

**BOARD OF DIRECTORS**

**MEETING**

**MINUTES**

Date: Friday October 17, 2014

Time: 1:00 p.m.

Location: Winter Park Room 51, Hyatt Regency Hotel, Orlando

Chair: Dave Bowen

Members Present (Officers): Mike Ayotte Vice-Chair and Karen Bailey, Secretary

Members Present (Directors): Dr. Lee Ann Brown, Sally West, Paul Melton and Greg Nazareth

Member Absent (Officer): Dr. Jill Rosenthal, Treasurer

Member Absent (Director): Dr. Daniel Gesek

Staff: Robert Macdonald, Executive Director

DOH Staff: Lucy Gee, Division Director and Becki Poston, Program Manager, E-FORCSE (PDMP)

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**Call to Order**

The chair called the PDMP Foundation Board of Directors quarterly meeting to order at 1:00 p.m., Friday October 17, 2014 and initiated the conference call line and activated the recording feature.

**Roll Call/Sunshine Law**

The chair asked Secretary Bailey to call the roll and to provide the Sunshine Law statement. She reported that seven of the nine current appointed directors were present.

**Introductions**

Due to the number of new board members in attendance, the chair requested each member to provide a brief introduction of their background and reason for seeking appointment to the PDMP Foundation board of directors. Mr. Macdonald said that Sarasota Sheriff Tom Knight had resigned from the board due to conflicts with his schedule and that the Florida Sheriff’s Association was seeking a replacement. He provided some biographical information for Drs. Rosenthal and Gesek.

**Opening Remarks**

The chair followed the introductions by welcoming the board members and offered his views on the future of the foundation based on its mission, goals and objectives. Some members of the board asked Ms. Poston for an update on Hydrocodone dispensing. She said that in July 2014 there were over 450,000 prescriptions recorded on the E-FORCSE database for the drug and that it had passed Oxycodone in popularity as a Scheduled II pain medication.

**Approval of Minutes of Last Meeting (May 2, 2014)**

The chair called for the approval of the Board of Directors minutes from the May 2, 2014 conference call meeting. A motion was made by Ms. Bailey and seconded by Mr. Ayotte to approve the minutes. The chair hearing no request for discussion called for a vote on the motion and it was adopted unanimously.

**Treasurer’s Report**

In the absence of Treasurer Rosenthal, the chair called on Mr. Macdonald for the report on the foundation’s finances. He referred the board to the financial report submitted by the foundation’s CPA George Ponczek. The report showed that as of September 30, 2014 there was $133,383.90 in the Wells Fargo Bank checking account and $1,784,686.82 in the savings account. Since the report was completed Mr. Macdonald notified the board that $125,000 was transferred from the checking account into the savings account. He then outlined how the funds were earmarked in the savings account relative to the restricted funds for E-FORCSE operations, funds for foundation operations and reserves. The board also reviewed and approved the 990 Form for 2013 provided by the CPAs office for submission to the IRS.

The board then discussed the requirement for a yearly audit. Mr. Macdonald said that since the foundation’s expenses were less than its $100,000 operating budget for FY 2013-2014 the Department of Health only requested that a financial report and 990 Form be submitted to meet the requirement set in the contract between DOH and the PDMP Foundation operating as a direct support organization.

The chair then explained that at a meeting with Wells Fargo Bank private banking officials it was determined that the money received from the Attorney General’s Office designated for E-FORCSE funding through 2018 should stay in the savings account since there was some risk that there could be a loss of principle if invested in a higher yielding financial vehicle. The chair also noted that this point was outlined in a Memorandum of Understanding between the foundation and the AG’s Office with the receipt of the contribution. The board asked that the executive director and chair work with the bank officials to develop a risk profile for higher yielding investments and revisit this with the AG’s office to seek an increase in interest earned from the designated funds.

**Review of PDMP Foundation Operations**

As part of an update for the new PDMP Foundation board members, Mr. Macdonald provided an overview of several operational functions of the organization. The executive director outlined the legal structure of the foundation as a non-profit, tax-exempt 501 c 3 charitable foundation authorized by the legislature as a Direct Support Organization to the Department of Health for the purpose of seeking private donations to support the State of Florida’s Prescription Drug Monitoring Program

(E-FORCSE) operations.

He reviewed the current Direct Support Organization – Department of Health contract, the 2014-2015 FY budget narrative and approved budget and explained the processes for accounts payable and receivable relative to his responsibility and that of the treasurer. He then covered key areas of the annual report submitted to the Department of Health and published on the PDMP Foundation website. He clarified with the board that he was a part-time employee and an independent contractor and received an IRS 990 form from the CPA at the end of the year for tax purposes. He said that his approved compensation was billed on an hourly basis and his expenses reimbursed per approval of the treasurer and based on the fiscal year budget allocations.

