

Mid-State Health Network (MSHN) Board of Directors Meeting  
Tuesday, January 30, 2024  
**Comfort Inn & Suites and Conference Center**  
Meeting Minutes

**1. Call to Order**

Chairperson Ed Woods called this meeting of the Mid-State Health Network Board of Directors to order at 5:01 p.m. Mr. Woods also requested a moment of silence in respect to the passing of his sister on November 11, 2023. Mr. Woods welcomed new members Greg Brodeur appointed from Shiawassee Health and Wellness and Bruce Gibb appointed from Huron Behavioral Health. Mr. Woods recognized Ms. Skye Pletcher and invited her to introduce MSHN newest staff members, Ms. Carly Wormmeester and Ms. Avery Truex. Mr. Woods also welcomed Ms. Kim Zimmerman to introduce herself.

**2. Roll Call**

Secretary Deb McPeek-McFadden provided the roll call for Board Members in attendance.

**Board Member(s) Present:** Brad Bohner (LifeWays), Joe Brehler (CEI), Greg Brodeur (Shiawassee), Ken DeLaat (Newaygo), Bruce Gibb (Huron), David Griesing (Tuscola), Tina Hicks (Gratiot), John Johansen (Montcalm), Deb McPeek-McFadden (Ionia), Gretchen Nyland (Ionia), Paul Palmer (CEI), Bob Pawlak (Bay-Arenac), Joe Phillips (CMH for Central Michigan)-arrived at 5:12 p.m., Kerin Scanlon (CMH for Central Michigan), Richard Swartzendruber (Huron), and Ed Woods (LifeWays)

**Board Member(s) Remote:** Jeanne Ladd (Shiawassee), Irene O’Boyle (Gratiot), Kurt Peasley (Montcalm), and Susan Twing (Newaygo)

**Board Member(s) Absent:** Dan Grimshaw (Tuscola), Pat McFarland (Bay-Arenac), Tracey Raquepaw (Saginaw), and Joanie Williams (Saginaw)

**Staff Member(s) Present:** Joseph Sedlock (Chief Executive Officer), Amanda Ittner (Deputy Director), Leslie Thomas (Chief Financial Officer), Sherry Kletke (Executive Support Specialist), Kim Zimmerman (Chief Compliance and Quality Officer), Skye Pletcher (Chief Population Health Officer), Avery Truex (Integrated Healthcare Assistant), and Carly Wormmeester (Complex Care Coordinator)

### 3. Approval of Agenda for January 30, 2024

Board approval was requested for the Agenda of the January 30, 2024, Regular Business Meeting.

**MOTION BY GRETCHEN NYLAND, SUPPORTED BY JOHN JOHANSEN, FOR APPROVAL OF THE AGENDA OF JANUARY 30, 2024, REGULAR BUSINESS MEETING, AS PRESENTED. MOTION CARRIED: 15-0.**

### 4. Public Comment

Mr. Joe Sedlock announced that board member Joanie Williams was in a car accident earlier today and her car was totaled, and she received a broken limb.

### 5. FY2024 Quality Assessment and Performance Improvement Program (QAPIP) and the FY2023 Annual Effectiveness Evaluation

Ms. Kim Zimmerman presented an overview of the FY2024 QAPIP and the FY2023 Annual Effectiveness Evaluation report included within board meeting packet and recommend for board approval.

