

**Mid-State Health Network (MSHN) Board of Directors Meeting
Tuesday, May 2, 2017, 5:00 P.M.**

CMH for Central Michigan – Lake Superior Conference Room

Meeting Minutes

1. Call to Order

Chairperson Ed Woods called the MSHN Board of Directors Meeting to order at 5:01 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), Joe Brehler (CEI), Bruce Cadwallender (Shiawassee), David Griesing (Tuscola), Phil Grimaldi (Saginaw), Dan Grimshaw (Tuscola), Mike Hamm (Newaygo), Tina Hicks (Gratiot), John Johansen (Montcalm), Steve Johnson (Newaygo), Pam Kahler (Huron), Colleen Maillette (Bay-Arenac), Deb McPeck-McFadden (Ionia), Gretchen Nyland (Ionia), Irene O'Boyle (Gratiot), Kurt Peasley (Montcalm), Kerin Scanlon (CMH for Central Michigan), Robyn Spencer (Shiawassee), and Leola Wilson (Saginaw), Beverly Wiltse (Huron), and Ed Woods (LifeWays)

Board Member(s) Absent: Joe Phillips (CMH for Central Michigan) and Kay Pray (CEI)

Staff Members Present: Joe Sedlock (CEO), Amanda Horgan (Deputy Director), Leslie Thomas (Chief Financial Officer), Merre Ashley (Executive Assistant), Barb Groom (Waiver Coordinator), Amy Dillon (Quality Assurance and Performance Improvement Specialist), Jennifer McCoy (Office Assistant/Receptionist)

3. Approval of Agenda for May 2, 2017

Board approval was requested for the Agenda of the May 2, 2017 Regular Business Meeting.

MSHN 16-17-024 MOTION BY BRAD BOHNER, SUPPORTED BY COLLEEN MAILLETE, FOR APPROVAL OF THE AGENDA OF THE MAY 2, 2017 REGULAR BUSINESS MEETING, AS PRESENTED. MOTION CARRIED: 20-0.

4. Approval of Consent Agenda

Board approval was requested for Draft Minutes of the March 7, 2017 Regular Business Board Meeting, Draft Meeting Minutes of the February 15, 2017 SUD Oversight Policy Advisory Board Meeting, Draft Minutes of the March 17, 2017 and April 21, 2017 Board Executive Committee Meetings, Draft Minutes of the March 21, 2017 Board Policy Committee Meeting, Key Decisions of the March 20, 2017, and April 17, 2017 Operations Council, and Policies, as presented.

ITEMS PULLED FROM THE CONSENT AGENDA FOR INDIVIDUAL CONSIDERATION:

- **KEY DECISIONS FROM APRIL 17, 2017 OPERATIONS COUNCIL MEETING (ITEM 4.7);** requested by Mr. John Johansen
- **FINANCE: CASH MANAGEMENT-ADVANCES 2.0 POLICY (ITEM 4.8.1);** requested by Mr. Dan Grimshaw

MSHN 16-17-025 MOTION BY BRAD BOHNER, SUPPORTED BY COLLEEN MAILLETTE, TO APPROVE THE DRAFT MINUTES OF THE MARCH 7, 2017 REGULAR BUSINESS BOARD MEETING, DRAFT MEETING MINUTES OF THE FEBRUARY 15, 2017 SUD OVERSIGHT POLICY ADVISORY BOARD MEETING, DRAFT MINUTES OF THE MARCH 17, 2017 AND APRIL 21, 2017 BOARD EXECUTIVE COMMITTEE MEETINGS, DRAFT MINUTES OF THE MARCH 21, 2017 BOARD POLICY COMMITTEE MEETINGS, KEY DECISIONS OF THE MARCH 20, 2017 OPERATIONS COUNCIL MEETING, AND POLICIES, AS PRESENTED, EXCLUDING THE FINANCE: CASH MANAGEMENT-ADVANCES 2.0 POLICY. MOTION CARRIED: 20-0.

5. Public Comment

There was no public comment

6. MSHN Board Chair Update

Chairperson Woods addressed the following:

- Appreciation to John Obermesik and CMH for Central Michigan for hosting the Board of Directors Meeting
- Condolences offered to Secretary Jim Anderson on the passing of his father
- Recognition of Vice-Chairperson Irene O'Boyle, who is the 2017 Recipient of the Gratiot County Chamber of Commerce Athena Award
- Board Nominating Committee Appointments
 - Mr. Jim Anderson will serve as Committee Chairperson
 - Committee Members:
 - Ms. Tina Hicks

- Mr. John Johansen
 - Committee schedule and task list is being developed and will be forwarded to Committee Members
- MACMHB Spring Conference: MSHN Voting Delegates
 - MSHN Board Member Representative: Deb McPeek-McFadden
- Board Executive Committee Role and Public Notice
 - Monthly meetings of the Board Executive Committee occur via teleconference.
 - Moving forward, the full Board will receive the committee meeting packet and logistics via email for participation
 - Board Executive Committee Meetings to be posted in accordance with the Open Meetings Act even though the meeting itself doesn't qualify as a meeting of the governing body. This will ensure appropriate notice to board members.
- Winter Board Meeting Schedule
 - Change in schedule to all Board Meetings to occur in December, February and April, rather than in November, January and March, due to weather-related travel
 - Mr. Joe Sedlock will create documentation delineating the pros/cons of monthly versus bi-monthly Board Meetings, and the advantages brought by monthly Board Executive Committee Meetings
 - Mr. Sedlock's report(s) will be forwarded to the full Board, accompanied by a survey for Board Member feedback

Mr. Phil Grimaldi and Ms. Leola Wilson Arrived at 5:16 p.m.

