because we have not received final figures from UNC. There was discussion on some of the individual revenue and cost lines. Significant cost elements were the large reduction in salary and benefits which was slightly offset by increases in outside contract services. The outside contract services expenses were significantly above the budget due to the unbudgeted one-time expense to convert the NCMJ from print to mostly web-based, the use of temporary employees for vacant staff, and for the technical assistance for the Rural Health Task Force. Regarding the budget, which was approved based on being sent to the Board in July, Mr. Gula discussed revising some of the figures based on the receipt of expenses thru June 30, 2015, and also moving some of the revenue and expenses as a result of our accountant, McMillan Pate, making recommendations to comply with generally acceptable accounting principles. Several Board members suggested that the NCIOM could broaden its base of contributors by “branding” the NCIOM and providing certificates or plaques to contributors. We should consider ways to approach other funding sources, including for-profit firms, and give them something we could provide as status. Plaques could be developed for different dollar levels of support. Dr. Saeed stated that we should be careful about approaching for-profits as you risk the appearance of a conflict of interest.

Mr. Gula also presented updated Conflict of Interest forms to all Board Members and asked them to sign those forms.

#### **INVESTMENT POLICY – Adam Zolotor, MD, DrPH**

Dr. Zolotor discussed that there is no NCIOM investment policy, and that our assets are in basically cash accounts, earning very little interest. He also stated that we have received presentations from three separate investment firms that had recommendations on how best to invest our assets. Dr. Zolotor recommended that the Board decide on how it wants to proceed on developing an investment policy and begin investing its funds. The Board felt that the Audit/finance Committee should lead the review of investments, and report back to the full Board. Dr. Zolotor will contact the members of the Audit/Finance Committee to begin that discussion.

#### **NCMJ UPDATE AND DISCUSSION OF TOPICS FOR 2016**

Peter Morris, MD, MPH, NCMJ Editor-in-Chief  
Kay Downer, MA, NCMJ Managing Editor

Dr. Morris stated that the comments in the President’s Report reflected all that he felt needed to be stated and asked if there were any questions. The Board had no questions.

**Scheduled Meeting Dates**

**2016**

Tuesday, January 19

Tuesday, April 19

Tuesday, July 19

Tuesday, October 18

There being no further business, the meeting adjourned at 2:02 pm.

Respectfully submitted,

Donald Gula

Director of Administrative Operations