

**Mid-State Health Network (MSHN) Regional Board of Directors Meeting
Tuesday, November 1, 2016, 5:00 P.M.
Gratiot County CMH Services – The Lawson Center**

Meeting Minutes

1. Call to Order

Chairperson Ed Woods called the MSHN Regional Board of Directors Meeting to order at 5:00 p.m.

Chairperson Woods introduced Mr. Bruce Cadwalleder, Shiawassee County Community Mental Health's new appointee. Chairperson Woods and the Board welcomed Mr. Cadwalleder, and thanked him for his service to Mid-State Health Network, and the people they serve.

Mr. Joseph Sedlock requested Board Members keep Brad Bohner and Beverly Wiltse in their thoughts as they battle ongoing illness.

2. Roll Call

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

Board Member(s) Present: Jim Anderson (Bay-Arenac), Mary Anderson (Newaygo), Joe Brehler (CEI), Bruce Cadwallender (Shiawassee), David Griesing (Tuscola), Phil Grimaldi (Saginaw), Dan Grimshaw (Tuscola) (via phone), Mike Hamm (Newaygo), Tina Hicks (Gratiot), John Johansen (Montcalm), Pam Kahler (Huron), Colleen Maillette (Bay Arenac), Deb McPeck-McFadden (Ionia), Gretchen Nyland (Ionia), Irene O'Boyle (Gratiot), Kurt Peasley (Montcalm) (via phone), Joe Phillips (CMH for Central Michigan), Kay Pray (CEI), Kerin Scanlon (CMH for Central Michigan), Robyn Spencer (Shiawassee), Leola Wilson (Saginaw), and Ed Woods (LifeWays)

Board Member(s) Absent: Brad Bohner (LifeWays), Beverly Wiltse (Huron)

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

3. Approval of Agenda for November 1, 2016

Board approval was requested for the Agenda of the November 1, 2016 Regular Business Meeting.

MSHN 16-17-001 MOTION BY MARY ANDERSON, SUPPORTED BY DEB MCPEEK-MCFADDEN, FOR APPROVAL OF THE AGENDA OF THE NOVEMBER 1, 2016 REGULAR BUSINESS MEETING, AS PRESENTED. MOTION CARRIED: 21-0.

4. Approval of Consent Agenda

Board approval was requested for Meeting Minutes of the September 6, 2016 Regular Business Board Meeting, September 6, 2016 Public Hearing, August 17, 2016 SUD Oversight Policy Board Meeting, September 16, 2016 and October 21, 2016 Board Executive Committee Meetings, October 7, 2016 Board Policy Committee, September 19, 2016 and October 17, 2016 Operations Council Key Decisions, and Policies, as presented.

MSHN 16-17-002 MOTION BY MARY ANDERSON, SUPPORTED BY JOHN JOHANSEN, TO APPROVE THE MEETING MINUTES OF THE SEPTEMBER 6, 2016 REGULAR BUSINESS BOARD MEETING, SEPTEMBER 6, 2016 PUBLIC HEARING, AUGUST 17, 2016 SUD OVERSIGHT POLICY BOARD MEETING, SEPTEMBER 16, 2016 AND OCTOBER 21, 2016 BOARD EXECUTIVE COMMITTEE MEETINGS, OCTOBER 7, 2016 BOARD POLICY COMMITTEE MEETING, SEPTEMBER 19, 2016 AND OCTOBER 17, 2016 OPERATIONS COUNCIL KEY DECISIONS; AND POLICIES, AS PRESENTED. MOTION CARRIED: 21-0.

Mr. Dan Grimshaw joined the meeting via telephone at 5:33 p.m.

5. Board Meeting Follow-Up (09.06.2016): Overview of Substance Use Disorder (SUD) Services Financing Methods

As a follow-up to questions posed by Board Members at the September 6, 2016 Regular Business Meeting, Mr. Joseph Sedlock provided a presentation focused on Substance Use Disorder (SUD) Services and corresponding financing methods. He reminded Board Members that until October of 2015, Region 5 had three SUD coordinating agencies; MDHHS required MSHN consolidate into one standardized, cost effective administration of the SUD benefit for the region. To optimally achieve this, MSHN administration and clinical staff have worked diligently throughout the past year to analyze the systems of contracted SUD providers; the objective is to increase utilization, value of services, and establish where it is appropriate to standardize financing methods of services. Mr. Sedlock stated MSHN's administrative responsibility is to hold all providers to the standards and policies of the Board of Directors. To improve communication around regional provider contracts, he reported contract listings for board approval have been reformatted to allow incorporation of additional detail pertinent to the contracting process. Following discussion, Chairperson Woods thanked Board Members for their questions, comments and attention.

6. Public Comment

There was no public comment.

