



**Northern Lakes
Community Mental
Health Authority**

**Board Retreat
Packet**

October 2, 2023



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

NLCMHA 2023 Board Retreat

Agenda

DATE: October 2, 2023
TIME: 10:00 a.m.
PLACE: Northern Lakes Community Mental Health Authority
527 Cobb Street, Cadillac MI

Objective of the Board Retreat is to select a governance model by the end of the day.

TIME	ID#	ITEM
10:00 a.m.		Approval of the Agenda
10:05 a.m.		Policy Governance – Susan Radwan
12:00 p.m.		Break
12:15 p.m.	1-3	Working Lunch - Governance - John Amrhein
1:30 p.m.		Break
1:40 p.m.	4	Governance Best Practices- Sarah Bannon
3:30 p.m.		Discussion & Selection Vote on Governance Model*
4:00 p.m.		Adjourn

* Action Items

Note: This is the Board's work group and often times the Board's work groups do not follow set times.

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Form AD-3027-A—Assisted Paper Revised September 2019

Modelo de formulario de Formulario AD-3027-A—Revisado Septiembre 2019



Greater Community Impact Through Extraordinary Board Governance

- Northern Lakes Community Mental Health
 - October 2, 2023
 - John Amrhein



Our Outline for Today

- Your Individual Role as a Board Member
- “Duties” that Apply to both Individual Board Members and to the Full Board
- Ten “Components” of Working Together as an Extraordinary Board
- Closing Thoughts
- Your Homework



Your Individual Role as a Board Member



“TEAMMATES WHO
WORK TOGETHER
ARE THE TANGIBLE
DIFFERENCE
BETWEEN GOOD
TEAMS AND
GREAT TEAMS.”

—TOM IZZO





Your most important Role

Think for a couple minutes about the 2 or 3 most valued people you have ever worked with, whether family, on the job, or in volunteer roles.

- What was special about these people?

Often, people remember those who served others well.





Your most important Role

Fiduciary...is a person or organization that acts on behalf of another person or persons, putting their clients' interest ahead of their own, with a duty to preserve good faith and trust. Being a fiduciary thus requires being bound legally, ethically, and voluntarily to act in the others' best interests.





And a very
close second

“They are my
boss...”





Duties that Apply to both Individual Board Members and to the Full Board

The law only directly applies these “duties” to nonprofits, but the stated principles apply to all boards, including local government.



State laws generally require a governing body and its members oversee the work and ensure compliance with the law and their own policies

Three collective “duties” that apply to both the full board and individual members, and are based on legal standards

- Duty of Care
- Duty of Loyalty
- Duty of Obedience



Three “Duties” based on legal standards

- **Duty of Care:**
 - The care of an ordinarily prudent person in similar circumstances
 - Pay attention to activities and operations
 - Prepare for meetings, read reports
 - Understand the issues and decisions - ask questions
 - Use good judgment, attentive diligent and thoughtful
 - Review finances



Three “Duties” based on legal standards

- **Duty of Loyalty**
 - Exercise power in the interest of the organization, not yourself, excuse self when in conflict
 - Place interests of the organization ahead of your own when making decision.
 - Faithfulness to the organization’s priorities, not my own
 - Speaking with one voice

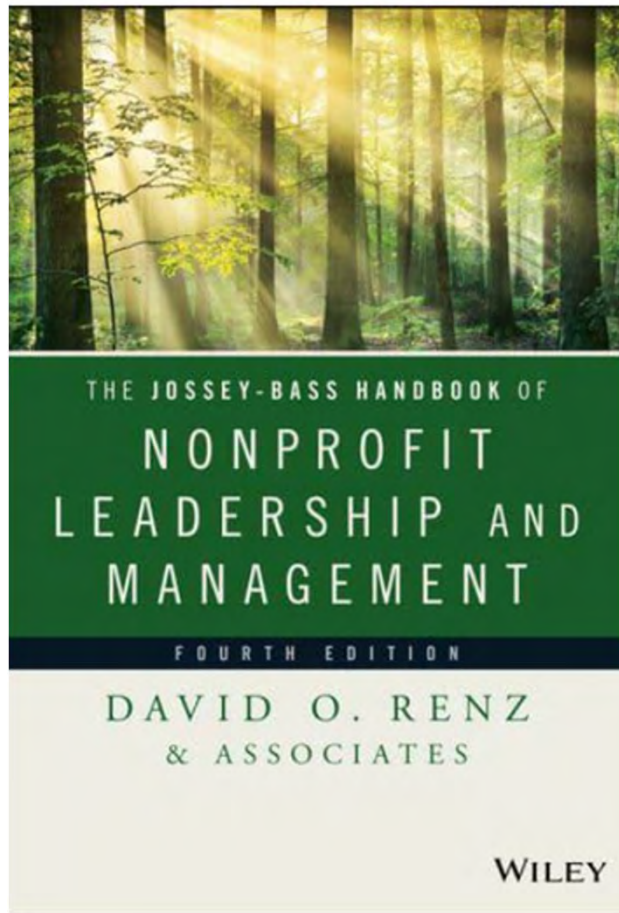


Three “Duties” based on legal standards

- Duty of Obedience
 - Faithfulness to the organization’s mission and purpose
 - Comply with applicable laws and regulations
 - Adhere to governing documents
 - Remain guardians of the organization’s mission



Ten “Components” of Working Together as an Extraordinary Board



“...the research to date on board development initiatives suggests no one model seems to be better than another. In fact, there is evidence that what makes a difference in board development is the organized use of any thoughtful and well-developed systematic approach to development.”



What are Components of Extraordinary Governance?

- Ten things (the critical components) that are necessary for board excellence.
 - Functions
 - Methods
 - Principles
 - Culture
- Components that need to be intentionally built and maintained.



Components of Extraordinary Governance

Ten components that apply to all boards that can be summarized in **three key points** to remember:

- **Focus on mission and resources**
- **Empower people**
- **Build trust and excellence**



Components of Extraordinary Governance

Focus on mission and resources

- Mission focused actions and impacts
- Resources to accomplish the mission
- Performance benchmarking and monitoring for both impacts and finances
- Informed policy guiding actions to achieve goals



Components of Extraordinary Governance

Empower people

- “Constructive Partnership” between board and staff – with clearly defined roles
- Board as a body – thoughtful, intentional plan to govern together
- Great meetings
- Responsive and accountable partnership with stakeholders



Components of Extraordinary Governance

Build trust and excellence

- Culture of accountability, transparency, and integrity
- Culture of forward-thinking excellence



Focus on Mission and Resources



Determine Mission and Purposes, and advocate for them

The board is responsible for ensuring that:

- The organization's mission is clearly stated and enthusiastically supported.
- The mission is the focal point of all efforts.





Mission focused actions and impacts

- Mission gives direction to goals and actions, identifies impacts, and guides the board and staff.
- (*Discussion*)
 - **Why** is mission important?
 - **How** do we write one or improve the one we have?
 - BoardSource one pager, “Tips for Developing a Mission Statement.”



Ensure adequate financial resources

While much can — and should — be expected of the chief executive and management team, boards are responsible for ensuring an organization has the funds it needs and that it doesn't spend beyond its means.





Resources to accomplish the mission

- Numerous famous, and a few not-so-famous people have been quoted as saying, “Don’t tell me your mission. Show me your budget, and I’ll tell you your mission.”
- (*Discussion*)
 - **What** is your board’s role with resources?
 - Does our use of resources illustrate our mission?
 - Are there improvements we need to make in this area?



Monitor and strengthen programs and services

The board's fundamental responsibility begins with ensuring that current and proposed programs and services:

- Align with the mission.
- Contribute to the mission.





