

**Advantage**  
**Behavioral Health Systems**  
**MENTAL HEALTH, DEVELOPMENTAL DISABILITIES, AND ADDICTIVE**  
**DISEASES SERVICE BOARD MEETING #195**  
**August 28, 2012**

**BOARD MEMBERS PRESENT**

Katie McDaniel . Oconee  
Mary Jo Matthews . Madison  
Linda Vinson . Walton  
Pat Ellis . Jackson  
Valencia B. Riden . Barrow

Mae Davis . Elbert  
Doc Eldridge . Athens-Clarke  
Shirley Segars . Barrow  
Melanie Villalta - Athens-Clarke  
Dr. Paul Roman . Morgan

**BOARD MEMBERS ABSENT**

Vacant . Athens-Clarke  
R. Charles White . Walton (EX)  
Vacant . Jackson

Lorraine Henderson . Greene  
Judy Spurgeon . Oglethorpe (EX)

**ADVANTAGE BEHAVIORAL HEALTH SYSTEMS STAFF PRESENT**

Cindy Darden  
Art Davis  
Barbara Geter  
Laurie W. Bailey

Brenda Smith  
Michelle Creech  
Tammy Dalton

**GUESTS**

Camden Pace

**The meeting was opened by Melanie Villalta, Community Service Board (CSB) Chairperson.**

**1.0 ACTIONS**

- 1.1** Motion to approve the agenda as adjusted. Moved (Kate McDaniel); Seconded (Shirley Segars); Passed (Unanimously).
- 1.2** Motion to accept the minutes of the July 24, 2012 CSB Meeting. Moved (Doc Eldridge); Seconded (Kate McDaniel); Passed (Unanimously).
- 1.3** Motion to approved the Select Systems, LLC Resolution. Moved (Doc Eldridge); Seconded (Kate McDaniel); Passed (Unanimously).
- 1.4** Motion to accept the Department of Community Affairs Resolution. Moved (Kate McDaniel); Seconded (Valencia Riden); Passed (Unanimously).
- 1.5** Motion to approve the FY2013 ABHS budget as is with the understanding it will be reviewed and summarized with the Board in October 2012 with the recommended adjustments. Moved (Kate McDaniel); Seconded (Mae Davis); Passed (Unanimously).
- 1.6** Motion to request the resignation of Lorraine Henderson, Greene County CSB Representative. Moved (Mae Davis); Seconded (Pat Ellis); Passed (Unanimously).
- 1.7** Motion to approve the ABHS policies reviewed by the Bylaws and Policy Committee. Moved (Pat Ellis); Seconded (Kate McDaniel); Passed (Unanimously).
- 1.8** Motion to adjourn. Moved (Kate McDaniel); Seconded (Linda Vinson); Passed (Unanimously).

**2.0 REPORT FROM CSB DIRECTOR**

- 2.1** Dr. Darden reported on scheduling visits to ABHS programs. Typically, these visits are scheduled quarterly and are associated with the CSB Work Sessions. She suggested touring the outlying facilities to include attending a graduation of the Accountability Court in either Barrow or Jackson County and tour the ABHS facilities in the county, tour the

Clarke County Residential Services Programs (Women's Recovery, Creekwood and the Shelter Plus Care sites). The purpose is to fulfill the Advocacy and Awareness goal of the FY2013 CSB Strategic Plan. Dr. Darden will arrange these visits and follow up with the Board.

- 2.2 Dr. Darden updated on the ABHS budget and the morale surveys conducted of staff. Staff morale is very good with the exception of numerous requests for providing pay raises. Staff has not been awarded raises in four (4) years and ABHS will not be able to afford pay raises this year. Dr. Darden reported that a consultant has reviewed ABHS revenue cycle and will provide a written report of recommendations.

### 3.0 **NEW BUSINESS**

#### 3.1 **ADMINISTRATIVE REPORTS** (Received in Board packages for review.)

3.1.1 Laurie Bailey, Clinical Director reported on the Assertive Community Treatment (ACT) Program. ABHS was awarded the contract in the amount of \$860,000 for the first year. Services will begin October 1, 2012.

3.1.2 Ms. Bailey reported that the Department of Community Affairs (DCA) requested to meet with ABHS staff on August 29, 2012. The meeting will focus on residential services.

3.1.3 Barbara Geter, Developmental Disabilities reported that Karla Brown, Regional Office requested information regarding vacancies in the State funded Grant-In-Aid (GIA) budget. The Regional Office contacted Dr. Geter on August 24<sup>th</sup> and gave permission to begin filling the vacancies.

- 3.2 Dr. Darden updated on Select Systems which was created by the Georgia Association of CSBs to specifically negotiate Managed Care contracts. Dr. Darden read the following resolution for reaccepting membership:

Relating to Advantage Behavioral Health System's (the "CSB") acceptance as a Member in SELECT SYSTEMS, LLC (the "Company"), a nonprofit limited liability company created for charitable purposes, and the designation of certain Member representatives.

