



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

Committee of the Whole Meeting Minutes

July 21, 2022

12:00 PM

1. ATTENDANCE:

Kirtland Community College, 4800 West 4 Mile Road, Grayling, and remote virtual meeting.

Rose Denny called the meeting to order at 12:00 p.m.

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

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; Jeremiah Williams, Information Technology Supervisor; Dean Baldwin, Network Administrator; Carrie Gray, Chief Population Officer; and Andy

Virtual – Ann Ketchum, Programmer Analyst II; Jessica Williams, Performance Improvement Specialist; Kari Barker, QI Compliance Director; Deb Freed, Public Relations; Aimee Horton Johnson, Office Administrator; Michelle Dosch Compliance Secretary – QI & Compliance; Darryl Washington, Northern Healthcare Management Team; Travis Merz, Business Intelligence Specialist; Dan Mauk, Chief Information Officer; Pamela Blue, Operations Manager-CST; Amy Kotulski, Clubhouse Director; Andrew Waite, BHH Manager/IHC Supervisor; Brie Molaison, Customer Service Specialist; Curtis Cummins, Medical Director; Jordan Byington, Hospital Liaison; Lauren Barnard, Clinical Therapist; Sheryl Dey, OPT/ACT Operations Manager

2. PUBLIC COMMENT:

Al Cambridge – Noted a man called in last month and told us how bad we are and used an example of discussion. His example was incorrect. However, we did ramble. Let's stay on motion. Do not speak until you are recognized. You are recognized by raising your hands. If we do get off the subject, it is the responsibility of the chair to get us back on.

Rose - Welcome to new members Tom Bratton and Kate Dahlstrom from GT County.

Justin Reed – Regarding the last meeting with the county commission - it was a very hard meeting. I am glad of the support that I had from the people who attended. This is about me serving on a board. Ethically, I represent the vulnerable adults who cannot represent themselves. I will continue to advocate for them as I have in the past. I do not know what transpired but for the people who did not support me, I felt belittled, victimized and like my rights were being violated. I have reached out to the ACLU for a legal opinion. I have also contacted the state general attorney. I do not want anyone to ever go through this again. Thank you for your support.

3. BOARD GOVERNANCE:

- a. Overview of Governance and Review of Current Model – Ben – in this paper that I wrote, I tried to analyze everything that we have done for the last 18 plus years, including going through all the minutes as well as researching 3,500 articles. Please take the time to read all 9 pages. As we look to restructure, the chart on page 3 provides a wonderful overview for any policy that we may have with regard to our responsibilities of the CEO and the board. Our whole purpose and vision are given by the board, but the day-to-day operations are run by the CEO. It has been that way for the last 18 years.

Mr. Coyne, who wrote “The Many Failings of the Carver Board Governance Model” is the subject of my second paper. In my research of the studies, newspaper and journal articles that deal with business models, there really are no failings of the Carver Board Governance Model. In reading the Coyne paper and doing background research on Mr. Coyne (where he came from, his background, etc), you will see that I found the suggested failing by Mr. Coyne is false and it is click bait because he did not have any failings in his paper at all. He was not a credible witness (the reasons for that are written in my paper). I found nothing anywhere stating otherwise. I also found no legitimate articles or sources anywhere.

I would suggest to you that our board should be closer to our ownership (our populous) and still keep an arms distance from the staff thru the CEO. We set the policy limitations so that the CEO cannot do specific things. Under that policy governance, we can create the boards we need in order to be successful. However, they need to be approved by this whole body and not just a committee. This model has been successful throughout the last 18 years. Again, with the situation that we have with the certain counties looking to get out, I don't see this as a time to redo everything. Why redo things and then have to redo them after we redo them?

Al –If you look back, we have been thru a couple of crisis'. Things went well until last January. Our Bylaws went thru extensive revision. They were unanimously approved by the board. They worked well. In February, a lot of us were not here, however, we had a small quorum, and that quorum (6 people) elected the CEO with less than the majority of the board. We have been in chaos ever since then. Everything is not broken but we do have an issue that we have been stumbling with since that day. I suggested that the bylaws be a majority vote of the board rather than a majority of the quorum. I do not think we need a complete redo. I see where there is a suggestion for a policy committee but we have a policy committee sitting right here. We review policies at every board meeting but every meeting we just vote them through at 100%. We need to take the time and fix the policies to be what we want them to be.

