

## Board of Directors Meeting Minutes

April 21, 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 2:15 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, Greg McMorrow, Angie Griffis, Dan Dekorse and Lynn Pope.

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; Andy; Marsha Brown, Home Supervisor; Kristen Kenny, Club Cadillac; Tracy Russo, Club Cadillac; Donna N.; William Slavin.

Virtual – Darryl Washington, Director of Long-Term Care and Support Services; Curt Cummins, Medical Director; Ann Ketchum, Programmer Analyst II; Kari Barker, Quality and Compliance Director; Brie Molaison, Customer Service Specialist; Jessica Williams, Performance Improvement Specialist; Michelle Dosch, Compliance Secretary; Deb Freed; Chris Biggar, Finance Manager; Kelly Hoag, Administrative Specialist; Kasie Morse, Customer Service Provider; Aaron Fader, Executive Administrative Specialist; Andrew Waite, Behavioral Health Home Manager; Alyssa Heider, Recipient Rights Specialist; Angela Wilgenhof, RN; Brittany Moen, Recipient Rights Advisor; Deborah Bumbalough; Kate Dahlstrom; Melissa Bentgen, Accounts Payable Team Lead; Pamela Blue, Operations Manager Crisis Services TC; Tiffany Fewins, Administrative Assistant; Trapper Merz, Business Intelligence Specialist; Treasa Cooper, Reimbursement Coordinator; Aimee Horton Johnson, Office Administrator; Chris Barscheff; Dean Baldwin, Network Administrator; Heather Pollington, Customer Service Provider; Ian Pegan-Naylor, Recipient Rights Advisor; Jennifer Wisniewski, RN; Jordan Byington, Hospital Liaison; Lauren Barnard, Clinical Therapist, Lisa Jones, Recipient Rights Advisor; M. Shea; Patti Burgess; Rob Veale, Programmer Analyst III; Sheryl Dey, Outpatient/ACT Operations Manager; Suzi Cline; 13 Unknown Public.

Confirmation of a Quorum – yes

Timekeeper – Rose Denny

### 1. CALL TO ORDER:

The meeting was called to order at 2:15 p.m. by Randy Kamps.

### 2. AGENDA:

<b>MOTION:</b>	<b>Approve the Agenda of April 21, 2022 as written</b>
<b>RESULT:</b>	<b>ADOPTED [UNANIMOUS]</b>
<b>MOVER:</b>	<b>Rose Denny</b>
<b>SECONDER:</b>	<b>Ben Townsend</b>

### 3. CONFLICT OF INTEREST DECLARATION:

None.

## 4. CONSENT AGENDA

### *Consideration of the Consent Agenda*

<b>MOTION:</b>	<b>Approve the Consent Agenda</b>
<b>RESULT:</b>	<b>ADOPTED [UNANIMOUS]</b>
<b>MOVER:</b>	<b>AI Cambridge</b>
<b>SECONDER:</b>	<b>Mary Marois</b>

Justin asked if that is part of the consent calendar? Is that part of the Governance policies and discussion or is that something later? Randy identified that the Consent Agenda contains the minutes of the Board, the minutes of the Committee of the Whole, the financial statements and the contract summary which were attached.

## 5. OWNERSHIP LINKAGE

- A. *Citizen Comment* – Randy read the Public Comment statement. Hello my name is Donna N. and I have been working with Kristen Kenny to get a NAMI affiliate established in Wexford and Missaukee Counties. We just had an email from Kevin Fischer the Director of NAMI Michigan. I am happy to inform you that the NAMI of Michigan Board of Directors unanimously approved the new affiliate application for Wexford and Missaukee Counties. The next step is to receive approval from NAMI National at the next scheduled meeting in July. I wanted to really thank Joanie Blamer who really supported Kristen and I with this application and gave us a lot of technical assistance.

I am Dr. Tracy Russo. I am speaking here in a number of roles. One as a Board member of Club Cadillac, one as a parent of two special needs children, one is on the Spectrum and the other has many other anxiety issues. The other is my role as educational consultant where I work with a lot of different organizations including things like grant writing. I wanted to share some of my thoughts and feelings about the mention that there might be an opening up of another search for the CEO position and I wanted to speak out against that for a couple of reasons. First of all, Joanie has demonstrated that she is more than capable of keeping things running, and that's as an interim, which is even a much different role than when you actually have the position. It was not a failed search, so it's even questionable when I look at it as a business person to reopen a search that was not a failed search. In addition, there is a long history in any rural region of having difficulty bringing people who may be successful in their urban environments and in their urban context, but when they come to a rural environment, they do not grasp the reality of what it is like. In addition to the different shortages and the geographic transportation differences, there are other things because of that. Those of us who live and love living in rural areas rely very much on long standing established relationships of trust and someone coming in simply doesn't have that. In addition to the fact they do not have the understanding of small things. When your thinking of something like oh well, if the person would just set up an appointment. That sounds simple if your somewhere where your 15 minutes from other people. For my children to go to the specialist they needed, it's a day off work as a single mom. That was a real challenge. So those things, someone from outside doesn't understand in their experience, which is another reason why opening it up to that level can create many problems. When your looking at any federal grant, for example, I was on the grant team that brought \$700,000 with Ferris State to 20 rural districts here for education after COVID. This grant falls in a different category and they fall in that different category for a reason. All the by-laws are different. What you need to prove as far as the rationale for money and someone who comes from an urban or suburban may be wonderful and may be skilled, but they might not know those things, so it's not an even playing field when you've got somebody who is already here, already in place and does know those positions. It would make far more fiscal sense to simply empower her to do the job that essentially she's been doing without full responsibility for that role. I think that highlights the main points that I was looking at. Again, it's relationship, as far as long-standing understanding of the region and who you need to call, that's completely different. But it also goes back to it was never a failed search in the beginning and people who come from outside, we have this in higher education all the time. It's very difficult to have someone move into this region and love it and bring the passion and energy and want to stay. Thank you.

