



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

Board of Director's Meeting Minutes

September 15, 2011

6:00 PM

1. CALL TO ORDER:

ROOC, Inc., 11051 N. Cut Road, Pioneer Hills, Roscommon Michigan. Melissa Fournier called the meeting to order at 6:28 p.m.

Board Members Present: Jack Mahank, Dave Stephenson, Pat McLaughlin, Rob Hentschel, Melissa Fournier, Frank Tosiello, Ken Melvin, Al Cambridge, Randy Kamps, Helen Stimson, Nina Zamora, and Jane Whitney.

Board Members Absent: David Marshall (with notice), Susan Rogers (with notice), Don Halvorsen (with notice), and Les Barnes (with notice).

Others Present: Greg Paffhouse, Chief Executive Officer; Deb Lavender, Executive Secretary; Dave Branding, Chief Managed Care Officer; Bruce Bridges, Chief Financial Officer; Keith Huggett, Information Systems Manager; Jane Swartout, Compliance Officer; Kevin Hartley, Director of Quality Improvement; and Harold Meeuwes, Lead Maintenance Worker.

The Pledge of Allegiance was spoken. Ken Melvin was appointed timekeeper. Confirmation of a Quorum.

2. APPROVAL OF AGENDA: Request to add Voting Delegates for the MACMHB Conference under Announcements/Board Member Reports.

MOTION:	Approve the Agenda of September 15, 2011 as amended to add MACMHB Voting Delegates under Announcements/Board Member Reports.
RESULT:	ADOPTED [UNANIMOUS]
MOVER:	Jack Mahank
SECONDER:	Helen Stimson

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 September 15, 2011.
RESULT:	ADOPTED [UNANIMOUS]
MOVER:	Dave Stephenson
SECONDER:	Pat McLaughlin

B. Consideration of Board Consent Agenda – request to remove minutes of the August 18 Board Meeting.

MOTION:	Approve the Board Consent Agenda of September 15, 2011 Items 3-6.
RESULT:	ADOPTED [UNANIMOUS]
MOVER:	Jack Mahank
SECONDER:	Dave Stephenson

Jack referred to page 5 of the August 18 Board Meeting Minutes to change September 18 – 20 to October 17 and 18 for the MACMHB Conference.

MOTION:	Approve the August 18 Board Meeting Minutes as amended.
RESULT:	ADOPTED [UNANIMOUS]
MOVER:	Jack Mahank
SECONDER:	Randy Stephenson

5. OWNERSHIP LINKAGE:

A. *Citizen Comment*

None.

B. *Ownership Communication*

Melissa reported that she had a phone contact with Jim Kruka from Northwest Michigan Health Services Board and they are interested in working with us to coordinate services and will make contact with our CEO.

6. CHIEF EXECUTIVE OFFICER'S REPORT:

Greg referenced the three documents (about Governor Snyder's speech) included in the individual board members folders. His speech has been anticipated within the healthcare community as a policy setting speech. Greg pointed out the changes to the dual eligibles and reference to passage of the autism bills noting, if passed, this would allow up to \$50,000 a year of eligible services.. Also included in the folder was the Request for Input (RFI) for dual eligibles, which lists some core questions that would be helpful for board members to review and reply to as time permits. RFI responses are due by October 7, which does not give a lot of time to respond. There were 6 forums held around the state and they were well attended. There was a strong public mental health voice particularly from persons served with concern about how this would play out. Greg identified that he has been asked to serve on a work group looking at advocacy in regards to dual eligibles issues and will focus on education so that persons served, families and stakeholder groups are aware of the planning process that their voice can be heard. There is a lot of interest in trying to retain some management responsibility in addition to provider services. Greg identified that he spoke with a father, of a developmentally disabled daughter, who is interested in possibly being appointed to this work group. He is tremendously fearful about what this means to his daughter. There is a worry that certain people will get left behind and that this initiative is driven by cost. Greg has had some initial discussions with the Director of the local Area Agency on Aging about potentially having informational forums and some written communications to get out to people. He encouraged board members to look at the two documents.

Greg referenced his CEO Report about the Recovery celebration that was to be held on September 20. There are approximately 120 people registered. Board members are welcome to attend.

Melissa referenced the last bulleted item in the CEO Report and if possible identify under consumer satisfaction in the agency evaluation.

Greg responded to questions regarding Senate Bill 7, Youth Suicide Prevention Site Review, and changes relative to dual eligibles.

MOTION:	The Board approved to Receive and File the CEO Report.
RESULT:	ADOPTED [UNANIMOUS]
MOVER:	Jack Mahank
SECONDER:	Pat McLaughlin

7. CONSIDERATION OF PIHP ITEMS:

9/6/11 MCAC Report – The minutes of the September 6 meeting were referenced. A number of board members attended this meeting and they provided comments tonight. The next scheduled meeting is October 11 and board members were encouraged to attend to further discuss strategy for future direction. We should look at as an opportunity for change. We don't want to be reactive, but to be proactive regarding the coming changes. Board members brainstormed options to consider: collaboration with primary health, need a strong voice in Lansing, determine direction and get started, merging with West Michigan CMH for a nine county presence, may need to be broader as well as bigger and stronger and may need to explore other merger opportunities, what will happen with PIHPs, must also consider the changes with dual eligibles, need to go about this methodically although with some sense of urgency and don't want to miss something, need a step by step process, look at the possibility of merging with public health, have the CEO contact Manistee Benzie CEO to see if there is interest. Greg encouraged board members to study the MCAC handout and the meeting minutes. What is the Board's interest in maintaining the manager role and/or the provider role? If we want to maintain a manager presence there may be a greater evolution and if we look at being a provider there are different issues to consider. Board members identified that we want to be cautious, don't want to bite off more than we want, and don't want to lose the integrity that this organization has built.

