

NORTHPOINTE HEALTHCARE SYSTEMS BOARD OF DIRECTORS

Regular Meeting

MINUTES

715 Pyle Drive, Kingsford, MI

May 14, 2015 - 4:00 p.m.

CALL TO ORDER/ROLL CALL:

John Nelson, Chairperson, called the meeting to order at 4:00 p.m. Mr. Nelson stated that Northpointe's friend and colleague, Joan Luhtanen, lost her husband this past week and extended the full Board's sympathy to her on this loss. Ms. Luhtanen stated that Northpointe has been very supportive of her and her son and they are like a second family to them. 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>
DeDie, William		X		Negro, Mari		X	
Dehn, Janet		X		Nelson, John	X		
Freeman, Peggy	X			Peretto, Patti	X		
Hofer, Millie	*X			Phillips, Patricia		X	
Luhtanen, Joan	X			Spence, Christine	X		
Martin, Ann	X			Zevitz, Michael, Dr.		X	

*(video television conference from the Northpointe Menominee office)

Mr. Nelson stated that Patricia Phillips is a new member on the Northpointe Board from Menominee County. Ms. Phillips is out of town at the present time and the first Board meeting she will be attending is June 25.

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

There were no additions to the agenda.

ACTION: Moved to approve the agenda as presented.

Motion by: P. Peretto, supported by C. Spence to approve the agenda.

John Nelson asked if there were any additions to the agenda. Millie Hofer asked that the agenda be amended to add Stakeholder Committee Meeting Report-Critical Incidents. Mr. Nelson stated that this agenda item would be added under Miscellaneous Board/Committee Reports. Bill Adrian stated that an additional contract will be added to New Business-Finance-Contracts. **Motion carried unanimously**

APPROVAL OF PREVIOUS BOARD MEETING MINUTES

There were no additions to the April 23, 2015 Board meeting minutes.

ACTION: Moved to approve the April 23, 2015 Board meeting minutes as presented.

Motion by: C. Spence, supported by P. Freeman. **Motion carried unanimously**

PRESENTATION - No presentation

ACTION ITEMS

• **Finance**

- a) Check Disbursement Report-Period ending April 15, 2015

ACTION: A motion was made by A. Martin, supported by P. Peretto to approve the check disbursement report period ending April 15, 2015. No discussion. **Motion carried unanimously.**

- b) Contract-April 23, 2015

ACTION: A motion was made by A. Martin, supported by P. Freeman to approve the April 23, 2015 contract. No discussion. **Motion carried unanimously.**

- c) Financial Statement-March 2015

ACTION: A motion was made by C. Spence, supported by A. Martin to approve the financial statement-March 2015. No discussion. **Motion carried unanimously.**

Bill Adrian conducted New Business as follows:

NEW BUSINESS (Discussion only)

• **Finance**

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

Bill Adrian asked if there were any questions regarding the check disbursement report. Mr. Adrian reviewed the following and addressed miscellaneous questions: #73885-\$1,444.30-children's respite services and #73976-\$7,047.00-inpatient hospitalization services-downstate. Consensus of the Board is that this item will move forward to the next meeting for approval.

- b) Contracts-May 14, 2015

Bill Adrian reviewed the following contracts.

#	Name of Contract	Contract Type	Date of Contract	Old Rate	New Rate	Change
A.	Michael & Christine Bachand	Children's Respite	5/1/15-4/30/16	n/a	\$130.40/day	n/a
This is a new children's respite provider.						
B.	John Linsmeyer	Children's Respite	4/1/15-3/31/16	n/a	\$130.40/day	n/a
This is a new children's respite provider.						
C.	Marquette General Hospital	Amendment	5/1/15-4/30/16	\$662.00/day	\$695.00/day	\$33.00 increase/day (5%)
NorthCare approved						

Mr. Adrian asked if there were any questions regarding the above contracts. No discussion. Consensus of the Board is that these contracts will move forward to the next meeting for approval.

