



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

Board of Directors Meeting Minutes

February 17, 2022

2:15 p.m.

Northern Lakes Community Mental Health Authority, 527 Cobb Street, Cadillac, MI and Microsoft Teams Meeting (Virtual) Called to order at 3:03 p.m.

Board Members Present: Randy Kamps, Rose Denny, Barb Selesky, Dan DeKorse, Justin Reed, Penny Morris, Ben Townsend, Pam Babcock, Sherry Powers, Nicole Colecchio, Nicole Miller

Virtual – Mary Marois, Greg McMorrow, Angie Griffis

Board Members Absent: Ty Wessell (advance notice). Al Cambridge (advance notice).

Others Present: Joanie Blamer, Interim Chief Executive Officer; Lauri Fischer, Chief Financial Officer; Matt Leiter, Director of Human Resources; Tracy Andrews, Director of Integrated and Managed Health Services; Brian Newcomb, Director of Recipient Rights; Deb Lavender, Executive Secretary; Heather Sleight, Administrative Specialist; Dan Mauk, Chief Information Officer; April Weinrick, Home Supervisor.

Virtual – Carrie Gray, Chief Population Officer for IDD Services; Darryl Washington, Director of Long-Term Care and Support Services; Michelle Dosch, Compliance Secretary; Dr. Curt Cummins, Medical Director; Ann Ketchum, Program Analyst; Brie Molaison, Customer Service Specialist; Chris Biggar, Finance Manager; Jessica Williams, Performance Improvement Specialist; Kari Barker, QI Compliance Director; Kellee Hoag, Administrative Specialist; Kasie Morse, Customer Service Provider; Aaron Fader, Executive Administrative Specialist; Melissa Bentgen, Accounts Payable Team Lead; Heather Pollington, Customer Service Provider; Melissa Trout, Child & Family Manager; Michelle Michalski, Human Resources Specialist; Marsha Brown, Home Supervisor; Jessica Whetstone, Jail Diversion Clinical Specialist; Erika Solomonson, Child & Family Manager; Five Unknown Public

Confirmation of a Quorum – yes

Timekeeper – Rose Denny

1. CALL TO ORDER:

The meeting was called to order at 3:03 p.m. by Randy Kamps.

2. AGENDA:

The agenda was amended to add the request from Barb, Randy's request, Barb brought up the issue of ethics issues on this Board and discuss somewhat to see what direction we should go since our exposure to defamation lawsuits, confidentiality has been broken, speaking for the Board without authority, and other issues that needs to give us some direction on it as a Board and how we're going to deal with the membership and these issues. All items to be added to the agenda under Governance Policies Discussion and Assessment under 14 – e) Vote on Offering Joanie Blamer the Job as CEO; f) CEO Search Budget, etc. g) Board's response or vote on offering a statement to the staff of NLCMHA; h) discussion regarding ethics.

Penny identified that she had her hand up before Barb was recognized. This is just a point of if you could explain what happens to the prior decision to do a Search Committee are we doing a search, I believe? Does that go away after we vote on Barb's item or does it get recognized before Barb's item? Can you just explain about to my response would be? Randy identified my response would be if this Board votes to offer Joanie Blamer the job then item f becomes moot and we will so note. Penny asked I'm talking about from the special meeting? Ok. Fair enough. Randy entertained a motion to approve the agenda as amended.

MOTION:	Approve the Agenda of February 17, 2022 as Amended.
RESULT:	ADOPTED [UNANIMOUS]
MOVER:	Barb Selesky
SECONDER:	Sherry Powers

3. CONFLICT OF INTEREST DECLARATION:

None.

4. CONSENT AGENDA

Consideration of the Consent Agenda

Randy noted point of clarification because of the questions were asked regarding those minutes that we hold off in approving the minutes until we receive a revised copy.

MOTION:	Accept the Consent Agenda for February 17, 2022 – Committee of the Whole Minutes, Financial Statements and Contract Summary.
RESULT:	ADOPTED. 10 ayes and 1 nay.
MOVER:	Nicole Miller
SECONDER:	Barb Selesky

5. OWNERSHIP LINKAGE:

A. *Citizen Comment* – Randy read the public comment statement. None.

B. *Written Public Comment* – Randy identified that there are two items that were presented to you. I think it is important that we address these items The first item was a letter, it is public record, there was a letter signed and it was addressed to me by Terri Kely. After reading the letter, I went back, and in all candor, I did not see anything in the minutes that indicated that question was asked during a meeting. I mean within the Board meeting proper itself while we were all at the table. The only indication that I have to, choosing my words wisely, to substantiate, I guess that the only word I can come up with, so if it is the wrong word, forgive me. In the minutes from January 20 #4 Update on Recipient Rights he asked the question Is it your opinion that your office is free in executing its duties without interference and remains independent. Brian said besides being asked in an open Board meeting if I had a complaint for Munson Medical Center I would say yes. Randy noted I guess at this point are we immediately aware of any comment that is part of our minutes that we have? Deb noted I didn't take minutes at that meeting, so I can confirm one way or the other. I would have to go back and look. Is that what you're asking? Randy noted he is trying to see where that question was asked because the letter states, the letter asks the question, and you all have the letters. If this conversation actually occurred at a public meeting. It may or may or may not have occurred during a public meeting, but it may have been on a break or would ask Brian if he indicated that a complaint from Munson Medical Center was there in the minutes. He asked Brian where and when did that question come from and help us here so we can go forward. Brian responded he believes that the December or January Committee of the Whole meeting where Mary Marois asked me that question specifically about Terri Kely. Randy noted I will, we all will go back and review those minutes to identify that, to confirm.

