

Mid-State Health Network (MSHN) Board of Directors Meeting
Tuesday, September 10, 2019, 5:00 P.M.
DoubleTree by Hilton, Bay City, MI
Meeting Minutes

1. Call to Order

Chairman Ed Woods called the meeting to order at 5:06 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), Bruce Cadwallender (Shiawassee), David Griesing (Tuscola), Dan Grimshaw (Tuscola), Tina Hicks (Gratiot), John Johansen (Montcalm), Steve Johnson (Newaygo), Jeanne Ladd (Shiawassee), Colleen Maillette (Bay-Arenac), Deb McPeek-McFadden (Ionia), Mary Motz (Huron), Irene O'Boyle (Gratiot), Kurt Peasley (Montcalm), Joe Phillips (CMH for Central Michigan), Tracey Raquepaw (Saginaw), Kerin Scanlon (CMH for Central Michigan), Leola Wilson (Saginaw), and Ed Woods (LifeWays)

Board Member(s) Absent: Joe Brehler (CEI), Brad Bohner (LifeWays), Mike Hamm (Newaygo), Gretchen Nyland (Ionia) and Kay Pray (CEI)

Staff Members Present: Joe Sedlock (CEO), Amanda Horgan (Deputy Director), Leslie Thomas (Chief Financial Officer), Kara Hart (HCBS Waiver Coordinator), Carolyn Watters, Director of Provider Network Management Services and Merre Ashley (Executive Assistant)

3. Approval of Agenda for September 10, 2019

Board approval was requested for the Agenda of the September 10, 2019 Regular Business Meeting.

MSHN 18-19-043 MOTION BY DEB MCPEEK-MCFADDEN, SUPPPORTED BY JIM ANDERSON, FOR APPROVAL OF THE AGENDA OF THE SEPTEMBER 10, 2019 REGULAR BUSINESS MEETING, AS PRESENTED. MOTION CARRIED: 17-0.

4. Public Comment

Mr. Chris Pinter, CEO of Bay Arenac Behavioral Health (BABHA), welcomed MSHN board members to Bay City and thanked them for coming. Introductions were made of 3 BABHA board members, Chairman Richard Byrne, Dick Gromaski and Bob Luce and BABHA staff members which included Chief Financial Officer, Marci Rozek, and Karen Amon, Head of Clinical Services. Mr. Pinter added Mr. Gromaski and Mr. Luce are members of MSHN's SUD Oversight Policy Advisory Board as well.

5. Public Hearing: FY20 MSHN Regional Budget

MSHN 18-19-044 MOTION BY JOHN JOHANSEN, SUPPORTED BY TINA HICKS, FOR ROLL CALL VOTE TO RECESS THE BOARD OF DIRECTORS REGULAR BUSINESS MEETING AND CONVENE THE PUBLIC HEARING. VOTING IN FAVOR: JIM ANDERSON, BRUCE CADWALLENDER, DAVID GRIESING, DAN GRIMSHAW, TINA HICKS, JOHN JOHANSEN, STEVE JOHNSON, JEANNE LADD, COLLEEN MAILLETTE, DEB MCPEEK-MCFADDEN, MARY MOTZ, IRENE O'BOYLE, KURT PEASLEY, JOE PHILLIPS, TRACEY RAQUEPAW, LEOLA WILSON, AND ED WOODS. MOTION CARRIED: 17-0.

Ms. Kerin Scanlon arrived at 5:17 p.m.

Motion to Reconvene the Board of Directors Regular Business Meeting

MSHN 18-19-045 MOTION BY DEB MCPEEK-MCFADDEN, SUPPORTED BY DAVID GRIESING, FOR ROLL CALL VOTE TO ADJOURN THE PUBLIC HEARING AND RECONVENE THE BOARD OF DIRECTORS REGULAR BUSINESS MEETING. VOTING IN FAVOR: JIM ANDERSON, BRUCE CADWALLENDER, DAVID GRIESING, DAN GRIMSHAW, TINA HICKS, JOHN JOHANSEN, STEVE JOHNSON, JEANNE LADD, COLLEEN MAILLETTE, DEB MCPEEK-MCFADDEN, MARY MOTZ, IRENE O'BOYLE, KURT PEASLEY, JOE PHILLIPS, TRACEY RAQUEPAW, KERIN SCANLON, LEOLA WILSON, AND ED WOODS. MOTION CARRIED: 18-0.

