

**Mid-State Health Network (MSHN) Board of Directors Meeting
Tuesday, September 12, 2017, 5:00 P.M.
Newaygo County Mental Health Center – The Learning Center**

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 Jim Anderson provided the Roll Call for Board Members in attendance.

Board Member(s) Present: Jim Anderson (Bay-Arenac), Brad Bohner (LifeWays), 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), Pam Kahler (Huron), 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) (via phone), Beverly Wiltse (Huron), and Ed Woods (LifeWays)

Board Member(s) Absent: Joe Brehler (CEI)

Staff Members Present: Joe Sedlock (CEO), Amanda Horgan (Deputy Director), Forest Goodrich (Chief Information Officer), Leslie Thomas (Chief Financial Officer), Kim Zimmerman (Director of Quality, Compliance & Customer Service), Carolyn Watters (Director of Provider Network Management Systems), and Merre Ashley (Executive Assistant)

3. Approval of Agenda for September 12, 2017

Board approval was requested for the Agenda of the September 12, 2017 Regular Business Meeting.

MSHN 16-17-043 MOTION BY DEB MCPEEK-MCFADDEN, SUPPORTED BY JOHN JOHANSEN, FOR APPROVAL OF THE AGENDA OF THE SEPTEMBER 12, 2017 REGULAR BUSINESS MEETING, AS PRESENTED. MOTION CARRIED: 19-0.

4. Approval of Consent Agenda

Board approval was requested for Draft Minutes of the July 11, 2017 Regular Business Board Meeting, Draft Meeting Minutes of the June 21, 2017 SUD Oversight Policy Advisory Board Meeting, Draft Minutes of the July 21, 2017 Board Executive Committee Meeting, Draft Minutes of the August 18, 2017 Board Executive Committee Meeting, Draft Minutes of the July 25, 2017 Board Policy Committee Meeting, Draft Minutes of the August 1, 2017 Board Nominating Committee Meeting, Key Decisions of the July 17, 2017, and August 21, 2017 Operations Council, and Policies, as presented.

MSHN 16-17-044 MOTION BY DEB MCPEEK-MCFADDEN, SUPPORTED BY COLLEEN MAILLETTE, TO APPROVE THE DRAFT MINUTES OF THE JULY 11, 2017 REGULAR BUSINESS BOARD MEETING, DRAFT MEETING MINUTES OF THE JUNE 21, 2017 SUD OVERSIGHT POLICY ADVISORY BOARD MEETING, DRAFT MINUTES OF THE JULY 21, 2017 BOARD EXECUTIVE COMMITTEE MEETING, DRAFT MINUTES OF THE AUGUST 18, 2017 BOARD EXECUTIVE COMMITTEE MEETING, DRAFT MINUTES OF JULY 25, 2017 BOARD POLICY COMMITTEE MEETING, DRAFT MINUTES OF THE AUGUST 1, 2017 BOARD NOMINATING COMMITTEE MEETING, KEY DECISIONS OF THE JULY 17, 2017 AND AUGUST 21, 2017 OPERATIONS COUNCIL MEETINGS, AND POLICIES, AS PRESENTED. MOTION CARRIED: 19-0.

Mr. Dan Grimshaw arrived at 5:05 p.m.

5. Public Comment**6. Public Hearing**

MSHN 16-17-045 ROLL CALL VOTE TO CONVENE THE PUBLIC HEARING. VOTING FOR: JIM ANDERSON, BRAD BOHNER, BRUCE CADWALLENDER, DAVID GRIESING, PHIL GRIMALDI, DAN GRIMSHAW, MIKE HAMM, TINA HICKS, JOHN JOHANSEN, STEVE JOHNSON, PAM KAHLER, COLLEEN MAILLETTE, DEB MCPEEK-MCFADDEN, GRETCHEN NYLAND, IRENE O'BOYLE, KURT PEASLEY, JOE PHILLIPS, ROBYN SPENCER, BEVERLY WILTSE, ED WOODS. VOTING AGAINST: N/A. MOTION CARRIED: 20-0.

Ms. Kay Pray arrived at 5:10 p.m.

Ms. Kerin Scanlon arrived at 5:15 p.m.

MSHN 16-17-046 MOTION BY BRAD BOHNER, SUPPORTED BY DAVID GRIESING, TO RECONVENE THE BOARD OF DIRECTORS REGULAR BUSINESS MEETING. MOTION CARRIED: 22-0.

7. Approval of FY2018 Mid-State Health Network Original Budget

MSHN 16-17-047 MOTION BY DEB MCPEEK-MCFADDEN, SUPPORTED BY JOHN JOHANSEN, TO APPROVE THE MID-STATE HEALTH NETWORK FY2018 ORIGINAL BUDGET, AS PRESENTED. MOTION CARRIED: 22-0.