Mary noted I am not getting any audio for some reason on my computer. I had it and I lost it and now it won't come back. She did ask the question. My intent was to ask, and I thought I had asked if there had been any complaints made by Munson Medical Center. I do not remember specifically

asking about complaints from Terri Kelty. I didn't realize and I guess I still don't realize that it is an inappropriate question to ask where we are getting recipient rights referrals from. I thought in our past history that we received information that said you know X number of referrals came from community, X number of referrals came from our homes that we manage, X number of complaints came from staff, X number of complaints came from the general population. I would not have asked the question if it was a totally inappropriate question. I was asking to try to assess in a situation where we had such reductions in staff and difficulties in homes that we supervise for such vulnerable people, whether we were getting complaints from organizations that were important to us to try to assess the climate in the community. It was not an attempt to try to interfere in any way with recipient rights work that they do. That's my response.

Randy noted for the good of the order the distinction that the contention is made that an individual was asked to be identified as opposed to our general categories of staff, etc. Mary noted if I said her name specifically it was not my intent. The question that I was trying to ask was whether there had been any referrals coming from Munson Medical Center. Randy noted I accept that, however, the record will be the record. Mary interrupted. Randy said Mary, the road to hell is paved with good intentions. The fact of the matter is we have to ascertain whether or not our governance model was violated and so we will go about this in an organized fashion. I don't know of any other way to approach this other than to go and find the minutes themselves. If the minutes reflect that, then the minutes reflect that. If they don't reflect that, then they don't reflect that. But the way this letter reads there is no certainty in this letter they are asking for or did this happen? Well, we're going to find out. I'm going to leave that until we can find out next time. Are there any more comments regarding this? Barb asked if our comments will be in the minutes? Are we responding as a Board to this lady or are we taking the information? Randy noted we are taking the information. He is trying to find out. Joanie noted that we noted at the beginning of the meeting that Deb has the recording so we can go back to that and report back in the future. Randy noted so we will do that, but I don't have the recording.

Randy noted a couple of things struck me just for general discussion. I hope that folks around this table do not feel and please let me know if you do feel, because that's something that we will definitely have to work on. I'm under the assumption that we sit on this Board we state our opinions we do so freely without being cajoled or bullied into a position. This second letter indicates that from the outside looking in, that's the case. I would ask the counties that are outside Grand Traverse County, if they do feel that way and please, I mean there's no harm. We want to get along and we want to have a good cohesive working Board. If this is the case, please bring it to our attention and we will certainly be mindful of it going forward. Barb noted since I am new on the Board I am happy to meet the Traverse City people. It overwhelms me. One thing I hear from up there is that they have the most money put into this. I believe that we're being paid for each individual that we take care of. Isn't it population for the resource money that we get for services? It depends on population or no? Joanie noted that our capitated dollars depend on that, but the local match has different things. Barb noted now that she has a clearer understanding of that they do have more money. That doesn't impress her and it doesn't impress a kid or an adult that is so critically ill that needs a service in Crawford County in your county. We have to talk, we have to care enough about each other that we get the service component the mission and the vision that it belongs to. That's my only comment about it. I don't have any feeling about it. Let's try and serve the people. Randy noted for point of clarification the contention that Grand Traverse County should receive more attention because it puts in more money is so off the mark we have fought this for four years, five years. The reason why Grand Traverse County pays more than everybody else is because when the two organizations were joined together it was Grand Traverse and Leelanau County and then Wexford and all the other counties and they were two separate CMHs. The decision was made there is strength in numbers or whatever the decision was the powers that be decided well we are going to get all six of you together. So what you got. Blah, blah, blah. Grand Traverse County had a pension plan. They don't have a pension plan anymore but there were originally it was a county owned or if you will staffed organization. The people that worked for the entity prior, I don't even remember what it was called but the people that worked for the entity prior came to work for Northern Lakes Community Mental Health Authority and they brought along with them the pension liability. That was a huge number. In fact, we spend more per year on that pension costs for those people and

I'm not disparaging them, they are entitled to the benefits that they earned, etc. but we spend more taking care of our pension obligation than Grand Traverse County sends to us, and Grand Traverse County came with a building that had a \$1,000,000 worth of mortgage on it. Which we paid off in cash as a combined organization. You put those two things together and Grand Traverse County got a whale of a deal. You can tell - the only reason we have more members on the Board as we have more population it is a ratio type thing but other than that we have no more rights than anybody else we're all equal. Barb noted that the other thing she learned by being on this Board is that we actually do stuff in the Grand Traverse jail. We actually serve the population. It might not be exactly 100% what they want but I have to say there is a bridge there and if we can calm down and leave the paper alone for a while, I imagine we can get something going better. Randy noted I am going to cut you a little short. We're trying really hard to do exactly that. I and others on this Board who are Grand Traverse County representatives were invited to meet with our Commission as a whole. Whoever wants to show up and discuss that and the very first meeting through total transparency. My question was we have an Enabling Agreement that sets the basic foundation up giving us the authority to operate and there is nothing in the Enabling Agreement and I want you to show me where it says that supports what you're saying. We want to cooperate. We want to move forward, and we will continue to work with anyone that improves the lives of the people we serve and that includes people in the jail.

