

MID-OHIO PSYCHOLOGICAL SERVICES, INC.
BRADLEY A. HEDGES, PH.D
PSYCHOLOGIST
EXECUTIVE DIRECTOR

624 East Main Street
Lancaster, Ohio 43130

(740) 687-0042

Pursuant to the laws of the state of Ohio in which this corporation is organized, and its bylaws, a meeting of the Directors of Mid-Ohio Psychological Services, Inc was held on November 11, 2010 at 5:30 p.m. at 624 East Main Street, Lancaster Ohio.

The following directors were present: Will Sharp, Dr. John Stevenson and Fran Uhrin. Also present at the meeting were Dr. Brad Hedges, Executive Director, Shawna Watts, Administrative Coordinator and Alan Young, Financial Coordinator. Dr. Sonya Slater joined the meeting for the discussion of the Columbus clinic facility. Absent from the meeting were Larry Novak, Andy Connell and Karen Wolfe. A quorum of members was not present and no voting took place. A proxy vote will be sent to all members prior to the next meeting. The meeting was called to order by Will Sharp.

Dr. Hedges informed the board that the Ross County office is now up and running. The clinic is expected to show positive growth at a slower pace than Licking County and will achieve positive contribution within one year.

Shawna Watts led a discussion of quality of service issues.

- QA activities are remaining up to date with additional staff working on reports.
- There were 8 MUI's since the last board meeting; none of an extraordinary nature.
- There were no "Duty to Protect" incidents during the same period.
- The Client's Rights Officer is working to resolve two informal grievances related to a client request for a change of therapists and an objection to supervisory relationship requirements.

Dr. Hedges apprised the board of staffing issues as outlined in the agenda.

Shawna Watts presented the board with the "Annual Client Rights and Grievances Report for FY2010". The board accepted the report with minor discussion.

The minutes of the previous meeting and the financial statements were disseminated prior to the meeting. This information is posted to the MOPS website monthly. The opportunity to discuss the minutes was brought to the floor. A vote on approval will be included in the proxy vote as **Resolution #11-11-10-01**.

Dr. Hedges and Alan Young discussed the agency's financial statements for September and October. The agency's performance for the first 2 months of the fiscal year was stronger than anticipated. A vote on approval of the financial statements will be included in the proxy vote as **Resolution #11-11-10-02**.

Dr. Hedges discussed staff bonuses. After discussion of the amount and timing of the bonuses the board agreed to vote by proxy on a resolution to grant bonuses based on the formula used for determining the most recent bonuses based on timing determined by Dr. Hedges to be consistent with good fiscal management. This will be included in the proxy as **Resolution #11-11-10-03**.

Dr. Hedges led a discussion of agency growth and clinic issues.

- The Ross County clinic is operational in Chillicothe. We expect this clinic to grow at a reasonable pace, but not at the pace we enjoyed with our Licking County clinic. The population is not as dense and the area does not suffer the same problem of available service providers. We anticipate the new site to become self-sufficient in about a year.
- Growth in our Delaware clinic has been slower than anticipated. One way we are addressing this is through expansion of our services. We have hired a therapist for the office who will enable us to expand our home-based therapy program. We have also hired a part-time employee who will be working in case management and developing our Standards of Care.
- The facility issues afflicting our Licking County clinic have still not been adequately addressed by the landlord. We have entered into discussions with PNC Bank to lease space to move the clinic into their building. This will force us to break our current lease and will be considerably more expensive. We feel that we cannot provide the standard of care and maintain employee morale under the current situation, nor have we been able to develop less expensive viable alternatives. **Resolution #11-11-10-04** will be offered by proxy to authorize Dr. Hedges to enter into a lease for the Licking County clinic at a cost not to exceed an average cost of \$12.00 per square foot for the lease term.
- The Franklin County clinic also needs to address facility issues. Through normal growth and the awarding of the Franklin County Children Services contract, the agency needs to expand in size. There is space available adjacent to the current facility; however, a move to a new facility is under consideration also.
 - The neighborhood has deteriorated and is considered unsafe by some of the employees. Beyond that, the common areas are not being maintained as well as we would like.
 - We have located suitable space approximately ½ mile from our current location which would address these concerns. It is also proximate to the current facility and would not impose additional travel or local issues to our clients. The new facility would impose significant additional cost on the agency.
 - After discussion, the board requested additional information to be developed before voting on a resolution to approve either alternative. The board considers safety to be primary but would like to see if the employee concerns can be quantified. It would also like further cost analysis and negotiation related to the cost of expanding in the current location and the cost associated with making the considered move.
 - Due to time constraints, the board is open to resolving this issue through a special meeting of the board to be held either in person or telephonically.
- A Strategic Planning Committee of clinical and support staff has been installed to examine and recommend changes to the agency mission and vision. The third meeting is scheduled for mid-December.

