



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

Board of Directors Meeting Minutes

January 18, 2024

2:30 p.m.

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, Eric Ostergren, Tony Lentych, Carol Blake

Absent: None.

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,

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 Weinwrick, Jessica Hedges, Keven Hartley, anonymous, Andrew White, Mark Draeger, Melissa Bentgen, Kasie Morse, Robe Palmer, 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:

MOTION:	Approve agenda
RESULT:	ADOPTED. [UNANIMOUS]
MOVER:	T. Wessell
SECONDER	D. Smallegan

Conflict of Interest Declaration: None

MOTION:	Approve the consent Agenda – December 2023 Committee of the Whole minutes
RESULT:	ADOPTED. [UNANIMOUS]
MOVER:	D. Freedman
SECONDER	T. Lentych

The December 21, 2023, and November 16, 2023, Board of Directors meeting minutes were requested to be removed from the consent agenda.

MOTION: Correction to December 21, 2023, Board of Directors minutes: Change motion on page 5 of the minutes to read: "Get rid of the Carver model."
RESULT: ADOPTED. [UNANIMOUS]
MOVER: K. Dahlstrom
SECONDER: M. Marois

The December 21, 2023, Board minutes were approved with correction.

Ms. Dahlstrom requested a change in the November 2023 minutes. She requested her reason for voting no to be added after the motion regarding the By-Laws.

MOTION: Amend the November 2023 Board minutes to include under the By-laws committee vote, "Ms. Dahlstrom voted no because the Board already has a Governance Committee and a Governance Policy Committee".
RESULT: ADOPTED. [UNANIMOUS]
MOVER: T. Lentych
SECONDER: T. Bratton

The Chair stated that there is currently no standing Governance Committee or Governance Policy Committee meeting.

Citizen Comment: Carlton Ketchum commented that his issue had already been addressed.

Chief Executive Officer's Report: Brian Martinus, the Interim Chief Executive Officer, gave the CEO Report. Mr. Martinus referenced the new Dashboard Report that he included within his report. The Dashboard Report provides service information by county and a breakdown of the agency's timeliness for Access and Mobile Crisis. He noted that the Mobile Crisis Team is knocking it out of the park and doing very well.

It was indicated by more than one Board member that they were pleased with the Dashboard Report. The Chair asked the NLD to review the Dashboard Report for any changes they may want for the report and instructed Board members to write the NLD Chair if they would like any changes as well.

Mr. Martinus also gave an update about the development of the Grand Traverse Center of Mental Wellness. Phase 1 of the CMW is complete, and they are now on to Phase 2, construction and remodeling of the facility.

Chief Financial Officer's Report- The Deputy Chief Financial Officer, Laura Argyle presented the monthly Financial Report. The report provided information regarding the assets, operating revenue, operating expenses, statement of net position, statement of revenue, and AP claims.

She explained that the balance sheet lists the agency's assets, liabilities, and accounts payable. In addition, she noted that financial transactions will have to be reported monthly.

Ms. Argyle stated that there is currently an overspend and reviewed the areas of concern with the Board. She hopes the state will do a Medicaid recalculation, so the agency is compensated more closely to the eligibles. There may need to be budget revisions.

Northern Michigan Regional Entity Report: Skipped.

Assurance Of Organizational Performance:

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

MOTION:	Receive policy 2.6 Community Resources findings at 81% in compliance.
RESULT:	ADOPTED. [UNANIMOUS]
MOVER:	M. Marois
SECONDER:	C. Blake

The Board was given Policy 2.4 Financial Management and Policy 3.10 Board Member Conflict of Interest as their monitoring assignment.

MOTION	Receive policy 3.1 Board Job Description findings at 63% in compliance.
RESULT:	ADOPTED. [UNANIMOUS]
MOVER:	T. Wessell
SECONDER	S. Powers

Ms. Babcock would like to add language on each agenda and before each citizen comments that their comments will be recorded, and these are open meetings.

The Board monitoring assignment policy 3.10 Board Member Conflict of Interest was given to the Board to complete.

Governance Policies Discussion and Assessment:

No Ends given.

