



Administrative Office, 105 Hall Street, Suite A, Traverse City, MI 49684

Board of Director's Meeting Minutes

October 15, 2009

6:30 PM

1. CALL TO ORDER:

ROOC, Inc., 11051 N. Cut Road, Pioneer Hills, Roscommon, Michigan. Called to order at 6:55 p.m. by Jack Mahank (started late due to a tour of the facility).

Board Members Present: Jack Mahank, Dave Stephenson, Beth Friend, Melissa Fournier, Mary Lee Pakieser, Frank Tosiello, Helen Stimson, Pat McLaughlin, Juanita Farr, Don Halvorsen, Al Cambridge, Nina Zamora and Les Barnes.

Board Members Absent: David Marshall (advance notice), Jane Whitney (advance notice), and Bill Ancel (advance notice).

Others Present: Greg Paffhouse, Chief Executive Officer; Deb Lavender, Executive Secretary; Bruce Bridges, Chief Financial Officer; Harold Meeuwes, Lead Maintenance Worker; David Branding, Director of Quality Management; Bill Slavin, Chief Managed Care Officer; Mary Hubbard, Chief Operations Officer for Children and Families; Rosemary Pierson, Residential Services Supervisor; Julie Burleigh, Wright Street Home; Shelly Davis, Pearl Street Home; Bill Woodward, Residential Program Specialist; Carol Sluck, Woodland Home; and Nancy Schornack, Jones Lake Home.

The Pledge of Allegiance was spoken.
Les Barnes was appointed as timekeeper. Confirmation of a Quorum.

2. APPROVAL OF AGENDA:

MOTION:	Approve the Agenda of October 15, 2009 Board of Director's Meeting as presented.
RESULT:	ADOPTED [UNANIMOUS]
MOVER:	Mary Lee Pakieser
SECONDER:	Don Halvorsen

3. CONFLICT OF INTEREST DECLARATION:

No Board members declared a conflict of interest for tonight's business.

4. CONSENT AGENDAS – MANAGEMENT AND BOARD:

A. Consideration of Management Consent Agenda

MOTION:	Approve the Management Consent Agenda of October 15, 2009 as written.
RESULT:	ADOPTED [UNANIMOUS]
MOVER:	Juanita Farr
SECONDER:	Dave Stephenson

B. Consideration of Board Consent Agenda

MOTION:	Approve the Board Consent Agenda of October 15, 2009 as presented.
RESULT:	ADOPTED [UNANIMOUS]
MOVER:	Mary Lee Pakieser
SECONDER:	Juanita Farr

5. OWNERSHIP LINKAGE:

- A. *Citizen Comment*
None.
- B. *Ownership Communication*
None.

6. CONSIDERATION OF PIHP ITEMS:

A. Report on 10/13/09 MCAC Meeting

Bill Slavin reported the Managed Care Advisory Committee met earlier this week. Members discussed the ramifications of the proposed budget and follow-up discussion about items that had been raised previously regarding examining the feasibility of consolidation as they relate to the ARR and administrative efficiencies. They reviewed the communication and dialogue with the Department about the ARR and we will continue to engage in the process with the workgroup from the Department. An update was provided on the MDCH Site Review. Reviewed the status of West Michigan CMHS legal challenges regarding building leases in Mason and Oceana counties. They also approved the 2010 MCAC meeting schedule; Meetings will occur on the second Tuesday of January, April, July and October.

B. Report on MDCH Site Review

Bill reviewed the Summary of Scores comparing the preliminary scores from 2009 to actual 2007 and 2005. The Department of Community Health conducts a full two and a half week review on alternate years and in year between reviews the Plan of Correction. The full review is comprised of interviews of consumers, charts reviews, conducted a consumer panel meeting, completed 10 off-site reviews and reviews of personnel and training records as well. The PIHP does an annual site review of each of the affiliates and they had the same findings. Once the report is received a Plan of Correction will be completed with areas that are out of compliance and this will be brought back to the Board. Bill identified that there are areas that we will need to focus our attention on before the Department returns. Bill responded to questions regarding systemic issues and training. He noted that the scores are composite scores, i.e., include West Michigan and Northern Lakes. A comparison will be provided to us that shows how we compare to other PIHPs statewide.

