



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

## Board of Directors Meeting Minutes

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July 16, 2020

2:15 p.m.

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### 1. CALL TO ORDER:

Northern Lakes Community Mental Health Authority – Microsoft Teams Meeting (Virtual)

Called to order at 2:15 p.m. by Randy Kamps

Board Members Present: Al Cambridge, Angie Griffis, Ben Townsend, Mary Marois, Nicole Miller, Nina Zamora, Pam Babcock, Ty Wessell, Sherry Powers, Dean Vivian, Rose Denny, Lorelei King, Randy Kamps

Board Members Absent: Sherise Shively (prior notice given); Dan Lathrop (prior notice given); Betty Bushey (prior notice given)

Others Present: Karl Kovacs, Chief Executive Officer; Deb Lavender, Executive Secretary; Paul Keller, Director of Recipient Rights; Lauri Fischer, Chief Financial Officer; Tracy Andrews, Director of Integrated and Managed Health Services; Aaron Fader, Executive Administrative Specialist; Carrie Gray, Chief Population Officer for Intellectual and Developmental Disabilities Services; Joanie Blamer, Chief Population Officer for Mental Health Services; Kari Barker, Director of Quality and Compliance; Matt Leiter, Human Resources Director; Darryl Washington, Director of Long Term Care and Support Services; Dan Mauk, Chief Information Officer

Confirmation of a Quorum

### 2. AGENDA:

Lorelei asked to move the NLD update up. The NLD update was moved to the 3:05 slot.

<b>MOTION:</b>	<b>Accept the Agenda for July 16, 2020 with change</b>
<b>RESULT:</b>	<b>ADOPTED [UNANIMOUS]</b>
<b>MOVER:</b>	<b>Dean Vivian</b>
<b>SECONDER:</b>	<b>Nicole Miller</b>

### 3. CONFLICT OF INTEREST DECLARATION:

No conflict of interest was declared.

ITEM #1

#### 4. CONSENT AGENDA:

<b>MOTION:</b>	<b>Accept the Consent Agenda for June 18, 2020 with separate discussion of financial statements.</b>
<b>RESULT:</b>	<b>ADOPTED [UNANIMOUS]</b>
<b>MOVER:</b>	<b>AI Cambridge</b>
<b>SECONDER:</b>	<b>Nicole Miller</b>

- A. *Consideration of the Consent Agenda*
  - a. *AI wanted to discuss the Management Representation Letter inside the Financial Report. He pointed out that there were no discrepancies in the audit and that our financial affairs are in order. All the findings from the prior year have been resolved and there are no new findings this year.*

<b>MOTION:</b>	<b>Receive and File the Financial Statements</b>
<b>RESULT:</b>	<b>ADOPTED [UNANIMOUS]</b>
<b>MOVER:</b>	<b>AI Cambridge</b>
<b>SECONDER:</b>	<b>Dean Vivian</b>

- OWNERSHIP LINKAGE:
- B. *Citizen Comment – None*
  - C. *Ownership Communication – None.*

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

Karl was very happy to report that Lauri's title has been changed to Chief Financial Officer. There was a meeting this morning with BHDDA and MDHHS, there were updates given, but nothing of note. Karl will be on PTO next week; Joanie Blamer will serve as acting CEO – she will be attending the NMRE Board Meeting as well as the CMHA Directors Forum. The \$2.00 premium pay is in the works for direct care workers and contracted providers. The Public Hearing this year will be on July 29<sup>th</sup> from 10:30 – 12:00 and will be virtually held on Microsoft Teams.

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

AI asked if other CMHs are doing as well as NLCMHA is from a financial standpoint, Randy reported that we have much more in reserves than most others and that we are in better shape.

#### 7. NLD Update

- A. There will probably not be a Board Retreat this year. Since retreats are more about training, Pam and Lorelei have been working on an activity in order for members to get to know each other more. Once something has been formalized, there will be an email sent out – please send any thoughts to Pam.