Benchmarking and monitoring

- Create systems to benchmark and monitor both performance of mission and goals, and use of finances.
- (*Discussion*)
 - **What** defines success? For mission? For finances?
 - **How** should we measure our efforts?
 - Understand what your data is telling you.
 - Don't ignore subjective data.



Protect assets
and provide
financial
oversight

Safeguarding organizational assets and holding them “in trust” on behalf of others, is one of the most important board functions.



Ensure effective
planning and
great policy

Through the planning process, the board and staff translate the organization's mission into objectives and goals to be used to focus energy and resources.



Informed policy guiding actions

- Good policy is the result of good research and careful consideration of all alternatives and the advantages and disadvantages of each, and it is mission driven.
- (*Discussion*)
 - Are board rules or bylaws part of policy, or do they guide the policy process?
 - What kind of information do we need?
 - Where do we find that information?
 - How do we balance facts and feelings?
 - Build trust and listen carefully...



Empower People



Select the
Executive
Director,
Administrator,
Manager, or...



The board's ability to consistently Recruit and Retain an effective leader is a critical factor in organizational success.



“Constructive Partnership” --
Support and evaluate
the Executive
Director, Manager,
Administrator...

Providing personal and organizational support for executive leadership, periodically assessing the chief executive’s performance, and acknowledging strong service through appropriate compensation are key board responsibilities.





“Constructive partnership” between board, management, staff, and volunteers

“Working Board” v. “Governing Board”

- Clearly defined roles that both board and staff understand and honor, working together to accomplish the mission.
- Almost no boards operate at the ends of this spectrum, and therein lies the challenge.



“Constructive partnership” between board, management, staff, and volunteers

- Clearly defined roles that both board and staff understand and honor, working together to accomplish the mission.
- (*Discussion*)
 - “How many of you have...”
 - How do we support our executive director?
 - How is the volunteer role different from the board role?
 - What can we do to minimize conflicts?
 - How can I do better in this area?



“Constructive partnership” between board, management, staff, and volunteers

- Clearly defined roles that both board and staff understand and honor, working together to accomplish the mission.
- (*Discussion*)
 - What might this look like for your board?
 - “They are my boss.”
 - “Changing hats...”
 - “Servant leadership example”
 - How can I personally do better in this area?



Build and sustain a competent board



Three principles typically apply:

- Boards will only be as effective as their individual board members;
- The level of expectation for board members is consistently articulated by the organization and its leaders;
- Well-balanced boards depend on the sustained diligence of a governance committee.



The board as a body - a thoughtful intentional plan to govern together

- Working as one, providing for continuing education, role of the chair, board evaluation, planned revitalization and recruitment.
- (*Discussion*)
 - **How** do we work as one? Do we have to all agree?
 - **Why** is it important?
 - **How** do I improve?



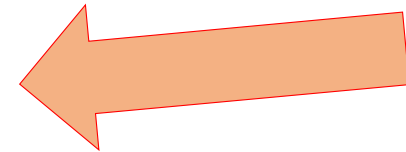
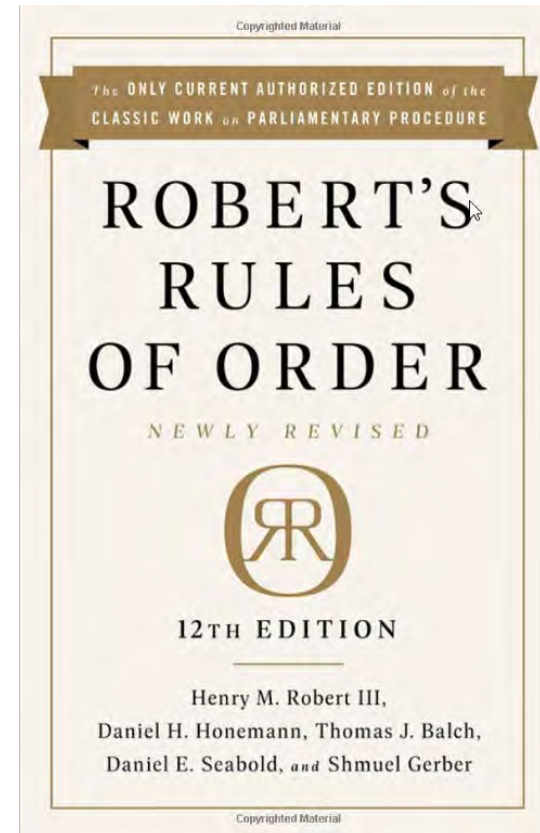
Great meetings

- Well run meetings, with appropriate agendas, accessible information for the public and an appropriate balance of policy and detail.
- (*Discussion*)
 - Describe a bad meeting.
 - Describe a really good meeting.
 - How do we improve ours?



The most commonly used parliamentary authority:

Robert's Rules of Order Newly Revised





Enhance the organization's public standing

Board members should think of themselves as ambassadors and advocates — and together with management strategically communicate the organization's story and aspirations while contributing to a healthy and accurate public image.





Responsive partnership with stakeholders

- Boards need to identify appropriate stakeholders and build strong, long-term relationships.
- (*Discussion*)
 - **Who** are our stakeholders?
 - **How** can we recognize, understand, and value the diversity of experience in our community?
 - **How** can we build ownership in the results?
 - In a divided political world, how can we build these partnerships?



Build Trust and Excellence



Ensure legal and ethical integrity

Because the board is ultimately responsible for ensuring adherence to legal standards and ethical norms, its members should collectively exhibit diligence, commitment, and vigilance.



Culture of accountability, transparency, and integrity

- This type of culture encourages everyone to apply these principles to every decision and action they take; and it builds trust.
- (*Discussion*)
 - **What** does this culture look like?
 - **Why** is it important?
 - **How** do we improve it?



Culture of forward-thinking excellence

- Analyzing future trends, opportunities and problems, and looking for better ways to achieve the mission is critical. Excellence by the board sets a tone for the rest of the organization.
- *(Discussion)*
 - **What** does excellence look like in our organization?
 - **Why** is excellence important?
 - **How** do we improve it?



Components of Extraordinary Governance?

- **Why** – “...the research to date on board development initiatives suggests no one model seems to be better than another. In fact, there is evidence that what makes a difference in board development is the organized use of any thoughtful and well-developed systematic approach to development.” (David O. Renz, 2010)
- **How** - Today’s discussion will get you started; success requires a commitment.



Closing Thoughts



Also from David Renz:

- Be Flexible
- Be Intentional



Board Check Up

- Self-assessment (online) of board function by board members
- Takes about 20 minutes
- Created by Professors Yvonne Cafik and Vic Murray
- <https://www.boardcheckup.com/>



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WORK TOGETHER
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Your Homework



What is Your Homework?

- Small Group Discussions
 - Identify 1-3 topics to work on
 - How are we going to begin?
 - When are we going to begin?
 - Put it on your agenda.
 - Please email John to share your experience:
 - amrhein@msu.edu



What is Your Homework??

We've covered a lot today!!

Our suggestions (the sooner the better 😊):

- Individually, identify 1-3 topics to work on
- As a board, identify 1-3 topics to work on
- For each topic, think about how to start, when to start, and what you want to achieve.
- Add board improvement progress review to your agenda



What is Your Homework??

We've covered a lot today!!

More suggestions (the sooner the better 😊):

- Board participate in True Colors assessment
- Pair up with someone from another board to encourage each other and share what you accomplish
- Reading list <http://bit.ly/MSUECEG4boards>





Components of Extraordinary Governance

- Evaluation
- Contact info:
 - John Amrhein, MBA
 - Governance, Leadership and Finance Educator
 - amrhein@msu.edu
 - 231-922-4627 (voicemail only)



Questions????