Mr. Macdonald clarified the foundation’s requirement as a DSO to the Department of Health to conform to the state’s Sunshine Law. He said that the two major parts of the law relative to the foundation’s operations were that when two or more board members are together or in communications with each other they cannot discuss board business. Also, as executive director and a non-board member, he was able to send board members information about board business, but members can only forward back a response to an email or correspondence individually to his attention. He said that all board, executive committee and committee meetings are noticed to the public in the Florida Administrative Registry and published on the foundation’s website. He said that under the Sunshine Law all meetings are recorded and open to the public by conference line or in person at a live meeting. He also said that all foundation documents were public records.

**Governance and Fund-Raising Role and Responsibility of Board Members**

Mr. Macdonald outlined the roles and responsibility of board members of a charitable foundation. He said that the four key areas were 1) Legal 2) Interface Representative 3) Stewardship and 4) Self-Evaluation. He said that as board members it was their responsibility to ensure that the PDMP Foundation adheres to all legal and financial obligations and that the organization’s mission meets its purpose as a DSO under the DOH. He said that board members roles are also to promote the foundation within the communities of interest to seek support. Mr. Macdonald said that a paramount objective is for the board to be responsible for all projects, programs, finances, budget and employment of appropriate staff to run the foundation’s daily operations.

**Fundraising Strategic Planning**

The chair thanked Mr. Macdonald for providing an overview of the foundation’s operations and board member responsibilities. In referencing the PDMP Foundation Annual Report from its short and long-range planning fund-raising projects the chair called for discussion from the board on ideas to continue to seek additional funding for E-FORCSE enhancements.

The board concurred that the $1.973M received from the AG’s Office for E-FORCSE operations from 2014-2018 would only cover the basic operations. In agreeing to this premise, the board offered ideas for seeking support from various target markets to sustain foundation operations and increase funds for technological needs for the PDMP database that were not covered under the current budget projections.

Mr. Macdonald reviewed the 2014-2015 FY initial fund-raising effort which was to solicit all incumbent legislators seeking re-election for a donation from their excess campaign funds to support the PDMP database. The board requested the executive director to provide the names of those legislators who received a solicitation letter to board members and assign a member to contact the legislator as a follow-up to the mailing. He also said that letters would go out to the Sheriff offices that supported the foundation through contributions from Asset Forfeiture Funds and to those Sheriffs who have yet to contribute. The board requested Mr. Macdonald to add third party insurers, many of which had foundations, to the targeted contact list.

The board then discussed several fund-raising special event ideas. This included development of a themed week or month promoted in pharmacies and/or practitioners offices. It also discussed hosting an annual event to raise awareness of the E-FORCSE database and to seek additional funding.

Mr. Macdonald recommended a committee be formed to review ideas and present to the next board meeting. The chair agreed and asked the executive director to contact the board to see who would be interested in serving on the committee.

**Executive Director’s Report**

A. Revised PDMP Foundation Articles of Incorporation and Bylaws

Mr. Macdonald said the major item of business under his report was the review and adoption of the revised PDMP Foundation Articles of Incorporation and Bylaws. He said that one of his first duties as the new executive director was to review these two documents to determine if they were current. Upon initial review the executive director said that revisions were needed to both documents. After making his recommended changes to the Articles and Bylaws, Mr. Macdonald, at the request of the chair, forwarded the documents to PDMP Foundation legal counsel Gray/ Robinson for its review and comment. The board then reviewed the legal counsel’s recommended changes and directed the executive director to provide Gray/Robinson with the list of new board members and the current role of the treasurer and executive director relative to completing financial transactions.

Hearing no further discussion the chair called for a vote on the PDMP Foundation revised Articles of Incorporation. Mr. Ayotte moved and Ms. West seconded that the board of directors adopt the following resolution:

RESOLVED, that the revised PDMP Foundation Articles of Incorporation be approved.

ADOPTED unanimously.

The chair then called for a vote on the revised Bylaws. Dr. Brown moved and Mr. Melton seconded that the board of directors adopt the following resolution:

RESOLVED, that the revised PDMP Foundation Bylaws be approved.

ADOPTED unanimously.

The chair requested the executive director to forward the board’s actions to Gray /Robinson to complete the adopted changes and to provide a final draft of the Articles and Bylaws for submission to the Department of Health for its review.

B. Advertising Guidelines

Mr. Macdonald presented requests from an advertising agency retained by the Florida Sheriff’s Association to offer space to promote products and services on the FSA website and e-Newsletter. He said that the cost would be $5,000 per year for a banner ad on each page of the website and $3,000 for a 13 week ad in the e-newsletter. The board determined that the funds received from contributions from FSA and its county sheriffs were intended to be used to support E-FORCSE operations and should not be spent on advertising.

The board also discussed advertising in professional journals to seek donors from those health care practitioner licensees who are encouraged to participate with the E-FORCSE database. The board felt that this could be part of the annual fund-raising program and incorporated into marketing efforts to promote the foundation and to gain support for the PDMP and that the newly created fund-raising committee should determine the need for such advertising.