The Board of Directors Regular Business Meeting reconvened at 5:41 p.m.

6. Consideration of MSHN's Regional Budget for Fiscal Year 2020

Board approval was requested for the Fiscal Year 2020 Budget, as presented during the Public Hearing.

MSHN 18-19-046 MOTION BY TINA HICKS, SUPPORTED BY JEANNE LADD, TO ADOPT THE MSHN REGIONAL BUDGET AS PRESENTED. MOTION CARRIED: 18-0.

7. Consideration of the MSHN Fiscal Year 2019 Budget Amendment

Ms. Leslie Thomas provided an overview and information of the Fiscal Year (FY) 2019 Budget Amendment report, included in board meeting packets and recommended for board approval as presented.

MSHN 18-19-047 MOTION BY COLLEEN MAILLETTE, SUPPORTED BY TINA HICKS, TO ADOPT THE CURRENT YEAR (FY19) BUDGET AMENDMENT, AS PRESENTED. MOTION CARRIED: 18-0.

8. Board Nominating Committee Report

Committee Chairperson Colleen Maillette referenced the Board Nominating Committee Meeting Minutes of August 12, 2010 and provided a report of committee action leading to nominations for Fiscal Year 2020 board officer positions.

MSHN 18-19-048 MOTION BY JOHN JOHANSEN, SUPPORTED BY TINA HICKS, TO RECEIVE THE BOARD NOMINATING COMMITTEE REPORT AS PRESENTED. MOTION CARRIED: 18-0.

9. Special Order: Board Officer Election

Committee Chairperson Maillette stated the Board Nominating Committee brings forth the following nominations:

- For Board Chairperson:
 - Mr. Ed Woods
 - Ms. Irene O'Boyle
- Board Vice-Chairperson:
 - Ms. Irene O'Boyle
 - Mr. Kurt Peasley
- Board Secretary:
 - Ms. Colleen Maillette
 - Ms. Irene O'Boyle
 - Mr. Kurt Peasley

Committee Chair Maillette called for nominations from the floor for the election of Board Officers.

- Election of Board Chairperson
 - Nomination of Ms. Irene O'Boyle and Mr. Ed Woods for the office of Chairperson from the Nominating Committee;
 - No nominations for the office of Chairperson were received from the floor.

MSHN 18-19-053 MOTION BY DAN GRIMSHAW, SUPPORTED BY DAVID GRIESING, THAT NOMINATIONS BE CLOSED AND BALLOTS BE COLLECTED AND TALLIED. MOTION CARRIED: 18-0.

- Collection and tallying of ballots was performed by Board Nominating Committee Member Bruce Cadwallender and MSHN Executive Assistant, resulting in the following:
 - **Ed Woods was elected as Board Chairperson**

MSHN 18-19-054 MOTION BY KURT PEASLEY, SUPPORTED BY TINA HICKS, TO DESTROY THE BALLOTS FOR BOARD CHAIRPERSON. MOTION CARRIED: 18-0.

- Election of Board Vice-Chairperson
- Nomination of Ms. Irene O'Boyle and Mr. Kurt Peasley for the office of Vice-Chairperson from the Nominating Committee;
- No nominations for the office of Vice-Chairperson were received from the floor.

MSHN 18-19-055 MOTION BY JOHN JOHANSEN, SUPPORTED BY DEB MCPEEK-MCFADDEN, THAT NOMINATIONS BE CLOSED, AND BALLOTS COLLECTED AND TALLIED. MOTION CARRIED: 18-0.