**WHEREAS,** Consistent with the provisions of subsection (j) of Section 37-2-6.1 of the Official Code of Georgia Annotated, the CSB may create, form, or become a member of a limited liability company, the voting membership of which shall be limited to community service boards, governmental entities, nonprofit corporations, or a combination thereof, if such entity is created for purposes that are within the powers of the community service board, for the cooperative functioning of its members, or a combination thereof, provided, however, that no funds provided pursuant to a contract between the department and the community service board may be used in the formation or operation of the limited liability company;

**WHEREAS,** Consistent with Section 14-11-203(d) of the Official Code of Georgia Annotated, the Company was formed and created on July 25, 1977 upon the filing of its Articles of Organization;

**WHEREAS,** The Company designated the CSB as an initial Member, the CSB accepted membership in 1997, and it made the required monetary contribution towards capitalizing the Company that same year; but, because of an ambiguity in the law at the time of the Company's formation (and which has since been clarified by the General Assembly), the CSB's acceptance of its membership may not have been properly effectuated;

**WHEREAS,** Consistent with Section 2.5 of Article 2 of the Company's Operating Agreement and Section 12-11-101(18) of the Official Code of Georgia Annotated, the Company has properly continued its existence despite the potential lack of any Members;

**WHEREAS,** Consistent with Section 13.1, Article 13 of the Company's Operating Agreement and Schedule 13 attached thereto, the Company has continued to designate the CSB as one its initial Members and to the extent the CSB never accepted membership, has held the CSB's initial capital contribution in trust;

**WHEREAS,** Consistent with Section 13.1, Article 13 of the Company's Operating Agreement, the CSB deems it appropriate to formally accept membership in the Company and to apply its initial capital contribution held in trust by the Company in satisfaction of the required Managed Care Services Expense Assessment;

**WHEREAS,** Consistent with the provisions of Section 6.1.1 of Article 6 of the Company's Operating Agreement, the CSB deems it appropriate to designate a Member Representative and an Alternative Representative to represent the CSB at Member meetings and to vote on the CSB's behalf with regard to any Company business properly before the Members;

**NOW, THEREFORE, BE IT RESOLVED** by the CSB that it hereby accepts membership as a Member in the Company (to the extent it has not already accepted membership), that the CSB's Executive Director shall execute the CSB's acceptance by signing the form attached to the Operating Agreement and labeled Exhibit A; and that all the money paid by the CSB to the Company shall be applied to the required Managed Care Services Expense Assessment;+

**BE IT FURTHER RESOLVED** by the CSB that the following two (2) persons are hereby designated as the CSB's Member and Alternate Representatives to represent the CSB at the Member meetings of the Company and to vote on the CSB's behalf with regard to any Company business until such time as their successor(s) shall be duly designated, unless he or she resigns, is removed or is otherwise disqualified from serving as a Representative of the Company: O.J. Booker, Member Representative and Cindy A. Darden, Alternate Representative;

Adopted and approved this 28<sup>th</sup> day of August 2012.

**3.2** Dr. Darden read the resolution regarding the Georgia Housing and Finance Authority (a/k/a GA Department of Community Affairs) Program Participation Agreement:

WHEREAS, Organization has been offered an award of funds (the Agreement) from the Georgia Housing and Finance Authority for ESG, S+C Matching and/or HOPWA programs serving eligible clients (as applicable); and

WHEREAS, Organization has reviewed the Agreement and finds the terms to be acceptable; and

WHEREAS, Organization acknowledges that payment under each program will be based on representations and certifications made by officials of Organization, as designated herein.

NOW, THEREFORE, BE IT RESOLVED, by the governing authority of Organization that the terms of the Agreement be accepted by Organization and that the following officers or members specially named by Organization, be authorized to accept the terms of the Agreement and to sign any and all pertinent documents pertaining thereto on behalf of Organization.

NOW, THEREFORE, BE IT FURTHER RESOLVED, that the following persons (Ryan Halsey, Team Leader, Shane Donaldson, Team Leader, Kathy Bennett, Accounts Manager Assistant and Laurie Bailey, Clinical Director) be authorized to draw funds from DCA on behalf of Organization:

NOW, THEREFORE, BE IT FURTHER RESOLVED, that this Resolution be executed in two parts, and together with a certified copy of the minutes of the meeting, returned as an exhibit to each Agreement as follows: State Housing Trust Fund for Homeless, GA Department of Community Affairs, 60 Executive Park South, NE, Atlanta, Georgia 30329. Read and approved by Organization on this 28<sup>th</sup> day of August, 2012.

#### **4.0 BOARD REPORTS**

**4.1** Finance Committee . Art Davis, Chief Financial Officer (CFO) presented the revenues and expenditures compared to the budget period ending July 31, 2012. The committee and the Finance Department addressed the FY2013 budget. Dr. Darden requested approving the budget as is with the understanding that she and Management will carefully review it, adjust accordingly and follow up with the Board in a couple of months.

