

NORTHPOINTE HEALTHCARE SYSTEMS BOARD OF DIRECTORS

Regular Meeting

MINUTES

715 Pyle Drive, Kingsford, MI

July 9, 2015 - 4:00 p.m.

CALL TO ORDER/ROLL CALL:

John Nelson, 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>
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: J. Luhtanen, supported by P. Freeman to approve the agenda

John Nelson asked if there were any additions to the agenda. Janet Dehn asked that the agenda be amended to move the CEO Contract from an action item to a discussion item under new business. Bill Adrian asked that the Recipient Rights audit/review be added for discussion-information only under new business.

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

*Chris Spence excused
absent
not present -
Connected at
7/22/15 Bd.
mtg.
m.wendt*

APPROVAL OF PREVIOUS BOARD MEETING MINUTES

There were no additions to the June 25, 2015 Board meeting minutes.

ACTION: Moved to approve the June 25, 2015 Board meeting minutes as presented.

Motion by: J. Luhtanen, supported by P. Phillips. **Motion carried unanimously.**

PRESENTATION - No presentation

ACTION ITEMS

• **Finance**

a) Check Disbursement Report-Period ending June 17, 2015

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

ACTION: A motion was made by A. Martin, supported by P. Freeman to approve the June 17, 2015 check disbursement report. **Motion carried unanimously.**

b) Contracts June 25, 2015

Bill Adrian asked if there were any questions regarding the contracts. No discussion.

ACTION: A motion was made by M. Hofer, supported by J. Dehn to approve the June 25, 2015 contracts. **Motion carried unanimously.**

c) Financial Statement-May 2015

Bill Adrian asked if there were any questions regarding the financial statement. No discussion.

ACTION: A motion was made by M. Hofer, supported by J. Dehn to approve the May 2015 financial statement. **Motion carried unanimously.**

• **Maintenance Worker Reclassification Wage Scale**

Bill Adrian asked if there were any questions regarding the maintenance worker reclassification wage scale. Miscellaneous questions were addressed by Mr. Adrian

ACTION: A motion was made by A. Martin, supported by J. Luhtanen to approve the maintenance worker reclassification wage scale. **Motion carried unanimously.**

Bill Adrian conducted New Business as follows:

NEW BUSINESS (Discussion only)

• **Finance**

a) Check Disbursement Report-through July 2, 2015

Bill Adrian asked if there were any questions regarding the check disbursement report. Mr. Adrian reviewed the following: #74596-\$256.50 & #74633-\$352.50-homebased and care manager conferences; #74604-\$5,735.00-server and hard drives. Miscellaneous question were addressed by Mr. Adrian. Consensus of the Board is that this item will move forward to the next meeting for approval.

• **Addition to Northpointe Written Plan for Professional Services**

Bill Adrian reviewed and addressed questions on the addition of the Parent Support Partners section which will be added to the Northpointe Written Plan for Professional Services. Lisa Dionne stated that above addition to the plan was provided for Board review and the Northpointe Written Plan for Professional Services will need Board approval. The plan is 58 pages in length and is available on the Northpointe website or if anyone would like a hard copy they can contact Ms. Dionne. Millie Hofer stated that information on the Parent Support Partners program would be a good presentation at a Board meeting. Consensus of the Board is the Northpointe Written Plan for Professional Services will move forward to the next meeting for approval.

