



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

## Board of Directors Meeting Minutes

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November 16, 2023

2:30 p.m.

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

**Absent:** Eric Ostergren, Tony Lentych, Carol Blake – all advance notice

**Others Present:** Brian Martinus, Interim Chief Executive Officer; Stacy Maiville, Executive Secretary; Dean Baldwin, Network Administrator; Darryl Washington, Chief Operations Officer for Northern Health Care Management; Jeremiah Williams; IT Supervisor, Kim Silbor; Operations Manager; Nancy Stevenson, Chief Operations Officer, Mark Crane; Contracts Manager, Neil Rojas; Human Resource Manager, Andy, Justin Reed

**Virtual** –Curtis Cummins, Jessica Williams, Aimee Horton Johnson, Terri Henderson, Lisa Holmes, Chris Biggar, Amanda Ritchie, Alyssa Heider, Hilary Rappuhn, Melanie Schopieray, Tiffany Fewins, Kari Barker, Lynn Pope, Dan Mauk, Judi Crane, Pam Sparks, Kaitlyn Reinink, Jennifer Hemmes, April Weinwick, Jessica Hedges, Keven Hartley, anonymous, Andrew White, Mark Draeger, Melissa Bentgen, Kasie Morse, Robe Palmer, Deb Freed, Angie Schroeder, Amy Kotulski, Judy Barrett, Erica Smith, Somer Quinlan, Mardi Link, Kellee Hoag, Kiley Fields, Lisa Jones, Patricia Macintosh, Richard Carpenter, Christina Hasty

**Call to Order:** Mr. Ben Townsend called the meeting to order at 2:15 p.m.

**Timekeeper:** Sherry Powers

**Approval of the Agenda:**

Ms. Marois requested to add community response to crisis calls to the agenda.

<b>MOTION:</b>	<b>Approve agenda as amended</b>
<b>RESULT:</b>	<b>ADOPTED. [UNANIMOUS]</b>
<b>MOVER:</b>	<b>M. Marois</b>
<b>SECONDER</b>	<b>R. Pilon</b>

<b>MOTION:</b>	<b>Approve the consent Agenda</b>
<b>RESULT:</b>	<b>ADOPTED. [UNANIMOUS]</b>
<b>MOVER:</b>	<b>G. McMorrow</b>
<b>SECONDER</b>	<b>D. Smallegan</b>

**Conflict of Interest Declaration:** None.

**Citizen Comment:**

Justin Reed gave a citizen comment. Mr. Reed stated that The CAC is weary about having the Board participate in their meetings. The members of the CAC lack trust in the Board.

He also requested that a link or email be added on the website for the public to contact the secretary if consumers have questions or request items to be added to the agenda.

Mr. Reed acknowledged that Utah has an accessible dashboard for people to help the homeless and would like to see NLCMHA provide more data about the homeless.

**Chief Executive Officer's Report:**

Mr. Martinus gave the CEO Report. He noted upcoming meeting dates and commented that the six counties had their first MDHHS Community Collaboration Meeting. These will be monthly meetings moving forward.

Mr. Martinus's report also responded to last month's citizen comments. The money recently lost during the GTI issue has been restored to GTI. Final plans for the GTCMW are being drawn up and will be presented in the upcoming months. Plans are on schedule and still within budget. There are shared staffing agreements in place.

Mr. Martinus gave an update about the recent County Administrators' Bylaws for the dispute resolution committee.

**Trail/Brickways Contract Discussion** – Mark Crane gave an update about the Trail/Brickways contract.

Mr. Crane clarified that NLCMHA offered a contract, and they decided not to renew it.

All CLS workers were offered a \$2.00 pay increase to \$24.50 an hour. Trail/Brickways asked for an increase of \$13.00 per hour to put the minimum pay of CLS at \$35.00 an hour. This is a 94% administration and overhead add-on to their base rate. Most businesses will have an overhead of 10-35%. consumers affected by that are being moved over to other providers.

The monthly contract report was requested to be presented to the board moving forward.

**Chief Financial Officer's Report-**

Richard Carpenter of the Rehmann Group gave the financial report. He noted that the audit is still ongoing, and more information will come. The financial processes have been reviewed at a 10,000-foot level; however additional review and analysis must be completed before the final year-end FSR and EQI filings can be submitted. The current projection includes a projected lapse of general funds of approximately 800,000. Northern Health Care Management, which primarily includes the MIChoice waiver, is expected to result in a \$100,000 surplus.

The group will need to evaluate the incurred but not reported claims. They plan to discuss some of the recommended changes to the Board's Finance Report moving forward that will more closely align with the end-of-the-year auditing. The estimated amount of Medicaid funds is expected to be under the available funding, of 2.3 million. 1.6 million can be carried forward. Mr. Carpenter will review if that is unrestricted funds.

**Northern Michigan Regional Entity Report:** Recent NMRE updates were briefly discussed. MDHHS has asked CMHA to stop the guardianship payments. The effectiveness of opioid home health home is

showing excellent results. The NMRE Board Chair approved the motion to assign a CEO search committee.

**Assurance Of Organizational Performance:**

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

Mr. Townsend noted that he appreciated Mr. Martinus's thorough completion of the policy 2.3 Monitoring Report.

