



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

## Board of Directors Meeting Minutes

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March 17, 2022

2:15 p.m.

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Northern Lakes Community Mental Health Authority, 527 Cobb Street, Cadillac, MI and Microsoft Teams Meeting (Virtual) Called to order at 2:23 p.m.

Board Members Present: Randy Kamps, Penny Morris, Ben Townsend, Rose Denny, Justin Reed, Barb Selesky, Pam Babcock, Nicole Miller, Sherry Powers, Mary Marois, Ty Wessell, Al Cambridge

Virtual - Greg McMorrow, Angie Griffis

Board Members Absent: Nikki Colechio (advance notice) and Dan Dekorse (advance notice)

Others Present: Cadillac – 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; Heather Sleight, Administrative Specialist; Jeremiah Williams, Information Technology Supervisor; Deb Lavender, Executive Secretary; Kari Barker, Quality and Compliance Director; Andy; Judy Barrett, NAMI; Cheryl Tolowey, NAMI.

Virtual – Darryl Washington, Director of Long-Term Care and Support Services; Curt Cummins, Medical Director; Carrie Gray, Chief Population Officer for Individuals with Developmental Disabilities Services; Ann Ketchum, Programmer Analyst II; Brie Molaison, Customer Service Specialist; Jessica Williams, Performance Improvement Specialist; Michelle Dosch, Compliance Secretary; Marsha Brown, Home Supervisor; Deb Freed; Chris Biggar, Finance Manager; Kelly Hoag, Administrative Specialist; Kasie Morse, Customer Service Provider; Aaron Fader, Executive Administrative Specialist; Michelle Michalski, Human Resource Specialist; Alyssa Hansen, Human Resources Supervisor; Andrew Waite, Behavioral Health Home Manager; Angela Wilgenhof, RN; April Weinrick, Home Supervisor; Brittany Moen, Recipient Rights Advisor; Dan Mauk, Chief Information Officer; Dave Simpson, Residential Services Administrator; Deborah Bumbalough; Erika Solomonson, Child & Family Manager; Jan Pytlowany, Customer Service Provider; Kaitlyn Reinink, Nursing Supervisor; Kate Dahlstrom; Mardi Link; Melissa Bentgen, Accounts Payable Team Lead; Melissa Trout, Child & Family Manager; Pamela Blue, Justice Diversion Operations Manager; Tiffany Fewins, Administrative Assistant; Trapper Merz, Business Intelligence Specialist; Treasa Cooper, Reimbursement Coordinator; 12 Unknown Public.

Confirmation of a Quorum – yes

Timekeeper – Rose Denny

### 1. CALL TO ORDER:

The meeting was called to order at 2:23 p.m. by Randy Kamps.

## 2. AGENDA:

<b>MOTION:</b>	<b>Approve the Agenda of March 17, 2022 as presented</b>
<b>RESULT:</b>	<b>ADOPTED [UNANIMOUS]</b>
<b>MOVER:</b>	<b>Rose Denny</b>
<b>SECONDER:</b>	<b>Ben Townsend</b>

Pam referenced in light of Haider's letter to us I wondered about the items under Governance Policies in item E and F that those be removed from the agenda. Randy asked why? Pam assumed that the agenda was created before we received the determination from Haider about the confusion about the way the motions were handled. As she read this letter I read that all of our motions were in the correct order and everything would stand as is. Given that the letter came after the agenda I thought perhaps this would be hashed out because it was the proper motions and to find out that we did. Randy identified from the chair's perspective there is no correlation between what Haider was looking at and the agenda as presented today. Since now we have a motion and a second and for civility I thought we would get ready to vote. Barb sked for clarification there is an official letter from our legal that is what I read that we have an official response from the official request that both motions were in order. Randy noted absolutely, no question. Any other questions? Justin asked if there is anyway on the governance policies that we can go ahead and have a discussion on E on the agenda. Randy is struggling because this has nothing to do with the agenda. We will get to that agenda item and we will go through it and dispense with it in accordance to Roberts Rules of Order. I can guarantee that. He asked for other questions. All those in favor? Anyone opposed? Motion carries.

## 3. CONFLICT OF INTEREST DECLARATION:

None.

## 4. CONSENT AGENDA

### *Consideration of the Consent Agenda*

Randy identified that we can take all as a group or if you so wish we can remove items and vote on those separately. What is your pleasure?

Pam asked to remove the minutes from the last meeting. Barb seconded the motion. Al identified that does not require a motion. Any Board member has the right to remove anything from the Consent Agenda for discussion. Randy asked if there is anything else you would like to remove from the group? Nicole asked for clarification about the date the minutes you are referring? Randy noted I believe, what is the exact date does the speaker wishes to remove from voting on from the entire package? Pam responded February 17. Since the chair gets to participate the chair would like the financial statements removed from the package.

<b>MOTION:</b>	<b>Approve the February 17, 2022 Minutes</b>
<b>RESULT:</b>	<b>ADOPTED [UNANIMOUS]</b>
<b>MOVER:</b>	<b>Ty Wessell</b>
<b>SECONDER:</b>	<b>Rose Denny</b>

Pam noted that I know that we went to the transcript version of this for accuracy. She referenced page 23 going back her voice does not transcript well and she wanted clarity and point out how the transcript can make a difference. It says I would agree with Ben if Joanie would be willing. What it captured in the next sentence "this is no difference". She said she did not say no. The follow-up sentence supports that. When we went through the interviews with Karl the candidates with the full Board I had "for" instead of "four". It put in an extra word in there. She knows how our minutes are being scrutinized she wanted to make sure that people look at what it captures what they said. Randy noted the chair would suggest that you make a motion to amend the minutes of February 17 and if there is a second we will then debate that and move on.

**MOTION:** Amend the Meeting of February 17, 2022 to correct the word spelled for in the Minutes to four.  
**RESULT:** ADOPTED [UNANIMOUS]  
**MOVER:** Pam Babcock  
**SECONDER:** Penny Morris

Randy identified it was moved and supported. Randy asked for any discussion? Randy identified what we need to do at this juncture is to probably go back to the actual recording and have it transcribed word for word. That is the only thing, in the chair's mind, that will identify exactly what was said. Pam noted what she is sharing that it captures words incorrectly sometimes. Randy noted he understands. If we can do two things. One, if we can go back to the actual transcript and write that down word for word I don't know that this under I can't tell you but I do know is that if we go back to the transcript what we received last time between meetings we received the actual transcript language. Then if that is something you wish to clarify I think it is in good order for you to make at the next meeting to specify exactly how you would like those minutes to be amended but I would defer to the Parliamentarian on this. Minutes are minutes and what you meant to say I am going to defer to the Parliamentarian on this. AI identified the question is are you simply saying the use of the word "for" and meant "four" rather than for? Pam noted in the sentence prior it says that I said there was no difference. I did not say that but I meant to say that the second sentence was verify what I was saying in the first sentence if you say the search committee for Karl brought forth to us. In the second sentence it is the same grammatically on the word four. I probably wouldn't have brought it forward if the second sentence did not verify my meaning of the first sentence. But I have said several times that our search was different this time because with Karl we had four candidates and this time we had two. AI asked if all were corrected was a word that you said then I feel we can go ahead and use that now. If it is a matter of something else that was transcribed then I would say that Randy is right then we should go back and listen. If it is simply correcting something that you said then we should be able to do that. Pam noted that I know that my voice doesn't pick up on the microphone and they misunderstand me all the time. Randy noted that while the chair accepts that the chair will not allow the wording based upon what you intended because we would be at this for 300 years if we did that. I don't mean to be dismissive we have got to stick according to Hoyle and according to Roberts Rules of Order. Are you satisfied at this point with correcting the word for? Would you like to go back and have the actual transcript reviewed in that area and recorded word for word based upon what that says? Pam noted that she would be happy with the word for corrected because the intent is still there regarding the previous sentence. Randy identified then if you would please restate your motion to say exactly that. He is going to put words in your mouth. I move to amend the meetings of February 17 to correct the word spelled for in the minutes to four. He asked if that worked? Pam said that works. Randy noted I want to put words in your mouth. Randy noted as that is put forth in a motion whoever seconded are you willing with that clarification to reissue your second? Penny stated I am. Randy noted it has been moved and seconded. Is there any further discussion? All those in favor say aye. Is there anyone opposed? Motion carries. Thank you.

