

COMMUNITY MENTAL HEALTH PARTNERSHIP OF SOUTHEAST MICHIGAN
 REGULAR BOARD MEETING
 Patrick Barrie Room
 3005 Boardwalk Dr., Ste. 200, Ann Arbor, MI
 Wednesday, March 11, 2020
 6:00 PM



Agenda

	<u>Guide</u>
I. Call to Order	1 min
II. Roll Call	2 min
III. Consideration to Adopt the Agenda as Presented	2 min
IV. Consideration to Approve the Minutes of the 2-12-20 Regular Meeting and Waive the Reading Thereof {Att. #1}	2 min
V. Audience Participation (5 minutes per participant)	
VI. Old Business	15 min
a. March Finance Report – FY20 as of January 31 st {Att. #2}	
VII. New Business	30 min
a. Board Action Request {Att. #3}	
Consideration to approve the CEO to execute the presented contracts/amendments	
b. Board Action Request {Att. #4}	
Consideration to approve the revised CMHPSM CEO Authority – Employee Position Control and Compensation Policy	
c. Preparation for April Review	
i. CMHPSM Board Bylaws {Att. #5}	
ii. CMHPSM Board Governance Manual {Att. #6}	
VIII. Reports to the CMHPSM Board	20 min
a. Report from the SUD Oversight Policy Board (OPB) {Att. #7}	
b. CEO Report to the Board {Att. #8}	
IX. Adjournment	

CMHPSM Mission Statement

Through effective partnerships, the CMHPSM shall ensure and support the provision of quality integrated care that focuses on improving the health and wellness of people living in our region.

**COMMUNITY MENTAL HEALTH PARTNERSHIP OF SOUTHEAST MICHIGAN
REGULAR BOARD MEETING MINUTES
February 12, 2020**



- Members Present:** Judy Ackley, Greg Adams, Susan Fortney, Roxanne Garber, Bob King, Sandra Libstorff, Charles Londo, Katie Scott, Sharon Slaton
- Members Absent:** Charles Coleman, Gary McIntosh, Caroline Richardson, Ralph Tillotson
- Staff Present:** Kathryn Szewczuk, Stephannie Weary, Lisa Jennings, James Colaianne, Connie Conklin, Dana Darrow, Trish Cortes, CJ Witherow, Matt Berg
- Others Present:** Lori Lutomski

I. Call to Order
Meeting called to order at 6:03 p.m. by Board Chair S. Slaton.

II. Roll Call
J A quorum of members present was confirmed.

III. Consideration to Adopt the Agenda as Presented

**Motion by R. Garber, supported by K. Scott, to approve the agenda
Motion carried**

New Business – Item D: Update on review process for J. Colaianne.

IV. Consideration to Approve the Minutes of the December 11, 2019 Regular Meeting and Waive the Reading Thereof

**Motion by R. Garber, supported by B. King, to approve the minutes of the December 11, 2019 regular meeting and waive the reading thereof
Motion carried**

V. Audience Participation
None

VI. Old Business
a. February Finance Report – FY20 as of December 31st
J M. Berg presented.
J M. Berg will bring a draft dashboard for the board's review. It will show relevant information in a 1-page format.

VII. New Business
a. Board Action Request
Consideration to approve the CEO to execute the presented contracts/amendments

CMHPSM Mission Statement

Through effective partnerships, the CMHPSM shall ensure and support the provision of quality integrated care that focuses on improving the health and wellness of people living in our region.

Motion by B. King, supported by R. Garber, to approve the CEO to execute the presented contracts/amendments
Motion carried

- b. Contracts Executed Within CEO Authority
 -) J. Colaianne provided an overview of the Forefront Translation Services contract, which falls within the CEO's authority to enact.
- c. Board Action
 -) Consideration to approve the CMHPSM Board Chair to sign formal proclamation acknowledging the five years of service by Stephannie Weary to the PIHP region as a CMHPSM employee

Motion by R. Garber, supported by S. Fortney, to recognize Stephannie Weary for five years of service at the CMHPSM
Motion carried

- d. CEO Review
 -) The CEO Evaluation Committee is composed of S. Slaton, C. Richardson, and S. Fortney.
 -) The committee is in contact with Maureen Stapleton, who administered last year's 360 review. The committee will have an update at the March Regional Board meeting.

VIII. Reports to the CMHPSM Board

- a. Report from the SUD Oversight Policy Board (OPB)
 -) J. Coleman provided an overview of the recent OPB meeting.
 -) Charles Coleman has resigned from the Oversight Policy Board, which also removes him from the Regional Board. OPB will need to appoint a new representative to the Regional Board
- b. CEO Report to the Board
 -) J. Colaianne provided an update on CMHPSM, regional and state-level updates activities.

IX. Adjournment

Motion by B. King, supported by K. Scott, to adjourn the meeting
Motion carried

Meeting adjourned at 7:00 p.m.

Judy Ackley, CMHPSM Board Secretary

CMHPSM Mission Statement

Through effective partnerships, the CMHPSM shall ensure and support the provision of quality integrated care that focuses on improving the health and wellness of people living in our region.

