



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

Board of Directors Meeting Minutes

October 20, 2022

2:15 p.m.

The Gateway Center, 10783 E. Cherry Bend Road, Traverse City, MI 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, Al Cambridge, Dan Dekorse, Tony Lentych, Mary Marois, Kate Dahlstrom, Tom Bratton, and Greg McMorro
Virtual: Lynn Pope, Angie Griffis

Board Members Absent: Ty Wessell

Others Present: Brian Martinus, Interim Chief Executive Officer; Joanie Blamer, Chief Population Officer for Mental Illness Services; Lauri Fischer, Chief Financial Officer; Tracy Andrews, Director of Integrated and Managed Health Services; Heather Sleight, Administrative Specialist; Deb Lavender, Executive Secretary; Stacy Maiville, Executive Secretary; Jeremiah Williams, Information Technology Supervisor; Brian Newcomb, Director of Recipient Rights; Matt Leiter, Human Resource Director; Carrie Gray, Chief Population Officer for Individuals with Intellectual/Developmental Disabilities Services, Darryl Washington, Director of Long Term Care & Support Services; Dave Simpson, Residential Services Administrator; 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; 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; Eric Kurtz, NMRE; Pat Nuffer

Confirmation of a Quorum – yes

Timekeeper – Sherry

1. CALL TO ORDER:

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

2. AGENDA:

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| MOTION: | Approve the Board Agenda |
| RESULT: | ADOPTED. [UNANIMOUS] |
| MOVER: | Rose Denny |
| SECONDER: | Kate Dahlstrom |

3. CONFLICT OF INTEREST DECLARATION:

None was declared. Dan asked Board Members to fill out Conflict of Interest form.

4. CONSENT AGENDA

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| MOTION: | Approve the Consent Agenda |
| RESULT: | ADOPTED. [UNANIMOUS] |
| MOVER: | Rose Denny |
| SECONDER: | Kate Dahlstrom |

5. OWNERSHIP LINKAGE:

A. Citizen Comment.

Pat Nuffer provided citizen comment. She read an email she sent to the Board regarding a complaint of the Crisis Welcoming Center.

6. CHIEF EXECUTIVE OFFICER'S REPORT

The Interim CEO, Brian Martinus, gave an update reflecting the status of the organization. Brian spoke about the \$3 million grant for the Crisis Stabilization Center, the recent positive press, and gave an update on the Crisis Welcoming Center.

A Board Member spoke about an item mentioned on the midpoint report regarding an employee of NLCMHA and the perception of Northern Lakes.

7. CHIEF FINANCIAL OFFICER'S REPORT:

The Chief Financial Officer, Lauri Fisher, went over the financial report. She reviewed the Encounter Quality Initiative, Teamster's negotiations, MemberCore electronic health record, Technilodge update, Medicaid spending, residential/inpatient usage, revenues and spending, and reviewed the contract page.

There was additional discussion among the Board members and the CFO regarding how to spend certain capital and other specifics on her report.

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| MOTION: | Accept the Financial Report |
| RESULT: | ADOPTED. [UNANIMOUS] |
| MOVER: | Al Cambridge |
| SECONDER: | Sherry Powers |

8. NORTHERN MICHIGAN REGIONAL ENTITY REPORT:

The Board Chairman, Dan, noted that the NMRE has changed their policy to not release their draft minutes until after their Board Members approved them. The Chair noted his concern about this new policy which would result in the NLCMHA Board not being able to view the minutes until two months after the NMRE Board meeting.

The Board members discussed this new policy and members raised concern about this and questioned if the NMRE would be complying with the Open Meetings Act.

The Chair suggested that the Board accept the draft NMRE minutes, and the following month they would accept the Final minutes.

Eric Kurtz, CEO of NMRE spoke virtually to the Board about this issue and said that he would look into the matter further.

Board members expressed their desire to have the NMRE minutes as soon as they are available, knowing that they are draft minutes.

MOTION: Request the draft minutes from the NMRE as soon as they are available
RESULT: ADOPTED. [UNANIMOUS]
MOVER: Tony Lench
SECONDER: Ben Townsend

9. ASSURANCE OF ORGANIZATIONAL PERFORMANCE:

A. Receipt of CEO Response to Monitoring Report

MOTION: The Board finds the organization 83% Policy 1.0 Consumer and Community Ends Services
RESULT: ADOPTED. [UNANIMOUS]
MOVER: Rose Denny
SECONDER: Sherry Powers

MOTION: The Board finds the organization 92% Policy 2.3 Compensations of the Workforce
RESULT: ADOPTED. [UNANIMOUS]
MOVER: Rose Denny
SECONDER: Sherry Powers

B. New Operational Worries:

Kate voiced her concern and complaint about the patient portal (Community Electronic Health Records) not being updated with patient information and would like the CEO to investigate it.

MOTION: CEO report on the Community Electronic Health Records Patient Portal at next Board meeting
RESULT: ADOPTED. [UNANIMOUS]
MOVER: Kate Dahlstrom
SECONDER: Penny Morris

Tom stated a new operational worry, that he would like to see NLCMHA continue to partner with other community organizations, such as Munson and invite other organizations to NLCMHA events. It was also mentioned to possibly bring the general counsel to the next Board meeting to clarify Board emails.

There was discussion about the email sent to the Board and the process the Board has for that.