Kate –If you don't know my background, I have a son who is 34 with a serious mental illness. We've been trying to work through that for the last 10 years. I am a member of the board with NAMI Grand Traverse for 3 years and BDAI – Before, During and After Incarceration. I have been able to view some of the GT County BOC meetings and minutes. I remember as far back as 2018, they perceive that there were service problems with NLCMHA. Some counties may feel that they have had 18 plus years of successful service with Northern Lakes, but that has not been shared by GT County for sure. NAMI could share stories of families who have not received services. It's been quite a significant number. There are clearly ways to improve. Maybe for the last 5 years, families did not know how to communicate the issues they were having. NAMI has been in close contact with Mark Creekmore (Washtenaw County CMH Board, Washtenaw County NAMI) and he has been telling us that a good path forward would be to consult with the CMH Association of Michigan and some other CMH's in Michigan and how they are running operations and if they are successful. Rather than reinvent the wheel, let's use best practices, let's talk to the CMH Association of Michigan and figure out the best way to go. With regard to finance, whatever comes from Lauri Fischer is excellent, she does good work. We need to be more involved in legislative awards and grants (both state and federal). For example, with the FY 2023 for the State of Michigan, the House was working with the Interim CEO on a \$3 million award for Crisis Services and at the same time, the Senate was working with Munson on a \$5 million award. Why were we not communicating? The board should have a subcommittee to be involved in these communications and we should coordinate and communicate with Munson to maximize the funding.

Barb – In response to Al. I believe that for 5 months, we could have corrected the election that we had in February. Instead, we got mad, we did not talk, and we did not try to find a solution. It could have been solved much earlier had we stuck with our process. I apologize that it got out of hand. In my realm, it went from issue to issue to issue trying to get this thing solved. I do not think we need to change from Carver. We need to talk to each other and stick to topic.

b. Selecting A Model

Mary –We have been through this a million times. Not sure why we are here again. Concerns with the Carver Model – other than school boards, I don't know of any other governmental organization that utilizes the Carver model. It does not offer the board enough information, knowledge feedback to talk intelligently to the owners about what really is going on within the organization. The ends need to be measurable and ours are not. We have no dashboard that tells us where we are on target, where we have variances, in terms of decisions that are made. We do not have a strategic plan. I'm not aware that we have one within the organization. This board does not have a strategic plan. What are we looking at and aiming for over the next year? The next 5 years? Not one board member who could talk intelligently about the budget except Al. We

do not get enough information and what we get is not what we want or need. I am frustrated operating under this model. There is a reason why government does not use this model. We can take back some of our management function without being involved in the day to day operation. I want to feel like this board is in control of NLCMHA. If we are not in control, then we only need to meet twice a year.

Ty – I attended the six-county meeting of Administrators and Board Chairs four weeks ago. There was support from all 6 counties to the notion that we need to take a look at the authority, to be better informed and to be more involved, etc. It is not just GT county that is not informed and not satisfied. There was unanimous support for moving forward with a review, for the county admins to meet regularly on this issue. This is not just about the CEO. We have stakeholder concerns, consumer concerns, uniformed commissioner concerns. We have not been representing our counties to the people we are responsible to represent our counties for. It is bigger than the governance model. People were collectively amazed at how little they knew about NLCMHA. That is an issue.

Tony – We as a board have not formed any mechanism to address any of the issues that any of the counties have. I was surprised that all 6 counties share that concern. I was told that there was no way to address Grand Traverse County's issues, that we shouldn't do that and that we can't worry about that. I do not understand why there is not a mechanism in place to address some issue like this. If that is a function of the Carver model, it does have a problem. All of my research on board governance has always been focused that boards should be on policy and I would not advocate for anything else.