7. MSHN Board Chair Update

Chairperson Woods reported the following:

- Board Member Updates
 - Joan Durling, former Board Member from Shiawassee County CMH, has resigned due to health reasons. Mr. Bruce Cadwallender has been appointed to fill her vacated seat.
 - Mary Anderson, Board Member from Newaygo County CMH, has announced her resignation, effective November 30, 2016. He stated Ms. Anderson has been a great mentor and friend, and presented her with a card on behalf of MSHN's Board and staff.
 - Ms. Anderson said MSHN is a premier organization, and it has been a blessing and wonderful experience to serve on its Board of Directors. She thanked Board Members for their continuing service and commitment.
- Board Member Conduct Policy
 - Recommended and provided for Board Member education by the Board Executive Committee
- MACMHB/PIHP FY17 Membership Renewal

MSHN 16-17-003 MOTION BY MARY ANDERSON, SUPPORTED BY COLLEEN MAILLETTE, FOR APPROVAL THE RENEWAL OF MACMHB FY17 MEMBERSHIP IN THE AMOUNT OF TWO-THOUSAND, FIVE-HUNDRED AND FOUR DOLLARS (\$2,504). MOTION CARRIED: 22 -0.

8. FY16 Finance Report

Ms. Leslie Thomas reported on preliminary September 2016 financials, and provided an overview to amendments made to the current year (FY16) budget. Mr. Sedlock stated additional detail would be included within the CEO Report. Chairperson Woods thanked Ms. Thomas for her presentation, and called the question.

MSHN 16-17-004 MOTION BY JOHN JOHANSEN, SUPPORTED BY PHIL GRIMALDI, FOR APPROVAL TO RECEIVE AND FILE THE PRELIMINARY FINANCIALS FOR THE PERIOD ENDING SEPTEMBER 30, 2016, AS PRESENTED. MOTION CARRIED: 22-0.

9. Deputy Directors Report

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

- MDHHS Site Review Final Report
- MHP/PIHP Collaboration Update
- Health Information Exchange
- Value-Base Purchasing Pilot Update
- Managed Care Information Systems RFP Update
 - Through the RFP process, MSHN administration has narrowed the field to two (2) vendors
 - Recommendation to the Board will occur at their January 2017 meeting

10. Mid-State Health Network Contract Listings

Ms. Horgan requested Board Members refer to the revised contract listing, provided onsite within Board folders. She stated changes to the original listing were highlighted, and addressed the revised format; implemented to display more information and transparency of contracts recommended for Board approval. Ms. Horgan provided an overview of each section of the revised contract listing, and requested Board Members provide feedback of additional areas deemed helpful to further their review.

MSHN 16-17-005 MOTION BY COLLEEN MAILETTE, SUPPORTED BY DAVID GRIESING, TO AUTHORIZE ITS CHIEF EXECUTIVE OFFICER TO SIGN AND FULLY EXECUTE THE CONTRACTS, AS PRESENTED AND LISTED ON THE FY17 CONTRACT LISTING. MOTION CARRIED: 22-0.

MSHN 16-17-006 MOTION BY COLLEEN MAILETTE, SUPPORTED BY MARY ANDERSON, TO AUTHORIZE ITS CHIEF EXECUTIVE OFFICER TO SIGN AND FULLY EXECUTE THE AMENDED CONTRACTS, AS PRESENTED AND LISTED ON THE FY16 CONTRACT LISTING. MOTION CARRIED: 22-0.

11. FY16 COMPLIANCE PLAN REVIEW AND APPROVAL

Mr. Sedlock introduced Ms. Kim Zimmerman, Director of Compliance, Customer Service and Quality Improvement. Ms. Zimmerman provided a brief presentation of MSHN's Compliance Plan, defining it as a two-part presentation; to address the requirement of annual Board training on the compliance plan, and to provide an overview of the compliance plan, recommended for Board approval. Chairperson Woods thanked Ms. Zimmerman for her presentation, and called the question.

MSHN 16-17-007 MOTION BY TINA HICKS, SUPPORTED BY KAY PRAY, TO APPROVE THE REVISED 2016/2017 CORPORATE COMPLIANCE PLAN, ACKNOWLEDGE RECEIPT OF SAID

PLAN, AND SUPPORT THE COMPLIANCE EFFORTS CONTAINED THEREIN. MOTION CARRIED: 22-0.

12. FY16 Assessment of Network Adequacy

Mr. Sedlock introduced Ms. Carolyn Watters, Director of Provider Network Management. Ms. Watters directed Board Members to the PowerPoint presentation provided hardcopy with Board folders, and provided an overview of the report. She stated the plan has been reviewed by the Provider Network Management Committee (PNMC) and the Operations Council, and recommended for Board approval. Ms. Watters explained next steps include development of an action plan, which will tie directly to MSHN's strategic plan. She advised the Board quarterly reports related to network adequacy will be incorporated into the MSHN strategic plan quarterly updates. Chairperson Woods thanked Ms. Watters for her presentation, and called the question.

