



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

Board of Directors Meeting Minutes

May 19, 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 2:26 p.m.

Board Members Present: Penny Morris, Ben Townsend, Rose Denny, Barb Selesky, Pam Babcock, Nicole Miller, Sherry Powers, Mary Marois, Ty Wessell, Al Cambridge, Greg McMorrow, Angie Griffis, Dan Dekorse, Lynn Pope, Tony Lentych

Board Members Absent: Justin Reed (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; Darryl Washington, Director of Long-Term Care and Support Services; Brian Newcomb, Director of Recipient Rights; Carrie Gray, Chief Population Officer for IDD; Heather Sleight, Administrative Specialist; Deb Lavender, Executive Secretary; Andy; Kristen Kenny, Club Cadillac; Patti Burgess, TC Record Eagle; Bonnie Zabel, Nation Outside.

Virtual – Curt Cummins, Medical Director; Ann Ketchum, Programmer Analyst II; Dan Mauk, Chief Information Officer; Jeremiah Williams, Information Technology Supervisor; Aaron Fader, Human Resources Specialist; Aimee Horton Johnson, Office Administrator; Alexander Zeits, Help Desk Technician; Alyssa Heider, Recipient Rights Specialist; Amy Kotulski, Clubhouse Director; April Weinrick, Home Supervisor; Brie Molaison, Customer Service Specialist; Chris Biggar, Finance Manager; Dean Baldwin, Network Administrator; Deb Freed; Ian Pegan-Naylor, Recipient Rights Advisor; Jennifer Hemmes, Administrative Assistant; Jessica Whetstone, Jail Diversion Clinical Specialist; Jessica Williams, Performance Improvement Specialist; Kaitlyn Reinink, Nursing Supervisor; Kari Barker, Quality and Compliance Director; Rob Veale, Programmer Analyst III; Kasie Morse, Customer Service Provider; Kelly Hoag, Administrative Specialist; Lisa Jones, Recipient Rights Advisor; Marian Kromkowski, Leelanau Probate/Family Court Judge; Marilyn Madison, OBRA Clinical Therapist; Melissa Bentgen, Accounts Payable Team Lead; Melissa Trout; Child & Family Manager; Michelle Michalski, Human Resources Specialist; Mindy Pepsnik, Service Information Specialist; Rhonda; Tiffany Fewins, Administrative Assistant; Treasa Cooper, Reimbursement Coordinator; Rachel Light, DD Case Manager; Margaret Henning, DD Case Manager; 5 Unknown Public.

Confirmation of a Quorum – yes

Timekeeper – Mary Marois

1. CALL TO ORDER:

The meeting was called to order at 2:26 p.m. by Rose Denny

2. AGENDA:

MOTION:	Approve the Agenda of May 19, 2022 add at 3:45 Governance Policies and Assessment about Creating a Governance Committee; and Discussion about what we want Minutes to look like to be added under Governance Process; Schedule of Meetings also add under Governance Process.
RESULT:	ADOPTED [UNANIMOUS]
MOVER:	Nicole Miller
SECONDER:	Dan Dekorse

3. CONFLICT OF INTEREST DECLARATION:

None.

4. CONSENT AGENDA

Consideration of the Consent Agenda

MOTION:	Approve the Consent Agenda
RESULT:	ADOPTED. 14 Ayes and 1 abstain.
MOVER:	Ty Wessell
SECONDER:	Al Cambridge

5. OWNERSHIP LINKAGE

A. *Citizen Comment* – None

B. *Ownership Communication* - None

6. ELECTION OF OFFICERS

Rose referenced the slate of officers on page 38. Al reviewed the process.

For the office of Chairperson Ben Townsend and Dan Dekorse were nominated. Nominations were requested from the floor three times.

MOTION:	Closed the Nominations
RESULT:	ADOPTED [UNANIMOUS]
MOVER:	Mary Marois
SECONDER:	Ty Wessell

Dan and Ben provided information about themselves.

There was a roll call vote taken for Chairperson. 8 voted for Dan Dekorse: McMorrow, Dekorse, Morris, Miller, Cambridge, Marois, Selesky, Wessel. 5 for Ben Townsend: Townsend, Babcock, Pope, Griffis, Powers. 1 Abstain: Lentych. It was identified Dan Dekorse was elected as chairperson.

For the Office of Vice-Chairperson: Rose was identified for Vice-Chairperson on the Slate of Officers. Rose called for nominations from the floor.

MOTION:	Ben Townsend was nominated for Vice-Chairperson
RESULT:	ADOPTED [UNANIMOUS]
MOVER:	Barb Selesky
SECONDER:	Ty Wessell

There were nominations requested from the floor three times.