I believe it is more than the Carver model. I believe that doing nothing is not the answer. Shame on us if we do not improve on our governance structures. We can move forward in a different manner. Cannot objectively say that we do not have a problem at this point. How do we move forward? Am stunned that we cannot figure this out. Who is talking to these counties? It does not seem to be us. There is no one to report back what they are learning and get us involved to do things. There can be some improvement. Need to find out what the issues are to keep Grand Traverse County from leaving. The fact that they are trying to leave should indicate that there is an issue somewhere.

Greg – Information can be pushed or pulled. Suggest that boards get a quarterly update from their representatives on this board. Second, there is no method to convey information to the board members. The very nature of a multilayered political entity like this does create a complexity that is harder to manage. These two issues have to be figured out. Info to county board members needs to be conveyed. Don't wait for it to be problematic

Ben – I believe when Karl took over, he did more oral than written. I believe there is a way that Joanie can get us more information. We have a monitoring board and we do monitor things. Some offices give the reports every 6 months or yearly. We even get a complete year-end report from every office. We have every right to ask the CEO for XYZ information but have never heard anyone ask for an XYZ. Where are the details that we really need? Second, our county had a difficulty with the judges and the jail. They were not going to renew the agreement with Northern Lakes. So, we called Joanie and the group that works with the jail and the courthouse and told them what we wanted as a county. We were basically told no way. Joanie told them that because we wanted it, they were going to do it and that she and Northern Lakes would figure out a way for it to be done. We can work with the CEO and the different groups from each county and solve these problems. Most board members out there are going by what the CEO says. We need to reach out to more of our county boards. I work with them on a weekly/monthly basis. They are very aware of what NLCMHA is doing. I expect the same from every member of this board. We are supposed to be the problem solvers, not the problem makers. Not solving the problem will hurt the people that we serve.

Kate – Better communication with the county boards and the people that we are serving. Since 2016, the community has been saying that they need better mental health services, and it just gets worse. There are more people with mental health issues lately. We do not always hear the things we need to hear if we are not involved as we should be. Grand Traverse County Sheriff has been frustrated for quite some time with NLCMHA mobile crisis. In a standard national recognized platform of delivery for mobile crisis services, an officer gets the call from dispatch and they should be able to reach out to the mobile crisis unit at NLCMHA and ask that someone meet them on scene. But what is happening in Grand Traverse County is a call is made to ProtoCall and police are waiting up to an hour to get a call back. Mobile Crisis is the second step in the crisis continuum. Research and best practices show that is how it is done effectively across the nation.

Al – The new bylaws will not fix anything we are talking about. We need a task force to identify what the major problems are, what aren't we doing that we need to be, what are we not communicating well.

Pam – Nicole Miller sent her a message and wants everyone to remember and consider her written comment that was emailed to the board while they are doing this process.

Penny – More people don't speak up or get involved because you are treated like the enemy if you do. You start by speaking in a small voice and you are ignored. A little louder and you are met with push back and hostility. You make a drastic measure and you become the outright enemy. I feel that is where Grand Traverse County is right now, and I feel that is where I am right now. I read Nicole's letter and I feel bad for my other Grand Traverse County Reps because she feels like everyone is to blame and they are not. This was a drastic measure, and I took it because I alone am the Grand Traverse County rep BOC here on this board. I take full responsibility for it. It was never meant to be for me an accusation of misconduct. It was a legal piece that I was told it was the only way I could answer those questions. Because it is the Carver Model, and we cannot speak about these things with each other because the board speaks with one voice. We have to say we have an issue so that is what happened. I chose not to make a stand on that one way or another. For two reasons, I generally like everyone here and it is hurtful. I felt it was not my place to influence anyone else's decision. I am not in a comfortable place right now. It is not about me right? This is about the organization and why we are here and what we are doing. If Grand Traverse County has a problem and they have had a problem, they count on me to speak up to that problem, then I need to get in the hot seat and do what I need to do. You can be angry at me if you to be and I will take it. Our first responsibility is to our ownership and that is the public. My public is telling me that they are not getting what they need and I am not blaming anyone. We have to do something and I have listened to what everyone said. For the health of this organization, for the health of the people that we serve, it is better if the six counties stick together. I am on board with that. I have not been privy to those six county meetings, I am not a chair or an administrator. I started to ask questions and said you need to tell me what is going on in these meetings. What she is hearing that it is possible to save this relationship. The six counties can redo the enabling agreement in order to stay together. There are certain parameters that are non-negotiable. They want more transparency from this Board and the organization, more county/board involvement, more efficient government model and they have indicated that they want a voice in who manages the organization. I would feel that all these things are being advocated here today. I understand if you don't understand my role in this. I understand I still respect each and everyone of you and will continue to do so. I hope you respect my position as well.

