

NORTHPOINTE HEALTHCARE SYSTEMS BOARD OF DIRECTORS

Regular Meeting

MINUTES

715 Pyle Drive, Kingsford, MI

January 10, 2019 – 4:30 p.m.

CALL TO ORDER/ROLL CALL:

Joan Luhtanen, Chairperson, called the meeting to order at 4:35 p.m.; Kelly Stankevich, Administrative Assistant, conducted the roll call.

<u>MEMBERS</u>	<u>Present</u>	<u>Excused Absent</u>	<u>Absent</u>	<u>MEMBERS</u>	<u>Present</u>	<u>Excused Absent</u>	<u>Absent</u>
Dehn, Janet*	X			Negro, Mari	X		
Hafeman, Jan	X			Pasternak, Nancy		X	
Hofer, Millie*	X			Phillips, Patricia	X		
Roberge, Robert	X			Zevitz, Michael Dr.	X		
Pirlot, Kevin	X			Korpi, Thomas	X		
McCole, Gerald	X			Luhtanen, Joan	X		

* Video conference from the Northpointe Menominee office

** Telephone attendance

REPRESENTING ADMINISTRATION: J. Lindow, K. Stankevich

Chairperson Luhtanen welcomed and introduced new Board Member, Kevin Pirlot to each representative.

PLEDGE OF ALLEGIANCE – The Pledge of Allegiance to the Flag was recited by all.

PUBLIC COMMENTS – None

APPROVAL OR AMEND AGENDA

Chairperson Luhtanen asked for approval or amendment of agenda. Chairperson Luhtanen requested the addition of appointing a NorthCare Board Representative to replace the vacant seat left by A. Martin as New Business under Board By-Laws and Policies. J. Lindow requested addition of First National Bank Corporation Resolution and Pay Rate for temporary, special part-time CFO position be added under New Business, after appointing new NorthCare delegate. J. Lindow requested holding the Board and NBHS Leadership Retreat conversation until J. Cescolini was back in attendance.

ACTION: Moved to approve agenda as amended.

Motion by: J. Hafeman supported by G. McCole to approve agenda as amended.

Motion carried unanimously.

M. Zevitz arrived at 4:42 p.m.

APPROVAL OF REGULAR BOARD MEETING MINUTES

ACTION: Moved to approve 12-13-18 Regular Board meeting minutes.

Motion by: J. Hafeman supported by R. Roberge to approve the 12-13- Regular meeting minutes as presented.

Motion carried unanimously.

PRESENTATION – None

ACTION ITEMS

- **Finance**

- a) **Interim Financial Statement – September 2018**

- ACTION:** Moved to approve Interim Financial Statement – September 2018

- Motion by:** G. McCole supported by M. Negro to approve Interim Financial Statement – September 2018

- Motion carried unanimously.**

b) Financial Statement – October 2018

ACTION: Moved to approve Financial Statement – October 2018

Motion by: J. Hafeman supported by G. McCole to approve Financial Statement – October 2018

Motion carried unanimously.

#	Name of Contract	Contract Type	Date of Contract	Old Rate	New Rate	Change
A	Bonnie Daligga	Reflective Supervision	1/1/19-12/31/19	\$75.00/hr. infant reflective certification group supervision \$60.00/hr. individual reflective supervision	\$75.00/hr. infant reflective certification group supervision \$60.00/hr. individual reflective supervision	None
B	Ihander AFC	Residential	1/1/19-12/31/19	Based on individuals needs from Plan of Service	Based on individuals needs from Plan of Service	None
C	Kutha AFC	Residential	1/1/19-12/31/19	Based on individuals needs from Plan of Service	Based on individuals needs from Plan of Service	None

c) Contract Grid 12-13-18 (Bonnie Daligga, Ihander AFC, Kutha AFC)

ACTION: Moved to approve Contract Grid 12-13-18

Motion by: J. Hafeman supported by T. Korpi to approve Contract Grid 12-13-18 as presented.

