

Carolina Health Centers



Board of Directors Meeting

Date: October 27, 2025

Attending Chair: Abby Banks

Meeting Minutes by:

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Board of Directors:			Staff		
Name:	Present	Absent	Name:	Present	Absent
Banks, Abby – Chairperson	X		Simons, Locke	X	
Britt, John – Vice Chair		A	Ferguson, Miriam	X	
Brown, Rodriguis	X		Mellette, Dominic	X	
Bullard, Greg (ex-officio)		A	Clem, Chris	X	
Ferguson, Gail	X		Fabiyi, Yomi	X	
Gale, Julian	X		Manner, Rachel	X	
Jennings, Sojourner	X		Anderson, Tim	X	
Kapetanakos, Kimberly	X		Waters, Alyson	X	
Luna, Mario	X		Guests:		
O’Neal, Malcolm	X		Lee, Bonnie	X	
Otabor, David	X				
Ramage, Bonnie (Boo)	X				

<u>Agenda Item</u>		<u>Discussion</u>	<u>Decision/Action</u>
Call to Order	Abby Banks	Ms. Banks called the meeting to order at 6:01 PM	
Invocation		Mr. Malcolm O’Neal lead with a brief invocation.	
Attendance		The quorum was confirmed.	
Executive Session		<p>Mrs. Banks excused staff from the board meeting room for the executive session to begin.</p> <p>Staff returned to the Board of Directors meeting board chair; Abby Banks announced Miriam Ferguson had been selected as Carolina Health Centers permanent CEO.</p>	<p>The full board went into Executive Session on a motion by Malcolm O’Neal and second by David Otabor.</p> <p>The board came out of Executive session and ratified the vote of Miriam Ferguson becoming the permanent CEO of Carolina Health</p>

			Center on a motion by Malcolm O’Neal and second by Boo Ramage.
Approval of Board Minutes		Approval of September 2025 meeting Minutes.	The board unanimously approved the September 2025 minutes on a motion made by Malcolm O’Neal and second by David Otabor.
Leadership Team Reports:			
Interim CEO Report (Monthly)	Miriam Ferguson, COO	<p>Ms. Ferguson presented her monthly report highlighting the following topics,</p> <p>External Updates:</p> <ul style="list-style-type: none"> • The government shutdown could possibly last till December 2025 or into January 2026. • Bylaws • Monitor Medicare payment/FTCA • Grant writing efforts, LKA <p>CHC News:</p> <ul style="list-style-type: none"> • Project Director for EHB was finally approved. • Introduction of Tim Anderson & Bonnie Lee. • Planning 2026 Board Retreat <p>Review of Bylaws planned next year, with only minor amendments anticipated</p> <p>A copy of the full report will be retained with the official copy of the minutes.</p>	
Organizational Performance Report (Monthly)	Chris Clem, CPA	<p>Mr. Clem gave a brief review of the Family/Pediatrics Visits, Patient Care Revenue, Rxs Filled, AR days, Operating days of Cash on Hand, Total Revenue, and Net Income increase compensation.</p> <p>ACTION ITEM: CHC’s Holiday Bonus was presented to the Borad for approval. The following protocols from previous years are</p>	The board unanimously approved the Holiday Bonus with a motion