• **CEO Contract**

Bill Adrian stated that he, John Nelson, and Terri Wendt met with Jennifer McCarty on July 6, 2015 to negotiate the CEO contract. The CEO contract and job description were then sent to the Board for review and for discussion at today's Board meeting. Mr. Adrian stated that there have been questions from Board members received regarding some contract language: a) there was a difference in disability and termination regarding the number of days; b) the non-compete clause; and c) the primary work site. Millie Hofer stated she thinks the primary work site should not be a problem as it has been proven with different means of communication that the CEO could be available if needed, i.e., video-teleconference, as this now works for the Northpointe psychiatrist who is located in Florida. John Nelson explained why the primary work site would maybe need to be in the contract, i.e., travel reimbursement. Joan Luhtanen stated that she is surprised that the primary work site is an issue as when someone applies for a job it is just assumed that the main office site would be the primary work site. Patti Peretto stated that she agrees with Ms. Luhtanen as Kingsford has always been the primary work site and the CEO has been located in Kingsford. Ms. Peretto further stated she wonders that if someone would be hired from Iron County and wanted to spend 3-4 days in the Iron County office how everybody would feel about this. Peggy Freeman stated that when looking at the primary work site it would mean the CEO would be at that site the majority of the time and if working 3 days/week in Menominee the CEO would not be in Kingsford the majority of the time so how could Kingsford be named the primary work site. Ms. Freeman further stated that the administrative offices/staff, the CEO office, and Board room are located in Kingsford. Ann Martin stated that when looking at the Northpointe Table of Organization the CEO is located at the top and is responsible for all staff under her and should be located in Kingsford. Discussion ensued. Consensus of the Board is to change the CEO contract language as follows: a) eliminate the language stating that the CEO is permitted to work out of the Northpointe office in Menominee up to three days per week; b) change the number of days for disability and termination to both reflect 90 days; c) eliminate the non-compete clause; and d) increase the salary for year 2 of the contract to approximately \$93,300.00. Chair Nelson stated that the draft CEO contract language would be changed to reflect the above then sent out to the Board for review and further discussion at the July 23, 2015 Board meeting. Chair Nelson also stated that he, Mr. Adrian, and Ms. T. Wendt will meet with the CEO candidate after today's meeting to negotiate the above changes. Ms. Freeman stated that she has never done CEO negotiations in an open session and feels that this issue meets the criteria to do this in a closed session. Chair Nelson stated that he does not feel this would meet criteria for a closed session because when negotiations were done in a closed session with the Menominee County Administrator, a local newspaper filed a lawsuit for an open meetings violation, and the information had to be released as to what occurred in a closed session with the administrator.

- **Recipient Rights Audit/Review**

Bill Adrian stated that the State of Michigan Recipient Rights Department conducted their audit of the Northpointe Recipient Rights Office from July 7-9, 2015. Mr. Adrian further stated that the Northpointe Rights Office did very well in the audit and received a score of 271.5 out of a possible 273 points. A copy of this audit will be provided to the Board for their information when it is received.

John Nelson, Chairperson, assumed the Chairperson position

MISCELLANEOUS BOARD/COMMITTEE REPORTS

- NorthCare Governing Board Meeting Report
Consensus of the Board is to place the above report on file.

PUBLIC COMMENTS - No public comments

BOARD COMMENT

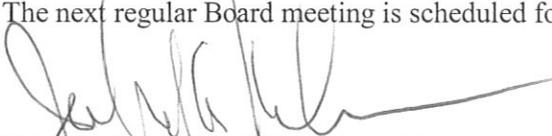
- Joan Luhtanen stated that she recently attended the Great Lakes Executive Committee meeting. The Great Lakes fall conference is scheduled in Marquette at the Ramada Inn from September 13-15 and the conference brochure will be mailed to Board members. Ms. Luhtanen stated that she would like to discuss certain issues at Board meetings, i.e., changes in programming at TRICO, but does not know where she should bring these up at a meeting to receive information. John Nelson stated that he encourages Board members to bring up ideas, issues, etc. and a presentation on an issue/topic could be done at a Board meeting or the agenda could be amended to add an issue/topic. Bill Adrian stated that Ms. Luhtanen should send an e-mail to him on what information she would like discussed at a Board meeting.
- Patti Peretto stated she felt that she was more informed when she previously was on the Northpointe Board, 10 years ago, and committee meetings were held, i.e., finance, personnel, planning. Then at the Board meeting each committee reported on what their committee discussed and there was a lot of information provided. Ms. Peretto stated that she now feels at meetings there is not a lot of information being presented and meetings are not effective. John Nelson stated that the way the Board meetings are now set up is that the full Board receives all of the same information at one time and information is not being presented twice. Discussion ensued.
- Millie Hofer stated that after she read the last Stakeholder meeting report that they received more information on what was actually going on within Northpointe than the Board received. Ms. Hofer stated that she did question this and there is always room for improvement which she feels will occur.
- Ann Martin stated that she is glad that Ms. Peretto brought up the above issue as it is good to be reflective on how things are being done and to make sure everyone is being responsible with the business of Northpointe.

ADJOURN

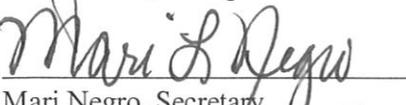
A motion was made by J. Dehn, supported by P. Phillips to adjourn the meeting. **Motion carried unanimously.**

Meeting adjourned at 5:23 p.m.

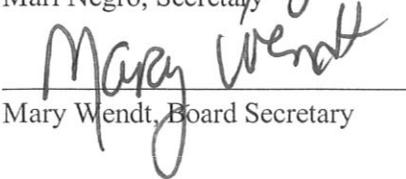
The next regular Board meeting is scheduled for **July 23, 2015 in Kingsford, Michigan at 4:00 p.m.**



John Nelson, Chairperson



Mari Negro, Secretary



Mary Wendt, Board Secretary