

**NORTHPOINTE HEALTHCARE SYSTEMS BOARD OF DIRECTORS**

**Regular Meeting**

**MINUTES**

**715 Pyle Drive, Kingsford, MI**

**March 12, 2015 - 4:00 p.m.**

**CALL TO ORDER/ROLL CALL:**

Karen Raether, Chairperson, called the meeting to order at 4:00 p.m. Mary Wendt, Board Secretary, conducted the roll call.

<u>MEMBERS</u>	<u>Present</u>	<u>Excused</u> <u>Absent</u>	<u>Absent</u>	<u>MEMBERS</u>	<u>Present</u>	<u>Excused</u> <u>Absent</u>	<u>Absent</u>
Connors, Peggy		X		Martin, Ann	X		
DeDie, William	X(4:35 pm)			Negro, Mari	X		
Dehn, Janet	X			Nelson, John	X		
Freeman, Peggy	X			Raether, Karen	X		
Hofer, Millie	X			Spence, Christine		X	
Luhtanen, Joan	X			Zevitz, Michael, Dr.	X(5:00 pm)		

**REPRESENTING ADMINISTRATION:** K. Thekan, B. Adrian, M. Wendt

**PLEDGE OF ALLEGIANCE** - The Pledge of Allegiance to the Flag was recited by all

**PUBLIC COMMENTS** - No public comments

**APPROVAL OR AMEND AGENDA**

Karen Raether stated the agenda would be amended to correct: NorthCare Committee Meeting Report to NorthCare Governing Board Meeting report. Millie Hofer asked that the agenda be amended to add: clinical supervision during interim time.

**ACTION:** Moved to approve the amended agenda as presented.

**Motion by:** J. Dehn, supported by P. Freeman to approve the amended agenda. **Motion carried unanimously**

**APPROVAL OF PREVIOUS BOARD MEETING MINUTES**

Janet Dehn asked that the February 26, 2015 Board meeting minutes under CEO Search be corrected from: The Ad Hoc Committee that was formed to hire a CEO to the Board will advertise and explore the hiring of the CEO.

**ACTION:** Moved to approve the corrected February 26, 2015 Board meeting minutes.

**Motion by:** J. Luhtanen, supported by A. Martin. **Motion carried unanimously**

**PRESENTATION** - No presentation

**ACTION ITEMS**

• **Finance**

- a) Check Disbursement Report-Period ending February 19, 2015

**ACTION:** A motion was made by J. Nelson, supported by M. Negro to approve the check disbursement report period ending February 19, 2015. No discussion.

**ROLL CALL VOTE:**

MEMBERS	YES	NO	MEMBERS	YES	NO
Connors, Peggy			Martin, Ann	X	
DeDie, William			Negro, Mari	X	
Dehn, Janet	X		Nelson, John	X	
Freeman, Peggy	X		Raether, Karen	X	
Hofer, Millie	X		Spence, Christine		
Luhtanen, Joan	X		Zevitz, Michael, Dr.		

**Motion carried unanimously.**

- b) January 2015 Financial Report

**ACTION:** A motion was made by J. Nelson, supported by A. Martin to approve the January 2015 financial report. No discussion.

**ROLL CALL VOTE:**

MEMBERS	YES	NO	MEMBERS	YES	NO
Connors, Peggy			Martin, Ann	X	
DeDie, William			Negro, Mari	X	
Dehn, Janet	X		Nelson, John	X	
Freeman, Peggy	X		Raether, Karen	X	
Hofer, Millie	X		Spence, Christine		
Luhtanen, Joan	X		Zevitz, Michael, Dr.		

**Motion carried unanimously.**

- Appoint Interim CEO

**ACTION:** A motion was made by J. Nelson, supported by M. Hofer to appoint Bill Adrian as interim CEO.

**Motion carried unanimously.**

**DISCUSSION:** Karen Raether stated that a salary adjustment should be addressed for Mr. Adrian as interim CEO. This issue will be an action agenda item on the March 26, 2015 Board meeting agenda. John Nelson stated that from a continuity standpoint he is glad that Mr. Adrian has agreed to be the interim CEO.

Karen Thekan conducted New Business as follows:

**NEW BUSINESS (Discussion only)**

- **Finance**

- a) Check Disbursement Report-through March 5, 2015

Karen Thekan asked if there were any questions regarding the check disbursement report. No discussion. Consensus of the Board is that this item will move forward to the next meeting for approval.

- b) Contract-March 12 2015

Karen Thekan reviewed the following contract is for the Mild-Moderate (Dual Eligibles) who have both Medicare and Medicaid. The payer only covers these services when they are provided by an enrolled Medicare provider. Miscellaneous questions were addressed by Ms. Thekan.

#	Name of Contract	Contract Type	Date of Contract	Old Rate	New Rate	Change
A.	NorthCare Network MI Health Link CMHSP/PIHP Provider Subcontract Addendum	Dual Eligibles Project	03/01/2015	N/A	See attached	N/A

Consensus of the Board is that this item will move forward to the next meeting for approval.