Pam noted speaking for Missaukee County because we are still on that topic it was observed during one of our NLD meetings when Joanie said, like she said earlier today, if you look at the community, each community has different things that are important to them. Well, we talked about it there, the question came up was what those hot topics in the news at the time? It's very relational what was in the news at that time are the hot topics in each community. As a Missaukee County person who really doesn't have a newspaper in our County it is all the noise that comes from Traverse City, I don't know that the rest of us are even being heard. Pam noted that you asked. Randy noted he is glad I think the way I would respond to that is this. I'm going to go back to how services are delivered. It is a very difficult and almost impossible to make everybody happy but what this organization is charged with is being fair to all concerned. He believes to the core of my being that this organization does that to the best of their ability. Is this organization perfect? There isn't an organization on the planet that's perfect. You know the newspaper that happens to be head quartered in Traverse City does not run this agency. Pam noted the comments that I get locally are from what people see in that paper. Not in other papers that are local. Randy noted I guess my suggestion would be to remind them is Northern Lakes serves all people within our catchment area with equal dignity and respect. Pam noted that freedom of speech isn't always accurate. Randy noted never get into a battle with somebody who buys ink by the barrel. Anybody else want to weigh in?

Ben noted just a few comments Mr. Chair, I don't see counties here. I know coming into this, I know I made the comment about not caring about Grand Traverse County. That was a joke. I do that a few times, but I don't see counties here. I see a bunch of people that want to serve the 5000 people that we serve in this area and that's the reality of it. There's no jealousy here or you know, Wexford County pays double than Missaukee County pays. Well, a few thousand more than that. I am kidding. But Grand Traverse pays a lot more than we do. Who cares? We all bring it down from the feds and the state to dole out to as many people that need it. That's the whole key right? We're very happy. I'm very happy to be here with everyone and I don't have any jealousy, right, Just because you have a bad newspaper, we have a good one. Randy noted I have been admonished for my sense of humor so I'll not give you any retort. I will say thank you for your comments sir and we will move on.

The next item is we want to see procedures put in place and action on Board Members not adhering to policies. I would remind this Board that we do have procedures in place under 3.36 of our governance policies. I would ask that you review those and take note of them. Also, if it goes further and in 3.37 so there is a policy in place and if we as a Board push forward that is certainly in our purview.

C. *Ownership Communication* – None.

6. CHIEF EXECUTIVE OFFICER'S REPORT:

Joanie referenced her report and noted she wanted to bring forward some items since her report. She referenced an email she sent to the Board regarding Region 2 regional meeting hosted by CMHA to be at 1:00 p.m. on February 23rd. You have an email with all the attachments for that agenda.

Speaking of the jail, the jail in Grand Traverse County has implemented the K 6 Mental Health screening which is the expectation from the Stepping Up Initiative and is the screening that they chose. They also implemented an SUD Screening called the Rods. We have been contacted, by Captain Barsheff to see all of those individuals scoring 9 or higher on the K 6 and all of Rods screenings. We have responded to Captain Barsheff, specifically, Stacey Kaminski has been our lead in working with and responding to Captain Barsheff, but Stacey and I have been in communication. We do not have the funding resources nor the staffing resources, to meet that need right now. When we ended contract negotiation in 2019 we said we would assess everyone that met the criteria on the K 6 and we would do an intensive assessment that because we believe that is what would be required and we would do a plan of care for jail services. To be successful in that we noted two mental health professional positions would be necessary for us to do that. At this time, I don't have those two positions. We have communicated back to Captain Barsheff that we do not have those resources. We will do the best that we can to help. I heard this week that the jail has identified a provider that they're going to be working with that will start in March. I believe that these requests will be the responsibility of the jail provider moving forward. In the interim, I have asked Stacey to reach back out to Captain Barsheff because we do have an intern that we possibly could put there to help. He needs to understand that it's an intern we can offer until the provider chosen gets started and acclimated. It's not something I can continue in when that internship is fulfilled. We will see if he takes us up on that, but I wanted you all to know that I don't have those resources outside of the intern so you may be hearing things about this. For the Rods screening, which is the substance use screening, we do not credential the staff to do this level of follow-up. Our response to him has been we will return these to you with the recommendation that they receive a medical evaluation for withdrawal management and a referral to the substance use provider that they have because the jail does have a substance use provider. I just want to let you know in case you hear things and you need to be aware of that. She is happy to answer questions about that.

