



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

## Board of Directors Meeting Minutes

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July 21, 2022

2:15 p.m.

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Kirtland Community College, 4800 West 4 Mile Road, Grayling and Microsoft Teams Meeting (Virtual)  
Called to order at 2:15 pm

Board Members Present: Penny Morris, Ben Townsend, Rose Denny, Barb Selesky, Pam Babcock, Sherry Powers, Ty Wessell, Al Cambridge, Greg McMorro, Dan Dekorse, Lynn Pope, Tony Lentych, Mary Marois, Angie Griffis, Kate Dahlstrom and Tom Bratton

Others Present: In person - 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; Carrie Gray, Chief Population Officer for Individuals with Developmental Disabilities; Heather Sleight, Administrative Specialist; Deb Lavender, Executive Secretary; Stacy Maiville, Executive Secretary; Jeremiah Williams, Information Technology Supervisor; Dean Baldwin, Network Administrator; Andy; Dave Simpson, Residential Services Administrator; Patti Burgess; 1 unknown public

Virtual – Aimee Horton Johnson, Office Administrator; Justin Reed; Ann Ketchum, Programmer Analyst II; Dan Mauk, Chief Information Officer; Kari Barker, Quality and Compliance Director; Amy Kotulski, Director Club Cadillac; Andrew Waite, Behavioral Health Home Manager/Integrated Health Care Supervisor; Darryl Washington, Director of Long-Term Care and Support Services; Deb Freed; Michelle Dosch, Compliance Secretary; Taylor Douglas; Brie Molaison, Customer Service Specialist; Curt Cummins, Medical Director; Jessica Williams, Performance Improvement Specialist; Jordan Byington, Hospital Liaison; Lauren Barnard, Clinical Therapist; Sheryl Dey, Outpatient/ACT Operations Manager; Trapper Merz, Business Intelligence Specialist; Jan Pytlowany, Customer Service Provider; Chris Biggar, Finance Manager; Hillary Rappuhn, Project Coordinator; Jennifer Hemmes, Administrative Assistant; Kaitlyn Reinink, Nursing Supervisor; Aaron Fader, Human Resources Specialist; Kasie Morse, Customer Service Provider; Kelly Hoag, Administrative Specialist; Lisa Jones, Recipient Rights Advisor; Lisa Woodcox, Clinical Review Manager; Melissa Bentgen, Accounts Payable Team Lead; Pam Blue, Operations Manager CST; Rob Veale, Programmer Analyst III; Stacey Kaminski, Crisis Services Operations Manager; Suzy Cline; Tiffany Fewins, Administrative Assistant; Tom Bensley; Chris Eldredge, Psychologist; Mike Shea; Lauren Franklin, Clinical Therapist; Misty Wright, Clinical Therapist; Caitlyn Bearss, Clinical Therapist; Erica Longstreet, Access/UM Supervisor; 8 unknown callers

Confirmation of a Quorum – yes

Timekeeper – Lynn Pope

### 1. CALL TO ORDER:

The meeting was called to order at 2:15 p.m. by Dan Dekorse

**2. AGENDA:** Mary requested moving the Bd/CEO Linkage after the Consent Agenda

**MOTION:** Approve Moving Governance Process/Ownership Linkage Item D Board/CEO Linkage After Ownership Linkage  
**RESULT:** ADOPTED [UNANIMOUS]  
**MOVER:** Mary Marois  
**SECONDER:** Rose Denny

**MOTION:** Approve the Board Agenda for July 21, 2022 as amended  
**RESULT:** ADOPTED [UNANIMOUS]  
**MOVER:** Ty Wessell  
**SECONDER:** Tony Lentych

### 3. CONFLICT OF INTEREST DECLARATION:

None was declared.

### 4. CONSENT AGENDA

*Consideration of the Consent Agenda* – Mary requested pulling off the minutes of the Consent Agenda. AI requested to remove the financial statements.