<b>MOTION:</b>	<b>Receive the motion of policy 2.3 Compensation of the Employed Workforce at 78% with the addendum of Mr. Martinus' completion</b>
<b>RESULT:</b>	<b>ADOPTED. [UNANIMOUS]</b>
<b>MOVER:</b>	<b>A. Cambridge</b>
<b>SECONDER:</b>	<b>M. Marois</b>

It was commented that nine out of the sixteen filling out the monitoring reports is not enough.

<b>MOTION:</b>	<b>Receive the findings of policy 3.0 Global Governance/Process Ownership Linkage at 78% in compliance.</b>
<b>RESULT:</b>	<b>ADOPTED. [UNANIMOUS]</b>
<b>MOVER:</b>	<b>P.Morris</b>
<b>SECONDER:</b>	<b>R. Pilon</b>

The Board was given the November monitoring assignments; 2.0 Global Executive Limitation, 3.2 Governance Style & 3.4 Annual Workplan.

<b>MOTION</b>	<b>Receive policy 4.0 Global Governance findings at 89% in compliance.</b>
<b>RESULT:</b>	<b>ADOPTED. [UNANIMOUS]</b>
<b>MOVER:</b>	<b>S. Powers</b>
<b>SECONDER</b>	<b>G. McMorrow</b>

**Governance Policies Discussion and Assessment:**

**A. Board Chair Discussion on Bylaws & Policy**

Mr. Townsend asked the Board to set up an ad hoc committee with the attorney to review the proposed Board Bylaws and would like the committee to meet biweekly if possible.

The committee would consist of: Mr. Townsend (Chair), Ms. Morris, Ms. Marois, and Mr. Freedman.

<b>MOTION</b>	<b>Set up an Ad Hoc Bylaws Committee</b>
<b>RESULT:</b>	<b>ADOPTED. 12Y, 1 No – K. Dahlstrom</b>
<b>MOVER:</b>	<b>T. Wessell</b>
<b>SECONDER</b>	<b>D. Smallegan</b>

Mr. Freedman stated that the Board should have standing finance and program committees.

Mr. Cambridge commented that the Board needs to get their act together before the CARF certification.

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

NLD Minutes & Update: The Board discussed the November 1, 2023, NLD Committee recommendations. Regarding the 2024 calendar and planning:

**MOTION** Not to move forward with the County Commissioner surveys. In lieu of the survey, have quarterly face to face meetings with the commissioners.  
**RESULT:** ADOPTED. 12 Y, 1 Nay – K. Dahlstrom  
**MOVER:** P. Morris  
**SECONDER** D. Freedman

**MOTION** Approve the 2024 Board Meeting Schedule & Educational Work Plan  
**RESULT:** ADOPTED. [UNANIMOUS]  
**MOVER:** S. Powers  
**SECONDER** T. Wessell

It was commented that the meetings should be shortened, and the Board Education Sessions will be included within the Committee of the Whole Meetings.

**MOTION** Accept the 2024 Policy Monitoring Schedule for the first three months.  
**RESULT:** ADOPTED. [UNANIMOUS]  
**MOVER:** M. Marois  
**SECONDER** G. McMorrow

Ms. Marois expressed her desire for the Board to have a dashboard that would replace the Policy Monitoring Chart.

**MOTION:** Accept the 2024 Annual Planning Calendar  
**RESULT:** ADOPTED. [UNANIMOUS]  
**MOVER:** T. Bratton  
**SECONDER:** D. Smallegan

**MOTION** Accept the October Special Meeting Minutes as amended. (Remove Mr. Smallegan from the attendance and add Mr. Freedman)  
**RESULT:** ADOPTED. [UNANIMOUS]  
**MOVER:** M. Marois  
**SECONDER** T. Wessell

**Response to Crisis Calls:** The Board directed the CEO regarding the replacement of Protocall. Mr. Martinus commented that this will take a lot of planning, time, and patience. If the agency is going to change providers, he wants it to be successful and well thought out. Board members acknowledged that the process would take several months and requested Mr. Martinus to give monthly or bimonthly updates.

<b>MOTION</b>	<b>Request the CEO to work with community partners to create a community response for crisis calls in the six counties area to replace Protocall.</b>
<b>RESULT:</b>	<b>ADOPTED. [UNANIMOUS]</b>
<b>MOVER:</b>	<b>M. Marois</b>
<b>SECONDER</b>	<b>P. Morris</b>

**Citizen Comment:**

Justin Reed – Mr. Reed commented about Brickways and stated that it is unfair practice to ask for a 94% increase. Mr. Reed also mentioned that last year a consumer gave a speech in front of the commissioners and the consumer felt bullied by a commissioner in response to their comment. He also requested an after-hour drop box for agency vehicle items.

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

Ms. Dahlstrom commented on upcoming legislation issues, Parity supports, bill 4707, and remote virtual participation bill.

**Agenda Planning December 21, 2023:**

Discussion of combining meetings  
CCBHC  
CAC presentation by Mr. Reed (in January)

**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 – Satisfactory
- #4 – The Board used its time effectively – Satisfactory

**Adjournment:** The meeting adjourned at 4:00 p.m.

Respectfully Submitted,

Ben Townsend, Chairperson

Sherry Powers, Board Secretary

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Stacy Maiville, Executive Secretary

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