We are also working with Traverse City Library. They reached out to us. I met with the Director there. They were having some challenges with people, both with addiction and behavioral health. I directed Stacey Kaminski to reach out to her and she worked with Dan in IT to get them a phone in place of an iPad. It serves the same purpose so that we can see people right away. They can have ease and convenience of reaching out to us

I was made aware yesterday or today that there is a glitch in the email system that the Board has in terms of responding. You know we asked for the automated response. We believe it was there. That was brought to my attention. I'm not following up on it because you guys said you do not want the CEO involved in that. I've directed Deb and Dan to work on that. Dan is looking into it. It is an inconsistent problem and he's working on tracking that down. But I want you to know that this is occurring.

Joanie noted that Dan has received a grant. We talked about this a couple months ago when he gave a report. Dan held up an iPad and noted that it is bigger and better. If you want to swap out your iPad please let Deb know and she can coordinate with Dan.

The last item, Joanie noted that she already talked about the EEOC.

Nicole noted that the news story that I saw about the jail was one that I just decided to look up on UpNorth Live because what I had seen was that the project was expected to cost \$400,000. UpNorth Live is reporting that the project bringing additional jail services in will be \$712,000 and they have contracted with a company called County Health Support Services LLC. Randy went back to his original comment our Enabling Resolution does not clearly delineate and there are at least three if not four Attorney General Opinions after that. That support the fact the legislature or the Mental Health Code did not exactly define this. The legislature never clearly defines anything which leads to adjudicating most of the manner and you know somewhat in jest. But in somewhat in frustration I said, well let's let the

judicial sessions, the judicial system make the ruling. Cause we can argue all the way around. I can't tell you. I have less hair because of those arguments. I would remind people that Joanie is absolutely right. It is our call as to whether or not we have sufficient resources and we are not held to anything other than we will do the best we can, and I appreciate the fact that we do the best we can with what we've got. We've got a legislature that, frankly, would just as soon give everything that we're doing to the for-profit health plans. Joanie added when I attended the Northern Michigan County Meeting on February 7th at the request of Wexford County Commissioner, Gary Taylor there was a room full of legislators and the jail services did come up and we were speaking specifically about Senator Shirkey's bills. She noted I did take the opportunity because they brought up the jail that Michigan Department of Corrections (MDOC) gets those funds and the one thing that these legislators in the room and on the TV could do would be to advocate, if you want CMH to provide that service then move the money out of the MDOC budget into the MDHHS budget. She noted that she did put that plug in.

7. NORTHERN MICHIGAN REGIONAL ENTITY REPORT:

Randy referenced the minutes and for the sake of time you can ask questions and we will move on.

8. ASSURANCE OF ORGANIZATIONAL PERFORMANCE:

A. Receipt of CEO Response to Monitoring Report –2.4 Financial Management (Internal Inspection)

MOTION:	The Board finds the organization 100% in compliance with Policy 2.4 Financial Management (Internal Inspection)
RESULT:	ADOPTED [UNANIMOUS]
MOVER:	Nicole Miller
SECONDER:	Rose Denny

B. New Operational Worries – None.

C. February Monitoring Assignment

2.2 Treatment of Employed Workforce Members (Internal Inspection) Please complete and turn in. Randy noted as mentioned he highly recommends he thought this will help that you should get yourself a current copy of our Board Governance policies. He would encourage you to explore, seek and find our governance policies upon which everything upon which everything we do is predicated. Specifically, including these reports so go to that section. Read it, Reflect and then answer it. He would remind you that if you decide to say no please state the reason why you're saying no. In fact, it's almost mandatory that you do that. Then let's see how that works.

9. BOARD MEANS SELF-ASSESSMENT

A. Receipt CEO Response to Monitoring Report –3.9 CEO Compensation (Direct Inspection)

MOTION:	The Board finds the organization 100% in compliance with Policy 3.9 CEO Compensation (Direct Inspection)
RESULT:	ADOPTED [UNANIMOUS]
MOVER:	Nicole Miller
SECONDER:	Barb Selesky

Receipt CEO Response to Monitoring Report –3.10 Board Member Conflict of Interest (Direct Inspection)

MOTION:	The Board finds the organization 100% in compliance with Policy 3.10 Board Member Conflict of Interest (Direct Inspection)
RESULT:	ADOPTED [UNANIMOUS]
MOVER:	Nicole Miller
SECONDER:	Sherry Powers

B. *February Monitoring Assignment*

3.5 Meeting Agendas and Schedules (Direct Inspection). Please complete and turn in.

10. GOVERNANCE POLICIES DISCUSSION AND ASSESSMENT:

A. *Ends* – None. Gave description an End is like a goal.

B. *Executive Limitations* – None. Described as to how the CEO must operate.

C. *Governance Process/Ownership Linkages*

RRAC Minutes – February 1, 2022 – Review and Approve

MOTION:	Approve RRAC Minutes – February 1, 2022
RESULT:	ADOPTED [UNANIMOUS]
MOVER:	Sherry Powers
SECONDER:	Nicole Miller

Appoint RRAC Member/Reasonable Accommodation

Joanie noted that we have a request from Nina Zamora that she be allowed to attend virtually, the RRAC meetings, as a reasonable accommodation. Joanie reached out to Disability Rights of Michigan and they believed that the ADA would trump the Open Meetings Act. Since then, we also received the Attorney General Nessel Opinion that says they encouraged the local boards to follow their state practice that they put out which is to allow people covered under ADA to participate virtually. The request is that Nina be allowed to do that.

