

Board of Directors Meeting Minutes

January 19, 2023

2:15 p.m.

Board Members Present: Ben Townsend, Rose Denny, Al Cambridge, Pam Babcock, Lynn Pope, and Tom Bratton

Virtual: Angie Griffis, Penny Morris, Barb Selesky, Sherry Powers, Mary Marois, Kate Dahlstrom, Greg McMorrow, Ty Wessell, Dan Dekorse, Tony Lentych

Others Present: Brian Martinus, Interim CEO; 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; Daniel Mauk, Chief Information Officer; Kari Barker, QI Compliance Director, Tracy Andrews, Director of Integrated and Managed Health Services; Matthew Leiter, Human Resources Officer

Virtual: Ann Ketchum, Programmer Analyst II; Jessica Williams, Performance Improvement Specialist; Aimee Horton Johnson, Office Administrator; Brie Molaison, Customer Service Specialist; Dean Baldwin, Network Administrator; Michelle Dosch, Compliance Secretary; Aimee Horton-Johnson, Office Administrator; Melissa Bentgen, Accounts Payable Team Lead; Rob Palmer, Reimbursement Manager; Curtis Cummins, Medical Director; Kellee Hoag, Administrative Specialist

Confirmation of a Quorum – No

Timekeeper – Ben Townsend

1. Call to Order:

The meeting was called to order at 2:15 p.m. by Rose Denny

2. Conflict of Interest Declaration:

None was declared.

3. Consent Agenda:

The Board was made aware of the minutes available to them. The Board was unable to vote due to the lack of a quorum.

4. Ownership Linkage:

A. Citizen Comment:

None

B. Ownership Communication:

None.

5. Chief Executive Officer's Report:

Brian, The Interim CEO, presented the CEO report. Brian noted that the agency is actively looking to hire more employees. The agency is currently 13% below staffing levels and is working hard to fill those vacancies. Brian reviewed his upcoming meetings and spoke about the waiver training for employees and the All-Managers Meeting. He also expressed the importance of getting everyone in leadership on the same page.

Brian discussed the community survey, which would need the Board approval for the contract since it is over \$15,000. The Board encouraged Brian to see if he could get the cost under \$15,000 since they could not vote on it today due to the lack of a quorum.

6. Financial Officer's Report:

Lauri, the CFO gave the Chief Financial Officer's Report. Lauri reviewed the contracts entered into and finance report. Lauri also spoke about the Habilitation Supports Waiver (HSW), Medicaid redetermination, Medicaid spending as compared to regional funding advances, residential/inpatient usage, and revenues and spending.

It was asked if there is a dedicated DHHS worker. Lauri responded that we do have a dedicated worker for this, and she assists all six of the counties.

7. Northern Michigan Regional Entity Report:

The December 2022 Minutes were referenced and presented within the packet.

Mary commented that there was significant conversation at the NMRE about the many new players in the house and senate and how to use that for the agency's benefit.

8. Assurance Of Organizational Performance:

A. Receipt of the CEO Monitoring Reports:

Review of the CEO Response for policies 2.6 and 2.10 were deferred to next month due to the lack of quorum.

B. New Operational Worries:

None.

C. January Monitoring Assignments

The Board was given policy 2.4 Financial Management as completed by the CFO and interim CEO.

Kate expressed the need for pediatric psychiatrists and asked how many we currently have at NLCMHA. Brian answered that we have one on staff and an offer has been extended to another for the summer.

9. Board Means Self-Assessment:

A. Receipt of the CEO Monitoring Reports:

Review of the CEO Response for policy 3.1 was deferred to next month due to the lack of quorum.

B. January Monitoring Assignment:

January monitoring reports, Policy 3.9 and 3.10, along with the conflict-of-interest declaration forms were distributed to the Board for their completion.

10. Governance Policies Discussion and Assessment:

a. **Ends: None.**

b. **Executive Limitations:**

Cost for Community Survey. The Board was unable to vote on this topic due to lack of a quorum. The Interim CEO said he will try to get the cost reduced.

c. **Governance Process/Ownership Linkage:**

NLD Updates: None given.

Ad Hoc Finance Committee Updates:

Al presented the Ad Hoc Finance Committee report and stated his recommendations regarding policies and contracts. He also stated that the Ad Hoc Finance Committee recommends forming an Ad Hoc Budget Committee, that would meet three times in 2023. The meeting would cover the following three areas:

1. Directly provided services
2. Provider network
3. Revenue

The committee felt that they did not need a standing finance committee.

The Ad Hoc Finance Committee has also requested that the Chief Financial Officer's monthly balance sheet will include a proforma area moving forward. Additionally, the Interim Chief Executive Officer will add to his report a review of significant contracts.

The Ad Hoc Finance Committee will present their recommendations to the Board again at the next meeting to be voted on. The recommendations to the Board will be separate from the committee's minutes.

Board By-Laws: The Bylaws were included in the packet. No action due to lack of quorum.

Ownership linkage plan: No action due to lack of quorum.

Board Terms: The Board terms were in the packet, for the Board to reference.

Policy 3.8.6: No action due to lack of quorum.

d. **Board/CEO Linkage:**

11. Ownership Linkage:

a. **Citizen Comment:**

None

12. Announcements/Board Member Reports:

Brian reminded the Board about the CMHA conference.

13. Agenda Planning:

Next meeting to be held on February 16, 2023, at Kirtland Community College

- Ad Hoc Finance Committee recommendations.

14. Meeting Evaluation:

Barb suggested that there needs to be a better way for the Board members to share and act on ideas.

15. Adjournment:

The meeting adjourned at: 3:45 p.m.

Respectfully Submitted,

Dan Dekorse, Chairperson

Sherry Powers, Board Secretary

Stacy Maiville, Recording Secretary