**MOTION:** Approve the February 17, 2022 minutes as amended.  
**RESULT:** ADOPTED [UNANIMOUS]  
**MOVER:** AI Cambridge  
**SECONDER:** Ben Townsend

Financial Report – Randy noted that one of the things that this speaker noted was the third line on the right hand side Healthy Michigan Provided Advances versus Expenses or Revenues Earned and that we have this year to date overspent this is just a little blip in the radar then fine. I want this clarified for the record. He asked if you would allow Ms. Fischer to come forward. Lauri identified I guess I am not quite understanding your question but it has been my experience in the last few months that the amount of our spending on Healthy Michigan Plan services has been very close to capitation. Because it is within \$100,000 when we are five months into the year this could go either way by the end of the year. If you look at the NMRE

finance reports that we are pretty consistent with the other CMH Boards that we are all under Medicaid but pretty consistent with the level of capitation on Healthy Michigan Plan dollars. Randy said thank you. It is important for us to be mindful that this is known by some I guess. There is a shift going on and I just wanted to draw the Board's attention to and that is why I asked the question for clarification. Al noted for the benefit of everyone on the Board he referred to page 58 on the right-hand corner where there is a summary it shows our funding sources where we stand in terms of our available versus what we spend. Lauri noted it has been her opinion recently that Healthy Michigan Plan enrollment was enrolling because as people were getting redeterminations on Medicaid the MDHHS has been using the easy method of Healthy Michigan Plan enrollment. As the redeterminations are frozen those movements are non-occurring. The experience that we are having with the Healthy Michigan Plan they are not necessarily folks that we have a relationship with and as they come into our system they are getting a significant level of supports short term and may not continue with us. That is our experience with Healthy Michigan Plan. There are not nearly the dollars but the usage of that is significantly different than Medicaid. Nicole noted that is also an item on page 56 as well as 57 and the middle of the page on the top Medicaid spending as compared to regional funding advances and that was explained in the narrative. Randy identified the other thing on page 58 I want to draw your attention to the very bottom and it says directly provided services 39.2% that was previous month and then current month 38.9%. I draw that to your attention. These are things that we need to be watching and mindful of, etc. Same things holds true for contractually provided services. Those are growing as the others are shrinking. We have issues. I draw it to your attention. Moving on to the next page 57 outlined, thank you, the General Funds in 2021. Go down to line 65 and it says crisis. We have had a lot of discussion on jail services. For the good of the order, I wanted to notate that this includes 1,112 crisis contacts in jails, we don't know in which jail but in jail, totaling \$306,700. The clarification that I would like is one \$342,788 and then we have \$6,784 service dollars to meet Medicaid deductibles. If you could just quickly explain what that means in process terms that would be helpful. Lauri noted on your first comment when we talk about the amount of the percent of the services provided to contractually versus directly employed. That is moving because of the direct care wage increase. The majority of the direct care wage premiums are going to providers so that is growing that percentage. That is the direct connection there. Because we are not decreasing the direct care services. In regards to the crisis I want to make sure you understand that this is only one unit that I am reporting on in the jails. Many other services are provided in the jail. Case management, psychiatric services, ACT, assessments. Many other services. The majority of crisis in General Funds occurs in the jail. Keep that in mind that is not the only service that we do. Now the reason there are deductibles in crisis is that if a person has Medicaid and is entering our services it is important to remember when in my narrative there are two situations where an individual had to meet a deductible. Number one, when they enter our services they did not have Medicaid and therefore they were frozen. The second, would be if a person if they have not met the deductible to begin with then their Medicaid was not frozen or they are new to qualifying for Medicaid. Those are the two areas where the deductibles are still coming through to us. In regards to crisis, if a person is new it is retroactively qualified for Medicaid and has a Medicaid deductible and will not go into effect until they meet their first Medicaid that was frozen because of the public health emergency. Randy noted that the reason he asks these questions because our public needs to have a better understanding as to how we utilize General Funds. The reason I emphasize the words General Funds is because it is my understanding that we have more leeway with General Funds as far as allocation than we do with Medicaid or Healthy Michigan funds Correct? Now I will continue on. Since you have this groovy new accounting package is it possible to have this broken down by county? I don't expect you answer it right this minute but I think that would be to the seekers it would be helpful information as we move down this path. Because we have said rightfully that our allocations are based on per capita. So, counties come up with money they expect understand and we expect some quid pro quo. Then the same thing can maybe be applied to General Funds. This is where you start separating art from science because the science would say strict per capita allocation but we have a difficulty of turning into an art with by which I mean we look at highest need as we determine the methodology we determine need. If we cannot get too over complicated with this let's say if we can see if we can break down by county and that is the first step and I thank you for that. I also thank you for clarifying for all concerned on the prior page that the services percentages were driven by the extra wage that was paid more so than anything else. To the naked eye you can waltz off into all kinds of theories. Thank you very much. Lauri, are you asking then the General Fund page from last year be broken down by counties in the form that it is in? The reason that I ask

that Randy is because when we provide our annual presentation to the counties, and we separate a lot of things into services but we haven't done is to specify the General Fund portion of the types of service. The page is very full of numbers. If I take the same counties and specify it differently it will get fuller. The difference now is that with the EQI or the quality initiative that the Department has taken on our reporting formats have changed significantly. So, I have the ability to report differently, and this would probably be the year to do that. I do not want to be too complicated but specifically a lot of attention is made to local, a lot of attention could be made to General Funds. We have also been reporting service by area. I can devise a method that is the best information for those counties. Randy noted he appreciated that. The reason he asked the question was because General Funds have more discretion than others and for my perspective he would like to see that what he you would talking about.

Randy noted Mary had a question. Mary asked is this, I am confused, is this State General Fund or Local General Fund? Lauri noted State General Fund. Mary wanted to know if we can break down Local General Fund or the Local match? Lauri noted it is important to understand the required 10% local subsidy services is \$153,000. General funds are used to provide services to people who don't have Medicaid or Healthy Michigan Plan or services provided in a method or a location that is not covered by Medicaid or ATP. There are types of services that is provided to people without Medicaid are 100% covered by General Fund and that is residential and community inpatient. Those services can be covered 100% by General Funds without the local percentage requirement. So, the \$153,000 is the portion of General Fund services that I have to match to local money with. Those local monies that is one portion that I have to use it for. The other portion of local services is not reported in here is the state inpatient. So, what you're asking, sorta, but it is not going to fit in a nice little graph like this because I am going to have to pull anything I have to pay such as a local match contribution with local funds that are not a service. The \$458,00 that we currently pay to the NMRE to pay the state to draw down additional Medicaid. Those other categories are not in NOLA for service provision. Mary asked when we pay the \$400,000 some thousand dollars do we get that money back? Lauri noted according to the state we get it back in Medicaid. AI noted we give them unrestricted dollars. Randy recognized Barb. Barb noted my only comment is this in the realm of administration and I can see if we have a definite question we can ask and expect an answer but I don't know whether some of this is need to know stuff as far as I am concerned and we don't need to know. It is getting real cumbersome that we have to know all about. I can hardly wait to get a sheet of paper and leave it in in my car. We are just looking for trouble. That doesn't preclude inquiring for appointed information. Randy said may I respond it is the Board's fiduciary duty to oversee everything related to NLCMH and this certainly falls in our scope and purview.

