



**BOARD OF DIRECTORS (VIRTUAL) MEETING
July 20, 2021, 12-2 pm**

BOARD MEETING MINUTES

Members Present:

Anita Bachmann, MHS
Goldie Byrd, PhD
Lori Byrd, DNP, RN, CRE, LPC
Alexandra Dean, PhD, NCC
Brian Gwyn
Lyndsay Jensen, PA
Perrin Jones, MD
Richard Montague
John Morrow, MD, MPH
Lawrence Nycum, MD, MMM
Carrie Rosario, DrPH, MPH, CHES
Lisa Shock, MHS, PA-C
Adam Sholar, JD
David Sousa, JD
Sara Stoneburner, MD
Betsy Tilson, MD
William Way, MD

Members Absent:

Reuben Blackwell
Lee Ellis,
Penney Burlingame Deal, DHA, RN, FACHE
Brian McGinnis, MBA

Staff Present:

Kathy Colville, MSW, MSPH
James Coleman, MPH
Don Gula, MBA
Emily Hooks, MEd
Kisha Markham
Peter Morris, MD, MPH, MDiv
Brieanne Lyda-McDonald, MSPH
Alison Miller, MA, MPH
Michelle Ries, MPH

Welcome and Call to Order – David Sousa, Chair

Mr. Sousa, Board Chair, brought the meeting to order with opening remarks. Due to COVID-19, the meeting was held via teleconference (Zoom).

Mr. Sousa welcomed all the Board members and noted that we had a robust agenda that Ms. Colville would lead us through.

The Mission of the NCIOM: Update from Ad-hoc Committee on NCIOM Mission Statement – David Sousa, Chair, Carrie Rosario, Member, and Kathy Colville, President and CEO

Ms. Colville asked Dr. Rosario to provide an overview and share her thoughts on the mission statement of the North Carolina Institute of Medicine. Dr. Rosario read aloud the North Carolina Institute of Medicine mission statement. Ms. Colville then reminded everyone that we discussed making changes to the NCIOM mission statement at the last board meeting. She further explained that there was an ad hoc meeting with members of the board to examine the mission statement as a whole. To conclude, Ms. Colville shared with the board that the NCIOM staff will meet and make recommendations to the Board at the fall board meeting. Before moving on to the next action item on the agenda, Mr. Sousa acknowledged the great work that NCIOM board member, Dr. Betsy Tilson has done statewide to lead NC through the covid-19 pandemic. Mr. Sousa thanked Dr. Tilson for her tremendous efforts and work. In response, Dr. Tilson shared her appreciation and gratitude for the acknowledgement, but noted that the work was a team effort across the state.

Review and Approval of April 2021 Board of Directors Meeting Minutes - David Sousa, Chair

Mr. Sousa indicated that the members received the minutes from the April 20, 2021 meeting of the Board in advance. Before entertaining a motion of approval, Mr. Sousa asked members if there were any requested changes to the minutes. No member requested any changes. Mr. Sousa then entertained a motion to approve the April 20, 2021 minutes. Mr. Montague made the motion to approve the April meeting minutes, and Dr. Morrow seconded the motion. The minutes were approved unanimously. Motion passed unanimously.

2022 Board of Directors Officers (Board Vote) – David Sousa, Chair

Mr. Sousa noted that the Board executive committee has been meeting over the past couple of months to consider nominations for Board Officers starting in 2022. The Executive Committee made the following nominations:

- Chair – Carrie Rosario
- Vice-Chair – Adam Sholar
- Secretary- Lori Byrd
- Treasurer – Brian McGinnis

Mr. Sousa then opened the floor for questions or nominations that are different than the suggested slate. No comments were made or questions raised. Mr. Sousa then entertained a motion to approve the slate of nominations from the Executive Committee. Ms. Shock made the motion and Dr. Nycum seconded the motion. Slate of nominees approved unanimously.