A. Governance Process/Ownership Linkage:

a. NLD Updates:

There was a motion and a second to remove Committee of the Whole meetings and start Board of Directors meetings at 12:30. After much discussion, the Board decided to table the topic and refer it to the NLD to identify the format regarding how the new meetings would look and bring it back to the Board.

MOTION Remove Committee of the Whole meetings and start Board of Directors meetings at 12:30
RESULT: Tabled by A. Cambridge and seconded by T. Wessell, 11 – Y, 5- N
MOVER: D. Smallegan
SECONDER K. Dahlstrom

MOTION Approve January 3, 2023, NLD minutes.
RESULT: ADOPTED. [UNANIMOUS]
MOVER: M. Marois
SECONDER R. Pilon

The Board discussed the current Annual Board Self-assessment and determined that the current documents are not effective. The Board agreed with the NLD’s suggestion to no longer use those documents.

MOTION Receive the annual self-assessments.
RESULT: ADOPTED. [UNANIMOUS]
MOVER: T. Lentych
SECONDER S. Powers

MOTION: Receive the annual individual self-assessments.
RESULT: ADOPTED. [UNANIMOUS]
MOVER: T. Lentych
SECONDER S. Powers

MOTION: Do away with the current annual Board self-evaluation documents. Recommended by the NLD, that the Board refer this matter to the By-law Committee to develop a mechanism for self-evaluation going forward.
RESULT: ADOPTED. [UNANIMOUS]
MOVER: G. McMorrow
SECONDER E. Ostergren

b. Ownership linkage Plan:

The Ownership Linkage Plan was presented in the Board packet and discussed. The Chair referred the accountability of the implementation of the plan to the NLD and the possibility of finding a new name for the Ownership Linkage Plan.

MOTION: Approve the Ownership Linkage Plan
RESULT: ADOPTED. [UNANIMOUS]
MOVER: T. Wessell
SECONDER M. Marois

c. Ad Hoc Finance Committee Updates:

Mr. Cambridge stated that Ms. Argyle did a good job giving the finance update and that next month the first quarter contracts will be presented.

d. Ad Hoc By-Laws Committee Appointments:

The Ad Hoc By-Laws Committee appointments were discussed. Members were identified and voted on. Ben Townsend (Chair), Mary Marois, Penny Morris, Dave Freedman, and Greg McMorrow.

MOTION: Appoint Ben Townsend as Chair, Mary Marois, Penny Morris, Dave Freedman and Greg McMorrow to the By-laws committee.
RESULT: ADOPTED. [UNANIMOUS]
MOVER: S. Powers
SECONDER C. Blake

e. Amendment to the Enabling Agreement:

Mr. Ostergren explained that he would like to amend the Enabling Agreement so the counties can delegate a community member in place of a commissioner to sit on the NLCMHA Board of Directors. Several Board members responded with their discomfort with the statement and commented that the counties put together the Enabling Agreement, and the Board does not have control of the rules within the document.

Many Board members expressed a desire to end the discussion, so a motion was made to end the discussion of this topic.

MOTION: End the discussion of Mr. Ostergren's Letter
RESULT: ADOPTED. 13- Y, 2- N (1 Board member left the meeting prior to the vote)
MOVER: D. Freedman
SECONDER P. Morris

Citizen Comment: None

Announcements/Board Member Reports/Board Association:

Ms. Dahlstrom visited the Traverse City drop-in center, Kandu Island, and commented that it is a neat facility. She also referred to upcoming bills to look out for from the legislature.

Mr. Freedman referenced an email he received from Stabenow's office regarding money being offered for IT in mental health.

Agenda Planning February 15, 2024 -Grayling

Meeting Evaluation/Comments:

- #1 – We spent our time on the most important governance topics – excellent
- #2 – We encouraged diversity of viewpoints – excellent
- #3 – Our decisions were made collectively – excellent
- #4 – The Board used its time effectively – satisfactory

How to improve future meetings: Have shorter meetings.

Adjournment: The meeting adjourned at 4:07 pm

Respectfully Submitted,

Ben Townsend, Chairperson

Stacy Maiville, Executive Secretary

Sherry Powers, Board Secretary

DRAFT