- **Great Lakes Officer Nominations**

Karen Thekan stated that the Great Lakes Association is looking for officer nominations. These nominations need to be turned in by April 10th to Great Lakes. Ms. Thekan stated that if anyone is interested in an officer position they should contact Mary Wendt before April 10th and she will submit their name.

- **Recipient Rights Ad Hoc Committee Recommendations & Review Applications for Vacancies on the Committee**

Karen Thekan reviewed the Recipient Rights Ad Hoc Committee recommendations and applications to fill the two vacancies on the Recipient Rights Committee. There were two applications received from William Bouchard and Laurel Reynolds and a resignation letter received from Loren Veaser. Miscellaneous questions were addressed by Ms. Thekan.

**ACTION:** A motion was made by J. Nelson, supported by M. Negro to move the Recipient Rights Committee vacancies appointments to an action item.

**ROLL CALL VOTE:**

MEMBERS	YES	NO	MEMBERS	YES	NO
Connors, Peggy			Martin, Ann	X	
DeDie, William			Negro, Mari	X	
Dehn, Janet	X		Nelson, John	X	
Freeman, Peggy	X		Raether, Karen	X	

Hofer, Millie	X	Spence, Christine
Luhtanen, Joan	X	Zevitz, Michael, Dr.

**Motion carried unanimously.**

**ACTION:** A motion was made by J. Nelson, supported by M. Negro to approve the appointments of William Bouchard and Laurel Reynolds to the Recipient Rights Advisory Committee. No discussion.

**ROLL CALL VOTE:**

MEMBERS	YES	NO	MEMBERS	YES	NO
Connors, Peggy			Martin, Ann	X	
DeDie, William			Negro, Mari	X	
Dehn, Janet	X		Nelson, John	X	
Freeman, Peggy	X		Raether, Karen	X	
Hofer, Millie	X		Spence, Christine		
Luhtanen, Joan	X		Zevitz, Michael, Dr.		

**Motion carried unanimously.**

- **Ad Hoc Meeting-March 5, 2015**

Peggy Freeman highlighted the Ad Hoc Committee March 5, 2015 meeting minutes.

- Waiver of Educational Requirement for CEO

Terri Wendt stated that she received information from the State regarding a waiver for the educational requirement for the CEO. Ms. T. Wendt highlighted this information which provided that a blanket waiver cannot be given on the educational qualification. What can be done though, if there is an individual candidate that has a Bachelor's Degree and a significant amount of experience that would be deemed appropriate, this candidate's resume can be sent to the State to ask for a waiver for this candidate. Discussion ensued regarding to whether the CEO posting should include a Bachelor's Degree.

**ACTION:** Information

- Posting for CEO Position

Terri Wendt reviewed the draft posting for the CEO position which includes a Bachelor's Degree. Ann Martin provided a few edits to the posting. Miscellaneous questions were addressed by Karen Thekan.

**ACTION:** A motion was made by M. Negro, supported by J. Nelson to move the Posting for the CEO Position to an action item.

**ROLL CALL VOTE:**

MEMBERS	YES	NO	MEMBERS	YES	NO
Connors, Peggy			Martin, Ann	X	
DeDie, William			Negro, Mari	X	
Dehn, Janet	X		Nelson, John	X	
Freeman, Peggy	X		Raether, Karen	X	
Hofer, Millie	X		Spence, Christine		
Luhtanen, Joan	X		Zevitz, Michael, Dr.		

**Motion carried unanimously.**

**ACTION:** A motion was made by M. Negro, supported by J. Nelson to approve the Posting for the CEO Position with the edits provided by Ms. Martin.

**DISCUSSION:** John Nelson stated that the postmark for the CEO job posting is April 4, 2015.

Mr. Nelson further stated that the short turnaround was done to try and fill the position as soon as possible. This deadline can be extended at a later time if a valid candidate is not received by April 4, 2015 and the job can then be reposted.

**ROLL CALL VOTE:**

MEMBERS	YES	NO	MEMBERS	YES	NO
Connors, Peggy			Martin, Ann	X	
DeDie, William			Negro, Mari	X	
Dehn, Janet	X		Nelson, John	X	
Freeman, Peggy	X		Raether, Karen	X	
Hofer, Millie	X		Spence, Christine		
Luhtanen, Joan	X		Zevitz, Michael, Dr.		

**Motion carried unanimously.**

W. DeDie - present 4:35 p.m.

- Wage Scales

Karen Thekan stated that a spreadsheet was provided from Bill Adrian which listed from a .5% to a 3% percentage wage scale increase, the estimated cost of each percentage increase, and the breakdown of Medicaid dollars versus General Fund dollar. Ann Martin asked when the last time there was an adjustment of wage scales. Terri Wendt stated that there have been several one time bonus payments for staff over the years (which did not change their wage scale), the residential wage scale has been adjusted twice-once in 2007 and 2008 with pass-through dollars, the MSW wage scale was adjusted a few years ago but a percentage increase to all wage scales across the Board has not been done since the 1990's. Ms. T. Wendt stated that also a few years ago the percentage increases were replaced by the step system which is movement within the wage scale but the base and max of wage scales did not change. John Nelson stated that he is a fan of a flat rate increase and asked for the numbers on what a flat rate increase for employees would cost. Discussion ensued and miscellaneous questions were addressed by Ms. Thekan, Ms. T. Wendt, and Mr. Adrian.

