



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

## Board of Director's Meeting Minutes

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January 16, 2020

2:30 p.m.

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### 1. CALL TO ORDER:

Northern Lakes Community Mental Health Authority – 527 Cobb St. Cadillac, MI 49601

Called to order at 3:37 p.m. by Randy Kamps

Board Members Present: Randy Kamps; Pam Babcock; Betty Bushey; Angela Griffis; Nina Zamora; Ty Wessell; Rose Denny; Al Cambridge; Ben Townsend; Dan Lathrop; Nicole Miller; Sherise Shively; Mary Marois (By Skype); Lorelei King (By Phone); Sherry Powers (By Phone)

Board Members Absent: Dean Vivian (prior notice given)

Others Present: Karl Kovacs, Chief Executive Officer; Tracy Rosinski, Managed and Integrated Health Care Director; Paul Keller, Recipient Rights Director; Joanie Blamer, Chief Population Officer; Lauri Fischer, Finance Director; Carrie Gray, Chief Population Officer (By Skype); Deb Lavender, Executive Secretary; Darryl Washington, Director of Long Term Care and Support Services (By Skype); Aaron Fader, Executive Administrative Specialist

Confirmation of a Quorum

### 2. AGENDA:

<b>MOTION:</b>	<b>Approve the Board Agenda for January 16, 2020</b>
<b>RESULT:</b>	<b>ADOPTED [UNANIMOUS]</b>
<b>MOVER:</b>	<b>Rose Denny</b>
<b>SECONDER:</b>	<b>Ty Wessell</b>

The Board entered a closed session at 3:42 p.m. and returned at 4:39 p.m.

<b>MOTION:</b>	<b>Move to Closed Session</b>
<b>RESULT:</b>	<b>ROLL CALL: Al Cambridge, Betty Bushey, Pam Babcock, Randy Kamps, Angela Griffis, Nicole Miller, Mary Marois, Ty Wessell, Nina Zamora, Rose Denny, Ben Townsend, Dan Lathrop.</b>
<b>MOVER:</b>	<b>Ben Townsend</b>
<b>SECONDER:</b>	<b>Rose Denny</b>

### 3. CONFLICT OF INTEREST DECLARATION:

No conflict of interest was declared.

#### 4. CONSENT AGENDA:

- A. *Consideration of the Consent Agenda*

<b>MOTION:</b>	<b>Accept the Consent Agenda for January 16, 2020</b>
<b>RESULT:</b>	<b>ADOPTED [UNANIMOUS]</b>
<b>MOVER:</b>	<b>Dan Lathrop</b>
<b>SECONDER:</b>	<b>Nicole Miller</b>

**OWNERSHIP LINKAGE:**

- B. *Citizen Comment* – None.

- C. *Ownership Communication* – None.

#### 5. CHIEF EXECUTIVE OFFICER'S REPORT:

This section was moved to the COW Meeting.

#### 6. NORTHERN MICHIGAN REGIONAL ENTITY REPORT:

No Comments

#### 7. ASSURANCE OF ORGANIZATIONAL PERFORMANCE:

- A. *Receipt of CEO Response to Monitoring Report – 2.6 Community Resources (Internal Inspection)*

<b>MOTION:</b>	<b>The Board finds the organization 100% in compliance with Policy 2.6 Community Resources (Internal Inspection)</b>
<b>RESULT:</b>	<b>ADOPTED [UNANIMOUS]</b>
<b>MOVER:</b>	<b>Al Cambridge</b>
<b>SECONDER:</b>	<b>Ty Wessell</b>

- B. *Receipt of CEO Response to Monitoring Report – 2.10 Administrative Cost (Internal Inspection)*

<b>MOTION:</b>	<b>The Board finds the organization 100% in compliance with Policy 2.10 Administrative Cost (Internal Inspection)</b>
<b>RESULT:</b>	<b>ADOPTED [UNANIMOUS]</b>
<b>MOVER:</b>	<b>Nicole Miller</b>
<b>SECONDER:</b>	<b>Nina Zamora</b>

- C. *New Operational Worries* – None

- D. *January Monitoring Assignment*

2.4 Financial Management (Internal Inspection) Please complete and turn in.

#### 8. BOARD MEANS SELF-ASSESSMENT

- A. *Receipt of CEO Response to Monitoring Report – 3.1 Board Job Description (Direct Inspection)*

**MOTION:** The Board finds the organization 100% in compliance with Policy 3.1 Board Job Description (Internal Inspection)  
**RESULT:** ADOPTED [UNANIMOUS]  
**MOVER:** Nicole Miller  
**SECONDER:** Rose Denny

*B. January Monitoring Assignment*

3.9 CEO Compensation (Direct Inspection) and 3.10 Board Member Conflict of Interest (Direct Inspection) Please complete and turn in.

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

*A. Ends – None.*

*B. Executive Limitations*

- a. Request to conduct community survey –* The Board was provided results of the community telephone survey held in 2017. Karl asked permission to hold this survey again and asked to exceed the \$10,000.00 limit with a cost of \$11,100.00. Al requested to see the progression of past surveys once the new one is completed.

**MOTION:** Permit the CEO to conduct the telephone survey as proposed.  
**RESULT:** ADOPTED [UNANIMOUS]  
**MOVER:** Ty Wessell  
**SECONDER:** Nicole Miller

- b. Request to change policy 2.4 Financial Management section 2.4.16 to increase “value in excess of” from \$10,000.00 to \$15,000.00*

**MOTION:** Change policy 2.4 Financial Management section 2.4.16 to increase “value in excess of” from \$10,000.00 to \$15,000.00  
**RESULT:** ADOPTED [UNANIMOUS]  
**MOVER:** Dan Lathrop  
**SECONDER:** Rose Denny

- c. Nicole pointed out that policy 2.4.22 should match the new \$15,000.00 set in policy 2.4.16*

**MOTION:** Change policy 2.4 Financial Management section 2.4.22 to be consistent with 2.4.16  
**RESULT:** ADOPTED [UNANIMOUS]  
**MOVER:** Ty Wessell  
**SECONDER:** Nicole Miller

*C. Governance Process/Ownership Linkages*

- a. NLD Minutes January 9, 2020*

**MOTION:** Receive and file the January 9, 2020 NLD Minutes  
**RESULT:** ADOPTED [UNANIMOUS]  
**MOVER:** Nicole Miller  
**SECONDER:** Betty Bushey

*b. Review and Approval of Board By-Laws*

**MOTION:** Review and approve the Board By-Laws  
**RESULT:** ADOPTED [UNANIMOUS]  
**MOVER:** Ty Wessell  
**SECONDER:** Angela Griffis

*c. Ownership Linkage Plan*

**MOTION:** Approve Ownership Linkage Plan  
**RESULT:** ADOPTED [UNANIMOUS]  
**MOVER:** Nina Zamora  
**SECONDER:** Rose Denny

## **10. OWNERSHIP LINKAGE:**

- a. *Citizen Comment – Bill Slavin – Bill commended our commitment to a mission of serving people in the community. He spoke about the MDHHS system reconstruction and noted that there is not any profit in community mental health and there should not be.*

## **11. ANNOUNCEMENTS/BOARD MEMBER REPORTS:**

Randy reported that the Board Association is meeting often to prepare to combat the MDHHS system reconstruction.

## **12. 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 it's time effectively: Majority was excellent

## **13. ADJOURNMENT:**

The meeting adjourned at 5:03 p.m.

Respectfully Submitted,

Randy Kamps, Chairperson

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Lorelei King, Board Secretary

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Aaron Fader, Recording Secretary

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