7. Finance Report

Ms. Leslie Thomas provided an overview of preliminary financials for the period ending March 31, 2017, as provided and presented. Board approval to receive and file the financials, as presented, was requested.

Following discussion, Mr. Sedlock reiterated that per the Board's request, a 'Notes' table would be included in all future reporting to provide greater detail related to the "Due From/Due To" lines.

MSHN 16-17-026 MOTION BY DAN GRIMSHAW, SUPPORTED BY DAVID GRIESING, TO RECEIVE AND FILE THE PRELIMINARY STATEMENT OF NET POSITION, STATEMENT OF ACTIVITIES, AND STATEMENT OF CASH FLOWS FOR THE PERIOD ENDING MARCH 31, 2017, AS PRESENTED. MOTION CARRIED: 22-0.

Ms. Thomas provided a walk-through of each line item of the FY16 Savings Estimate.

Following robust discussion, Mr. Sedlock informed the Board that he and the executive team would work to establish a proposal and protocol to most accurately convey the additional information being requested by the Board. Accordingly, the documentation will be provided to the Board for reaction and feedback.

MSHN 16-17-030 MOTION BY JOHN JOHANSEN, SUPPORTED BY COLLEEN MAILLETTE, FOR APPROVAL TO RECEIVE AND FILE THE FY16 SAVING ESTIMATE, AS PRESENTED. MOTION CARRIED: 22-0.

8. Saginaw CMHSP Long-Term Management Plan

Mr. Joe Sedlock provided an overview of information included within Board Meeting Packets, designated as Items 8-8.7/Exhibits A-F. MSHN Administration, with the support of the MSHN Operations Council, is requesting Board approval of the Long-Term Management Plan, as presented, and authorize its CEO to implement the plan, enforce the pertinent conditions, and routinely monitor and report to the Board on the status of the plan.

Chairperson Woods introduced Ms. Sandra Lindsey, CEO of Saginaw Community Mental Health Authority, and thanked her for being in attendance. Following an overview of the current situation from her perspective, and discussion, Ms. Tina Hicks requested Chairperson Woods call the question.

MOTION BY BRAD BOHNER, SUPPORTED BY JOE BREHLER, TO APPROVE THE LONG-TERM MANAGEMENT PLAN, AS PRESENTED, AND AUTHORIZE AND DIRECT ITS CHIEF EXECUTIVE OFFICER TO IMPLEMENT THE PLAN, ENFORCE THE PERTINENT CONDITIONS, MONITOR AND REPORT TO THE BOARD ON THE STATUS OF THE PLAN.

Mr. John Johansen interjected his position that the Long-Term Management Plan should be addressed on a fiscal year basis, and called for a substitute motion, and voice vote.

MOTION BY JOHN JOHANSEN, SUPPORTED BY DAVID GRIESING, TO AMEND THE MOTION BY ADDING LANGUAGE STIPULATING BOARD REVIEW OF THE PLAN STATUS IN SEPTEMBER OF 2017, WITH AN EXTENSION THROUGH FY18. VOICE VOTE: VOTING YES: JIM ANDERSON, BRAD BOHNER, DAVID GRIESING, DAN GRIMSHAW, JOHN JOHANSEN, DEB MCPEEK-MCFADDEN, GRETCHEN NYLAND, KURT PEASLEY. VOTING NO: JOE BREHLER, BRUCE CADWALLENDAR, PHIL GRIMALDI, MIKE HAMM, TINA HICKS, STEVE JOHNSON, PAM KAHLER, COLLEEN MAILLETTE, IRENE O'BOYLE, KERIN SCANLON, ROBYN SPENCER, LEOLA WILSON, BEVERLY WILTSE, ED WOODS. MOTION FAILED.

MSHN 16-17-027 MOTION BY BRAD BOHNER, SUPPORTED BY JOE BREHLER, TO APPROVE THE LONG-TERM MANAGEMENT PLAN, AS PRESENTED, AND AUTHORIZE AND DIRECT ITS CHIEF EXECUTIVE OFFICER TO IMPLEMENT THE PLAN, ENFORCE THE PERTINENT CONDITIONS, MONITOR AND REPORT TO THE BOARD ON THE STATUS OF THE PLAN. VOICE VOTE: VOTING YES: JIM ANDERSON, BRAD BOHNER, JOE BREHLER, BRUCE CADWALLENDER, DAID GRIESING, PHIL GRIMALDI, MIKE HAMM, TINA HICKS, JOHN JOHANSEN, STEVE JOHNSON, PAM KAHLER, COLLEEN MAILLETTE, DEB MCPEEK-MCFADDEN, GRETCHEN NYLAND, IRENE O'BOYLE, KURT PEASLEY, KERIN SCANLON, ROBYN SPENCER, LEOLA WILSON, BEVERLY WILTSE, ED WOODS; VOTING NO: DAN GRIMSHAW. MOTION CARRIED: 21-1

9. Deputy Director Report

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

- **Balanced Scorecard:** Due to the length of the Board Meeting, additional information and reporting to occur at the July Board Meeting

10. FY17 Contract Listing of May 2, 2017

Ms. Horgan provided an overview of the FY17 Contract Listing of May 2, 2017, recommended for approval and authorization of CEO signature, as presented.