**Community Mental Health Partnership of Southeast Michigan
Preliminary Statement of Revenues and Expenditures
For the Period Ending January 31, 2020**

See Notes Attached		Preliminary FY20 Budget	Budget to date	YTD Actual	YTD Actual O/(U) Budget	Percent Variance Actual to Budget	Projected YE	Projected O/(U) Budget
Operating Revenue								
1	Medicaid Capitation SP/B3/1915i	95,143,183	31,714,394	29,578,222	(2,136,173)	-7.22%	88,734,665	(6,408,518)
	Medicaid Capitation HSW	46,803,340	15,601,113	13,456,942	(2,144,171)	-15.93%	40,370,827	(6,432,514)
	Medicaid Captiation CWP	-	-	384,685	384,685	100.00%		
	Medicaid Captiation SEDW	-	-	102,678	102,678	100.00%		
	Performance Based Incentive Pool (Est)	1,503,268	501,089	501,089	(0)	0.00%	1,503,267	(1)
2	Medicaid SUD Capitation	2,572,636	857,545	1,008,947	151,402	15.01%	3,026,841	454,205
	Healthy Michigan Plan	13,320,980	4,440,327	3,578,213	(862,114)	-24.09%	10,734,639	(2,586,341)
	Healthy Michigan Plan SUD	4,693,454	1,564,485	2,011,562	447,077	22.23%	6,034,685	1,341,231
	Autism	10,290,788	3,430,263	4,475,912	1,045,649	23.36%	13,427,736	3,136,948
	SUD Community Block Grant	5,999,850	1,999,950	1,977,735	(22,215)	-1.12%	5,933,205	(66,645)
3	Block Grants	447,733	149,244	67,879	(81,365)	-119.87%	203,638	(244,095)
	SUD PA2 - Cobo Tax Revenue	1,860,059	620,020	620,020	0	0.00%	1,860,060	1
	SUD PA2 - Cobo Tax Use of Reserve	1,564,432	521,477	521,477	(0)	0.00%	1,564,431	(1)
4	Local Match	1,577,780	525,927	452,437	(73,490)	-16.24%	1,357,311	(220,469)
5	Other Revenue	331,920	110,640	5,413	(105,227)	-1944.14%	16,238	(315,682)
	Anticipated Medicaid Revenue	-	-	-	-	0.00%	-	-
	Shared Risk Corridor MDHHS share	-	-	-	-	0.00%	-	\$0
Total Revenue		\$ 186,109,423	\$ 62,036,474	\$ 58,743,210	\$ (3,293,264)	-5.61%	\$ 174,767,542	\$ (11,341,881)
Funding For CMHSP Partners								
	Lenawee CMHSP	20,418,362	6,806,121	6,540,348	(265,772)	-4.06%	19,621,045	(797,317)
	Livingston CMHSP	30,425,637	10,141,879	10,095,196	(46,683)	-0.46%	30,285,588	(140,049)
	Monroe CMHSP	31,294,417	10,431,472	10,111,593	(319,879)	-3.16%	30,334,779	(959,638)
	Washtenaw CMHSP	75,690,255	25,230,085	24,040,657	(1,189,428)	-4.95%	72,121,971	(3,568,284)
Total Funding For CMHSP Partners		\$ 157,828,671	\$ 52,609,557	\$ 50,787,795	\$ (1,821,762)	-3.59%	\$ 152,363,384	\$ (5,465,287)
6	Funding For SUD Services							
	Lenawee County	2,195,015	731,672	721,137	(10,535)	-1.46%	2,163,410	(31,605)
	Livingston County	1,957,859	652,620	564,991	(87,628)	-15.51%	1,694,974	(262,885)
	Monroe County	2,088,693	696,231	797,903	101,672	12.74%	2,393,708	305,015
	Washtenaw County	6,223,491	2,074,497	1,880,356	(194,141)	-10.32%	5,641,067	(582,424)
	State Targeted Response	974,954	324,985	214,100	(110,884)	-51.79%	642,301	(332,653)
	State Opioid Response	1,116,363	372,121	198,955	(173,166)	-87.04%	596,864	(519,498)
Total Funding For SUD Services		\$ 14,556,375	\$ 4,852,125	\$ 4,377,441	\$ (474,684)	-10.84%	\$ 11,893,158	\$ (2,663,216)

**Community Mental Health Partnership of Southeast Michigan
Preliminary Statement of Revenues and Expenditures
For the Period Ending January 31, 2020**

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Other Contractual Obligations

Hospital Rate Adjuster (Est)	4,819,584	1,606,528	1,606,528	-	0.00%	4,819,584	-
Insurance Provider Assessment Tax (Est)	1,685,151	561,717	561,717	-	0.00%	1,685,151	-
Local Match (Est)	1,577,780	525,927	525,927	-	0.00%	1,577,780	-
Total Other Costs	\$ 8,082,515	\$ 2,694,172	\$ 2,694,172	\$ -	0.00%	\$ 8,082,515	\$ -

