



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

Board of Directors Meeting Minutes

September 15, 2022

2:15 p.m.

Kirtland Community College, 4800 West Four Mile Road, Grayling and Microsoft Teams Meeting (Virtual)
Called to order at 2:15 pm

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

Others Present: In person - Joanie Blamer, Interim Chief Executive Officer; Lauri Fischer, Chief Financial Officer;; Tracy Andrews, Director of Integrated and Managed Health Services; Heather Slight, Administrative Specialist; Deb Lavender, Executive Secretary; Stacy Maiville, Executive Secretary; Jeremiah Williams, Information Technology Supervisor; Andy

Virtual – Ann Ketchum, Programmer Analyst II; Jessica Williams, Performance Improvement Specialist; Kari Barker, QI Compliance Director; Aimee Horton Johnson, Office Administrator; Brie Molaison, Customer Service Specialist; Alyssa Hansen, Human Resources Supervisor; Chris Biggar, Finance Manager; Matt Leiter, Director of Human Resources; Dean Baldwin, Network Administrator; Kasi Morse, Customer Service Provider; Kellee Hoag, Administrative Specialist – Finance; Melissa Bentgen, Accounts Payable Team Lead; Michelle Dosch, Compliance Secretary; Michelle Michalski, Human Resources Specialist; Hilary Rappuhn, Project Coordinator; Jan Pytlowany, Customer Service Provider

Confirmation of a Quorum – yes

Timekeeper – Mary

1. CALL TO ORDER:

The meeting was called to order at 2:15 p.m. by Dan Dekorse

2. AGENDA:

It was requested to remove item E about the Bylaws from the agenda and add a discussion and vote to allow the Board Chair to seek legal consultations as necessary.

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| MOTION: | Approve the Board Agenda September 15, 2022 as amended |
| RESULT: | ADOPTED. [UNANIMOUS] |
| MOVER: | Ty Wessell |
| SECONDER: | Tony Lentych |

3. CONFLICT OF INTEREST DECLARATION:

None was declared.

4. CONSENT AGENDA

It was requested to remove the COW Minutes, Board Minutes and Contracts Summary from the consent agenda.

It was requested to change the minutes from the 8/18/22 Board Meeting during Ty Wessell's motion to reflect what he intended: "Allow the NMRE through its CEO to fill and appoint the interim CEO and the NMRE provide administrative support for the CEO search process".

MOTION: Approve the August 18, 2022 Board Minutes with the changes Ty requested.
RESULT: ADOPTED. [UNANIMOUS]
MOVER: Ty Wessell
SECONDER: Tony Lentych

Kate requested changes to the COW minutes from August to reflect that her explanation of the Grand Traverse Center for Mental Wellness should read "Plan a **possible** 15,000 square feet building", and the project has "received several grants to fund the **planning phase** of the project".

MOTION: Approve the August 18, 2022 COW Minutes as amended.
RESULT: ADOPTED. [UNANIMOUS]
MOVER: Kate Dahlstrom
SECONDER: Mary Marois

There was a discussion regarding the contracts entered and the approval process that follows.

MOTION: Approve the Contract Summary
RESULT: ADOPTED. [UNANIMOUS]
MOVER: Kate Dahlstrom
SECONDER: Mary Marois

5. OWNERSHIP LINKAGE:

A. Citizen Comment.

The Chair referenced two emails and stated that the emails should be sent to the CEO for the CEO to respond. There was a motion for each email.

MOTION: To forward the email to the CEO to address how the email should be handled.
RESULT: ADOPTED. [UNANIMOUS]
MOVER: Al Cambridge
SECONDER: Ben Townsend

MOTION: To forward email to CEO so it may be addressed.
RESULT: ADOPTED. [UNANIMOUS]
MOVER: Penny Morris
SECONDER: Sherry Powers

There was discussion regarding this motion, that if Board emails come in, the Board chair would communicate with the CEO as to how to handle it so it could be taken care of in a timely manner.

6. CHIEF EXECUTIVE OFFICER'S REPORT:

The Interim CEO, Joanie, summarized her report.

Joanie also clarified that the Executive Secretary is there to support the Board and CEO and that if they have a committee or needs, they need to reach out to her and cc the CEO.

Joanie stated that the Board is out of compliance and that a Board member contacted a contract provider and asked them to stop communicating with the Interim CEO. This situation could have been detrimental and could have been a delay in service for our consumers. Joanie reminded the Board that this violates policy 3.2.8. There was short discussion about this situation. The Board Chair will investigate and report back to the Board.

There was a discussion on jail services and questions answered about the HR portion.

7. Chief Financial Officer's Report:

The CFO presented her Report and answered any questions given.

There was discussion about the Board expense sheets and clarification about Board members requesting attendance at conferences and community meetings. The Board Chair will update the committee list to include CMHA committee meetings.

8. NORTHERN MICHIGAN REGIONAL ENTITY REPORT:

Reference was made to the minutes and no comments were identified.

9. ASSURANCE OF ORGANIZATIONAL PERFORMANCE:

A. Receipt of CEO Response to Monitoring Report –

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| MOTION: | The Board finds the organization 100% compliance with 2.1 Consumers Services |
| RESULT: | ADOPTED. [UNANIMOUS] |
| MOVER: | Rose Denny |
| SECONDER: | Barb Selesky |

New Operational Worries – The Chair mentioned the importance of communication and following the Open Meetings Act. The Chair stressed to the Board to stop sending out group emails to one another, as this potentially forms a quorum, and could have an unintentional influence on the group. There was additional discussion between members about communicating outside the Board room. The chair clarified that if a Board member has items they would like to see on the agenda, they would need to email the chair directly and not include the entire Board.

The Board agreed to have the general council address the board in the COW for clarification of the Board communication outside the Board room.