MSHN 16-17-028 MOTION BY GRETCHEN NYLAND, SUPPORTED BY TINA HICKS, FOR APPROVAL TO AUTHORIZE ITS CHIEF EXECUTIVE OFFICER TO SIGN AND FULLY EXECUTE THE CONTRACTS AS PRESENTED AND LISTED ON THE FY17 CONTRACT LISTING OF MAY 2, 2017. MOTION CARRIED: 22-0.

11. Michigan Department of Health and Human Services/MSHN Contract Amendment No. 1

Mr. Sedlock addressed receipt of Amendment No. 1 to the Agreement between the Michigan Department of Health and Human Services (MDHHS) and MSHN for the Medicaid Managed Specialty Supports and Services Concurrent 1915 (b)/(c) Waiver Program(s), the Healthy Michigan Program and Substance Use Disorder Community Grant Programs for the period October 1, 2016 through September 30, 2017, and requested Board approval to execute, as presented.

MSHN 16-17-029 MOTION BY KURT PEASLEY, SUPPORTED BY PAM KAHLER, FOR APPROVAL TO AUTHORIZE ITS CHIEF EXECUTIVE OFFICER TO SIGN AMENDMENT NO. 1 TO THE AGREEMENT BETWEEN THE MICHIGAN DEPARTMENT OF HEALTH AND HUMAN SERVICES (MDHHS) AND MID-STATE HEALTH NETWORK (MSHN) FOR THE MEDICAID MANAGED SPECIALTY SUPPORTS AND SERVICES CONCURRENT 1915 (b)/(c) WAIVER PROGRAMS, THE HEALTHY MICHIGAN PROGRAM AND SUBSTANCE USE DISORDER COMMUNITY GRANT PROGRAMS CONTRACT FOR THE PERIOD OF OCTOBER 1, 2016 THROUGH SEPTEMBER 30, 2017, AS PRESENTED. MOTION CARRIED: 22-0.

12. Chief Executive Officer Report

Mr. Joseph Sedlock provided information and updates on the following items:

- MDHHS Follow-Up to the Habilitation Supports Waiver Site Review Letter – MSHN achieved 100% compliance
- Acknowledgment of regional CEOs in attendance: Sandra Lindsey, Saginaw County CMH, Sara Lurie, CMH for Clinton, Eaton & Ingham Counties; John Obermesik, CMH for Central Michigan, and Tammy Quillan, Montcalm Care Network
- Welcome to new staff: Barb Groom, Jennifer McCoy, Amy Dillon
- MDOC Approach/Status
- Section 234/238
- Psychiatric Bed Registry System
 - Acknowledgment of Carolyn Watters' leadership and efforts

13. Other Business

Consent Agenda: Items for individual consideration and approval:

- Finance: Cash Management-Advances 2.0 Policy (Item 4.8.1)

MSHN 16-17-031 MOTION BY DAN GRIMSHAW, SUPPORTED BY STEVE JOHNSON TO REFER ADDITIONAL CONSIDERATION OF REVISIONS TO THE FINANCE: CASH MANAGEMENT-ADVANCES 2.0 POLICY, TO SPECIFICALLY INCORPORATE ADDITIONAL LANGUAGE INCLUDED IN THE SAGINAW CASH ADVANCE PROPOSAL WHICH ESTABLISHES A PROCESS AND PROCEDURE RELATED TO FUTURE CASH ADVANCES FOR FUTURE CONSIDERATION OF THE FULL BOARD. MOTION CARRIED: 22-0.

- Key Decisions from April 17, 2017 Operations Council Meeting (Item 4.7)
Following clarification, the Key Decisions document was recommended for board approval.

MSHN 16-17-032 MOTION BY JOHN JOHNSON, SUPPORTED BY KURT PEASLEY, TO APPROVE THE KEY DECISIONS OF THE APRIL 17, 2017 OPERATIONS COUNCIL, AS PRESENTED. MOTION CARRIED: 22-0.

14. Public Comment

There was no public comment

18. Adjourn

MSHN 16-17-033 MOTION BY KURT PEASLEY, SUPPORTED BY JOHN JOHANSEN, TO ADJOURN THE MAY 2, 2017 MSHN BOARD OF DIRECTORS REGULAR BUSINESS MEETING. MOTION CARRIED: 22-0.

The MSHN Regional Board of Directors Meeting adjourned at 7:38 p.m.

Meeting minutes submitted respectfully by:

Merre Ashley, MSHN Executive Assistant