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Form AD-3027-A—Revised Paper Form October 2019

Alfabetización en el Formulario AD-3027-A—Revised October 2019



Components of Extraordinary Governance

John Amrhein | November 14, 2014

Background and Development

We've all heard stories of dysfunctional nonprofit and government boards, and we could fill several pages with a list of the various problems they exhibit and subsequent organizational failures that result. So, what makes a board's governance extraordinary, and how can other boards apply those lessons to improve their performance and the performance of their organization? I've worked with boards and committees for over 30 years, 20 with Michigan State University Extension. My colleagues and I have taught a number of techniques to improve governance, so I was intrigued a few years ago when I began to study a particular governance "model", designed to be implemented by a board to help it be more successful.

A governance model, or framework, is a set of characteristics, practices, or principles designed to help a board improve its level of performance. Some are more prescriptive about how you apply them, while others give the board a high level of flexibility to design their own process within the guidance of the framework.

The model I was studying included a number of the techniques and principles we had taught, but was also quite specific in the way it instructed a board to apply those principles. It was complete and thorough, and has been used successfully by many organizations. It assumed the presence of a CEO and staff, and required some ongoing training that would be too expensive for many boards of small organizations and governments. I began to study other models, in search of one that would be truly scalable to smaller organizations.

Several such models, lists of principles and functions, and frameworks exist. The research shows little significant advantage for the use of any particular one of them, but does indicate that the intentional, conscientious use of such a framework does correlate to better board function.

I studied eight such models. All describe principles and functions that a board must pay attention to in order to be successful. Some give detailed directions, while others leave decisions about specific details of operation to the discretion of the board. The latter empowers boards to analyze possible courses of action in light of their specific situation, and choose the methods that fit their situation the best. I've adopted that philosophy in calling my recommendations a framework, rather than a model.

The "components of extraordinary governance", as I've chosen to call them, are made up of a combination of functions the board must carry out, principles that undergird the board's operations, and methods of operation that have been proven successful by many boards over time. The components are a compilation and reorganization of ideas contained in the eight models and lists that I have studied, measured against my experiences working with boards, serving as a member of a board, as a staff person working for a board, and my role as an educator/facilitator/consultant.

The models/lists reviewed all contributed valuable insight, and include the work of John Carver, David Renz, Judy Freiwirth, BoardSource, Robert Andringa, Mel Gill, and Patricia Bradshaw. Conversations with many practitioners, board members, organization directors of various titles, and university researchers and teachers have all contributed to this work. Paul Bonfanti's work with small nonprofits



has also confirmed many of my assumptions about boards of small organizations. Conversations and educational program development with many colleagues at Michigan State University also contributed greatly to this work.

The Ten Components

The ten critical things that boards need to incorporate into their work to be successful are a compilation of principles, functions, and methods that are essential to board and organization success. This paper reviews them briefly, while future MSU Extension articles will cover each in greater depth.

The ten components are:

- Mission focused actions and impacts
- Resources to accomplish the mission
- Constructive partnership between board and staff with clearly defined roles
- Performance benchmarking and monitoring for both impacts and finances
- The board as a body – a thoughtful, intentional plan to govern together
- Informed policy guides actions that achieve goals
- Culture of accountability, transparency, and integrity
- Great meetings
- Culture of forward thinking excellence
- Responsive and accountable partnership with stakeholders

Mission is the heart of any organization. Mission answers the question of why we exist as an organization. Carver calls it the “ends” of the organization and describes it as the benefit produced, who it is for, and the cost of providing it. Mission defines the results the organization hopes to achieve, and when well written, serves as the benchmark to determine whether any future potential activity of the organization is worthy of the efforts of the board and staff. The exceptional board provides direction through a well thought out, well written statement of the mission of the organization.

As important as mission is, it is nothing without the necessary resources to accomplish it. The extraordinary board writes policy and takes necessary action to secure adequate resources. They also make resource allocation decisions that are in clear harmony with the mission, and with goals and plans developed to implement the mission.

The lack of clearly defined board and staff roles has been the source of many of the problems I’ve seen with organizations over the years, and this is especially true of the relationship between the board and its lead staff person (CEO, administrator, controller, manager, etc.). Some governance models provide specific direction about how to manage this relationship, but what is most important is that both the board and staff have clearly defined roles, and that each understands and honors the agreed upon roles. I call this a partnership because staff can provide valuable input into the process of developing the roles, and because a true partnership enables both the board and staff to contribute their best to accomplishment of the mission.

So, how does an organization know how well it is accomplishing its mission, or whether it is using its resources in the most effective manner? Outstanding boards create systems to benchmark and monitor performance. This analysis is necessary for both impacts related to the mission, and for the efficient use of finances and other resources. Funders are increasingly requiring ongoing documentation of both.



Boards are made up of a collection of people with differences. If all were the same, you wouldn't need a board, just one would suffice. It is important that the work of the board, the deliberation and decision-making, include consideration of the diverse possibilities and honest discussion of the pros and cons of any possible outcomes. Once that process is complete, however, it is essential that the board act as one to accomplish the mission. Failure to do so often results in future conflict among board members, confusion among staff about the direction of the organization, and loss of community trust in both the board and the organization.

The list of the ten components calls this the Board as a Body – a thoughtful, intentional plan to govern together. That plan needs to include a number of elements. Those elements include, committee structure and function, continuing education for the board members, structure, role of the chair, principles that will govern the board members' interactions, self-reflection and evaluation of the board's success, board selection processes, reward structures, working as one unit, having an attitude of constructive engagement, planned revitalization and recruiting, and a plan for building the relationships and trust that are vital to getting any group of individuals to work together effectively as a team. As hard as it is to imagine in today's divisive political climate, I've heard stories of past Michigan legislatures who built such relationships so effectively they were able to debate their respective principles and solutions during session, and then set that aside to dine together and enjoy discussion of family and other experiences.

Policy is the board's primary tool for accomplishing the mission, especially when the organization has staff. Clear policy, written with careful consideration of as much fact and potential consequences as possible, gives all the benefit of clear understanding of how the organization works together to achieve the mission. Good policy guides the actions of the staff, and ultimately results in achievement of the organization's mission.

It would likely be a fruitless endeavor to try to rank the ten components in order of importance. Difficult as that would be, any board beginning to work on these areas must start someplace. Perhaps some can be set aside because the board already does a pretty good job with them. The next one is foundational to all the rest, however.

Building trust is a critically important ingredient to success, including trusting relationships both within the organization and with organizations and individuals outside the organization. A culture of accountability, transparency, and integrity is crucial to building that kind of trust. This is more than just a set of rules to follow, it requires that everyone in the organization applies these principles to every decision they make and every action they take.

Who hasn't sat through at least a few boring, unproductive meetings? Think for a minute about the value of the time of all of the individuals present in any board meeting. It adds up in a hurry. Great meetings are essential to extraordinary governance. Process and agendas need to be efficient yet thorough. Discussion must be focused on the true work of the board, to provide the organization with values, vision, foresight, and direction. While some small boards are also tasked with much of the work of the organization, even they must be sure to allocate sufficient time in their meetings to direction and oversight and not get caught up in the day-to-day minutiae.

Exceptional boards must be looking ahead, analyzing future trends and potential problems, and always looking for new opportunities and better ways of accomplishing their mission. The higher the level of excellence anticipated by the board, the higher the level of excellence the organization is likely to achieve. The culture of the board sets the tone for the rest of the organization.

Last, but certainly not least, boards need to build a responsive and accountable partnership with stakeholders. Stakeholder is a rather overused word these days, but it probably best describes the great diversity of groups of people that boards and their organizations interact with. Each organization will have different types of stakeholders; voters, funders, community groups, other organizations with similar goals, etc. These relationships need to be nurtured and grown for the most effective achievement of the mission.