7 **CMHPSM Administrative Costs**

Salaries & Fringes	2,317,605	772,535	632,615	(139,920)	-22.12%	1,897,844	(419,761)
Administrative Contracts	1,536,417	512,139	281,531	(230,608)	-81.91%	844,594	(691,823)
Board Expense	2,750	917	107	(809)	-755.34%	322	(2,428)
All Other Costs	281,822	93,941	45,416	(48,525)	-106.85%	136,247	(145,575)
Total Administrative Expense	\$ 4,138,594	\$ 1,379,531	\$ 959,669	\$ (419,862)	-43.75%	\$ 2,879,007	\$ (1,259,587)
Risk Reserve Provision	\$ 1,503,268	\$ 501,089	\$ 501,089	\$ -	-	\$ 1,503,268	\$ -
Total Expense	\$ 186,109,423	\$ 62,036,474	\$ 59,320,166	\$ (2,716,308)	-4.58%	\$ 176,721,332	\$ (9,388,090)
Revenues over (under) Expenditures	\$ 1	\$ 0	\$ (576,956)	\$ (576,956)		\$ (1,953,790)	\$ (1,953,791)

Assumptions for Statements

Revenue was lower than expected for some fund sources and higher for others in the first quarter due to various capitation payment system issues at MDHHS which are expected to be corrected with February payments to the PIHP.

CWP and SEDW are new c waiver revenue streams which will be included in a future projections. Before we can make projections, issues with state funding need to be resolved.

Budget for PBIP was based on estimates, we received new projection amounts from the state and will include in a future projections.

Billing process for beginning of fiscal year is lagging due to new billing process at the state level.

Local Match requirements were lowered 20% by the State, revenues correlate with expenses. Will include in a future projections.

Other Revenue under budget primarily due to SIS assessments being brought in-house. Revenue correlates to expenses.

Late implementation of programming has lead to expenses being under budget.

Under budget due to timing, SIS assessments being brought in house, and capitalization of the EHR.

PBIP and PA2 monies not yet received. Estimates based on reports from state.



**Community Mental Health Partnership of Southeast Michigan
Preliminary Statement of Revenue and Expenses Notes
For the Period Ending January 30, 2020
(see numbered lines on Financial Statement)**

ADMINISTRATION

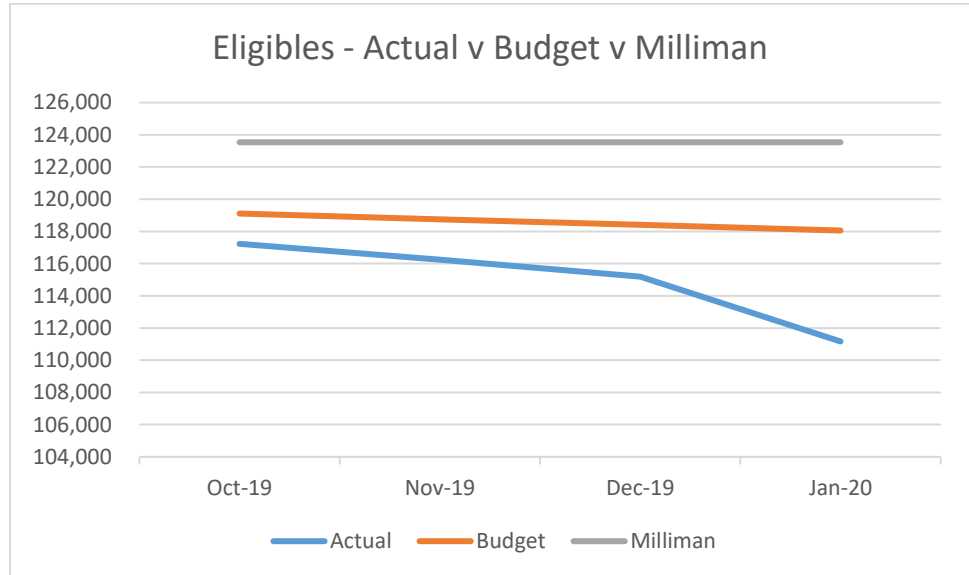
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James Colaianne
CEO

BOARD OF DIRECTORS

Judy Ackley
Greg Adams
Charles Coleman
Susan Fortney
Roxanne Garber
Bob King
Sandra Libstorff
Charles Londo
Gary McIntosh
Caroline Richardson
Katie Scott
Sharon Slaton
Ralph Tillotson

1. Revenue remains under budget due to funding from the state remaining below both what was projected by Milliman and the lower number used to create the 2020 budget. The following chart shows the problem.



We have received numerous assurances from the state that the problem will be resolved. The PIHP staff worked extensively with the state during February and we are hopeful that the March payments will finally resolve this issue.

Informal conversation with the CFOs of the four county CMHs reveals about (\$2.4M) in underfunding for Medicaid expenses through December.

2. Funding for SUD is over budget due to additional funding from the state.

3. Block grant funding is lower than budget due to contracts starting after the beginning of the fiscal year.

4. Local Match was brought up to budget with a payment received in February.

5. Other revenue will remain under budget for the year due to delays in hiring for the SIS position.

6. Although the Funding for SUD services is below budget, at almost \$4.4M it is ahead of the \$4.1M spent through January 2019. Staff are working on issuing contract to more providers to reach budgeted spending.