MSHN 16-17-008 MOTION BY DEB MCPEEK-MCFADDEN, SUPPORTED BY TINA HICKS, TO RECEIVE AND FILE THE MSHN 2016 ASSESSMENT OF NETWORK ADEQUACY, AND SUPPORT THE IMPLEMENTATION OF THE RECOMMENDATIONS CONTAINED THEREIN. MOTION CARRIED: 22-0.

13. Chief Executive Officer Report

Mr. Sedlock provided information on the following topics:

- Section 298/System Redesign Update
 - Payer Affinity Group
 - Statewide meeting inclusive of PIHPs and Medicaid Health Plans (MHPs) will occur on November 3, 2016
 - Mr. Sedlock and Ms. Horgan will be in attendance
 - Draft from MDHHS scheduled for release near the third week of November, followed by a three (3) week public comment period
 - Board Members will be alerted when the public comment period is occurring, via email with a link to MDHHS' draft document.
 - MDHHS will amend the report based on public comment; completed report scheduled for release to the legislature on January 17, 2017.
 - Focus of all is series of questions, rooted in the "original 298 Stakeholder Workgroup" design elements

- Collaboration with Other PIHPs
 - Chief Medical Officer – MSHN/SWMBH
 - Care Management – MSHN/SWMBH (Integrated Health Care position)
 - Provider Performance Monitoring Reciprocity
 - MCIS – MSHN/LRE
 - Information Technology, QI/PI – MSHN/SWMBH/LRE
 - NCQA Accreditation – MSHN/Region 10 PIHP/LRE
 - Managed Care Rules – All PIHPs
 - Statewide Training Reciprocity – Workgroup of all PIHPs
 - PIHP/MHP Collaboration Workgroup – All PIHPs and MHPs
- CMHSP Cash Flow and Related
 - CMHSP FY15 Cost Settlement Status
 - Autism Payment Lag
- Michigan Consortium for Healthcare Excellence (formerly MASACA)
 - Approval of the Articles of Incorporation by the members (PIHPs) is formal requirement
 - Documentation received following release of the November 1 Board Meeting packet
 - Board Executive Committee to approve on behalf of the MSHN Board of Directors

14. 2016 Chief Executive Officer Performance Assessment

Mr. Sedlock requested discussion of this item within closed session.

Chairperson Woods called for a roll-call vote, to recess the Regular Business Meeting and enter Closed Session for discussion of the 2016 Chief Executive Officer Performance Assessment.

MSHN 16-17-010 ROLL CALL VOTE TO ENTER CLOSED SESSION. VOTING FOR: JIM ANDERSON, MARY ANDERSON, JOE BREHLER, BRUCE CADWELLENDER, DAVID GRIESING, PHIL GRIMALDI, DAN GRIMSHAW, MIKE HAMM, TINA HICKS, JOHN JOHANSEN, PAM KAHLER, COLLEEN MAILLETTE, DEB MCPEEK-MCFADDEN, GRETCHEN NYLAND, IRENE O'BOYLE, KURT PEASLEY, JOE PHILLIPS, KAY PAY, KERIN SCANLON, ROBYN SPENCER, LEOLA WILSON, AND ED WOODS. VOTING AGAINST: N/A. MOTION CARRIED: 22-0.

The Regular Business Meeting Recessed at 6:44 p.m.

MSHN 16-17-011 MOTION BY JOHN JOHANSEN, SUPPORTED BY DEB MCPEEK-MCFADDEN, TO COME OUT OF CLOSED SESSION, AND RESUME REGULAR BUSINESS MEETING. MOTION CARRIED: 22-0.

The Regular Business Meeting Resumed at 7:06 p.m.

MSHN 16-17-009 MOTION BY DEB MCPEEK-MCFADDEN, SUPPORTED BY DAVID GRIESING, FOR APPROVAL TO RECEIVE AND FILE THE 2016-2017 CHIEF EXECUTIVE OFFICER (CEO) EVALUATION SUMMARY, AND SUPPORT FEEDBACK AND RECOMMENDATIONS CONTAINED THEREIN. MOTION CARRIED: 22-0.

15. Other Business

There was no other business.

16. Public Comment

There was no public comment.

17. Adjourn

MSHN 16-17-012 MOTION BY JOHN JOHANSEN, SUPPORTED BY DAVID GRIESING, TO ADJOURN THE NOVEMBER 1, 2016 REGULAR BUSINESS MEETING. MOTION CARRIED: 22-0.

The MSHN Regional Board of Directors Regular Business Meeting adjourned at 7:07 p.m.

Meeting minutes submitted respectfully by:

Merre Ashley, MSHN Executive Assistant