

**AGENDA**

**Board of Directors**

**Annual Meeting**

Date: Friday July 31, 2015

Time: 1:00 p.m. – 4:00 p.m.

Location: Rock Lake Room

Wyndham Lake Buena Vista

 1850 Hotel Plaza Blvd.

 Lake Buena Vista, FL 32830

Teleconference Information:

**Dial In Number: (888) 537-7715**

**Participants Pass Code: 66812234#**

Board of Directors:

Dave Bowen, Chair

Mike Ayotte, Vice-Chair

Karen Bailey, Secretary

Greg Nazareth, R. Ph., Treasurer

Jill Rosenthal, MD, MPH, Director

Samir Vakil, DPM, Director

Lee Ann Brown, DO, Director

Daniel Gesek, DMD, Director

Sally West, Director

Paul Melton, Director

Staff:

Robert Macdonald, MS, Executive Director

DOH:

Rebecca Poston, BPHARM, MHL, E-FORCSE, Program Manager

1. Call to Order/Introductions Mr. Bowen

2. Roll Call/Sunshine Law Ms. Bailey

3. Approval of Minutes: (April 13, 2015) Attached

4. President’s Report Mr. Bowen

5. Treasurer’s Report: Mr. Nazareth

A. Financial Update

B. E-FORCSE Funding for FY 2015-2016 Ms. Poston

C. FY 2015-2016 Budget

D. Audit

6. Executive Director’s Report: Mr. Macdonald

A. Status: PDMP Course

B. Website SEO

C. Investment Protocols

D. Marketing Materials

E. Donor Solicitations:

 (1) Corporations

 (2) Law Enforcement Agencies

 (3) Political Candidates

F. Discontinuation of Merchant Credit Card Program

G. Promotion of PDMP

H. Regulatory Board Meeting Presentations

I. Use of Gray Robinson as Legal Counsel

J. Board Appointments

K. Annual Report to DOH

7. E-FORCSE Program Manager Report Ms. Poston

8. Board Member Meeting Expense Protocols Dr. Vakil

9. PDMPF Board Meeting in Tallahassee Mr. Macdonald

10. PDMPF Board of Directors Elections Mr. Bowen

11. Public Remarks Mr. Bowen

12. Announcements Mr. Bowen

13. Date of Next Meeting: TBD

14. Adjournment

**ATTACHMENT 3**



**BOARD OF DIRECTORS**

**MEETING**

**CONFERENCE CALL**

**MINUTES**

Date: Monday April 13, 2015

Time: 6:00 p.m.

Chair: Dave Bowen

Members Present (Officers): Mike Ayotte Vice-Chair and Greg Nazareth, Treasurer

Members Present (Directors): Dr. Daniel Gesek, Dr. Jill Rosenthal, Dr. Samir Vakil and Paul Melton

Member Absent (Officer): Karen Bailey, Secretary

Members Absent (Directors): Sally West and Dr. Lee Ann Brown

Staff: Robert Macdonald, Executive Director

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

Guests: Melissa Carter, Florida Medical Association, Senior Vice President for Membership and Education and Wil Martindale, PDMP Foundation Webmaster

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**Call to Order**

The chair called the PDMP Foundation Board of Directors quarterly meeting conference call to order at 6:07 p.m., Monday April 13, 2015 and activated the recording feature.

**Roll Call/Sunshine Law**

The chair asked Mr. Macdonald to call the roll and to provide the Sunshine Law statement. He reported that there was a quorum with seven directors participating.

**Approval of Minutes of Last Meeting (January 29, 2015)**

The chair called for the approval of the Board of Directors minutes from the January 29, 2015 conference call. A motion was made by Dr. Vakil and seconded by Dr. Gesek to approve the minutes as distributed. The chair hearing no request for discussion called for a vote on the motion and it was adopted unanimously.

**President’s Report**

The chair welcomed Dr. Vakil as the newest member of the PDMP Foundation board of directors. He noted that Dr. Vakil was a practicing podiatrist in Punta Gorda and was past-president of the Florida Podiatric Medical Association and is a current member of the Charlotte County Medical Association board of directors.

