



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

Board of Directors Meeting Minutes

June 16, 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 3:50 pm

Board Members Present: Penny Morris, Ben Townsend, Rose Denny, Barb Selesky, Pam Babcock, Sherry Powers, Ty Wessell, Al Cambridge, Greg McMorrow, Dan Dekorse, Lynn Pope, Tony Lentych, Justin Reed, Mary Marois (corrected 07/21/2022 dsl)

Board Members Virtual – ~~Mary Marois (advance notice)~~, Nicole Miller (advance notice) and Angie Griffis (advance notice)

Others Present: Cadillac – Joanie Blamer, Interim Chief Executive Officer; Lauri Fischer, Chief Financial Officer; Matt Leiter, Director of Human Resources; Tracy Andrews, Director of Integrated and Managed Health Services; Brian Newcomb, Director of Recipient Rights; Heather Sleight, Administrative Specialist; Deb Lavender, Executive Secretary; Stacy Maiville, Executive Secretary; Dan Mauk, Chief Information Officer; Jeremiah Williams, Information Technology Supervisor

Virtual – Deb Freed; Ann Ketchum, Programmer Analyst II; Alyssa Hansen, Human Resources Supervisor; Dean Baldwin, Network Administrator; Aimee Horton Johnson, Office Administrator; Kari Barker, Quality and Compliance Director; Kristin McLeod, Human Resources Specialist; Lisa Jones, Recipient Rights Advisor; Michelle Michalski, Human Resources Specialist; James Galleng; Jessica Williams, Performance Improvement Specialist; Michelle Dosch, Compliance Secretary; Darryl Washington, Director of Long-Term Care and Support Services; Kasie Morse, Customer Service Provider; Kelly Hoag, Administrative Specialist; Jan Pytlowany, Customer Service Provider; Aaron Fader, Human Resources Specialist; Jessica Whetstone, Jail Diversion Clinical Specialist; Trapper Merz, Business Intelligence Specialist; Patti Burgess; Ian Pegan-Naylor, Recipient Rights Advisor; Melissa Trout; Child & Family Manager; Brie Molaison, Customer Service Specialist; Brittany Moen, Recipient Rights Advisor; Jen Michaels; 1 Unknown Public.

Confirmation of a Quorum – yes

Timekeeper – Penny Morris

1. CALL TO ORDER:

The meeting was called to order at 3:50 p.m. by Dan Dekorse

- 2. AGENDA:** Request to move the 3:25 item after Ownership Linkage; add Ad Hoc to review the By-Laws under Governance Process/Ownership Linkage; under the CEO Report will want to address Employee Retention Pay and the RFP for the Crisis Residential Unit.

MOTION: Approve the Agenda of June 16, 2022 with the additions.
RESULT: ADOPTED [UNANIMOUS]
MOVER: Lynn Pope
SECONDER: Rose Denny

3. CONFLICT OF INTEREST DECLARATION:

Rose referenced that she is on the CWTA Board and it was mentioned on the Contract page.

4. CONSENT AGENDA

Consideration of the Consent Agenda - Clarification as to why the ORR Report was included on the Consent Agenda. Al requested that we have either on the COW or the Board of Director's Agenda. Will bring up at the Nominating and Leadership Development Committee Agenda for discussion.

MOTION: Approve the Consent Agenda
RESULT: ADOPTED. [UNANIMOUS]
MOVER: Greg McMorrow
SECONDER: Rose Denny

5. OWNERSHIP LINKAGE:

- A. Citizen Comment - Pam noted previously her concern about her role as a Board Member and a Recipient Rights complaint that she filed. She reported that she needed to understand the process. She is continuing to meet with Brian.

James Galleng, Suicide Prevention Coalition from Marquette suggested that the Board request an Ends and Means report from the CEO specific to the compliance with the Mental Health Code MCL 330.1712 Individualized Plan of Service. Consider appointing him to the Ad Hoc Governance By-Laws Committee and to review Roberts Rules of Order Page 366 line 8. He suggested that we hire a Certified Parliamentarian.