**MOTION:** Approve Removing the Minutes and the Financial Report from the Consent Agenda  
**RESULT:** ADOPTED. [UNANIMOUS]  
**MOVER:** AI Cambridge  
**SECONDER:** Ben Townsend

**MOTION:** Approve the Remaining Item on the Consent Agenda  
**RESULT:** ADOPTED. [UNANIMOUS]  
**MOVER:** AI Cambridge  
**SECONDER:** Mary Marois

Mary clarified that the minutes should reflect that she was present virtually and that she would be eligible to vote as a full participant.

**MOTION:** Modify the Minutes of the Committee of the Whole and Board of Directors Meetings that Mary was Present  
**RESULT:** ADOPTED. [UNANIMOUS]  
**MOVER:** AI Cambridge  
**SECONDER:** Ben Townsend

Financial statements – AI requested clarification regarding the Medical loss ratio calculation of 91.06% for Northern Health Care Management. Lauri responded.

**MOTION:** Approve the Financial Report  
**RESULT:** ADOPTED. [UNANIMOUS]  
**MOVER:** AI Cambridge  
**SECONDER:** Ben Townsend

## 5. OWNERSHIP LINKAGE:

### A. Citizen Comment

Dan reviewed the public comment notice. Justin Reed responded regarding his not representing Grand Traverse County on the Board of Directors. He asked if he is representing all of Grand Traverse County and what is the sense of the Grand Traverse County Board of Commissioners. He noted he is saddened and very disappointed.

Brian Newcomb shared comments and addressed to Joanie.

Tony asked that Nicole Miller's email comments for public comment be placed in the public comment.

<b>MOTION:</b>	<b>Approve Adding Nicole Miller's comment in today's meeting.</b>
<b>RESULT:</b>	<b>ADOPTED. [UNANIMOUS]</b>
<b>MOVER:</b>	<b>Tony Lentych</b>
<b>SECONDER:</b>	<b>Sherry Powers</b>

Nicole Miller  
Grand Traverse County resident

NLCMHA Board Members,

I am sorry that I am not to be able to be present in person with you today to offer my public comment. I had a previously scheduled family vacation and can't make the trip to your meeting July 21<sup>st</sup>.

I wanted to recount recent events, as I describe why I am no longer a seated member of this board. On July 6<sup>th</sup>, 2022 I received an email stating that "... the (Grand Traverse) Board of Commissioners believes that you may have neglected your official duty or may have engaged in misconduct in office and the reason for that belief is by permitting the Northern Lakes Community Mental Health CEO to violate NLCMH Board Rules," and had an item regarding this is in their July 6<sup>th</sup> board packet referring to meeting minutes from their April 20<sup>th</sup> board meeting with a demand to rescind the CEO offer to Joanie Blamer and resume the CEO search process. They called a special meeting on July 12<sup>th</sup> to remove myself and another appointee for these false accusations, though they stated there was no evidence of neglect or misconduct. They have created a culture of fear, retaliation and an untoward threat of removal from appointment if appointees don't vote as demanded.

I responded to them including the following:

"I have served as an appointee of this board for the Authority for a decade, through four appointments. In that time, I have been absent a handful of times with notice and provided support wherever and whenever possible. I have supported orientation and mentorship of new members, served in all the officer roles for the NLCMHA board, supported the annual audit, supported the CARF review and accreditation process, served as the chair for the Recipient's Rights Advisory and Appeals Committee, and supported the Office of Recipient Rights in their triennial review from the State Office of Rights. In addition, I have served on the CMHAM board and advocated tirelessly for recipients and stakeholders. In all of this time, I have never neglected my official duty or engaged in misconduct.

As one of your appointees, I serve as a person with lived experience, the exact category the Mental Health Code seeks to have representation from on a CMH board. I urge you not to retaliate against appointees in this manner. This seems to be politically motivated, a personal attack and libelous. This attempt to legitimize hearsay, is inappropriate and an abuse of power.

