Board Members Present:
   W. Winiarski, chair; A. Bailey, B. Clack, T. Hammon, B. Hennessy, L. Keller, G. Jones, J. Shultz, O. Taylor

Board Members Absent:
   W. Cole, P. Saddington, G. Scruggs

Called to order at 4:02 pm

I. Adoption of Agenda
   (Resolution 11-85-12)
   Taylor moved, Keller supported the motion to adopt the agenda as written. Motion carried

II. Approval of Minutes
    (Resolution 11-86-12)
   Hammon moved, Shultz supported the motion to approve the minutes of the 10-25-12 meeting of the Board of Directors. Motion carried

III. Public Participation
    Ramona Deese of NAMI of Genesee County advised the board to watch for the December edition of the NAMI newsletter. There will be an article on a focus group between NAMI and Genesys, and also a flyer for Family to Family classes that will now be offered through NAMI.

IV. Consent Agenda – Committee Reports
    (Resolution 11-87-12)
    Taylor moved, Shultz supported the motion to accept the committee reports under the consent agenda. Motion carried
V. **Finance Committee Report – J. Shultz, Chair**  
Vouchers  
(Resolution 11-88-12)  
Shultz moved, Keller supported the motion to approve the vouchers as presented.  
*Motion carried*

**Contract Review**  
(Resolution 11-89-12)  
Shultz moved, Taylor supported the motion to approve the contracts as presented.  
*Motion carried*

**Annual Performance Bonus**  
(Resolution 11-90-12)  
Shultz moved, Clack supported the motion to pay a 1-time holiday bonus of 2% to all non-union and union staff.  
*Motion carried*

**Funds Transfer to GCHC**  
(Resolution 11-91-12)  
Shultz moved, Keller supported the motion to approve the transfer of $200,000 from the unrestricted fund balance to the Genesee Community Health Center.  
*Motion carried*

VI. **Chair Report**  
The December 2012 meeting calendar was distributed. Chairman Winiarski noted the November Board meeting has been moved to the 3rd Thursday in December rather than the 4th Thursday, due to the Christmas holiday. The Board Holiday Tea will be held from 2 – 4 p.m. on prior to the board meeting on December 20th. The minutes from the Consumer Council and SUD Advisory Committee meeting minutes were distributed. Winiarski also presented the nominees for the 2012 Board of Directors Recognition Awards.
Shultz moved, Hammon supported the motion to approve the nominations.  
*Motion carried*

**VII. Executive Director’s Report**

D. Russell gave an update on the consolidation process. We are still waiting on written direction from the state, but are expecting some type of RFP to go out in December. It is looking like the State will require a separate board to be in charge of the new PIHP.

**New account at Chase Bank**

(Resolution 11-93-12)

J. De Lay requested authorization to open a new account for the purpose of bill paying at Chase Bank.

Shultz moved, Keller supported the motion to give Jeff De Lay, VP of Business Operations and Dhannetta Brown, Director of Finance, signature authorization to open and manage checking and/or savings accounts with Chase Bank on behalf of Genesee Health System.

*Motion carried*

**VIII. Other Business**

A. Bailey read from several e-mails he has received from retirees regarding the pending retiree health care lawsuit. J. Shultz reported that she has received similar emails. Bailey requested a report at the December finance meeting on some of the allegations made by the retirees so he can communicate the answers to them.

(Resolution 11-94-12)

Chairman Winiarski requested Danis Russell excuse himself from the boardroom. Winiarski then requested that the board award Russell a one-time bonus of $10,000 for exemplary work done by him for the agency.

Keller moved, Hammon supported (for the purpose of discussion) a motion to award D. Russell a one-time $10,000 bonus.

Bailey objected and requested to amend the prior motion to award Russell a one-time bonus of 2% of annual salary. Shultz supported the motion.

Hammon requested to table the motion until the December meeting of the Board. Bailey requested a roll call vote on the tabling motion.
Winiarski – yes
Bailey – no
Keller – yes
Shultz – yes
Taylor – yes
Hennessy – no
Clack – yes
Hammon – yes
Jones – no

With a vote of 6 to 3, the motion to table the discussion until the December meeting of the Board of Directors carried.

IX. Public Participation
None

Meeting Adjourned 5:03 p.m.
Submitted by Lisa Hutchins, Executive Assistant