Justin identified he had some public comments from other people who are from Traverse City Clubhouse and the other is from Clubhouse staff from Traverse City. The first is from Stephanie A who is a member of Traverse House. I want to take time out to say or tell you about my club family. First, we all have different graces. I have bi-polar disorder because I was hit by a drunk driver and was in a coma for 10 days. I had a visit from God and my God asked me if I wanted to stay with my young family or come to heaven. Well, I stayed here, raised my children, staying married and with a bad bi-polar disorder. I was blessed when my step-Dad took me to the CMH building and I was introduced to Jake Zimmer and Heather Ouwinga. They asked me to come to club and check out what they had to offer and my new disorder that I was still learning and to live with. We have so many different people with different challenges who work hard on monthly issues. We also have some members who have physical difficulties as well. We offer to help our members with job training, transportation. The club is always here to help and support our members with their needs and recovery. We are more than a club. We are friends in a close family style relationship are here to help each other out. We're blessed with extras, we are very grateful. Thank you so much for all you have done with help in our future. I would like to say, on behalf of the clubhouse, thanks for all your help and we do appreciate all you do for clubhouse. Justin reported the other one is from the staff on behalf of Traverse House Clubhouse. We would like to offer our support for the CEO position at NLCMHA be offered to Joanie Blamer. Over the past years our clubhouse has been through many challenges with the COVID pandemic. We have worked diligently to adhere to clubhouse policy to maintain our standards to support the best possible outcomes for the members we serve. These accomplishments would not have been possible without the consensus and support from Joanie and her direction to the clubhouse staff and members. I'm happy to report that we have maintained full staffing at Traverse House. Members are engaged in the work ordered day. We have new members joining our clubhouse and our employment and education support continues to be strong. Joanie has provided ongoing feedback for operations of our program, supports for staff in cultural transparency through weekly emails, Town Hall meetings and she has not lost focus of being a champion for the members served at NLCMHA. She invested in those who work for community mental health and those we serve. With all of the responsibilities Joanie has continued to make time for Traverse House always providing support and encouragement. If and when there are issues Joanie takes a solution focused mindset and encourages all programs to work together as one team. She is dedicated to our success and the staff and members at Traverse House and are grateful to have such a great leader. We feel that Joanie would continue on this path and should be given the opportunity to continue the relationship with the organization. Thank you for your time. Justin noted the first letter was from a Traverse House clubhouse member and the second from clubhouse and staff. Randy thanked all for your comments.

**B. *Correspondence to the Board – Past Meeting***

Al identified his question about the written public comment in the packet. Randy took that as correspondence to the Board – Current Meeting. He did change that on the agenda. Al asked on the Board Agenda? Randy noted the Board Agenda that I have here and I believe the one that was handed out. I printed this off of what I received. Al identified if it is later he can wait for later. Randy noted I think we can probably get to it now because the item B correspondence to the Board past meeting and I did make this change to reflect correspondence to the Board as opposed to public comment. I don't recall or I didn't see anything in there for the past meeting that needed to be addressed. So, moving on to correspondence to the Board – Current Meeting.

**C. *Correspondence to the Board – Current Meeting***

Randy referenced the correspondence from Kate Dahlstrom. He asked Al if that is what he was referring to? Al responded yes. Randy said that is the only correspondence that I was aware that we received. So please proceed. Al noted Kate Dahlstrom is referring to the enabling document and highlights that we are in violation of having people that are consumers or family members. He has always felt that we are not in violation. Randy noted as you know we get accused of a lot of things and I was frankly confused by the whole thing. He noted that he does not know that we need to get into it. Our purpose here is to see whether we have any comment or any way to rectify the matter. If we need to, as a Board, go back and hire someone outside of our Board here to look into the matter we certainly have the right to do that and could authorize that. Al noted my question is much simpler than that. We are today filling out a form where you will indicate what status you are on the Board. One of them you make little tick marks that apply. She's implying our regulation enabling resolution requires that we have five people on this Board are either family members or consumers of our services. He has always been

under the opinion that we are in compliance with that. I'm asking the question, are we in compliance with that? Randy noted that I will give you my response and then we should probably go to an attorney. My response is I have always believed that we are in compliance and until we receive an actual lawsuit or legal inquiry into this I see it as hypothetical and again you and I have been around for years and those are things we believe we are in compliance and up until this point there has been absolutely no question that we're in compliance. So, this is the first that's come to light. All I can say is I will be happy to personally, delve into the matter. Al noted or if everybody will fill out their forms today, we'll know the answer now. Randy noted so why don't we hold that off until the next meeting and then we'll know what we said.

There is also a letter from Kristen Kenny on page 112. Kristen noted she could speak to that if you would rather she read it herself. Randy identified that public comment time has elapsed and will go to the letter itself. Randy noted that this is a letter of support. If the Board wishes to discuss this, fine, if not we will move on. Kristen noted I thought it was going to be read that is why I didn't. Randy noted I read it I hope other Board members read it. Beyond that, if any Board members want to respond to what they read, that's what this time is for. There is another opportunity for public comment at the end of our agenda. Another opportunity for public comment will be at 3:35 p.m. and you are welcome to read the letter. Randy asked anything else regarding Board correspondence?

#### *D. Ownership Communication*

### **6. CHIEF EXECUTIVE OFFICER'S REPORT:**

Joanie identified that there are a couple of things in her report she wanted to go over and some new items. One is the property that you approved for purchase a couple of months ago is looking to close next week and I know that there were some questions about wanting an update on that. Hopefully, next month we will have the final details of that as we move to closing.

Relative to some of your conversation that you have been having about the link and access to the meetings, Dan, who's not here today, did want me to share with you that he is recommending that we use Webinar Teams for the Board meetings. He believes that this will allow us to minimize the external noise. It allows us to recognize people during public comment. He is willing to have staff on site each month to oversee that, and he also believed that it will address the link being on the website ongoing but will still need to test that as we make that change. So, we can certainly wait until you know next month if you wish or we can have a consensus that we want to move to Webinar Teams. I'll pause to see what you all are thinking about that. Any objections to moving to Webinar Teams? Randy identified that he has no objection as long as it doesn't interfere or will, better said, allow for whatever changes or enhancements we would like to have for our overall communication process and with that, I mean that that's my only comment. So, I did encourage Dan personally to explore enhancements in that area as it is my personal belief that a hybrid meeting will be the standard. In other words, online and in person will be the standard going forward for, I hope, for this organization. I'm seeing it in other organizations as well. Mary noted my concern would be that it would not limit the number of people who could be a part of being a part of the video and audio portion of the meeting that they would not have to identify themselves unless they were a part of public comment. The numbers I'm concerned about and the ability to be able to hear. It is critical because I can hear better when I'm at home on video that I can when I sit here at the meeting. Joanie noted I can ask Dan about that, about making sure we don't limit. I don't believe that it does, but I'll make sure. So, if there's no objections, we'll have him try the Webinar Teams next time. Obviously, testing that before we get there.