7. Administrative expenses are below budget primarily due to position open early in the year that are mostly filled today.

8. No CMH reported more than a 5% budget variance, although two indicated the variance would occur if state funding is not resolved.



Regional Board Action Request – Contracts

Board Meeting Date: March 11, 2020

Action(s) Requested: Approval for the CEO to execute the contracts/amendments listed below.

Organization - Background	Term	Funding Level	Funding Source	Agreement Type
Home of New Vision - Funds to expand Project ASSERT SUD peer recovery services in emergency rooms. Services expanded to one peer at St. Joseph Mercy Hospital emergency room.	10/1/2019 – 4/30/2020	Annual increase of \$23,168.25 from \$38,654 to \$ 61,822.25	State Targeted Response Grant	Contract Amendment
Washtenaw Catholic Social Services – Outpatient SUD services to expand the network in serving the MDOC priority population.	4/1/2020-9/30/2020	FY2020 CMHPSM Standardized Rates	Medicaid, HMP, Block Grant by consumer eligibility	New Agreement
Complete Counseling Outpatient SUD services to expand the network in serving the MDOC priority population.	4/1/2020 – 9/30/2020	FY2020 CMHPSM Standardized Rates	Medicaid, HMP, Block Grant by consumer eligibility	New Agreement
KPEP – Residential SUD services to expand the network in serving the MDOC priority population.	4/1/2020-9/30/2020	FY2020 CMHPSM Standardized Rates	Medicaid, HMP, Block Grant by consumer eligibility	New Agreement

CMHPSM Staff Recommendation: Approval

Community Mental Health Partnership of Southeast Michigan		Policy: <u>CMHPSM CEO Authority - Employee Position Control and Compensation</u>	
PIHP Operations			
	Date of Board Approval 8-13-14	Date of Implementation 8-13-14	

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I. PURPOSE

This policy shall govern the authority of the Community Mental Health Partnership of Southeast Michigan (CMHPSM) Chief Executive Officer, to assure that the PIHP maintains the appropriate number and classification of staffing to carry out the Regional Board's purpose, goals and contractual requirements.

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II. REVISION HISTORY

Revision Date	Modification	Implementation Date
12-10-14	Standards Letter D. Amended to provide flexibility in negotiating	12-10-14
<u>2-28-20</u>	<u>Revisions to CEO title</u>	

III. POLICY

It is the policy of the CMHPSM that the Chief Executive Officer has the necessary decision-making authority to determine, hire and support the human resources necessary to manage the operations of the PIHP and the Regional Board.

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IV. DEFINITIONS

Community Mental Health Partnership of Southeast Michigan (CMHPSM): The Regional Entity that serves as the PIHP for Lenawee, Livingston, Monroe and Washtenaw counties for mental health, intellectual/developmental disabilities, and substance use disorder services.

Operating Agreement: The Agreement by and between the CMHPSM Partner CMHSP Boards to set forth the terms and conditions of the operation of the CMHPSM in accordance with the CMHPSM Bylaws and Shared Governance documents.

V. STANDARDS

- A. The Chief Executive Officer is responsible for commitments of resources and the organization and control of these resources.
- B. The Chief Executive Officer is responsible for the development and maintenance of employee pay schedules, benefit packages and retirement options.
- C. The Chief Executive Officer is responsible for establishing and determining Human Resource policies, job descriptions, employee classifications, the number of required full time equivalent positions and an employee evaluation and performance pay system in alignment with the approved budget.
- D. The Chief Executive Officer is authorized to negotiate a starting salary that considers approved pay range and total compensation budgeted for the respective positions when the experience and salary of the candidate and market conditions warrant such compensation. Recommendations outside of these parameters will be brought to the Board for approval.

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Attachment #4 – March 2020

- E. The Chief Executive Officer shall be authorized to hire, supervise and terminate employees consistent with Board approved PIHP operational policies and enter into agreements related to the leasing of PIHP personnel from a CMHPSM Partner or another entity.
- F. The Chief Executive Officer shall be authorized to sign certain contracts covering employee medical/dental, life, and long-term disability insurance, deferred compensation, and trust agreement benefits that are in accordance with previous Board action, and shall file the originals as required.
- G. The Chief Executive Officer shall be authorized to change the job title and description of a position to one of the same or lower classifications when filling a vacancy if he/she believes there is justification.
- H. The Chief Executive Officer shall be authorized to approve the hire of temporary employees when the hiring of temporary personnel would be more cost effective than contractual services.
- I. Proposed changes to the salary schedule, number of employees and classifications that have a budgetary impact will be brought to the Board for approval during the annual budget process.
- J. The Employee Handbook, outlining personnel policies and compensation, will be made available to the Regional Board whenever requested.

*PLEASE NOTE, AT THE 12/14/16 REGIONAL BOARD MEETING, THE BOARD DECIDED THAT AN ANNUAL REVIEW OF THE EMPLOYEE HANDBOOK WAS NOT NECESSARY.

