

Mid-State Health Network (MSHN) Board of Directors Meeting
Tuesday, November 10, 2020
Zoom Video/Audio Conference
Meeting Minutes

1. Call to Order

Chairman Ed Woods called the meeting to order at 5:00 p.m.

Welcome was extended MSHN Board Member Rhonda Matelski, newly appointed by Huron Behavioral Health Authority's Board of Directors.

A moment of silence was requested and observed in memory of former MSHN Board Member Mike Hamm.

2. Roll Call

On behalf of Secretary Colleen Maillette, Merre Ashley, MSHN Executive Assistant, conducted 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), Craig Colton (Huron), Ken DeLaat (Newaygo), David Griesing (Tuscola), Dan Grimshaw (Tuscola), Dianne Holman (CEI), John Johansen (Montcalm), Steve Johnson (Newaygo), Jeanne Ladd (Shiawassee), Colleen Maillette (Bay-Arenac), Rhonda Matelski (Huron), Deb McPeek-McFadden (Ionia), Gretchen Nyland (Ionia), Irene O'Boyle (Gratiot), Kurt Peasley (Montcalm), Joe Phillips (CMH for Central Michigan), Kerin Scanlon (CMH for Central Michigan), and Ed Woods (LifeWays)

Board Member(s) Absent: Tina Hicks (Gratiot), Tracey Raquepaw (Saginaw), and Leola Wilson (Saginaw)

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

3. Approval of Agenda for November 10, 2020

Board approval was requested for the Agenda of the November 10, 2020 Regular Business Meeting.

MSHN 20-21-001 MOTION BY BRAD BOHNER, SUPPORTED BY KURT PEASLEY, FOR APPROVAL OF THE AGENDA OF THE NOVEMBER 10, 2020, REGULAR BUSINESS MEETING, AS PRESENTED. MOTION CARRIED: 18-0.

4. Public Comment

There was no public comment.

Ms. Kerin Scanlon and Mr. Joe Phillips joined the meeting at 5:07 p.m.

Ms. Jeanne Ladd joined the meeting 5:13 p.m.

5. MSHN External Compliance Examination Report Presentation (Roslund, Prestage and Co.) *

Mr. Bill Hirschman, Auditor, Roslund, Prestage and Co. informed and highlighted key information included the compliance examination conducted by his firm and provided within board meeting packets. Mr. Hirschman noted that the official written opinion of his firm is that MSHN complied in all material respects with specified requirements, that no control deficiencies were found, that fraud was not found, and no material non-compliance with regulations or contract provisions was identified. Members were encouraged to contact Mr. Hirschman directly with any questions or concerns related to the Compliance Examination Report.

*Connectivity issues encountered by Mr. Hirschman necessitated delay of this presentation to occur immediately following the Chief Executive Officer's Report.

MSHN 20-21-002 MOTION BY COLLEEN MAILLETTE, SUPPORTED BY JOHN JOHANSEN, TO RECEIVE AND FILE THE "REPORT ON COMPLIANCE" OF MID-STATE HEALTH NETWORK FOR THE YEAR ENDED SEPTEMBER 30, 2019. VOTING IN FAVOR: JIM ANDERSON, BRAD BOHNER, JOE BREHLER, BRUCE CADWALLENDER, CRAIG COLTON, KEN DELAAT, DAVID GRIESING, DAN GRIMSHAW, DIANNE HOLMAN, JOHN JOHANSEN, STEVE JOHNSON, JEANNE LADD, COLLEEN MAILLETTE, RHONDA MATELSKI, DEB MCPEEK-MCFADDEN, GRETCHEN NYLAND, IRENE O'BOYLE, KURT PEASLEY, JOE PHILLIPS, KERIN SCANLON, ED WOODS. VOTING AGAINST: N/A. MOTION CARRIED: 21-0.

6. Confirmation of Municipal Employees Retirement System (MERS) Plan Addendum

Ms. Amanda Ittner informed of the changes included within the MERS Plan Addendum in detail and provided information specific to the Defined Contribution and Social Security Opt Out Adoption Agreements. A request was made for board action to approve the confirmation of the MERS Plans and Addendum