**MOTION BY KEN DeLAAT, SUPPORTED BY DAVID GRIESING, FOR APPROVAL OF THE QUALITY ASSESSMENT AND PERFORMANCE IMPROVEMENT PROGRAM (QAPIP) FOR OCTOBER 1, 2023 TO SEPTEMBER 30, 2024 AND THE ANNUAL EFFECTIVENESS AND EVALUATION REPORT FOR OCTOBER 1, 2022 TO SEPTEMBER 30, 2023. MOTION CARRIED: 16-0.**

### 6. Chief Executive Officer's Report

Mr. Joseph Sedlock discussed several items from within his written report to the Board highlighting the following:

- PIHP/Regional Matters
  - Autism Enrollment – Regional Growth
  - Conflict Free Access and Planning
  - Bylaws Review
  - MDHHS/MSHN Contract-Office of Inspector General (OIG)-Related Expansion
- State of Michigan/Statewide Activities
- Federal/National Activities
  - Social Determinants of Health
  - Board Members will receive or may have already received a letter from MSHN's Auditing Firm, Roslund Prestage & Company

## 7. Deputy Director's Report

Ms. Amanda Ittner discussed several items in her written report to the board, highlighting the following:

- Performance Bonus Incentive Report FY2023
- Balanced Scorecard FY2023
- 2023 Annual Member Perception of Care Report

## 8. Chief Financial Officer's Report

### A. Financial Statements Review for Period Ended September 30, 2023

Ms. Leslie Thomas provided an overview of the financial statements included within board meeting packet for the period ended September 30, 2023.

**MOTION BY TINA HICKS, SUPPORTED BY DAVID GRIESING, TO RECEIVE AND FILE THE PRELIMINARY STATEMENT OF NET POSITION AND PRELIMINARY STATEMENT OF ACTIVITIES FOR THE PERIOD ENDED SEPTEMBER 30, 2023, AS PRESENTED. MOTION CARRIED: 16-0.**

### B. Financial Statements Review for Period Ended November 30, 2023

Ms. Leslie Thomas provided an overview of the financial statements included within board meeting packet for the period ended November 30, 2023.

A board member requested interest rate information on MSHN Investment accounts also be provided on the reports similar to the posting of the interest rate for the savings account. MSHN Administration will include the interest rate for the investment accounts in addition to the savings account on future reports.

**MOTION BY TINA HICKS, SUPPORTED BY PAUL PALMER, TO RECEIVE AND FILE THE PRELIMINARY STATEMENT OF NET POSITION AND STATEMENT OF ACTIVITIES FOR THE PERIOD ENDED NOVEMBER 30, 2023, AS PRESENTED. MOTION CARRIED: 16-0.**

## 9. Contracts for Consideration/Approval

Ms. Leslie Thomas provided an overview of the FY2024 contract listing provided in the meeting packet and requested the board authorize MSHN's CEO to sign and fully execute the contracts listed on the FY2024 contract listing.

**MOTION BY DAVID GRIESING, SUPPORTED BY TINA HICKS, TO AUTHORIZE THE CHIEF EXECUTIVE OFFICER TO SIGN AND FULLY EXECUTE THE CONTRACTS AS PRESENTED AND LISTED ON THE FY24 CONTRACT LISTING. MOTION CARRIED: 16-0.**

## 10. Executive Committee Report

Mr. Ed Woods informed board members the Executive Committee met on December 15, 2023, and reviewed the January board meeting agenda and the Chief Executive Officer

(CEO) Performance Review results and the CEO Employment Contract, both which will be addressed later in this meeting.

Mr. Woods recognized Ms. Irene O’Boyle as the chair of the Board Self Evaluation process. Ms. O’Boyle informed members the FY2023 Board Self-Evaluation will be emailed to members by Thursday, February 1, 2024, through Survey Monkey. Members will be given two weeks to complete the survey. The results of the survey will be available at the April Executive Committee Meeting and presented to the full board at the May Board of Directors Meeting. Ms. O’Boyle encouraged all board members to participate by completing the evaluation in the timeframe offered.

Mr. Woods expressed his appreciation to Ms. O’Boyle for taking on the role of the CEO Performance Evaluation and Board Self-Evaluation Chair.

### **11. Chairperson’s Report**

Mr. Ed Woods announced that MSHN will sponsor one board member to attend NatCon 2024. Any member interested, please contact MSHN administration as soon as possible as the date is drawing near and there is limited hotel room availability.

