

**Mid-State Health Network (MSHN) Board of Directors Meeting  
Tuesday, November 7, 2017, 5:00 P.M.  
Gratiot Integrated Health Network**

**Meeting Minutes**

**1. Call to Order**

Chairperson Ed Woods called the MSHN Board of Directors Meeting to order at 5:00 p.m.

**2. Roll Call**

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

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

**Board Member(s) Absent:** Pam Kahler (Huron) and Beverly Wiltse (Huron)

**Staff Members Present:** Joe Sedlock (CEO), Amanda Horgan (Deputy Director), Leslie Thomas (Chief Financial Officer), Kim Zimmerman (Director of Quality, Compliance & Customer Service), Merre Ashley (Executive Assistant) (via phone), Jennifer McCoy (Office Assistant)

**3. Approval of Agenda for November 7, 2017**

Board approval was requested for the Agenda of the November 7, 2017 Regular Business Meeting.

**MSHN 17-18-001 MOTION BY DEB MCPEEK-MCFADDEN, SUPPORTED BY JIM ANDERSON, FOR APPROVAL OF THE AGENDA OF THE NOVEMBER 7, 2017 REGULAR BUSINESS MEETING, AS PRESENTED. MOTION CARRIED: 22-0.**

#### 4. Public Comment

- Collette Scrimger, Barry-Eaton District Health Department Health Officer:
  - Board of Directors were asked the following, pertaining to MSHN staffing:
    - Take approach which involves community in decision-making, and that compares outcomes not just output;
    - Improve communications internally and with contracted entities to avoid contradictory messaging;
    - Maintain staff focus of the elements of the Mission and Vision of Mid-State Health Network (MSHN)
- Laura Fox, Eaton Behavioral Health Program Manager:
  - Board of Directors were asked to play a role in MSHN's work in Eaton County pertaining to managing documentation and training requirements, reporting deadlines and funding pressures to allow local providers to effectively meet community needs
- Kim Thalison, Eaton County Regional Education Service Agency (RESA) Prevention Services Supervisor:
  - Board of Directors were encouraged to:
    - Support provider quality improvements that allow for partnerships, community feedback and minimal disruption of client care;
    - Advocate for maintaining the provider network;
    - Allow providers to make decisions with their clients around their model of care instead of limiting them to billable options
- Sara Lurie, CEO, Community Mental Health Authority of Clinton, Eaton and Ingham Counties
  - Board of Directors requests for:
    - Involvement in consultation with community stakeholders and local community mental health service programs (CMHSPs) in decision-making pertaining to the provision of local substance use disorder (SUD) services;
    - MSHN's continued patience, flexibility and technical assistance in further developing and sustaining Clinton, Eaton and Ingham Counties' existing provider network

## **5. Approval of Consent Agenda**

Board approval was requested for Draft Minutes of the September 12, 2017 Public Hearing, Draft Meeting Minutes of the August 16, 2017 SUD Oversight Policy Advisory Board Meeting, Draft Minutes of the October 20, 2017 Board Executive Committee Meeting, Key Decisions of the September 18, 2017, and October 16, 2017 Operations Council, and Policies, as presented.

**MSHN 17-18-002 MOTION BY BRAD BOHNER, SUPPORTED BY DEB MCPEEK-MCFADDEN, TO APPROVE THE DRAFT MINUTES OF THE SEPTEMBER 12, 2017 PUBLIC HEARING, DRAFT MEETING MINUTES OF THE AUGUST 16, 2017 SUD OVERSIGHT POLICY ADVISORY BOARD MEETING, DRAFT MINUTES OF THE OCTOBER 20, 2017 BOARD EXECUTIVE COMMITTEE MEETING, KEY DECISIONS OF THE SEPTEMBER 18, 2017 AND OCTOBER 16, 2017 OPERATIONS COUNCIL MEETINGS, AND POLICIES, AS PRESENTED. MOTION CARRIED: 22-0.**

### **5A. Approval of Board of Directors Regular Business Meeting Minutes of September 12, 2017**

**MSHN 17-18-003 MOTION BY JOHN JOHANSEN, SUPPORTED BY COLLEEN MAILLETTE, TO APPROVE THE BOARD OF DIRECTORS REGULAR BUSINESS MEETING MINUTES OF SEPTEMBER 12, 2017, AS PRESENTED. MOTION CARRIED: 22-0.**

## **6. Financial Audit for Fiscal Year Ending September 30, 2016**

**MSHN 17-18-004 MOTION BY DEB MCPEEK-MCFADDEN, SUPPORTED BY TINA HICKS, TO RECEIVE AND FILE THE AUDIT REPORT FOR FY16, AS PRESENTED. MOTION CARRIED: 22-0.**

## **7. MSHN Board Chair Update**

Chairperson Woods addressed the following:

- Board Member Update
  - Pam Kahler of Huron Behavioral Health has fallen ill with a serious condition.