He then discussed a recent business trip to Nevada where he had the opportunity to also meet with officials involved with that state’s PDMP. He said that during his meeting mutual areas of interest were funding, operations and practitioner utilization of the database.

The chair then asked for board input on future funding options to support E-FORCSE operations. He felt that there was a misconception among potential corporate and individual supporters that the foundation was not in the need of money due to receipt of the $2M gift from the State Attorney General Office to support E-FORCSE operations. He also said that other funding options and sources had legislative and department restrictions making it difficult to raise money. Ms. Poston said that she would forward a study from Brandeis University that showed how each state’s PDMP was funded. It was also noted that the State of Florida would soon have access with the State of Alabama’s database information.

Mr. Ayotte mentioned that some states have a prescription drug tax that could fund PDMP operations.

**SEO Proposal**

The chair called on Mr. Martindale for an overview of his proposal to increase Search Engine Optimization for the PDMP Foundation website to drive persons to the donation page and to encourage potential donors to make contributions to help sustain the program. He said that he and Mr. Macdonald were developing a list of SEO buzz words and phrases that would provide more visibility to the program and what it stands for and why it needs continued funding for operations.

Mr. Martindale suggested that a new article be developed to place on the website to outline future funding necessary for the database to operate with new technology. Mr. Macdonald said he would develop this article and have it inserted on the website.

Mr. Martindale also reviewed the current analytics for the website and the new Facebook social media page. He said that prior to the upgrades to the website there were very few visits. He said that promoting the site at conventions, meetings and through the Facebook page was helping to increase the number of impressions to the site.

The chair thanked Mr. Martindale for his presentation and excused him from the call.

**PDMP Course**

The chair called on Ms. Carter for her presentation on the proposed PDMP course. Ms. Carter thanked the board for the opportunity to present the course outline. She noted that the FMA has supported the PDMP since its inception and would look forward to working together with the foundation to develop and offer the course to all licensed health care practitioners who are eligible under the law to use the database.

She said that based on the DOH legal review of ways to donate part of the registration fees to the foundation that the FMA could collect the fees through its foundation and make a contribution to the PDMP Foundation. The board agreed that method should be acceptable and provide some funds to support the foundation’s mission.

Dr. Vakil suggested that the PDMP develop a short marketing presentation that could be presented at health care association conferences to promote the course and its benefits to practitioners. He suggested that this could be ready for the upcoming health care association conventions.

Ms. Carter said that the next step would be to meet with the FMA’s vendor that it works with on providing on-line CME and to finalize the course logistics and method of presentation. She suggested future telephone conference calls with the planning group and vendor as necessary. This would be followed with contacting the proposed course presenters to outline their topics and mode of delivery.

The chair thanked Ms. Carter for her presentation and excused her from the call.

**Treasurer’s Report**

Mr. Nazareth provided a financial update stating that the Wells Fargo Bank checking account had $1,589.33 and the savings account $1,665,805.57. He said the total funds were $1,667,394.90.

He then gave a breakdown of funds as follows: E-FORCSE Operations Designated Funds:  $1,473,156.33, PDMP Foundation Operations:  $42,180.32, 2014-2015 FY Contributions: $34,000,
Credit Card Donations:  $53.00, Interest Earned: $2,635.93, Credit:  $67.21 and a Reserve Fund:  $115,301.61.

Mr. Nazareth provided an overview of the FY 2014-2015 Budget which was approved at $99,860.00. He said that PDMP Foundation expenses through March 31 were $55,836.89. He said that 55.9% of budget expended was spent over the first nine months of the Fiscal Year.

He also confirmed the yearly E-FORCSE operations contributions. He said that the foundation had provided $500,000 for FY 2014-2015. He said that 25% of the E-FORCSE Designated Funds were contributed during this fiscal year.

**FY 2015-2016 Budget**

Mr. Nazareth presented the proposed 2015-2016 budget for discussion. He said that the chair, Mr. Macdonald and he reviewed the budget and were presenting it for adoption. The total proposed budget was $97,775.

