

NORTHPOINTE HEALTHCARE SYSTEMS BOARD OF DIRECTORS

Regular Meeting

MINUTES

715 Pyle Drive, Kingsford, MI

May 28, 2015 - 4:00 p.m.

CALL TO ORDER/ROLL CALL:

John Nelson, Chairperson, called the meeting to order at 4:05 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> |
|----------------|----------------|---------------------------------|---------------|----------------------|----------------|---------------------------------|---------------|
| 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 |

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: A. Martin, supported by J. Dehn to approve the agenda. **Motion carried unanimously**

APPROVAL OF PREVIOUS BOARD MEETING MINUTES

There were no additions to the May 14, 2015 Board meeting minutes.

ACTION: Moved to approve the May 14, 2015 Board meeting minutes as presented.

Motion by: M. Hofer, supported by P. Freeman. **Motion carried unanimously**

PRESENTATION - No presentation

ACTION ITEMS

• **Finance**

a) Check Disbursement Report-Period ending May 5, 2015

Bill Adrian asked if there were any questions regarding this check disbursement report. Miscellaneous questions were addressed by Mr. Adrian.

ACTION: A motion was made by J. Dehn, supported by J. Luhtanen to approve the check disbursement report period ending April 15, 2015. **Motion carried unanimously.**

b) Contracts-May 14, 2015

Bill Adrian asked if there were any other questions regarding the contracts. Miscellaneous questions were addressed by Mr. Adrian.

ACTION: A motion was made by J. Luhtanen, supported by P. Freeman to approve the May 14, 2015 contract. **Motion carried unanimously.**

• **CEO Candidates Ranking**

Peggy Freeman stated that the lower the number in the CEO ranking process the higher the ranking is in terms of who would be interviewed. Ms. Freeman stated that some Board members chose to not rank beyond the first 3 candidates so a lesser number was used to obtain the average. Bill Adrian stated that if 1 candidate was ranked by only 3 Board members then the ranking was only divided by 3. John Nelson stated that some Board members ranked the 11 candidates with 1-11 and some did not and asked if this was okay with everyone. Ann Martin stated that based on the ranking results it seemed there is a real clear result of the 3 top ranked CEO candidates

and it should go forward with interviewing these top 3. Mr. Nelson asked if everyone agreed that 3 candidates should be interviewed. Millie Hofer stated that she would recommend that a fourth individual be interviewed to get a broader prospective. Ms. Freeman stated that the recommendation of the Ad Hoc Committee, which was presented to the Board at the last meeting, was that the top 3 candidates would be interviewed but left open to the Board that if it was felt there were not a clear cut candidate after the interviews were held that a second round of interviews would be held with other candidates that would be brought in or the interview process could start over again. Mr. Nelson stated that since the candidates ranking has been decided on to interview the top 3 candidates a date to hold interviews could be discussed. Discussion ensued.

ACTION: A motion was made by C. Spence, supported by M. Hofer to interview the top 3 ranked candidates at a special Board meeting which will be scheduled for Thursday, June 18, 2015 at 2:00 p.m. **Motion carried unanimously.**

Bill Adrian conducted New Business as follows:

NEW BUSINESS (Discussion only)

• **Finance**

- a) Check Disbursement Report-through May 20, 2015
Bill Adrian asked if there were any questions regarding the check disbursement report. Mr. Adrian addressed miscellaneous questions regarding the April health and dental expenses. Mr. Adrian reviewed the following: #74109-\$4,500.00-IT agreement. Consensus of the Board is that this item will move forward to the next meeting for approval.
- b) Financial Statement-April 2015
Bill Adrian stated that as of April 2015 there is \$1.3 million of revenues over expenditures. Miscellaneous questions were addressed by Mr. Adrian. Consensus of the Board is that this item will move forward to the next meeting for approval.

• **Peer Support Run Drop-In Program**

Bill Adrian reviewed information and the contract for the peer support run drop-in program. The State denied Northpointe's request for a waiver for this program so a drop-in-program will be implemented by July 1, 2015 in Dickinson County. Mr. Adrian stated that the program will be run out of the building where the Elks Club was previously located. Mr. Adrian also stated that the budget for this program is 100% Medicaid program. Miscellaneous questions were addressed by Mr. Adrian.

