

**Board of Director's Meeting  
Minutes**

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**MAY 16, 2019**

**2:15 PM**

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**1. CALL TO ORDER:**

Northern Lakes Community Mental Health Authority, 2715 S. Townline Road, Houghton Lake, Michigan. Nicole Miller called the meeting to order at 2:50 p.m.

Board Members Present: Betty Bushey, Mary Marois, Sherry Powers, Nina Zamora, Nicole Miller, Randy Kamps, Ben Townsend, Rose Denny, Sherise Shively, Ty Wessell, Al Cambridge, Angela Griffis and Dean Vivian.

Board Members Absent: Lorelei King (advance notice) and Pam Babcock (advance notice).

Others Present: Karl Kovacs, Chief Executive Officer; Deb Lavender, Executive Secretary; Tracy Rosinski, Director of Recipient Rights; Matt Leiter, Human Resources Director; Lauri Fischer, Director of Finance; Carrie Gray, Chief Population Officer for Intellectual and Developmental Disabilities Services; Matt Leiter, Human Resources Director; and Becky Vincent, Director of Integrated and Managed Health Services.

Confirmation of a Quorum – Yes

Timekeeper – Betty Bushey

**2. AGENDA:** CEO Compensation after Item 16 Board CEO Linkage.

<b>MOTION:</b>	<b>Approve the Board Agenda for May 16, 2019 as amended.</b>
<b>RESULT:</b>	<b>ADOPTED [UNANIMOUS]</b>
<b>MOVER:</b>	Nina Zamora
<b>SECONDER:</b>	Dean Vivian

**3. CONFLICT OF INTEREST DECLARATION:**

No conflict of interest was declared.

**4. CONSENT AGENDA:**

*A. Consideration of the Consent Agenda*

<b>MOTION:</b>	<b>Approve the Consent Agenda for May 16, 2019 with the exception of the Financial Statements.</b>
<b>RESULT:</b>	<b>ADOPTED (UNANIMOUS)</b>
<b>MOVER:</b>	Dean Vivian
<b>SECONDER:</b>	Mary Marois

Randy requested that the financial statements be removed. Randy requested clarification about advances and the budget. Lauri noted that we do have one time

**ITEM #1**

costs with NoLa and Intacct as well as the wrap up of Avatar. She responded to concerns about movement from Medicaid to Healthy Michigan, over expenditures in inpatient and residential services, general funds, per member per month, the underfunding of our system, internal service fund, carry forward, performance based incentive and reinvestment dollars. Reference was made to the MI Choice Waiver program using the same providers that we will be utilizing.

<b>MOTION:</b>	<b>Approved the Financial Statements.</b>
<b>RESULT:</b>	<b>ADOPTED (UNANIMOUS)</b>
<b>MOVER:</b>	Nina Zamora
<b>SECONDER:</b>	Randy Kamps

**5. OWNERSHIP LINKAGE:**

- A. *Citizen Comment – None.*
- B. *Ownership Communication – None.*

**6. ELECTION OF OFFICERS:**

Nicole reviewed the slate of officers. Nicole asked for nominations from the floor 3 times.

<b>MOTION:</b>	<b>Close nominations and cast a unanimous ballot of officers.</b>
<b>RESULT:</b>	<b>ADOPTED (UNANIMOUS)</b>
<b>MOVER:</b>	Mary Marois
<b>SECONDER:</b>	Betty Bushey

Chairperson – Randy Kamps, Vice-Chairperson – Rose Denny, and Board Secretary – Lorelei King.

**7. BOARD COMMITTEES, COMMITTEE CHAIRPERSONS AND PARLIAMENTARIAN APPOINTMENTS:**

In the past commissioners would serve on the Audit Committee. Al was appointed representing Roscommon County. Angela was appointed and will serve on the Nominating Leadership Development Committee. Change MACMHB to CMHAM – Rose and Mary will be the delegates. Mary will be an Executive Board Member. Al will serve as Parliamentarian.

**8. CHIEF EXECUTIVE OFFICER’S REPORT:**

Karl referenced his report in the packet. The Nominating and Leadership Development Committee meeting discussed the desire to increase contact with the County Commissions. Karl will meet with each of the county commissions, mostly in June, to present on the economic impact of NLCMHA. The schedule was shared with the Board. Karl will continue to meet with each of the county commissions in the fall to review service related information for each of our six counties and for NLCMHA overall. In addition, the Annual Report is shared with the county commissions and consumers have told their recovery stories. Karl, Lauri Fischer and Deb Freed are developing a PowerPoint presentation for a May 29th meeting of the Sunrise Rotary in Traverse City that will include the economic impact information.

Attached to his report is the first monthly utilization report provided by ProtoCall. Lauri distributed two additional reports. A column was added to identify abandonment rate. She noted that the average call is answered in 52 seconds. There was discussion about how the data was calculated and further refinements to the reports will be requested.

The NMRE and all five CMHs in our region contract with ProtoCall. They may need to add staff to handle the increased calls. They did say that the Crisis Services Team was called less which was what we wanted to accomplish. It was suggested that we have the data available by county. We may want to take the ProtoCall reports to the county commissions.