MOTION: Closed the Nominations
RESULT: ADOPTED [UNANIMOUS]
MOVER: Mary Marois
SECONDER: Nicole Miller

There was a roll call vote taken for Vice-Chairperson. 8 voted for Rose Denny: McMorrow, Dekorse, Morris, Miller, Cambridge, Marois, Wessel, Townsend. 5 for Ben Townsend: Babcock, Pope, Griffis, Powers, Selesky 1 Abstain: Lentych. It was identified Rose Denny was elected Vice-Chairperson.

For the Office of Board Secretary: Rose called for nominations from the floor three times.

MOTION: Closed the Nominations and cast a Unanimous Ballot for Sherry Powers for Board Secretary
RESULT: ADOPTED [UNANIMOUS]
MOVER: Mary Marois
SECONDER: Nicole Miller

It was identified Sherry Powers was elected Board Secretary.

Dan Dekorse took over the meeting as Chairperson.

7. BOARD COMMITTEE, COMMITTEE CHAIRPERSONS AND PARLIAMENTARIAN APPOINTMENTS

Nicole identified that she would like to step down as chairperson of the Recipient Rights Advisory Committee. Rose agreed to assume the role as chairperson. Dan agreed to serve on the committee as well.

MOTION: To appoint Dan Dekorse to serve on the Recipient Rights Advisory Committee
RESULT: ADOPTED [UNANIMOUS]
MOVER: Rose Denny
SECONDER: Nicole Miller

Mary indicated that we have a vacancy on the NMRE Board replacing Randy.

MOTION: To appoint Angie Griffis to the NMRE Board
RESULT: ADOPTED [UNANIMOUS]
MOVER: Mary Marois
SECONDER: Nicole Miller

8. CHIEF EXECUTIVE OFFICER'S REPORT:

Joanie identified that the Grand Traverse County Commission met yesterday to discuss mental health services and shared their plan to conduct study sessions. They ensured that they would not vote on any changes before completing the necessary work to make an informed decision. Joanie has asked to be included in those study sessions. Northern Lakes will work with them on many fronts. Joanie has been contacted by other County Administrators for information and she will continue to be transparent and provide support to all six counties. She will meet with the commission chairs and county leaders on a consistent basis for all that agree.

Joanie provided a legal update and indicated that we have one outstanding EEOC complaint.

An update was provided on the status of the Wexford/Missaukee Interagency Agreement.

We continue to have Adult Foster Care homes closing. The homes that we own and operate are stable. The homes that are closing are contract homes.

Joanie will be changing the look of her report and will be including reports from the Executive Team members from various areas of the organization identifying challenges and accomplishments. Board members preferred having written reports and having the mid-point report. Suggestion to use bullet points in the report. Having the discussion on the governance model will help drive the information moving forward.

Reference was made to a series of articles about guardianship and the need to have alternatives to guardianship.

There had been discussion at a recent Nominating Leadership Development Committee meeting about bringing to the Board a plan for a retention/recruitment pay for staff. Reviewed the minutes from the NMRE where each organization identified their plans either for a COLA or a lump sum. Reviewed the process we followed last year. There was a question whether this would be for providers. The Board requested identifying the different possibilities in order to make a decision at the June meeting.

Joanie identified that we were informed by the NMRE that we were one of the CMHSPs in the State to receive 100% on the Performance Measures used for the incentive monies that are withheld. Eric Kurtz had noted our region received our full amount which was 1.7 Million. Additionally, our region received another 1.3 Million which is why he believes we were one of a few that met the measures. Eric had not had an opportunity to identify how much each Board in the region would receive and how much the NMRE would maintain. Board members identified it is important to keep them informed so that they can have more involvement in developing a plan. It was suggested that the Board develop a Strategic Plan so that we would know in advance how the funding would be used.

9. NORTHERN MICHIGAN REGIONAL ENTITY REPORT:

Reference was made to the minutes and no comments were identified.

10. ASSURANCE OF ORGANIZATIONAL PERFORMANCE:

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

MOTION:	The Board finds the organization 77% in compliance with Policy 2.8 Communication & Support to the Board (Internal Inspection)
RESULT:	ADOPTED [UNANIMOUS]
MOVER:	Rose Denny
SECONDER:	Nicole Miller

- B. *New Operational Worries –*

Nicole brought up an operational worry last month and continues as a worry regarding Grand Traverse County. She believes that we are better off as a six county partnership.

- C. 2.9 Investments (Internal Inspection) Please complete and turn in as usual.

11. BOARD MEANS SELF-ASSESSMENT

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

MOTION:	The Board finds the organization 92% in compliance with Policy 3.7 Governance Committees (Direct Inspection)
RESULT:	ADOPTED [UNANIMOUS]
MOVER:	Nicole Miller
SECONDER:	Rose Denny

3.7A Recipient Rights Advisory Committee

MOTION:	The Board finds the organization 100% in compliance with Policy 3.7A Recipient Rights Advisory Committee (Direct Inspection)
RESULT:	ADOPTED [UNANIMOUS]
MOVER:	Nicole Miller
SECONDER:	Mary Marois

3.7B Recipient Rights Appeal Committee

MOTION:	The Board finds the organization 100% in compliance with Policy 3.7B Recipient Rights Appeal Committee (Direct Inspection)
RESULT:	ADOPTED [UNANIMOUS]
MOVER:	Nicole Miller
SECONDER:	Rose Denny

May Monitoring Assignment

3.8 Cost of Governance - Policy (Direct Inspection) and 3.8 Cost of Governance – Budget (Internal Inspection). Please complete and turn in as soon as you are able.