I have faithfully and loyally served this board putting aside myself, my family and my health. I hope you will see the dedicated service I have provided and honor that moving forward."

At this time, I am relieved to be out of the corrupt environment created by the actions of the Grand Traverse Board of Commissioners (GTBOC.) The GTBOC Chair stated that he felt it was "time for a

change” by removing 2 dedicated appointees so he could, in the very same meeting, attempt to appoint at least one individual who has previously served during the exact same time period I have been on this board. This is the exact opposite of change.

Currently seated Grand Traverse members are not able to represent all stakeholders and prioritize their fiduciary responsibility per the Mental Health Code. This is against board policy, and a violation of the code of conduct. These board members are violating policy 3.3.1, along with other policy violations including but not limited to: 3.2.4, 3.2.9, 3.2.10, 3.3.3, 3.3.6.3, 3.6.8.

I urge the board to reconsider the chair assignment and create a subcommittee to address these policy violations and consider sanctioning these members. I urge the members of the board to utilize the new operational worries item on the board agenda and consider how this affects the Authority. This CEO search has gone on over a year and must conclude. I urge board members to consider a subsidiary motion of postpone indefinitely under Robert’s Rules of Order, one that requires a majority to pass, for any motion that does not align with the needed review and possible revision of the board policies in order to allow the governance committee to do its work.

I have always been impressed with the ability for our many voices representing a diverse group of stakeholders to come together and provide effective governance and collaboration. This board has done that many times in the past and will need to do that moving forward. You have a challenging road ahead of you, but I know you will preserve and rise to the occasion.

#### B. Ownership Communication

Dan identified that we need to address the action of the Grand Traverse County Commission regarding two of our Board members that were removed. As well as two motions that were made in relationship to possible policy violations made by Joanie and requested that the Board address this issue. Grand Traverse County Board of Commissioners strongly urged that the Northern Lakes Board to pause review clause of hiring process and to vote to affirm on a motion to rescind the offer to the CEO and further urged Northern Lakes to reopen the CEO Search process, Dan indicated that the Board address to review our policies and actions of our policies and make a recommendation to the Grand Traverse County Board of Commissioners. He suggested that we hold a special Board meeting to address policies 2.8.8, 2.8.3 and potentially others with counsel present to get an explanation of our policies and was there a violation of our policies. Barb asked for clarification whether Grand Traverse County Board of Commissioners was asking for our input if there was a violation? Dan noted that he did not receive a communication from the Grand Traverse County Board of Commissioners, and it was addressed specifically in April by them. We did not hear from them. Dan felt we need to address those concerns even if it is after the fact and move forward.

<b>MOTION:</b>	<b>Approve Authorizing Funding to Provide Counsel at a Special Meeting</b>
<b>RESULT:</b>	<b>ADOPTED. [UNANIMOUS]</b>
<b>MOVER:</b>	<b>Tony Lentych</b>
<b>SECONDER:</b>	<b>Barb Selesky</b>

### Governance Policies Discussion and Assessment

#### D. Board/CEO Linkage

- a. Board Website Link – Clarification was requested as to whether the Board wanted the CEO to have access to the Board website in order to address concerns immediately rather than wait for a Board meeting. Board members provided the following input: 1) The Board only should receive the email, 2) Identify a separate email for the CEO, 3) Appoint a sub-committee to address any concerns identified. Joanie referenced that it was previously identified in the Record Eagle that she had access to the website link. She had requested that the reporter restate and she refused. Joanie requested that this be added to the agenda to clarify that she

does not have access. Identified the process that any email that comes in through the Board email that it is goes to the Executive Secretary and then forwarded to the Board. It should also be reflected in an automatic response that it is not reviewed by any clinical workers. The response that is sent when an email is received was reviewed. Tony identified that we codify the process for this email account to the Board members and to the staff person assigned to it and an automatic response be sent noting business hours and may or may not be handled unless it is a crisis or an emergency. Dan identified that the Board email be sent to Board members and supporting staff and that there be an automatic reply indicating if it is a crisis situation that it be addressed promptly, and appropriate contact information be included in that email. It was suggested that a policy be developed to address this.

