



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

Board of Directors Meeting Minutes

November 17, 2022

2:15 p.m.

527 Cobb Street, Cadillac 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, Greg McMorrow, Ty Wessell, Lynn Pope, Angie Griffis

Others Present: Joanie Blamer, Chief Population Officer for Mental Health Services; Lauri Fischer, Chief Financial Officer; Heather Sleight, Administrative Specialist; Deb Lavender, Executive Secretary; Stacy Maiville, Executive Secretary; Jeremiah Williams, Information Technology Supervisor; Brian Martinus, Interim CEO; Andy; Darryl Washington, Northern Healthcare Management Director; Harold Meeuwes, Building Grounds Coordinator; Daniel Mauk, Chief Information Officer

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; Dean Baldwin, Network Administrator; Michelle Dosch, Compliance Secretary; Tracy Andrews, Director of Integrated and Managed Health Services; Matthew Leiter, Human Resources Officer; Melissa Bentgen, Accounts Payable Team Lead; Rob Palmer, Reimbursement Manager; Curtis Cummins, Medical Director; Kellee Hoag, Administrative Specialist – Finance; Amy Kotulski, Clubhouse Director; Treasa Cooper, Reimbursement Coordinator; Tiffany Fewins, Administrative Assistant; Jennifer Hemmes, Administrative Assistant; Kasie Morse, Customer Service Provider

Confirmation of a Quorum – Yes

Timekeeper – Tom Bratton

1. CALL TO ORDER:

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

2. CONFLICT OF INTEREST DECLARATION:

None was declared.

3. CONSENT AGENDA

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| MOTION: | Approve the Board of Directors and COW Minutes for October 20, 2022 |
| RESULT: | ADOPTED. [UNANIMOUS] |
| MOVER: | Barb Selesky |
| SECONDER: | Mary Marois |

MOTION: Move the contract summary to the Chief Financial Officer Report

RESULT: ADOPTED. [UNANIMOUS]

MOVER: Ty Wessell

SECONDER: Al Cambridge

Ownership Communication: None

MOTION: Approve Minutes of closed session within the closed session

RESULT: ADOPTED. [UNANIMOUS]

MOVER: Rose Denny

SECONDER: Sherry Powers

The Board moved into closed session at 2:30 p.m. Closed Session MCL 15.268 (1)(h)

The Board came out of closed session at 2:50 p.m.

MOTION: Proceed with recommendation by legal counsel and authorize her to proceed as discussed.

MOVER: AL Cambridge

SECONDER: Mary Marois

ROLL CALL VOTE:

15 Y -P. Morris, B. Townsend, R. Denny, B. Selesky, P. Babcock, S. Powers, A. Cambridge, D. Dekorse, M. Marois, K. Dahlstrom, T. Bratton, G. McMorrow, T. Wessell, L. Pope, A. Griffis

1 N- T. Lentych

RESULT: ADOPTED.

4. CHIEF EXECUTIVE OFFICER'S REPORT

The Interim CEO, Brian Martinus, gave an update reflecting the status of the organization.

Brian spoke about the request to look into the Crisis Welcoming Center issue mentioned at the last Board meeting and the Electronic Health Portal. Brian stated he will look into hiring more staff to keep the portal updated.

5. CHIEF FINANCIAL OFFICER'S REPORT:

The Chief Financial Officer, Lauri Fischer, went over the financial report. Lauri discussed the health insurance costs, the vaults of the property being built next door, the grants and awards that apply to the expansion of the continuum of care, the local match obligation, expense of boiler replacement, Techni^lodge, Medicaid Spending, residential/inpatient usage, revenues, and spending.

MOTION: Accept the Contract summary

RESULT: ADOPTED. [UNANIMOUS]

MOVER: Al Cambridge

SECONDER: Mary Marois

6. NORTHERN MICHIGAN REGIONAL ENTITY REPORT:

October and September's Board minutes were attached to the packet. Reference to these minutes were made. The next NMRE Board meeting is December 7th.

7. ASSURANCE OF ORGANIZATIONAL PERFORMANCE:

The Board reviewed the Receipt of CEO Response to Monitoring Reports.

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| MOTION: | The Board finds the organization 100% in compliance with Policy 2.4 Financial Management Internal Controls (Internal Inspection) |
| RESULT: | ADOPTED. [UNANIMOUS] |
| MOVER: | Rose Denny |
| SECONDER: | Sherry Powers |

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| MOTION: | The Board finds the organization 90% in compliance with Policy 2.5 Asset Protection (Internal Inspection) |
| RESULT: | ADOPTED. [UNANIMOUS] |
| MOVER: | Rose Denny |
| SECONDER: | Sherry Powers |

The Chair encouraged the Board to fill out the monitoring report assignments. It was asked by a member if they could bring up issues with any policies at any Board meeting. It was identified that they can, as long as it is during the appropriate times within the Board meeting.