		<p>based on hours worked from 1/1/25 - 9/30/25 (along with specifics on hire dates during the year). The maximum bonus to be earned is \$1,000 (based on >1560 hours) and is then tiered in \$250 increments based on hours below 1560. These will be processed with a check date of 11/25/25 and will be netted with the applicable federal and state payroll taxes.</p> <p>A copy of the full report will be retained with the official copy of the minutes.</p>	<p>from Malcolm O'Neal and second by Gail Ferguson.</p>
<p>CMO Report (Monthly)</p>	<p>Dr. Locke Simons</p>	<p>Dr. Simons reported on the following subjects,</p> <ul style="list-style-type: none"> • Clinical Measures • Risk Management Committee, NEW Hire started and set GOALS were met. • Behavioral Health Visits had a decrease in Pediatrics but increased in Family Practices. <p>ACTION ITEM: Dr. Simons is seeking approval for appointments and granting privileges for two new hires,</p> <ol style="list-style-type: none"> 1. Jessica Segars, PA – Family Medicine provider for Uptown Family Practice. 2. Nicole R. Lytes, LMSW – Counselor for Ridge Spring Family Practice & Saluda Family Practice. <p>A copy of the full report will be retained with the official copy of the minutes.</p>	<p>The request for privileges for Segars & Lytes was approved unanimously by the board on a motion by David October and second by Mario Luna.</p>
<p>Pharmacy Report (Quarterly)</p>	<p>Dr. Dominic Mellette</p>	<p>Dr. Mellette presented his quarterly report highlighting the following topics, Trending 340B News:</p> <ul style="list-style-type: none"> • 340B Rebate Model Pilot estimated to start 1/1/2026 <p>Focus on our Pharmacies:</p> <ul style="list-style-type: none"> • Behavioral Health grant allowed for a large purchase of Narcan, nasal sprays. 	

		<ul style="list-style-type: none"> • DAODAS announces they will fund Narcan NS, Fentanyl, and Xylazine test strips moving forward. • Forming strategies to combat Self Regional's encroachment on our 340B program. <p>Health Center/340B Advocacy:</p> <ul style="list-style-type: none"> • Dr. Mellette had the opportunity to introduce/establish himself with Senate staffers at the NACHC fly-in, September 16th & 17th. • Also attended a HILL meeting related to 340B Working Table. Then presented a high-level overview of the program and challenges we're facing to the House Energy & Commerce Committee staff. 	
Compliance Report (Quarterly)	Bonnie Lee, MSN, RN	Mrs. Lee began with explaining compliance/healthcare, outlining how to better CHC's written policies/procedures and setting a corporate compliance plan. She began by asking, what is OIG? The Office of Inspector of the Inspector General, part of the US Department of Health and Human Services. HHS is the agency that helps protect federal healthcare programs like Medicaid and Medicare from waste fraud. So, for federally qualified healthcare centers, the OIG provides guidance on how to build strong compliance programs and leading by example.	
Distribution Only:	<ol style="list-style-type: none"> I. President's Report II. Quality and Population Health Measures III. Monthly RX Dashboard 		
Committee Reports:			
Executive Committee	Abby Banks	The executive committee announced that Miriam Ferguson had been voted	

		as the new CEO for Carolina Health Centers.	
Development and Advocacy Committee	David Otabor	No Report.	
Finance Committee	Boo Ramage	No Report	
Strategic and Program Planning Committee	Julian Gale	<p>Mr. Gale opened by stating that the strategic committee has started some pre-work and identify some areas where the program planning has been completed.</p> <p>Ms. Miriam Ferguson presented the Master Strategic Plan Report. She explained the progress behind the color system. Then mentioned our financials stating “one of the things that they mentioned at the primary care conference that we went to is that the 90 day cash, but they also mentioned that it's good if we get to 2% with the operating margin annually. Therefore the 6% needs to be adjusted. Our goal is definitely 1 to 2% margin. It's more realistic from where healthcare is today.</p>	
Discussion Action Items: Standing Agenda items			
Development, Communications, And Grassroots Advocacy Report	Rachel Manner	<p>Mrs. Manner handed out information on health centers on specific impacts and overall updates with preventive care, 340B program, workforce shortages, and telehealth. Rachel encouraged our board members to advocate for the health center by reaching out with a phone call, QR code or emailing the legislators and advocate for what we do. This information will also be available on the board portal.</p> <p>A copy of the full report will be retained with the official copy of the minutes.</p>	
Review of Corporate Policies	No Report.		
Old Business	No Report.		

New Business	No Report.		
Next Meeting		The next regular meeting of the Board of Directors for Carolina Health Centers will be on <u>November 24, 2025</u>	
Adjournment			The board unanimously voted to adjourn with a motion from Malcolm O'Neal and second by Mario Luna.
Board Chairman Abby Banks	Electronic Signature		