**ACTION:** Mr. Adrian will provide information at the next Board meeting on the cost of a flat rate increase for employees.

- Clinical Supervision During Interim Time

Millie Hofer stated that when looking at the Table of Organization she saw all of the employees who were directly supervised by Karen Thekan. Ms. Hofer further stated that she thinks that a clinical supervisor interim should take over the responsibility for the staff under Ms. Thekan's supervision and they should be reimbursed accordingly to the extra work they would have to do. Ms. Hofer stated that this position is for the safety of the agency, is truly necessary after seeing all of the staff that Ms. Thekan supervises, and that there not be a void and have continued continuity. Ann Martin asked with Mr. Adrian's experience what is there that would have to be done that he has not observed being done and has not learned just from the time he has been with Northpointe to execute this aspect of the work. Discussion ensued. Ms. Thekan stated that at the March 12th Operations Team meeting it was discussed that the three county directors will rely on each other in the interim regarding clinical issues and Mr. Adrian does have the expertise in regards to clinical services, etc. Ms. Thekan further stated that Dr. Razdan, as the Medical Director of Northpointe, is also available for clinical cases, decisions, etc. Ms. Thekan stated that is was also discussed at the March 12th Operations Team meeting that the staff she supervises will be distributed among managers.

Karen Raether, Chairperson, assumed the Chairperson position

### MISCELLANEOUS BOARD/COMMITTEE REPORTS

- CEO Report
- NorthCare Governing Board Meeting Report

**ACTION:** A motion was made by M. Negro, supported by J. Nelson to place the above committee reports on file. **Motion carried unanimously.**

**DISCUSSION:** Karen Raether stated that the Northpointe Board will need to appointment three representatives to serve on the NorthCare Governing Board effective in April 2015. Discussion ensued and miscellaneous questions were addressed by Ms. Raether. Consensus of the Board is to put the NorthCare Board appointments on the April 9, 2015 Northpointe meeting agenda as an action item.

Dr. Zevitz - present at 5:00 p.m.

### PUBLIC COMMENTS

- Lisa Dionne thanked Karen Thekan for being a great boss and friend and wished her the best.

### BOARD COMMENT

- Karen Raether read a letter from Gogebic Community Mental Health Authority Employee Group and Board of Directors which expressed their appreciation and gratitude to Ms. Thekan on her years of dedication and commitment to assuring that the Mental Health and Intellectual/Developmental Disability needs of consumers in the U.P. were met.
- John Nelson stated that he had the opportunity to work with Ms. Thekan for a number of years. Mr. Nelson further stated that as a regional manager he never had to worry about what went on at Northpointe and they were

always present on issues that came up. Mr. Nelson stated that Ms. Thekan has served this area well, not just from a Board standpoint, but from a professional standpoint. Mr. Nelson also stated his appreciation for all that Ms. Thekan did while he was working and in her position as CEO. Mr. Nelson stated that this is why he wanted to serve on the Northpointe Board and thanked Ms. Thekan on behalf of Menominee County.

- Janet Dehn stated her appreciation and thanked Ms. Thekan for serving the clients of this agency very well for a long time. Ms. Dehn stated that from reading the last Board meeting minutes she would hate to think that questions would ever be interpreted by anyone as problems. Ms. Dehn stated that she thinks that questions are good to ask and so is discussion. Ms. Dehn stated that when their school year begins everyone on their campus gets together, brainstorm, and raise as many different ideas as possible. Disagreements may occur with each other but Ms. Dehn stated that she thinks disagreeing can be done without being disagreeable. Ms. Dehn stated that questioning is in the best interest of clients and is sorry that Ms. Thekan is going to go.
- Millie Hofer stated that Ms. Thekan provided a breath of fresh air.
- Karen Raether stated that with Ms. Thekan leaving it will be hard for everyone. Ms. Raether further stated that she has always had a good working relationship with Ms. Thekan and that Ms. Thekan has been the best and the Board, staff, consumers, and people in the U.P. will miss her.
- Dr. Zevitz stated that she thinks Ms. Thekan has done an excellent job in an extremely difficult job and nobody should envy her in the position she has occupied. Dr. Zevitz stated that he cannot imagine how much frustration that Ms. Thekan has had over the years and was unable to do a lot of things that she would have liked to do and could not. It is a very frustrating job and Dr. Zevitz stated that Ms. Thekan has performed very well.
- Mari Negro stated that everything should just be summed up as "thank you very much".
- Karen Raether presented Ms. Thekan with a Certification of Appreciation for her 22 years of employment with Northpointe.

**ADJOURN**

Karen Raether, Chairperson, stated the meeting adjourned. Meeting adjourned at 5:10 p.m.

The next regular Board meeting is scheduled for **March 26, 2015 in Kingsford, Michigan at 4:00 p.m.**

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Karen Raether, Chairperson

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Peggy Connors, Secretary

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Mary Wendt, Board Secretary