8. MSHN Board Chair Update

Chairperson Woods addressed the following:

- Board Executive Committee Meeting Notes
 - Board members were encouraged to contact Chairperson Woods with any questions.
- CEO Performance Evaluation
 - Reminder to complete and submit the evaluation form, provided in hardcopy within board member folders; further direction and specifics to be provided by Vice-Chairperson Irene O'Boyle during the Board Executive Committee Report.
- Introduction of Greg Gallagher, Recovery Technology, LifeWays CMH Service Provider

9. Board Executive Committee Report

Vice-Chairperson O'Boyle referenced the following:

- Chief Executive Officer (CEO) Performance Evaluation
 - Provided in hardcopy within board member folders are the MSHN CEO job description, performance evaluation form, listing the CEO's successful implementation and accomplishments over the past year, and self-addressed/stamped envelope for submittal to Ms. Merre Ashley, MSHN executive assistant;
 - The CEO performance evaluation process is a very important piece of CEO contract negotiations;
 - Board member participation is crucial to the process and strongly encouraged;
 - Deadline for submission: Friday, September 29, 2017;
 - Results will be brought to the November meeting
- Chief Executive Officer (CEO) Employment Contract
 - The CEO contract expires on October 31, 2017. Performance Review process begin today and concludes in November, followed by contract negotiations with the CEO, which is expected to come before the board in January 2018

- The Board Executive Committee recommends board approval to extend the CEO's current contract through January 31, 2018, to allow the committee time to review the results of the CEO performance evaluation submissions and negotiate a new contract.

MSHN 16-17-048 MOTION BY BEVERLY WILTSE, SUPPORTED BY PAM KAHLER, TO APPROVE EXTENSION OF THE CURRENT CONTRACT FOR EMPLOYMENT FOR THE CHIEF EXECUTIVE OFFICER TO JANUARY 31, 2018. MOTION CARRIED: 22-0.

Chairperson Woods addressed member comments and recommendations pertaining to Board Executive Committee membership, specific to inclusion of an ex-officio. Following discussion, he concluded Secretary Anderson would address this further during the Board Nominating Committee update.

Ms. Leola Wilson joined via phone at 5:30 p.m.

10. Board Self-Assessment

Chairperson Woods referenced the results and information pertaining to the Board Self-Assessment, recommended for Board approval, as presented.

MSHN 16-17-049 MOTION BY DEB MCPEEK-MCFADDEN, SUPPORTED BY KURT PEASLEY, TO RECEIVE AND FILE RESULTS OF THE BOARD SELF-ASSESSMENT, AS PRESENTED. MOTION CARRIED: 23-0.

11. Board Officer Election

Secretary Anderson referenced the Board Nominating Committee Meeting Minutes of August 1, 2017, and provided a thorough report of committee action related to the Board Officer nomination, and stated the nominating committee submits the following for nomination:

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

- Secretary Anderson addressed discussion related to his continued membership on the Board Executive Committee, which occurred during the nominating committee meeting in August. He affirmed that beyond his term as Board Secretary, he would be content to continue his membership to the executive committee, at the request of the board.

MSHN 16-17-050 MOTION BY DEB MCPEEK-MCFADDEN, SUPPORTED BY KURT PEASLEY, TO RECEIVE THE BOARD NOMINATING COMMITTEE REPORT, AS PROVIDED. MOTION CARRIED: 23-0.

Secretary Anderson called for nominations from the floor for the election of Board Officers.

- **Election of Board Chairperson**
 - Nomination of 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 16-17-055 MOTION BY KURT PEASLEY, SUPPORTED BY JOHN JOHANSEN, THAT NOMINATIONS BE CLOSED AND A UNANIMOUS VOTE BE CAST FOR ED WOODS, AS CHAIRPERSON. MOTION CARRIED: 23-0.

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

MSHN 16-17-056 MOTION BY JOHN JOHANSEN, SUPPORTED BY BRAD BOHNER, THAT NOMINATIONS BE CLOSED AND A UNANIMOUS VOTE BE CAST FOR IRENE O'BOLYE, AS VICE-CHAIRPERSON. MOTION CARRIED: 23-0.

- **Election of Board Secretary**
 - Nomination of Ms. Tina Hicks, 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.
 - Written ballots were requested of each board member in attendance;
 - Members participating via phone were asked to voice their nomination(s);
 - Tabulations of written ballots and voiced nominations was performed by Board Nominating Committee member John Johansen and Ms. Ashley;

- Chairperson Woods addressed Board Executive Committee membership, stating the Bylaws authorize the board to elect other officers as deemed appropriate and necessary to complete the business of the board. Per that authority, he requested board action occur, delineating committee membership to four, by designating Mr. Anderson's continued membership.