Mr. Woods informed members of a personal condition he wanted the board to be aware of.

### **12. Approval of Consent Agenda**

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

**MOTION BY RICHARD SWARTZENDRUBER, SUPPORTED BY PAUL PALMER, TO APPROVE THE FOLLOWING DOCUMENTS ON THE CONSENT AGENDA: APPROVE MINUTES OF THE NOVEMBER 7, 2023 BOARD OF DIRECTORS MEETING; RECEIVE SUBSTANCE USE DISORDER OVERSIGHT POLICY BOARD MINUTES OF OCTOBER 18, 2023; RECEIVE BOARD EXECUTIVE COMMITTEE MEETING MINUTES OF DECEMBER 15, 2023; RECEIVE OPERATIONS COUNCIL KEY DECISIONS OF NOVEMBER 20, 2023 AND DECEMBER 18, 2023. MOTION CARRIED: 16-0.**

### **13. Other Business**

There was no other business.

### **14. Public Comment**

Mr. John Johansen reminded board members of the Board Member Conduct policy.

### **15. Chief Executive Officer Performance Evaluation**

Mr. Joseph Sedlock was recognized and requested the board consider this personnel matter in closed session.

**MOTION BY TINA HICKS, SUPPORTED BY BRAD BOHNER, TO ENTER INTO CLOSED EXECUTIVE SESSION TO CONSIDER THE 2023 CEO PERFORMANCE APPRAISAL. ROLL CALL VOTING IN FAVOR: BRAD BOHNER, JOE BREHLER, GREG BRODEUR, KEN DeLAAT, BRUCE GIBB, DAVID GRIESING, TINA HICKS, JOHN JOHANSEN, DEB McPEEK-McFADDEN, GRETCHEN NYLAND, PAUL PALMER, BOB PAWLAK, JOE PHILLIPS, KERIN SCANLON, RICH SWARTZENDRUBER, ED WOODS. VOTING IN OPPOSITION: NONE. MOTION CARRIED: 16-0**

Mr. Greg Brodeur asked Mr. Sedlock if he had any opposition to those members present by remote means to be excused. Mr. Sedlock granted permission to allow remote members to remain connected to the meeting.

Closed session commenced.

**MOTION BY JOHN JOHANSEN, SUPPORTED BY TINA HICKS, TO ADJOURN THE CLOSED SESSION AND RECONVENE THE BOARD OF DIRECTORS REGULAR BUSINESS MEETING. VOTING IN FAVOR: BRAD BOHNER, JOE BREHLER, GREG BRODEUR, KEN DeLAAT, BRUCE GIBB, DAVID GRIESING, TINA HICKS, JOHN JOHANSEN, DEB McPEEK-McFADDEN, GRETCHEN NYLAND, PAUL PALMER, BOB PAWLAK, JOE PHILLIPS, KERIN SCANLON, RICH SWARTZENDRUBER, ED WOODS. VOTING IN OPPOSITION: NONE. MOTION CARRIED: 16-0**

#### **15. Chief Executive Officer Performance Evaluation**

**MOTION BY TINA HICKS, SUPPORTED BY BRAD BOHNER, TO RECEIVE AND FILE THE 2023 MSHN CHIEF EXECUTIVE OFFICER PERFORMANCE EVALUATION RESULTS. MOTION CARRIED.**

#### **16. Chief Executive Officer Employment Contract**

**MOTION BY DEB McPEEK-McFADDEN, SUPPORTED BY PAUL PALMER, TO RENEW, EXTEND AND APPROVE THE TERMS OF THE MSHN CHIEF EXECUTIVE OFFICER EMPLOYMENT CONTRACT THROUGH JANUARY 31, 2027. MOTION CARRIED: 16-0.**

#### **17. Adjournment**

The MSHN Board of Directors Regular Business Meeting adjourned at 7:03 p.m.