MOTION:	The Board approved directing the NLCMH Board Chair to talk with the West Michigan Board Chair about interest in a merger and report back to the Board at the next Board meeting.
RESULT:	ADOPTED [UNANIMOUS]
MOVER:	Jack Mahank
SECONDER:	Rob Hentschel

MOTION:	The Board directed the CEO to have a similar conversation with the CEO of Centra Wellness regarding Interest in a Merger and Report back to the Board at the next Board meeting.
RESULT:	ADOPTED [UNANIMOUS]
MOVER:	Jack Mahank
SECONDER:	Pat McLaughlin

Update on MDCH Site Review – Greg reported that the Exit Conference is scheduled for Friday, September 23 at 11:00 a.m. from Traverse City with video to Cadillac and Ludington. Board members are welcome to attend.

8. ASSURANCE OF ORGANIZATIONAL PERFORMANCE:

A. *Receipt of CEO Monitoring Report*
Policy 1-2-01 Consumer Services

MOTION:	The Board approved to Receive and File Policy 1-2-01 Consumer Services showing that the Agency is in Full Compliance.
RESULT:	ADOPTED [UNANIMOUS]
MOVER:	Jack Mahank
SECONDER:	Rob Hentschel

B. *New Operational Worries*

Jack related that he has received calls from consumers asking whether the board pays attention to how often case workers are moved? Jack questioned whether the CEO ought to

report back to the board. The board was asked whether they would like some form of action. The board did not identify it as a concern.

C. *September Monitoring Assignment*

Monitoring Report 1-01 Consumer and Community Ends should be completed and turned in.

Monitoring Report 1-2-03 Compensation of the Employed Workforce should be completed and turned in.

9. BOARD MEANS SELF-ASSESSMENT:

A. *Receipt of Board Monitoring Report*

Policy 1-4-02 Accountability

MOTION:	Approve to Receive and File the Policy 1-4-02 Accountability showing that the Agency is in Full Compliance.
RESULT:	ADOPTED [UNANIMOUS]
MOVER:	Jack Mahank
SECONDER:	Rob Hentschel

B. *September Monitoring Assignment*

None.

10. GOVERNANCE POLICIES DISCUSSION AND ASSESSMENT:

A. *Ends*

None.

B. *Executive Limitations*

Draft Administrative Cost Policy – Last month the board asked Greg to construct a draft policy on administrative cost. Two options were presented in the board packet: Option One a new Administrative Cost Policy and Option Two added Policy Language within an existing policy.

MOTION:	The Board Accept Option One: New Administrative Cost Policy.
RESULT:	ADOPTED
MOVER:	Jack Mahank
SECONDER:	Randy Kamps

The policy is written that there be a written explanation to support any contracts entered into that have an administrative cost greater than 9%. Greg referenced the state's FY12 boilerplate language that says CMH may limit administrative cost to its contract agencies at 9%. It was expressed that the policy intent is to set an example to set a reasonable limit for administrative cost. Board members expressed their concerns.

C. *Board/CEO Linkage*

None.

D. *Governance Process/Ownership Linkages*

Quarterly Compliance Report

MOTION:	To Receive and File the Quarterly Compliance Report.
RESULT:	ADOPTED [UNANIMOUS]
MOVER:	Jack Mahank
SECONDER:	Pat McLaughlin

Issue Paper Status Report – County Allocations (Match) – Rob reported that the group met and will have information in the packet next month.

Draft Mental Health Court Letter – Greg identified that he was asked last month to draft a letter to our respective counties and State Court Administrators office. A draft was shared as a possible letter. It was requested that as feedback is received to be passed on to the board.

MOTION:	To Accept the Draft Letter from the CEO to the aforementioned people with the request that the Board Chairperson’s name be added to the signature and mailed.
RESULT:	ADOPTED [UNANIMOUS]
MOVER:	Jack Mahank
SECONDER:	Nina Zamora

11. OWNERSHIP LINKAGE:

A. *Citizen Comment*
None.

12. ANNOUNCEMENTS/BOARD MEMBERS REPORTS:

- Board members shared feedback on attendance at the Regional Board Member Educational Forum.
- Voting Delegates were identified for the upcoming conference in Traverse City – Pat McLaughlin and Randy Kamps. Board members identified their interest in attending the conference.
- Referenced the communications, at the end of the Board Packet, to the Recipient Rights Advisory Committee and to sign the contracts with the Department of Community Health.

13. 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 satisfactory
- #5- What is the most important thing the Board could do to improve our function as a Board? No comment.

14. NEXT MEETING AGENDA:

Agenda items for the October 20 meeting to be held at Elmwood Township Hall: Board Education and Workplan.

15. ADJOURNMENT:

MOTION:	Adjourn the meeting.
RESULT:	ADOPTED [UNANIMOUS]
MOVER:	Jane Whitney
SECONDER:	Pat McLaughlin

The meeting adjourned at 7:49 p.m.

Respectfully Submitted,

Melissa Fournier, Chairperson

Dave Stephenson, Board Secretary

Debra Lavender, Recording Secretary