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AMENDED BYLAWS

COMMUNITY MENTAL HEALTH PARTNERSHIP OF SOUTHEAST MICHIGAN

ARTICLE I CREATION AND NAME

SECTION A. CREATION. Pursuant to Section 330.1204b of Act 258 of the Public Acts of 1974 as amended (Mental Health Code), the Community Mental Health Authorities of Lenawee, Livingston, and Monroe Counties and the Community Mental Health Agency of Washtenaw County (the Partners) hereby establish a regional entity to function as the Prepaid Inpatient Health Plan (PIHP) for the same four county region (designated as Region 6 by the Michigan Department of Health and Human Services (“MDHHS”).

SECTION B. NAME. The name of the regional entity shall be the Community Mental Health Partnership of Southeast Michigan (the “CMHPSM”).

SECTION C. FORM OF ENTITY. The CMHPSM is a public governmental entity separate from the counties, authorities, or organizations that establish it.

ARTICLE II PURPOSE

SECTION A. PURPOSE. The purpose of the CMHPSM is to: carry out the provisions of the Michigan Mental Health Code as they relate to serving as the PIHP of Region Six (6) as defined in 42 CFR 438.2 (“PIHP”); manage on a shared risk basis with the State of Michigan the Medicaid Specialty Support and Services Concurrent 1915(b)/(c) Waiver Programs (“Concurrent 1915 (b/c) Medicaid”), any 1915 (i) Waivers granted to the State of Michigan by the Centers for Medicare and Medicaid Services (CMS), any 1115 Demonstration Waivers granted to the State of Michigan by the Centers for Medicare and Medicaid Services, and under approval of SAMHSA and the State of Michigan, that the CMHPSM will operate substance use disorder (SUD) prevention and treatment programming funded under the SUD Community Grant; and ensure access to and the provision of a comprehensive array of Medicaid funded specialty behavioral health services for Medicaid recipients who are adults with a serious mental illness, children and youth with a serious emotional disturbance, individuals with an intellectual/developmental disability, and individuals with a substance use disorder who reside in Lenawee, Livingston, Monroe, or Washtenaw Counties in Michigan. The CMHPSM’s specific functions include, but are not limited to:

1. Receiving and distributing Medicaid payments from the MDHHS or CMHPSM Medicaid savings related to services provided by the CMHPSM or the Partners as well as Block Grant funding according to the terms of the Block Grant awards.

2. Acting as the regional entity for substance use disorder (“SUD”) treatment programs administered by the Partners and otherwise provided within the designated service areas of the CMHPSM.

ARTICLE III CMHPSM POWERS

SECTION A. GENERAL POWERS. Except as otherwise provided in these Bylaws including without limitation Article IV, Section D, the CMHPSM possesses all the powers provided in MCL § 330.1204b(2), including but not limited to:

1. The power, privilege, or authority that the Partners share in common and may exercise separately under the Mental Health Code, as specified in these Bylaws;

2. The power to contract with the State to serve as the PIHP for the designated service areas of the Partners;

3. The power to accept funds, grants, gifts, or services from the federal government or a federal agency, from the state or a state department, agency, instrumentality, or from a political subdivision, or any other governmental unit, whether or not that governmental unit participates in the CMHPSM, and from a private or civic source;

4. The power to enter into a contract with a Partner for any service to be performed for, by, or from the Partner;

5. The power to create a risk pool and take other action as necessary to reduce the risk that the Partners would otherwise bear individually;

6. The power to calculate, assess, and collect from the Partners payments or withholds attributable to their designated share of the CMHPSM’s costs and expenses; and

7. The power to contract with State, federal, local and/or commercial entities.

SECTION B: CMHPSM ACTIONS. The manner by which the CMHPSM’s purposes will be accomplished and powers will be exercised shall be through the actions of the Partners as provided in Article IV and through the actions of the Board as set forth in these Bylaws or as delegated by the Board to officers, committees or other agents.

SECTION C. COMPLIANCE WITH LAWS. The CMHPSM and its Partners, Board, officers and staff shall fully comply with all applicable laws, regulations and rules, including without limitation 1976 P.A. 267 (the “Open Meetings Act”) and 1976 P.A. 422 (the “Freedom of Information Act”). The CMHPSM shall develop compliance policies and procedures. In the event that any noncompliance is found, immediate corrective action, as defined in the Operating Agreement, shall be taken by the appropriate source to ensure compliance.

**ARTICLE IV
THE PARTNERS**

SECTION A: PARTNERS. The Partners shall be those Community Mental Health Service Programs (CMHSP's) that have adopted these Bylaws.

SECTION B. STATUS. The Partners forming the CMHPSM remain separate legal governmental entities and retain all the power, rights, and authority afforded community mental health services programs organized and operated as county mental health authorities or agencies under the Mental Health Code.

SECTION C. PARTNER VOTE. The Partners of the CMHPSM will each have one (1) vote on those matters reserved to the Partners in Section D. The Partner's vote shall be conveyed in the form of a duly adopted written resolution of the governing body of each of the Partners.