As you begin to apply these critical components of extraordinary governance to your board, watch for future Michigan State University Extension articles at msue.msu.edu which will cover each in greater depth.

For more detail on the Components of Extraordinary Governance, this November 2017 article contains links to over 20 short articles that take a closer look at each of the 10 components: <http://bit.ly/MSUECEG4boards>

Current contact information for John and links to articles can be found here: https://www.canr.msu.edu/people/john_amrhein

Originally posted on the Michigan State University Extension web site, November 14, 2014.

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Essentials for Extraordinary Board Members

Before you read the rest of this paper, think for a minute about the 2 or 3 most valued and appreciated people you have worked with over the years, either in your job, your volunteer commitments, or your family and friends. People whose presence seemed to make projects and tasks just flow smoothly, people who helped groups care about and for each other, and find solutions and act on them.

What was special about these people? What are some of the character traits, habits, ways they approached working with people? Without reading ahead, jot down a few of the ideas that come to mind.

Is there one specific thought that rises to the top of your list; that describes every one of the people you thought about earlier?

When you really think about the role of boards, and of individual board members as part of that board, acting in the other's best interests is a core requirement. Organization boards, whether they are government, nonprofit, or corporate, exist to serve others.

Every board member is elected or appointed to bring their unique skills and values to the board. This requires that we share that knowledge, debate best practices, and ultimately reach consensus on organizational mission, budget and policy positions designed to guide the actions of staff and volunteers to accomplish the mission. Why? For the benefit of others, whether that is voters and residents in our district, owners of the corporation, everyone in our community, or maybe a special focus on certain groups in the community who are served by our organization.

So, the number one task as a board member is to leave personal desires out of the discussion and focus on what is best for the people we are here to serve. Every word and action as a board member, should focus on serving the needs of the group of others who the board exists to serve.

As I think back over 34 years of serving on, working with, and studying the effectiveness of boards; I think the term fiduciary best defines this single most important concept for board members to focus on for success of their boards and their organizations.

Why **Fiduciary**? Investopedia defines a fiduciary as "...a person or organization that acts on behalf of another person or persons, putting their clients' interest ahead of their own, with a duty to preserve good faith and trust. Being a fiduciary thus requires being bound both legally and ethically to act in the other's best interests." The only thing I can add to that definition is the idea of being, "voluntarily bound to act in the other's best interests."

Turning this definition into practical action, the first responsibility, the most important action any board member can take, is to choose, every day, every meeting, every conversation, every action, to serve others.

To contact an expert in your area, visit extension.msu.edu/experts or call 888-MSUE4MI (888-678-3464)

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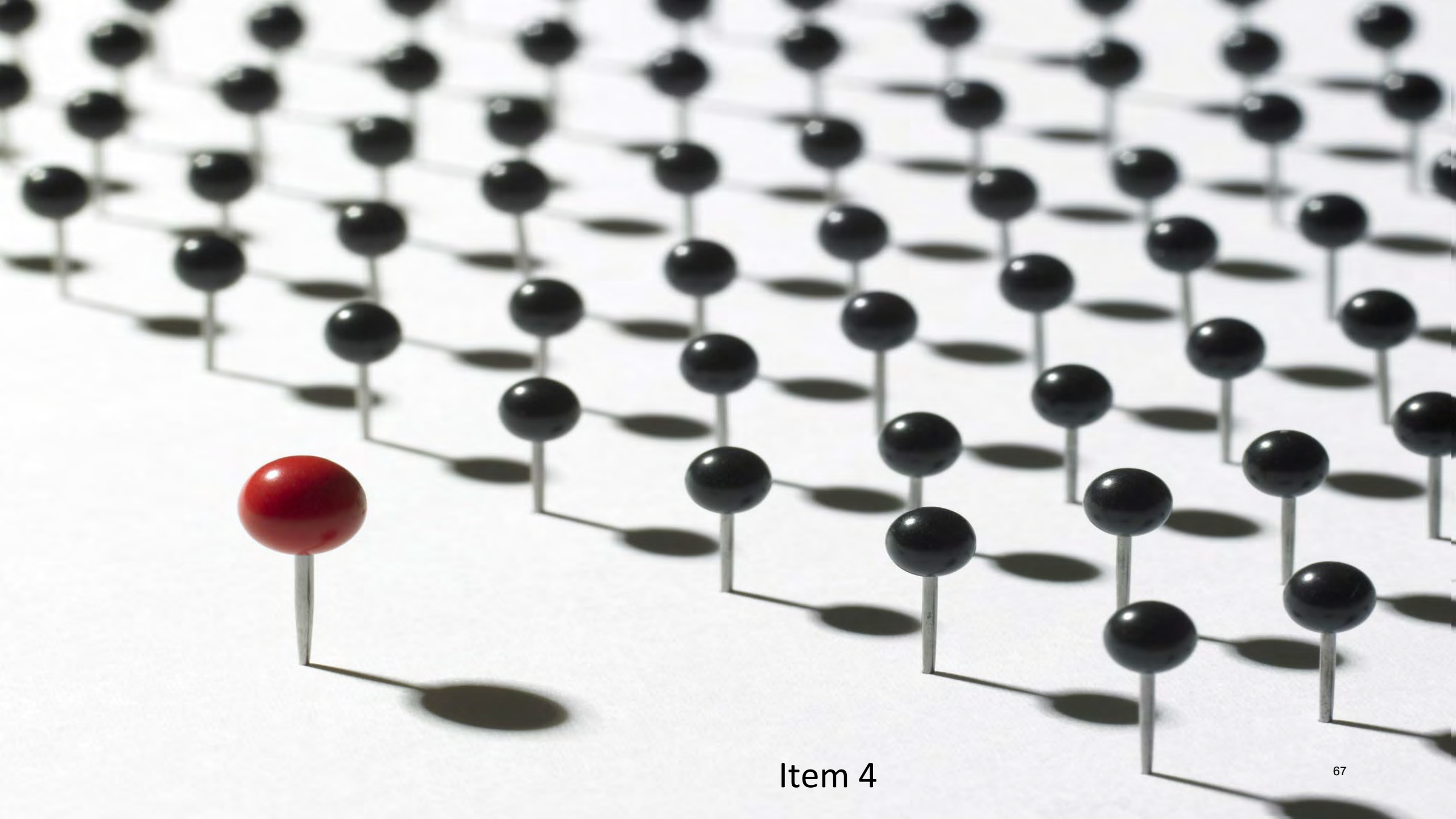
You have probably already identified several “Essentials for Extraordinary Board Members”, and probably thought of some I did not. Below is a list of some additional essentials for you to consider. Feel free to send me any others you have thought about. My email is amrhein@msu.edu .

These essential qualities and habits provide additional depth, definition, and guidance to the meaning of service, and can help us turn our attitude of service into meaningful action. Keep in mind that our first duty on a board, however, is to choose, every day, every meeting, every conversation, every action, to serve others.

Key leadership qualities and habits for extraordinary board service:

- Commit Your Attitude and Actions to Meeting the Needs of Others
- Listen
- Earn Trust
- Help Others Succeed
- Build Relationships
- Listen to People with Different Perspectives
- Be a Team Player
- Demonstrate Accountability, Transparency and Integrity
- Develop a Culture of Forward-Thinking Excellence
- Follow Through
- Consider New Ideas
- Understand your Organization, your Role, and the Laws and Policies that are in place
- Seek Opportunities to Learn
- Encourage others to Participate
- Prepare for Meetings
- Stay in Your Lane
- Forgive others’ Mistakes and Move On
-
-
-
-
-

For more information on Extraordinary Boards...see...<http://bit.ly/MSUECEG4boards>



Item 4

Agenda

- ✓ Introductions (what you would like to get out of today's session)
- ✓ Background Information
- ✓ A (very) Brief History of Michigan CMHs
- ✓ The Revised NLCMHA Enabling Agreement, aka what this means for the NLCMHA Board
- ✓ Best/Better Practice Governance Models from other Michigan CMHs
- ✓ Questions/discussion
- ✓ Adjourn

Thank you for being a NLCMHA Board Member!