MOTION:	Approve the Request for this ADA accommodation.
RESULT:	ADOPTED [UNANIMOUS]
MOVER:	Nicole Miller
SECONDER:	Penny Morris

Barb asked if that goes for our Board meetings? Randy responded what this is about during the pandemic we were allowed to have Board meetings and those Board meetings could be attended virtually and people virtually could vote. The pandemic has ended, according to the state, therefore anyone online can certainly participate in the meeting, but they cannot vote. It has to fall under the ADA definition. In Nina Zamora's case there's plenty of background etc. on it. If you would like I'd be happy to send it to you.

Vote on Offering Joanie Blamer the Position as CEO

Randy opened the floor for discussion. Ben identified that the Ad Hoc Committee did a tremendous job and brought forward two candidates and I think all of us approved, approved of both of them coming before us and listening to all the questions and their answers. We actually voted on those two candidates. I think if I would have been able to tell everyone with my prescience back then that one of the candidates wanted \$200,000 and the other wanted within the realm of what we had offered I really think I would have had more people that would have voted in my direction. Not that that would have mattered, but I don't think we would have even considered the \$200,000 offer and I think we really still have a wonderful person that had, well has been sent to our Board by the Ad Hoc Committee. After having done all the work that they did in the background work and all of that, I would agree with considering a vote here to see if Ms. Blamer would be the CEO of this organization if she would want to accept that if we would vote her in to that position.

Rose asked am I allowed to ask a question? Randy noted you're allowed to ask anything. You know what we have to, I mean, look, none of us, this isn't General Motors. You know, we're all learning. You know what I'm all for. I mean, you can't have civilization without having some sort of set of rules. But the other side is we are a group of people who, at the core of our being follow this. If we happen to break a little per protocol

rule from time to time if what we're doing improves the lives of people we serve, in other words, really gets our what's going on inside of us, I encourage, I've always encouraged this. Don't be shy. I am never going to disparage, nor should anyone else, and I will rail against anyone who disparages a Board Member or making a comment and I don't care what the if you're unsure. So, I'm going to get off my soap box. Rose noted that she ended up on the January 10 feeling blindsided and so I guess the question I have is the vaccine mandate going out for our staff here. Joanie noted the OSHA and CMS rulings were both deemed not necessary for us. We continue to encourage staff who have been vaccinated to turn in their card to HR so we can note that. At one time we did fall under mandated rule and we allowed the exemptions, medical and religious. With that said, some entities that we work with do fall under those mandates. For example, Munson Medical Center, hospitals, and nursing homes. We have two programs that provide great support to those, which are our OBRA program provides support to the nursing home and that our Crisis Services Teams. Those two groups, yes, we, we tell them Munson requires this for you to provide services in their setting, but they also are allowing exceptions. Rose said then so you said you approve exemptions within the agency; they're not being sent somewhere where they're not going to get denied by someone else? Joanie responded correct. We do our own. HR does that. We sought legal advice from our attorney Keith Brody, and we follow that advice. Again, though, we're not required now. Right now, Northern Lakes is not governed or fall under any requirement to have staff vaccinated. Randy noted Rose we are willing to let you ask any question at any time. That is a train track that's going in a completely different direction of what we're talking about now.

Pam noted I would agree with Ben if Joanie would be willing. This is no different from when we went through the interviews for Karl, the Search Committee came down to two candidates. With Karl the full Board was ~~for~~ **four**. If Joanie would be willing to accept then I would, you know, everything that Ben said I agree with. Additionally, now we didn't approve the extra \$40,000 for the last candidate. But if Joanie doesn't accept, you're asking nearly as much for a Search Committee as what we didn't approve for the last candidate and that just kind of sits a little wonky with me, so that you wanted opinions.

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Sherry noted what I'm confused about is if we narrowed it down to two people, the one did not get it. Why? Why is the second one not getting it then? We had it narrowed down to two. Everybody agreed with the two. One is gone, Randy noted that's not the way it works. You decide who you're going to hire and then you go from there. Now had he originally turned, I mean, these are all hypothetical. What if? In all candor, that search process was, taking my words carefully here. I'll just leave it at flawed.

Dan noted I was just wondering the search committee was put in charge of coming up with two candidates. We came up with two candidate and that's what everybody voted on. Was this set a precedence that we can just pick one person and go forward with one person if we vote just by nominating Joe Blow. Without a choice? Randy noted I accept that.

Justin noted that I do want to say that the fact that I'm sitting here on this board. Is the fact that I was encouraged by staff at CMH and I was encouraged to. Just because of my connections to community and my connection to being there and trying to help others that's why I'm on this Board. I share that vision and mission about improving people's lives and from all the time that I've been with the Board and clubhouse, I want, do was to say that the one person that has all of this is Joanie.