Randy recognized Nicole. Nicole noted I believe it is one of our main jobs in the Mental Health Code and discuss in an open meeting.

Randy recognized Justin. Justin noted we could also ask our county partners to see what they want as far as questions about our finances.

Randy recognized Joanie. Joanie noted she appreciated what you are saying Barb and it can be cumbersome and confusing. I actually appreciate that we are talking about this and talking about at our last meeting we discussed when the emergency orders expire, telehealth codes expire. We shared that we have some concerns about that. When we have concerns about that we have to let you know and that you have a good understanding of that so you can respond to the public when asked. She would be happy, if the Board wishes, to provide a workshop so that we can answer any questions about finances.

<b>MOTION:</b>	<b>Accept the Financial Reports as written</b>
<b>RESULT:</b>	<b>ADOPTED [UNANIMOUS]</b>
<b>MOVER:</b>	<b>Randy Kamps</b>
<b>SECONDER:</b>	<b>AI Cambridge</b>

Al asked if we approved the rest of the consent agenda? I think when we voted we didn't really approve the Consent Agenda less the financial statements and the February 17 Minutes. Randy noted he would go to the secretary to verify that. He appreciated the need for clarification. Al asked if there was a motion to approve the consent agenda? Deb noted not specifically, no. Randy noted thank you for that clarification.

<b>MOTION:</b>	<b>Approve the Consent Agenda less the Minutes of February 17 and the financial report.</b>
<b>RESULT:</b>	<b>ADOPTED [UNANIMOUS]</b>
<b>MOVER:</b>	<b>Al Cambridge</b>
<b>SECONDER:</b>	<b>Nicole Miller</b>

Randy thanked Al for keeping us between the pipes.

A. *Citizen Comment* – Randy noted we have the first opportunity for public comment. He read the public comment statement. Randy asked public if they want to make public comment to come forward now. He reminded you have three minutes to make your comment. Is there anybody that wants to make public comment at this time?

Judy Barrett she is here from NAMI. She wanted to share what NAMI does and what happened in the last couple of weeks. She wanted to share an experience, so we know what it's like. We had a family in crisis who was picked up by the police. He was an untreated young adult and was picked up with violence going on. He was taken to the ER. The family called NAMI because they didn't want to go through the crisis alone and they were able to offer support. The procedure at ER was long and fussy, of course, with mental health issues. They have to allow enough time if there were substances so they can evaluate. Anyway, it started at 6:30 p.m. on a Friday night. ER staff were clear that this person qualified to be admitted. But before he could be admitted, I didn't know about this before, the ER has to go through a company called ProtoCall. Even though the doctors and Medicare was ready to admit him everything had to get held up. You need to know that this ProtoCall that we are contracting with them knew nothing about this. The ER staff and Behavioral Health Director at Munson don't care for this. It is not helpful. It holds up the process for two to four hours. Staff to have to wait and wait an hour or two for ProtoCall to evaluate with the decision that is going on locally aside whether this person could be admitted or not. So, this family had been there since 5:30 or 6:00 p.m. on a Friday night. Finally, at 1:30 a.m. NAMI had a response from ProtoCall. We don't know whether this is the best thing to be doing offsite instead of our own staff, CMH staff and Munson staff. I asked and talked to a bunch about it and they said they talk to CMH every month. We need to get rid of ProtoCall. I appreciate the chance to tell you about this. Randy thanked them. He asked if there was anyone else to make public comment at this time? Is there anyone on line that wishes to make public comment? None.

B. *Written Public Comment* –

Randy noted that there is a new section on the Board Agenda, item # 9 Written Public Comment Past meeting. Board Discussion. The purpose of this is to address some communication issues and hopefully attempt to resolve some communication issues so that we can move forward in a more, for lack of a better term, pleasant manner. The Carver model tells us or suggests that the Board should speak as one voice. What better way to speak as one voice is during a meeting. During public comment this will give us an opportunity to respond factually based upon what is written. With that we start with written public comment past meeting. Unless anybody else has anything I will forge ahead with what I've got.

Written Public Comment – Past Meeting

Randy identified at the last meeting we discussed a letter from Terri Kelty and you're all familiar with that? We then requested the actual language be provided. You have the actual reported language on page 34 of your packet and the only other thing I noted was in looking at how he might respond on behalf of the Board and what I will do as a practice until you provide to me differently is go ahead and respond but then certainly chime in if there is something you find inappropriate in my response or wish

differently and then we can that pertained to this issue and highlighted the sentence “Mary asked how many of the complaints since the first of the fiscal year came from Munson Healthcare?” That is what was reflected in the minutes. Then we went back to the actual transcript, and you see what was written there. Then he goes back to Ms. Kelty’s requests that we review this and offer a change or apology something of that nature. My personal response to this is I don’t see that this rises to something that could even be close to retaliating or anything of that nature it was an offhand comment in conversation. All I will say is outside the mention of Ms. Kelty’s name in the actual transcript it certainly wasn’t the intent that delve into the matter or anything like that and I appreciate her bringing it to our attention I certainly would be mindful that we not to say anyone’s name. I think that, I guess guidance going forward as far as I am concerned is that we stick to what we have done historically and that is we generalize it. Does this come from a consumer, did this come from a staff member and that kind of thing. But I don’t see anything egregious in what was discussed. That would be my response to Ms. Kelty.

Randy identified the next item in old correspondence which is in page 61 of your packets was a letter from a Deborah Bumbalough. What I am going to refer to is page 61 transparency of the Board. Did not the Board bring up the letter that they received that was signed by at least 50 employees? I have to be absolutely honest, and I believe we already placated that she never saw a letter. I certainly never saw a letter so if there is a letter. I didn’t see it, Mary didn’t see it and in all candor if the writer of this letter would provide us with that letter we would certainly receive it and that is the way I would respond to that. Moving on. Now we go to written public comment current meeting.

Mary asked to be recognized. He responded yes. Mary said there is another allegation that I would like to clear up. There was also in the Deb Bumbalough letter and that was in reference to, I don’t have it in front of me, in reference to a Board member who had supposedly been to Sam’s Club had supposedly said something and at the last Board meeting, that I was not at, and one of my fellow Board members jumped to the conclusion that that was me that was at Sam’s Club and that it was me that had inappropriately said something. I want to clear up for the record that never occurred. It never occurred with me being there. The date in question was the 15<sup>th</sup> of January. The 15<sup>th</sup> of January I was in Destin Florida. I did not shop at Sam’s Club, I was not there and would not have been there. I would never said the alleged words. I want to clear that for the record. Nicole addressed the chair the date was before January 10. Mary said that even then she was in Florida. She was in Florida from the 30<sup>th</sup> of December. I’m sorry I misread that. Randy said he appreciated that and the reason I didn’t bring that up is because my feeling is people deal with anything factual but don’t give us, you can give us anything you want. Mary said for my reputation it was a transcript that was included in the minutes and that is why I wanted to respond to public comment. Randy noted that you have every right, and I am glad you clarified that. Randy went back and reiterated. We will consider everything under the sun but if it has no name attached to it and I can tell you the number of anonymous emails, etc. etc. it just will be disregarded. When you have something fine give it to us. All right. Moving on.

#### Written Public Comment – Current Meeting

Randy noted unless someone has any comment regarding these I will just go through them and give what I think. I will give you my response and we can go from there. The first is page 63 is sent to us by Ms. Dahlstrom and she questions our By-laws. I did look at the By-laws, our By-laws to the best of my knowledge do not contain any reference to numbers of consumers. It may very well be someplace else but our By-laws, Article 3 Board Membership. Membership of the Board appointed by the county commissioners shall be consistent with that requirement of P.A. 258 of 1974 as amended and as specified in the Enabling Resolution. That is the only way I can respond to that. The chair recognized Nicole to speak. Nicole noted as a practice we have done 30% of our membership as a category of family member or consumer or a primary consumer and that is accurate with the membership. Randy said very good. Next. Moving on.