- b. CEO Contract Proposed Start Date 7/23/2022 – Dan identified that the proposed start date for the CEO Contract was July 1. It came to his attention that a copy was not provided to Board members for them to review. Joanie identified that she did sign the contract on July 11. Al identified that the Board did approve the negotiation points and that we failed to send it to the Board. Dan noted that the date would coincide with NLCMHA pay period. The start date was the only thing that changed to July 23. The contract has now been emailed out. Barb noted that we already discussed the terms and she did not understand what the issue is. For information.
- c. Vote to Rescind CEO Offer –

<b>MOTION:</b>	<b>The Board Rescind the Contract Offer to Joanie Blamer and Reinitiate the CEO Search</b>
<b>RESULT:</b>	<b>A Roll Call Vote. 6 No: Townsend, Babcock, Pope, Griffis, Powers and Selesky. 10 Yes: McMorrow, Lentych, Denny, Morris, Cambridge, Marois, Wessell, Dekorse, Dahlstrom and Bratton. Motion Approved.</b>
<b>MOVER:</b>	<b>Ty Wessell</b>
<b>SECONDER:</b>	<b>Mary Marois</b>

Comments provided by Board members:

- Ty mentioned our agency is in trouble struggling with the CEO Search, CEO needs the support of the majority of the Board, his county this week went on record that they rescind the contract to Joanie Blamer, his county is concerned about the future of this organization, his county wants the confidence of consumers and of the county government as well as neighbors and we don't feel that we have that now. This Board does not have the confidence collectively of the CEO
- Ben identified we did have the majority of the Board not to rescind the contract at the last vote to rescind the contract. The vote was legal and we did have a legal opinion. It is the same vote that was on the table two months ago and do not see a difference on the vote when we voted 9 to 7 which is more than a majority not to rescind, today other than having two new members. He has a resolution from Wexford County that is being reviewed by our legal people to let Grand Traverse County go. They want wonderful services, they want to pay for their services, they want their CEO, good for them. He referenced in 1997 through 2003, North Central accepted them in and these four counties were in the black. Grand Traverse and Leelanau Counties were in the red. Wexford County has identified they are fed up and are not doing it and it is going to stop now. He wanted to stand up to the principles that this Board has always held that it is this Board that elects the CEO not a group of county commissioners. Referenced the minutes from 2003. Our four counties have been the ones to support Northern Lakes in Medicaid dollars where Grand Traverse County was losing over a million and a half dollars a year. Leelanau was losing almost 700 thousand dollars a year. He noted that he is against rescinding again which we have done three times. He objects to the rescission motion. It is serious enough for Wexford County to pull out and become their own CMH. We have a couple of people talking about a divided Board. He referenced statement by the Leelanau County Commissioner on this Board after

the motion was approved to offer the position to Joanie Blamer that we do everything that we can to move forward. Ben noted his administrator, chairman and vice-chairman of Wexford County have decided that enough is enough. At that meeting they all agreed that if the CEO Joanie Blamer signed the contract that they were good with it. If we are not willing to stop and stand up for it then what stops any other county from doing the same thing if they disagree. Why does this keep happening over and over again? Ben referenced that in 2014 Grand Traverse County said they needed \$25,000 from the General Fund to pay for their psychiatrist/psychologist for the Grand Traverse County jail and we had identified that we would do for one year. The CEO at that time sent an email to the Board that we could not use Medicaid funds for jail services and everyone agreed that we need to keep equal for all the jails in all six counties. He is totally against any rescission motion.