Separate Policy/Procedures from By-Laws (Board Vote)– Kathy Colville, President and CEO and David Sousa, Chair

Mr. Sousa asked Ms. Colville to lead a discussion around proposed changes to the NCIOM by-laws. Ms. Colville noted that currently it is required that our bylaws be periodically reviewed and approved by the Board. She explained that we are proposing to change the rule so that operational procedures would be periodically reviewed by the board, but not approved. Bylaws and Board policies would still be reviewed and approved by the Board. Mr. Sousa then further explained that the bylaws were last amended in 2018 and that the bylaws are about 13 pages long. The policies and procedures manual is around 30 pages long with an additional 30 pages of appendices. By removing the Board “approved” of policies and procedures, it would empower the NCIOM Staff to make changes to the policies and procedures without having to get board approval.

Dr. Morrow made a point of order and asked if any changes to the bylaws would require a majority vote or unanimous consent. Mr. Sousa and Ms. Colville confirmed that a majority of those present can approve changes.

Dr. Nycum made a motion to approve the proposed changes. Dr. Byrd seconded the motion. Ms. Colville mentioned that we will email a copy of the bylaws with changes to the Board Secretary for their signature and then send it to the full Board.

Financial Report – Don Gula, Director of Operations and Kathy Colville, President and CEO

Mr. Gula mentioned that Ms. Colville sent members of the Board the financial report through the end of May. Mr. Gula then provided an overview of the financial report. NCIOM is in strong financial state. We continue to keep our revenue in projection, expenses are tracked and have been consistent with what was presented in the budget. Mr. Gula then noted that we have a number of new awards, so the numbers that are shown in the May report may show negative assets at the end of the fiscal year, but that does not reflect new revenue that arrived late during the last fiscal year. To wrap up his discussion, Mr. Gula went into detail about new revenue, June sponsor commitments, and current assets (checking account, money market, investment account, etc.).

Ms. Colville then added that she would like to have further conversations about sponsorships and fundraising with the fund development committee of the Board. She also mentioned she will extend an invitation to the full Board to see if they would like to take part in the fund development conversations.

Membership Committee Report – Michelle Ries, Associate Director

Ms. Ries led a discussion around NCIOM membership and membership status. She started off reading aloud our current definition for membership, term for membership, and appointment/reappointment. Ms. Ries then explained that our guidelines suggest that members should maintain “continuous active involvement” with the work and mission of the NCIOM, but we do not define or actively enforce this. Ms. Ries then asked the Board what we would gain or lose by paying closer attention to this and how we define “continuous active involvement?”

Members of the board generally agreed that less is more with membership requirements, but we should engage them more, especially around fundraising, and get their input on NCIOM projects and initiatives.

Report from Ad-hoc Committee on NCIOM Organizational Assessment – Kathy Colville, President and CEO and David Sousa, Chair

Mr. Sousa asked Ms. Coville to update the Board on the NCIOM organizational assessment that will be completed by Armstrong McGuire. Ms. Colville went into details about the purpose of the organizational assessment and that there will be an ad-hoc committee of the board to recommend key stakeholders for Armstrong McGuire to interview. Ms. Colville mentioned that the timeline for completion is not certain, but we should have a report for the board within calendar year 2021.

Board of Directors Perspectives – David Sousa, Chair

Mr. Sousa asked a few members of the Board to share their perspectives on lessons learned from the COVID-19 Pandemic related to their work.

**Program Highlights: County-Level Multi-Sector Planning to Address the Overdose Crisis
– Alison Miller, Project Director**

Ms. Miller provided an overview of the county-level multi sector planning work to address the overdose epidemic. Ms. Miller is leading the work for NCIOM. Ms. Miller started off summarizing the different components of the project, including coaching crop, learning collaborative, and information hub/dashboard. Ms. Miller then went into details about the learning collaborative development which NCIOM will be leading.

NCMJ Update - Peter Morris, NCMJ Editor-in-Chief and Kaitlin Phillips, Managing Editor

Dr. Morris and Ms. Phillips talked about the release of the July/August Issue of the NCMJ which focused on innovations from COVID-19. Then they shared with the Board topics to be addressed in upcoming issues.

NCIOM Value: Empathy–Kaitlin Phillips, Managing Editor

Ms. Phillips led a reflection on the importance of the NCIOM's value of empathy.

President's Report – Kathy Colville, President and CEO

Ms. Colville provided an abbreviated president's report, providing an overview of current and future projects.

Executive Session

Executive session with Kathy, Michelle, and members of the board. Staff did not attend.