SECTION D: PARTNER RESERVED POWERS. Each Partner shall possess the powers and rights retained and reserved to the Partners under these Bylaws and the Operating Agreement which shall include without limitation the power to approve the following:

1. All amendments, restatements or adoption of new bylaws;
2. The Operating Agreement, any amendment thereto and its termination;
3. Any proposal of the CMHPSM related to merger, consolidation, joint venture or formation of a new organization;
4. The termination of the CMHPSM and distribution of assets and liabilities, if any;
5. The issuance of debt which exceeds certain threshold amounts established for the CMHPSM by the Partners in the Operating Agreement;
6. Secured borrowings and unsecured borrowings in excess of amounts established in the Operating Agreement by the Partners; and
7. The sale, transfer or other disposition of substantially all of the assets of the CMHPSM.

SECTION E. PARTNER RETAINED POWERS. The Partners shall retain all powers, rights and authority afforded community mental health services programs, organized and operated as county mental health authorities, agencies or organizations under the Mental Health Code. Only the powers and authority specifically delegated to CMHPSM under these Bylaws and as further defined under an Operating Agreement, are transferred to CMHPSM. An Operating Agreement shall be approved by the CMHPSM Board and incorporated herein by reference.

SECTION F. WITHDRAWAL OF THE PARTNER. Any Partner may withdraw from the CMHPSM effective upon approval of MDHHS. A written notice of a minimum of 90 (ninety) days to the remaining Partners shall be provided. As of the effective date of the withdrawal from

the CMHPSM, the Partner will have no further rights or benefits in the CMHPSM. The withdrawal does not absolve the Partner from any other service, performance or any other contractual obligations related to separate agreements established between the Partner and the CMHPSM. In addition, all Partner claims to CMHPSM assets or risk pools shall be pro-rated upon withdrawal as negotiated with MDHHS. The members of the Board appointed by the withdrawing Partner terminate as well, and no replacements will be appointed or vacancy be deemed to have occurred.

SECTION G. REMOVAL OF THE PARTNER. A Partner shall be removed from the CMHPSM upon approval of MDHHS and under one of the following conditions: 1) Partner is dissolved under law by the authorizing body , 2) Partner is decertified as a community mental health services program by the State or 3) Partner is assigned to an alternative regional area as determined by the State and communicated in writing to the CMHPSM. In addition, all Partner claims to CMHPSM assets or risk pools shall be pro-rated upon removal as negotiated with MDHHS.

SECTION H. NEW PARTNERS. New partners of the CMHPSM may be added pending written support from the State for purposes of preserving the community mental health system. If addition of these new Partners to the CMHPSM is not required by the State, it is seen as within the sole discretion of the existing Partners. Thus, when not required by the State, the addition of new partners to the CMHPSM requires the approval of three-fourths (3/4) of the governing bodies of the existing Partners, conveyed via a duly adopted written resolution of these governing bodies. New partners added to the CMHPSM will be entitled to any membership or governance rights in the same manner as the existing Partners. Any new partners added under this section will forward any claims to existing Medicaid risk reserves to the CMHPSM on a pro-rated basis upon date of admission as negotiated with MDHHS.

SECTION I. DISPUTE RESOLUTION. Any dispute between Partners of the CMHPSM related to the interpretation or application of the Bylaws or Operating Agreement will be referred to the CMHPSM regional board for due consideration within thirty (30) days. The resolution of the Bylaws or Operating Agreement dispute will be final upon agreement by the governing boards of three-fourths (3/4) of the Partners, in the form of a duly adopted written resolution of those governing bodies. Any disputes related to any other CMHPSM matter will be resolved according to terms of the Operating Agreement.

SECTION J. EXERCISE OF RESERVED POWERS. Any action by the Partners will require the unanimous approval of the existing Partners conveyed in the form of a duly adopted written resolution from their respective governing bodies, to be binding upon the CMHPSM.

ARTICLE V BOARD OF DIRECTORS

SECTION A GENERAL POWERS. The business, property and affairs of CMHPSM shall be managed by the Board of Directors.

SECTION B. NUMBER/COMPOSITION/APPOINTMENT. The Board of Directors of the CMHPSM shall be a thirteen (13) member board. Each Partner will appoint three individuals from their respective Board roster to the CMHPSM Board of Directors. At least one appointee from each Partner will be required to be a primary or secondary consumer as defined in the Mental Health Code. Appointments are to be coordinated by the Partners so that there are at least two (2) primary consumers on the CMHPSM Board. The final composition of the Board shall include four consumer representatives with at least two of those being individuals who have received or are currently receiving a mental health service. The CMHPSM Board shall appoint one individual nominated by the Substance Use Disorder Oversight Policy Board and who is in Recovery.

SECTION C. PARTNER BOARD. CMHPSM Board members may also serve on their respective boards.

SECTION D. VOTE. Each individual appointed to the Board shall have one vote.

SECTION E. TERM. Appointments to the CMHPSM Board shall be for a three year term.

1. Terms of appointments shall be staggered to ensure that no more than one-third of the Board Members are subject to re-appointment in any given year.