Motion carried unanimously.

d) Draft CEO Report

Members discussed layout and contents of proposed format.

Outcome: Consensus is to approve new layout of CEO Reports.

d) FY19 QAPIP Report

ACTION: Moved to approve FY19 QAPIP Report

Motion by: J. Hafeman supported by P. Phillips to approve FY19 QAPIP Report as presented.

Motion carried unanimously.

NEW BUSINESS (Discussion only)

- **Finance**

- a) **Check Disbursement – November 2018**

Miscellaneous questions addressed.

Outcome: Action Item for next meeting.

- b) **Financial Statement – November 2018**

Accounting software changes in calculating overtime discussed. Miscellaneous questions addressed.

Outcome: Action Item for next meeting.

- c) **Contract Grid 12-27-18 (TRICO Cleaning IR)**

Board members discussed increase and requested detailed reason for rate increase.

Outcome: Action Item for next meeting. J. Lindow to provide Board with answers to questions.

- **CEO Report**

Consensus of members is this report is an excellent source of information. J. Lindow informed Board that M. Domitrovich is stepping down as Menominee County Director. However, she will remain with Northpointe as a therapist. Also reminded members of Do It for Daniel at the Windsor Center in Iron River.

Outcome: J. Cescolini to clarify reason for Director stepping down.

- **Goodwill Audit and Contract Discussion**

Discussed result of NorthCare audit of Goodwill. Previous Interim CEO, B. Adrian, negotiated a 60/40 agreement for repayment of Medicaid dollars to MDHHS. J. Cescolini met with Goodwill CEO, Jim Borowski, to finalize a payment schedule. Plan of Correction was submitted to NorthCare and a claim with MI Municipal Risk Insurance was submitted under the errors and omissions portion of the policy.

Outcome: Informational

- **CEO Evaluation Ad Hoc Committee**
Board members favor still forming committee to design an evaluation for the CEO performance reviews.
Outcome: Return to next agenda.
- **Board and NBHS Leader Retreat**
Hold pending return of J. Cescolini.
Outcome: Return to next agenda.
- **Organizational Structure**
Discussed Table of Organization provided.
Outcome: Informational
- **Stakeholder Application**
Discussed openings available. All applications received are renewals.
ACTION: Motion by M. Negro supported by J. Hafeman to move Stakeholder applicants to an Action Item at present meeting.

ROLL CALL conducted by K. Stankevich, Administrative Assistant

ROLL CALL VOTE	YES	NO		YES	NO
Dehn	X		Negro	X	
Hafeman	X		Phillips	X	
Hofer	X		Roberge	X	
Pirlot	X		Zevitz	X	
McCole	X		Korpi	X	
Luhtanen	X				

Motion carried unanimously.

ACTION: Motion by M. Negro supported by J. Hafeman to reappoint D. Burrell, S. Morin, S. Kyllonen, H. Latvala, and P. Partlow to the Stakeholder Committee.

Motion carried unanimously.

- **Recipient Rights Application**
Discussed one application sent in packets and recent addition added to folders. Both applicants are renewals that were missed during the annual renewal process and should have been reappointed at the end of March 2018.
ACTION: Motion by M. Negro supported by J. Hafeman to move Recipient Rights applicants to an Action Item at present meeting.

ROLL CALL conducted by K. Stankevich, Administrative Assistant

ROLL CALL VOTE	YES	NO		YES	NO
Dehn	X		Negro	X	
Hafeman	X		Phillips	X	
Hofer	X		Roberge	X	
Pirlot	X		Zevitz	X	
McCole	X		Korpi	X	
Luhtanen	X				

Motion carried unanimously.

ACTION: Motion by M. Negro supported by M. Zevitz to reappoint B. Nord-Grenier and W. Bouchard to Recipient Rights Committee retroactive to March 2018.

Motion carried unanimously.