- Kate this is a fickle Board in regard to voting. She reminded the Board that we voted unanimously in February to begin a new search process for a new CEO using a professional search company. What happened after that changed people's opinions? As an outsider at that point NAMI and BDAI were very skeptical of the transparency of the process. Some meetings were initiated or invited to be held in violation of Board policy. Some of those things I don't think it is fair to discount that. We are trying to vote over and over again. There have been a lot of things that have led to this motion. No one is happy about it but I think going forward if we do stay together I am not sure whether that is a good thing. Northern Lakes is a huge CMH and most boards are 12 members and some are less. The objective for the county administrators is to work things out. I support a transparent process with a professional search firm and let's do it right.
- Mary identified that she will not debate you, Ben, but it is pretty clear that you have heard one side of a very, very large story and if the whole story was out I am not really sure you would feel as strongly as you do. We need to pass this motion. I want Northern Lakes Community Mental Health to stay a six-county authority. Right from the beginning I wanted it to stay a six-county authority and I can tell you it will not if we move forward in which we are moving forward. I can't speak for the county board of commissioners, but it is my personal belief that if we rescind the motion and we work on amending our governance there is a very high probability that we will all stay together, that we will heal and that we will be able to move forward. If we do not it is inevitable that it is going to break apart.
- Barb noted to some of our public I know this is how they feel. It is certainly how I feel about it. She worked very hard to learn how to serve all the people in our six-county area all the time I have been on the Board. There hasn't been a moment on this Board that I haven't heard that Traverse City could run it all with their votes. They have six people here that they could run it all. They never said that they could run it all with Crawford County. They could run it all with them and Leelanau. They never said they could run it all with Missaukee. They never said they could run it all with any other county. I have never heard them talk about any other county. For a point of your information, with all due respect, I made the motion to elect Joanie because she was sent as the second candidate from our search committee. Which we found out that the first guy was just kind of courted by one of our members of the search committee if he just hung on long enough, we would give him \$200,000 to which the other people on the committee were shocked when he said that. We had to listen to all of his interviews and all of his stuff. When the two candidates came in we were told as a group these were two qualified candidates. Then we found that the applicant from Macomb County didn't make it or refused to take it for what we could afford to pay then the motion was made. It all made sense to me that we have to have a CEO but then guess what when we had a meeting we still didn't have a chair that had found a professional search group to start looking for a committee. We have a second candidate. I wonder if anyone else would be interested? She talked to one other person, our county commissioner who because she was learning yet and she was the mentor and I asked her if I could do this? She said you can do it. See what happens. I didn't know we were going to win. I didn't know we all were going to win. I didn't know that we were going to get a new person that day. I do not know why, I just do not why when we even waited for an opinion

from the attorney was it legal to do that. Did we have a quorum, did we do that right? I can tell you right now that I will be the one that makes a mistake trying to get something right. We did all the research and we did it for months and months. Instead of trying to figure out how we can solve this problem by putting someone to work so that we could maybe fire them if they didn't do the job. No, we all just kept fighting and we are all still fighting. Because we can't figure out the good of all of the communities and I know Grand Traverse is under water so I have no idea. I mean financially. I read the financial stuff. I have no idea why they want to take their debt back. I have no idea. But the idea that is setting completely in my mind is how we have been disloyal to our group and to each other and how we connive. I got beat up, I got my ears pinned back by people that I know pretty well and people that I support and the work that they do. I really got beat up. You cannot tell me that these two people that we had here now that were qualified. I admire their commitments. You cannot tell me that there weren't back-room meetings, there weren't discussion on how we were going to get this done and how can we not send out the form out that Joanie had signed a while ago. We are not going to sign it now because we can say we haven't seen the paper. It just goes on and on. She prayed and had her head in the sand to show up at this meeting today. She appreciates you listening to me. We have to live with ourselves and if you think that this going to be any more fun because now we don't trust each other at all.