SECTION F. REMOVAL. A CMHPSM Board member may be removed for either neglect of official duty or misconduct in office after being given a written statement of reasons and an opportunity to be heard thereon. A vote of three-fourths (3/4) of the CMHPSM Board is required for removal of a CMHPSM Board member. The Partner that appointed the Board member may also remove that member at their discretion. Non-attendance of either three (3) consecutive meetings of the CMHPSM Board or three (3) meetings within a twelve (12) month period will initiate a CMHPSM Board review and may result in removal from the CMHPSM Board.

SECTION G: RESIGNATION. The CMHPSM Board member may resign at any time by providing notification to the appointing Partner. The resignation will be effective upon receipt of the notice by the Partner or at a later time as designated in the notice.

SECTION H. BOARD VACANCIES. A vacancy on the CMHPSM Board may occur through death, removal or resignation of the Board member. A vacancy shall be filled for an unexpired term by the Partner in the same manner as the original appointment.

SECTION I. CONFLICT OF INTEREST POLICY. The Board of Directors shall adopt and adhere to a conflict of interest policy which shall require, among other things, the disclosure to the Board Chairperson and any committee chairperson any actual or possible conflicts of interest. All Board members will annually disclose any conflicts of interest while serving on the Board. Any amendment to the Conflict of Interest Policy shall be approved by three quarters (3/4) vote of the members of the CMHPSM Board.

SECTION J. GOVERNANCE STYLE. The Board will govern with an emphasis on outward vision, diversity in viewpoints, strategic leadership, clear distinction of Board and Chief Executive Officer roles, collective rather than individual decisions, and proactivity.

1. The Board will establish written policies reflecting the Board’s values and perspectives.
2. The Board’s major policy focus will be on the intended long-term impacts outside the organization, not on the administrative or programmatic means of attaining those effects.

SECTION K. SHARED GOVERNANCE. The CMHPSM, the CMHPSM regional board and Partners will implement a shared governance decision-making model that:

1. Establishes and communicates specific goals based on over-arching priorities and the strategic plan; and
2. Creates and supports an organizational culture conducive to mutual trust and unified collegial action.
3. Fosters a continuous process improvement environment.

SECTION L. REGIONAL OPERATIONS COMMITTEE. The CEO will utilize a Regional Operations Committee (ROC) to oversee CMHPSM regional activities as determined by the Board and in conjunction with the CMHPSM staff, prepare material and recommendations for the Board. The function, duties and responsibilities of the ROC are described in the CMHPSM Operating Agreement. The ROC shall be comprised of the Chief Executive Officer of the CMHPSM and the Executive Directors of the Partners that created the CMHPSM.

SECTION M. STIPENDS. Each Partner will pay stipends to individuals appointed to Board by the Partner, as determined by that particular Partner.

SECTION N. BOARD POLICIES. The Board shall develop governance policies from time to time and each member of the Board shall be responsible for complying with said policies.

ARTICLE VI BOARD OFFICERS

SECTION A. OFFICERS. The officers of this Board shall be Chairperson, Vice Chairperson, and Secretary.

1. Only one individual from each Partner may serve as an officer. The CMHPSM officers shall have one year terms, or until such time as their successors are duly elected. Officers shall not serve more than 3 consecutive terms. To ensure that the Chairpersonship rotates, upon the completion of a third term serving as Chairperson, a new Chairperson shall be an individual affiliated with another Partner.

SECTION B. ELECTION. The officers shall be elected by a majority vote of the Board at its October Meeting. Nominations for such positions shall be received from the Nominations Committee and the floor. The officers shall take office upon election.

SECTION C. REMOVAL. An officer may be removed by a two-thirds (2/3) vote of the serving Board.

SECTION D. THE BOARD CHAIRPERSON SHALL:

1. Preside at all meetings of the Board
2. Appoint members to all committees and the chairperson thereof with Board confirmation
3. Designate representatives to organizations
4. Be responsible for the preparation and distribution of an agenda prior to the Board Meeting in consultation with the Chief Executive Officer.
5. Sign such documents as are approved by the Board.
6. Perform such other necessary and reasonable responsibilities as pertain to the office of the Board Chairperson.

SECTION E. THE VICE-CHAIRPERSON SHALL:

1. Assume the responsibilities and duties of the Chairperson in his/her absence.
2. Perform such other necessary and reasonable responsibilities as pertain to the office of Vice-Chairperson.

SECTION F. THE SECRETARY SHALL:

1. Sign the official minutes after approval by the Board.
2. Assume the responsibilities and duties of the Chairperson in the absences of the Chairperson and Vice-Chairperson.
3. Perform such other necessary and reasonable responsibilities as pertain to the office of Secretary.

**ARTICLE VII
BOARD MEETINGS**

SECTION A. REGULAR MEETINGS. The Board shall meet a minimum of six (6) times per year at a time and place specified by the Board in compliance with the Open Meetings Act, 1976 PA 267; MCL 15.261 et seq.

SECTION B. SPECIAL MEETINGS. Special meetings may be called at the discretion of the Board Chairperson or upon written request to the Board Secretary by one third of the Board, and shall be conducted in compliance with the Open Meetings Act, 1976 PA 267; MCL 15.261 et seq.