Ben asked the Parliamentarian a question. He noted Penny said something that was confusing to me. Is it true that I cannot talk about things to a Board member? I thought our Board speaks as one and that is like to the paper or to the public and the chairman does that. That doesn't mean we can't communicate with each other. I used to regularly write our previous Board Chair questions and comments and sending him research. I had a real good rapport there and even a couple of others of you. I have written Pam. We can do that. Al noted that we can but we have to be careful that we don't form a quorum and start making decisions. There is a line that you can't cross but there is no reason that you can't identify what you feel about this. Ben said even Board material, if I were to write Penny and would say that maybe our Board should look at these things. She can answer me and say I yeah, I agree with you. I don't see that. We can still do our Board stuff. Al noted that we are vulnerable right now because there is a division on the Board. If this side starts plotting together that is when you cross the line. For communication I looked the Board minutes what do you think about this and that. You do need to be careful about how many members. Ben noted emails we are going to discuss later and I understand about that. I wouldn't be wrong to email Tom and say Tom you are a new Board member could I give you some tips here and there. Al noted it would probably be helpful. Al noted when I first came on the Board we talked about Dave Stephenson. Dave was the person I looked to as the person to help me understand. Ben noted that is what Randy did for me. Ben asked if that is clear to everyone?

Tom noted he is grateful to be here and be part of the solution. Are we referencing the Open Meetings Act or are we addressing the Carver Governance? I think we are discussing the Open Meetings Act where we can't meet or make Board decisions. Al noted Ben asked if it was a violation of the Carver Model. It is not. Open Meetings Act that would not be a violation but again if there was anything where the Board made a decision that would be a violation of the Open Meetings Act.

Barb – I don't feel that there is any division here about anything. What we are missing is we are not working toward a solution.

Tony – We are a public board/authority and the only thing people know about us is what we put in the public record. We control what we put in our public record. Others are putting out a record that is not so flattering. I did not know we were going to have two new members today. Why did I not know this? That is the kind of

thing that should have been made known in our public record. We need to get better at adjusting our public record. There is nothing wrong with us creating a public record thanking our board members who are leaving despite what the county does. We could have a public record from our point. You have to be able to reflect on what people are seeing and make sure that they are seeing and understanding your reality.

Mary – there is division on the board, Barb. Part of it comes from things like having you personally make two ethics complaints against me when neither of them were founded. Those are the things that create division on this board. I will agree with you that we need to be about making decisions. My whole push for the changing the governance model is so that when we come here on the third Thursday of the month, we are in a position to make the decisions as a board. Issues are brought before us, they are intricate to the mental health and people who have IDD issues within our communities and we make decisions. We make those decisions for our community. One of the things that is missed in all of this is that people sometimes think they represent a faction of the community but earlier when we heard from Justin he does not represent a faction of the community. He represents the owners of Grand Traverse County. All of the owners of Grand Traverse County. The decisions that he makes and that each one of us makes aren't for a faction of the public they are for everyone that is in the community. We are on this Board because we are considered to be reasonably intelligent and that we can make decisions. We don't have to advocate everything that we think is important to staff. We can sit here as a body and we can make decisions. I am going to propose that we send to the Board today a recommendation that the Chair appoint an Ad Hoc Committee to study governance models, look at successful communities as Kate suggested, go back and look at the SWOT Analysis that we did in terms of weaknesses and strengths, look at what we want to keep as strengths, look at what we want to enhance that we looked at as weaknesses, that we talk to the county administrators and find out what is important from their point of view and incorporate the best of what we have into a model that includes other things that we need and so I would make that proposal.