- Collection and tallying of ballots performed by Board Nominating Committee Member Bruce Cadwallender and MSHN Executive Assistant, resulting in the following:
 - **Ms. Irene O'Boyle was elected as Board Vice-Chairperson**

MSHN 18-19-056 MOTION BY STEVE JOHNSON, SUPPORTED BY TINA HICKS, TO DESTROY THE BALLOTS FOR BOARD VICE-CHAIRPERSON. MOTION CARRIED: 18-0.

- Election of Board Secretary
- Nomination of Ms. Colleen Maillette and Mr. Kurt Peasley for the office of Secretary from the Nominating Committee;
- No nominations for the office of Secretary were received from the floor.
- Mr. Kurt Peasley withdrew his nomination for Secretary and nominated Colleen Maillette to the position of Board Secretary.

MSHN 18-19-057 MOTION BY KURT PEASLEY, SUPPORTED BY DEB MCPEEK-MCFADDEN, THAT NOMINATIONS BE CLOSED, AND UNANANIMOUS BALLOT BE CAST FOR COLLEEN MAILLETTE AS SECRETARY. MOTION CARRIED: 18-0.

- Mr. Joe Sedlock was recognized and addressed the position of immediate past officer on the Board Executive Committee. Mr Peasley, former Board Secretary, is now an immediate past officer. Mr. Kurt Peasley stated if it was the desire of the Board that he occupy the past officer position he would be honored to serve.

MSHN 18-19-058 MOTION BY JOHN JOHANSEN, SUPPORTED BY DAN GRIMSHAW, THAT MR. KURT PEASLEY BE APPOINTED TO SERVE ON THE EXECUTIVE COMMITTEE AS THE IMMEDIATE PAST OFFICER (SECRETARY). MOTION CARRIED: 18-0.

Mr. David Griesing departed the meeting at 6:10 pm

10. Chairperson's Report

Mr. Woods thanked the board members for the opportunity to serve as their Chairperson for another two years and thanked Bay-Arenac Behavioral Health for hosting this board meeting.

11. Chief Executive Officers Report

Ms. Sedlock provided an overview of the items included on the CEO report included in board meeting packets. Mr. Sedlock noted that a date printed in his report on Naloxone Distribution Day was incorrectly stated. The date should be September 14, 2019.

12. Deputy Directors Report

Ms. Amanda Horgan provided an overview of the items and information of the report provided within the board meeting packet.

- New MSHN employee Kara Hart, HCBS Waiver Coordinator, was introduced to the Board.

13. Chief Financial Officer's Review of Financial Status Reports

Ms. Leslie Thomas provided an overview of the financial status report for the period ending July 31, 2019, recommended for board approval as presented.

MSHN 18-19-049 MOTION BY TINA HICKS, SUPPORTED BY KURT PEASLEY, TO RECEIVE AND FILE THE STATEMENT OF NET POSITION, STATEMENT OF ACTIVITIES AND STATEMENT OF INVESTMENTS FOR THE PERIOD ENDING JULY 31, 2019. MOTION CARRIED: 17-0.

14. Contracts for Consideration/Approval

- **FY19 Contract Listing**

Ms. Horgan provided a review of the FY19 Contract Listing provided within board meeting packets. Board approval to authorize MSHN's Chief Executive Officer to sign and fully execute the contracts, as presented on the FY19 contract listing was requested.

MSHN 18-19-050 MOTION BY JOHN JOHANSEN, SUPPORTED BY JIM ANDERSON, TO AUTHORIZE THE CHIEF EXECUTIVE OFFICER TO SIGN AND FULLY EXECUTE THE CONTRACTS AS PRESENTED AND LISTED ON THE FY19 CONTRACT LISTING. MOTION CARRIED: 17-0.

- **FY20 Contract Listing**

Ms. Horgan provided a review of the FY20 Contract Listing provided within board meeting packets. Board approval to authorize MSHN's Chief Executive Officer to sign and fully execute the contracts, as presented on the FY20 contract listing was requested.

