

**Board of Director's Meeting
Minutes**

DECEMBER 20, 2018

2:15 PM

1. CALL TO ORDER:

Northern Lakes Community Mental Health Authority, 105 Hall Street, Traverse City, Michigan. The meeting was called to order at 2:20 p.m.

Board Members Present: Pam Babcock, Betty Bushey, Ty Wessell, Mary Marois, Lorelei King, Al Cambridge, Dave Stephenson, Nina Zamora, Nicole Miller, Dean Vivian, Rose Denny, Randy Kamps, Gary Stefanko, and Carol Crawford.

Board Members Absent: Michael MacCready (advance notice)

Others Present: Karl Kovacs, Chief Executive Officer; Deb Lavender, Executive Secretary; Joanie Blamer, Chief Population Officer for Mental Health Services; Andy Babcock; Dan Mauk, Chief Information Officer; Tracy Rosinski, Director of Recipient Rights; Carrie Gray, Chief Population Officer for Intellectual and Developmental Disabilities Services; Doug Nielsen, Maintenance; Harold Meeuwes, Building and Grounds Coordinator; Mike Long; Dawn McLaughlin, Chief Population Officer for Children and Families; Darryl Washington, MI Choice Program Director; Dave Simpson, Residential Services Supervisor; Becky Vincent, Director of Integrated and Managed Health Services; and Amy Johnson, Peer Support Specialist.

Confirmation of a Quorum – Yes

Timekeeper – Betty Bushey

2. AGENDA:

Added to the Board Agenda 1) Special Election under Governance Policies Discussion and Assessment Item E; 2) TC Building Ad Hoc add under Assurance of Organizational Performance Item B.1; 3) Approval of the Annual Planning Calendar, Board Education and Work Plan, and Monitoring Schedule under Governance Policies Discussion and Assessment Item F.

3. CONFLICT OF INTEREST DECLARATION:

No conflict of interest was declared.

4. CONSENT AGENDA:

A. Consideration of the Consent Agenda - Remove the Contract Summary.

MOTION:	Accept the Consent Agenda for December 20, 2018 and removal of the contract summary
RESULT:	ADOPTED [UNANIMOUS]
MOVER:	Mary Marois
SECONDER:	Nicole Miller

Clarification about the facility located on I-55 between Houghton Lake and Cadillac.

MOTION:	Approve the Contract Summary.
RESULT:	ADOPTED [UNANIMOUS]
MOVER:	Al Cambridge
SECONDER:	Dean Vivian

5. **OWNERSHIP LINKAGE:**

A. *Citizen Comment* –

Joanie Blamer thanked the Board for allowing us to pursue a contract with the Grand Traverse County Jail. Amy Johnson started on December 10 and was hired as the Peer Support Specialist.

Karl recognized the contributions of Dawn McLaughlin in her retirement.

Karl introduced Darryl Washington, our new MI Choice Program Director who started December 10.

B. *Ownership Communication* –

There was discussion about how the change will affect us with the new Governor and legislators.

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

Karl referenced his written report. He identified that the State has changed the way they do contract amendments. Right after our November meeting we received as an electronic e-gram to review and approve the contract amendment within a two week turnaround. Karl noted that we went ahead and approved. The changes are related to recipient rights, Family Support Subsidy and PASARR.

Karl identified that we participated in a conference call with individuals in Region 2, MDHHS, NMRE related to children in Hawthorn Center or on a wait list. There will be some conversations with the Hawthorn Center and the CMHSPs. We did receive some information about possibly having some adult and child beds in Northern Michigan.

Karl referenced the quote in the newspaper about the new recreational marijuana law.

Distributed the Vision for the Public Mental Health System created by CMHAM.

Referenced the Crain's Business article regarding the Medicaid Health Plans. The Board Association will be proactive and are ready to provide information to the new Governor and new legislators. Karl responded to questions about connections and privatization. The Board Association has come out and stated that we want physical health care carved into the public mental health system for the people we serve. Governor Whitmer's Team is looking for individuals to be on the Transition Team.

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

The minutes from the December 12 meeting were not available at the time of the mailing. Randy identified as a region we are in good shape financially and we need to continue to be in compliance and expand the health home to the 21 counties. We have retained the CEO of the NMRE for another year. There is a lot of work to be done in the substance abuse area. The NMRE is moving to a new office in Gaylord.