- B. Ownership Communication – None.

- C. Board/CEO Linkage

MOTION: Approve Offering the contract to the CEO for \$140,000.
RESULT: ADOPTED. Roll Call vote. 8 yes: Townsend, Babcock, Pope, Denny, Reed, Cambridge, Powers, Selesky. 5 nays: Lentych, Morris, Marois, Wessell, Dekorse. 1 Abstain: McMorrow
MOVER: Ben Townsend
SECONDER: Justin Reed

Referenced prior CEO salary of \$146,000.

MOTION: Approve Providing a Vehicle for the CEO.
RESULT: ADOPTED. Roll Call vote. 14 yes: McMorrow, Babcock, Pope, Lentych, Denny, Morris, Reed, Cambridge, Marois, Powers, Selesky, Wessell, Dekorse, Townsend.
MOVER: Ben Townsend
SECONDER: Sherry Powers

It was identified that it would be more financially responsible to provide a vehicle.

Item # 3 Paragraph 8a – Offer Six Months Compensation for termination without cause.

MOTION: Reaffirm Offering the Original Condition of Six Month Compensation.
RESULT: ADOPTED. Roll Call vote. 14 yes: Babcock, Pope, Lentych, Denny, Morris, Reed, Cambridge, Marois, Powers, Selesky, Wessell, Dekorse. Townsend, McMorrow.
MOVER: Ty Wessell
SECONDER: Penny Morris

Item # 4 Section 16 – Limitations prevents Executive from receiving any monetary damages if Discriminated against.

MOTION: Approve Section 16.
RESULT: ADOPTED. Roll Call vote. 10 yes: Lentych, Morris, Cambridge, Marois, Powers, Selesky, Wessell, Dekorse, McMorrow, Babcock
2 no: Townsend and Reed. 2 abstain Pope and Denny.
MOVER: Tony Lentych
SECONDER: Al Cambridge

It was identified that Motions 3 and 4 are not linked together.

6. CHIEF EXECUTIVE OFFICER'S REPORT:

Joanie reported that we responded to a FOIA and were asked to remove redacting. We are reconsidering removing the redacted area.

Our next public hearing is scheduled for July 25 with the time to be determined.

Joanie shared an update on our meeting with the Grand Traverse County Sheriff Department, meetings with the other counties and a meeting scheduled on June 27. We want to be included in the meetings with Grand Traverse County in their study sessions.

The Crisis Welcoming Center will be opened on June 20 for 12 hours a day. We are looking at scheduling an Open House after Cherry Festival. Dan has shared interest in attending.

The congressional dollars from the federal government is for a crisis residential unit. Joanie noted that the community has identified a desire to contract this out. We are looking at getting the RFP out on June 27. There will be bids accepted for 3 weeks. She would like a motion to work with scheduling, review and working on the implementation. Members identified were: Dan, Barb, and Rose. The RFP has been completed and we are hoping some of our providers are interested.

Crisis Residential Unit Sustainability will be used to divert people from hospitalization. Our goal is to utilize crisis residential days currently purchased, and preadmission screening and crisis response units to defer from inpatient days into the crisis residential unit. Using professional credentialed staff we would have to

save 534 inpatient days to divert for cost neutral performance. Using a combination of professional and paraprofessional staff we would need to divert 113 inpatient days in order to be cost neutral.

MOTION:	Approve Creation of an Ad Hoc Committee
RESULT:	ADOPTED. (MOTION APPROVED)
MOVER:	Dan Dekorse
SECONDER:	Barb Selesky

Joanie identified that Mary had previously indicated that it would be beneficial to use retention or recruitment dollars to reduce the cost of benefits to staff. The Board had felt that they did not have enough input so it was brought here for discussion. Additionally, the total amount exceeds the executive limitation amount of what can be approved by the CEO. Lauri provided a quick overview of PA 152 law. There was discussion as to whether we could allow a lump sum without taking out taxes. The NMRE identified that the region is under the capitation received at a greater volume than at the same point in time last year. The tiered amounts were identified and there was an option of a flat fee as well. The recommendation was to support the tiered or longevity system.

