

**Mid-State Health Network (MSHN) Board of Directors Meeting
Tuesday, November 6, 2018, 5:00 P.M.
Gratiot Integrated Health Network – The Lawson Center**

Meeting Minutes

1. Call to Order

Vice Chairperson Irene O’Boyle called the MSHN Board of Directors Meeting to order at 5:01 p.m. She explained Chairperson Ed Woods is unable to be at the meeting in person, however he is participating via teleconference.

2. Roll Call

Secretary Kurt Peasley provided the Roll Call for Board Members in attendance.

Board Member(s) Present: Jim Anderson (Bay-Arenac), Joe Brehler (CEI), Bruce Cadwallender (Shiawassee), David Griesing (Tuscola), Phil Grimaldi (Saginaw), Dan Grimshaw (Tuscola), Tina Hicks (Gratiot), John Horvath (Shiawassee), John Johansen (Montcalm), Steve Johnson (Newaygo), Pam Kahler (Huron), Colleen Maillette (Bay-Arenac), Deb McPeek-McFadden (Ionia), Gretchen Nyland (Ionia), Irene O’Boyle (Gratiot), Kurt Peasley (Montcalm), Joe Phillips (CMH for Central), Kay Pray (CEI), Kerin Scanlon (CMH for Central Michigan), Leola Wilson (Saginaw), and Ed Woods (via phone)

Board Member(s) Absent: Brad Bohner (LifeWays), Mike Hamm (Newaygo), and Beverly Wiltse (Huron)

Staff Members Present: Joe Sedlock (CEO), Amanda Horgan (Deputy Director), Leslie Thomas (Chief Financial Officer), Kim Zimmerman (Director of Compliance, Quality and Customer Service), Sandy Gettel (Quality Manager) and Merre Ashley (Executive Assistant)

3. Approval of Agenda for November 6, 2018

Board approval was requested for the Agenda of the November 6, 2018 Regular Business Meeting.

MSHN 18-19-001 MOTION BY DEB MCPEEK-MCFADDEN, SUPPORTED BY COLLEEN MAILLETTE, FOR APPROVAL OF THE AGENDA OF THE NOVEMBER 6, 2018 REGULAR BUSINESS MEETING, AS PRESENTED. MOTION CARRIED: 20-0.

4. Public Comment

There was no public comment.

5. Approval of Consent Agenda

Board approval was requested for Draft Minutes of the September 11, 2018 Board of Directors Regular Business Meeting, September 11, 2018 Public Hearing Minutes, August 15, 2018 SUD Oversight Policy Advisory Board Meeting, Draft Meeting Minutes of the October 9, 2018 Board Policy Committee, Draft Meeting Minutes of the September 21, 2018 and October 16, 2018 Board Executive Committee Meetings, , Key Decisions of the September 17, 2018, and October 19, 2018 Operations Council, and Policies, as presented.

- Ms. Kay Pray identified a typographical error pertaining to the number displayed within the motion of Item #15.
- Mr. John Johansen called to remove Board Member Conduct 2.0 policy from the Consent Agenda and redirect it to the Board Policy Committee for further review and/or revision as recommended by the Board Executive Committee.

MSHN 18-19-002 MOTION BY DEB MCPEEK-MCFADDEN, SUPPORTED BY TINA HICKS, TO APPROVE DRAFT MINUTES OF THE NOVEMBER 6, 2018 BOARD OF DIRECTORS REGULAR BUSINESS MEETING WITH NOTED REVISION, MEETING MINUTES OF THE JUNE 20, 2018 SUD OVERSIGHT POLICY ADVISORY BOARD MEETING, DRAFT MEETING MINUTES OF THE JULY 31, 2018 BOARD POLICY COMMITTEE, DRAFT MEETING MINUTES OF THE JULY 20, 2018 AND AUGUST 17, 2018 BOARD EXECUTIVE COMMITTEE MEETINGS, DRAFT MEETING MINUTES OF THE AUGUST 16, 2018 BOARD EXECUTIVE COMMITTEE SPECIAL MEETING, KEY DECISIONS OF THE JULY 16, 2018, AND AUGUST 13, 2018 OPERATIONS COUNCIL, AND REMAINING POLICIES, AS PRESENTED.