New Operational Worries:

It was discussed to invite Nate Alger to come to the next COW meeting and speak on the status of the enabling agreement.

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| MOTION: | Invite Nate Alger to COW meeting in December to provide update on the enabling agreement And/or his designee and consultant |
| RESULT: | ADOPTED. [UNANIMOUS] |
| MOVER: | Kate Dahlstrom |
| SECONDER: | Tony Lentych |

A Board member mentioned that she would like to see members of the community appointed to the CEO Search Committee. There was a motion on this subject, but after discussion, the motion was withdrawn. The Board identified that since the committee meetings will be public, the community will have the opportunity to speak during the public comment portions.

The Board referenced the November monitoring assignment, Global Executive Limitations.

8. BOARD MEANS SELF-ASSESSMENT

The Board accepted the CEO Response to monitoring reports, 3.0 Global Governance Board/CEO Linkage & 4.0 Annual Workplan.

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| MOTION: | The Board finds the organization 81% in compliance for policy 3.0 Global Governance Board/CEO Linkage (Direct Inspection) |
| RESULT: | ADOPTED. [UNANIMOUS] |
| MOVER: | Rose Denny |
| SECONDER: | Sherry Powers |

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| MOTION: | The Board finds the organization 91% in compliance for policy 4.0 Annual Workplan (Direct Inspection) |
| RESULT: | ADOPTED. [UNANIMOUS] |
| MOVER: | Rose Denny |
| SECONDER: | Sherry Powers |

9. GOVERNANCE POLICIES DISCUSSION AND ASSESSMENT:

Ends: None. Executive Limitations: None.

Governance Process/Ownership Linkage:

NLD Meeting – November 2, 2022–

The Board re- appointed Recipient Rights Advisory Committee Member, Chuck Corwin. There was discussion around the topics discussed at the November 2nd NLD meeting. The Chair discussed having quarterly community leaders’ meetings. These meetings would include community leaders, such as sheriffs, congressman, mayors, church leaders and more. It was discussed to have these meetings incorporated into the Board education sessions. The Board reviewed and approved the following proposed schedules: 2023 Board Meeting Schedule, 2023 Board Education & Workplan, 2023 Annual Planning Calendar, 2023 Policy Monitoring Chart. The Chair asked the Interim CEO to make the Board aware of any community meetings the CEO attends.

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| MOTION: | Re-appoint Chuck Corwin to the RRAC |
| RESULT: | ADOPTED [UNANIMOUS] |
| MOVER: | Mary Marois |
| SECONDER: | Barb Selecky |

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| MOTION: | Approve the NLD minutes, the 2023 Board Meeting Schedule, 2023 Board Education & Workplan, 2023 Annual Planning Calendar, 2023 Policy Monitoring Chart |
| RESULT: | ADOPTED [UNANIMOUS] |
| MOVER: | Al Cambridge |
| SECONDER: | Tony Lentych |

Ad Hoc Governance Committee: On hold

Ad Hoc Finance Committee: The Committee will have one more meeting in January. Afterwards, there will be several recommendations to the Board. They would like to establish a standing budget committee that would meet three times a year starting in April 2023. One of the items they would like to do is move the contract summary out of the consent agenda.

Policy Committee: On hold

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| MOTION: | Table the Policy Committee |
| RESULT: | ADOPTED. [UNANIMOUS] |
| MOVER: | Kate Dahlstrom |
| SECONDER: | Tony Lentych |

The Board discussed having the attorney speak during the December COW meeting if possible. This would be to gain clarification on emails.

Staff and Board agreed to table the Technilodge proposal. It was mentioned that this project needs more time and find examples of other communities who have done something similar and bring those examples back to the Board. The CFO reviewed the concerns she had noted from the feedback after her report and stated the conversation would be more appropriately discussed in March of 2023.

Board/CEO Linkage:

There was an additional brief conversation about quarterly Board community meetings. The Chair stated that he would like to see these meeting opened up and invite the Board members to all such meetings and their respective counties.

10. OWNERSHIP LINKAGE:

A. Citizen Comment - None

11. ANNOUNCEMENTS/BOARD MEMBER REPORTS:

Mary stated that there will be a CEO Search Committee meeting in December, and they have received a “nice batch” of applications last Friday.

12. December 15, 2022 AGENDA PLANNING:

Meeting will be held in Traverse City. This meeting should include the October special meeting minutes

13. 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

14. ADJOURNMENT:

The meeting adjourned at 4:17 p.m.

Respectfully Submitted,

Dan Dekorse, Chairperson

Sherry Powers, Board Secretary

Stacy Maiville, Recording Secretary