MSHN 20-21-003 MOTION BY BRAD BOHNER, SUPPORTED BY DAVID GRIESING, TO APPROVE THE CONFIRMATION OF SAID MERS DEFINED CONTRIBUTION PLANS (EMPLOYEES AND CEO DORMANT PLAN) AND THE SOCIAL SECURITY OPT OUT ADOPTION AGREEMENT ADDENDUM EFFECTIVE JANUARY 1, 2021. VOTING IN FAVOR: JIM ANDERSON, BRAD BOHNER, JOE BREHLER, BRUCE CADWALLENDER, CRAIG COLTON, KEN DELAAT, DAVID GRIESING, DAN GRIMSHAW, DIANNE HOLMAN, JOHN JOHANSEN, STEVE JOHNSON, JEANNE LADD, COLLEEN MAILLETTE, RHONDA MATELSKI, DEB MCPEEK-MCFADDEN, GRETCHEN NYLAND, IRENE O'BOYLE, KURT PEASLEY, JOE PHILLIPS, KERIN SCANLON, AND ED WOODS. VOTING AGAINST: N/A. MOTION CARRIED: 21-0.

7. Mid-State Health Network Compliance Plan Update

Ms. Kim Zimmerman presented information specific to the changes incorporated into the 2021 Corporate Compliance Plan Update. Ms. Zimmerman encouraged members to contact her directly with any questions, concerns or to request additional information. Board action to approve the Corporate Compliance Plan and acknowledge receipt was requested.

MSHN 20-21-004 MOTION BY BRAD BOHNER, SUPPORTED BY GRETCHEN NYLAND, TO APPROVE THE 2021 MSHN CORPORATE COMPLIANCE PLAN AND ACKNOWLEDGE RECEIPT. VOTING IN FAVOR: JIM ANDERSON, BRAD BOHNER, JOE BREHLER, BRUCE CADWALLENDER, CRAIG COLTON, KEN DELAAT, DAVID GRIESING, DAN GRIMSHAW, DIANNE HOLMAN, JOHN JOHANSEN, STEVE JOHNSON, JEANNE LADD, COLLEEN MAILLETTE, RHONDA MATELSKI, DEB MCPEEK-MCFADDEN, GRETCHEN NYLAND, IRENE O'BOYLE, KURT PEASLEY, JOE PHILLIPS, KERIN SCANLON, AND ED WOODS. VOTING AGAINST: N/A. MOTION CARRIED: 21-0.

8. Chief Executive Officer's Report

Mr. Joseph Sedlock's CEO report included highlight of topics noted within the written report as provided within board meeting packets. He also spoke to a variety of new informational items. Active discussion around The Michigan Department of Health and Human Services' (MDHHS) recent announcement of a reduction in substance use disorder block grant resources occurred. Questions and concerns specific to actions MSHN would be required to take as a result of the funding reduction were numerous, and resulted in a call for board action to the following:

MSHN 20-21-009 MOTION BY JOE BREHLER, SUPPORTED BY DIANNE HOLMAN, TO REQUIRE A SPECIAL MEETING OF THE MSHN BOARD OF DIRECTORS IN ORDER TO REVIEW/APPROVE MANAGEMENT’S PLAN RELATIVE TO THE SIGNIFICANT CUTS IN BLOCK GRANT FUNDING WHICH WILL IMPACT THE PROVIDERS AND RESOURCES AVAILABLE TO REGION 5 CONSUMERS. VOTING IN FAVOR: JIM ANDERSON, JOE BREHLER, DAVID GRIESING, DAN GRIMSHAW, DIANNE HOLMAN; VOTING AGAINST: BRAD BOHNER, BRUCE CADWALLENDER, CRAIG COLTON, KEN DELATT, JOHN JOHANSEN, STEVE JOHNSON, JEANNE LADD, COLLEEN MAILLETTE, RHONDA MATELSKI, DEB MCPEEK-MCFADDEN, GRETCHEN NYLAND, IRENE O’BOYLE, KURT PEASLEY, JOE PHILLIPS, KERIN SCANLON, AND ED WOODS. MOTION FAILED: 5-16.

Mr. Sedlock reiterated that MSHN administration will keep the MSHN Board informed regarding recommendations relative to the block grant funding reduction(s) along with any anticipated ramifications to programs and services resulting from those recommendations.

Chairman Woods thanked members for their dialogue which provided the CEO with clear direction and indication of what the board wants; interactions such as this, and a sharing of ideas on every issue is the reason this is the best board and PIHP in the state.

Mr. Sedlock added information to the following topics, included within his written report:

- Complex Care Management for the Unenrolled Population: Not a risk based financial arrangement, if approved, should not affect CMHSPs of the region. Members should contact MSHN administration if they would like to receive additional information/copy.
- MiCAL: Administration can arrange to have an individual attend an upcoming meeting to provide more information if desired by the MSHN Board.
- Change in Open Meetings Act (OMA) and Virtual Meetings: Due to recent change in the OMA board meetings can be held virtually without question through 12.31.20. The board executive committee and MSHN administration will evaluate future virtual meetings under the current law. Should future meetings need to occur via video conference to keep people healthy and safe, a communication will be released to members well in advance of meeting date(s).