Hearing no discussion, the chair called for a motion to adopt the FY 2015-2016 PDMP Foundation operating budget. Mr. Melton Moved and Dr. Vakil Seconded the following motion:

**MOVED**, that the PDMP Foundation FY 2015-2016 operating budget be approved and forwarded to the Department of Health for adoption.

MOTION Adopted unanimously.

**Return to PDMP Course**

The chair called for discussion on the proposed PDMP course in partnership with the Florida Medical Association. The board discussed the possibility of making the course mandatory for re-licensure to increase the potential for income. Ms. Poston suggested that the course be voluntary at first in order to collect participation statistics that could be used to possibly revise regulatory board CME rules mandating the course.

Mr. Macdonald said that he would work with Ms. Carter and the course planning group to move forward with the project. He would also work with the board chair and FMA financial staff to finalize a plan to donate a portion of the course revenue to the PDMP foundation.

**WFB Private Banking Proposal**

The chair called for discussion on Wells Fargo Bank’s risk profile for transfer of E-FORCSE Designated Funds from the savings account to Private Banking investment accounts. Mr. Macdonald reminded the board that any change in the current placement of designated donated funds from the State Attorney General to the foundation would need approval from that office and amendment of the current Memorandum of Understanding.

Prior to adopting the WBF proposal, Mr. Ayotte requested information from the Department of Health as to whether there were any specific investment guidelines for Direct Support Organizations to follow relative to seeking higher rates of return on investment.

The chair requested Ms. Poston and Ms. Gee to research this question and provide guidance to the foundation before it takes any further action on the private banking proposal and seeking amendment to the MOU. The chair thus deferred any action on this item until the next board meeting.

**Director and Officers Insurance Policy**

The board reviewed the proposed increase in premium by CHUBB on the current D&O coverage for board members and the executive director should coverage be increased from $1M to $2M. The board agreed that $1M coverage was sufficient and that no increase was necessary.

**Return to SEO Proposal**

The chair called for discussion on the webmaster’s SEO proposal. Mr. Ayotte recommended that the webmaster provide statistics at the next meeting on the foundation’s Return on Investment following implementation of the SEO marketing plan.

**Merchant Card Services**

Mr. Macdonald provided an update on Merchant Card Services. He said that currently the foundation has received $53 in credit card donations. The cost of the service was approximately $45 per month.

**E-FORCSE Quarterly Payments**

Mr. Macdonald informed the board that the last of the $500,000 in quarterly payments for FY 2014-2015 for E-FORCSE operations was sent to the Department of Health on April 1, 2015.

**Board of Directors Vacancy**

Mr. Macdonald said that there was one vacancy on the board of directors. He said that if any of the current board members knew of a person who may be interested in serving to please let him know and that he would forward an application form which would be reviewed by the State Surgeon General.

**Annual Report**

Mr. Macdonald said that he would be developing the 2014-2015 annual report from the PDMP Foundation to the Department of Health per the DSO contract. The report is due in August 2015.

**Annual Meeting Date and Location**

The chair discussed potential annual meeting dates and locations. It was suggested that the board meet during the Florida Medical Association convention July 31, 2015 at the Disney Yacht Club Resort, Lake Buena Vista. He said that Mr. Macdonald would be working with the FMA to finalize logistics and that the board would be contacted with sufficient time to make arrangements to attend.

**E-FORCSE Report**

The chair called on Ms. Poston for the E-FORCSE report. She said that due to meeting time restraints she would file her report electronically and would be able to answer any questions at the next meeting.

**Board Comments**

The chair called for any comments from the board. Dr. Vakil asked for information about the number of practitioners with DEA licenses that were participating on the E-FORCSE website. Ms. Poston said that currently there were 29,000 users. Mr. Macdonald said that he would be working with the FMA on marketing ideas to get more licensed practitioners to use the database. The chair also said there was a need to revise protocols for persons already using E-FORCSE so that they could be contacted for a donation.

**Public Comment**

The chair called for any public comments. None were requested.

**Announcements**

The chair said that the date and time of the next meeting would be forwarded as soon as it was finalized.

**Adjournment**

The PDMP Foundation board of directors’ conference call was adjourned at 7:43 p.m., Monday April 13, 2015.