

**NORTHPOINTE HEALTHCARE SYSTEMS BOARD OF DIRECTORS**

**Regular Meeting**

**MINUTES**

**715 Pyle Drive, Kingsford, MI**

**July 23, 2015 - 4:00 p.m.**

**CALL TO ORDER/ROLL CALL:**

John Nelson, Chairperson, called the meeting to order at 4:00 p.m. Cindy Adrian, Administrative Assistant, 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			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)

**REPRESENTING ADMINISTRATION:** B. Adrian, C. Adrian

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

**PUBLIC COMMENTS** - No public comments

**APPROVAL OR AMEND AGENDA**

John Nelson asked if there were any additions to the agenda. Bill Adrian asked that van bids be added to the agenda under New Business.

**Motion by:** A. Martin, supported by C. Spence to approve the amended agenda. **Motion carried unanimously**

**APPROVAL OF PREVIOUS BOARD MEETING MINUTES**

John Nelson asked for approval of the July 9, 2015 Board meeting minutes. Chris Spence stated that she was not present at the July 9, 2015 Board meeting and the minutes reflect that she was present. The July 9, 2015 Board meeting minutes will be corrected to reflect that Ms. Spence was not present at this meeting.

**ACTION:** Moved to approve the July 9, 2015 Board meeting minutes with the above correction.

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

**PRESENTATION** - No presentation

**ACTION ITEMS**

• **Finance**

- a) Check Disbursement Report-Period ending July 2, 2015

Bill Adrian asked if there were any questions regarding the check disbursement report. No discussion.

**ACTION:** A motion was made by J. Luhtanen, supported by P. Phillips to approve the July 2, 2015 check disbursement report. **Motion carried unanimously.**

- Northpointe Written Plan for Professional Services

Bill Adrian asked if there were any questions regarding the Northpointe Written Plan for Professional Services. Miscellaneous questions were addressed by Mr. Adrian.

**ACTION:** A motion was made by J. Luhtanen, supported by P. Freeman to approve the Northpointe Written Plan for Professional Services. **Motion carried unanimously.**

Bill Adrian conducted New Business as follows:

**NEW BUSINESS (Discussion only)**

• **Finance**

- a) Check Disbursement Report-through July 15, 2015

Bill Adrian asked if there were any questions regarding the check disbursement report. Mr. Adrian reviewed

the health and dental expenses. Mr. Adrian also reviewed the following: #74787-\$50,826.00-inpatient hospitalization. Miscellaneous question were addressed by Mr. Adrian. Consensus of the Board is that this item will move forward to the next meeting for approval.

b) Contracts July 23, 2015

Bill Adrian reviewed the following contracts.

#	Name of Contract	Contract Type	Date of Contract	Old Rate	New Rate	Change
A.	Schlaud AFC	Specialized Residential	8/1/15-12/31/15	\$59.20/day	\$97.00/day	\$37.80
This is a change to an existing contract for one Individual due to an increase in their level of care.						
B.	Lake State Industries	Vocational Services and Respite Services	7/1/15-6/30/16	\$9/hr.-Skill Bldg. \$24.84/hr.-Supported Employ. \$28.82/hr.-Indiv. Placement	n/a	n/a
This is a renewal for vocational services for one individual in Escanaba and a renewal for respite services as needed.						

Mr. Adrian asked if there were any questions regarding the contracts. Miscellaneous questions were addressed by Mr. Adrian. Consensus of the Board is that the contracts will move forward to the next meeting for approval.

c) Financial Statement - June 2015

Bill Adrian asked if there were any questions regarding the June 2015 financial statement. Mr. Adrian stated that 75% of the fiscal year is done; revenues are at 77% and expenses are at 72% which results in a revenue greater than an expenditure of approximately \$870,000.00. Miscellaneous questions were addressed by Mr. Adrian. Consensus of the Board is that the June 2015 financial statement will move forward to the next meeting for approval.

• **Van Bids**

Bill Adrian reviewed the following proposals received for van bids: a) Florence County Motor Sales for a Ford 2016 Transit Connect at \$25,650.00 and b) Town & Country for a Ford 2016 Transit Connect at \$22,567.00. Mr. Adrian stated that two (2) vans will be purchased: one (1) van will be used in Iron County and the one (1) van will be used in Menominee County.