Randy referenced page 64 we have an email from Mardi Link of the Record Eagle. She asks a question “Can you comment on Dave Pankotai declining to take the offer of employment?” Randy’s response is

no he cannot comment. If the Board wants to comment on it they certainly may. He does not have any comment. Mardi asked "How did his initial job application, submitted through the National Council for Mental Wellbeing get "lost"?" Randy responded honestly I did not know. He does not know whether it was lost or not. I know there was a very very difficult process that we went through and it was what it was. Next. Mardi asked "how did his official job offer, which was supposed to be submitted January 20, not arrive until February 17?" Randy responded there is no rule as when things are to be submitted. Nothing was outlined. I would say. Barb said I thought it said February 1. Randy said your right. Randy restated the question. He said people expect a lot of things but expectations and supposed to's are two different things. Continuing on.

Randy referenced on page 65 you have a letter from BDAI. The second paragraph says "First, you had a motion to begin a new search process when you violated its terms with a motion to hire Ms. Blamer without a proper motion to "reconsider"". Randy noted no the motion to establish a new search project remains with us. It has never been rescinded nor has it been reconsidered. The difference between a reconsider motion is a reconsider motion occurs at the motion has passed during a meeting. A motion to rescind occurs after that meeting and we will go through that in a minute because we will have a motion to rescind. We will talk about that then. Randy referenced "Secondly, serious questions about "backroom dealing" jump to mind with any intelligent reader of the initial coverage of this decision by the Record Eagle – more investigating reporting to come". He reminded Board members that we are subject to the Open Meetings Act. In Article 15.263 (2) All decisions of a public body must be made in a meeting open to the public. Randy noted that there is an accusation here but there is no substantive proof that that did actually occur. If there is substantive proof that that did actually occur I am speaking did folks line up ahead of time and get ready to vote at the last meeting. Did they do that? If that could be proven then those people can be subject to a \$1,000 fine. Next page. Item (3) All deliberations of a public body constituting a quorum of its members must take place at a meeting open to the public except as provided in Sections (7) and (8). Randy said all I can say is there is no proof. All I would suggest is when things like that occur don't be surprised when you get accusations like this and if it actually did occur and can be proved your accountable to yourself at the end of the day. How you operate when no one is looking defines the individual. Take it for what it is worth. Randy noted "Open Meetings Act cries "foul". Randy noted no that is the same thing. Randy referenced "Lost Applications? Inside applicant accused and fired? A secretive selection process? Delay, etc. etc.?" Randy identified it has been no secret that the process that we went through did not work out so well and your going to get accusations like this. If things go right they did. It is what it is and I hear it. What we are going to try to do is rectify that. One way or another we will move forward. Randy referenced "Finally, the inability of NLCMH to work out a contract with GT Jail that would serve the needs of the incarcerated in a more comprehensive way comes immediately and glaringly to mind". Randy responded we have work to do to educate folks on what our limitations are. That is part of the reason I asked for General Fund, how it is split up and discretionary funds. I do that loud and clear. We have work to do.

Randy referenced page 67 "It appears to us and the community that the entire process, beginning with communications to and from David Pankotai, has been somehow corrupted or flawed". Randy noted okay, I accept that. The outcome is tough to swallow and I wouldn't argue with that. Randy referenced "Furthermore, asking staff to publicly vouch for their current supervisor is highly questionable. This process can't help but put undue pressure on employees, whose promotions or job status may be affected by what may be affected by what they either say or do not say". Randy responded point well taken. All I can say from the standpoint of the number of people who are very interested in who we hire this is something that has gone way beyond our borders.

Randy reported I received a phone call, full disclosure, from an individual who suggested that Kip Watson is his name, he is a former player in mental health. He has left the arena. It is Kip Watkins, my apologies. What we are trying to do here is find someone who is a good fit for our area, etc. I can tell you that if you go back and Google "Kip Watkins" you will find he is very outspoken. He used to be, I believe the CEO of Detroit Wayne. Nicole asked to speak. Randy recognized her. Nicole said with this letter I do object to the word "corrupted". To me the definition of corrupted is an act of dishonesty. I



have not seen anything dishonest. The CEO Search Committee we can suggest that there was a flaw in the process but I do not believe there was corruption. I completely do not agree with that word. Randy identified this is healthy. This is a good opportunity for us to say things like that. I'm you're your going along. Anybody else? Al asked to speak. Randy recognized Al. Al likewise objects to knowledge of the Open Meeting Act. If anything we bent over backwards to make sure they were open meetings. I know that Mary let certain people that she knew were interested she called them and let them know. We posted everywhere. If you were in any of our meetings you can certainly see that it was open because we had a lot of people every one of them wanted to talk. Randy identified point of clarification, I believe this letter is addressing the action taken on March 17 as opposed to what occurred in the initial search process. Al noted the same comment with regard to. Randy noted point of clarification. All right. Moving on.

Randy referenced page 68 another letter from Mardi Link. Randy noted that she is asking if Board members are reapplying? Randy noted he has to smile a little bit. Correct me if I am wrong, Isn't this part of open public if someone wants to know who is applying? Can they go to the county website and ask someone at the county who is applying? Isn't that public knowledge? Penny noted I admit I have no idea. She asked to clarify that I know a lot of people had some questions about this process. Because of the search going on and in anticipation of a changeover in leadership being new to the scene decided to skip the process. In retrospect was not a good thing. I said hey let's keep everything the same let's make sure we have a smooth transition and this might be the best thing. Afterwards I was informed that Northern Lakes actually has a guideline that if you have been on the Board for a certain number of years you actually need to go through the process for reappointment and what I suggested was not best practice. It was simply a matter of going back and I said let's go back and follow the process and do it right. If anybody had questions about that that is what happened. Randy identified well being one of those people who got unappointed, if you will. It didn't hurt my feelings. I don't have any problems going back and being reappointed. If it will save the reporter a little digging time I will just say that I know Mary responded in the paper and I will respond now. He noted he has reapplied. Nicole was recognized by the chair to speak. She noted that she too serves Grand Traverse County and when I have been reappointed every single one has been different. I would let you know that it is very confusing because it depends on the county commissioners perspective about what they want to do. In March of 2020 that was in the middle of the pandemic, shut down. They did not do interviews. They simply said we are just reappointing you. Prior to that in 2017 I went through the interview process and got to meet the lovely person in line before me and after me and I don't know how many others there were. At the two times prior to that in 2012 I was appointed mid-term for a gentleman that had passed away. In 2014 the Board was also challenged with some different issues and they reached out to us and you want to be reappointed your on. So every single time with my board it has been different. Randy noted that he has the right message to bring home. Moving on. Randy referenced "Also this is for any board member or the board as a whole, were you aware that the Carver Model does not preclude board members from either speaking to the press or answering questions from the public?" Randy responded he is very aware of that. What the Carver Model says it prohibits us, specifically the chair, for speaking on behalf of the Board. I have never done that nor do I ever intend to do that. Quasi, I will do it in this forum but this is with the full Board present and the beauty of this is everything is in the public sphere everything. Randy noted, then "were you aware that neither the Carver Model nor the board policies listed on Northern Lakes website, state a chair of the board only votes when there is a tie?" Randy responded that is not in the Carver Model it is in the Roberts Rules of Order I will answer that, Randy referenced "Also, is the Board at all concerned that member counties may be discussing or may soon decide to leave Northern Lakes?" Randy noted you know, I have been saying ad nauseum lately that Mark Twain once said I experience many things in my life, some of which actually happened, I got enough trouble worrying about things that are actually happening much less what might happen. He noted in all candor he had a discussion with the chairman of the Grand Traverse County Commission and I smiled and I said that is certainly within your purview. If you decide you want to move forward with the complexities of that be my guest. It is entirely up to the Board. We have too much going on to concern ourselves with that.