John Nelson, Chairperson, assumed the Chairperson position

• **Ad Hoc Committee CEO Search**

John Nelson thanked Peggy Freeman and Terri Wendt for all of their work they did along with Joan Luhtanen and Millie Hofer on the Ad Hoc Committee. Ms. Freeman stated that a process has been implemented for Board member's input regarding the CEO search and highlighted the following from the Ad Hoc meeting minutes: 1) Candidate selection process for interviews. All Board members will rank the candidates and the top 3 ranked candidates (or possibly 4) will be interviewed. 2) Interview questions. Interview questions were selected and provided to the Board. Board members will provide further input for any changes to interview questions. 3) Interview process. The top 3 candidates (or possibly 4) will be scheduled for an interview. Only those Board members who participate in all interviews will have the ability to vote for the CEO candidate. 4) Negotiation of contract with chosen CEO candidate. Bill Adrian, Terri Wendt, and John Nelson will have the responsibility to set the terms of the contract and then present to the full Board for approval. Discussion ensued. **ACTION:** A motion was made by C. Spence, supported by A. Martin to move the ranking process for the CEO candidates to an action item.

ROLL CALL VOTE:

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

Motion carried unanimously.

ACTION: A motion was made by C. Spence, supported by P. Freeman to approve the ranking process for the CEO candidates and have the ranking form returned by May 22, 2015 by 4:00 p.m.

ROLL CALL VOTE:

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

Motion carried unanimously.

DISCUSSION: Ann Martin stated that when the CEO contract is discussed she recalls that when the previous CEO's contract was negotiated she made a motion for a salary increase larger than what she would have made under any other circumstances. Ms. Martin stated that she made the motion because she valued Karen's contributions. Ms. Martin asked that the previous CEO's salary be reviewed when the new CEO contract is negotiated as that salary was tailored for that CEO. John Nelson stated at the next Board meeting the CEO contract can be added under New Business for discussion.

MISCELLANEOUS BOARD/COMMITTEE REPORTS

- Great Lakes Executive Committee Meeting Report
Joan Luhtanen provided a reminder that the Great Lakes fall conference is scheduled September 13-15 in Marquette.
- Stakeholder Committee Meeting Report -No discussion
- Stakeholder Committee Meeting Report-Critical Incidents
Millie Hofer stated in the Stakeholder Committee Meeting Report under critical incidents it was reported that there were 5 deaths of individuals that Northpointe was providing services to. Ms. Hofer asked why this information was not presented and reported to the Board as this is very important information for the Board to know. Lisa Dionne stated that this was not a standing item to report to the Board. Ms. Dionne further stated when there was a Planning Committee critical incidents were reviewed at their meetings. John Nelson stated that when there are no committees the intent is that information comes to the full Board so they are all aware. Mr. Nelson stated that, if and when there are critical incidents, they can be a Board agenda item. Ms. Hofer stated that there are 16 stakeholder members on the committee and asked if this is requested by the State to have this many members on the committee. Ms. Dionne stated that there are 12 community members on the committee along with 4 staff members so this is why there are 16 members listed. Consensus of the Board is to place the above reports on file.

PUBLIC COMMENTS - No public comments

BOARD COMMENT

- Joan Luhtanen stated that she has heard information that group homes will eventually not be permitted to be bigger than 6 bed homes and asked if any information could be provided on this. Bill Adrian stated that the Federal Government and State are exploring the size of what group homes should be and their intent is to make sure that individuals are not being institutionalized. Mr. Adrian stated that 6 bed homes are not a solid number yet and it is hoped that a "grandfather" or appeal process will be permitted if the ruling is approved that group homes cannot be larger than 6 beds. Mr. Adrian also stated that as more information is received on this issue he will provide updates to the Board. Miscellaneous questions were addressed by Mr. Adrian.
- Ms. Luhtanen stated that she is attending a mental health conference on May 19th in Marquette.

ADJOURN

A motion was made by P. Freeman, supported by A. Martin to adjourn the meeting. Meeting adjourned at 4:40 p.m.

The next regular Board meeting is scheduled for **May 28, 2015 in Kingsford, Michigan at 4:00 p.m.**

John Nelson, Chairperson

Mary Negro, Secretary

Mary Wendt, Board Secretary