The public health emergency order had been extended through July 15th of 2022. We talked about that last time. That means that this room is the only room large enough in our four offices to have the distance between us and we also use the conference rooms and the other offices for clinical care. Randy noted to clarify. Does that have anything to do with a video, interactions with clients? There's something in the wind that video visits will no longer be paid for? Is that covered under the same extension? Joanie responded yes. We can still continue telehealth. We did receive communication from MDHHS in this extension that they shared with us the codes that we are using are not tied to the federal order. The State noted they are going to end at some time and we would be given notice. We will continue to remind people that when the order does come to an end the telehealth codes are set to expire.

Joanie noted we need approval for 40 broadcast commercials and two 25,000 digital, 65 broadcast commercials, 16,000 plus 4 commercials, two different grants. I'm asking you for approval on this because it's over the \$15,000. These funds were already approved in the budget, but in order for me to sign the purchase order, that is more than \$15,000, I need to have approval from the Board.

<b>MOTION:</b>	<b>Approve the Advertisement</b>
<b>RESULT:</b>	<b>ADOPTED [UNANIMOUS]</b>
<b>MOVER:</b>	<b>Barb Selesky</b>
<b>SECONDER:</b>	<b>Justin Reed</b>

Joanie identified I also put in the staffing on the second page, I just want to highlight, we've been speaking about staff retention at the regional level and at the OPS meeting earlier this week. We spoke about it again. I've been speaking with Lauri. We plan to come up with a plan for some retention pay for our current staff next month or in May looking for approval on that. I just want to give you all a heads up that we're doing that. The rest of the region are all looking at retention pay as well. Many are looking at COLAs. We are looking at a specific amount. Lauri and I have had conversations and I shared this at the NMRE OPS as well. When you do a COLA it increases and that's something that doesn't go away. We did a 5% increase this year. So, we're looking to do this amount. Whatever we come back with, we're going to look at the numbers rather than increasing the budget going forward. Part of our rationale for that is we know that there's a salary survey occurring and we're waiting to hear from that.

Joanie has been working with Debbie Stabenow's Office and she had approved the \$1.8 million. She did receive an email on how to move forward and she is working with Lauri and Deb Freed so we will be submitting that application to get those dollars. We are expecting that those are going to come through in early Summer.

Today Joanie learned that the Senate Budget Committee, Senate Bill 828, which is the budget recommendations, was approved and in that there are new one-time funds as a Northern Michigan Crisis Stabilization Unit for \$5 million dollars and will include crisis stabilization, crisis residential and support services that will expand our continuum of care for people experiencing a behavioral health crisis. This approval is the first step for the Senate; it must be approved by the House and Governor as well.

The Mental Health Code and Administrative Rules have been pushed out to your iPads. There's been lots of talk about the Mental Health Code relating to our compliance with it. Chapters one and two mostly focus on the Board's responsibilities. I thought it would be good for you to have all of them. You also have the Administrative Rules. She asked for any questions. Randy asked if the push out of the Mental Health Code went to the iPads? Joanie responded yes that occurred yesterday.

Randy asked for clarification in your midpoint report that was sent out via email, which you have subsequently copied into your report here under legal case the original memo or report contained the beginning of a line and then it just stopped. I would ask and I did note it wasn't included in this first report. I would just ask for clarification. Joanie noted I apologize for that. I did notice that after the fact. So, the clarification is that the ALJ judge, which is the judge that overhears our Medicaid Services, made a determination and upheld a determination requiring a to obtain denials of service from private insurance and other Medicaid Service Administration coverage. They have two Blue Cross Blue Shield and MSA coverage, and the ALJ judge said in order for CMH to pay, you have to provide the denials for coverage and the family is disputing; they're saying they can't do it. So, that's the only aspect that they're seeking clarification on from Circuit Court.

## **7. NORTHERN MICHIGAN REGIONAL ENTITY REPORT:**

Randy asked for comments from Mary or Justin and there was none.

## **8. ASSURANCE OF ORGANIZATIONAL PERFORMANCE:**

A. *Receipt of CEO Response to Monitoring Report –1.0 Consumer and Community Ends (1.0.1 – 1.0.5) (Internal Inspection)*

<b>MOTION:</b>	<b>The Board finds the organization 89% in compliance with Policy 1.0 Consumer and Community Ends (1.0.1 – 1.0.5) (Internal Inspection)</b>
<b>RESULT:</b>	<b>ADOPTED [UNANIMOUS]</b>
<b>MOVER:</b>	<b>Nicole Miller</b>
<b>SECONDER:</b>	<b>Ty Wessell</b>

B. *New Operational Worries* – Nicole noted I have seen several articles about Grand Traverse County seeking to remove themselves from the ability to participate with Northern Lakes. That brings me worry. I have not seen anything from the county about how they would manage the \$25 million of Medicaid Services for our recipients. So, I just wanted to bring that up as a potential new worry.

Randy noted certainly. He noted that last month or somewhere during this process, Mary, I believe you had some concerns regarding the hiring of an attorney to review some things and in discussions about putting the agenda together, I indicated that this, that new operational worries would be an appropriate place to bring that up. If you would like to bring that up at this time. Mary responded there was an attorney opinion that was requested from Haider that dealt with, I believe a procedural issue on the part of the Board, I was concerned as to whom asked for that opinion from the attorney. It was not a motion from this Board. If it was an individual Board member I thought we didn't do that.