Modern Office Methods has presented a proposal to replace a photocopier/scanner machine that we have been having chronic problems with and 2 others with a lease for three comparable new copiers at a cost below our current cost. A resolution to authorize Dr. Hedges to enter in to the lease as discussed will be presented by proxy as **Resolution #11-11-10-05**.

Shawna Watts discussed the need for a new personnel policy and procedure related to “Dual Relationships”. The policy requires maintaining a professional relationship between agency staff and clients or related parties. A full text of the policy was provided. **Resolution #11-11-10-06** will be offered by proxy to approve additional policy.

Shawna Watts discussed the need for a new personnel policy and procedure related to “Cultural Competency”. A full text of the policy was provided. **Resolution #11-11-10-07** will be offered by proxy to approve additional policy.

The board then discussed the continuing need for another member on the board. Dr. Hedges confirmed that he is in discussions to recruit another board member from within the education community.

The members went into executive session adjourned the meeting without further discussion.

The next meeting will be January 13, 2011 at 5:30, unless otherwise noted.

Respectfully submitted:

Alan Young
Financial Coordinator

The following were passed by mail-in proxy votes:

1. **Resolution #11-11-10-01**

Be it resolved the minutes of the previous meeting be accepted.
The motion passed unanimously.

2. **Resolution #11-11-10-02**

Be it resolved the financial statements for September, 2010 and October, 2010 be accepted.
The motion passed unanimously.

3. **Resolution #11-11-10-03**

Be it resolved that Dr. Hedges may pay bonuses to employees in a manner consistent with the bonuses paid in June, 2010 and to determine the timing of the payment of these bonuses to be consistent with good fiscal management.
The motion passed unanimously.

4. **Resolution #11-11-10-04**

Be it resolved that Dr. Hedges is authorized to enter into a lease for the Licking County clinic at a cost not to exceed an average cost of \$12.00 per square foot for the lease term.
The motion passed unanimously.

5. **Resolution #11-11-10-05**

Be it resolved that Dr. Hedges is authorized to enter into a lease for three replacement copiers for Lancaster clinic at a cost not to exceed \$875 per monthly payment.
The motion passed unanimously.

6. **Resolution #11-11-10-06**

Be it resolved that the agency policy be amended to add a policy on "Dual Relationships" as presented as part of the board packet.
The motion passed unanimously.

7. **Resolution #11-11-10-07**

Be it resolved that the agency policy be amended to add a policy on "Cultural Competency" as presented as part of the board packet.
The motion passed unanimously.

MID-OHIO PSYCHOLOGICAL SERVICES, INC.
Proxy Items Requiring Vote From Meeting of November 11, 2010

Please indicate your vote on each of the following resolutions and return the ballot to Alan Young.

8. Resolution #11-11-10-01

Be it resolved the minutes of the previous meeting be accepted.

In favor of the resolution Opposed to the resolution Abstain

9. Resolution #11-11-10-02

Be it resolved the financial statements for September, 2010 and October, 2010 be accepted.

In favor of the resolution Opposed to the resolution Abstain

10. Resolution #11-11-10-03

Be it resolved that Dr. Hedges may pay bonuses to employees in a manner consistent with the bonuses paid in June, 2010 and to determine the timing of the payment of these bonuses to be consistent with good fiscal management.

In favor of the resolution Opposed to the resolution Abstain

11. Resolution #11-11-10-04

Be it resolved that Dr. Hedges is authorized to enter into a lease for the Licking County clinic at a cost not to exceed an average cost of \$12.00 per square foot for the lease term.

In favor of the resolution Opposed to the resolution Abstain

12. Resolution #11-11-10-05

Be it resolved that Dr. Hedges is authorized to enter into a lease for three replacement copiers for Lancaster clinic at a cost not to exceed \$875 per monthly payment.

In favor of the resolution Opposed to the resolution Abstain

13. Resolution #11-11-10-06

Be it resolved that the agency policy be amended to add a policy on "Dual Relationships" as presented as part of the board packet.

In favor of the resolution Opposed to the resolution Abstain

14. Resolution #11-11-10-07

Be it resolved that the agency policy be amended to add a policy on "Cultural Competency" as presented as part of the board packet.

In favor of the resolution Opposed to the resolution Abstain

Board Member (Please print)

Signature of Board Member

Date