#### 8. ASSURANCE OF ORGANIZATIONAL PERFORMANCE:

- A. *Receipt of CEO Response to Monitoring Report – 2.7 Continuity of Executive Functions (Internal Inspection)*

**MOTION:** The Board finds the organization 100% in compliance with Policy 2.7 Continuity of Executive Functions (Internal Inspection)  
**RESULT:** ADOPTED [UNANIMOUS]  
**MOVER:** Dean Vivian  
**SECONDER:** Nicole Miller

- B. *New Operational Worries – None.*
- C. *July Monitoring Assignment*
  - 2.4 Financial Management (Internal Inspection) Complete and turn in.

## 9. BOARD MEANS SELF-ASSESSMENT

- A. *Receipt of CEO Response to Monitoring Report – 4.3 Delegation of Mgt Powers of the CEO (Direct Inspection)*

**MOTION:** The Board finds the organization 100% in compliance with Policy 4.3 Delegation of Mgt Powers of the CEO (Direct Inspection)  
**RESULT:** ADOPTED [UNANIMOUS]  
**MOVER:** Nicole Miller  
**SECONDER:** Mary Marois

- B. *July Monitoring Assignment*
  - 4.1 Unity of Control (Direct Inspection). Complete and turn in.
  - Please also complete and turn in the Conflict of Interest Disclosure, Code of Conduct Declaration and The Board Membership Survey.

## 10. GOVERNANCE POLICIES DISCUSSION AND ASSESSMENT:

- A. *Ends – None.*
- B. *Executive Limitations – None.*
- C. *Governance Process/Ownership Linkages*
  - a. *NLD Minutes*

**MOTION:** Approve NLD Minutes from July 2, 2020  
**RESULT:** ADOPTED [UNANIMOUS]  
**MOVER:** Nicole Miller  
**SECONDER:** Nina Zamora

*Since there will not be a Board Retreat this year, Mary would like the Board to set aside some time in the future for the Board to discuss finances in order to deepen the Board's broad understanding.*

- b. *Recipient Rights Semi-Annual Report*

**MOTION:** Approve Recipient Rights Semi-Annual Report  
**RESULT:** ADOPTED [UNANIMOUS]  
**MOVER:** Mary Marois  
**SECONDER:** Nicole Miller

The Board moved into a Closed Session at 3:03 p.m. Karl asked that Tracy Andrews, Kari Barker, Joanie Blamer, Carrie Gray, Paul Keller, Deb Lavender, and Aaron Fader be included.

**MOTION:** Move to Closed Session [Roll Call Vote]  
**RESULT:** Roll Call Vote: All in Favor. Al Cambridge, Angie Griffis, Ben Townsend, Mary Marois, Nicole Miller, Nina Zamora, Pam Babcock, Ty Wessell, Sherry Powers, Dean Vivian, Rose Denny, Randy Kamps  
**MOVER:** Nicole Miller  
**SECONDER:** Mary Marois

**MOTION:** Come out of Closed Session [Roll Call Vote]  
**RESULT:** Roll Call Vote: All in Favor. Al Cambridge, Angie Griffis, Ben Townsend, Mary Marois, Nicole Miller, Nina Zamora, Pam Babcock, Ty Wessell, Sherry Powers, Dean Vivian, Rose Denny, Randy Kamps  
**MOVER:** Mary Marois  
**SECONDER:** Nina Zamora

The Board came out of Closed Session at 3:53 p.m.

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

Al is excited to report that his son started back with the ROOC Program.

#### **12. MEETING EVALUATION:**

By raise of hands, the Board indicated that the meeting went well.

#### **13. ADJOURNMENT:**

The meeting adjourned at 3:57 p.m.

Respectfully Submitted,

Randy Kamps, Chairperson

Lorelei King, Board Secretary

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Aaron Fader, Recording Secretary

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