

**NORTHPOINTE HEALTHCARE SYSTEMS BOARD OF DIRECTORS**

**Regular Meeting**

**MINUTES**

**715 Pyle Drive, Kingsford, MI**

**April 9, 2015 - 4:00 p.m.**

**CALL TO ORDER/ROLL CALL:**

Joan Luhtanen, Vice-Chairperson, called the meeting to order at 4:15 p.m. Mary Wendt, Board Secretary, conducted the roll call.

<b><u>MEMBERS</u></b>	<b><u>Present</u></b>	<b><u>Excused</u></b> <b><u>Absent</u></b>	<b><u>Absent</u></b>	<b><u>MEMBERS</u></b>	<b><u>Present</u></b>	<b><u>Excused</u></b> <b><u>Absent</u></b>	<b><u>Absent</u></b>
DeDie, William			X	Martin, Ann		X	
Dehn, Janet	*X			Negro, Mari	X		
Freeman, Peggy	X			Nelson, John	X		
Hofer, Millie	*X			Spence, Christine	X		
Luhtanen, Joan	X			Zevitz, Michael, Dr.	X		

\*(video television conference from the Northpointe Menominee office)

**REPRESENTING ADMINISTRATION:** 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**

Peggy Freeman asked that the agenda be amended to add under New Business: Ad Hoc Committee Meeting Report. Bill Adrian asked that the agenda be amended to add under New Business: an additional contract to Finance-Contracts.

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

**Motion by:** M. Negro, supported by J. Nelson to approve the amended agenda. **Motion carried unanimously**

**APPROVAL OF PREVIOUS BOARD MEETING MINUTES**

There were no additions to the March 26, 2015 Board meeting minutes.

**ACTION:** Moved to approve the March 26, 2015 Board meeting minutes as presented.

**Motion by:** J. Nelson, supported by M. Zevitz. **Motion carried unanimously**

Bill Adrian, Northpointe CEO, took over the meeting as election of officers took place.

**ELECTION OF OFFICERS** - Nomination from the Floor

- Bill Adrian opened the floor for nominations for the position of Chairperson.

**ACTION:** A motion was made by M. Negro, supported by P. Freeman to nominate John Nelson for Chairperson.

Mr. Adrian called for any other nominations three times.

**ACTION:** A motion was made by M. Negro, supported by P. Freeman to close nominations for Chairperson and cast a unanimous ballot for John Nelson as Chairperson. **Motion carried unanimously.**

John Nelson, as newly elected Chairperson, assumed the Chairperson position.

- Chairperson Nelson opened the floor for nominations for the position of Vice-Chairperson.

**ACTION:** A motion was made by M. Negro, supported by M. Hofer to nominate Joan Luhtanen for Vice-Chairperson.

Chairperson Nelson called for any other nominations three times.

**ACTION:** A motion was made by M. Negro, supported by P. Freeman to close nominations at this time and cast a unanimous ballot for Joan Luhtanen as Vice-Chairperson. **Motion carried unanimously.**

- Chairperson Nelson opened the floor for nominations for the position of Secretary.  
**ACTION:** A motion was made by M. Hofer, supported by J. Dehn to nominate Mari Negro for Secretary. Chairperson Nelson called for any other nominations three times.  
**ACTION:** A motion was made by P. Freeman, supported by M. Zevitz to close nominations at this time and cast a unanimous ballot for Mari Negro for Secretary. **Motion carried unanimously.**
- Chairperson Nelson opened the floor for nominations for the position of Treasurer.  
**ACTION:** A motion was made by P. Freeman, supported by M. Negro to nominate Chris Spence for Treasurer. Chairperson Nelson called for any other nominations three times.  
**ACTION:** A motion was moved by M. Negro, supported by M. Zevitz to close nominations at this time and cast a unanimous ballot for Chris Spence as Treasurer. **Motion carried unanimously.**

Chairperson Nelson thanked Joan Luhtanen, Mari Negro, and Chris Spence for accepting the above positions.

