



Administrative Office, 105 Hall Street, Suite A, Traverse City, MI 49684

Board of Director's Meeting Minutes

June 17, 2010

6:30 PM

1. CALL TO ORDER:

Northern Lakes Community Mental Health, 527 Cobbs Street, Cadillac with video conference to 105 Hall Street, Traverse City, Michigan. Called to order at 6:35 p.m. by Melissa Fournier.

Board Members Present: Cadillac - Dave Stephenson, Jack Mahank, Melissa Fournier, Don Halvorsen, Bill Ancel, Al Cambridge, Les Barnes, Jane Whitney, and Juanita Farr. Traverse City - David Marshall, Nina Zamora, Helen Stimson, Pat McLaughlin, and Frank Tosiello.

Board Members Absent: Beth Friend (advance notice) and Mary Lee Pakieser (advance notice).

Others Present: Cadillac - Greg Paffhouse, Chief Executive Officer; Deb Lavender, Executive Secretary; Mary Hubbard, Chief Operations Officer for Children and Families; Bruce Bridges, Chief Financial Officer; Jennie Walker, Temporary – Outpatient Child and Family Therapist; Gail Lamphere; Bill Woodward, Residential Program Specialist; Carol Sluck, Woodland Home; Shelly Davis, Pearl Street Home; Nancy Schnornack, Jones Lake Home; and Rosemary Pierson, Residential Services Supervisor. Traverse City – Terri Kelty, Chief Operations Officer for Grand Traverse and Leelanau Counties; and Jonathan Bennett, Recipient Rights Officer.

The Pledge of Allegiance was spoken.
Bill Ancel was appointed as timekeeper. Confirmation of a Quorum.

2. APPROVAL OF AGENDA: Add CEO Compensation to Governance Policies Discussion and Assessment Item C Board/CEO Linkage; Add Ownership Linkage Plan to Item D Governance Process/Ownership Linkages.

MOTION:	Approve the Agenda of June 17, 2010 as amended.
RESULT:	ADOPTED [UNANIMOUS]
MOVER:	Jack Mahank
SECONDER:	Bill Ancel

3. CONFLICT OF INTEREST DECLARATION:

No Board members declared a conflict of interest for tonight's business.

4. CONSENT AGENDAS – MANAGEMENT AND BOARD:

A. Consideration of Management Consent Agenda.

MOTION:	Approve the Management Consent Agenda of June 17, 2010.
RESULT:	ADOPTED [UNANIMOUS]
MOVER:	Juanita Farr
SECONDER:	Pat McLaughlin

B. Consideration of Board Consent Agenda.

MOTION:	Approve the Board Consent Agenda of June 17, 2010.
RESULT:	ADOPTED [UNANIMOUS]
MOVER:	Dave Stephenson
SECONDER:	Jack Mahank

5. OWNERSHIP LINKAGE:

A. Citizen Comment

Melissa read the public comment announcement. Gail Lamphere was introduced noting that she is a founding member and current Board member of the Association for Children's Mental Health. Greg noted that Gail is a remarkable ally and advocate.

B. Ownership Communication

Melissa referenced a letter addressed to the former chairperson dated May 12 from the Department of Community Health.

MOTION:	Approve to Receive and File the Communication dated May 12 from the Department of Community Health.
RESULT:	ADOPTED [UNANIMOUS]
MOVER:	Jack Mahank
SECONDER:	Don Halvorsen

6. CONSIDERATION OF PIHP ITEMS:

Referenced handouts from the Quarterly PIHP/MDCH Meeting from March 24 and a Report from the Standards Group. Greg identified that a Quarterly PIHP/MDCH meeting was also held on June 7. Greg encouraged Board members to read the minutes from the March 24 meeting in preparation for the Joint Affiliation meeting particularly the MDCH Goals for PIHP System Management; What Are the Drivers?; Achieving a Comprehensive PIHP System-Considerations and the highlighted questions.

The Joint Affiliation meeting with West Michigan is scheduled for June 23. Board members should have received or will receive their packet for the meeting. He encouraged Board members to read the packet in advance noting that we have carried forward issues from last year and new information about the quarterly meetings, transition with Bill's position and bringing forward primary healthcare integration. The process will be similar to last year. Board members identified their attendance.

Greg referenced the Standards Group document noting the language under Active Engagement. He noted that the group looks at setting statewide standards and to stay tuned to the work of this group. We will be held accountable as it will become negotiated and included as part of our contract.