MOTION:	Approve the Recommendation of the CEO for the Tiered System.
RESULT:	ADOPTED. Roll Call Vote: 12 yes. Lentych, Denny, Morris, Reed, Cambridge, Marois, Powers, Selesky, Townsend, Babcock, Pope and Dekorse
MOVER:	Al Cambridge
SECONDER:	Tony Lentych

Mary identified that the Board should be a part of the public hearing for July 25 and the needs assessment to really hear the community.

Penny noted she wanted to clarify that Grand Traverse County has not had a study session.

Al asked what was the net gain of the numbers for hiring/leaving employment last month.

7. NORTHERN MICHIGAN REGIONAL ENTITY REPORT:

Reference was made to the minutes and no comments were identified. It was nice to have Eric in attendance today.

8. ASSURANCE OF ORGANIZATIONAL PERFORMANCE:

A. Receipt of CEO Response to Monitoring Report – 2.9 Investments (Internal Inspection)

MOTION:	The Board finds the organization 92% in compliance with Policy 2.9 Investments (Internal Inspection)
RESULT:	ADOPTED [UNANIMOUS]
MOVER:	Rose Denny
SECONDER:	Sherry Powers

B. New Operational Worries – None.

C. June Monitoring Assignment

2.7 Continuity of Executive Functions (Internal Inspection) Please complete and turn in.

9. BOARD MEANS SELF-ASSESSMENT

A. *Receipt CEO Response to Monitoring Report 3.8 Cost of Governance - Policy (Direct Inspection) and 3.8 Cost of Governance – Budget (Internal Inspection)*

MOTION:	The Board finds the organization 83% in compliance with Policy 3.8 Cost of Governance - Policy (Direct Inspection) and Policy 3.8 Cost of Governance – Budget (Internal Inspection)
RESULT:	ADOPTED [UNANIMOUS]
MOVER:	Rose Denny
SECONDER:	Sherry Powers

June Monitoring Assignment

4.3 Delegation of Mgt Powers to the CEO (Direct Inspection). Please complete and turn in as soon as you are able.

10. GOVERNANCE POLICIES DISCUSSION AND ASSESSMENT:

A. *Ends* – Mary noted that we need to identify measurable objectives. We need to use our Ends to justify the means.

B. *Executive Limitations* – None.

C. *Governance Process/Ownership Linkages*

RRAC Minutes – June 14, 2022 – Review and Approve

MOTION:	Approve RRAC Minutes – June 14, 2022
RESULT:	ADOPTED [UNANIMOUS]
MOVER:	Rose Denny
SECONDER:	Barb Selesky

Ad Hoc Governance Committee

Tony identified that he was going to present earlier. Will add to COW meeting next month.

Ad Hoc Committee for Board By-Laws

MOTION:	Appoint an Ad Hoc Committee for Board By-Laws
RESULT:	ADOPTED [UNANIMOUS]
MOVER:	Tony Lentych
SECONDER:	Rose Denny

The following were appointed: Tony, Ben, Rose and Joanie.

11. OWNERSHIP LINKAGE:

A. *Citizen Comment* – None.

12. ANNOUNCEMENTS/BOARD MEMBER REPORTS:

- Justin referenced the fund raiser for the Cherry Festival
- Ben will be presenting to the next COW on governance
- Confirmation that we will be meeting at Kirtland Community College off of 4 Mile Road in July
- Dan reviewed the Certificate of Appreciation for Randy Kamps

13. JULY 21, 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 its time effectively – satisfactory

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

Comment – None.

15. ADJOURNMENT:

The meeting adjourned at 5:11 p.m.

Respectfully Submitted,

Dan Dekorse, Chairperson

Sherry Powers, Board Secretary

Deb Lavender, Recording Secretary