Randy noted I can explain. I shared your concern. The opinion from Haider noted, We have been asked to provide clarification on certain issues related to March 17, 2022. This is coming from the record. This is coming from Haider Kazim he is of Cummings, McClorey, Davis & Acho. Dear Ms. Blamer, We have been asked to provide clarification on certain issues related to the March 17, 2022 Northern Lakes Community Mental Health Authority Board meeting. First, we are asked to provide clarity on 3.6.8 of Board policy regarding the Chairperson voting regarding hiring or terminating the CEO and how it might relate to the Chairperson placing the motion to rescind on the agenda. The reference to 3.6.8 of Board policy and I think where concern arises is at this point, we should point out that based upon the email received your requesting clarification on this subject. The request did not in capital letters, originate with you. Instead, the request is from a board member, and so one of the concerns is the individual Board member going to the CEO and the CEO subsequently requesting and more importantly expending money for an opinion that came from an individual Board member rather as the Board of the Whole. That a clear violation of our Board Governance policies. The response given by Joanie in her email, dated Saturday, April 9th, was and I'll read it for you. Given Board members requested clarification and legal opinions, I sent the questions to Haider. I'm not an attorney, nor a parliamentarian, and needed to ensure we were following Board governance policies as well as applicable laws. I believe my actions were consistent with what is expected of the CEO noted in the Board policies pasted below. 2.8.4 fail to advise the Board if, in the opinion of the CEO, the authority. I'm going to highlight that the authority is or may become noncompliant with a Board policy. The question to Haider was, was the Board noncompliant with the Board policy, not the authority? So, to me it should be coming from the Board. The question as a whole Board we should say well, gee whiz. We're in violation. We as a whole should authorize expending of funds to clarify this matter. Second, Joanie stated 4.3.3 provided that the CEO is managing the affairs of the authority to the satisfaction of the Board and in compliance with applicable laws and regulation within a reasonable interpretation of Boards Ends policy and Board Executive Limitation policies. The Board delegates to the CEO the power to manage the affairs of the authority without interference from the Board. Randy noted well again, I read this as this Board policy relates to something outside of the topic at hand and the topic at hand we're all acquainted with. So, it troubles me personally that we're basically through this memo what I took out of it was doing interfere with me and I can deal with individual Board members as I please. I disagree with that, and that's in violation of our Board

policy. So that, that is an operational concern. We cannot, we just cannot continue to operate in that manner. We just can't. I believe my comments on that topic are I'm done. If anybody else would like to open, certainly.

Thank you, Sir noted Ben. We've dealt back and forth too also. I had brought some legal research that you had requested I send to you. Yes, on not only the tie vote, but also the 2/3 majority and I sent you the court case and all that you requested. I didn't receive a response back, so I didn't know exactly what to do. So, I went to the manual that we that you were just commenting on 2.8 Communication and Support to the Board. 2.8.8 says for the CEO failed to deal with the Board as a single, unified whole by communicating with individual Board members outside of established formal channels. Then it has in parentheses. After that, a request by an individual Board member to the CEO for fax or data is not subject to this prohibition, and so I decided because of that clause in there that I could email the CEO with the same thing that I had emailed you and to see if we could get some type of a ruling for that, because apparently my research wasn't enough to change anything so I figured an attorneys much better research would cause us all to have a better understanding of that, but I use the 2.8.8 as my reason for that, and if I'm an error, I would appreciate anyone here explaining how I was. Randy noted where my retort is that the asking for facts is one thing but expending money for an attorney? That is where we get into some gray area here. I think frankly. Well, let me back up the train a little bit. I did not respond. I didn't. The reason I didn't because while it is a factual matter and if we want to reflect that in the minutes, that's fine. I mean, technically the tie was a fail. I did not understand that at the time. I did not push back at all. I just merely accepted the fact that an Attorney General's opinion in this case was the Attorney General's opinion and that's fine, but it didn't really change anything. So, on a technical basis the motion failed. Did it change anything? No. So, that is why I didn't respond as to what that means it is part of my hope that we as a Board will embrace the governance policies that we have. Well back in 2003, when the two entities came together, the founding members, if you will, decided that we would follow a governance process as opposed to an operational process. It is my hope that and Carver I haven't done much research, to be honest about alternatives to Carver as far as governance goes. But I think this is something that we as a Board have to decide whether we are going to be an operational Board or we are going to be a governance Board that's fundamental. After that we have to work to clarify these items so we don't have these misunderstandings. I think that's extremely important. It's going to be hard work. It's going to take time. It's not going to happen with one Board Retreat. I just don't believe that it will totally sink in with one Board Retreat. I could be terribly wrong, but we're going to, my understanding is that we will have a Board Retreat on that topic and we can begin to dissect these things so that we can really use that tool effectively. I personally think, it is a marvelous, marvelous tool used, but like any tool, if it's not used properly, it's not worth much.

Barb noted that she was very much interested in completely following the Carver protocol. I am saying after the last meeting what does 3.6.8 mean? We were uncertain about what it meant. I think we were uncertain about that exactly how the vote went, but why we voted twice in a row without motions. So, my problem was I wanted to know the truth about 3.6.8. Because I think we as Board members need to truly be responsible now for how we move forward. I don't see it. I just don't see it as this Board. In sync now, because we want clear information, the best that we can get and we actually have. I didn't ask Joanie to send it to the lawyer. I asked could I please have clarification that was my email. I was happy it went to the attorney because who knows what I'm going to get from our conversations around this table because we are not schooled enough in Carver. I'm not schooled enough in Carver to trust what you are doing when there's an argument going all the time and there's no peace. So, that makes me really nervous. But, I was very happy with the clarification for one, I got the truth that you can do what you want to do. One of the things you did this week was write a letter to the county commissions. My county commission all got cc'd there. So my county commissioners are talking to me we know you're at the Board meeting. Why are we getting these memos like this? So, I know you can do that. It's part of the Carver and part of the leadership. But what a disappointment when we have to vote today, because you're going to call the motion again and you are demanding that people show up. People are going to show up they are committed to