Nikki noted with me being new, this is hard. I announced to my community on Friday that I had been appointed to this Board. I don't know if I'm allowed to say this, so everyone please don't shun me. If I'm in the wrong and like I said, this is completely not personal. But I was addressed by 12 staff members of CMH, 6 long term care facilities that type of an AFC that had really stressed that they're hoping that with me coming to this Board and I said I'm only one person that there is a serious breakdown problem. That there is a terrible administration problem. Fear for their jobs in fear for a lot. Two of them broke down in tears to me. I had never met them in my life. So, like I said it, I don't mean this personal to Joanie or anyone, but there is a lot of outcry in the community that is very afraid to come forward a lot with the staff all I did was listen because I'm new and I just promised them that I would take this information back to the Board. Randy noted welcome to the Board. Nikki said it again, this was hard for me to say. This is my first. Randy responded no, We want to create an environment here where we treat each other with civility, but honesty and anything we say here should be constructive, not destructive. So, you know, all of us have heard both privately and publicly. We had quite a series of folks coming in for public comment, etc. giving us their input. We all listened just like you did. But at the end of the day, we have to make our decision on what is best for the organization as a whole. Not parts of it. The reason that Carver governance model works so well is

because we only have one employee and that is the CEO. The remainder of the employees are beholden to the CEO. The Ends are the goals that we, as a Board, have set for the organization. The Executive Limitations are the parameters within which the CEO should operate, and then what we just went through was the Annual Agency Assessment. I understand that your new and I would not fault you for not turning in your survey. You know, if you don't feel comfortable doing that, I would accept that risk. Other people around here better get you survey in. Nikki. I accept the fact that you may feel that you don't have enough information to make a reasonable judgment on all of those questions.

Penny identified in this process I think that a lot of translation was lost, I want to say that It was difficult. I've never, ever served, I've never served on any political board in my life and never served on an Ad Hoc Committee of any sort, and it was very difficult. It was very difficult, and I felt like, you know, for us if we made one decision, you know, we were taking the easy way out. If we made the other decision, we were disrespecting people and that really wasn't the case for any of us. Nobody ever questioned whether or not Joanie could do a job. Clearly. You know, she's here. Nobody questioned compassion or you know, hard work. You know women, we have to try harder a lot of times just to be thought of you know on the same level and that that was also. Well, it was a thing. So, what I would want to say to staff in this process is that and addressing this question is respect isn't the same as agreeing all the time. I can respect someone's opinion all day long. Then if I don't decide the way that they want me to, will, you know clearly then they're going to take potshots at me. That's what they pay me the big bucks for right? I want to say that I respect everybody on this Board and I respected the day that we made our decision nobody argued with each other, we were just a Board and whatever happens today when we walk out of this room, it's the Board's decision and you know, you're not going to hear me in the media going well I didn't like that or whatever because this is, this is our decision. This is the Board and that's the job and so anyway, I just wanted to give due respect, I feel and answering this question I don't want the perception that, you know, this lady here, we don't need to give her the perception we're just throwing her the bone because you know she's next. This was a process and in all ways I want her to feel respected.

Randy identified ladies and gentlemen, I would hope you consider this before you vote. I would hope that you consider the fact that the search process was unfortunately flawed. Joanie, you were treated unfairly. I'll just say that for the record, and I've said that to you privately. That said the process was flawed and I think we owe it to this organization and frankly, to the people that we serve to collectively by consensus agree on the individual and if that happens to be Joanie Blamer, so be it. But I do strongly believe that we owe it to our constituencies to go through the process in a professional, orderly manner. In fact, one of the criticisms was that we didn't do that, Mr Pankotai clearly pointed that out. I can also say that we learned volumes like you said our going through the process we learned a little bit about who we are. I think we did come to consensus about what's important and what's not important, and that is the people we serve. Finally, since we've talked a lot about coming to consensus and this is so critically important but not so critically important that we don't allow time to do the right thing. I believe the right thing would be to convene this Board as a whole, if you note. Mr. Cambridge is not present today. Mr. Wessel is not present today. Mary Marois cannot vote today. How would you feel? Think about it. How would you feel? If through no fault of your own, something was done that will affect this agency for some time. That we did not allow every single Board Member the opportunity to participate in such an important vote? So, I ask you to consider that I will also say depending on the vote I think it's a good idea for me to circulate but hypothetically the vote and we will have a vote the vote is in favor of hiring Joanie as our CEO but let's say it's not. Joanie is certainly welcome and encouraged. If she is, it's up to her. Not up to anybody else. This process is open. Will be open to anyone qualified. She is qualified to apply just like she was qualified before. This process needs even, Mary said if I had to do it all over again, I should have hired somebody. \$36,000. Pam, I hear you to a point, but it's \$36,000 one-time. We have an excess of revenue this year of \$2 million. So, spending \$36,000 on a professional run search where there is order, where there is fairness and where there is an outcome that is voted on by every single member of this Board. I strongly feel is the best way to go.