**ACTION:** A motion was made by A. Martin, supported by P. Freeman to move the van bids 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	X	
Luhtanen, Joan	X		Spence, Christine	X	
Martin, Ann	X		Zevitz, Michael, Dr.		

**Motion carried unanimously.**

**ACTION:** A motion was made by J. Luhtanen, supported by P. Freeman to approve the purchase of two (2) Ford 2016 Transit Connects from Town & County at \$22,567.00 each.

**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	X	
Luhtanen, Joan	X		Spence, Christine	X	
Martin, Ann	X		Zevitz, Michael, Dr.	X	

**Motion carried unanimously.**

**DISCUSSION:** Mr. Adrian stated that he will also be bidding for a car which will be used in Iron County. Mr. Adrian provided a picture of the car, currently being used in Iron River, which needs to be replaced due to the car having extensive rust on it.

• **CEO Contract**

Bill Adrian stated that a draft copy of the CEO contract was provided to the Board for their review and discussion. John Nelson stated changes in the contract language are as follows: a) salary was changed as it was previously based on the Michigan Association of Community Mental Health Board (MACMHB) 2013 salary study versus the MACMHB 2015 salary study, b) the length of contract was changed from a 2 year contract to a 3 year contract, and c) the primary work site will be Kingsford. Chair Nelson stated that it is written in the by-laws that the Chief Financial Officer (CFO) can approve the moving expenses for a staff if the move is over 50 miles and there is also a retention clause in the by-laws, up to 5%, that is not approved by the Board but strictly by the CFO. The retention clause is not an issue in this CEO contract but Chair Nelson wanted to bring up this issue as it is a "defacto" pay raise without Board approval and this issue will need to be addressed when the by-laws are reviewed. Chair Nelson asked for a Board discussion regarding should the start date of the CEO begin before they relocate to the Kingsford office or when a new site director is hired and trained in Menominee. Millie Hofer stated that there is an exceptional CEO candidate and flexibility and respect should be shown for this candidate on their professional judgment regarding how much time it will take to spend with a new Menominee Site Director. Chair Nelson again stated the start date for the CEO can occur after an individual is hired/trained for the Menominee Site Director or the training can occur when the CEO is located at the Kingsford office and this issue was brought up so the start date is clear as previously some Board members were not on the "same page" regarding the CEO start date. Discussion ensued. Miscellaneous questions were addressed by Chair Nelson and Mr. Adrian.

**ACTION:** A motion was made by P. Freeman, supported by J. Dehn to move the draft CEO contract to a final contract to an action item with a start date of August 10, 2015.

**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	X	
Luhtanen, Joan	X		Spence, Christine	X	
Martin, Ann	X		Zevitz, Michael, Dr.		

**Motion carried unanimously.**

**ACTION:** A motion was made by P. Freeman, supported by M. Hofer to approve the contract be presented to CEO candidate, Jennifer McCarty, effective August 10, 2015.

**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	X	
Luhtanen, Joan	X		Spence, Christine	X	
Martin, Ann	X		Zevitz, Michael, Dr.		

**Motion carried unanimously.**

John Nelson, Chairperson, assumed the Chairperson position

**MISCELLANEOUS BOARD/COMMITTEE REPORTS**

• **State Consultation Draft Report-2nd Quarter 2015**

Bill Adrian asked if there were any questions regarding the above draft report. Miscellaneous questions were addressed by Mr. Adrian. Mr. Adrian stated that information could be provided to the Board regarding the 12 individuals for indicator #5 in this report, that Northpointe was not responsible for or providing services to, that were admitted for emergency/inpatient hospitalizations. Mr. Adrian asked Janet Dehn to send him her questions

regarding this above issue and he will then provide information to the full Board.  
Consensus of the Board is to place the above report on file.

**PUBLIC COMMENTS** - No public comments

**BOARD COMMENT**

- Joan Luhtanen thanked Bill DeDie and the Northpointe staff who assisted in putting on a wonderful NAMI picnic.
- John Nelson thanked the Board on their discussion of the CEO contract which went very well.

**ADJOURN**

A motion was made by J. Luhtanen, supported by J. Dehn to adjourn the meeting. **Motion carried unanimously.**

Meeting adjourned at 5:00 p.m.

The next regular Board meeting is scheduled for **August 13, 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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Cindy Adrian, Administrative Assistant

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Mary Wendt, Board Secretary  
Transcribed 7/23/15 Board meeting minutes  
from audio recording