MSHN 18-19-008 MOTION BY JOHN JOHANSEN, SUPPORTED BY JIM ANDERSON, TO REMOVE THE GENERAL MANAGEMENT BOARD MEMBER CONDUCT POLICY, THEREBY AMENDING THE MOTION TO APPROVE ALL OTHER ITEMS ON THE CONSENT AGENDA AS PRESENTED, WITH NOTED REVISION TO THE DRAFT MINUTES OF SEPTEMBER 11, 2018 REGULAR BUSINESS MEETING. MOTION CARRIED: 20-0.

6. MSHN Board Chair Update

Vice Chairperson O'Boyle reported on communication items, included within board meeting packets.

7. MSHN Executive Committee Report

Vice Chairperson O'Boyle provided overview and information on the following:

- Board Self-Assessment FY17-18
 - Review of the Board Self-Assessment Summary, provided in hardcopy within board folders, was provided.
 - Appreciation to members who participated in the self-assessment process was voiced

Ms. Kerin Scanlon arrived at 5:10pm

MSHN 18-19-003 MOTION BY GRETCHEN NYLAND, SUPPORTED BY KAY PRAY, TO RECEIVE AND FILE THE BOARD SELF-ASSESSMENT, AS PRESENTED. MOTION CARRIED: 21-0.

8. Finance Report

- **Financial Status Report**

Ms. Thomas reviewed statement of activities, preliminary statement of net position, preliminary statement of activities, statement of investments, for the period ending September 30;

MSHN 18-19-004 MOTION BY JOHN HORVATH, SUPPORTED BY PAM KAHLER, TO RECEIVE AND FILE THE STATEMENT OF NET POSITION, STATEMENT OF ACTIVITIES AND STATEMENT OF INVESTMENTS, FOR THE PERIOD ENDING SEPTEMBER 30, 2018. MOTION CARRIED: 21-0.

- **Consideration of Approval of FY19 CMHSP Medicaid Sub-Contracts**

Ms. Thomas provided a presentation of the FY19 CMHSP Budgets, and related overview of the FY19 CMHSP Medicaid Sub-Contract listing. She explained that MSHN conducts regular monitoring of expenses as detailed in the document distributed at the board meeting and that financial audit and annual compliance examinations provides additional oversight to CMHSPs on expenses reported and budgeting.

Mr. Joe Sedlock further explained, stating the revenue projected on the contract listing, recommended for board approval, is based on the rate setting process, which is completed in the fall, and based on the MDHHS rate certification letter for the current fiscal year.

MSHN 18-19-005 MOTION BY JOE BREHLER, SUPPORTED BY PHIL GRIMALDI, TO APPROVE THE FY19 CMHSP MEDICAID SUB-CONTRACTS, AS LISTED AND PRESENTED. MOTION CARRIED: 21-0.

9. MSHN External Quality Reviews and MDHHS Site Review

Ms. Amanda Horgan provided a summary of reviews that have occurred, stating the full reports of each were provided electronically via web links from the meeting agenda. She noted the full annual compliance report will be provided in January.

- Compliance Report
- Compliance Monitoring Review: MSHN performed at 93%
- Performance Measure Validation Report
 - MSHN performed at 100%
- Performance Improvement Project Report
 - MSHN performed at 100% for Compliance and Admissions
 - Next phase: Implementation and Reporting
- MDHHS Substance Use Disorder Site Visit
 - MSHN performed at 100%
 - Site visit inclusive of 13 elements
 - Full reporting will occur as part of the annual compliance report in January

Mr. Sedlock acknowledged and expressed gratitude for the work and efforts of dozens of individuals from MSHN and its CMHSP Participants. Members were encouraged to relay the performance ratings and appreciation to their respective board(s) and staff.

