

Mid-State Health Network (MSHN) Board of Directors Meeting  
Tuesday, November 5, 2019, 5:00 P.M.  
Gratiot Integrated Health Network, 608 Wright Avenue, Alma, MI  
Meeting Minutes

**1. Call to Order**

Chairman Ed Woods called the meeting to order at 5:06 p.m.

Chairman Woods recognized and made introduction of Huron County's new appointee to the MSHN Board, Mr. Craig Colten, and Gratiot Integrated Health Network's new Chief Executive Officer, Michelle Stillwagon.

**2. Roll Call**

Secretary Colleen Maillette provided Roll Call for Board Members in attendance.

**Board Member(s) Present:** Jim Anderson (Bay-Arenac), Brad Bohner (LifeWays), Joe Brehler (CEI), Bruce Cadwallender (Shiawassee), Craig Colton (Huron), 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), Gretchen Nyland (Ionia), Irene O'Boyle (Gratiot), Kurt Peasley (Montcalm), Joe Phillips (CMH for Central Michigan), Kay Pray (CEI), Tracey Raquepaw (Saginaw), Kerin Scanlon (CMH for Central Michigan), Leola Wilson (Saginaw), and Ed Woods (LifeWays)

**Board Member(s) Absent:** Mike Hamm (Newaygo) and Mary Motz (Huron)

**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), Joe Wager (Data and Reports Coordinator) and Merre Ashley (Executive Assistant)

**3. Approval of Agenda for November 5, 2019**

Board approval was requested for the Agenda of the November 5, 2019 Regular Business Meeting.

**MSHN 19-20-001 MOTION BY DEB MCPEEK-MCFADDEN, SUPPORTED BY JIM ANDERSON, FOR APPROVAL OF THE AGENDA OF THE NOVEMBER 5, 2019 REGULAR BUSINESS MEETING, AS PRESENTED. MOTION CARRIED: 22-0.**

**4. Public Comment**

There was no public comment.

## 5. Fiscal Year 2018 Compliance Examination Report

Mr. Derek Miller, Roslund Prestage, provided an overview of MSHN's Fiscal Year 2018 Compliance Report. Following brief discussion and Q & A, Chairman Woods requested Mr. Miller's professional opinion/observation specific to MSHN's financial standing in relation to the other PIHPs for which he provides financial auditing services. Mr. Miller reported Mid-State Health Network is in a good financial position and its standings are at the top end of the 5 PIHPs Roslund Prestage/Mr. Miller serves.

Chairman Woods called the question:

**MSHN 19-20-002 MOTION BY DAVID GRIESING, SUPPORTED BY TINA HICKS, TO RECEIVE AND FILE THE REPORT ON COMPLIANCE OF MID-STATE HEALTH NETWORK FOR THE YEAR ENDING SEPTEMBER 30, 2018, AS PRESENTED. MOTION CARRIED: 22-0.**

## 6. Approval and Acknowledgement of Receipt of 2019/2020 Corporate Compliance Plan

Ms. Horgan provided a review of the information included within the Corporate Compliance Plan, highlighting changes which were incorporated due to MDHHS contractual requirements as well as new requirements established by the Office of the Inspector General (OIG). She reported the plan as presented has been reviewed and approved of the Operations Council.

**MSHN 19-20-003 MOTION BY GRETCHEN NYLAND, SUPPORTED BY KURT PEASLEY TO APPROVE AND RECEIVE THE 2019-2020 CORPORATE COMPLIANCE PLAN, AS PRESENTED. MOTION CARRIED: 22-0.**

## 7. Operating Agreement

Mr. Joe Sedlock explained the track changes and notes to those changes were included within the board meeting packet for board member's advanced review. He stated the Operating Agreement is one of the most important documents of the region and is in direct relationship to the MSHN staff and CEO roles and relationships between MSHN as the PIHP and the CMHSPs of the region and documents how we do business together. Mr. Sedlock advised that the majority of revisions made to the document for approval relates to references such as names/definitions which have changed in the past 4 years. He referenced Article 4 (finance related) which contains the most significant revisions, specific to use of and replacement of reserves. He advised members that the Operations Council has reviewed the final draft and recommend and respectively requests approval of the Operating Agreement by the MSHN board. Mr. Sedlock also reported many of the region's CMHSPs have already accepted the Operating Agreement, as presented and four additional CMHSP Boards are slated to review and approve the Operating Agreement later in the month.

