

## Board of Directors Meeting Minutes

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May 18, 2023

2:15 p.m.

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**Board Members Present:** Penny Morris, Ben Townsend, Greg McMorrow, Mary Marois, Al Cambridge, Sherry Powers, Pam Babcock, Ty Wessell, Kate Dahlstrom, Ruth Pilon, Dean Smallegan, Eric Ostergren

**Absent:** Tony Lentych, Tom Bratton,

**Virtual:** David Freedman, Carol Blake

**Others Present:** Brian Martinus, Interim Chief Executive Officer; Tracy Andrews, Director of Integrated and Managed Health Services; Heather Sleight, Administrative Specialist; Stacy Maiville, Executive Secretary; Dean Baldwin, Network Administrator; Joanie Blamer, Chief Population Officer, Jeremiah Williams, Information Technology Supervisor

**Virtual** –Ann Ketchum, Programmer Analyst II; Kari Barker, QI Compliance Director; Curtis Cummins, Medical Director; Darryl Washington; Northern Health Care Management Director, Daniel Mauk, Chief Information Officer; Brian Newcomb, Director of Recipient Rights; Jessica Williams, Performance Improvement Specialist; Aimee Horton Johnson, Office Administrator; Amy Kotulski, Clubhouse Director

### **Call to Order:**

The meeting was called to order at 2:16 p.m. by Ben Townsend

**Timekeeper:** S. Powers

**Confirmation of a Quorum:** Yes

**Conflict of Interest Declaration:** No

**Consideration of the Agenda:** Approved.

### **Approval of the Agenda – Unanimous**

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| <b>MOTION:</b>  | <b>Accept the April 20, 2023, Board of Directors and Committee of the Whole Meeting Minutes</b> |
| <b>RESULT:</b>  | <b>ADOPTED. [UNANIMOUS]</b>   |
| <b>MOVER:</b>   | <b>S. Powers</b>  |
| <b>SECONDER</b> | <b>T. Wessell</b>   |

## **Ownership Linkage:**

A. **Citizen Comment:** None.

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| <b>MOTION:</b>  | <b>Move for nominations for the Board Vice Chair to be closed</b> |
| <b>RESULT:</b>  | <b>ADOPTED. [UNANIMOUS]</b>                                       |
| <b>MOVER:</b>   | <b>D. Smallegan</b>   |
| <b>SECONDER</b> | <b>M. Marois</b>  |

Two Board members were nominated for the Vice Chair position, Tony Lentych and Greg McMorrow. A roll call vote was taken, Greg McMorrow was elected for Vice Chair of the NLCMHA Board of Directors.

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| <b>MOTION:</b> | <b>Election for Chair</b>  |
| <b>RESULT:</b> | <b>Roll call vote</b>  |
|                | <b>For Mr. McMorrow: A. Cambridge, S. Powers, K. Dahstrom, P. Morris, M. Marois, G. McMorrow, T. Wessell</b> |
|                | <b>For Mr. Lentych: D. Smallegan, R Pilon, P. Babcock, B. Townsend</b>                                       |

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| <b>MOTION:</b>  | <b>Move for nominations for Secretary to be closed</b> |
| <b>RESULT:</b>  | <b>ADOPTED. [UNANIMOUS]</b>                            |
| <b>MOVER:</b>   | <b>T. Wessell</b>                                      |
| <b>SECONDER</b> | <b>D. Smallegan</b>                                    |

Sherry Powers was the only Board member nominated. The Chair moved to continue Ms. Powers as secretary.

## **Chief Executive Officer's Report:**

Brian Martinus, the Interim Chief Executive Officer, reviewed the CEO Report. Mr. Martinus reviewed upcoming events, dates of note, and the enabling agreement results. All six counties voted unanimously. The signed enabling agreement has been filed with the state.

Mr. Martinus also noted that he will be absent at the next Board meeting and has arranged for another to sit in his place.