ACTION: A motion was made by C. Spence, supported by J. Luhtanen to move the Peer Support Run Drop-In Program Contract to an action item.

ROLL CALL VOTE:

| MEMBERS | YES | NO | MEMBERS | YES | NO |
|----------------|-----|----|----------------------|-----|----|
| DeDie, William | X | | Negro, Mari | | |
| Dehn, Janet | X | | 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 M. Hofer to approve the Peer Support Run Drop-In Program Contract.

ROLL CALL VOTE:

| MEMBERS | YES | NO | MEMBERS | YES | NO |
|----------------|-----|----|----------------------|-----|----|
| DeDie, William | X | | Negro, Mari | | |
| Dehn, Janet | X | | 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.

- **CEO Contract**

John Nelson stated there are two items to look at for the CEO contract: defined contributions versus defined benefits. Discussion ensued. Mr. Nelson stated that the CEO contract will be also be an agenda item for further discussion at the next Board meeting and Board members should look at what they would like to see for a wage/benefits package and expectations in the contract. Peggy Freeman stated that the Ad Hoc Committee addressed the issue of the CEO contract negotiation and their recommendation was that the Board Chairperson, Interim CEO, and Human Resources Director would do the negotiating of the CEO contract and then come back with a recommendation to the full Board.

- **Northpointe Financial Risk Management Plan 2015**

ACTION: A motion was made by A. Martin, supported by C. Spence to move the Northpointe Financial Risk Management Plan 2015 to an action item.

ROLL CALL VOTE:

| MEMBERS | YES | NO | MEMBERS | YES | NO |
|----------------|-----|----|----------------------|-----|----|
| DeDie, William | X | | Negro, Mari | | |
| Dehn, Janet | X | | 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 A. Martin, supported by C. Spence to approve the Northpointe Financial Risk Management Plan 2015. No discussion. **Motion carried unanimously.**

- **Northpointe Accessibility & Accommodations Plan 2015**

ACTION: A motion was made by A. Martin, supported by C. Spence to move the Northpointe Accessibility & Accommodations Plan 2015 to an action item.

ROLL CALL VOTE:

| MEMBERS | YES | NO | MEMBERS | YES | NO |
|----------------|-----|----|----------------------|-----|----|
| DeDie, William | X | | Negro, Mari | | |
| Dehn, Janet | X | | 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 A. Martin, supported by C. Spence to approve the Northpointe Accessibility & Accommodations Plan 2015.

DISCUSSION: Millie Hofer asked for an update regarding the pilot program for Medicare and Medicaid. Bill Adrian stated that an update for this program should be addressed to either NorthCare or the Upper Peninsula Health Plan (UPHP) as they are the contractees for this pilot program. John Nelson stated that Ms. Hofer could also bring this issue to a NorthCare representative to bring up a NorthCare meeting to see if any updates will be provided on this program. Miscellaneous questions were addressed by Mr. Adrian.

ROLL CALL VOTE:

| MEMBERS | YES | NO | MEMBERS | YES | NO |
|----------------|-----|----|----------------------|-----|----|
| DeDie, William | X | | Negro, Mari | | |
| Dehn, Janet | X | | 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.

- **Performance Improvement Plan Fiscal Year 2015-16**

ACTION: A motion was made by A. Martin, supported by C. Spence to move the Performance Improvement Plan Fiscal Year 2015-16 to an action item.

ROLL CALL VOTE:

| MEMBERS | YES | NO | MEMBERS | YES | NO |
|----------------|-----|----|----------------------|-----|----|
| DeDie, William | X | | Negro, Mari | | |
| Dehn, Janet | X | | 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 A. Martin, supported by C. Spence to approve the Performance Improvement Plan Fiscal Year 2015-16.

DISCUSSION: Millie Hofer asked for a clarification under future goals, community stakeholder satisfaction and needs surveys, and quality improvement outcomes in the plan. Janet Dehn also asked for a clarification on future goals regarding the priority needs plan. Lisa Dionne provided clarification on the above issues and addressed miscellaneous questions. Ms. Dionne stated that the quality improvement outcomes report will be an agenda item at the next Board meeting and when the Operations Team reviews the priority needs plan this information will be provided to the Board.