**MSHN 19-20-004 MOTION BY DEB MCPEEK-MCFADDEN, SUPPORTED BY TRACEY RAQUEPAW, TO ADOPT THE OPERATING AGREEMENT AS PRESENTED AND TO AUTHORIZE THE CEO TO EXECUTE THE OPERATING AGREEMENT ONCE THE REQUIRED NUMBER OF CMHSPS HAVE ADOPTED THE AGREEMENT.**

**Mr. Dan Grimshaw called for a Roll Call Vote.**

**YAYS: ANDERSON, BOHNER, BREHLER, CADWALLENDER, COLTON, GRIESING, HICKS, JOHANSEN, JOHNSON, LADD, MAILLETTE, MCPEEK-MCFADDEN, NYLAND, O'BOYLE, PEASLEY, PHILLIPS, PRAY, RAQUEPAW, SCANLON, WILSON, WOODS; NAYS: GRIMSHAW. MOTION CARRIED: 21-1**

## **8. Chairperson's Report**

Chairperson Woods spoke on the following topics:

- CMHAM Winter Conference Chairperson's Meeting Conversation(s) around the importance of showing/voicing support of the PIHPs and retention of PIHPs in the public health system
- Appreciation to board members for their time and efforts leading to MSHN's premier standing in the state

## **9. Chief Executive Officer's Report**

Joe Sedlock referenced and provided information on the following items.

- Board Member participation at National Council for Behavioral Health Annual Conference in April 2020; those interested in attending should email MSHN's executive assistant or Mr. Sedlock.
- Recognition of Barb Groom, Autism Waiver Coordinator, for her subject matter expertise which is shaping our state
- Eaton Behavioral Health closure and related ongoing efforts by MSHN to address the needs of the county's citizens. Mr. Joe Brehler provided information related to the closure, voiced concern for the citizens of the tri-county area and displeasure of the factors leading to the closure of Eaton Behavioral Health.
- Mobile Unit
- MDOC Update
- Staff Survey Summary Report included in board meeting packets
- Section 298 Update
- MCHE Board Meeting: Members were invited to call into the meeting to participate

## **10. Deputy Director report**

Ms. Amanda Horgan referenced the Deputy Director report provided within board meeting packets, with highlight and information provided on the following;

- Workforce survey
  - Staffing Update: Introduction of Alexes Booth, New Waiver Assistant; Two Positions Currently Open: Information Technology and Waiver Assistant Positions

- HSAG Audit Update: 100% Compliance Achieve
- FY20 Bonus Incentive
- Surveys of SUD Providers and Individuals in Recovery

### 11. Chief Financial Officers Report

Ms. Leslie Thomas provided an overview of the financials included within board meeting packets, recommended for board approval to receive and file.

**MSHN 19-20-005 MOTION BY TINA HICKS, SUPPORTED BY JOHN JOHANSEN, FOR APPROVAL TO RECEIVE AND FILE THE STATEMENT OF NET POSITION AND STATEMENT OF ACTIVITIES FOR THE PERIOD ENDING SEPTEMBER 30, 2019. MOTION CARRIED: 22-0.**

### 12. Contracts

Ms. Amanda Horgan provided an overview of the items and information of the report provided within the board meeting packet for both FY19 and FY20 contracts. She requested approval from the board to execute the contracts as listed.