That is the end of Ownership Communication.

Joanie requested to speak. She noted that multiple times throughout this process, the CEO Search. It has been noted that staff are coming in support of me. She has been accused of coercion I want to be very clear that I asked one person for their recommendation, Tracy Andrews, and you all know that because her reference letter was included in my initial interest. Every other person that came before you I did not ask them to do that, I did not expect them to do that. There is no coercion. She even spoke with Tracy and said you don't have to. She wanted everyone to know there was no coercion.

## 6. CHIEF EXECUTIVE OFFICER'S REPORT:

Joanie noted I need to make a correction to my report and I have a few new things to tell you about.

First, the correction for my report is to share, at the Northern Regional Meeting I said we didn't make any recommendations to CMHA Officer positions. That is not true. We in fact did recommend Randy. He reached out to me and as soon as I saw what he wrote I knew that he was right. As I was reflecting on my report I was reflecting on the President's position because we had dialogue about whether we would make a recommendation because someone in another area of the state was considering to apply. She apologized to Randy. It was not an intentional error on my part. Randy noted if he may add to that at the Regional meeting, we also recommended that Catherine Kellerman run for Vice-President. Carl Rice is running again. That is the Northern Michigan recommended slots for the exception of Secretary.

Second, Deb Freed sent some answers to your questions last month. She noted the large response in Hoxeyville are the results of people passing through our geofences in Cadillac and then opening retargeting ads in their home community. She also noted our Vendor, UPNorthLive, doesn't use geofencing at retail place, such as Walmart because not everyone shopping at Walmart is looking for a new job or changing jobs. We are trying to spread it in specific demographics and UpNorthLive doesn't believe it will be the best use of our dollars. Lastly, she acknowledged the coverage of a difficult antenna area in Missaukee County. We have a layered approach to reach individuals via television and streaming devices. So those who do not have local channels will receive the information through our streaming efforts, so we get the most out of the dollars we are spending.

Third, as you now know, we have been approved for \$1.8 Million dollars of congressional monies. These are from the federal level. There are a lot of questions that we don't have answers to. This is the first time NLCMHA has received congressional dollars or congressional money that I am aware of. This is exciting for our expansion of access to care and expanded continuum of crisis care, and I am certain I will learn all about how congressional dollars work! Randy noted I guess I really don't. Mary identified she has questions. Randy said sure absolutely. He has no question at this point but I will say unequivocally is I took a glance at your email response to Mary Marois and everybody else received the same two pdf files. We of course will be deliberate and will go through this with a fine tooth comb making sure that we have that it include all the things. This is big and we will go slowly and carefully through this. We will be looking for very specific details. Mary identified I am not even sure what your talking about. Is that your response? Randy said in response to your question was this a grant? Joanie responded to you, no it is not a grant and here is the verbiage and here is the sheet, one major spreadsheet identifying pieces of wages, etc. Mary didn't realize I thought I would respond here. What I was really looking for is a description of what it says what we are going to do. That is kind of what my question wasn't my question now. My question now I have been hearing from school people that there is this movement, I guess probably is the correct term, with a lot of Northern Michigan schools that are really concerned about mental health impact on our young people because of everything that they have gone through relative to COVID. Isolation, kids being at home not having any socialization, going back into schools not knowing necessarily knowing their classmates and others. There is this movement on the part of school administrators to deal with some of the directly with legislators and others dealing with trying to search up grants to be able to get money? Are we a part of any dialogue at all with any educators about what role we might be able to play in all of this? Joanie noted TCAPs has reached out and is not sure whether they are looking for grant dollars, but there is a health and wellness approach for children and they asked for CMH participation and I am going to do that. Mary said it might be something to bring up at the Community Collaboratives.

Joanie noted on your table you have flyers for Carter Kits. These are the kits that were created by a law enforcement, because when there is contact with people who have autism, law enforcement doesn't know how to respond. At the NMRE Ops meeting on Tuesday, we decided to make a recommendation to NMRE to purchase these kits for our first responders.

Joanie noted, as you know I have been doing the Interim CEO position off and on since August 2020. I have witnessed great commitment to our vision and dedication to the people that we serve in all of the Board members. I truly believe that you are doing what you believe is best for Northern Lakes. I trust you have seen that in me and you can see that demonstrated in the work I have done and have been doing. In January, you received the Annual Review Report, which shared all that we had accomplished in FY 2021. In February, you received the Annual Agency Performance Assessment for FY 2021 noting all that we had accomplished. That doesn't mean everything is perfect and I understand there is room for improvement. There are already some things I am working on. I have had conversations with some of you, and will be scheduling with others to discuss what you would like to see the agency focus on based on what you heard from the community. I am confident we will work together to make great strides in our communities as we work together, united, and I am looking forward to it with this Board. That concludes my report and I will answer any questions.

Randy thanked Joanie. Moving on.

## 7. NORTHERN MICHIGAN REGIONAL ENTITY REPORT:

Randy noted you had a chance to review the minutes. I must admit I ran into difficulty that day and was not able to attend that meeting. The only thing that I found interesting in the meeting was that Mr. Kurtz indicated his disappointment with Lambert which is the PR firm that the NMRE hired to specifically focus on providing our area regarding public relations and I look forward to talking to him about that. What I can relate back to Lambert though is from the state association they are doing some pretty great work so I don't know where the disconnect is between this region and them. My guess is it is the same old same old. That there is more attention paid than anything south of M-55 than there is north of M-55 and that is what it is. He asked for any other questions regarding those minutes. Will move on.

## 8. ASSURANCE OF ORGANIZATIONAL PERFORMANCE:

- A. *Receipt of CEO Response to Monitoring Report –2.2 Treatment of Employed Workforce Members (Internal Inspection)*

<b>MOTION:</b>	<b>The Board finds the organization 92% in compliance with Policy 2.2 Treatment of Employed Workforce Members (Internal Inspection)</b>
<b>RESULT:</b>	<b>ADOPTED [UNANIMOUS]</b>
<b>MOVER:</b>	<b>Rose Denny</b>
<b>SECONDER:</b>	<b>Sherry Powers</b>

- B. *New Operational Worries – None.*

- C. *March Monitoring Assignment*

1.0 Consumer and Community Ends (Internal Inspection) Please complete and turn in as usual.

## 9. BOARD MEANS SELF-ASSESSMENT

A. *Receipt CEO Response to Monitoring Report –3.5 Meeting Agendas and Schedules (Direct Inspection)*

<b>MOTION:</b>	<b>The Board finds the organization 100% in compliance with Policy 3.5 Meeting Agendas and Schedules (Direct Inspection)</b>
<b>RESULT:</b>	<b>ADOPTED [UNANIMOUS]</b>
<b>MOVER:</b>	<b>Nicole Miller</b>
<b>SECONDER:</b>	<b>Barb Selesky</b>

B. *March Monitoring Assignment*

3.3 Board Member Code of Conduct (Direct Inspection) and 3.6 Board Chair Functions (Direct Inspection). Please complete and turn in to Deb as soon as you are able.

Randy noted, I believe, I hope that we will now have a better understanding of these monitoring reports. Go back to our rules of governance and read those and reflect on them. We are starting to get some good input.