community mental health in our region. Randy identified allow me to respond please. There are a couple of items you brought up, so I want to address each one and if I don't address each one, please remind me what I didn't address. First, I was concerned because I saw it as a violation of Board policy. I did not intend to accuse anybody of anything. I think the resolution to that is to look at the policy and clarify it, refine it, but definitely understand it so there is no confusion. To be absolutely honest part of me is very glad because we got a letter from Haider because it confirmed what occurred was appropriate on all levels. All right. The one thing that I was shown to be in error on by Dr. Townsend as well as the attorney that the motion to the second vote of the motion to rescind was inappropriate. I accept that and didn't argue about it. I again go to the fact that it didn't change anything. To address your comment regarding my writing county commissioners asking for everybody to be present, I sent it to every chair and carbon copied every commissioner. The reason I did that was because the vote that occurred in February to offer the job to Joanie occurred when there were three members of this Board who had said in advance that they were going to be out of town. I felt strongly that the vote came up without notice. As I recall, you were desirous of amending the agenda, we did, that we voted. It is what it is. However, prior to the vote, I pleaded with everybody. Hey, let's wait for everybody to have their say. That's only fair. Absolutely not. The Board proceeded. You had a quorum. Motion carried. Done. I know a couple of things. One, I know that you can only vote here in person. You cannot vote when you're online. Doesn't count, right? This is such an important thing. This is probably one of the most important things that we will do here as a Board is to go through due diligence and hire a CEO. This organization is in charge of over 5,000 citizens from all counties. We have an \$83 million budget. The representatives here are appointed by the counties to represent the counties. I wanted the opportunity no matter the vote. No matter what the Board is to say, it was fair to all concerned. The only way I could think of doing that was to go to the people who authorize our name as Northern Lakes Community Mental Health Authority. So, our authority emanates from the counties. Each county has the right to representation in varying degrees depending on population. The founding fathers again hash that all out. So, I said it's only fair to all concerned to vote on this issue. As with everybody present and that's the reason in that memo, I didn't promote one way or another. I simply stated the facts of what transpired. That is why everybody is here today, I thought as the Chair of this Board, it was extremely important that all counties have a say in this and have a vote, and we're going to have a vote in a little while and everybody's going to vote their whatever their feeling is. And so be it. This vote is not, whether or not to hire Joanie Blamer. I know we have seen a ton of correspondence and a ton of comment regarding with emails flying and you name it. Telephone calls, etc., etc. this vote is not about whether or not we hire Joanie Blamer. This vote is whether we go through an orderly, professional process to decide who best leads this organization and if that happens to be Joanie blamer, so be it. Hey that's fair. Barb noted I disagree with you completely because we have been three months in trying to clarify our vote and we have had different people here all the time.

Ben identified we were kind of back and forth here. You know I said something and then you said something and then you went off track. But I'm sorry about that. But I was going to respond to it. What I had read is a request by an individual Board member to the CEO for facts or data is not subject to this prohibition and the legal definition of data is information about the law. If anybody needed to know that and I try to be an ethical person and not go outside of what we're supposed to do, and I was just wondering if anyone thinks what I did was inappropriate, out of bounds or unethical, and for my requesting this data from the CEO from whatever means was the wrong thing. Because if that's true, I would be glad to pay the attorney myself because he was just going to reiterate what I already knew, and I didn't do. I only asked about the tie vote and the 2/3. Mary responded my opinion, Ben, I don't think that you were wrong in asking the question. I think what happened once you asked the question is where things went wrong, because I think the response should have been it needs to go back to the Board if there is not clarification because I can't give it. It needs to go back to the Board and then the Board needs to collectively decide whether we need to get a legal opinion or not. Bottom line is the legal opinion needed to be a decision of the Board, but I don't think there was anything wrong with you asking the question. It's the response that you got, I think is where things went wrong. Randy said I would concur. I would have said exactly what Mary said. Ty noted as one



Commissioner that received your letter. I appreciated it. I thought it was timely and it was important that we could get people here to do our work. So, thank you.

Justin identified he does have a question. By definition are we a public body? My operational worry is since we are a public body. That means we have to follow what the Open Meetings Act says. So just want to clarify that. Thank you.

Other operational concerns. Randy identified I think a Crisis Welcoming Center for our area is a wonderful thing. I do. I haven't seen anything yet that really clarifies I mean to me we got a lot more details and plans etc. on buying a piece of property in the Cadillac area than we are getting on the Crisis Welcoming Center. I see employees being moved into that role at the expense of Justice Diversion and that concerns me. It really does. I also see a move to reconfigure the space. After we reconfigured the space so that we had enough space to operate what we had and now it's being reconfigured again. I saw two pieces of paper regarding the Crisis Center. One was a two-year projection of cost for salaries and then some narrative regarding the importance of having a Crisis Center. So, I would, as I said last meeting I really would like more. It concerns me that we're moving forward without having some really defined plans as to sustainability etc. There's also references in the material that I've reviewed as to an Advisory Committee or some such. But I have no idea who comprises that an Advisory Committee? So, knowing that the sustainability of this activity depends greatly on, I mean because the \$1.8 million according to the one-piece paper I got was all for salaries for one year and it's an unknown how we are to go forward after that. I can tell you if I was a psychologist I would think long and hard about joining on. So, I have a concern about that or anybody frankly joining on knowing that if they did know I'm I would think they would be informed that we have funding for one year and then we'll go from there. Finally, I contacted the NMRE Eric Kurtz specifically and said hey, are you in on this? What can you tell me? He informed me that he has not been consulted at all. He's the one where a lot of the sustainability will come from. So, that concerns me and I will that concern there. One final concern is that I was in a meeting recently it was outlined on the I was invited I might even say summoned to a meeting between the Grand Traverse County Chairman, myself and Joanie Blamer to discuss what we were told was the something that Nicole touched on and that was continuing calls or what the Chairman, what Chairman Hentschel referred to as ongoing concerns within the community being brought up with the community about being a part of Northern Lakes for Grand Traverse County. We all came and attended the meeting. During the meeting Joanie put together a couple of sheets, the first sheet and this is probably I what I'd like to suggest is that you that you change this going forward because it really is misleading and that is a box that says the return on investment for Grand Traverse County is 3900% and that is calculated by taking Grand Traverse Counties match and dividing that by or dividing it. Into what the state provides to Grand Traverse County in terms of Medicaid funding. It's the county match. Well, in my arena, when you invest in something investing in something that you have a choice over, and you make that investment and you deal with whatever your decisions are. Frankly, in our environment, we have no choice or the counties have no choice as to whether or not they're going to provide mental health services they have to by law. Secondly, it concerns me greatly that in our attempt to provide jail services to Grand Traverse County, one of the bullet points says offered interns to the county jail. I'd heard that a couple of times prior to this meeting and it concerned me when I heard it. Then I saw it in print and my concern is this. These are people who come for "on the job training", So, I went to a couple of people and I asked what do you think about the idea of exposing an intern to the jail? They were very concerned about that. Then I will give you the experience of my daughter, who in her very first year with North Country Community Mental Health was sent to the jail. One of the visits she made to the jail the inmate in question dropped their pants. That had quite an impact on her. I have great concerns about, A, having interns coming on when we are short staffed and exposing them to that dramatic of an entry into this business I think is well, it is concerning. So that's the end of my operational concerns. He asked for any other operational worries?