12. GOVERNANCE POLICIES DISCUSSION AND ASSESSMENT:

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

NLD Minutes – May 4, 2022 – Review and Approve

MOTION:	Approve NLD Minutes – May 4, 2022
RESULT:	ADOPTED [UNANIMOUS]
MOVER:	Barb Selesky
SECONDER:	Nicole Miller

Financial, Single, Compliance Audit – September 30, 2021

MOTION:	Receive and File Financial, Single and Compliance Audit for the period September 30, 2021
RESULT:	ADOPTED [UNANIMOUS]
MOVER:	Nicole Miller
SECONDER:	AI Cambridge

Developing A Governance Committee

MOTION: Create a Committee to Study our Governance
RESULT: ADOPTED [UNANIMOUS]
MOVER: Al Cambridge
SECONDER: Mary Marois

A committee was formed with the charge to come up with the agenda for the next Committee of the Whole meeting. Members of the committee were identified as: Greg, Al, Tony, Mary, Rose and Dan. Tony was identified as chair. Joanie identified that she would reach out to Tony.

Format of Minutes

Recommendation to abolish the practice of using the transcripts for the minutes to identify a statement of what we talked about, record decisions that are made at the meeting and how people voted. The transcripts are normally available.

MOTION: Abolish the Practice of using Transcripts for the minutes and utilize a draft format.
RESULT: ADOPTED [UNANIMOUS]
MOVER: Mary Marois
SECONDER: Barb Selesky

Reviewed current practice for availability of minutes after the meeting. The Open Meetings Act requirement is that they are available within 8 days.

MOTION: Make the Board Minutes Available as a Draft on the Website.
RESULT: ADOPTED [UNANIMOUS]
MOVER: Tony Lentych
SECONDER: Nicole Miller

Clarification regarding the link for the meetings – Joanie identified that we moved to a webinar format on Teams this month and will be better informed after today's meeting. The link is included on the Board of Director's page on the website.

Location for Board Meetings

Concern was expressed about setting up the technology in other areas and the need to social distance under the current requirements. The meeting in June is scheduled for Cadillac. Will continue to work on the calendar looking at other locations outside the office if needed and additional input from our CEO regarding details.

*D. Board CEO Linkage
CEO Contract*

The Board elected Joanie as the CEO although a contract has not been finalized. She is currently working at the Interim CEO wage and is additionally working as Chief Population Officer for Mental Illness. There was discussion about a possible salary of \$135,000 to \$140,000. Board members identified that they would like to see the contract and other information. Reviewed Joanie's current salary information. The salary range for the position was identified as \$135,000 to \$165,000.

MOTION: To Offer Joanie Blamer a Contract for \$140,000 with benefits.
RESULT: Motion was Withdrawn
MOVER: Barb Selesky
SECONDER: Sherry Powers

It was recommended that a committee be formed to negotiate the contract with the CEO and bring back for action at the June meeting. May negotiate for a vehicle.

MOTION:	Authorize Forming a Committee to Negotiate a Contract with the CEO and bring back for Action at the June meeting.
RESULT:	ADOPTED [UNANIMOUS]
MOVER:	Tony Lentych
SECONDER:	Ty Wessell

The following Board members were appointed to the committee: Al, Dan, Rose and Sherry. The HR Director will be added. Identified the contract and salary information.

13. OWNERSHIP LINKAGE:

A. Citizen Comment – Kristen Kenny, President of the Board of Club Cadillac shared information about a fund raiser called Giving Day. She identified that the information is included on their Facebook page and there can be donations June 1-8.

Bonnie Zabel, Nation Outside, an organization that drives policy and practice reforms of transformative systems of justice or justice impacted people, introduced herself. She provided information about the organization.

14. ANNOUNCEMENTS/BOARD MEMBER REPORTS:

- Rose reminded Board members about the CMHA Conference that will be held in Traverse City.
- Joanie shared that Stacy Gotts was hired to replace Deb as Executive Secretary and shared her background. Heather Sleight will continue as support.

15. MAY 19, 2022 AGENDA PLANNING:

Done.

16. 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 its time effectively – excellent

#5 – What is the most important thing the Board could do to improve our function as a Board?

Comment – None.

17. ADJOURNMENT:

The meeting adjourned at 4:26 p.m.

Respectfully Submitted,

Dan Dekorse, Chairperson

Sherry Powers, Board Secretary

Deb Lavender, Recording Secretary