## 10. GOVERNANCE POLICIES DISCUSSION AND ASSESSMENT:

A. *Ends – None.*

B. *Executive Limitations – None.*

C. *Governance Process/Ownership Linkages*

*NLD Minutes – March 2, 2022 – Review and Approve*

<b>MOTION:</b>	<b>Approve NLD Minutes – March 2, 2022</b>
<b>RESULT:</b>	<b>ADOPTED [UNANIMOUS]</b>
<b>MOVER:</b>	<b>Barb Selesky</b>
<b>SECONDER:</b>	<b>Nicole Miller</b>

Randy noted his only discussion is I think we had a very good meeting and good work. Joanie asked to be recognized and the chair approved. Joanie asked any NLD member and the Board about the slate of officers. Joanie asked if there was any interest so we can talk about that at our next meeting. Pam identified we started the conversation two months ago. I wasn't at the NLD meeting. Yes, the slate of officers is coming up and if there are people that are interested for the chair, vice-chair and secretary. Get names to Pam if you are interested. Vote is in May, I believe, and that is when the term starts. Randy said for clarity sake if anyone is interested for any of those positions send Pam an email indicating or if you want to send to the committee. What is your purpose? Pam noted or nominations if you think someone would be good. Randy said I can nominate you? Pam said yeah you could I'd say no. Randy noted it is good to know ahead of time. All ayes; motion carried.

D. *Board CEO Linkage*

Randy recognized Mary to speak. Mary noted I don't whether this is a time to bring this up at this point or not. I kind of would like to know what our options are in terms of ProtoCall? I would like to know is there another option? Are we stuck with it because everybody else uses it? Do we have a choice? If there is any dissatisfaction with it is there a way for us to communicate that? I am not making any statement one way or the other. I would just like to know if there is something within our control if we are not happy with what we get? Joanie reminded the Board that we have shared some of the dissatisfaction with them, and yes we could look at something different Mary can you give us some information at a future time? That would be great.

Mary noted she had one other remark. Again, I don't think this is the appropriate place to bring it up. I know we talked about this before. We talked about meeting notices, meeting agendas,

meeting minutes being put on our website for people to see. Can we also have a link that would allow them to be in the meeting to see us or can they only join us by phone? Can they join us relative to Teams? I am still hearing from people that they don't see our agenda. I want to see if we can do that. Randy recognized Nicole to speak. Nicole noted she believes that agenda does have a dial in of a conference id and I looked at the website and saw it on there. So, I am not sure if maybe the same piece is that you have to click on About and then Board of Directors. It will not be on the home page. We aren't that important. Randy noted I am glad you brought that up because I errored in number one, in skipping over New Operational Worries. Mary noted that I just missed it. Randy noted no we didn't. You should have said, well, please feel free in the future to say Mr. Chairman we skipped over something, anyone feel free. He asked for any New Operational Worries? Randy noted the other thing he skipped over was Board Procedural Rules. He put that on there. There was, there has been some deception, if you will, gee can I ask a question? What do we do in this situation and what do we do in that situation? I put that on there for the purpose of saying and the notes I made was the NLD will help greatly guide us through the process but not only help us with the structure but also educating us and encouraging us to educate ourselves. I do feel that folks need to understand and please go back our By-laws are posted on our website. Read them. If your having trouble going to sleep read them, it will help you go to sleep. Al noted that we just reapproved them a couple of months ago. Randy noted go read them. Also, as I mentioned last meeting I don't care what question it is let's make sure the question is on the topic at hand but any question let's say during New Operational Worries if there is a question that is in need of clarification please please please you are welcome to ask. As we go through this I will share you something that I live by and I offer it to you. As many of you know he used to be a Rotarian and we live by the four-way test. He referenced that. The purpose of it is every time you make an action or a decision you pass it by the four-way test. If it passes the test you probably made a pretty good decision. He can tell you by personal experience when you put things by the four-way test in my life it has saved me a number of times. With that we will move on.

E. Motion to Rescind Motion to Offer CEO position to Interim CEO

<b>MOTION:</b>	<b>To Rescind the Offer of the CEO Position to Joanie Blamer</b>
<b>RESULT:</b>	<b>Roll Call Vote. 6 ayes: Wessell, Denny, Cambridge, Morris, Marois and Kamps. 6 naves: Townsend, Miller, Reed, Babcock, Selesky and Powers. Tie Vote. Called for a revote. Vote - 6 ayes: Wessell, Denny, Cambridge, Morris, Marois and Kamps. 6 naves: Townsend, Miller, Reed, Babcock, Selesky and Powers. Tie Vote.</b>
<b>MOVER:</b>	<b>Rose Denny</b>
<b>SECONDER:</b>	<b>Mary Marois</b>

Randy identified to clarify this motion. It is to rescind the motion to offer the CEO position to the Interim CEO. Randy recognized Justin to speak. Justin noted I do have a question. This question has to do with the fact that we did our AD Hoc Committee. Our Ad Hoc Committee had two finalists Joanie and Dave. So, we went ahead and did that and we offered to Dave. We did our motion to give the position to Joanie. I do not see what the issue is. We did a vote and it was a six to four. But does it make any sense to have Joanie reapply? Because if Joanie reapplies then what other information is there. I don't see why we have to go through this process. That is my opinion. Randy recognized Nicole is looking for parliamentary clarification. I understand that a motion to rescind requires a 2/3 vote to pass. Is that accurate? Al noted that is not accurate. If properly posted ahead of time it requires a majority. If brought up at the meeting, if it was just brought up today without any prior posting it would require a 2/3 vote.

Ty wanted to read from an email that he sent to Randy. He didn't send to Board Members because he was conscious of the Open Meetings Act. I was not able to attend last Board meeting but I

clearly remember the meeting we had before when we were unsuccessful in negotiating with David and we agreed as a group to reopen the search. Here is what I said to Randy. Randy said may I interrupt you please. I never responded. Ty read after a special meeting I encouraged Joanie to reapply and go through the process. I would like to have another opportunity to consider her qualifications relative to community mental health current needs and challenges. That said, I have concerns about the potential implications of a Board decision on Thursday of a month ago to contract with a new CEO that only six of thirteen Board members voting in the affirmative. As we move forward I believe it is critical that the Board work closely with the CEO to develop specific measurable goals for addressing the many challenges that we consider during the search process. Further, I would suggest that we establish a formal plan for soliciting community and consumer feedback relative to whatever specific expectations that the Board establishes for a new CEO. I sent that to our chair because I was concerned about action taken at a Board meeting, I think, when we had no advance notice and not a majority of Board members voting in the affirmative. Thank you.

Randy recognized Penny. Penny noted that I just want to reaffirm my vote last meeting which is very consistent what I said then, I believe. The process needs to be respectful to Joanie and what I would hate to have happen is for her to be affirmed as CEO and have a process that might be seen as back door dealing however you want to take that. I would hate to have it follow her for that be disrespectful to her. Randy asked for any other comment?

Randy recognized Ben to speak. Ben noted he cannot speak for anyone else. He can only speak for himself. I know nothing about any back door deals that they are reporting. If there were any he would reject them as no one has approached him of concern and this just from his perspective. He voted because it came up and there was a vote and a second and the chairman called for a vote and that is how I voted. I didn't feel there was any back door deals. Randy noted sure. Anybody else?

Randy noted that he wanted to wait for anyone else before you get to speak again. He recognized Justin. Justin noted we went ahead with our special meeting while we voted it was not a surprise because we were going to talk about this that is what he wanted to say.

Randy recognized Barb. Barb noted first I am not smart enough to connive with you guys. I hope you realize that pretty soon. I am totally disenchanted with community mental health when we have a person that we have been told that she has every credential that she needs to continue on as our leader. She is very willing, she fits perfect the culture of gentleness. I think it is pretty interesting that I kind of got the community involved in back room deals and all of that kind of stuff. The Board has to be a little more honest with what we are doing. This means we will wait six months before we can get anybody that we might like picked out by someone from Lansing and who knows may have a recommendation from another guy from Detroit. You know we have a culture that we embrace in Northern Michigan that is why we live here. So I would say my heart might not be broken if you don't offer Joanie the job but my confidence in your judgment has just gone to hell.