- Ty noted the one thing that has changed from two months ago when we had a vote is that we still don't have a CEO. That is a big change. I see this motion to rescind because we have been unable to reach agreement on a contract. We have been unable to reach agreement in how we do business. In response to your question that my motion was not easy to make.
- Dan noted regarding contract negotiations that is the first time that he was involved in such things. From our Board meeting last month we had discussed what considerations for the contract and we negotiated and voted on it. He was not aware that Joanie had not been provided a copy of the contract with what we had made determinations on as a group. That was the main factor. Joanie received a copy of the contract on June 29. He had assumed that she had received it. It was within the week that he received a request to put something on the agenda, so he held off signing the contract. You can hold me accountable for that. My intention was not anything overt. He was under the impression that Joanie had received a copy of the contract for review by her attorney. He would have signed it on the 29<sup>th</sup>. That didn't happen because he had not authorized. Today it was brought to his attention. Al had said that the full Board should be reviewing what the contract is as well. It is his fault so you can hold him accountable for those two things.
- Barb asked so you would have signed the contract?
- Dan responded so we had come to agreement what the Board had said. But then someone said they wanted to make a motion to rescind so he held off signing the contract at that time.
- Barb asked why did you do that when you already had the Board authority?
- Dan had said the start that was agreed upon was July 1<sup>st</sup> and it had moved past the start date. That is something with contract negotiations that was something that was established. The contract couldn't have been signed before the 1<sup>st</sup>. So, if the contract had made it to Joanie in enough time for her attorney to review it he would have signed it on the 29<sup>th</sup> for it to be in line for everything to be agreed upon. My impression was that the contract could be signed today. But that is why he put down the start date of the next pay period but It was brought to his attention that all Board members had to receive a copy of the contract. We had that sent out.
- Barb asked if he was from Grand Traverse County?
- Dan responded yes.
- Barb said that this stinks.
- Lynn asked whether she heard that Joanie did sign the contract because I thought I had seen something with her signature on it?

- Joanie identified that she did sign the contract. She did not send to the Board as Dan needed to sign.
- Ben asked for point of clarification. If she signed the contract now it would be good. Correct? He asked if the CEO signed the contract? He said the chair is the final signature. There is no Board members that have to sign. It was already approved all of the things in it as a Board. We voted unanimously to provide a car. Everyone voted for the six-month severance. All that needed to be done was the signature of the chair. Is that correct?
- Dan noted that was his understanding. This morning AI brought to his attention.
- AI noted that the Board has never seen or approved the final contract.
- Ben said that is fine so you are saying that the Board has to see it before?
- AI noted that has been our practice.
- Ben noted that is fine that is why he wanted clarification. So, we are going to spend another \$36,000 and hope that Joanie puts in an application and others will put in an application and start the whole process. We have some inferial way to think that someone out there is going to come here and be the CEO? That is confusing to me that we would spend that much money to try and get someone to come here from some other place. It is now said and I believe it. I have now read it and I approve of it. If we can defeat this motion then we can vote on getting the chairman to sign the contract.

See the results of the roll call vote with the motion.

## 6. CHIEF EXECUTIVE OFFICER'S REPORT:

Joanie identified that her report was in the packet and have nothing more to add and will entertain any questions.

Ben left at 3:27 pm and Angie left the meeting.

## 7. ORR REPORT:

Brian provided the monthly report, the Semi-Annual Report and previous years data from October 1. We have received a total of 450 complaints. We still remain 100% time frame compliant that are required by the Mental Health Code. We meet the requirements for the summary report requirements that our CEO reviews for us and approves all of our reports. Our substantiation rate is at 48% which is the same as the state. Brian noted that in the past Board members were welcome at the entrance and exit for the triennial interview. The state has given him guidance to us that only the ORR staff and the CEO will be able to attend the exit meeting. There will be no entrance interview. He shared information regarding past reports and site reviews not being completed. This may affect our audit results. The vacancy has been filled and the individual will be starting on August 1. Brian noted his appreciation to Nicole Miller who served on the RRAC for many years and also provided him support and guidance. Clarification was received regarding site visits and the complaint source.