- **Board By-Laws and Policies Approach**
Discussed having special meetings, early meetings, or Ad Hoc Committee to review Board By-Laws and Policies.
Outcome: Consensus is to meet at 4:00 p.m., prior to regular meetings, beginning February 7, 2019 and continuing until project is complete. Place on next agenda as a reminder.

- **NorthCare Board Representative Appointment**

Discussed prospective candidates for the NorthCare appointment to replace A. Martin.

Outcome: Chairperson Luhtanen appointed J. Hafeman to the NorthCare Governing Board.

- **First National Bank Corporate Resolution**

First National Bank requires Corporate Resolution to replace J. McCarty and B. Ducoli with J. Lindow and J. Cescolini as Northpointe’s authorized representatives for fund management.

ACTION: Motion by J. Hafeman supported by M. Negro to move First National Bank Corporate Resolution to an Action Item at present meeting.

ROLL CALL conducted by K. Stankevich, Administrative Assistant

ROLL CALL VOTE	YES	NO		YES	NO
Dehn	X		Negro	X	
Hafeman	X		Phillips	X	
Hofer	X		Roberge	X	
Pirlot	X		Zevitz	X	
McCole	X		Korpi	X	
Luhtanen	X				

Motion carried unanimously.

ACTION: Motion by J. Hafeman supported by M. Negro to approve the revised Corporate Resolution for First National Bank as presented.

Motion carried unanimously.

- **Pay Rate for Temporary Special Part-time CFO**

Discussed need for new Director of Finance to obtain assistance from B. Adrian to complete end-of-year reports prior to the upcoming audit. Requested approval for \$44.11 per hour as a rate of pay for this temporary position. Starting position on January 13, 2019 and returning for a short time in February 2019. Miscellaneous questions addressed.

ACTION: Motion by M. Negro supported by P. Phillips to move Pay Rate for Temporary Special Part-time CFO to an Action Item at present meeting.

ROLL CALL conducted by K. Stankevich, Administrative Assistant

ROLL CALL VOTE	YES	NO		YES	NO
Dehn	X		Negro	X	
Hafeman	X		Phillips	X	
Hofer	X		Roberge	X	
Pirlot	X		Zevitz	X	
McCole	X		Korpi	X	
Luhtanen	X				

Motion carried unanimously.

ACTION: Motion by J. Hafeman supported by M. Negro to approve \$44.11 per hour rate of pay for the temporary special part-time CFO position.

Motion carried unanimously.

MISCELLANEOUS BOARD/COMMITTEE REPORTS

- NorthCare Required Compliance Self-Study Training Booklet
Outcome: Return signed acknowledgement to Administrative Assistant once complete.
- CMHA Weekly Update 12-21-18
Outcome: Informational
- Annual Board Self Study Trainings
Outcome: Return signed acknowledgement to Administrative Assistant once complete.

- Confidentiality Agreement for 2019
Outcome: Return signed acknowledgement to Administrative Assistant once complete.

PUBLIC COMMENTS – None

BOARD COMMENTS

J. Luhtanen expressed thanks to the IT Team for the monitor they fixed at Hughitt Street.

J. Luhtanen addressed letters received from staff. While the information in letters is welcomed, the Board would like to encourage patience with the new administration during this period of transition. The Board sincerely hopes staff will report issues to the proper channels such as the CEO, HR, or Finance Director prior to mailing them. The Board is to be informed of the measures taken to address any letters they receive.

G. McCole attended the DCH Board of Trustees meeting today and informed members that the people involved are doing a wonderful job of finding funds to save the hospital.

J. Luhtanen thanked everyone for food brought to the potluck, and stated A. Martin was pleased the Board did this for her.

ADJOURN

ACTION: Motion by G. McCole supported by P. Phillips to adjourn meeting.

Motion carried unanimously.

Meeting adjourned at 5:40 p.m.

The next Regular Board meeting is scheduled for Thursday, January 24 in Kingsford, Michigan at 4:30 p.m.

Joan Luhtanen, Chairperson

Patricia Phillips, Secretary

Kelly Stankevich, Administrative Assistant