ROLL CALL VOTE:

| MEMBERS | YES | NO | MEMBERS | YES | NO |
|----------------|-----|----|----------------------|-----|----|
| DeDie, William | X | | Negro, Mari | | |
| Dehn, Janet | X | | 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.

A. Martin excused at 5:20 p.m.

• **Quality Assessment & Performance Improvement Program Fiscal Year 2015-16**

ACTION: A motion was made by C. Spence, supported by P. Freeman to move the Quality Assessment & Performance Improvement Program (QAPIP) Fiscal Year 2015-16 to an action item.

ROLL CALL VOTE:

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

Motion carried unanimously.

ACTION: A motion was made by P. Spence, supported by P. Freeman to approve the QAPIP Fiscal Year 2015-16.

DISCUSSION: Millie Hofer stated that she would like to bring to the Boards' attention under committee structure regarding accountability that ultimately the Board is charged with ensuring the quality of care and services provided to individuals. Ms. Hofer further stated that if the Board does not get adequate information to be held accountable then the "Board is fishing in the dark" and this is why she has questions because if she is held accountable then she needs to be informed and educated. Bill Adrian stated that the Board does receive all of the results from the NorthCare programs review audit of Northpointe; the State programs review audit of Northpointe; the Recipient Rights programs review audit of Northpointe, etc. Mr. Adrian also stated that the major way of reporting to the Board is that they are provided with the programs review audits which holds Northpointe accountable to meet their expectations. Ms. Hofer stated that she has lately noticed that it was previously referred to in the minutes that someone is deciding what should go to the Stakeholders and not the Board which has now been addressed by Mr. Adrian at the last Board meeting. Mr. Adrian stated that it also has been an adjustment with the new Board meeting structure.

ROLL CALL VOTE:

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

Motion carried unanimously.

John Nelson, Chairperson, assumed the Chairperson position

MISCELLANEOUS BOARD/COMMITTEE REPORTS - No reports

PUBLIC COMMENTS - No public comments

BOARD COMMENT

- Peggy Freeman stated that she recently became aware that a Northpointe employee, Mary Beth Haavisto, passed away. Ms. Freeman wanted to acknowledge that Mrs. Haavisto was a great person, a superb professional that she had the privilege of working with, a dedicated person, and this is a big loss to Northpointe and the community. Ms. Freeman provided information that the hospital has been approached in their pediatric department to participate in an University of Michigan pilot project using tele-health to assess and treat ADHD and related behavior problems. This pilot project will focus on 3-7 year olds and will be Medicaid/HMO.
- Joan Luhtanen stated that the workshop she recently attended in Marquette was well attended, a very positive workshop, and that she appreciated the opportunity to be able to attend it.
- Millie Hofer stated that she worked with Mrs. Haavisto at Northpointe for many years and she was one of the smartest, efficient, and most valuable employee that she has ever come across.
- Patti Peretto stated that she is not used to the format of the Board meetings and it seems like under New Business there is discussion only and then two motions need to be made to move the issue forward for approval. Ms. Peretto stated most Boards she is on that under items they put "discussion and possible action" and asked if this could be done for these meetings. John Nelson stated that this cannot be done.
- John Nelson stated that he is impressed with the Board as they do an amazing job. Mr. Nelson stated that the Board should not look to him for answers and they should do the answering as this is the way it should be. Mr. Nelson also stated that he will not be attending a lot of meetings outside of Northpointe Board meetings and if there are other Board members that would like to attend conferences and other meetings he would encourage them to do so. Mr. Nelson stated that he will go if other Board members do not go but Northpointe will not duplicate and spend money they should not have to spend. Mr. Nelson stated the reason why the Board meeting is set up, i.e., New Business, is for a chance to discuss the issues, get questions answered, etc. and then come back to the next meeting as often, for these issues, other items come up and people may want to address these issues as this is a public meeting. Mr. Nelson also stated that he did not know the employee that passed away but from what he has heard on how impressed everyone was about her he too would have felt the same way.

ADJOURN

A motion was made by J. Dehn, supported by P. Freeman to adjourn the meeting. **Motion carried unanimously.** Meeting adjourned at 5:35 p.m.

The next regular Board meeting is scheduled for **June 11, 2015 in Kingsford, Michigan at 4:00 p.m.**

John Nelson, Chairperson

Mari Negro, Secretary

Mary Wendt, Board Secretary