Dan noted in response to your proposal we had established an Ad Hoc Governance Committee last month and they have not met yet. Mary noted that she would like to be on that committee and identified that is where we should go from here.

Barb asked for clarification about our membership. It seems to me that I read in the Mental Health Code that we have to have certain members that represent communities on our Board. So, Justin feels that he represents a certain community in Traverse City is in line with the Mental Health Code. Is that correct?

Mary – Point of clarification. Joanie can explain it better than I can.

Joanie identified that Justin was our consumer representative. The Mental Health Code does require that you have a primary consumer as a person who is receiving services serve on the Board. That was Justin and now that is Kate. Kate is a primary consumer representing Grand Traverse County. She represents the consumer voice. I believe as a Board and as a consumer representative, while Kate an appointment of Grand Traverse County, she is also speaking for consumer representatives in all of our counties because that is the role of the consumer on the Board. She is responsible to Grand Traverse County because they are the ones that appointed her. We have a secondary consumer and as a family member and that is the role that Tom is filling on the Board. That is the information that we received from Lisa Emery yesterday.

Mary noted we have a difference of opinion. If they are appointed by Grand Traverse County I believe they represent Grand Traverse County. They may be a voice for consumers but they still represent all the citizens of Grand Traverse County.

Joanie said I agree with you. She also represents the voice of the consumers in all six counties.

Ben - not to confuse ever one and was hopeful to get some help here. As a Board member of Northern Lakes I represent every person in every county that Northern Lake works in. As a Board Member of Northern Lakes I represent every person in every county and that is backed up by Michigan Case Law. We are not representatives of our county. I am not a representative of Wexford County. I am not here to do that. I explained that to our Chair a few months ago before a critical vote. She came and asked me specifically and she came to talk about that is fine. We are all Northern Lakes Board members. We are not Northern Lakes/Crawford Board members. I have my cap on here to make decisions for Northern Lakes irrespective of what Wexford County wants. Do I have our Parliamentarian agree with that? Am I accurate in that?

Al noted that the Mental Health Code would prevail there.

Ben identified that is true because that is what the Case Law had said. That all CMH Board members hold a duty of loyalty to the CMH. There was a case where Mason County vs the Department of Community Health where they were trying to get closer than an arm's length from the Board and try to have potential influence on the Board. That is what the courts of Michigan had stated.

Ty noted he admires your passion. The only issue that I would have with that is how do we define what loyalty to the CMH Mental Health Code means. That doesn't necessarily mean loyalty to a Board member or CEO or every single decision that this Board makes. It means that we are committed to community mental health citizens. I think we get into trouble if we believe that Board's must be loyal and that means that we all must agree. Because that is not what loyalty means. I think you would agree with that.

Ben added that what I mean by loyalty is autonomy. This an autonomous Board. It is not ruled by any other entity, any other county, any other entity. We are decision makers for Northern Lakes. We owe no loyalty in this setting to anyone else outside of this Board than this Board.

Dan asked Al the loyalty according to our By-laws would it be consumer and the community as well?

Tony noted that there is a document in the packet here today is something that I wrote Governance Review with no name on it. I wanted you to know that is from me and I did identify the three duties of a Board member. Duty of Care, Duty of Loyalty and Duty of Obedience. This is what we are talking about specifically the duty of loyalty. I think that once you are appointed you have a duty to the mission of the organization. There is clearly a linkage back to who appointed you on some level. Whether or not they have influence and there is a legitimate question on that with case law is pretty specific on that. As you have seen in the last couple of weeks you can be removed by whoever appoints you for a number of different reasons. I would agree with both speakers about this as to duty of loyalty. I think you are both accurate. We are wearing a hat for Northern Lakes and we need to act accordingly. We also have to figure out that relationship to whomever appointed you to the Board. There have been stressors for Board members who are no longer here.

Al – the enabling agreement that gives the authority to each county to appoint. I have also heard from our commission chair that they are looking at this and we can expect some changes that we will not have control of but will need to adapt to. Al noted that Mary you said also to work to see what the counties were looking for. He thinks it should be separated. To him, identifying what is it? If we are not communicating and no one knows what we do what is it. Identifying those key factors that we need to communicate to our counties and to our communities. He would like to be on a committee that specifically deals with that issue. He thinks it should be separate.