Ben asked for one more stab at it here. We received a letter from Haider on March 14th. Regarding it was from for Ms. Blamer and said you've asked us to answer 2 questions. He asked that he answered the two questions in that letter that we all received at the end. He said

if you have any other questions regarding this matter, please do not hesitate to contact us. I took that as meaning our CEO, who is our only employee and oversees Northern Lakes, has the individual right as CEO to contact the attorney for Northern Lakes to make rulings and there wasn't anything said by any Board member back when we received this in March as to this not being a normal thing for the CEO to do. That's why I wrote her and asked if she could get the data, the legal information for that from the legal counsel. I don't think I mentioned Haider, but this was same thing that happened in the March meeting. So, I'm confused more than anything. If I did something wrong, I apologize for that. Randy said I think we've said before, I don't believe we think you did anything wrong. Ben said, yes, but before you're suggesting that Ms. Blamer did something wrong by contacting Haider to get information for me. But she had contacted Haider before to get the same type of information that was going on the meeting and even Haider said if you have any other questions, contact me. I took that as meaning that if I could use 2.8.8 to tell her to get some data for me, she could go back to the same source for the same type of data that was two questions on what the Board did in March. As you recall from that letter about the meeting minutes and the special meeting and all of that, so that I'm just wanting you to know my motivation and that I still think if this was a question about her not being able to go to the attorney with questions because of the money involved if she's the problem, then why wasn't she the problem last month? That was my question. Randy noted my response to that is we can go around and round and round on this all day long. The bottom line is it happened. No one is being sanctioned, per se. We're bringing this to the Board's attention and it is crystal clear that we need to clarify this, would you agree with that? Ben noted I would take the word data out of that or data out of that section if you don't want any legal opinion. Hey, from an individual Board Member, Randy said I'm all I'm 110% on clarifying how we operate going forward. We need to clarify, we need to get on the same page. Ben identified I also need the clarification as to whether the CEO of Northern Lakes can contact the attorney with any questions? Randy noted I don't disagree at all. Ben noted that in my experience, that's what the CEO does because you know we paid \$30,000 for one month for Wexford County because one of the commissioners are going directly to the attorney every day with questions and he was slapped down. There's only one person that can go and that's the Board Chair or the Administrator of the county they both have the legal right to seek legal help. So, that's what I'm trying to clarify that. And I don't think, the problem was with Miss Blamer either. Randy interrupted we should probably clarify the whole thing because we do disagree. That it is what it is. Ben said thank you. Randy said your welcome.

Penny identified since we're talking about 2.8.8, if you read the Record Eagle article, you know that yesterday something was brought to the Board of Commissioners regarding that piece of that. There was concern that our Interim CEO should not be talking to individual Board members but should be talking to the Board as a whole. I did explain to them that she explained to me that it was explained to her that it was okay to do so. So, why don't we also clarify that while we're at this? Thanks.

Justin noted the only reason why I bring up the Open Meetings Act and only reason why I brought the worry about public body is because the fact that you know Robert Rules of Order and the Carver model is the way that we do business and that's how we do things to go forward. My point is that even though those are a policy my worry is that if we do not follow the Open Meetings Act to what the state law says that can have repercussions for us as a Board for NAMI, BDAI and for somebody suing us and that's giving them ammunition.

- C. *2.8 Communication & Support to the Board* (Internal Inspection) Please complete and turn in as usual.

## 9. BOARD MEANS SELF-ASSESSMENT

A. Receipt CEO Response to Monitoring Report 3.3 Board Member Code of Conduct (Direct Inspection)

**MOTION:** The Board finds the organization 89% in compliance with Policy 3.3 Board Member Code of Conduct (Direct Inspection)  
**RESULT:** ADOPTED [UNANIMOUS]  
**MOVER:** Nicole Miller  
**SECONDER:** Rose Denny

3.6 Board Chair Functions

**MOTION:** The Board finds the organization 89% in compliance with Policy 3.6 Board Chair Functions (Direct Inspection)  
**RESULT:** ADOPTED [UNANIMOUS]  
**MOVER:** Rose Denny  
**SECONDER:** Nicole Miller

April Monitoring Assignment

3.7 Governance Committees (Direct Inspection), 3.7A Recipient Rights Advisory Committee (Direct Inspection), 3.7B Recipient Rights Appeals Committee (Direct Inspection). Please complete and turn in as soon as you are able.

## 10. GOVERNANCE POLICIES DISCUSSION AND ASSESSMENT:

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

RRAC Minutes – April 5, 2022 – Review and Approve

**MOTION:** Approve RRAC Minutes – April 5, 2022  
**RESULT:** ADOPTED [UNANIMOUS]  
**MOVER:** Ty Wessell  
**SECONDER:** Barb Selesky

Posting Meeting Minutes on Website – hold off until the next meeting.

D. Board CEO Linkage

Al noted he was mistaken the audit report was not on here for approval. – approve next month to be added to the agenda for May.

