



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

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**October 2, 2023**

**NLCMHA Board Retreat Meeting Minutes**

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Ben Townsend called the meeting to order at 10:08 a.m.

**Board Members Present:** Ben Townsend, Greg McMorrow, Mary Marois, Al Cambridge, Pam Babcock, Kate Dahlstrom, Ruth Pilon, Tom Bratton, Carol Blake, Dean Smallegan, Penny Morris

**Absent:** Sherry Powers, Tony Lentych, Dave Freedman, Ty Wessell - all advance notice.  
Eric Ostergren

**Others Present:** Stacy Maiville, Executive Secretary; Brian Martinus, Interim Chief Executive Officer, Jeremiah Williams, Information Technology Supervisor

<b>MOTION:</b>	<b>Approval of the Agenda</b>
<b>RESULT:</b>	<b>ADOPTED. [UNANIMOUS]</b>
<b>MOVER:</b>	<b>D. Smallegan</b>
<b>SECONDER</b>	<b>M. Marois</b>

**Policy Governance -Susan Radwan**

Susan Radwan educated the Board on policy governance.

Governing is “seeing to it”, that the organization achieves what it should and avoid unacceptable situations.

Ms. Radwan reviewed foundations of policy governance and what the role of a Board should be that practices policy governance.

The Board sees things from a helicopter perspective. They can see the paths below and the direction the agency should take. A helicopter can also put a spotlight on issues that are happening. The helicopter does not set down on the ground to deal with the situation but must stay above looking at the overall picture and direct those on the ground to deal with the matter. She noted that when a Board starts micro-managing the organization, it leads to chaos and many other bad consequences. An undisciplined Board violates boundaries and causes a lack of trust and unfair environment to staff members. The Board should be outfacing, not inward viewing into the organization.

Ms. Radwan reviewed Monitoring Reports and how to properly utilize them. She emphasized that dialogue around the monitoring reports is important.

**Governance- John Amrhein**

Mr. John Amrhein presented to the Board regarding their role on the Board as individuals and as a whole. He mentioned that the Board has a duty of care, duty of loyalty, and duty of obedience. Mr. Amrhein also

spoke about the ten components of working together as an extraordinary Board and how an extraordinary Board is defined. He touched on the components of governance and having a culture of accountability, transparency, and integrity.

### **Governance Best Practices- Sarah Bannon**

Ms. Bannon explained the history of Community Mental Health and reviewed the contents of the Enabling Agreement. Ms. Bannon discussed highlights about the Enabling Agreement. Some changes that were made recently, is the criteria and terms of Board members. The authority must notify the counties within 30 days of any vacancies. Key performance indicators must be reported to the NLCMHA member counties. Ms. Bannon reviewed the CMHSP's prevailing practices for Board members.

### **Discussion:**

The Board discussed the monitoring reports.

It was stated the staff need to understand that the Board is behind them.

All Board members attending spoke about their thoughts on the governance model.

Mr. Cambridge stated that he believes policy governance is the way they need to operate, and the Board has failed with the monitoring reports and better defining their policies. Mr. Cambridge mentioned that a couple years ago the Board voted on the population model, and somehow the previous Interim CEO changed things to the governance policy model. He stated that NLCMH should create its own policy governance but stay with policy governance model.

Ms. Marois commented that she feels that she can support a model that is policy governance but modified and not the Carver model. The agenda needs to be easier for the public to understand. There needs to be a way for the Board to hear what people are saying. There also needs to be a way to develop funds that are not tied to Medicaid use, in hopes to better serve the community with less restrictions.

Ben Townsend stated that he agrees with Mr. Cambridge, NLCMHA needs to come up with their own policy governance.

Mr. Smallegan mentioned that he would like to see the wording and format of the agenda change. He commented that when he first joined the Board, he saw immediately a lot of division and a lack of trust between the staff and the Board. Unless there is unity then the Board is making things harder for the staff. He stated that changing governance isn't the issue, the issue is being transparent, open, honest and being able to accomplish the goals together. He didn't see another model that works for a 16-member Board.

Ms. Morris commented that there was a lot of mistrust and intimidation with both staff and Board when she first started on the Board two years ago. She stated that with a policy governance model, they have to know that the CEO is the right person for the job, who will do the right thing, even if it is uncomfortable. She mentioned she has so far seen Mr. Martinus do this time and time again. The greatest thing we can do moving forward is respect the organization and respect each other.

Mr. McMorrow expressed that even though there is a lot stirred up at the moment, he believes that the outcome of everything will be a positive one, and that he would like to see more efficient meetings. There can be efficient, positive and frank meetings to where the Board can get things done in a reasonable time. He believes that policy governance structure is a sound one, with the addition of sub committees that get the information to the board quicker.

Ms. Pilon expressed her gratitude that the Board is working through certain items right now. She believes that the Board is going in an upward direction. The current model is the only one she knows and would like to see the board work through those kinks.

Ms. Blake mentioned that the policy governance is the best model for this entity. She has worked with other boards who had other models and still feels that the policy governance is the best method. The Board does not have the time to tell the CEO what to do, it is easier to tell the CEO what not to do. The Board does need to learn more about the policy governance model and perhaps that can be something during board education sessions. Learn how it is supposed to be done, learn how to do it, and hold each other accountable to do it correctly.

Mr. Bratton feels that the Board has not been implementing the concepts of the governance model very well. It would be important for the Board to continually work towards improving their knowledge and correct usage of the model. He mentioned that the CEO needs to have the ability to have innovation and think on their own. Mr. Bratton is in favor of having a "Northern Lakes Policy Governance".

Ms. Dahlstrom had hoped that today's presentation would be broader, more balanced, and learn about other governance models. She would like to continue the conversation and to look at other CMHs in the state and where they have ended up with their governance model. Kate would like the Board to look at a results-based model.

Ms. Babcock stated, "rather than starting over, make sure what we are doing, we are doing right." Continuing education of the monitoring reports would be helpful. Ongoing education would be the key so that everyone can be informed.

The Chair, Mr. Townsend, would like to continue this discussion for an hour during the Committee of the Whole. He also indicated that the monitoring reports may need to change a little bit and have become more of a ritual instead of a helpful tool.

The idea was suggested about making the Board and Committee of the Whole into one meeting, it was mentioned that having two separate meetings seem like an inefficient use of time.

Mr. Amrhein Commended the Board on their focus on governance today.

**Adjournment:** The meeting was adjourned by Mr. Townsend.

Respectfully Submitted,

Ben Townsend, Chairperson

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Sherry Powers, Board Secretary

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Stacy Maiville, Executive Secretary

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