



NOSORH Board (Special) Meeting Notes Tuesday October 27, 2020

Present: Graham Adams, Angie Allen, John Barnas, Crystal Barter, Julie Casper, Natalie Claiborne, Roslyn Council, Lisa Dais, Trent Engledow, Tracie Ingram, Pat Justis, Corie Kaiser, Kirby Lecy, Karen Madden, Kathryn Miller, Michelle Mills, John Olson, Mary Sheridan, Pete Walton

Absent: Margaret Brockman and Ernie Scott

Excused: Kris Juliar

Staff: Teryl Eisinger

	AGENDA ITEM	DISCUSSION ITEMS	ACTION ITEMS
1.	<p>Roll call – John Olson</p> <p>Call to order – Michelle Mills</p> <p>Approval of Consent Agenda</p> <p>September Board notes</p>	<p><i>Teryl will be unable to present the financial report as it changed today, and she just received it.</i></p>	<p><i>Do we have a motion to approve the consent agenda?</i></p> <p><i>Motion made by Lis and 2nd by Karen.</i></p> <p><i>No discussions, all in favor say “I”.</i></p> <p><i>None opposed, none abstained.</i></p> <p><i>Motion passed.</i></p>
2.	<p>President’s Report – Michelle Mills</p> <p>Report on the vote of the 2021 slate of officers & bylaw revisions</p> <p>Report on the vote on rural comments</p> <p>Election of Board Treasurer</p>	<p><i>Michelle report the bylaws with their revisions were approved and there is a new 2021 slate.</i></p> <p><i>Michelle opened discussion on the presenting of Kris Juliar for Treasurer and her bio was presented.</i></p> <p><i>Discussion: Lisa asked if there were other people suggested. Michelle: No</i></p> <p><i>Karen: Anyone can nominate another person during this time.</i></p> <p><i>Michelle asked for additional nominations. None received.</i></p>	<p><i>Call for nomination of Kris Juliar. Karen nominated and Kirby 2nd</i></p> <p><i>No discussion, all in favor say “I”.</i></p> <p><i>None opposed, none abstained.</i></p> <p><i>Motion passed.</i></p> <p><i>Michelle: Thank you, we have a new Treasurer.</i></p>
3.	<p>CEO/Financial Report – Teryl Eisinger</p> <p>Fraud recovery actions to date and future</p>	<p><i>The bank’s response (10-45 days given by bank at onset) is expected in early November.</i></p> <p><i>Sterling Heights Police Cyber Crime Department continues to work on the fraud.</i></p> <p><i>Teryl is currently the only signer at the bank.</i></p> <p><i>Staff has starting phishing tests; double verification security checks and the administrative staff will take cyber security training.</i></p> <p><i>Insurance claim filing may become necessary</i></p> <p><i>Looking into banking options</i></p> <p><i>Lisa: Has there been discussions with the staff on the safety of their personal computers from NOSORH documents when used by others? Answer: This has not been discussed. It is a good idea.</i></p>	<p><i>Teryl to start the process of adding Kris Juliar to the signature process at the bank today</i></p> <p><i>Administrative staff to take cyber training on 10/29/2020.</i></p> <p><i>Investigate “Positive Pay Review” process</i></p> <p><i>Teryl will bring this up to NOSORH staff.</i></p>

<p>Revised financial policy and procedures</p>	<p><i>The finance committee approved the change made by the CEO, Administrator and CEO. They are sending it to the Board for approval.</i></p> <p><i>Discussion of removing the Treasurer, Not a best practice for Board members to be part of the day to day activities of paying bills or operations that can be taken on by staff.</i></p> <p><i>Issue was raised regarding PTO maximum, staff have no sick time.</i></p> <p><i>Inquiry on Federally negotiated indirect cost rate as opposed to having an indirect cost rate that is subject to whatever grant we might be applying for. We just started a flat 10% this year for the indirect. Our indirect is very low. We can look again via the innovation and development committee or the finance committee.</i></p>	
<p>Regional Reps Talking Points</p>	<p><i>Discussion on informing the membership of the new Treasurer and the security issue. Decided that they should be informed.</i></p>	<p><i>Michelle, may we have a motion to accept the financial policy and procedure as presented? Lisa motions, Roslyn 2nds No additional discussion All in favor say "I". None opposed, none abstained. Motion passed.</i></p> <p><i>Michelle will send an update to the members on the new Treasurer and the work on the fraud issue and measures being investigated. She will tell the members to contact their rep for further details.</i></p>

Next Board Meeting: November 16th 12:30 eastern