Over the next two hours you are encouraged to identify issues and ask questions as we wade through the NLCMHA Enabling Agreement Changes, MDHHS Board Requirements, best practices from other MI CMHs, and how that will (or may) impact the NLCMHA board going forward.



Background

1. Northern Lakes CMHA has managed/provided CMH services for 20 years for Crawford, Grand Traverse, Leelanau, Missaukee, Roscommon, Wexford Counties.
2. A lot has changed in 20 years, so those member county administrators that represent NLCMHA worked through a revised Enabling Agreement that was unanimously approved by all six counties in April of 2023.
3. This Enabling Agreement was revised consistent to state and federal law, and reflects the shared vision of the NLCMHA member counties regarding how they would like to see the CMH system into the future.



So what really is the Community Mental Health System in Michigan??

- How did the Michigan CMH system evolve?
- Who is covered?
- What does the word “Community” really mean in the title?
- What does the word “Mental Health” really mean in the title?

A Brief History of the CMH System in Michigan

- The national CMH movement began in the early 1960s through federal legislation that allowed states to initiate and strengthen community programs with federal funding by forming a network of state and local services to make behavioral health care accessible to all residents.
- Michigan adopted legislation, (**Public Act 54**) permitting counties to form mental health boards and to receive state grants to help finance services.
- In 1974 the Michigan legislature enacted Public Act 258 (the **Michigan Mental Health Code**). This legislation transferred greater levels of responsibility for CMH services from state to local government. The MH Code governs all state and local CMH programs in Michigan moving even more responsibility from state to the local level.

History of Michigan CMH (continued):

- In the 1970s the CMH system managed the placement of persons discharged from state hospitals and IDD centers, to live in the community. This transferred thousands from state facilities to CMH treatment in their home communities.
- During the 1970s, CMH also added Substance Use Disorders (SUD) to the range of services that the CMH system offers
- CMHSPs became managed care organizations in the early 1980s which means CMHs take on both clinical and financial responsibility for persons who leave state hospitals or IDD centers.

Brief History of MI CMH (continued)

- Additional reporting and compliance requirements were added to the PIHPs with the passage of the **Balanced Budget Act** (BBA) in the early 2000s.
- **October 2, 2003**: Northern Lakes CMH (NLCMHA) was founded. This includes Crawford, Grand Traverse, Leelanau, Missaukee, Wexford, & Roscommon Counties.
- In 2002 smaller CMHs were required to affiliate or merge with other CMHs to form Pre-paid Inpatient Health Plans (PIHPs) which had to cover at least 20,000 Medicaid enrollees. NLCMHA became part of Northern Michigan Regional Entity (NMRE) on **January 1, 2014**.

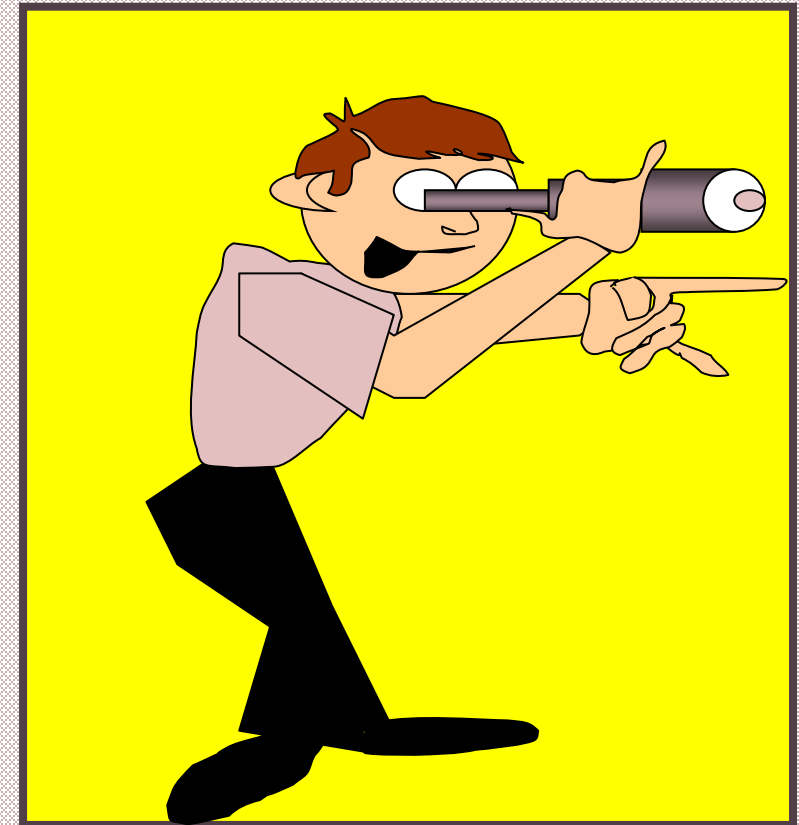
Elements to Think About Today...

1. Companions on the Journey
2. Sharing Responsibility for our Common Mission
3. Open Dialogue
4. Everyone please Participate
5. Mutual Respect
6. We can't have improvement if we aren't willing to change...



Guidelines

1. Feel free to ask questions along the way
2. Please talk to each other within the framework of the topic at hand
3. I am also playing the timekeeper so may encourage us to move along to other parts of the presentation to keep us on time
4. I will make sure to stop the presentation at least 15 minutes before the end of our time together to do a wrap up and open the floor to broader questions (that may not have been covered yet)
5. I will stay after the formal presentation has ended for another 15-20 minutes if that is needed.



The NLCMHA Enabling Agreement: Some Perspective...

1. The Charter (first) NLCMHA Enabling Agreement was enacted in 2003.
2. No amendments or edits were added to that Agreement for 20 years.
3. Many service requirements were added (e.g. crisis services, peer supports, services for persons in or returning from jail or prisons, etc.) to the CMHSP system during that 20-year time span.
4. The involvement of the counties in the CMH system, the sharing of information between NLCMHA and the BOCs, the ability to address conflicts, and many other aspects of the relationships between the parties were not clarified in the original Agreement.



NLCMHA Enabling Agreement: Key Areas Added or Revised

Section		Page
II.	Definitions	4
V.	Composition of the Authority Board	7
VI.	Term of Board Membership, Vacancies. Removal from Office	9
VII.	Qualifications for Board Members	10
IX.	NLCMHA CEO and Board Member Duties	11
X.	NLCMHA Board Attendance	13
XVI.	Transparency, Performance, and Quality Assurance	18
XVII.	NLCMHA Dispute Resolution	19
XXI.	Fiscal Accountability	21
XXII.	Conflict Provisions	22
Att 1	Schedule of Appointments to the Board	30
Att III	Key Performance Indicators	37

Definitions and Services Covered (pp 4-5)

- Several key definitions and services were added, e.g. crisis services continuum, jail-based services including AOD, Peer Support Services, and Peer Recovery Services.
- Additional person-first and family-first language added
- Terminology used is straight from the Michigan Mental Health Code
- The Authority shall continue to provide, upon its creation and thereafter, behavioral health services to all the county correctional facilities (jails), at no cost to the counties, appropriate to the needs of the inmates or any other qualified recipient, consistent with the statutory mandates

Composition of the Authority Board (pp 7-8)

NLCMHA Representative Counties	Board Membership
Crawford	2
Grand Traverse	6
Leelanau	2
Missaukee	2
Roscommon	2
Wexford	2
Total	16

