

MID-OHIO PSYCHOLOGICAL SERVICES, INC.

Stephanie L. Miller, Ph.D.

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Psychologists

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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 5, 1998 at 5:15 p.m. A quorum of directors was present for the meeting.

The following directors were present: Rick Branscome, Steve Murry, Larry Maley, Stephanie Miller, and Doris Stone. The following director was not present: Toni Peterseim.

The following Items were discussed and resolutions addressed:

1. The quarterly and calendar year 98 financial statements were reviewed and discussed. The preliminary results of the annual financial audit, reflecting a significant improvement over last year's audit, was announced, although we still have not yet received the formal report from the auditors. Steve Murry motioned and Rick Branscome seconded the following resolution:

Resolution #98-11-05-01

Be it resolved that financial statements as presented be accepted.

This motion was accepted unanimously.

2. The Quality Assurance activities were reviewed and presented to the Board of Directors. A brief discussion ensued concerning the general Quality Assurance activities of the agency.
3. It was announced that no changes occurred in the professional staff organization.
4. It was announced that the Ohio Department of Mental Health has still not conducted the audit, as announced in the first part of the year.
5. It was announced that Mary Clarridge has resigned as billing clerk, and Shawna Watts has been hired to fill this vacancy. It was announced that some minor impacts are anticipated with regard to cash flow in regard to this transition due to billing not going out consistently for several weeks.
6. Larry Maley presented a review of issues raised concerning the bylaws of this agency. Modifications were recommended as attached to these minutes. The recommended changes were discussed at length. Steve Murry moved and Rick Branscome seconded the following resolution:

Resolution 98-11-05-02

Be it resolved that the modifications as outlined on the attached Articles of Incorporation be accepted.

This motion was accepted unanimously.

7. The need to expand the size of the Board of Directors was discussed. Larry Maley suggested that the Board should function primarily as a policy board, and indicated that several of the items which are generally discussed in our current Board structure may not be necessary. He was reminded that rules and regulations concerning the governing of a community mental health agency require that these items be discussed and, therefore, the nature of the Board's function should not change. The discussion then proceeded to discuss the size of the Board. It was discussed that if there were specific needs for additional directors, such as expanding with persons who have particular skills that were needed by the agency, or to represent specific populations, that it would be appropriate to expand the Board, but otherwise it would not be appropriate at this time. The general consensus of the group was that it is not necessary expand the Board size at this time as we are currently meeting statutory requirements and appear to be functioning well.
8. It was announced that Stephanie Miller has resigned as Clinical Director, but will remain on staff as a psychologist. She has also decided to remain on the Board of Directors.
9. It was announced that discussions have begun with Bob Ziglar to serve as a freelance grant writer for this agency. This was discussed within the context of vision to become a regional mental health agency that is not fully dependent on Medicaid as a primary funding source. If Mr. Ziglar presents any grant proposals, the Board will need to vote to approve the acceptance of the grant.
10. It was announced that the building is almost complete, and we anticipate occupancy in the very near future.
11. Rick Branscome moved and Steve Murry seconded that the meeting be adjourned at 6:28 p.m.

The next scheduled Board meeting will be held on February 4, 1999, at 5:15 p.m.

Mid-Ohio Psychological Services, Inc.
Name of Corporation

Date: November 5, 1998