Ms. Dahlstrom referenced a request that the Board Chair from Grand Traverse County Board of Commissioners asked of Mr. Martinus; and if he had completed that request. Mr. Martinus stated that he does not work for Grand Traverse County, he works for the NLCMHA Board, and the Board Chair did not direct him to address that question.

Ms. Dahlstrom asked questions about contracts. Board member Al Cambridge, clarified that the CFO and CEO are both doing as instructed by the Board, and have the contracts listed on the contract report. Mr. Cambridge also stated that the Board has only instructed the CEO to alert the Board of upcoming contracts, not give the details or provide discussion about the contracts. The proper place to discuss the contracts is during Financial Report that is given by the Chief Financial Officer.

Ms. Dahlstrom asked about transportation, the CEO responded we do not provide transportation. Services recipients are supposed to call MDHHS.

## **Chief Financial Officer's Report:**

Mr. Martinus reviewed the Chief Financial Report. The Habilitation waiver numbers have increased. NLCMH received a performance-based incentive grant through the NMRE. Medicaid redetermination will begin in June. The CFO Report also highlighted residential/inpatient usage, revenues and spending along with other financial specifics.

Ms. Dahlstrom asked about the Hope Network contract. Mr. Martinus and Ms. Tracy Andrews answered.

### **Northern Michigan Regional Entity Report:**

The NMRE draft minutes were included in the packet.

### **Assurance Of Organizational Performance:**

#### **A. Receipt of Board Monitoring Report & CEO Response to Monitoring Report:**

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| <b>MOTION:</b>   | <b>The Board finds the organization 100% in compliance with Policy 2.8 Communication and Support to the Board</b> |
| <b>RESULT:</b>   | <b>ADOPTED. [UNANIMOUS]</b>   |
| <b>MOVER:</b>    | <b>S. Powers</b>  |
| <b>SECONDER:</b> | <b>P. Morris</b>  |

#### **B. New Operational Worries:**

Ms. Dahlstrom expressed concern over Munson’s Emergency Room and it’s patients getting turned away. She suggested the CEO meet with Munson to address this.

Mr. Townsend responded that operational worries should be focused on items concerning the NLCMHA Board, not other organizations. He expressed that he would give that issue to the Interim CEO if the CEO would like to look at.

Ms. Marois commented that there should be a Board Strategic Plan.

Mr. Wessell encouraged the Board to ask more questions and to continue pushing for answers.

Mr. McMorrow expressed that he would like the Board to hear from staff more often and start giving more staff recognition. The Chairman, Mr. Townsend stated that he would like to add Mr. McMorrow’s idea to a future COW Meeting and hopes the Mr. McMorrow can take the lead on that idea.

#### **C. May Monitoring Assignment:**

The May monitoring assignment, 2.9 Investments was given to the Board for members to complete.

### **Board Means Self-Assessment:**

#### **A. Receipt of Board Monitoring Report & CEO Response to Monitoring Report:**

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|-----------------|---|
| <b>MOTION:</b>  | <b>The Board finds the organization 100% in compliance with Policy 3.7 Governance Committee</b> |
| <b>RESULT:</b>  | <b>ADOPTED. [UNANIMOUS]</b>   |
| <b>MOVER:</b>   | <b>S. Powers</b>  |
| <b>SECONDER</b> | <b>T. Wessell</b>   |

#### **B. May Monitoring Assignment:**

The Board was given 3.8 Cost of Governance internal and direct inspection and 1.0 Consumer and Community Ends as their May monitoring assignment.

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| <b>MOTION:</b>  | <b>The Board finds the organization 90% in compliance with 3.7A Recipient Rights Advisory Committee</b> |
| <b>RESULT:</b>  | <b>ADOPTED. [UNANIMOUS]</b>   |
| <b>MOVER:</b>   | <b>P.Morris</b>   |
| <b>SECONDER</b> | <b>T. Wessell</b>   |

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| <b>MOTION:</b>  | <b>The Board finds the organization 90% in compliance with 3.7B Recipient Rights Appeal Committee</b> |
| <b>RESULT:</b>  | <b>ADOPTED. [UNANIMOUS]</b>   |
| <b>MOVER:</b>   | <b>G. McMorrow</b>  |
| <b>SECONDER</b> | <b>D. Smallegan</b>   |

**Governance Policies Discussion and Assessment:**

- A. **Ends:** None.
  