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

**MOTION:** To Rescind the Offer of the CEO Position to Joanie Blamer  
**RESULT:** Roll Call Vote. 9 No. Townsend, McMorrow, Babcock, Pope, Griffis, Reed, Miller, Powers, Selesky. 7 yes. Dekorse, Denny, Morris, Cambridge, Marois, Wessell and Kamps. MOTION DEFEATED.  
**MOVER:** Ty Wessell  
**SECONDER:** Mary Marois

Randy asked each person to state their position. I will remind everyone that this motion is not to fire Joanie Blamer. This motion is to restart the CEO search process. Simple as that and by rescinding the motion to offer that sets into motion the restart of the CEO search process. He asked that anyone who has commentary in this area or wishes to comment before we complete a roll call vote. That each person has a right to do so. Ty stated I made the motion and I support the motion. Sitting

here today we have operational concerns, we've got governance concerns, we've got staffing concerns, we've got consumer challenges, we've got problems with our counties, we've got disagreement on performance issues. We've got who knows the challenges we've got coming from Lansing and we need to have a CEO and a Board that works together and moves forward, and we agreed as a Board three weeks three months ago to reopen the search process. We all agreed that we needed to do that. That was a vote and then there was a vote taken the next month that nullified that. And I think we need to reopen it. We need to get a thorough search and we need to find a CEO that will lead this organization in the future to where we need to be to address all of the concerns and challenges that I think have been demonstrated today. Mary, I seconded the motion and I agree with Ty. Pretty much the same thing that I said back in January as to why I supported going back to a process to hire a CEO. I maintain that we as a Board are not doing our job relative to the Mental Health Code and or the Administrative Rules. That we have pretty much abdicated 90% of our responsibilities to staff and I think willingly those this our CEO over the past two or three times have happily accepted those responsibilities and kept the Board out of their hair. I think the crisis center needs to happen, but I think the Board needs to be more involved in that process of decision making. I think the community needs to be more involved in that. I think there should be salary studies done relative to staff. I think that the Board should be more involved in staff retention. There needs to be more community collaboration, more media relations. I just think that our transparency is not there. We have a long way to go as a mental health Board and we need the right CEO to be on the team leading us in that direction. Justin identified we have an Interim CEO who's been doing this for two years or probably a little more than two years. She has met all of the audits, she has done CARF and passed CARF. Also the fact that she works with the community, she's also worked with our Traverse House Clubhouse and the only county she has issue is with Grand Traverse County. The citizens of Grand Traverse County do not understand the fact that the Authority CMH is tied to rules what the Michigan Department of Health and Human Services saying and what our Mental Health Code says and that is all out of control of what Joanie can do. Joanie can only advocate for what she has and I think that is brave of her and I think that she knows the area and she's been doing it for two years. What the COVID that we had that is putting a strain on everybody. That's not fair to say that well, we can blame Joanie about the retention issue and the staffing issue. No, staffing issue and retention is a problem everywhere in Northern Michigan. Al echoed what Ty said. I also want to say that this is such an important decision. I do not want the record to show that six people elected our new CEO. As a matter of fact, when we get through all of this, I'm going to propose a change to the Bylaws that will require a majority of the seated Board for certain actions and certainly selecting the new CEO would be one of those. Dan noted I too agree with Ty. However, like I was saying for us to look at our governance, I think that just about any CEO in the same position would run into the same problems with our oversight. There's not that much oversight. We rely on the CEO to take care of everything and then when something comes up It's like, well, we what's going on there. It's like we didn't know that in the first place. I think we should have more understanding of what's going on and less hands off of what's going on. Penny noted so again my message is not changed from the beginning. With the way this process went about has the potential and we've seen it if you've read the paper at all. You've seen that this process has kind of put a black mark on the organization and made us look unprofessional and we need, if anything needs a do over this one does. But the other item that I have to be cognizant of is that we keep talking about, well, you know, Grand Traverse County I have to be cognizant of the fact that my county sent me here to represent them. We are in the process of forming a specific vision for what we see in a lot of areas and mental health is one of those when we and we're looking at a CEO. The top priority is that person capable of earning trust from all of the entities that they deal with? My opinion doesn't matter as much as theirs does? I've got a solid no across the Board in Grand Traverse County from our leadership, I can't ignore that and so my responsibility ultimately is to say, OK, let's start this again. If Joanie turns out on top again. Great. Fabulous. Let's do that. But it needs to be completely transparent and above Board and a process that respects everybody and respects her and respects our Board going forward. So that would be my position. Ben noted good lead in. I've said this before here, the Commissioner Board so that I could be on this Board. That's not a secret. When I leave the Commissioner Board and come here, I'm not a Wexford County Commissioner anymore. I'm not. I live in Wexford County. I happen to be a commissioner, but I put this hat on here. I'm more concerned for the organization here than I am Wexford County. Although you have to look at that. I'll give you an example of that. You've all received a letter, as I did from the Chairman of our Board and the Vice Chairman. They called me and said you want to be a part

of this letter and I went absolutely not. First off, you don't tell me what to do. You appointed me to the Board, and I'm going to go there and I'm going to represent the best of Northern Lakes. Not the best of what Wexford County leadership wants me to do. No matter how you're going to vote, that doesn't matter to me. I respect your opinion because you're looking for the best of this organization. I really believe. That is why if I vote differently than how my county wants me to vote, so be it. That the most important thing to me, is this organization going forward and that's why I think we all have to vote our conscience here, not what our county thinks or what our best friend says. We ought to evaluate everything as we have and I respect that and then I'm going to vote how I believe is best for this organization to go forward and I'm going to stick to that. I've removed my County Commissioner hat because I'd rather be here and if I leave the County Commissioner Board, I hope I can still stay on this Board. Barb I just want to mention something I've been here a year next month. More than half this Board is brand new. I sure don't know how we can expect we can make a judgment that we're not in good shape after everything I've read from every report that's been in writing. In our all our forms, all everything we've reviewed since February or earlier. So, when we're saying we don't have something, it's our fault as a Board, all of our collective faults. Because the management has 300 plus employees that she's got to wait on. Plus all the clients that she's got to wait on. If we cannot get in line with her to get our stuff on the agenda to bring it to the Board and all of us work together to do something, shame on us. I'm voting for Joanie. Randy noted I would like to reiterate before we vote. This vote is not about Joanie Blamer. This vote is allow the reset of a process which many of us have said, myself included that Joanie is more than welcome to enter the CEO search process. More than welcome. Now we've been inundated with communications regarding something that may, depending on the vote today may arrive at a decision to hire Joanie Blamer. It may. I'm good with that. I have no problem with that. My problem from day one was that we being the people who represent the various counties, were not all allowed to be at the table to have our vote counted as we feel compelled as we represent the counties we come from. Simple as that. To turn it into something different muddies the water, and I don't want to muddy the water. I want to say hey, let's make this decision fairly, which is why, again, I wrote every single County Commissioner saying, please encourage your folks to be at the table when we vote on the most important aspect of what we do. I respect each individual's vote if they feel their voting because they're county wants them to vote a certain way. You're here because you were selected by your county to represent them and they appointed you I didn't want this decision to be based upon the threat of Grand Traverse County leaving Northern Lakes. Because I can guarantee you in no uncertain terms that if the county sees their way fit to remove themselves from this Authority, which they have the right to do, it will be devastating not only for staff but more importantly for the citizens we are charged to serve. So, this motion is about let's go through the process in a professional orderly fashion. Make the decision that is best for the organization as a whole. I've said before and I'll say it again. Joanie is welcome to enter into the search process for consideration. The point is we are all here now. We all represent our counties and so now it's time to vote. Nicole noted I take issue with the word allowed. Everyone was allowed to attend. Adults make choices, but they were allowed. Lynn noted I have a question. I am new so I just want to get bit of background; this meeting where this vote took place was this item on the agenda right when the meeting began or was it added to the agenda during the meeting or how it was added? Randy responded it was added to the agenda at the beginning of, as I recall correctly, the Committee of the Whole began and I had some information on a search process that I did not get to for distribution prior to the meeting agenda. So, I then proceeded to ask that be put on the meeting agenda. At that point, Barb wanted to also add a motion to offer Joanie Blamer the CEO position. In essence, both items were put on the agenda. The reason that the vote for offering the position to Joanie Blamer was put ahead of the motion to hire a search firm was because I said, if the vote goes to offer Joanie Blamer, there's no sense voting on a search firm. Also, for your clarification, Ty referenced it, there was a vote to reconstitute the search process, which is why I came with my particulars. That motion stands for now. So, it's been tabled, and we will take it from there. Does that clarify the matter? Lynn noted I just wanted to make sure it was added to the agenda, the Board voted to add it to the agenda and the Board voted on it within that meeting. Randy responded yes and for clarification, it was made clear to the sitting Board, those who could vote that there were members of the Board who were not given advance notice what had no knowledge of this and had given advanced notice that they weren't going to be in attendance at the meeting. At which point I said, please, please, please don't do this. Justin noted just to say that our last meeting, since that last motion was a tie, it