The chair mentioned that he was concerned about the issue that was brought up during the CEO Report which had been about a Board Member going to a contracted provider and telling that provider not to work with Joanie. This issue could have been a recipient rights violation.

It was recommended to the Chair to investigate the incident and bring it back to the Board.

Kate noted she has a concern that least restrictive care is a new buzz word and she doesn't think we should agree to that.

- B. September 15, 2022, Monitoring Assignment – The homework for this month is 1.0 Consumer and Community Ends. 2.3 Compensation of the Employed Workforce.

10. BOARD MEANS SELF-ASSESSMENT

- A. Receipt CEO Response to Monitoring

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| MOTION: | The Board finds the organization 70% compliant with policy 4.2 accountability |
| RESULT: | ADOPTED. [UNANIMOUS] |
| MOVER: | Rose Denny |
| SECONDER: | Sherry Powers |

11. GOVERNANCE POLICIES DISCUSSION AND ASSESSMENT:

- A. Ends – Al mentioned that he would like to ask questions regarding the annual report at another time.
- B. Executive Limitations – None.
- C. Governance Process/Ownership Linkage
 - a. NLD Minutes – September 7, 2022 – No motion was made.

There was discussion about the date for the Board Retreat. They are currently looking for facilitators.

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| MOTION: | To have the Board Retreat on November 4th, 2022 |
| RESULT: | ADOPTED. [UNANIMOUS] |
| MOVER: | Rose Denny |
| SECONDER: | Barb Selesky |

- b. Ad Hoc Governance Committee – The Chairman of this committee would like to change the name to avoid confusion with the Ad Hoc Governance Policy Committee. No new name was established.
- c. Develop Ad Hoc Finance Committee – A date is in the works for the next meeting.
- d. Ad Hoc Governance Policy Committee- The committee would like to change to a standing committee and get a few new members. The committee will discuss this at their next meeting and bring it back to the Board next month.

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| MOTION: | Approve minutes from the Ad Hoc Governance Policy Committee |
| RESULT: | ADOPTED [UNANIMOUS] |
| MOVER: | Penny Morris |
| SECONDER: | Dan Dekorse |

- e. Assistance from the NMRE
The Chair appointed a CEO search committee to work with the NMRE. Mary Volunteered as chair, Dan asked for one Board Member from each county represented. Mary – Chair, Al, Greg, Sherry, and Lynn volunteered. Wexford County will let the chair know who will be on the committee. The chair will confirm these candidates and inform the NMRE.

It was proposed that the Board immediately go to the NMRE to start the search for internal candidates and if the Board doesn't like the pool then they can negotiate with a search firm.

MOTION: Inform Eric of the NMRE that the Board would like to work with them to hire a search firm to find candidates and to use their administrative support to find and hire a CEO
RESULT: ADOPTED [UNANIMOUS]
MOVER: Al Cambridge
SECONDER: Ty Wessell

Ty moved to notify NMRE that the Board would like to immediately have them appoint an interim CEO pending counsel approval.

The mover of the motion was Ty. The seconder was Mary.

There was discussion among the Board that there should be a contract or memo of understanding.

Ty moved to modify the motion to ask the chair to work with counsel to immediately develop a memo of understanding with the NMRE to serve as interim CEO. The mover of the motion was Ty, the seconder was Al.

Discussion surrounded this motion; it was brought up by a Board member that the Chair should sign an agreement by an attorney to appoint Eric as Interim CEO and a contract or MOU be signed within a week or the Board will be notified.

Ty modified his motion to include that there must be a signed MOU or contract completed within a week or the Board would be notified.

MOTION: Notify NMRE that the Board would like to immediately have them appoint an interim CEO pending counsel approval and there must be a signed MOU or contract completed within a week or the Board would be notified.
RESULT: ROLL CALL VOTE: 14 Yes: Babcock, Pope, Griffis, Lentych, Denny, Morris, Dahlstrom, Bratton, Cambridge, Marois, Powers, Selesky, Wessell, Dekorse. 1 No: Townsend.
MOVER: Ty Wessell
SECONDER: Al Cambridge

MOTION: Authorize expenditures for legal assistance to the Board Chair for purposes of clarifying communication
RESULT: ADOPTED [UNANIMOUS]
MOVER: Tony Lentych
SECONDER: Mary Marois

12. OWNERSHIP LINKAGE:

A. Citizen Comment – None.

Closed Session – MCL 15.268(1)(h)

MOTION: Move into closed session
RESULT: Roll call vote : 14 Yes, Babcock, Pope, Griffis, Lentych, Denny, Morris, Dahlstrom, Bratton, Cambridge, Marois, Powers, Selesky, Wessell, Dekorse, 1 No, Townsend.
MOVER: Rose Denny
SECONDER: Mary Marois

Closed session Started: 4:08 p.m.
Closed Session Ended: 5:05 p.m. (Note what time closed session ended)
No staff or public were allowed in the closed session.

MOTION: Motion to accept the recommendation by the attorney
RESULT: ADOPTED [UNANIMOUS]
MOVER: Al Cambridge
SECONDER: Sherry Powers

13. ANNOUNCEMENTS/BOARD MEMBER REPORTS:

The Chair read the certificates of recognition to former Board Members Nicole Miller and Justin Reed.
Ty read a statement complimenting the staff.
Tony commended the staff, specifically the Traverse House team

14. October 20, 2022 AGENDA PLANNING:

Review the 2021 Annual Report.

15. MEETING EVALUATION:

None.

16. ADJOURNMENT: 5:15 p.m.

The meeting adjourned at (what time did we adjourn?)

Respectfully Submitted,

Dan Dekorse, Chairperson

Sherry Powers, Board Secretary

Stacy Maiville, Recording Secretary