- B. **Executive Limitations:** None.
  
- C. **Governance Process/Ownership Linkage:**

The Board approved the financial audit.

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| <b>MOTION:</b>   | <b>Approve and Receive Financial, Single, Compliance Audit</b> |
| <b>RESULT:</b>   | <b>ADOPTED. [UNANIMOUS]</b>                                    |
| <b>MOVER:</b>    | <b>M. Marois</b>   |
| <b>SECONDER:</b> | <b>A. Cambridge</b>  |

**Committee Appointments:**

The NLCMHA Chairman made the following committee appointments:  
Audit Committee – S. Powers, P. Morris, T. Wessell, D. Smallegan, E. Ostergren, B. Townsend  
NLD –P. Babcock – Chair, R. Pilon, M. Marois, G. McMorrow, E. Ostergren, C. Blake  
RRAC – T. Lentych – Chair, A. Cambridge  
NMRE- R. Pilon, T. Bratton, G. McMorrow  
CMHAM – M. Marois, B. Townsend  
CEO Search – T. Bratton – Chair, S. Powers, T. Wessell, C. Blake, D. Smallegan, A. Cambridge  
Governance – T. Lentych- Chair, G. McMorrow, S. Powers, E. Ostergren C. Blake  
Ad Hoc Budget Committee – A. Cambridge- Chair T. Wessell, T. Bratton

**Board/CEO Linkage:** None.

**Ownership Linkage:**

- A. **Citizen Comment:**

**Rose Denny-** Spoke about public corruption cases. She mentioned that she FOIA'd Wexford County and believes there was conspiring to remove her from the Board.

The Chairman, Mr. Townsend, asked the Vice Chair, Greg McMorrow to stay afterwards and meet with Ms. Denny along with the Interim CEO to address Ms. Denny's concerns.

**Announcements/Board Member Reports/Board Association:**

Ms. Dahlstrom met with Debbie Stabenow’s Northern Michigan representative and encouraged Northern Lakes to consider CCBHC certification.

Mr. Townsend read the certificate of appreciation for Angie Griffis.

Mr. Martinus stated that he appreciated the time Ms. Griffis served on the Board and her work with the NMRE.

Mr. Townsend read the certificate of appreciation for Dan Dekorse.

Mr. McMorrow commented that he appreciated Mr. Dekorse’s temperament and how he dealt with everything with a steady head. Mr. Martinus stated that Mr. Dekorse led the Board with integrity and gave a lot of time and energy to the Board. Mr. Townsend praised Mr. Dekorse for his work.

Ms. Babcock mentioned that she recently did a survey with ARC and shared with them that when she pulled her son from his day program and his life has been less stressful.

Mr. Cambridge stated that the opposite happened for him, the day program his son is in at ROOC has helped him tremendously.

Ms. Dahlstrom encouraged the Board to attend a self-determination conference.

Ms. Morris referenced the law enforcement meeting last week and the positivity and collaboration that occurred as result. Ms. Morris gave praise to the new COO, Nancy Stevenson, and staff member.

**Agenda Planning**

COW -Voting 2/3<sup>rd</sup> discussion. Board of Directors – Vote about the 2/3<sup>rd</sup> discussion.

**Meeting Evaluation/Comments:**

#1 – We spent our time on the most important governance topics – satisfactory

#2 – We encouraged diversity of viewpoints – Satisfactory

#3 – Our decisions were made collectively –Excellent

#4 – The Board used it’s time effectively – Excellent

**Adjournment:**

The meeting adjourned at 3:39 p.m.

Respectfully Submitted,

Ben Townsend, Chairperson

Sherry Powers, Board Secretary

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Stacy Maiville, Executive Secretary

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