C. Website Revisions

Mr. Macdonald provided an update on the PDMP Foundation website revisions. He asked the board to continue to review the site and to provide him with any suggestions for information that needs to be included. He said he was working with Webmaster Wil Martindale, MyWebMarket.com, to make the changes. He also noted that he was working with Wells Fargo Bank to obtain a Merchant Services agreement so that potential donors can use credit cards to make contributions from the website.

D. Board Meeting Schedule

Mr. Macdonald said that the Bylaws mandate that the PDMP Foundation board of directors meets a minimum of quarterly. He said that special meetings may also be called by the chair or board members. He related that in a previous meeting the board decided that the quarterly meetings would be two live and two conference calls duly noticed to the public. He also reminded the board that under the Bylaws the executive committee, comprised of the four officers and a director at-large, could take interim action on foundation business, as needed. The board discussed the times to schedule conference calls and it determined between 8 a.m. and 9 a.m. on Thursdays would be best.

E. CME Course on E-FORCSE

Mr. Macdonald said that he and Ms. Poston had discussed the development of a course on E-FORCSE and PDMP Foundation operations to promote at conferences, trade shows and in major metropolitan areas of the state. The course would be three hours in duration and would include information about registering for the database, accessing the database, legal issues and role of the foundation to obtain support for the E-FORCSE operations. The board felt that this course should be mandatory for all healthcare licensees covered under the PDMP law. They agreed that it should be offered for credit with a registration fee which would assist the foundation in raising funds for the database. The board requested Mr. Macdonald to investigate the legislative process to make the course mandatory for re-licensure.

**E-FORCSE Program Manager’s Report**

The chair called on Ms. Poston for a report on E-FORCSE operations. She presented the board with a quarterly dashboard update of the current status of the database. She said that as of June 30, 2014 the database had collected over 112M prescription records with Hydrocodone/Acetaminophen being the most common controlled substance prescribed as pain medication. Ms. Poston said that Oxycodone HCL/Acetaminophen, which before the legislature passed new regulations for operation of pain management clinics, was the leading pain medication prescribed in Florida, had dropped to the third most prescribed controlled substance behind Alprazolam.

She said during a DOH audit of pharmacies that must report the dispensing of controlled substances to E-FORCSE within seven days, 5,213 of 5,760 (90.5%) pharmacies were compliant. Ms. Poston also reported that of the 141,191 licensed health care practitioners that are eligible to access the database by registering with the department 26,183 (18.54%) had done so to date. Practitioners using E-FORCSE had queried the database over 9.4M times to gain patient controlled substance prescription information. She said that of the top 200 prescribers 170 were MDs and 30 were osteopaths.

Ms. Poston also said that since the PDMP law went into effect in 2009 and the database came online in 2011 there has been more than a 41% decrease in Oxycodone deaths in the state according to county medical examiner reports. She thanked the foundation for its continued effort to support E-FORCSE with funding to keep the database operational.

The chair thanked Ms. Poston for her E-FORCSE update. He requested Mr. Macdonald to post the dashboard information on the PDMP Foundation website.

**PDMP Annual Meeting and Special Event Fundraiser**

Mr. Macdonald discussed the date and location for the next PDMP Foundation board of directors’ annual meeting. He suggested that this be held in March or April 2015 in Tallahassee during the legislative session so that any major special event fundraising activity approved by the board could be held in conjunction with this meeting. The board concurred and requested the executive director to work with the fundraising committee and chair to propose dates and times to determine board member availability for the event.

**PDMP Foundation Board of Director Elections**

The chair said that without objection that the executive director would facilitate the election process. The board concurred.

Mr. Macdonald then called for nominations for the office of chair. Mr. Bowen’s name was placed in nomination. Hearing no further nominations Mr. Bowen was elected by acclimation.

Mr. Macdonald called for nominations for the office of vice-chair. Mr. Ayotte’s name was placed in nomination. Hearing no further nominations Mr. Ayotte was elected by acclimation.

Mr. Macdonald called for nominations for the office of secretary. Ms. Bailey’s name was placed in nomination. Hearing no further nominations Ms. Bailey was elected by acclimation.

Prior to the election of the treasurer position, the chair reported that Dr. Rosenthal, due to her busy work travel schedule, would not seek election as treasurer if another board member wished to fill the position. Mr. Nazareth said that he would be willing to be treasurer, if nominated.

Mr. Macdonald called for nominations for the office of treasurer. Mr. Nazareth’s name was placed in nomination. Hearing no further nominations Mr. Nazareth was elected by acclimation.

The chair said that he would appoint a director-at-large to serve on the PDMP Foundation executive committee.

**Public Comment**

The chair asked if there were any persons in the audience or on the conference line that would like to make a comment to the board of directors. No comments were presented.

**Date of Next Meeting**

The chair said that the next meeting of the board of directors would be scheduled as a conference call in January 2015. The call would be scheduled on a Thursday between 8:00 – 9:00 a.m. with the date determined by board member availability and noticed in the Florida Administrative Registry.

**Adjournment**

The chair called for adjournment of the meeting. The meeting was adjourned at 4:15 p.m., Friday October 17, 2014.