failed. I'm just saying that. Thank you. Sherry noted that the CEO search ended with two people and Joanie was one of them. Randy restated the motion.

Motion made above failed with a roll call vote 9 no and 7 yes.

Agenda items – Interim CEO, Motion to Engage Hiring Solutions LLC and CEO Search Process and Budget were not discussed.

## 11. OWNERSHIP LINKAGE:

A. Citizen Comment – Kristen Kenny, President of the Board of Club Cadillac We received approval for NAMI here in Wexford and Missaukee Counties. I am the parent of a recipient of mental health services with a long history of mental health advocacy. I'm not sure how many of you actually have had the privilege of reading my letter in advance but I would thank you deeply to those that did and took it to heart because this was not a failed search. I am thrilled with the outcome today. I found it a bit intriguing that a bill for an attorney would be a financial concern but the fiscal responsibility of this Board to engage for an agency for a new search was not considered to be a concern as it was to me. My son is your front page of the Cadillac News success story. Thanks to the services that he has received from community mental health services here in Cadillac. I have been working very closely with Joanie in my various roles and I think she is an inspiration of leadership roles to me, and I think full authority as CEO she is going to rise to the occasion. Just in the last months my entering the waiting room here was a much better experience then it has been in year's past. The atmosphere, the communications I have with those working for her is all positive and I am thrilled with the outcome today.

## 12. ANNOUNCEMENTS/BOARD MEMBER REPORTS:

- Justin responded that Traverse House for the Cherry Festival which is done every year. He dresses up like a cat which is the ears and tail and such. It is a fun time for our clubhouse, and we sell parking spots in the back of community mental health when there is no business.
- Joanie reminded everyone that May is Mental Health Month and she included information in your packet with all kinds of things we are doing. Please promote those and feel free to attend.
- Barb asked if we need to have a motion to have a committee appointed to do a budget for a hiring package for Joanie. Randy responded that we do and I'm glad that you brought it up. He has given it some thought, as you might imagine. I think the best and fairest way to go about that would be for us to do it as a Board so there is no question whatsoever. He noted that what can be sent out for reference, comment, etc. is the contract that we had prepared to offer and there should be a clear process to assist us in what the salary and benefits offer should be. There ought to be a budget for it and honestly at this point I do have what I came prepared to do was to propose a budget for a CEO search process. One of them I received a suggestion from one of the members of the public as to an alternative search firm or a different search firm and I did I attend the webinar and I went on, you know, and I was going to have the committee review that. I think the best thing to do frankly is to circle back not only to Hiring Solutions, but also to this other company. The other company is a nationwide company. They charge for a total search process quite a bit more than the Michigan company, but how about we do this? How about we see if we can engage them and set a budget for it at our next meeting and engage them in the meantime. I think that is best that we continue on exactly where we are as far as Joanie goes and engage that company (Hiring Solutions) to do a full analysis of what an appropriate salary would be, bring it to us for approval and go from there. Does that sound reasonable? All right.
- Justin noted that he does have the salary level that we offered Dave Pankotai. It was further noted that said the salary range noted on the posting was \$135,000 - \$165,000.
- Randy noted basically what's going on with the Board Association is a continuance of the frankly, what I would label a war with, well, the war is whether or not we abdicate our responsibilities and hand it over to the for-profit health plans or frankly, the State of Michigan and the Board Association is very active and remains active in that area. That's the main and you need to be aware of that upcoming there will be an upcoming conference that will be in Traverse City. So, I would encourage anybody who has the ability. It's a lot easier to attend something that's closer than a lot of them that are far away, but you'll receive more information on that.

### **13. MAY 19, 2022 AGENDA PLANNING:**

Done.

### **14. MEETING EVALUATION:**

#1 – We spent our time on the most important governance topics – excellent

#2 – We encouraged diversity of viewpoints – satisfactory

#3 – Our decisions were made collectively – satisfactory

#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 – Ty identified when the Board makes a decision, we all need to support it and that is what we need to do as we move forward on the decisions made today. Barb thanked Randy for putting up with me not knowing anything and continuing on with it.

### **15. ADJOURNMENT:**

The meeting adjourned at. 4:22 p.m.

Respectfully Submitted,

Randy Kamps, Chairperson

Sherry Powers, Board Secretary

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Deb Lavender, Recording Secretary

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