Mary noted when she goes to the minutes it said appoint an Ad Hoc Committee for Board By-laws. Is that what you were talking about? How come I can't find it in the minutes?

Joanie identified it was two months ago that the Board appointed the Ad Hoc Governance Committee.

Tony requested point of order. It was his understanding that this would be on the agenda. It was never intended to have conversation about replacing the Carver model but to examine.

Dan noted it may not be that clear on the agenda but I had down to Develop an Ad Hoc Governance Policy Committee. That is not the type of governance related to our governance where the intent is to draft an email policy, a COVID policy and identify measurable Ends to consumers and communities.

Ben agreed with Al 100% that if there was a sub-committee of this organization made up of one person from each county (not a commissioner) that was able to go to each county Board with along with the CEO and sit down and ask what can we do to make it better. He would be all for that. He would let Al represent us on that Board and if any of the rest of you don't have a conflict in that setting which he would have. He agreed to have an Ad Hoc Committee to help the CEO and the Chairman to go around to the counties and set up a special meeting just for that purpose and find out what we can do better. Coming back with a list of practical things.

Kate asked Ty if his county was working on that? She noted their county administrator asked NAMI a while back for suggestions and whether this could be part of the discussion. To stay together or what the Board would like to see done better or not.

Ty noted that the meeting he went to the discussion was that the administrators continue to work, looking at

issues and community needs. The county administrators are meeting in early August. He noted that he is not part of that. The meeting is August 1.

Rose noted that our Board Retreat is coming up to where we will talk about a strategic plan and talk more about our governance.

Lynn asked if it would be appropriate at one of our meetings to invite those county commissioners and let all of us hear what they have to say or if it would be appropriate to have a representative from each county?

Joanie noted it is her understanding from the county administrators is that they are meeting August 1 to sign a memo of understanding that they will do their due diligence to review the enabling agreement and make changes to it that each of the counties want to be made. Al pointed out a minute ago that this Board and the CEO do not have any control over that. We will have to adapt to it. The County Administrators and Eric Kurtz from the NMRE will be in that meeting and will need to make sure whatever we are charged with in the Mental Health Code will be responsibility of the counties to pay for so we don't use our earmarked Medicaid dollars. I think the counties understand what our budget limitations are, and Eric Kurtz will need to make sure they get that they don't confused in the discussion.

Ty noted it is premature as to how they will proceed with their work. I think they need to decide how they want to approach this and will contact us. He identified that they are just beginning the process. He did remind them at the meeting that we have always had a hard time getting commissioners to respond to surveys. It goes both ways. We are not the only one that don't communicate well.

Joanie – For clarification, federal congressional dollars grant occurred right before Karl went out on his last leave of absence. At that time, discussions were had with Munson and community partners. When you hear me say that we have received the dollars, this is from work done years ago. Munson did file for the \$5 million. It is my understanding that they were denied. We did receive copies of press releases from legislators, as well as budget language from Munson's governmental liaison regarding the \$3 million. I also did not ask for that. It was Wayne Schmidt, John Roth and Jack O'Malley advocated on our behalf and I believe that is primarily why we were mentioned as receiving the money. We did not compete with anyone for that money.

We do have a strategic plan for the agency. It is posted on the website. The board did review it and a chance to provide feedback on it. It was effective January 1, 2022.

My perspective of what it feels like to sit in the seat of the CEO with the Carver Model as the board uses it today. It is hard. It feels nearly impossible. I have shared this with a few people, including Dan. I struggle with where we are at. I am uncertain as to what your real needs/requests are. I have been responsive to those of you that have made your needs known. In June of last year, Ty made a comment on not knowing what happens in between, so I began sending a mid-year report. In that report, I ask for feedback. Not many have replied. I have responded to jail officials about jail services as I believe that this is what the board would want. My point is, when it is not clear what you are looking for, how can I fulfill your needs? The comments on loyalty apply to the CEO as well. I need to better understand what your desires are from your communities so that I can ensure that NLCMHA is remaining loyal to the community that you're representing. I feel like that needs to be a partnership between the board and the CEO. My concern is that in the current model, that partnership is hard because board members talk to staff, board members work with staff. When I talk to board members about what is needed in your community and there is upheaval about not treating the board as a whole. If I cannot communicate to board members or work with board members on what the community or agency needs, how is that effective? It seems that the challenges that this board is having, while they are directed at the CEO, is that you need to collectively share what it is that you are looking for as a board. I need to be able to communicate with board members regarding community needs. Solutions – sharing what you need and meeting with the county commissioners those both are solutions. I believe that there is work to do and I believe that whoever is in the CEO seat, you will partner with because it is not working right now the way that we have it. I think the committees would be a welcomed improvement so that some communication can occur.