Barb noted last week I said to myself we need the whole Board to vote on this. The whole Board. I talked to all those people that are gone. Who? In my opinion, were hoodwinked by this guy. Not only did it go wrong on our end, it went really wrong on his end because I've talked to a few people who filled out their questionnaire, and Joanie was way over him on the questionnaire and you guys actually a couple of the guys said that he actually didn't give a good interview the second time. I lost my mind when he was talking donuts for 90 days around to everybody when we have everybody screaming for services, so I didn't object to the donuts. I mean, you can tell that by looking at me. But I sure object to be put down and he put his down now. I'm going to call for the vote because you said I could. I talked to Al and I said to Al, you know, Joanie didn't even run the place some of these years. She was answering to Karl. Isn't that a point? Yeah. At some point, okey, so I could say to him. Ty, I'm sorry he can't be here today because he knew the other thing about Al was he knew the guy laughed at him when he asked him if it was worth it to him. I mean this, I agree with you completely that it was a failed project. But we knew it was failing when we get to ethics, we'll get to all the failings were doing. But I just have to say my experience since I've been on the Board, Joanie and her team, it is not all about Joanie. It's about Joanie as a leader and then I get all these annual reports and we're 80 and 84% all the way up. The only lie that I can see is that we're as a Board 100%. Because that's just the way I think now it's been explained to me. But, everything else is everybody's opinion in there, or they didn't even bother. If you're not going to bother, then you should go for Joanie. If the people are not going to bother, then they can go for Joanie. They've had all the time they've been on vacation to call you to call Joanie, to call any of us and say, let's see if we can do something different about this. Let's see if we can do something different about this. Now, the biggest statement we can make to our people is the yes or the no vote right now for Joanie. Our people will see that no, we're not quite happy with our organization, even though all the paperwork looks good, even though and the other thing I noticed is the big shots that they picked on in our organization, our partners, the big shots, the people at Munson and the people in our offices, you know that's who people picked on our people. Joanie is not going to let him pick on and get away with it. She's got a wonderful staff, she's got money left over so we can do projects. I thank you for your patience with me. It's been very hard, and I even had to catch my breath when you said we all should vote on it. But it's the same people that are gone. Yeah, that would not vote on it. I just am not going to do this. I've been through this so many times and I've been through it because the second person is the one that was always ask because you know what? She can quit Tuesday. But we were fair. I call for the question. Randy identified that Roberts Rules of. Order indicate that we must now have a roll call vote. Randy noted that the chair does not vote unless there is a tie. Vote - 6 ayes. 4 naves.

MOTION:	The Board Offered Joanie Blamer the CEO Position for NLCMHA.
RESULT:	A ROLL CALL VOTE WAS TAKEN. 6 Yes, Babcock, Reed, Miller, Powers, Townsend, Selesky. 4 No. Morris, Denny, Dekorse, Coleccio. MOTION APPROVED.
MOVER:	Barb Selesky
SECONDER:	Justin Reed

Board's response or vote on offering a statement to the staff of NLCMHA

Randy noted that the question is on the table is whether or not we choose to create and then through Joanie make a statement to staff. I'm not so sure at this juncture that it's really, really important because

MOTION:	The Board whether or not the Board should create a Statement of Assurance to Staff.
RESULT:	A ROLL CALL VOTE WAS TAKEN. 2 Ayes Reed, Powers, 8 Naves Miller, Morris, Townsend, Selesky, Denny, Dekorse, Coleccio, Babcock. MOTION DEFEATED.
MOVER:	Penny Morris
SECONDER:	Dan Dekorse

now everybody knows. There shouldn't be any people who are unclear. But if you want to proceed on that, I'd be happy to entertain them. What's your pleasure? Barb asked if we can do a yes no vote? I called the question. Randy noted because of the sound it is important that we have a roll call vote.