MSHN 16-17-057 MOTION BY GRETCHEN NYLAND, SUPPORTED BY BRAD BOHNER, TO RETAIN PAST SECRETARY JIM ANDERSON AS A MEMBER OF THE BOARD EXECUTIVE COMMITTEE UNTIL A PAST CHAIRPERSON/EX-OFFICIO IS ESTABLISHED. MOTION CARRIED: 23-0.

- Upon completion of written ballot tabulation, Mr. Jim Anderson addressed the board, thanking members for their participation and efforts pertaining to the officer nomination and election process. He stated that per the results of the written ballot procedure, Mr. Kurt Peasley will serve as MSHN Board Secretary.
 - Chairperson Woods thanked Mr. Anderson and the nominating committee members for their time and efforts in the officer nomination process, congratulated Mr. Peasley, and recommended board approval of the office board secretary nomination.

MSHN 16-17-058 MOTION BY BRAD BOHNER, SUPPORTED BY JOHN JOHANSEN, TO APPROVE THE NOMINATION OF KURT PEASLEY TO THE OFFICE OF BOARD SECRETARY, AND DISPOSE OF THE WRITTEN BALLOTS. MOTION CARRIED: 23-0.

12. Finance Report

Ms. Leslie Thomas provided information and overview of the FY17 Amended Budget and Financial Status Report of July 31, 2017.

MSHN 16-17-051 MOTION BY KURT PEASLEY, SUPPORTED BY TINA HICKS, FOR APPROVAL THE FY17 BUDGET AMENDMENT, AS PRESENTED. MOTION CARRIED: 23-0.

MSHN 16-17-052 MOTION BY GRETCHEN NYLAND, SUPPORTED BY IRENE O'BOYLE, TO RECEIVE AND FILE THE STATEMENT OF NET POSITION, STATEMENT OF ACTIVITIES, AND STATEMENT OF CASH FLOWS FOR THE PERIOD ENDING JULY 31, 2017. MOTION CARRIED 23-0.

13. Deputy Director Report

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

- MDHHS External Quality Review (EQR)
- Value Based Purchasing Pilots

- Managed Care Rules

14. FY17 AND FY 18 CONTRACT LISTINGS

Ms. Horgan provided an overview of the FY17 and FY18 Contract Listing. She identified an amendment to the FY18 listing, and requested board approval of the FY17 Contract Listing as provided, and the FY18 Contract listing, with amendment.

MSHN 16-17-053 MOTION BY DAN GRIMSHAW, SUPPORTED BY KURT PEASLEY, TO APPROVE THE FY17 CONTRACT LISTING, AS PRESENTED. MOTION CARRIED: 23-0.

MSHN 16-17-054 MOTION BY DAVID GRIESING, SUPPORTED BY PAM KAHLER, TO APPROVE THE FY18 CONTRACT LISTING, WITH AMENDMENT AS IDENTIFIED. MOTION CARRIED 23-0.

15. Chief Executive Officer Update

Mr. Sedlock stated/provided updates and information on the following:

- Appreciation to board members for their participation at the day's meeting;
- Appreciation to Newaygo County CMH CEO, Mike Geoghan, and his staff for their hospitality;
- Congratulations to CMH for Central Michigan on MDHHS approval of a SEDW Children's Therapeutic Foster Care Program;
- Acknowledgement of Huron Behavioral Health board members, Ms. Pam Kahler and Ms. Beverly Wiltse, and words of appreciation of the invitation and opportunity to participate in their board planning session;
- SYNAR:
 - The region's FY17 SYNAR rate down from FY16; current ratings 11.8%, compared to 16.1% for FY16;
- Psychiatric Inpatient Provider Performance Monitoring statewide system established
- Michigan Consortium for Healthcare Excellence (MCHE) Membership Meeting
 - Board members invited to participate in the membership meeting, to take place at the MACMHB Fall Conference (Grand Traverse Resort), on Monday, October 23, from 5:15-6:15 p.m.
 - Fourteen (14) MSHN Board Members voiced intent to participate
- Internal Service Fund (ISF)/Risk Reserves Actuarial Study
 - Actuarial study required to ensure ISF is sufficient to address risk;
 - Milliman study completed and under review; recommendations reviewed at the August 2017 Operations Council Meeting;

- Broad summary and information to be provided at the November meeting.
- Cost Containment Plan
- Section 298

16. Other Business

- Vice-Chairperson O’Boyle reminded board members of the importance of the CEO Performance Evaluation process, and to complete and submit their CEO Performance Evaluation form.

17. Public Comment

There was no public comment.

18. Adjourn

MSHN 16-17-059 MOTION BY COLLEEN MAILLETTE, SUPPORTED BY ROBYN SPENCER, TO ADJOURN THE SEPTEMBER 12, 2017 REGULAR BUSINESS MEETING. MOTION CARRIED: 23-0.

The MSHN Regional Board of Directors Meeting adjourned at 6:44 p.m.

Meeting minutes submitted respectfully by:
Merre Ashley, MSHN Executive Assistant