7. ASSURANCE OF ORGANIZATIONAL PERFORMANCE:

A. Receipt of CEO Monitoring Report
Policy 1-2-09 Investments

MOTION:	Approve to Receive and File the Board Response to Policy 1-2-09 Investments showing the Board felt it was 100% in Compliance.
RESULT:	ADOPTED [UNANIMOUS]
MOVER:	Jack Mahank
SECONDER:	Al Cambridge

Policy 1-3-08 Costs of Governance – Internal

MOTION:	Approve to Receive and File Policy 1-3-08 Costs of Governance and the CEO Response Indicating 100% Compliance.
RESULT:	ADOPTED [UNANIMOUS]
MOVER:	Juanita Farr
SECONDER:	Les Barnes

B. New Operational Worries

Reference was made to the CEO Report identifying changes with staff positions and the Chief Managed Care Officer leaving the organization. Noted concern about this being a vital position within the organization and asked for the status of his replacement. Greg reviewed the efforts for replacement. He identified it is a critical position and would like to make a decision prior to the end of July.

C. June Monitoring Assignment

Monitoring Report 1-2-07 Continuity of Executive Functions should be completed and turned in. Concern was expressed about the CEO not identifying a specific person who would take over in his absence. Jack suggested that the Board Chairperson would be made aware of a specific person. Identified current language in the policy. Board members expressed their opinions. Greg noted that he has no problem with having the discussion with the Board Chairperson although as before he has been reluctant to appoint his designated successor as this remains a board role. It is his obligation to ensure there is a group of people who are skilled and knowledgeable who could run the organization on the short term but would certainly be capable long term should the Board choose his replacement within the agency.

8. BOARD MEANS SELF-ASSESSMENT:

A. Receipt of Board Monitoring Report

Policy 1-3-08 Costs of Governance – Direct Inspection

MOTION:	Approve to Receive and File Policy 1-3-08 Costs of Governance (Direct Inspection) showing the Board is in Full Compliance.
RESULT:	ADOPTED [UNANIMOUS]
MOVER:	Jack Mahank
SECONDER:	Pat McLaughlin

B. June Monitoring Assignment

Monitoring Report 1-4-03 Delegation of Mgt. Powers to the CEO to be completed and turned in.

9. GOVERNANCE POLICIES DISCUSSION AND ASSESSMENT:

A. Ends

None.

B. Executive Limitations

None.

C. Board/CEO Linkage

CEO Compensation

MOTION:	Approve that the Board defer the CEO Compensation Discussions Until May of 2011 until it has the Full Set of Evaluation Elements that the Procedure Specifies.
RESULT:	ADOPTED [UNANIMOUS]
MOVER:	Jack Mahank
SECONDER:	Pat McLaughlin

D. Governance Process/Ownership Linkages

Schedule Audit Committee – Greg noted that we have been drafting the request for proposal (RFP) for an audit firm. The Board has tweaked its policy regarding selection of an

audit firm. Would like the Audit Committee to meet within the next 30 days. Will need to finalize the RFP and to establish the process. It was suggested that the draft RFP be sent out prior to making a conference call to Audit Committee members in order for members to review the information.

MOTION:	Approve the Ownership Linkage Plan as presented.
RESULT:	ADOPTED [UNANIMOUS]
MOVER:	Dave Stephenson
SECONDER:	Jack Mahank

10. OWNERSHIP LINKAGE:

A. *Citizen Comment:* None.

11. ANNOUNCEMENTS/BOARD MEMBER REPORTS:

- Recipient Rights Advisory Committee met on June 3. Orientation was provided to new members.
- Office of Recipient Rights Review over the past few days and we did very well.
- Shared a card from Bill Slavin.
- Referenced letters in the Board Packet to Mike Vizena and to Mary Swartz.
- Referenced the most recent Connections Journal with an article authored by Greg.
- Update on the Fifth Annual Consumer Conference held on June 16.

12. MEETING EVALUATION:

- #1- We spent our time on the most important governance topics: majority was satisfactory
- #2- We encouraged diversity of viewpoints: majority was excellent
- #3- Our decisions were made collectively: majority was satisfactory
- #4- The Board used its time effectively: majority was excellent
- #5- What is the most important thing the Board could do to improve our function as a Board? Not discussed.

Greg thanked David Marshall for taking the role to monitor the meeting room in Traverse City.

13. NEXT MEETING AGENDA:

July 15 agenda items (Grayling): MCAC, HSAG Performance Improvement Project Report, Compliance Report, and Joint Affiliation meeting.

14. ADJOURNMENT:

MOTION:	Adjourn the meeting.
RESULT:	ADOPTED [UNANIMOUS]
MOVER:	Bill Ancel
SECONDER:	Juanita Farr

The meeting adjourned at 7:35 p.m.

Respectfully Submitted,

Melissa Fournier, Chairperson

Dave Stephenson, Board Secretary

Debra Lavender, Recording Secretary