9. Deputy Director’s Report

Ms. Amanda Ittner highlighted elements and provided information on topics of her written report, provided in board meeting packets. She also referenced board member Conflict of Interest forms, of which update/maintenance is a requirement, saying MSHN is working with each of the region’s CMHSPs to obtain the information. Should additional information be needed, member(s) will be contacted. Acknowledgement and appreciation to CMHSP staff was made relevant to collaboration during recently completed HSAG Performance Measure Validation audit which culminated in a 100% compliance score for MSHN.

10. Chief Financial Officer's Report

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

MSHN 20-21-005 MOTION BY KURT PEASLEY, SUPPORTED BY DIANNE HOLMAN, TO RECEIVE AND FILE THE STATEMENT OF NET POSITION AND STATEMENT OF ACTIVITIES FOR THE PERIOD ENDING SEPTEMBER 30, 2020, AS PRESENTED. VOTING IN FAVOR: JIM ANDERSON, BRAD BOHNER, JOE BREHLER, BRUCE CADWALLENDER, CRAIG COLTON, KEN DELAAT, DAVID GRIESING, DAN GRIMSHAW, DIANNE HOLMAN, JOHN JOHANSEN, STEVE JOHNSON, JEANNE LADD, COLLEEN MAILLETTE, RHONDA MATELSKI, DEB MCPEEK-MCFADDEN, GRETCHEN NYLAND, IRENE O'BOYLE, KURT PEASLEY, JOE PHILLIPS, KERIN SCANLON, AND ED WOODS. VOTING AGAINST: N/A. MOTION CARRIED: 21-0.

11. Contracts for Consideration/Approval

Ms. Ittner referenced Amendment #1 of the MDHHS-PIHP contract sent via email prior to the board meeting and provided an overview of the FY21 contract listing provided within the board meeting packet. She requested approval for MSHN's CEO to sign and fully execute the contracts listed on the FY21 contract listing, as well as Amendment #1 of the MDHHS-PIHP contract.

MSHN 20-21-006 MOTION BY BRAD BOHNER, SUPPORTED BY DAVID GRIESING, TO AUTHORIZE THE CHIEF EXECUTIVE OFFICER TO SIGN AND FULLY EXECUTE THE MDHHS-PIHP CONTRACT AMENDMENT #1 AND THE CONTRACTS LISTED ON THE FY21 CONTRACT LISTING. VOTING IN FAVOR: JIM ANDERSON, BRAD BOHNER, JOE BREHLER, BRUCE CADWALLENDER, CRAIG COLTON, KEN DELAAT, DAVID GRIESING, DAN GRIMSHAW, DIANNE HOLMAN, JOHN JOHANSEN, STEVE JOHNSON, JEANNE LADD, COLLEEN MAILLETTE, RHONDA MATELSKI, DEB MCPEEK-MCFADDEN, GRETCHEN NYLAND, IRENE O'BOYLE, KURT PEASLEY, JOE PHILLIPS, KERIN SCANLON, AND ED WOODS. VOTING AGAINST: N/A. MOTION CARRIED: 21-0.

12. Executive Committee Report

Chairperson Woods expressed his thanks to MSHN staff for their work with the Michigan Department of Corrections (MDOC). Notice that one additional member is needed to fill a vacancy on the Board Policy Committee was made. Members who are interested should email Mr. Woods.

13. Chairperson's Report

Chairperson Woods reiterated the importance of responding to 360-Degree Leadership feedback surveys if they are received from MSHN. The information provided is used in the performance evaluation process to improve management performance.

14. Approval of Consent Agenda

Board approval was requested for items on the consent agenda as listed in the motion below, and as presented.