The MSHN Board, after considerable discussion, requested that the Chief Executive Officer provide an update on CMHSP revenue and budgets for FY 20 at the March 2020 board meeting.

MSHN 18-19-051 MOTION BY KURT PEASLEY, SUPPORTED BY TINA HICKS, TO AUTHORIZE THE CHIEF EXECUTIVE OFFICER TO SIGN AND FULLY EXECUTE THE CONTRACTS AS PRESENTED AND LISTED ON THE FY20 CONTRACT LISTING AS PRESENTED, WITH FRIENDLY AMENDMENT TO INCLUDE SPECIFICATION OF FOLLOW-UP TO CMHSP CONTRACTS IN SPRING 2020. MOTION CARRIED: 17-0.

15. Executive Committee Report

- **MSHN Offices:**
Chairperson Woods stated MSHN offices would remain in place with work being made to better operationalize the space. Board Members were encouraged to email/call Mr. Woods with any questions or concerns
- **CEO Performance Evaluation – FY20**
 - Vice-Chairperson Irene O’Boyle referenced the CEO Performance Evaluation template provided within meeting packets stating the tool would be used again this year as in the past for the board’s evaluation of its CEO. Members were advised to watch for email correspondence from MSHN’s Executive Assistant on the Vice-Chairs behalf related to the evaluation process.

16. Approval of Consent Agenda

Board approval was requested for Draft Minutes of the July 9, 2019 Board of Directors Regular Business Meeting, Meeting Minutes of the June 21, 2019 SUD Oversight Policy Advisory Board, Draft Meeting Minutes of the August 6, 2019 Board Policy Committee, Draft Meeting Minutes of the August 16, 2019 Board Executive Committee Meetings, Key Decisions of the July 15, 2019 and August 19, 2019 Operations Council, and Policies, as presented.

MSHN 18-19-052 MOTION BY KURT PEASLEY, SUPPORTED BY TIINA HICKS, TO APPROVE DRAFT MINUTES OF THE JULY 9, 2019 BOARD OF DIRECTORS REGULAR BUSINESS MEETING, MEETING MINUTES OF THE JUNE 21, 2019 SUD OVERSIGHT POLICY ADVISORY BOARD MEETING, august 6, 2019 BOARD POLICY COMMITTEE, DRAFT MEETING MINUTES OF THE AUGUST 16, 2019 BOARD EXECUTIVE COMMITTEE MEETING, KEY DECISIONS OF THE JULY 15, 2019 AND AUGUST 19, 2019 OPERATIONS COUNCIL, AND POLICIES, AS PRESENTED. MOTION CARRIED: 17-0.

17. Other Business

Mr. Dan Grimshaw spoke on the continuation/closing of the Caro Center, stating it is a complex issue which needs to be looked at from what is best for the state as a whole. He voiced his appreciation for the continuing support in the form of many resolutions being passed statewide. Chairman Woods stated his agreement with Mr. Grimshaw that of most importance is what is best for the state’s citizens, thanked Mr. Grimshaw for his comments and asked he keep the board apprised of the situation.

Vice-Chairperson O’Boyle provided thanks to Mr. Jim Anderson for his insight, expertise and commitment to the MSHN Board of Directors since its formation. since formation of the MSHN Board of Directors.

18. Public Comment

Mr. Chris Pinter, CEO of Bay-Arenac Behavioral Health, spoke on the subject of increases in the FY20 budget, stating do not underestimate the leadership of your staff at Mid-State to monitor those increases very closely.

19. Adjourn

MSHN 18-19-059: MOTION BY JOHN JOHANSEN, SUPPORTED BY TINA HICKS TO ADJOURN THE SEPTEMBER 10, 2019 BOARD OF DIRECTORS MEETING. MOTION CARRIED: 17-0.

The MSHN Regional Board of Directors Meeting adjourned at 7:12 p.m.