c. Board By-Laws

Dan – there could be improvements made for the board. We voted on the existing bylaws in January. At the time, I did not feel confident saying "can we do this, or can we do that", so I have proposed an the ad-hoc committee to review our bylaws. I have since gotten copies of bylaws from other CMH agencies within the state and reviewed them and filled in some dated information. By-laws have been distributed for voting in

August.

Kate – do you feel these bylaws if the counties provide feedback with regard as to how they want to see things working, would the bylaws be mute, or would they need to be revised again?

Dan – they were gathered from what all the other agencies were doing so I would think it's relatively standardized that any new entity should be able to use them.

Al – have the bylaws been reviewed by the attorney? I have some concerns about some things in there. One in particular that limits indemnification regarding lawsuits, and that could conflict with our insurance policies. That should be handled by our insurance company. You talked about the fact how you select a CEO is policy, this draft is half policy. It's got all kinds of policies in it. I think it is premature to make such a big change with the bylaws at this time.

Joanie – I did not seek legal counsel for that. That was not my role to do and I did not ask about that. I learned that I would have to take that back to the board. I did ask Lauri if the board members have been indemnified and the answer was yes. I believe that there was a notion that it could be silent, that it did not have to be in there. Last month, Dan, Tony, Rose, and Ben had a discussion about that and that has not at all been talked about.

Dan – I agree with you and looking to add that to the agenda today to have that reviewed by an attorney.

Ben – We did talk about the policy instead of being in the bylaws. That's a discussion for the board. It does not change the bylaws that we have, it more less updates them with other entities like us around the state. I did not see a huge difference in it and I think running them by the attorneys is definitely something we have to do with almost everything. That is up for discussion for the Board to review.

Tony asked Al if he had problems with policy being in the By-laws.

Al noted that you need to make a decision one way or another. If we are going to put policy in the By-laws then Dan's answer about the language in there regarding the CEO is not valid. We don't have policies in our current By-laws.

Tony noted I don't think it is inappropriate for some policies to elevate them to the By-laws. That is the Board's decision whether the Board feels strongly about them. He noted that policies are easier to amend and change than the By-laws. He doesn't have a problem with certain elevation of tasks and being spelled out as policy. Are you asking that if that should go in or other policies just come out? Your using an example and I can't tell what your trying to advise us.

Al noted as an example the Board will select a CEO. He believes that it should be expanded and say that we have a certain number of Board members. If it is in here it should be complete.

Tony it is not uncommon to have the By-laws say the Board hires the CEO and not have anything else. Your asking for more. He noted that is fine and was not sure where you were going. Al noted that we selected a CEO with six votes

Kate asked whether we did updates with the current policy when you updated the By-laws?

Dan noted that we were looking specifically at the By-laws. From the last meeting the attorney identified that there was a distinct difference between policies and By-laws.

4. AGENDA PLANNING OPTIONS:

August 18, 2022 meeting location in Leelanau County

5. MEETING EVALUATION/COMMENTS:

- #1 – We spent our time on the most important governance topics – excellent
- #2 – We encouraged diversity of viewpoints – excellent
- #3 – Our decisions were made collectively – excellent
- #4 – The Board used it's time effectively – excellent
- #5 – What is the most important thing the Board could do to improve our function as a Board?

Comment – None.

6. OTHER/ADJOURN:

Meeting adjourned at 1:57 p.m.

Respectfully Submitted,

Heather Sleight
Administrative Specialist