**PRESENTATION** - No presentation

**ACTION ITEMS**

- **Finance**

- a) Check Disbursement Report-Period ending March 13, 2015  
**ACTION:** A motion was made by M. Negro, supported by J. Luhtanen to approve the check disbursement report period ending March 13, 2015. No discussion. **Motion carried unanimously.**
- b) Contracts-March 26, 2015  
**ACTION:** A motion was made by J. Luhtanen, supported by M. Zevitz to approve the March 26, 2015 contracts. No discussion. **Motion carried unanimously.**
- c) February 2015 Financial Report  
**ACTION:** A motion was made by M. Negro, supported by C. Spence to approve the February 2015 Financial Report. No discussion. **Motion carried unanimously.**

- **Board Meeting Time Change**

John Nelson stated that it was previously discussed to look at changing the time of the Board meeting to 4:30 p.m. Mari Negro stated that the 4:30 p.m. time was being looked at to better accommodate Bill DeDie in being able to make a later meeting time due to his work schedule but since that Mr. DeDie may be resigning from the Board (due to his work schedule) it may not be necessary to change the meeting time. Joan Luhtanen stated that she would like to wait to maybe change the Board meeting time as the Board is down two Board members and this issue could be revisited once the two new Board members are appointed. Discussion ensued and consensus is that this issue will be tabled.

- **Delegation Agreement with NorthCare**

Bill Adrian stated this agreement has been in effect since NorthCare took over and is part of an ongoing operating contract with NorthCare. No discussion.

**ACTION:** A motion was made by M. Negro, supported by J. Luhtanen to approve the Delegation Agreement with NorthCare. **Motion carried unanimously.**

- **Flat Rate Increase**

Bill Adrian stated at the last Board meeting a flat rate increase for staff was discussed and it was recommended for approval \$.30/hour. Miscellaneous questions were addressed by Mr. Adrian.

**ACTION:** A motion was made by J. Luhtanen, supported by P. Freeman that an across the board increase of \$.30/hour be approved for staff.

**ROLL CALL VOTE:**

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

**Motion carried unanimously.**

**ACTION:** A motion was made by J. Luhtanen, supported by P. Freeman to approve that the above increase for staff be effective with the April 19, 2015 pay period. **Motion carried unanimously.**

- **Northpointe Appointment to the NorthCare Governing Board**

John Nelson asked if there was anyone interested in being on the NorthCare Board. Discussion ensued and miscellaneous questions were addressed by Bill Adrian.

**ACTION:** A motion was made by P. Freeman, supported by J. Luhtanen to appoint Mari Negro, Dr. Zevitz, and John Nelson to the NorthCare Governing Board.

- **Great Lakes Executive Committee Appointment-Joan Luhtanen**

**ACTION:** A motion was made by M. Negro, supported by J. Nelson to appoint Joan Luhtanen to the Great Lakes Executive Committee Board. **Motion carried unanimously.**

- **Great Lakes Voting Delegates**

John Nelson stated that four Northpointe Board members should be named as voting delegates, along with the CEO, for the fall Great Lakes conference. Discussion ensued.

**ACTION:** A motion was made by M. Negro, supported by M. Zevitz to appoint Joan Luhtanen, Chris Spence, Peggy Freeman, and Mari Negro as voting delegates for the fall Great Lakes conference. **Motion carried unanimously.**

Bill Adrian conducted New Business as follows:

**NEW BUSINESS (Discussion only)**

- **Finance**

- a) Check Disbursement Report-through April 1, 2015

Bill Adrian 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) Contracts-April 9, 2015

	<b>Name of Contract</b>	<b>Contract Type</b>	<b>Date of Contract</b>	<b>Old Rate</b>	<b>New Rate</b>	<b>Change</b>
A.	Stuart T. Wilson, CPA,PC	Fiscal Intermediary	4/1/15-3/31/16	Rates for individuals who engage their own support staff is \$135/month. Rates for individuals who do not engage their own staff is \$35/month per individual. Respite is \$5-\$30/monthly depending on budget.	Same with the exception of: Respite is \$7-\$30/monthly depending on budget.	Increase of \$2.00
This is a renewal agreement for fiscal intermediary services through self-determination.						
B.	Services Unlimited	Lawn Care	4/1/15-11/30/15	\$50/event	Same	n/a
This is for lawn care at the Maple Ridge home in Stephenson.						

Bill Adrian stated the additional contract is as follows: M-Ceita (Michigan Center for Effective IT Adoption) is a regional contract and they will help to make sure that the region keeps qualifying for meaningful use dollars. The charge for this will be \$200.00/practitioner for a total of \$600.00 for Northpointe. Miscellaneous questions were addressed by Mr. Adrian. Consensus of the Board is that the contracts will move forward to the next meeting for approval.

- **Personnel**

- a) **Speech Therapy Pay Range**

Bill Adrian stated that pay range and job description for a speech therapist were provided in the Board mailing. Mr. Adrian reviewed the 8 step speech therapist pay range and stated that currently Northpointe contracts two speech therapists. Mr. Adrian stated that Northpointe is currently paying \$42,000.00 for one contract speech therapist that works 720 hours/year and approximately \$4,500.00 for one contract speech therapist that works through the self-determination process. Mr. Adrian further stated that the speech therapist would be a full-time on-staff position at Northpointe and there is more than enough work to accommodate this position. Discussion ensued and miscellaneous questions were addressed by Mr. Adrian. Consensus of the Board is that this item will move forward to the next meeting for approval.