## **8. Board Executive Committee Report**

Chairperson Woods reported the following:

- Board Executive Committee Meeting scheduled for September 15, 2017 did not occur as it was three days following the Board of Directors Regular Business Meeting and Public Hearing.
- Kurt Peasley, newly elected Board Secretary, attended his first Executive Committee Meeting on October 16, 2017.

- Board Meeting agenda was developed by the Executive Committee during its October 16, 2017 Meeting
- The Executive Committee received reporting from its CEO pertaining to operations; further information to be provided within the CEO Report
- Vice Chairperson O'Boyle provided detail of the process pertaining to the CEO Performance Evaluation; detail is included in the meeting minutes of the September 12, 2017 regular business meeting.

## 9. Finance Report

Ms. Leslie Thomas provided an overview and information on the Financial Status Report, to include the Statement of Net Position, Preliminary Statement of Activities, and Statement of Cash Flows for the period ending September 30, 2017, as well as information and recommendation pertaining to the Request for Proposals (RFP) for Accounting Services and the Request for Proposals (RFP) for Audit Services. Board approval was requested for each, as presented.

- FY17 Financial Status Report

**MSHN 17-18-005 MOTION BY TINA HICKS, SUPPORTED BY DAVID GRIESING, TO RECEIVE AND FILE THE PRELIMINARY STATEMENT OF NET POSITION, PRELIMINARY STATEMENT OF ACTIVITIES, AND STATEMENT OF CASH FLOWS FOR THE PERIOD ENDING SEPTEMBER 30, 2017, AS PRESENTED. MOTION CARRIED: 22-0.**

- Request for Proposal (RFP) for Accounting Services

**MSHN 17-18-006 MOTION BY JIM ANDERSON, SUPPORTED BY TINA HICKS, TO AUTHORIZE THE MSHN CHIEF EXECUTIVE OFFICER TO ENTER INTO AN ENGAGEMENT WITH MANER COSTERISAN FOR ACCOUNTING SERVICES FOR THE THREE-YEAR PERIOD COVERING FISCAL YEARS 2018 THROUGH 2020. MOTION CARRIED: 22-0.**

- Request for Proposal (RFP) for Audit Services

**MSHN 17-18-007 MOTION BY DEB MCPEEK-MCFADDEN, SUPPORTED BY GRETCHEN NYLAND, TO AUTHORIZE THE MSHN CHIEF EXECUTIVE OFFICER TO ENTER INTO AN ENGAGEMENT WITH ROSLUND, PRESTAGE & COMPANY, PC TO COMPLETE FINANCIAL AUDIT, INCLUDING SINGLE AUDIT, AND COMPLIANCE EXAMINATION SERVICES FOR THE THREE-YEAR PERIOD COVERING FISCAL YEARS 2017 THROUGH 2019. MOTION CARRIED: 22-0.**

**10. Deputy Director Report**

Ms. Amanda Horgan provided information and updates on the following:

- Managed Care Information System (REMI)
  - Training for Providers/Staff is being coordinated
  - The name for the new system is REMI (Regional Electronic Medical Information)
- Professional Employer Organization (PEO) Services Request for Proposals (RFP) Recommendation
  - Proposals were received from five (5) vendors
  - Internal committee consisting of the Chief Executive Officer, Deputy Director and Chief Financial Officer reviewed RFPs received
  - Based on scoring and review, two (2) vendors were invited to provide software demonstrations and provide additional information
  - Significant cost savings and functionality were identified by CoStaff, which lead to the committee's recommendation

**MSHN 17-18-008 MOTION BY BRAD BOHNER, SUPPORTED BY TINA HICKS, TO AUTHORIZE THE MSHN CHIEF EXECUTIVE OFFICER TO NEGOTIATE AND SIGN A CONTRACT WITH COSTAFF FOR PROFESSIONAL EMPLOYMENT SERVICES. MOTION CARRIED: 22-0.**

**12. Board Development: Corporate Compliance Plan Presentation**

Ms. Kim Zimmerman provided a presentation and review of information pertaining to the FY18 Corporate Compliance Plan. She reported the plan has been reviewed by the appropriate MSHN committees and councils and leadership team, and is recommended for approval as presented.