Randy recognized Ty. Ty said he just wanted to say I am going to support the motion and if it passes, I am going to also encourage our Interim CEO to apply, and we will go through the process again. Al noted he agrees with Ty's comment.

Randy noted all right. It is my turn. There are three reasons why I implore you to vote to rescind. First, the vote to offer was not fair to all concerned. That it heard and the Board knew that certain members were going to be absent thus disregarding their right to vote. I spoke to this at the last meeting and my position remains unchanged. I realize today there are people not present and I hope you realize that. Barb said okay, I wondered if you did. Randy said please don't interrupt me. Second, the rationale to support was based upon a motion rather than pragmatic rationale. Board

members were rightfully upset as to how the CEO Search process played out and based their decisions on how I believe how they felt about the process rather than what we have at stake here. Third, the Board voted unanimously to adopt a new search. The previous search garnered only four applicants. Of the four of them, one has separated from Northern Lakes Community Mental Health. If you go back and read past minutes you will discover who that was and the circumstances surrounding it. One was advocate for privatizing the mental health system. One associated with one and in graciousness and in accepting what you mentioned about support but also reading about how it was received in the general public. There was a campaign for one hire which caused a political event and one was encouraged to apply and one the final one was encouraged to apply the now known fact that he had no intention of accepting the position for less than \$200,000. Had the Search Committee known that at that time he would never passed muster. Our advertisement clearly identified the salary range. In reading past minutes it reflected that there was not one of the Search Committee members who clearly understood what he was looking for. All are welcome to reapply. Mr. Pankotai is welcome to reapply. That is not the issue here. But we should have better process to arrive at two viable candidates than what was utilized prior. We propose that if this motion passes. We have responsibility for the lives of approximately 5,000 citizens. From this point forward I have decided to refer to the people that we serve as citizens because they are no different than any other citizen in the State of Michigan. We oversee a budget of over \$83 million. We owe it to the citizens that perform the due diligence required to assure that we hire a leader that we all agree on or at the least a majority of voting representatives on this Board so that we can go forward with a better opportunity for stability and trust for our organization across all facets bearing in mind the current climate we are in mental health and substance use disorder in Michigan. We have too much at stake to be distracted from our vision and mission. I am telling you the chirping, which is when another hockey guys go around and give each other a hard time. They call it chirping. We have had more chirping in the last couple of months than we have had almost since I have been here. Peck, peck, peck. We even have a communication from one individual in the community that is suggesting how we decide our lobby. It is all the distracts. We have to address it. We spent about an hour today responding to chirping. Now it is valid or some of it is not. We have a responsibility in the public eye. I go back to \$83 million and 5,000 citizens and that is a phenomenal responsibility. We owe it. That past process of 74 same yet. It was flawed. It wasn't fair to Joanie or anybody. It really wasn't. We owe it to the citizens to get this right. Thank you.

Randy recognized Al. Al noted he wants to just recheck one comment that you made. Right at the beginning I think you said we resulted in four applicants. He asked if that is what you said? Al noted that Mary can probably say it more specific, but we resulted in 40 some applicants of which we selected four for final interviews. Al asked Mary listen to me and tell me if I am wrong. We did telephone interviews with two other people. Mary noted but we did not interview someone who formerly worked for Northern Lakes. Randy said not formerly we interviewed someone who no longer works for us. Al said that was an applicant but we did not interview. Mary said we did not, that was screened out. Randy noted that he personally got the application and forwarded on to the Search Committee. Al noted there was an understatement that one of the four was an applicant for supporting the bills and that person was initially selected as one of the four until we found out and he was not interviewed. Randy noted my point in that, point of clarification, if we decide to redo the search process the next item on the agenda points towards a professional search. etc, etc. etc. I do recall Mary saying to me we don't have the applicants. We just don't have it. She was pulling her hair out and I empathized with her, and I guess my point of this is I believe if we utilize a search process like we will get to there. I believe that gives the process justice. At the end of the day, if Joanie Blamer is the successful candidate, then just like Penny said we are all moving in the same direction. There is no qualms, no question and you have 100% of my whatever I've got. But until that point, I don't see those things on the horizon. That is the reason why the motion to rescind has been put forth. He asked if there was anyone else for the good of the order? Very good.

Randy recognized Ben. Ben called for a secret ballot vote. Randy identified I don't think you can do that. Nicole stated the public has to see you vote. Randy noted after that argumentation Roll Call Vote please. He restated the question if you vote yes you move that we rescind the motion to offer the job to Joanie Blamer. Everybody clear with that? By voting yes you are voting to rescind. Please proceed.

(The vote was noted above – tie vote) Randy noted in this case there is a majority vote. We end up at a tie. Which means that we now entertain a second motion to rescind the motion to offer Joanie the position of CEO. We are at the point, which the Parliamentarian can verify. We are at a point where we have a tie which the motion does neither succeeds nor fails.

Randy recognized Ty. Ty asked don't we have 13 Board members in attendance today? Randy noted we have, unfortunately Nikki was supposed to be here and is not here presently.

Al noted I believe Randy that you can call for a revote of the same motion multiple times. We could redo the motion and if we get support it would prevail. I believe you can call for the revote. Randy stated at this point I will call for a revote.

(The vote was noted above – tie vote) Randy noted what we will do, since it is my understanding and of the Parliamentarian confirms that we will revisit this again. It is obvious to the chair that we will address it at our next meeting. Moving on. There is no since going on to Hiring Solutions. Nicole addressed the chair isn't it an item on the agenda we approved? Randy noted okay.

F. Motion to Engage Hiring Solutions LLC

Randy called for a motion to engage Hiring Solutions LLC

<b>MOTION:</b>	<b>Engage Hiring Solutions LLC</b>
<b>RESULT:</b>	<b>The motion stands</b>
<b>MOVER:</b>	<b>Penny Morris</b>
<b>SECONDER:</b>	<b>Mary Marois</b>

Randy recognized Justin. Justin asked if we support this and we have our next meeting and the motion to rescind the next meeting fails and we do this CEO Search that does not make any sense at all. I may be wrong. Mary asked if it would be out of order to table the motion until the next meeting? The reason for doing that is I don't want to get into a situation where we need 2/3 vote.

<b>MOTION:</b>	<b>Motion to table the motion to Engage Hiring Solutions LLC</b>
<b>RESULT:</b>	<b>ADOPTED [UNANIMOUS]</b>
<b>MOVER:</b>	<b>Mary Marois</b>
<b>SECONDER:</b>	<b>Barb Selesky</b>

Deb stated there is already a motion on the floor can that be done. Al noted that there needs to be no discussion and if it is voted on it comes up at the next meeting. Deb asked for clarification. If voted on approved it will be automatically appear on next meeting's agenda. Deb asked if it would be first on the agenda. Al noted it isn't necessary or at least appropriately on the agenda. Deb asked if that is what Roberts Rules reads. Al noted I don't think so.

Randy recognized Ben. Ben stated point of clarification Mr. Chair. Will it be reflected in the minutes that there are two votes to rescind and both of those votes failed? Randy noted it didn't fail. It was a tie. Ben asked if it didn't fail then why are we taking our vote? Al noted that is not the motion we are voting on. Ben is saying for the record when we voted to rescind with a tie isn't that not a failure? Isn't a tie a failure? It failed because there was no rescind. Al noted the motion did not pass. Ben noted correct. Randy noted that doesn't mean it failed. Al noted that isn't what we are tabling. Ben noted I know that this is a point of clarification for the previous one. I can ask for a



point of clarification at any time. I just want to make sure that is going in the minutes and how it was going to be noted in the minutes the vote to tie caused of failure of that or. He noted the second vote was a new vote. Like the second one was a new vote. We only voted new because the first one failed. Randy noted the second one was a tie. Ben said so the second one failed. He just wanted to make it clear in the minutes. Randy noted the second one did not fail. He noted the first one did not pass and the second one did not pass. Al noted the chair can vote as long as they want to. Our chair chose to determine the result over and over. Ben noted right right. Al noted he decided to let stand as a tie vote in the minutes. Ben noted that is what will be in the minutes a tie vote.