MSHN 20-21-007 MOTION BY IRENE O’BOYLE, SUPPORTED BY GRETCHEN NYLAND, TO APPROVE THE FOLLOWING DOCUMENTS ON THE CONSENT AGENDA: APPROVE DRAFT MINUTES OF THE SEPTEMBER 1, 2020 BOARD OF DIRECTORS MEETING; RECEIVE POLICY COMMITTEE MINUTES OF OCTOBER 6, 2020, RECEIVE BOARD EXECUTIVE COMMITTEE MEETING MINUTES OF OCTOBER 16, 2020; RECEIVE OPERATIONS COUNCIL KEY DECISIONS OF SEPTEMBER 21, 2020 AND OCTOBER 19, 2020; AND TO ADOPT THE RECOMMENDATIONS OF THE POLICY COMMITTEE TO APPROVE THE SERVICE DELIVERY CHAPTER AND QUALITY CHAPTER POLICIES, AS PRESENTED. VOTING IN FAVOR: JIM ANDERSON, BRAD BOHNER, JOE BREHLER, BRUCE CADWALLENDER, CRAIG COLTON, KEN DELAAT, DAVID GRIESING, DAN GRIMSHAW, DIANNE HOLMAN, JOHN JOHANSEN, STEVE JOHNSON, JEANNE LADD, COLLEEN MAILLETTE, RHONDA MATELSKI, DEB MCPEEK-MCFADDEN, GRETCHEN NYLAND, IRENE O’BOYLE, KURT PEASLEY, JOE PHILLIPS, KERIN SCANLON, AND ED WOODS. VOTING AGAINST: N/A. MOTION CARRIED: 21-0.

15. Other Business

16. Public Comment

There was no public comment

17. Performance Evaluation

Mr. Sedlock requested the Board handle this matter in closed session.

MSHN 20-21-010 MOTION BY JIM ANDERSON, SUPPORTED BY DIANNE HOLMAN, TO ENTER INTO CLOSED SESSION TO ADDRESS THE CEO PERFORMANCE EVALUATION. VOTING IN FAVOR: JIM ANDERSON, BRAD BOHNER, JOE BREHLER, BRUCE CADWALLENDER, CRAIG COLTON, KEN DELAAT, DAVID GRIESING, DAN GRIMSHAW, DIANNE HOLMAN, JOHN JOHANSEN, STEVE JOHNSON, JEANNE LADD, COLLEEN MAILLETTE, RHONDA MATELSKI, DEB MCPEEK-MCFADDEN, GRETCHEN NYLAND, IRENE O’BOYLE, KURT PEASLEY, JOE PHILLIPS, KERIN SCANLON, AND ED WOODS. VOTING AGAINST: N/A. MOTION CARRIED: 21-0.

The MSHN Board of Directors entered into Closed Session at 6:35 p.m. to address the CEO performance evaluation.

Mr. Brad Bohner and Mr. David Griesing disconnected at approximately 6:45 p.m.

MSHN 20-21-011 MOTION BY JIM ANDERSON, SUPPORTED BY DIANNE HOLMAN, TO ADJOURN THE CLOSED SESSION AND RECONVENE THE BOARD OF DIRECTORS REGULAR BUSINESS MEETING. VOTING IN FAVOR: JIM ANDERSON, JOE BREHLER, BRUCE CADWALLENDER, CRAIG COLTON, KEN DELAAT, DAN GRIMSHAW, DIANNE HOLMAN, JOHN JOHANSEN, STEVE JOHNSON, JEANNE LADD, COLLEEN MAILLETTE, RHONDA MATELSKI, DEB MCPEEK-MCFADDEN, GRETCHEN NYLAND, IRENE O'BOYLE, KURT PEASLEY, JOE PHILLIPS, KERIN SCANLON, AND ED WOODS. VOTING AGAINST: N/A. MOTION CARRIED: 19-0.

The MSHN Board of Directors resumed its regular business meeting to address the CEO performance evaluation on the public record.

MSHN 20-21-008 MOTION BY DEB MCPEEK-MCFADDEN, SUPPORTED BY KURT PEASLEY, TO RECEIVE AND FILE THE 2020 PERFORMANCE EVALUATION OF THE CHIEF EXECUTIVE OFFICER. VOTING IN FAVOR: JIM ANDERSON, JOE BREHLER, BRUCE CADWALLENDER, CRAIG COLTON, KEN DELAAT, DAN GRIMSHAW, DIANNE HOLMAN, JOHN JOHANSEN, STEVE JOHNSON, JEANNE LADD, COLLEEN MAILLETTE, RHONDA MATELSKI, DEB MCPEEK-MCFADDEN, GRETCHEN NYLAND, IRENE O'BOYLE, KURT PEASLEY, JOE PHILLIPS, KERIN SCANLON, AND ED WOODS. VOTING AGAINST: N/A. MOTION CARRIED: 19-0.

18. Adjournment

The MSHN Board of Directors Regular Business Meeting adjourned at 6:53 p.m.

*Minutes respectfully submitted by:
MSHN Executive Assistant*


Colleen Maillette, MSHN Board Secretary

November 25, 2020
Date