**MSHN 17-18-009 MOTION BY GRETCHEN NYLAND, SUPPORTED BY KURT PEASLEY, TO APPROVE THE MSHN CORPORATE COMPLIANCE PLAN, AS PRESENTED. MOTION CARRIED: 22-0.**

**13. MDHHS/MSHN FY18 Specialty Services Contract Amendment #1**

Mr. Sedlock provided detailed information pertaining to the sections or attachments affected by the MDHHS/MSHN contract amendment. He reported that as part of the negotiating team, MSHN administration provided significant input into the contract changes, and recommends execution of the contract amendment, as presented.

**MSHN 17-18-010 MOTION BY DAVID GRIESING, SUPPORTED BY BRAD BOHNER, TO AUTHORIZE THE MSHN CHIEF EXECUTIVE OFFICER TO EXECUTE AMENDMENT #1 OF THE FY18 MDHHS/MSHN SPECIALTY SERVICES AND SUPPORTS CONTRACT, AS PRESENTED. MOTION CARRIED: 22-0.**

#### 14. FY18 Contract Listing

Ms. Horgan stated the FY18 contract listing provided within board meeting packets has been revised, and referenced the listing provided in hardcopy within board member folders. She provided information and overview of the revised listing, presented for approval.

**MSHN 17-18-011 MOTION BY LEOLA WILSON, SUPPORTED BY TINA HICKS, TO AUTHORIZE THE MSHN CHIEF EXECUTIVE OFFICER TO SIGN AND FULLY EXECUTE THE CONTRACTS AS PRESENTED AND LISTED ON THE FY18 CONTRACT LISTING, AS REVISED AND PRESENTED. MOTION CARRIED: 22-0.**

#### 15. Chief Executive Officer Update

Mr. Sedlock provided updates and information on the following:

- National Council on Behavioral Health Annual Conference: April 23-25 in Washington D.C.; Board members were invited to participate;
- National Connection: Capitoline
  - MSHN, SWMBH and Region 10 PIHP have entered into a small engagement with Capitoline Consulting, based in Washington, D.C.;
  - Multiple pages of very detailed information pertaining to what is going on at the national level have been received and are being reviewed;
- Budgeted Compensation Adjustments
  - MSHN policy requires its staff salary scales are periodically compared to market and adjusted to be at or near medians for comparable positions;
  - HR Collaborative were engaged in May 2017, and provided very detailed reporting pertaining to comparable jobs in three (3) markets, to include
    - Government Sector;
    - Private Sector;
    - MACMHB Salary Survey
  - MSHN Executive Team reviewed the recommendations provided by HR Collaborative, and using the Government Sector reporting, conducted an analysis of current salary scales to market medians s the scale midpoint;
  - Adjustments will be made to all affected staff positions retroactive to 10.01.2017.
- Operating Agreement Update
  - Operations Council to begin a review process beginning in November 2017 with recommendations for edits to the operating agreement being brought to the Board early next year;

- Board members were encouraged to provide input; all twelve (12) CMHSPs in Region 5 must agree on the finished product;
- Saginaw CMHSP Cash Advance Status
  - Board input is encouraged pertaining to the amount of, and direct access to, information on the cash advance
  - Full report to be delivered at the January meeting, to include input from the Operations Council
- Cost Containment Plan

#### **16. Performance Review of the MSHN Chief Executive Officer (CEO)**

Vice-Chairperson O'Boyle referenced the CEO Performance Review Report and Attachments A & B, included in hardcopy within each member's folder. She provided an update and overview of the 2017 MSHN CEO performance review and evaluation process, to include the following:

- Sixteen (16) of twenty-four (24) members of the MSHN Board of Directors participated in the evaluation process pertaining to its CEO's performance, through submittal of forms;
- No information pertaining to the CEO Evaluation/Review was made available to Mr. Joe Sedlock throughout that process.

Vice-Chairperson O'Boyle gave detailed review of the sections and information included in the CEO Performance Review Report and corresponding attachments, concluding the desire of the MSHN Board of Directors to continue the employment of its CEO.

**MSHN 17-18-012 MOTION BY COLLEEN MAILLETTE, SUPPORTED BY JOHN JOHANSEN, TO RECEIVE AND FILE THE FY17 PERFORMANCE REVIEW OF THE MSHN CHIEF EXECUTIVE OFFICER AND TO AUTHORIZE THE MSHN BOARD EXECUTIVE COMMITTEE TO NEGOTIATE AND EXECUTE AN EMPLOYMENT CONTRACT WITH THE CHIEF EXECUTIVE OFFICER. MOTION CARRIED: 22-0.**

#### **Other Business**

There was no other business brought forth.

#### **17. Public Comment**

There was no public comment.

#### **18. Adjourn**

The MSHN Regional Board of Directors Meeting adjourned at 7:10 p.m.

Meeting minutes submitted respectfully by Merre Ashley, MSHN Executive Assistant