7. ASSURANCE OF ORGANIZATIONAL PERFORMANCE:

A. Receipt of CEO Monitoring Report

Policy 1-1-01 Consumer and Community Ends – there was full agreement that we are in compliance but there were some interesting comments raised and Greg referred to them in his response. Greg noted that the question came from the CAFAS Tool Functional Assessment instrument. Greg also linked our current Ends to the CAFAS instrument. The Nominating and Leadership Development Committee will need to finalize the agendas related to children’s services for the rest of the fiscal year.

MOTION:	Receive and File the Monitoring Report 1-1-01 Consumer and Community Ends.
RESULT:	ADOPTED [UNANIMOUS]
MOVER:	Don Halvorsen
SECONDER:	Mary Lee Pakieser

Policy 1-2-03 Compensation of the Employed Workforce – all board members felt we were in compliance. Referenced the CEO’s response relative to “at will” and “just cause”. Greg noted that this was worked out with counsel and we remain an “at will” employer and that we also have a dispute resolution process.

MOTION:	Receive and File the Monitoring Report 1-2-03 Compensation of the Employed Workforce.
MOVER:	Mary Lee Pakieser
SECONDER:	Les Barnes

B. New Operational Worries

Concern was expressed about the budget situation for FY 2010 and for FY 2011 it will depend on the federal government.

C. October Monitoring Assignment

Monitoring report 1-2-04 Financial Management should be completed and turned in.

Monitoring report 1-2-05 Asset Protection should be completed and turned in.

8. BOARD MEANS SELF-ASSESSMENT:

A. Receipt of Board Monitoring Report – None.

B. October Monitoring Assignment

Monitoring report 1-3-00 Global Governance Process/Ownership Linkage should be completed and turned in.

Monitoring report 1-4-00 Global Governance – Board/CEO Linkage should be completed and turned in.

9. GOVERNANCE POLICIES DISCUSSION AND ASSESSMENT:

A. Ends

None.

B. Executive Limitations

FY 10 Capitalization Plan Budget Funding Plan – There was a request last month to provide the Board with the funding source plan which includes how much we paid for depreciation expense out of the normal budget. Over time there will be a fund balance usage or a gain in fund balance.

MOTION:	Receive and file the Detail on the Capitalization Plan Funding Source for FY 2010.
RESULT:	ADOPTED [UNANIMOUS]
MOVER:	Al Cambridge
SECONDER:	Frank Tosiello

C. Board/CEO Linkage

None.

D. Governance Process/Ownership Linkages

MACMHB Fall Conference – Boardworks Attendance – Board members were asked to review for accuracy. Boardworks 2 training is available through DVD and on-line. A number of Board members have already been certified.

10. OWNERSHIP LINKAGE:

A. Citizen Comment:

None.

11. ANNOUNCEMENTS/BOARD MEMBER REPORTS:

- A Recipient Rights Advisory Committee (RRAC) meeting was held on October 13. At this meeting they reviewed the applications for the vacancies, finalized their meeting schedule and agenda planning for 2010, finalized training plan for 2010 and had a training on Creating a Culture of Gentleness. Reviewed the current vacancies by county and the applications received. The RRAC Committee is proposing that the Board or a committee (perhaps the Nominating and Leadership Development committee) review the applications and interview or have a Board member from the specific county review the applicants and bring back to the Board with recommendations for appointment. The RRAC Committee did

not want to choose so that they were not biased. The Board did not have information in front of them as to action taken previously. By agreement the Board asked this be brought back for discussion at the November meeting along with the minutes and documents needed for appropriate action.

- Photobiography notebooks were shared with the Board.
- Club Cadillac received their ICCD Certification.
- Referenced article in the Board Packet about People with Disabilities.

12. MEETING EVALUATION:

- #1- We spent our time on the most important governance topics: majority satisfactory.
- #2- We encouraged diversity of viewpoints: majority excellent.
- #3- Our decisions were made collectively: majority excellent.
- #4- The Board used its time effectively: majority satisfactory.
- #5- What is the most important thing the Board could do to improve our function as a Board? not discussed.

13. NEXT MEETING AGENDA:

November agenda items: MDCH Site Review-Compliance Monitoring Corrective Action Plan, and Recipient Rights Advisory Committee Appointment Process.

14. ADJOURNMENT:

MOTION:	Adjourn the meeting.
RESULT:	ADOPTED [UNANIMOUS]
MOVER:	Mary Lee Pakieser
SECONDER:	Don Halvorsen

The meeting adjourned at 7:58 p.m.

Respectfully Submitted,

Debra Lavender, Recording Secretary