Ethics

Randy noted I believe it goes beyond the topic of ethics. Barb identified the reason I'm bringing it up is it's just what I want to present to the Board very simply we are out of control. It just seems to me it gets worse and worse. I've looked through the rules, so I got them right here and I have no idea how to deal with it Except now, I see we have multiple issues and my suggestion would be is to ask one of the ethicist over at Munson to come over and talk to us about these issues and what we should do as a group and then maybe in the future have an Ethics Committee set up. Because this is just way beyond real. We got the letters right here naming names. I didn't see the Sam's Club letter in the stuff today, but there's a Sam's Club letter where Mary was holding a meeting. Randy asked may I? Barb said I can actually stop talking. Randy said I would never, I want to focus in on the concept of fairness. Because it's one thing to throw a rock. But it's another thing to make accusations without any substantive proof. Hear me out here. The letter that you refer to the second letter names no names. It merely says something and is expected, I guess, to be accepted as fact. I don't know whether it occurred or not. Going to the prior letter, I don't know for a fact until we go to the recordings whether that occurred or not. Barb noted we always heard, we know it was heard Randy noted that we don't know that until, we are not prosecuting or defending here.. What we're trying to do, I think is we're trying to understand or better said, operate going forward when this Board and this community has been injured by, frankly, one person. Now I'm going to draw your attention back to the Board policy regarding aberrant behavior 3.36. What I'd like to do is draw your attention to that section and that section states that if a complaint is filed then it is filed with the chairman of the Board and then the chairman of the Board attempts to rectify it. If it can't be satisfied there, then it moves to the County Commission. That's the process that is currently in place. Randy noted there was an ethics complaint filed and it involved Mary. We came to resolution part of the resolution or part of the resolve and the claimant had nothing to do with this. I suggested that we recommit ourselves to our governance policies and we all voted on that and I'm trying very hard to be fair to everybody, but to treat everybody with dignity and respect. I don't come out with a big stick. But in that I intended to convey to Mary the importance and it was also a learning experience there should be a reinforcement of what we do and what we say that what you did was inappropriate. We have the issue of what arose during the CEO Search Committee which was a continuance of the same thing. What I can offer you at this point? Is this 1) When you make blanket statements as to we're out of control, I would say no, we're not out of control. We quietly go about doing what we're doing, but it is the Board that must bring this charge or complaint forward and you have just done that. You haven't done it formally, but I'm sure you'd be happy to do it formally. Barb noted that there are four fellows here that were pretty taken aback that she was talking to the candidate outside of the committee. That's an ethics violation. Randy noted again, again. I'm not going there. I only want to go on what I know and what I have stated. Do you have? Do you have the minutes? Do you have a record of those conversations? No, you don't. We have to operate on fact. We cannot operate on things we don't know for a fact. Period. That's not fair. We cannot let the record that it's the same thing. We cannot let the outside forces run this organization. It is up to us to run this organization. It is up to us to set the Ends. It is up to us to set the Executive Limitations and I'll be darned if I'm going to add to that. I'm going to get rid of my fiduciary responsibility to do so. I think this is an issue that needs to be addressed so that we can move forward. That's the best way in my opinion, and others can certainly weigh in. The best way to address this situation would be a vote of censure. Barb asked which means what? Which means that the Board admonishes Mary Marois. If that doesn't solve the problem, then it moves to the County Commission. It will be up to the County Commission to decide what to do. Barb noted I don't disagree with that at all. If the whole Board is going to decide. Randy responded, yes, we should. We could vote to censure. Barb noted I think I want to talk about it in Leadership Committee. We need a committee or something like that. Randy asked now we need a committee or something like that? OK. You know, that's whether that gets legs or not. I mean, it's certainly appropriate for anybody to bring anything up. Randy noted I think to bring closure to the matter in the meantime that vote that I just talked about may address the situation. He asked if she would like to make a motion to censure? Barb noted I'd rather have an ethicist come and look at it before that's why I suggested that we have an ethicist look at the issues.

11. OWNERSHIP LINKAGE:

- a. Citizen Comment – None.

12. ANNOUNCEMENTS/BOARD MEMBER REPORTS:

Penny noted as Nicole brought out the Grand Traverse County Commission did support Captain Barsheff's direction for trying something completely new and different. It'll be about a 10-month contract. If it works great, keep moving forward, if not, then there is the opportunity to choose a different direction. I thought it was both terrifying and courageous at the same time. Then the other thing that we did yesterday is we unanimously passed a resolution supporting Community Mental Health Authority and opposing the current changes that Shirkey brought forth for changing the way CMH does business. Joanie noted I just want to thank everybody for that, because I think that means that all of the county commissions in our catchment area did that. So, I appreciate that.

Randy report that for the Board Association report I can report that the contributions that were made to support the public relations campaign at last check was about \$303,000. Those funds will be used to educate the public as to what we do, how we do it, our importance in the world. To drive home, the fact that handing over the process by which we help people live regular, dignified lives cannot be done for profit. By the way that money can't be used to support any candidate. That's illegal. We being the Community Mental Health Association of Michigan does have a political action committee and Joanie, I believe, sent you all an email regarding that. I will remind you of the importance of this. I realized that this PAC is not like a few other PACs with millions, billions of dollars, but it nevertheless is important. So, if you can see your way clear to contribute whatever you want to contribute will be gladly accepted and you can do it right online. So, I encourage you to do that.

13. MARCH 17, 2022 AGENDA PLANNING:

Referenced the agenda.

14. MEETING EVALUATION:

- #1 – We spent our time on the most important governance topics – excellent
- #2 – We encouraged diversity of viewpoints – excellent
- #3 – Our decisions were made collectively – excellent
- #4 – The Board used it's time effectively – excellent
- #5 – What is the most important thing the Board could do to improve our function as a Board?

Comment – Pam noted I appreciated the time and the honest conversations we had today. Between the virtual and sometimes extremely full meetings we haven't done that in a very, very long time and I think we needed to do it probably need to do it a little more often. Randy noted I guess I would add that I think it's important for us to go back and reread our governance policies. Familiarize ourselves with each one of our own counties Enabling agreements so that you so you understand what is there. Also, please, awhile back and maybe new members of the Board where we're not able to get this but a while back we were all given a copy of Roberts Rules of Order. I too need to refer to that and just you know, while we like to run things a little bit more, less formal it's important that we have a good framework and a good reference point. So, if you don't have Roberts Rules of Order, I would ask that the organization supply that to Board Members that would help us function as a Board.

15. ADJOURNMENT:

The meeting adjourned at 4:44 p.m.

Respectfully Submitted,

Randy Kamps, Chairperson

Sherry Powers, Board Secretary

Deb Lavender, Recording Secretary