**MSHN 19-20-006 MOTION BY COLLEEN MAILLETTE, SUPPORTED BY DAN GRIMSHAW, TO APPROVE AND AUTHORIZE THE CHIEF EXECUTIVE OFFICER TO SIGN AND FULLY EXECUTE THE CONTRACTS AS PRESENTED AND LISTED ON THE FY19 CONTRACT LISTING. MOTION CARRIED: 22-0.**

**MSHN 19-20-007 MOTION BY DAVID GRIESING, SUPPORTED BY STEVE JOHNSON, TO APPROVE AND AUTHORIZE THE CHIEF EXECUTIVE OFFICER TO SIGN AND FULLY EXECUTE THE CONTRACTS AS PRESENTED AND LISTED ON THE FY20 CONTRACT LISTING. MOTION CARRIED: 22-0**

### 13. Executive Committee Report

Chairperson Woods requested each member complete and submit the Board of Directors self-assessment form included in board meeting packets. He acknowledged the efforts and voiced his appreciation of Vice-Chairperson Irene O'Boyle for her time and efforts.

Vice-Chair Irene O'Boyle referenced the board self-assessment forms included in board meeting packets. She strongly encouraged all board members complete and submit the form on or before the deadline of November 22. Forms may be submitted via email, faxed or ailed to MSHN executive assistant. A final report on the outcomes of the survey will be provided to the board at the January 2020 meeting.

### 14. Approval of Consent Agenda

Board approval was requested for Draft Minutes of the September 10, 2019 Board of Directors Regular Business Meeting, Approval for the Draft Minutes of the Public Hearing Meeting Minutes of September 10, 2019, Receive Board Policy Committee Meeting Minutes of October 11, 2019, Receive

August 21, 2019 SUD Oversight Policy Advisory Board, Draft Meeting Minutes of the October 1, 2019 Board Policy Committee, Operations Council Key Decisions of the September 23, 2019 and October 14, 2019 Operations Council, and Policies, as presented.

**MSHN 19-20-008 MOTION BY DEB MCPEEK-MCFADDEN, SUPPORTED BY BRAD BOHNER, TO APPROVE DRAFT MINUTES OF THE SEPTEMBER 10, 2019 BOARD OF DIRECTORS REGULAR BUSINESS MEETING, DRAFT MINUTES OF THE SEPTEMBER 10, 2019 PUBLIC HEARING, MEETING MINUTES OF THE AUGUST 21, 2019 SUD OVERSIGHT POLICY ADVISORY BOARD MEETING, OCTOBER 1, 2019 BOARD POLICY COMMITTEE, DRAFT MEETING MINUTES OF THE AUGUST 16, 2019 BOARD EXECUTIVE COMMITTEE MEETING, KEY DECISIONS OF THE SEPTEMBER 23, 2019 AND OCTOBER 14, 2019 OPERATIONS COUNCIL, AND POLICIES, AS PRESENTED. MOTION CARRIED: 22-0.**

15. Other Business

There was no Other Business

16. Public Comment

There was no Public Comment.

17. Approval to Receive and File the FY2018-2019 CEO Performance Evaluation

Mr. Sedlock requested the matter of the Chief Executive Officer Performance Evaluation be conducted in closed door session. Roll call vote was called to enter into closed session for the matter of the Chief Executive Officer Performance Evaluation.

**MSHN 19-20-009 APPROVAL TO ENTER INTO CLOSED SESSION FOR THE MATTER OF THE CHIEF EXECUTIVE OFFICER PERFORMANCE EVALUATION: ROLL CALL VOTE: YAYS: ANDERSON, BOHNER, BREHLER, CADWALLENDER, COLTON, GRIESING, GRIMSHAW, HICKS, JOHANSEN, JOHNSON, JLADD, MAILLETTE, MCPEEK-MCFADDEN, NYLAND, O'BOYLE, PEASLEY, PHILLIPS, PRAY, RAQUEPAW, SCANLON, WILSON, WOODS. MOTION CARRIED: 22-0.**

**MSHN 19-20-010 MOTION BY DEB MCPEEK-MCFADDEN, SUPPORTED BY BRAD BOHNER, TO ADJOURN CLOSE SESSION AND CONVENE REGULAR SESSION. MOTION CARRIED: 22-0.**

**Regular session reconvened at 6:38 p.m.**

18. Adjourn

Chairperson Woods adjourned the November 5, 2019 MSHN Board of Directors Regular Business Meeting at 6:39 p.m.

Minutes submitted respectfully by MSHN Executive Assistant.