10. Deputy Director Report

Ms. Amanda Horgan provided a verbal reporting of the following:

- Balanced Scorecard
 - Reported quarterly, staff are in the process of finalizing year-end data
 - Strategic Plan will be updated with the new elements to support FY19 strategic planning
 - New website will launch on November 13, 2018
 - Members were encouraged to call the MSHN office with any questions or issues pertaining to board meeting packets, calendars, etc.
- Staff Update
 - Sandy Gettel, formerly of Bay-Arenac Behavioral Health, has been hired to fill the position of Quality Manager
- BHTEDS Reporting
 - MSHN received 100% compliance

11. FY19 Contract Listing

Ms. Horgan provided an overview of the revised listing, provided in hardcopy within board meeting folders, and requested board approval to authorize MSHN's Chief Executive Officer to sign and fully execute the contracts, as presented on the FY19 amended contract listing.

MSHN 18-19-006 MOTION BY DEB MCPEEK-MCFADDEN, SUPPORTED BY JOHN JOHANSEN, TO AUTHORIZE THE CHIEF EXECUTIVE OFFICER TO SIGN AND FULLY EXECUTE THE CONTRACTS AS PRESENTED AND LISTED ON THE FY19 CONTRACT LISTING. MOTION CARRIED: 21-0.

12. Chief Executive Officer Report

Mr. Sedlock referenced the written CEO report, provided in board packets, and provided a brief overview and summary of the items therein. Other topics included:

- Michigan Consortium of Healthcare Excellence (MCHE) annual meeting
 - Chairperson Woods reported his attendance at the meeting and expressed his appreciation for the opportunity to participate. He stated the work of the group is very consumer-focused and collaborative.
- Ms. Tina Hicks addressed the Board Development Day information provided with the CEO Report and requested executive committee consideration with regard to scheduling, to allow board member participation of Community Mental Health Association of Michigan's (CMHAM) Annual Walk-A-Mile in My Shoes event.

13. Other Business

There was no other business.

14. Public Comment

Ms. Hicks reported on her participation at CMHAM's Fall Conference, specific to the workshop presented by Alan Bolter, which pertained to advocacy. She strongly encouraged members to advocate now with the legislators just taking office.

15. Chief Executive Officer Performance Evaluation

Vice Chairperson O'Boyle referenced the CEO Performance Evaluation Summary, provided in hardcopy within board folders.

Mr. Sedlock requested the board enter into closed session for consideration of the personnel matter.

MSHN 18-19-009 MOTION BY DEB MCPEEK-MCFADDEN, SUPPORTED BY COLLEEN MAILLETTE, TO MOVE INTO CLOSED SESSION FOR CONSIDERATION OF THIS PERSONNEL MATTER. VOTING FOR: JIM ANDERSON, JOE BREHLER, BRUCE CADWALLENDER, DAVID GRIESING, PHIL GRIMALDI, DAN GRIMSHAW, TINA HICKS, JOHN JOHANSEN, STEVE JOHNSON, PAM KAHLER, COLLEEN MAILLETTE, DEB MCPEEK-MCFADDEN, IRENE O'BOYLE, KURT PEASLEY, JOE PHILLIPS, KERIN SCANLON, LEOLA WILSON, ED WOOD. VOTING AGAINST: N/A. MOTION CARRIED: 21-0.

The MSHN Board of Directors entered into closed session at 6:14 p.m.

MSHN 18-19-010 MOTION BY JOHN JOHANSEN, SUPPORTED BY KAY PRAY, TO RECONVENE THE REGULAR BUSINESS MEETING. MOTION CARRIED: 21-0.

The MSHN Board of Directors convened their regular business meeting at 6:29 p.m.

MSHN 18-19-007 MOTION BY COLLEEN MAILLETTE, SUPPORTED BY KAY PRAY, TO RECEIVE AND FILE THE FY18 PERFORMANCE REVIEW OF THE MSHN CHIEF EXECUTIVE OFFICER. MOTION CARRIED: 21-0.

16. Adjourn

MSHN 18-19-011 MOTION BY COLLEEN MAILLETTE, SUPPORTED BY TINA HICKS, TO ADJOURN THE NOVEMBER 6 REGULAR BUSINESS MEETING. MOTION CARRIED: 21-0.

The MSHN Regional Board of Directors Meeting adjourned at 6:31 p.m.

Meeting minutes submitted respectfully by:
Merre Ashley, MSHN Executive Assistant