C. October Monitoring Assignment – No Discussion on Policy 2.4 or Policy 2.5

10. BOARD MEANS SELF-ASSESSMENT

Receipt CEO Response to Monitoring – None

October Monitoring Assignment -No Discussion on Policy 3.0 or Policy 4.0.

11. GOVERNANCE POLICIES DISCUSSION AND ASSESSMENT:

- A. Ends: None discussed
- B. Executive limitations: None discussed
- C. Governance Process/Ownership Linkage

a. RRAC Minutes –

MOTION: Accept the October 4, 2022 RRAC Minutes
RESULT: ADOPTED [UNANIMOUS]
MOVER: Rose Denny
SECONDER: Barb Selesky

- b. Ad Hoc Governance Committee – No new update
- c. Ad Hoc Finance Committee – Al (the committee Chair), stated that there will be a couple more meetings then they will see where they are and report to the Board. The Chair commended the work of the Ad Hoc Finance Committee. Al said it will probably be December when they have a report.
- d. Ad Hoc Governance Policy Committee- Penny (the Chair of the committee) discussed that the committee become a standing committee and meet at least once a year. The Policy committee would like it to consist of six members of the Board, one from each county. The Board made a motion to accept all recommendations from the policy committee. The following are the six recommendations from the Ad Hoc Governance Policy Committee:
 - Approve the Agenda
 - Create a standing committee that would focus on Board Policy
 - Recommend that the standing committee meet at least once a year
 - Recommend that the committee be comprised of six members from the Board, one from each county
 - Recommend that the Policy Committee only review policies recommended by the majority of the Board
 - Recommend that if the Policy Committee is created the first step would be to identify responsibilities of the Policy Committee under Section 3.7 of Board Policy.

MOTION: Accept all six recommendations from the Policy Committee & meet at least once a year
RESULT: ADOPTED
Roll Call Vote: Seven (7) Yes – McMorrow, Lentych, Denny, Morris, Marois, Selesky, Dekorse; Six (6) No – Townsend, Babcock, Dahstrom, Bratton, Cambridge, Powers
MOVER: Barb Selesky
SECONDER: Penny Morris

- i. Approve September and October Minutes – not discussed
- ii. Policy Change 3.9 CEO Compensation – The Board discussed removal of a line in the policy that references another policy that doesn't exist. A motion was made to remove that line.

MOTION: Remove line from policy 3.9 that references policy 1.4.02, since it does not exist
RESULT: ADOPTED [UNANIMOUS]
MOVER: Tony Lentych
SECONDER: Penny Morris

e. Ad Hoc Search Committee

Mary discussed the letter from Eric regarding the CEO compensation and CEO search timeline. Eric spoke virtually about the suggestions in the letter. The Board members discussed these suggestions. It was determined not to ask for three letters of recommendation from a candidate until the second interview. It was also clarified that the Board is only agreeing to the salary range of the timeline recommendation at this time.

MOTION: Accept the new salary range proposed by the NMRE letter of \$145, 000-
\$185, 000 for posting purposes of the CEO position
RESULT: ADOPTED [UNANIMOUS]
MOVER: Tony Lentych
SECONDER: Greg McMorrow

a. Communication with the Executive Secretary

It was clarified that anytime a Board member sends communication to the CEO, the Executive Secretary is to be copied and if there is a question the Executive Secretary can simply answer for a Board member, the CEO must always be copied as well.

MOTION: Motion for Board members to carbon copy the Executive Secretary on any
communications to the CEO and to carbon copy the CEO on any
communications to the Executive Secretary
RESULT: ADOPTED [UNANIMOUS]
MOVER: Penny Morris
SECONDER: Sherry Powers

12. OWNERSHIP LINKAGE:

A. Citizen Comment – None.

The Board chair discussed the issue of the Board Member who possibly violated a policy and was mentioned at the last Board meeting. He said that the Board Member believes they did not act in violation or in a conflict of interest. The Board Chair said that it does however appear, that it is a conflict of interest and although it did not result in a recipient rights violation, it could have. It was suggested by another Board member for the Board Chair to look into the situation more and determine if it was a conflict of interest. The Board Chair stated that he will continue to move forward with the investigation.

The Board Chair also reminded the Board that past minutes and useful information are located on their Teams file. It was also brought up by another member that Boardworks is located on the Teams folder and the Board members are expected to complete those courses within a year of becoming a Board member.

13. ANNOUNCEMENTS/BOARD MEMBER REPORTS:

The Chair asked the Interim CEO, Brian to give a brief summary about how things have went for him while meeting the NLCMHA staff members. Brian expressed his admiration for the staff and said that the staff has not lost focus as to what their mission is and continues to provide world-class services and support for the community.

A member of the Board stated to Brian that it would be a good idea to put out a positive press release.

14. November 17, 2022 AGENDA PLANNING:

Dan reminded the Board that they can request different meeting locations seven days in advance.

15. MEETING EVALUATION:

Spent time on the most important topics: Satisfactory
Encouraged diversity of viewpoints: Excellent

Decisions were made collectively: Excellent
Board used it's time effectively: Satisfactory

16. ADJOURNMENT:

The meeting adjourned at 4:05 p.m.

Respectfully Submitted,

Dan Dekorse, Chairperson

Sherry Powers, Board Secretary

Stacy Maiville, Recording Secretary

DRAFT