



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

Special Board Meeting Minutes

September 23, 2022

1:00 p.m.

Called to order at 1:03 p.m.

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

Virtual: Angie Griffis

Absent: Ty Wessell and Penny Morris

Others Present: In person - Joanie Blamer, Interim Chief Executive Officer; Lauri Fischer, Chief Financial Officer; Tracy Andrews, Director of Integrated and Managed Health Services; Brian Newcomb, Director of Recipient Rights; Deb Lavender, Executive Secretary; Stacy Maiville, Executive Secretary; Jeremiah Williams, Information Technology Supervisor, Dan Mauk, Chief Information Officer Darryl Washington, Director of Long-Term Care and Support Services, Andy, 1 unknown public

Virtual – Aimee Horton Johnson, Office Administrator; Carrie Gray, Chief Population Officer for IDD Services; Matt Leiter, Director of Human Resources; Ann Ketchum, Programmer Analyst II; Kari Barker, Quality and Compliance Director; Brie Molaison, Customer Service Specialist; Jessica Williams, Performance Improvement Specialist; Lauren Franklin, Clinical Therapist; Jordan Byington, Hospital Liaison; Beth Burke, Training Coordinator; Michelle Michalaski, Human Resources Specialist; Misty Wright, Clinical Therapist; Tiffany Fewins, Administrative Specialist; Alyssa Heider, Recipient Rights Specialist; Rob Veale, Programmer Analyst III; Sheryl Day, OPT/ACT Operations Manager

Confirmation of a Quorum – Yes

Timekeeper – Tony

1. CALL TO ORDER:

The meeting was called to order at 1:03 p.m. by Dan Dekorse

MOTION:	Approve the Agenda
MOVER:	Rose Denny
SECONDER:	Greg McMorrow
Result:	Adopted (Unanimous)

Public Comment: No comment

2. CONFLICT OF INTEREST DECLARATION:

None was declared.

3. PRESENTATION

-Attorney, Haider Kazim provided: Legal Interpretation of Board Policies 2.8, 2.8.8, 3.3.6, 3.1, and 4.1.

The Purpose of the Board is to Achieve appropriate results for the appropriate persons at an appropriate cost. Within applicable laws, rules, and regulations.

The Board is there to Govern, not manage. Establish strategies, goals, and visions as to how best to serve Northern Lakes.

The Board accomplishes their purposes by developing Board Governance policies.

The Board accomplishes its goal by addressing in their Governance Policies:

- Consumer and community ends- How NLCMHA would achieve its purposes
- Executive limitations – Restrictions of the CEO
- Governance process – The parameters Board's authority
- Board-CEO- Linkage – Describes the relationship between the Board & CEO, and the authority and expectations of the CEO

The Board provides the vision and sets the goals, the CEO manages NLCMHA, the Board does not manage NLCMHA or have any management authority.

Policy 2.8 Prohibits the CEO from withholding information from the Board. The CEO must advise the Board of any anticipated negative press or pending lawsuits.

The CEO must also inform the Board Chairperson if one or more members of the Board engages in conduct that is or may be detrimental to the working relationship between the Board and CEO. The CEO must also inform the Board if the Board or NLCMHA itself is out of compliance.

2.8.8 Policy requires that the CEO communicates with the Board Members as a whole and only within established formal channels. However, the individual Board Members can communicate with the CEO for the request of facts or data. Outside of those requests, no member of the Board has the authority to communicate with the CEO directly. The Board also cannot reach out to staff for requests. The CEO cannot initiate communication with a Board Member outside of a Board or Committee Meeting.

3.3.6 Board Code of Conduct –

If a Board member has a conflict, it is his/her duty to declare that conflict in advance and must recuse oneself from voting. Board Members cannot accept or give any loans or money.

The Board does not have the authority to speak on behalf of the Agency. If asked for a statement, a Board Member may repeat a decision that has already been made but nothing beyond that. Board Members cannot be a spokesperson for the agency or express their own feelings to the public or press. The Board Chairperson may speak for the Board if the Board authorizes it.

3.3.6 Policy only applies to a complaint from a Board member about another Board member that may have violated the Board Code of Conduct. If any Board members believe another member has violated the code of conduct, a member must report it to the Board Chair. The form of internal resolution can be anything, such as, a warning, or a formal proceeding. This policy only applies to Board Members, not the CEO.

The CEO is subject to the authority of the Board as a whole, not individual members. The CEO is only subject to motions that are formalized by the Board as a whole.

No Board member has authority to guide the CEO except by formal motion.

4.1.2 Policy states that the CEO can refuse a Board request if it will take excessive staff time.

Presentation attached.

4. QUESTIONS & ANSWERS:

There was discussion during the Q& A session regarding:

Conflict of interests, CEO communication, Board to staff members communication, the history of the Board Governance Policies and the process of Board internal conflicts and resolutions.

The attorney advised that the annual workplan policy review would be a great time to address certain issues. He also advised that the Board should review and update their By-Laws and Governance policies. It was also suggested to have the governance policies make reference to the By Laws.

There was additional discussion about re-establishing the Ad Hoc By Laws Committee and about the Chair meeting with the chair of the committees.

5. MEETING EVALUATION:

The majority of the Board found this meeting had met the “excellent” standard in most areas.

6. ADJOURNMENT:

The meeting adjourned at 3:45 p.m.

Respectfully Submitted,

Dan Dekorse, Chairperson

Sherry Powers, Board Secretary

Stacy Maiville, Recording Secretary