Northern Lakes CMH Population Changes

County	2000	2020*	% Population changes from 2000-2020 (per County)	Change in % of the population of NLCMH by County	Number of NLCMHA board members per County**
Crawford	14273	12988	-9.003%	6.4%	2
Grand Traverse	77654	95238	22.64%	46.9%	6
Leelanau	21119	22301	5.59%	11%	2
Missaukee	14478	15052	3.96%	7.4%	2
Roscommon	25469	23459	-7.89%	11.5%	2
Wexford	30484	33673	10.46%	16.6%	2
Total	183477	202711	10.5%	100%	16

* Population based on 2020 Census

** Minimum of two (2) Members per County; one (1) Commissioner per County

Term of Board Membership, Vacancies and Removal from Office (pp 9-10)

- The term shall be up to three (3) years consistent with each counties' policies.
- Board appointment begins at the point each vacancy is filled by the appointing NLCMHA county.
- Vacancies shall be filled for unexpired terms in the same manner as original appointments. A Board member may be removed by the appointing BOC for either neglect of duty or misconduct after being given a written statement of the reasons and an opportunity to be heard thereon.
- Each of the NLCMHA BOCs will appoint Board members who shall serve staggered terms, under the terms and conditions previously set forth in the original Enabling Agreement. (MCL § 330.1219 (4)).
- The Authority will maintain Board membership to sixteen (16) unless statute changes. Each NLCMHA County has the right to revise/reappoint board membership as needed consistent with this Agreement, with each counties' policies, and as required by the Department.

Qualifications of Board Members (p 10)

- Not more than six (6) members of the Board may be County Commissioners. Not more than one (1) County Commissioner may serve from each county.
- No more than half of the total Board members may be state, county or local public officials. (Public officials are defined as individuals serving in an elected or appointed public office or employed more than 20 hours per week by an agency of federal, state, city or local government).
- A Board member shall have his or her primary place of legal residence in the county s/he represents.
- The Authority will notify counties of their vacancies on the Board within thirty (30) days' of receiving notification of a board member's departure. NLCMHA will confirm to that county what type of vacancy needs to be filled, e.g., primary or secondary consumer, county commissioner, etc.
- If a Board member is an employee/contractor with an agency with which the Authority is considering entering into a contract, the contract shall not be approved unless the following requirements are met:
 - ❖ The Board member shall promptly disclose his/her interest in any contract presented to the Board.
 - ❖ The conflicted contract shall be approved by a vote of not less than eleven (11) of the membership of the Board in an open meeting without the vote of the Board member in question.
 - ❖ Official minutes of the meeting at which the contract is approved shall contain details of the contract, including names of all parties, terms of the contract, and the nature of the Board member's interest in the contract.

NLCMHA CEO and Board Member Duties (pp 11-12)

- CEO will annually conduct a Community Needs Assessment
- Submit that CNA to MDHHS along with annual plan and request for funding within the required deadline. This combined submission constitutes the NLCMHA's official reapplication for new state funds.
- Provide a copy of the CNA, annual plan, and request for new funds to the Board of Commissioners of each participating county in the NLCMHA.
- Provide and advertise a public hearing on the CNA, annual plan, and request for new funds before providing them to each of the County Boards of Commissioners.
- Submit to each BOC for its approval an annual request for county funds to support the program. The request shall be in the form and at the time determined by the Boards of Commissioners.
- Annually approve the Authority's operating budget for the year. (NLCMHA Board)
- Take those actions necessary and appropriate to secure private, federal, and other public funds to help support the Authority. (NLCMHA Board))

NLCMHA CEO and Board Duties (Continued)

- Review and evaluate quality, effectiveness, and efficiency of services provided. **NLCMHA counties shall identify and update evaluation criteria and standards to determine adequate performance—current evaluation requirements are in **Section XVI**, Performance documents shall be in writing to each NLCMHA county. The NLCMHA Board and BOCs reserve the right to update performance and evaluation annually.
- Appoint a CEO to supervise and administer the Authority’s CMH services program who shall meet standards of training and experience established by the Department.
- Establish policy guidelines within which the CEO shall execute the CMH program.
- Require the CEO to select a physician, a registered professional nurse with a specialty certification, or licensed psychologist to advise CEO on treatment issues and standards.
- Ensure that all funds are banked and accounted for consistent with requirements of the laws for local governmental units.
- Ensure that surplus funds, grants, gifts, or bequests are deposited in generally accepted depositories or investments and account to the counties in accordance with the Fiscal Accountability section (Article XX).

NLCMHA Board Attendance (p 13)

- All members of the NLCMHA governing board, including elected officers, shall be permitted three absences of regular board meetings every 12 successive months.
- Each member shall notify the board Chair or his/her designee prior to the called meeting of a proposed absence.
- Absences will be recorded by the Secretary in the minutes of the meeting. The Secretary shall maintain an attendance record for each meeting.
- If a board Member anticipates an extended absence, this will be submitted in writing or documented during a regular board meeting (in the minutes) to manage the work assigned to that member.
- If there is an excess of three absences in a 12-month period, the board Chair or his/her designee will notify the applicable county to determine if a new appointment should occur.

Transparency, Performance, and Quality Assurance (pp 18-19)

To be provided to the BOCs by the NLCMHA CEO:

- An Annual Report in the first quarter of the calendar year covering the prior fiscal year,
- Quarterly and annual electronic copies of the Michigan Mission-Based Performance Indicator System Reports (MMBPIS) outlining the performance of all of the Michigan CMH entities,
- A monthly Key Performance Indicator Report (Attachment III) and, as requested,
 - ❖ Any information provided by the NMRE pertaining to the NLCMHA region (e.g., outcomes, audits, etc.)
 - ❖ Any information related to the operations of the Authority, within 30 days of formal written request from any of the NLCMHA counties. Information requested from any county in the NLCMHA region will be provided to all member counties of the NLCMHA region.
- CEO will notify the BOCs if any of the following occur: 1) Loss of insurance, 2) qualified opinion on financial audit or financial review, 3) pending or successful litigation claim(s) against Provider(s), 4) any state or federal corrective action plans, 5) loss of SUD treatment, prevention, or Drug Enforcement Administration (DEA) license, 6) any change in state licensure or certification, including but not limited to termination, revocation, suspension or investigation, 7) loss of accreditation (if applicable).

NLCMHA Dispute Resolution (pp 19-20)

- The CEO will attempt to resolve the dispute through discussion with the NLCMHA Board Members first.
- If the dispute remains unresolved, one or more of the following parties may present the dispute to the NLCMHA Dispute Resolution Committee (DRC):
 - The Board Chair or CEO of NLCMHA,
 - The Board Chair or CEO of the NMRE, and/or
 - Any of the County Administrators and/or the Board Chairs of the BOCs from the member counties.
 - The DRC will have seven voting members and an ex-officio, non-voting member appointed by NMRE. The voting membership will consist of one designee from each participating county with the exception of GT County which will have two voting members.
 - A Chair and Vice Chair will be selected annually in January
 - Decisions from the DRC require a super majority vote of five of the Dispute Resolution Committee members. The DRC will discuss disputes presented and render a written decision within 30-days of receiving (written) dispute.

Dispute Resolution (continued)

- If the dispute continues to be unresolved to the satisfaction of the parties, those afore-mentioned individuals are allowed to provide an alternative written description of a solution to the DRC.
- The DRC will have 30-calendar days to review the alternative solution. Another vote of the DRC will be conducted consistent to the parameters described in the previous paragraph.
- The DRC may elect to provide the same written decision or provide a documented revision. The decisions rendered by the DRC will be final unless superseded by state or federal law. Notices of the meeting will be posted by each of the members of the DRC in their respective counties.
- The DRC meetings are subject to the Open Meetings Act and open to public attendance. Parties to a dispute retain rights to pursue remedies allowed by law.