**9. NORTHERN MICHIGAN REGIONAL ENTITY REPORT:**

Minutes for the March 27 and April 24, 2019 meetings were included in the packet. There was considerable discussion about the Liquor Tax dollars. A question was raised as to how those dollars are to be used. Randy indicated that Eric Kurtz, CEO of the NMRE will provide that information to us.

**10. ASSURANCE OF ORGANIZATIONAL PERFORMANCE:**

A. Receipt of CEO Response to Monitoring Report – 2.8 Communication and Support to the Board (Internal Inspection)\*

<b>MOTION:</b>	<b>The Board has reviewed Policy 2.8 Communication and Support to the Board at 100% compliance.</b>
<b>RESULT:</b>	<b>ADOPTED [UNANIMOUS]</b>
<b>MOVER:</b>	Nina Zamora
<b>SECONDER:</b>	Randy Kamps

Randy noted that 12 out of the 14 Board Members submitted their reviews. This is the responsibility of Board Members to complete.

B. New Operational Worries – None.

C. May Monitoring Assignment  
2.9 Investments (Internal Inspection) will complete and turn in. Thirteen Board Members need to report.

**11. BOARD MEANS SELF-ASSESSMENT:**

A. Receipt of CEO Response to Monitoring Report – 3.7 Governance Committees (Direct Inspection)

<b>MOTION:</b>	<b>The Board has reviewed Policy 3.7 Governance Committees at 100% compliance.</b>
<b>RESULT:</b>	<b>ADOPTED [UNANIMOUS]</b>
<b>MOVER:</b>	Betty Bushey
<b>SECONDER:</b>	Randy Kamps

Receipt of CEO Response to Monitoring Report – 3.7A Recipient Rights Advisory Committee (Direct Inspection)

<b>MOTION:</b>	<b>The Board has reviewed Policy 3.7A Recipient Rights Advisory Committee at 100% compliance.</b>
<b>RESULT:</b>	<b>ADOPTED [UNANIMOUS]</b>
<b>MOVER:</b>	Mary Marois
<b>SECONDER:</b>	Randy Kamps

Receipt of CEO Response to Monitoring Report – 3.7B Recipient Rights Appeals Committee (Direct Inspection)

<b>MOTION:</b>	<b>The Board has reviewed Policy 3.7B Recipient Rights Appeals Committee at 100% compliance.</b>
<b>RESULT:</b>	Randy Kamps
<b>SECONDER:</b>	Angela Griffis

*B. May Monitoring Assignment*

3.8 Cost of Governance - Budget (Internal inspection) complete and turn in.

3.8A Cost of Governance (Direct Inspection) complete and turn in.

**12. GOVERNANCE POLICIES DISCUSSION AND ASSESSMENT:**

*A. Ends – None*

*B. Executive Limitations – None.*

*C. Governance Process/Ownership Linkages  
- Review and Approve NLD Meeting Minutes May 2, 2019*

<b>MOTION:</b>	<b>The Board Received and Approved NLD Minutes, May 2, 2019.</b>
<b>RESULT:</b>	<b>ADOPTED [UNANIMOUS]</b>
<b>MOVER:</b>	Dean Vivian
<b>SECONDER:</b>	Rose Denny

Mary referenced that at the NLD meeting we discussed having a survey monkey for the Annual Retreat requesting the date, agenda topics and length of meeting.

*D. Board/CEO Linkage – None.  
CEO Compensation -*

<b>MOTION:</b>	<b>Accept the recommendation to increase the CEO Salary to \$140,000 effective the first pay period in June.</b>
<b>RESULT:</b>	<b>ADOPTED [UNANIMOUS]</b>
<b>MOVER:</b>	Al Campbridge
<b>SECONDER:</b>	Randy Kamps

Dean identified that an Ad Hoc Committee be appointed to review CEO compensation. Randy indicated that he would consider who would be appropriate to be on that committee and look at what information should be gathered.

**13. OWNERSHIP LINKAGE:** None.

**14. ANNOUNCEMENTS/BOARD MEMBER REPORTS/BOARD**

- Mary shared that Grand Traverse County Commission voted not to accept the 2% grant money from the Grand Traverse Band of Ottawa and Chippewa Indians. There is a special meeting to discuss.
- Randy distributed a handout that the Board will discuss at the June meeting.
- Randy identified that he is running for Treasurer for the CMHAM.
- Outgoing Board Chairperson Nicole Miller was recognized and thanked for her service.

**15. JUNE 20, 2019 AGENDA PLANNING (CADILLAC):**

Reviewed the agenda for the June 20, 2019 meeting.

**16. MEETING EVALUATION:**

- #1- we spent our time on the most important governance topics: majority was excellent
- #2- we encouraged diversity of viewpoints: majority was excellent
- #3- our decisions were made collectively: majority was excellent
- #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? Reiterated and reinforced in the Board Leadership Journal that meeting together in person is always more efficient and better across the board. Taking the effort to be here in person shows the Board's appreciation for each separate location. It shows the board's appreciation for the people that we serve.

**17. ADJOURNMENT:**

The meeting adjourned at 4:19 p.m.

Respectfully Submitted,

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Nicole Miller, Chairperson

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Lorelei King, Board Secretary

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Debra Lavender, Recording Secretary