8. ASSURANCE OF ORGANIZATIONAL PERFORMANCE:

- A. Receipt of CEO Response to Monitoring Report – 2.0 Global Executive Limitations (Internal Inspection)

MOTION:	The Board has reviewed Policy 2.0 Global Executive Limitations at 100% compliance.
RESULT:	ADOPTED [UNANIMOUS]
MOVER:	Dave Stephenson
SECONDER:	Rose Denny

- B. New Operational Worries

MOTION:	The Board ratified the MDHHS Contract Amendment #1.
RESULT:	ADOPTED [UNANIMOUS]
MOVER:	Randy Kamps
SECONDER:	Betty Bushey

It was identified that we need to give feedback to MDHHS that they need to change their process so that it corresponds to the communities so that the Boards can review and not have to approve after the fact.

TC Building Ad Hoc Committee met for the purpose of reviewing an amendment for the building remodel. We had decided to budget up to \$100,000 for the building remodel and after getting the cost estimate we needed to increase the budget. It was recommended to the Board that the budget for the building remodel be increased by \$62,000 for a total of \$162,000.

MOTION:	The Board approved the budget for the TC Building Remodel not to exceed \$162,000.
RESULT:	ADOPTED [UNANIMOUS]
MOVER:	Randy Kamps
SECONDER:	Mary Marois

- C. December Monitoring Assignment
 - 2.6 Community Resources (Internal Inspection) will complete and turn in.
 - 2.10 Administrative Cost (Internal Inspection) will complete and turn in. Referenced the big disparity of the administrative costs in the 990 report.

9. BOARD MEANS SELF-ASSESSMENT:

- A. Receipt of CEO Response to Monitoring Report – 3.2 Governance Style (Direct Inspection)

MOTION:	The Board has reviewed Policy 3.2 Governance Style at 100% compliance.
RESULT:	ADOPTED [UNANIMOUS]
MOVER:	Gary Stefanko
SECONDER:	Nina Zamora

Policy 3.4 Annual Work Plan (Direct Inspection)

MOTION: The Board has reviewed Policy 3.4 Annual Work Plan (Direct Inspection) at 100% compliance.
RESULT: ADOPTED [UNANIMOUS]
MOVER: Dean Vivian
SECONDER: Gary Stefanko

B. December Monitoring Assignment

3.1 Board Job Description (Direct inspection) complete and turn in.

10. GOVERNANCE POLICIES DISCUSSION AND ASSESSMENT:

A. Ends – None

B. Executive Limitations - None

*C. Governance Process/Ownership Linkages
- RRAC Minutes – December 4, 2018*

MOTION: The Board received and filed the RRAC Committee Meeting Minutes for December 4, 2018.
RESULT: ADOPTED [UNANIMOUS]
MOVER: Rose Denny
SECONDER: Ty Wessell

D. Board/CEO Linkage – None

MOTION: The Board approved Nicole Miller as Chairperson of the Board until the election.
RESULT: ADOPTED [UNANIMOUS]
MOVER: Mary Marois
SECONDER: Al Cambridge

MOTION: The Board appointed Randy Kamps as Vice - Chairperson of the Board.
RESULT: ADOPTED [UNANIMOUS]
MOVER: Mary Marois
SECONDER: Betty Bushey

MOTION: The Board approved the Annual Planning Calendar and the Board Education and Work Plan for 2019.
RESULT: ADOPTED [UNANIMOUS]
MOVER: Nicole Miller
SECONDER: Gary Stefanko

Carol Crawford appointed Mary Marois to the NMRE Board.

11. OWNERSHIP LINKAGE:

None.

12. ANNOUNCEMENTS/BOARD MEMBER REPORTS/BOARD ASSOCIATION INFO:

- Board members shared their appreciation to Karl and Deb for their support.
- Certificates of Appreciation were provided to Dave Stephenson, Gary Stefanko and Carol Crawford. A Certificate will be forwarded to Michael MacCready.
- Gave tribute to Frank Tosiello who recently passed away. Frank gave a book with the Roberts Rules of Order to Dave and he passed to the Board Chair. Request that Karl complete a resolution that this board passes and could be sent to his family.
- Board members shared their appreciation to Dave for the many years that he served his county and the people that are served by this organization.

13. JANUARY AGENDA PLANNING (CADILLAC):

Reviewed the agenda for the January 17, 2019 meeting.

14. MEETING EVALUATION:

- #1- we spent our time on the most important governance topics: majority was excellent
- #2- we encouraged diversity of viewpoints: majority was excellent
- #3- our decisions were made collectively: majority was excellent
- #4- The Board used its time effectively: majority was excellent
- #5- What is the most important thing the Board could do to improve our function as a board? None.

15. ADJOURNMENT:

The meeting adjourned at 3:12 p.m.

Respectfully Submitted,

Carol Crawford, Chairperson

Lorelei King, Board Secretary

Debra Lavender, Recording Secretary