- **Board Ad Hoc Meeting**

John Nelson stated that before today's meeting he reviewed previous Board minutes and would like to clarify that the intent of the Ad Hoc Committee was not clear. Mr. Nelson further stated that if there was any misunderstanding about what the Ad Hoc Committee was doing he apologized for this. Mr. Nelson stated the Ad Hoc Committee received and reviewed the CEO applications and he is not sure if the whole Board should also not have received them as it is unclear in the previous Board minutes. The Ad Hoc Committee thought they had the responsibility of pre-screening the applicants but the minutes did not state that. Mr. Nelson thanked Millie Hofer, Joan Luhtanen, and Peggy Freeman for reviewing the CEO applications received. If there was a misunderstanding from the minutes on who was to do what, Mr. Nelson guaranteed everyone that none of the Ad Hoc Committee brought this up and it was not intentional. Mr. Nelson then asked the full Board on how they wished move forward with the work done by the Ad Hoc Committee who did their work in the best of faith. Mari Negro stated that she would like to see the information that the Ad Hoc Committee is getting, be disbursed to the full Board as well, in case they were to have suggestions, input, etc. to provide. Mr. Nelson stated that the CEO applications were provided to the full Board (that were not on the Ad Hoc Committee) at today's meeting for their review. Mr. Nelson stated that the Ad Hoc Committee chose viable candidates for possible interviews and stated that if this is not the role of the Ad Hoc Committee the process needs to be changed and a vote should be done to move the Ad Hoc Committee role to an action item to see what is expected of the Ad Hoc Committee. Discussion ensued.

**ACTION:** A motion was made by J. Luhtanen, supported by J. Dehn to clarify the procedure, role, responsibility of the Ad Hoc Committee CEO Search to an action item.

**ROLL CALL VOTE:**

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

**Motion carried unanimously.**

**ACTION:** A motion was made by M. Negro, supported by P. Freeman to set up a procedure of the role of the Ad Hoc Committee CEO search. **Motion carried unanimously.**

**DISCUSSION:** John Nelson stated that the role of the Ad Hoc Committee, to this point in time, has been to review the CEO applications and list the candidates that were felt viable for a possible interview. Mr. Nelson stated that it was thought this was the process the Ad Hoc Committee was to follow and then bring all of the applications to the full Board for their review to decide if they would like to include or exclude other applicants. Mr. Nelson stated that he would now like a discussion on the process of how the Ad Hoc Committee should proceed. Peggy Freeman stated that from this point forward does the Board want to dissolve the Ad Hoc Committee and perform as a Board a full review of all the applicants and interview as a Committee of the Whole of the Board or should the Ad Hoc Committee continue to function and take the recommendations from the full Board regarding applications and do a pre-screening/pre-interview of the candidates. Ms. Freeman stated the Ad Hoc Committee pre-screened applicants on their education, experience, leadership capabilities, behavioral background, etc. A lengthy discussion ensued. Consensus of the Board is that the full Board will now review all the applications, provide input on applicants, and bring suggestions for interview questions to the April 23, 2015 Board meeting for discussion. Consensus of the Board is that the Ad Hoc Committee, for now, is on hold and will be left as is.

**ACTION:** M. Negro rescinded her motion; P. Freeman rescinded her support to set up a procedure of the role of the Ad Hoc Committee CEO search.

John Nelson, Chairperson, assumed the Chairperson position

**MISCELLANEOUS BOARD/COMMITTEE REPORTS** - No committee reports

**PUBLIC COMMENTS**

- Jason Heath thanked the Board for voting on the raise for employees.

**BOARD COMMENT**

- Joan Luhtanen stated that April is Autism Awareness Month.
- Mari Negro stated that the Norway Current will be doing an Autism awareness section and she is looking for information. Bill Adrian stated that he always receives information on Autism and will forward information to Ms. Negro.
- John Nelson thanked Millie Hofer, Joan Luhtanen, and Peggy Freeman for their work on the Ad Hoc Committee.

**ADJOURN**

John Nelson, Chairperson, stated the meeting adjourned. Meeting adjourned at 5:40 p.m.

The next regular Board meeting is scheduled for **April 23, 2015 in Kingsford, Michigan at 4:00 p.m.**

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John Nelson, Chairperson

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Mari Negro, Secretary

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Mary Wendt, Board Secretary