## 11. OWNERSHIP LINKAGE:

a. Citizen Comment – Randy asked for the second opportunity for citizen comment at this time. Deborah Bumbalough noted the only comment that everyone is that listening as staff to understand the letter that you said you did not receive with the 50 signatures in support of Joanie Blamer on it was turned in. Deb Lavender received and I got confirmation from her and she put in a large Board packet and everyone received it. That is my understanding and I just wanted staff to understand it that it was turned in. Randy noted thank you. He asked for other public comment.

Tracy Andrews, Director of Integrated and Managed Care. I have a question and I don't know if you have gotten to it. With public comment as it has been standing for the past nine years that I have been here is one thing that has been consistent with this Board with public comment the practice is not to respond. You give direction to the CEO to respond. What I have noticed the past couple of months and it is great with we have public comment to email to the Board included in the Board packet. The distinction I have seen is that your not responding to public comment when it is provided orally in person. But your responding to public comment that is written. So, I am wondering the distinction is between the two that you have decided to respond to written. I don't know whether you are confused by responding that today. Point of clarification to me because it may incentivize people to come and make a comment in person if they know there won't be a response but having a response in writing. Randy asked for anyone else. Al noted Randy the only thing I can say that we are responding to communications to the Board. I don't know if that doesn't necessarily make it public comment. We as a Board have decided to discuss those as a Board because we want a Board response. We have decided to discuss those in our public meeting because of the Open Meetings Act. It is really, they are asking us something about our Board it was decided to discuss it openly. We are not discussing community mental health issues internally which is what most of the Open Meetings Act. That is the only distinction I can think of. Randy noted that the reason I did not respond right at this moment is I personally have never been good at instant response. I think it's, maybe I am from the past on the public comment related to an issue that either a citizen or someone else mentions some of our operational issues. What I don't do is to offer to any of you the opportunity to send me your thoughts on this and I certainly don't prepare the rational that I utilize to put it there and bring it back to the next meeting because it is an off point and years of replication. I like this to be able to read things a couple of times before I respond to become to understand what the true issue are, the true issue is. That is the reason why. Randy responded yes.

Justin noted that may I suggest that this opinion does not represent the Board. I have been to almost every city and county commission meeting and I would say this every single issue has been referred to the chair so that chair can do the research so that can be on the next agenda on that agenda to respond to the rest of the community or the city in question. That is what I have known. Like I said, as a citizen going to those meetings that is what has to happen and that is pretty much how any Board operates. That is what I have to say about that. Randy noted very good. Thank you. Randy recognized Al. Al noted I again, I think the clarification even if we got an email we have something that it has happened in CMH our position would be not to respond to that and refer it to our chair. If it is a question about a Board action then it is our responsibility to respond. Randy noted that we will clarify it and needs to be clarified. I am glad the question was asked because we need to continue to

clarify procedures and policies so that we can continue to operate and give trust within the community for what we do to reduce the chirping. All right. He asked for any other public comment.

Lauri noted that Northern Lakes has a policy where if there was any expenditure greater than \$600 need a bid. I was just wondering if you all have a policy that would not preclude you to have an RFP on something such as Hiring Solutions to have additional bids. She noted that she has not experienced that in the past. Randy reported he would make the distinction between Board policy and company policy. He noted that we would process that bridge when we get there if we get there. He asked for any other public comment?

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

Mary asked Deb when is the date of your retirement? I missed the date. Deb identified December 29 or possibly before. Mary said I just want to say something nice. Randy said your welcome to say anything nice. Mary said I tell you it will be awful tough replacing Deb Lavender. She has been very very supportive of this Board. She has not always agreed with what this Board has done but she is a professional. She is good at what she does, tenacious, she has been here when she has not been in her best health. It doesn't seem to matter. She has stood by us thick and thin and it will be hard pressed to find someone else like her.

Randy recognized Justin. Justin noted that this is just a little reminder due to the fact that the Cherry Festival is right around the corner. The Traverse House Clubhouse is starting their parking lot fund raiser. The Traverse City Clubhouse sell lots. We sell parking spots in the CMH parking lot for the Cherry Festival. He wanted to inform us of that. Thank you.

Randy said getting to the bottom of my packet. I want to remind the Board that the CEO Evaluations forms are due. I have received some but not many. I want to remind you that we have that on the agenda. I would also we will be referring only to the \$1,100 per month, I believe it is or whatever it is. The \$1100 we approved as extra compensation above and beyond the Chief Population Officer in that review.

Randy gave a heads up, there was a question about our minutes and availability and we will be looking to have an item on our agenda next month regarding a change on our current procedure. I read the letter like everyone else that Haider said we are in compliance with the Open Meetings Act. The term, however, was made and I think we owe it to everybody to clarify so be looking for something in that regard in the next month agenda.

Randy noted finally, I read in the paper about an upcoming wage study by Networks Northwest. I know that I cannot push Lauri to direct the CEO but I would encourage us, me, to ask the CEO to see that our personnel staff and Northern Lakes that we survey because we will not only receive the results of the survey I mean it will be very valuable information and probably there won't be anything specific and would be a good thing for us to participate in. He can suggest or direct. He doesn't believe that they will be starting the study any time soon. I bring that to your attention.

Randy recognized Joanie. Joanie asked if you can hear me. Also I have been asking as an Interim for a Job Description. She asked what the measures are? Randy responded the measures would be, you are in the shoes of the CEO. But your current compensation is based on an amount that we approved for the Interim CEO and my understanding to this point is what we are going to utilize to determine a wage. The Chief Population Officer's wage is determined in the budget, etc. That is the way I approached it. Joanie noted she has another question. When we look at the CEO Job Description we really did not go over that. That is what I want to know what you will be looking at. Randy responded the measures are what we asked the Board to approve. Al asked Joanie if she has seen the form that the Board completes for the CEO? Joanie responded in the Board Packet. Joanie said she wanted to be more clear when you said you were referring to the \$1100 it gave me the impression that you were only a portion that you were only going to look at because I was doing two jobs so that is my question what portion not about the measures of the whole survey. Randy noted we are looking at your performance in the position of CEO, Interim CEO

for the past months. I am just clarifying that should we decide to say hey we want to give 5% increase or 10 or 20% or whatever. Fair enough. Okay.

### **13. MARCH 17, 2022 AGENDA PLANNING:**

Referenced the agenda and he will look at the agenda and will get out to you in due course.

Ben requested to speak. Ben noted that the latest Open Meetings Act in the State of Michigan. Dana Nessel. The very last page references tie vote, page 20. He requested that the record reflect that the motions failed. Thank you. Randy asked for his research. Ben noted that is Rouse vs Rogers. Ben noted the case from Charlevoix in 1934. Randy noted we will do our own research. Ben noted that he will send to you if you want. Randy noted if you will please.

### **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 – fair
- #4 – The Board used it's time effectively – satisfactory
- #5 – What is the most important thing the Board could do to improve our function as a Board?

Comment – None.

### **15. ADJOURNMENT:**

The meeting adjourned at 4:53 p.m.

Respectfully Submitted,

Randy Kamps, Chairperson

Sherry Powers, Board Secretary

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Deb Lavender, Recording Secretary

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