Fiscal Accountability (p 21)

NLCMHA CEO shall provide fiscal accountability to the participating counties and to the MDHHS in the following manner:

- An annual statement of revenue and expenses; and a report that indicates the amounts and cost of services provided to residents of each participating county.
- Provide to each participating NLCMHA county, and to the MDHHS, a copy of an annual independent audit performed by a certified public accountant in accordance with governmental auditing standards issued by the comptroller of the United States.
- A summary document of the general fund balance for NLCMHA annually including what funds were used and what is unspent.

Conflict Provisions (p 22)

Key Provision:

If there is any conflict between this Agreement and the Michigan Mental Health Code, as existing or as subsequently amended, the Michigan Mental Health Code shall prevail, and those provisions of this Agreement inconsistent therewith shall be deemed of no effect.

Schedule of Appointments to the Board (p 30)

Board Member Types / Qualifications	Min/Max
Commissioners (one per county required)	6
Primary and Secondary Consumers (30% of board composition is required to be consumers per Michigan Mental Health Code)	2-3 (primary) + 2-3 (secondary) = 5 or more total members
Behavioral health Professionals; General Public; Public Officials	4-5
Total Members	16

Schedule of Board Appointments (continued)

- Balanced board with different board member qualifications and backgrounds represented.
- Board appointments should not exceed the maximum number within each category.
- For those types that have a minimum, appointments should have at least that number.
- Due to the larger population size, GT County will have 6-seats on the Board.
- Each of the member counties are required to have one county commissioner serve on the board. If a member county cannot fulfill this specific placement that position will be held open on the board until it can be assigned. (MCL § 330.1222)
- All appointments are consistent to each member county's policies/procedures. If a replacement board member is needed that (replacement) will fulfill the remainder of the departing board member's term unless specified differently in the appointing member county's policies/procedures.
- If a County Commissioner is not re-elected then s/he will be required to step down to have an active Commissioner appointed.

Key Performance Indicators (pp 37-39)

Strategic Objective

- Transform the NLCMHA's behavioral health services into a nationally recognized, results-based model of care by promoting a common vision, accountable collective action, transparency, and innovative programs.
- Ensure individuals served at NLCMHA receive quality services to meet their unique needs.
- Ensure individuals and families receive quality services to meet their unique needs, resulting in access to the right services, at the right time, in the right amount.
- Build and support a community that promotes recovery and resilience to help individuals and families thrive.
- Promote behavioral health wellness through prevention and early intervention services and supports.
- Strengthen community partnerships to better integrate and coordinate services towards a sustained shared vision of excellence
- Create and maintain a highly efficient, transparent, and responsive organization.

Every time you
think of the
future you are
creating a
possible
direction

-Anonymous



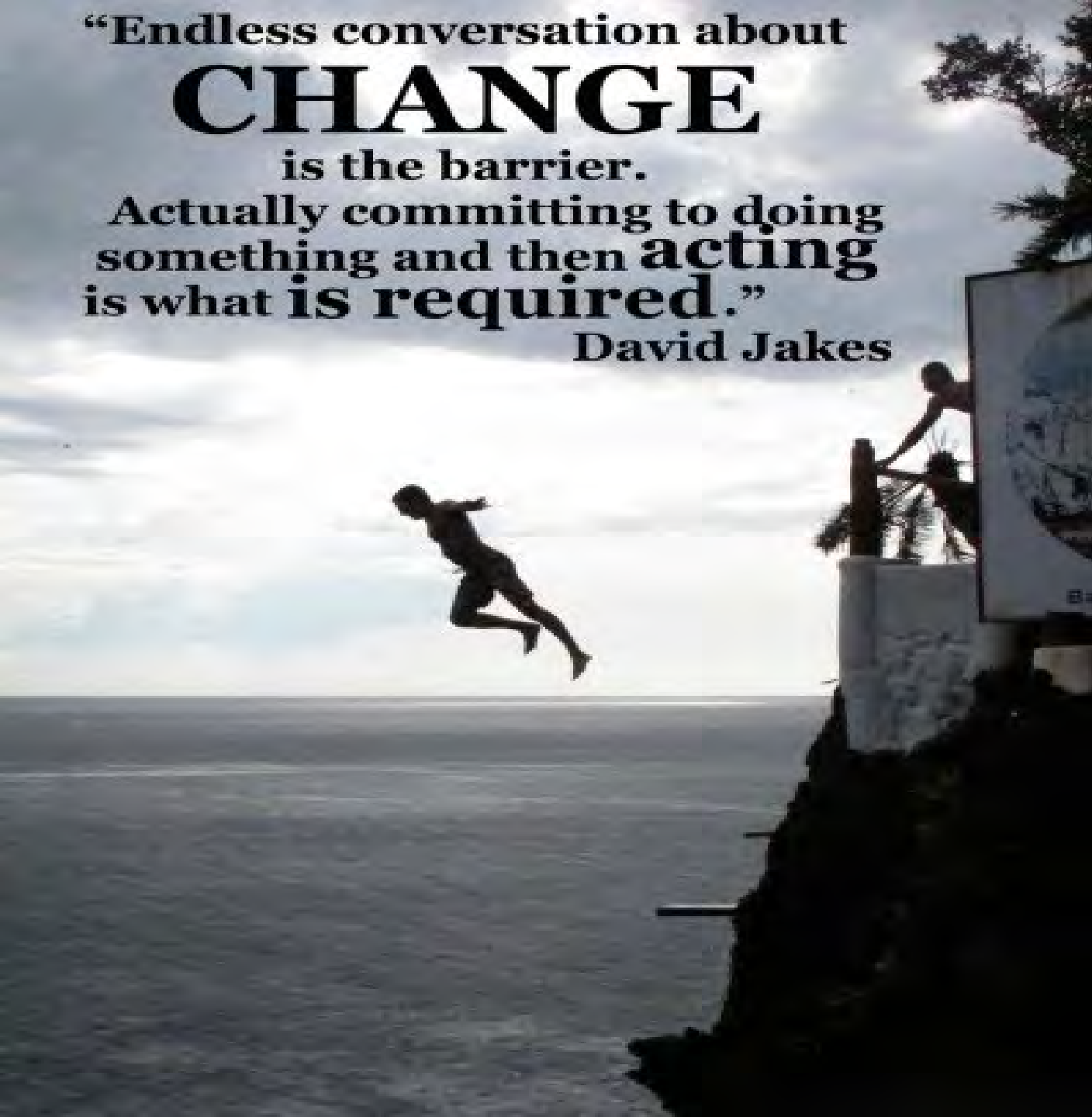
“Endless conversation about

CHANGE

is the barrier.

Actually committing to doing something and then **acting** is what **is required.**”

David Jakes



Best/ Prevailing Practices in MI CMHSP Board Governance

Who was Interviewed

- Lauren Emmons, CEO, Lapeer County CMH Authority
- Sue Germann, CEO, Pines Behavioral Health (Branch County)
- Wil Morris, CEO, Sanilac County CMH Authority
- David Pankotai, CEO, Macomb County CMH
- Danis “Dan” Russell, CEO Genesee Health System
- Robert “Bob” Sheehan, CEO, CMH Association of Michigan (and former CEO of C-E-I CMH)
- Tim Smith, (former) CEO, Woodlands Behavioral Health Network (Cass)
- **Other resources/references:** Michigan Mental Health Code, Boardworks, Open Meetings Act, “Boards that Make a Difference” (John Carver), “Robert’s Rules in Plain English” (Doris P. Zimmerman)

Michigan CMHSP's Prevailing Practices

The Standard: Board members need to understand the issues impacting the national and state public mental health system, WBHN, the regional affiliation (PIHP), organizational responsibilities and roles, and of board policy governance.