**4.2** Recruitment & Retention Work Group . Mae Davis, Chairperson reported that Mary Gannon Gunn, Athens-Clarke County Representative has resigned her duties of the Board. Correspondence has been sent to Ms. Henderson and the county official regarding her repeated absenteeism. Ms. Davis noted that the CSB Bylaws states, "the Board may vote to request the resignation of a member who has two (2) consecutive unexcused absences" Ms. Davis recommended that the Board request the resignation of Ms. Henderson. She noted that there are potential candidates to fill the vacancies for Athens, Jackson and Greene counties.

- 4.3** Advocacy & Awareness Work Group . no report requiring an action. Pat Ellis, Jackson County CSB Representative highlighted on a fundraiser sponsored by Jackson County Advocacy for People with Developmental Disabilities (APDD) which profited \$1500; the proceeds will be used to renovate Jackson Creative Community Resource Center. She distributed the flyer and news article of the event for review.
- 4.4** Bylaws and Policy Committee . Ms. Ellis reported the committee met today and reviewed ten (10) ABHS Human Resources policies and revised one (1) policy in the 100 series that deal with the Board in regards to the newly formed work groups. The policies are:  
 100.230 Organization Principles and Leadership: Governing Body Standing Committees  
 1500.360 Human Resources: Compensatory Time and Fair Labor Standards ACT  
 FLSA (with attachments)  
 1500.361 Human Resources: Hours of Work  
 1500.362 Human Resources: Administration of Employee Leave Program  
 (with attachment)  
 1500.363 Human Resources: State Holidays (with attachments)  
 1500.364 Human Resources: Family and Medical Leave (FLMA) (with attachments)  
 1500.365 Human Resources: Paid Leave . Annual, Sick, Personal and Temporary  
 Disability (with attachments)  
 1500.366 Human Resources: Paid Time Off (PTO) Plan (with attachment)  
 1500.367 Human Resources: Leave Without Pay  
 1500.368 Human Resources: Military Leave  
 1500.369 Human Resources: Miscellaneous Leave  
 Board members were provided a revised copy of the CSB Bylaws. Minor changes were made including the newly formed Work Groups and the appointment of officers i.e. Secretary and Treasurer. Additional changes were recommended regarding the appointment of members including financial contributions and population. Board members addressed procedures for appointing a representative to serve on the GACSB Association and concluded that the CSB Bylaws need to be in compliance with the GACSB Association Bylaws. Michelle Creech, Continuous Quality Improvement (CQI) will make the necessary changes and the document will be revisited at the next meeting.
- 4.5** Rights of Persons Served Committee . Lynn Riden, Committee member reported they met today. They reviewed twenty-one (21) incidents which occurred in March and April 2012.
- 4.6** Board Education & Planning Work Group . The group members are Judy Spurgeon, Doc Eldridge and Pat Ellis.
- 4.7** Ad Hoc Friends of Advantage Committee . Tammy Dalton mentioned the Afternoon Tea held August 11<sup>th</sup>; the event was a success. The next scheduled event is the Cruise In and Children Carnival October 27, 2012.
- 4.8** Staff Support Work Group . Linda Vinson, Chairperson reported on the CSB Annual Awards Dinner, September 25, 2012 at the University of Georgia Conference Center. She requested permission to assign Ms. Dalton to assist with the event; Ms. Villalta wants the Board to take responsibility of planning the event. Dr. Darden noted that Ms. Dalton will not be available due to the planning of the FOA event, however, staff will be appointed to assist with the event. Ms. Vinson updated on the proposal to change the name of the CSB Quarterly Awards to include: **Commitment of Service** - Going Above and Beyond Award; and **Excellence in Management** – Gone the Extra Mile Award. She distributed a copy of the proposal to the committee for review and thought.
- 4.9** CSB Association Update . Dr. Darden noted that the Board was provided the GACSB 2010-2011 Benchmark brochure.

## **5.0 REPORTS FROM THE CSB CHAIRPERSON**

- 5.1** Ms. Villalta updated on the CSB committees and work groups. She requested determining how to recognize them as committee and/or work groups. The Board agreed to referring to the committees as work groups. Chairpersons have not been assigned for the Advocacy & Awareness and Board Education & Planning Work Groups; interested persons may contact Ms. Villalta.

**5.2** Ms. Villalta highlighted on the 2013 CSB Strategic Plan. The Work Groups are centered around the plan including activities and actions.

**6.0 PUBLIC ACCESS**

**6.1** No one present to address the Board.

**7.0 ADJOURNMENT**

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DATE

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APPROVED BY: Judy Spurgeon  
SECRETARY

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SUBMITTED BY: BRENDA SMITH

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APPROVED BY: Melanie Villalta  
CHAIR PERSON