Pam updated the Board on utilization of the recipient rights system.

<b>MOTION:</b>	<b>Accept and file the ORR Director's Report.</b>
<b>RESULT:</b>	<b>ADOPTED. [UNANIMOUS]</b>
<b>MOVER:</b>	<b>AI Cambridge</b>
<b>SECONDER:</b>	<b>Mary Marois</b>

## 8. NORTHERN MICHIGAN REGIONAL ENTITY REPORT:

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

Dan appointed Kate Dahlstrom to the vacancy on the NMRE Board.



## 9. ASSURANCE OF ORGANIZATIONAL PERFORMANCE:

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

<b>MOTION:</b>	<b>The Board finds the organization 91% in compliance with Policy 2.7 Continuity of Executive Functions (Internal Inspection)</b>
<b>RESULT:</b>	<b>ADOPTED [UNANIMOUS]</b>
<b>MOVER:</b>	<b>Rose Denny</b>
<b>SECONDER:</b>	<b>Ty Wessell</b>

Al pointed out that we review our policies as a Board every month. There are policies that the Board reviews and if there are concerns about them, we respond. There is a direct inspection that we are evaluating the Board whether we are in compliance with the policies. There is an internal inspection that is done by the CEO which is a response as to why as an organization we are in compliance. Every policy is reviewed at least once a year. Several are reviewed more than once, for example the financial policy. This is the area if a policy needs adjusting we can do. It rarely happens. He has on several occasions raised some issues and it does result in change. There are also as we go through, for example, Ends policies there are none that are reviewed this month. We go through each section and that is also an opportunity for a Board member to bring up any policy concerns you have. Not just the policies that we are reviewing this month.

### B. New Operational Worries –

Al identified that at this point on the agenda through the ORR Report that we are dealing with the operations of the organization. We are now at the section where we are reviewing policies. If there is anything else regarding operations that any Board member is concerned about this is the place to bring those up.

Barb recommended that the Chairperson appoint an Ethics Committee to deal with some of the stuff that is falling through the cracks. She made the motion. It was not supported.

### C. July Monitoring Assignment

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

## 10. BOARD MEANS SELF-ASSESSMENT

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

<b>MOTION:</b>	<b>The Board finds the organization 100% in compliance with Policy 4.3 Delegation of Mgt Powers to the CEO (Direct Inspection)</b>
<b>RESULT:</b>	<b>ADOPTED [UNANIMOUS]</b>
<b>MOVER:</b>	<b>Rose Denny</b>
<b>SECONDER:</b>	<b>Ty Wessell</b>

### July Monitoring Assignment

4.1 Unity of Control (Direct Inspection). Please complete and turn in as soon as you are able. Rose identified that we are not all turning them in and there were 11 out of 13 Board members completed. The forms are on your table so she asked that the Board members complete and turn in.

## 11. GOVERNANCE POLICIES DISCUSSION AND ASSESSMENT:

### A. Ends – None

### B. Executive Limitations –

-Limit or amend the authority of the CEO – Dan noted that there was a correspondence last month to limit the authority of the CEO related to Policy 3.2.5 and 3.2.8 to address executive/staff changes and for the Board to have a say in the management of executive staff. No changes to the Executive Limitations.