- **An Established Minimum Onboarding Process:** Education needs to be provided through various means, e.g., written documents, oral presentations, site visits, board member orientation, board meetings, meetings with the CEO, in-services, conferences and/or meetings, etc. (7/7)
- **First Year for a new board member:** Linking experienced board members as mentors to new members. (4/7)
- **Trainings:** Attending the Community Mental Health Association of Michigan activities and events to gain information and network with others. (7/7)
- **Networking:** Board members are encouraged to have knowledge of and contact with community. (5/7)

New Board Member Onboarding Process

- **Orientation:** New board members will participate in an initial orientation session provided by the CEO and (sometimes) the Chair, or designee if available, prior to the first board meeting after appointment by respective county Board of Commissioners. (5/7)
- **Other Board Members Invited to Orientation:** The CEO shall advise committee members in advance so they may also participate should their schedule permit. (2/7)
- At this orientation session the new board member will receive the Board Member Orientation materials and Training Manual and will be provided a high level overview on the:
 - Governance model (including providing education DVDs or documents) and governance policies (4/7)
 - Board Bylaws (7/7)
 - CMH Assoc Board Works training materials, (6/7)
 - Mental Health Code, (7/7)
 - Open Meetings Act, (7/7)
 - In addition, new board members will be encouraged to attend the next committee meetings even if not assigned to those committees. (2/7)

Additional Considerations

- CEO works directly with the County Commissioners to try to inform and improve who is selected to be a board member (5/7)
- 1/3 of the CMHSP Board is primary/secondary consumers, and this is a clearly designated role (7/7)
- CMHSP board reflects the diversity of the community (2/7)
- CMHSP has a diversity committee to help improve board and CMHSP diversity (2/7)
- There are mini-board trainings at least quarterly on things like compliance, HIPAA, etc. (6/7)

Financial Oversight

- **CEO Signature Authority for Contracts:** Ranges from \$5,000 - \$25,000
- **Annual Pre-approval of Contracts:** Beginning of fiscal year approval for estimated costs that will occur throughout the year (Housing, Audits, key Service Providers, etc.)
- **Strategies for Approval of Costs that Occur in between Board Meetings:** Leveraging the Finance Committee when something needs to be approved quickly and/or the Executive Committee
- The CEO can hire a physician (even if a contractor) without approval from the board (4/6)
- **Key Performance Indicators** are used at board meetings to track CEO and organizational progress (2/7) **OR** verbal updates on progress are provided at least monthly but not in a KPI format (2/7)
- CEO or CFO (or both) provide an annual training on CMHSP finances to the board (4/7)

Final Thoughts and Recommendations

- Board members and the CEO should ideally get to know each other individually (7/7)
- The “New Board Member/CEO Roundtable” at the CMH Association Conferences can be very helpful (6/7)
- Carpooling to/from conferences is also recommended (7/7)
- Diversity is becoming increasingly important (always recommended) so needs to be a part of the training, selection of board members, and how the board and county commissioners should be thinking at all times (5/7)
- Have the leadership team attend board meetings --and periodically have line staff/supervisors (sometimes) attend to showcase programs, build leadership skills, and help build relationships (7/7)
- The Consumer Advisory Committee is strongly linked to the board (5/7)
- A board member is on the CAC (5/7)

So where do we go from here?



My Questions for You...

- ❖ Of all the things we've talked about, what is most important to you?
- ❖ Is there anything else on the topic of NLCMHA governance that we have not covered that you think would be important to add?

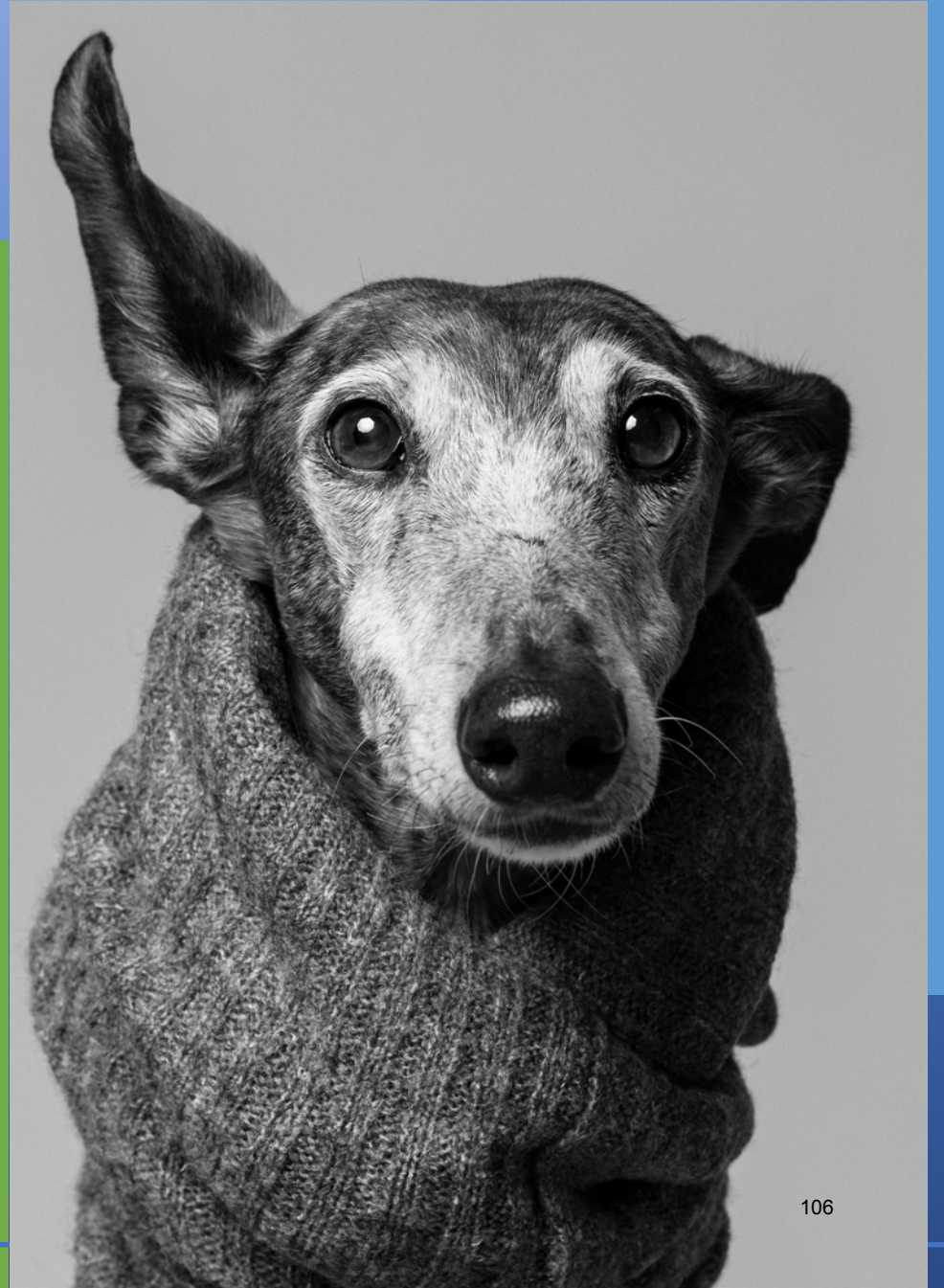


**This last part...
(implementation and
adherence) is where the
wheels tend to fall off
of the vehicle...**



Next Steps:

- Please send any additional **comments you have on this** topic to sbannon@lvc-health.net by no later than 11/31/23
- We will be following up with a summary of today's discussion and sharing that with you by the end of October.



“If you want to change
the future you must
first change what you
are doing in the
present.”

-Mark Twain



**Any Other Questions
or Comments?**



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