C. Governance Process/Ownership Linkages

a. NLD Minutes – July 6, 2022 – Review and Approve

<b>MOTION:</b>	<b>Approve NLD Minutes – July 6, 2022</b>
<b>RESULT:</b>	<b>ADOPTED [UNANIMOUS]</b>
<b>MOVER:</b>	<b>Barb Selesky</b>
<b>SECONDER:</b>	<b>Rose Denny</b>

b. Compliance with policy 3.3.1- Dan reviewed the policy language. No discussion

c. Email communication between Board Members - Dan noted it was brought to his attention about email between Board members. There is not a specific policy on that but could lead to questions with the Open Meetings Act – No discussion.

d. Ad Hoc Governance Committee - Dan noted that Mary had mentioned that she wanted to be a member of that committee. The following Board members are on that committee: Tony, Greg, Ty, Al, Mary, Rose and Dan. Kate identified she would like to be added.

e. Develop Ad Hoc Finance Committee - Dan referenced the reason for creating the Ad Hoc Finance Committee. To develop monitoring of the budget results as the fiscal year progresses. He noted that different counties have wanted to know where the money is spent. Having more detailed description is important. The intent is to establish a commitment of governance policy allowing it to be a standing committee and establish amendments to the By-laws for a standing committee as well. He requested that Al be the Chairperson and that members from each county be a part of that. Others identified on the committee: Tom, Ty. Mary noted that she is not even close to feeling comfortable about passing a budget come October as a Board without tons of answers to a lot of questions. She would like a committee to be able to start asking questions and to have the budget come before this Board. Al referenced the presentation a few months ago and using that to develop a dashboard of those funds and where they would be used. In addition, this committee could talk about a budgeting process where they could be involved. In terms of putting the budget together we are not going to do that. Mary agreed. Al suggested that someone contact Ben to see if he would be interested.

f. COVID Remote – ADA exceptions for remote attendance - Dan identified that there were questions brought up about ADA exceptions for remote attendance. We do not have a policy on this and would essentially have some sort of documentation if someone is asking for an ADA exception. The documentation would be considered HIPAA information and so it would not be discussed. Documentation needs to be kept on file if requested in the future. He would like to have a policy on this. He would like to develop an Ad Hoc Governance Policy Committee. It would be faster to develop a policy rather than wait until a governance model is chosen. He encouraged members from each county be part of this Ad Hoc Committee.

g. Develop Ad Hoc Governance Policy Committee - Mary asked for clarification of having an Ad Hoc Governance Committee and an Ad Hoc Policy Committee. Dan noted that the Ad Hoc Governance Committee deals with the form of governance used. The Ad Hoc Policy Committee deals with what policies are in place and what we can do to improve them. Mary noted it makes sense to her that the governance committee could turn into the policy committee. Dan felt this would expedite things this way. Meanwhile we could have an email policy be developed. Chairperson – Penny, Kate, Rose. Dan would like members from each county.

## 12. OWNERSHIP LINKAGE:

A. Citizen Comment – None.

## 13. ANNOUNCEMENTS/BOARD MEMBER REPORTS:

- The Board Retreat response from Board members was identified as September 9 or 16. The date for September 9 was indicated.
- Annual Public Hearing is July 25. To be held virtually and the four offices. She noted that we will get an update on the budget, identify needs and gaps, identify outcomes and prioritize. Staff will be available to assist.
- Kate spoke about the Behavioral Health Summit and she referenced the Welcoming Center. Ensure we are coordinating similar initiatives and sharing of resources.
- Send out dates for a Special meeting. The next meeting will be held at the Governmental Center in Leelanau County.
- Greg recognized Dan's leadership and appreciated his even handedness throughout this challenging time. Thanked Crawford County for hosting the meeting. He thanked Joanie and staff.
- Mary asked if we could include in the special meeting another agenda item to do a contract for a search firm or can we do that today? Dan identified it is not on the agenda for today. He identified that he wants to have that meeting focused on the one item.

## 14. AUGUST 18, 2022 AGENDA PLANNING:

Completed.

## 15. MEETING EVALUATION:

None.

## 16. ADJOURNMENT:

The meeting adjourned at 4:09 p.m.

Respectfully Submitted,

Dan Dekorse, Chairperson

Sherry Powers, Board Secretary

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Deb Lavender, Recording Secretary

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