All Board members shall be notified of special meetings at least 36 hours in advance by personal delivery, e-mail, fax or telephone, and provided with the agenda.

SECTION C. QUORUM. A quorum shall consist of seven (7) members when all thirteen (13) members of the CMHPSM Board are appointed and serving. A majority of the members shall constitute a quorum when there are less than thirteen (13) total members appointed and serving. Every Board member shall vote on all matters, unless excused by the Board Chairperson. The Chairperson shall vote on all matters, unless excused by the Board. A majority of the Board members present shall be required to approve all items except the following, which shall require a two-thirds vote of the full Board.

- a. The hiring and firing of the Chief Executive Officer;
- b. Proposing amendments to these Bylaws

SECTION D. RULES OF ORDER. Robert's Rules of Order, the most recent edition, shall govern the Board where applicable.

SECTION E. PUBLIC. The public may comment upon recognition by the Chairperson in line with the Open Meetings Act.

ARTICLE VIII BOARD COMMITTEES

SECTION A. NOMINATIONS COMMITTEE. Members of the Nominations Committee will be selected by the Board during the month prior to the Board's election of officers.

SECTION B. OTHER. Other committees may be established as determined by the Board.

ARTICLE IX CMHPSM ADVISORY BOARDS/COUNCILS

SECTION A. THE CMHPSM BOARDS/COUNCILS. The CMHPSM shall have Boards/Councils that are designed to provide advice and consultation to the CMHPSM Board of the Directors, the ROC, the staff of the CMHPSM, and the Partners on a variety of significant issues related to the provision of services to people with mental illness, substance use disorders, intellectual/developmental disabilities, and children and youth with serious emotional disturbances. Membership on the Boards/Councils is determined by relevant state and federal laws, payer contracts, and the Bylaws of each council. Each council shall appoint its own Chairperson.

1. Substance Use Disorders Oversight Policy Board.

a. If the CMHPSM is a Department-Designated Community Mental Health Entity, as defined in Section 100a(22) of 2012 P.A. 500, CMHPSM shall create a Substance Use Disorder Oversight Policy Board (“SUD Board”) pursuant to MCL 330.1287 of the Mental Health Code, 1974 P.A. 258-2A, through a contract with each of the counties served by the CMHPSM (the “Establishing Agreement”).

b. Composition. The SUD Board shall consist of at least one (1) member appointed by the county board of commissioners for each county served by the CMHPSM and other members called for in the Establishing Agreement.

c. Functions and Responsibilities. The SUD Board shall perform the functions and responsibilities assigned to it in the Establishing Agreement with the counties, which shall include at a minimum:

i. Approval of any CMHPSM budget containing local funds for treatment or prevention of substance use disorders;

ii. Advise and make recommendations regarding CMHPSM budgets for substance use disorder treatment or prevention using other nonlocal funding sources;

iii. Advise and make recommendations regarding contracts with substance use disorder treatment or prevention providers; and

iv. Any other terms agreed to by the parties to the Establishing Agreement, consistent with authorizing legislation.

ARTICLE X STAFF

SECTION A. CHIEF EXECUTIVE OFFICER. The Board of Directors of the CMHPSM shall appoint and the CMHPSM shall employ a Chief Executive Officer who shall be responsible for the day-to-day operation of the CMHPSM in accordance with the requirements and policies established by the State of Michigan and the Board.

SECTION B. FISCAL OFFICER. The CMHPSM shall employ a fiscal officer who shall report to the Chief Executive Officer and shall receive, deposit, invest, and disburse the CMHPSM’s funds in the manner authorized by the Board, and shall have charge and custody over CMHPSM funds and securities, maintain accurate records of CMHPSM receipts and disbursements, deposit all moneys and securities received by the CMHPSM at such depositories in the CMHPSM’s name that may be designated by the Board and perform all duties incident to the office and as assigned by the Chief Executive Officer. The financial officer has the responsibilities set forth in MCL 330.1204b and will be responsible for receiving, depositing,

investing and disbursing the CMHPSM’S funds in the manner authorized by these Bylaws and board of directors in accordance with the CMHPSM’S Operating Agreement.

SECTION C. OTHERS. Functions required by statute or contract(s) with funding sources may be carried out directly by the CMHPSM, by specific staff of one or more of the Partners entities as agreed upon by all Partners, or as a delegated function as specified in contracts between the CMHPSM and the Partners.

**ARTICLE XI
MANAGEMENT AND ACCOUNTABILITY FOR
ASSETS AND LIABILITIES, AND CONTRACTING**

SECTION A. REVENUES. The CMHPSM revenues shall be equitably allocated among the Partners in the following manner:

1. Federal Medicaid funds for the provision of Specialty Services shall be allocated on an actuarially sound basis at funding levels necessitated by the Partner to deliver all medically necessary services to covered individuals; and
2. Federal Block Grant funds shall be allocated according to the contract(s) connected with the Block Grants; and
3. Each CMHSP Partner shall retain and manage local funds, loans, grants, bequests, that are not required for or related to the provision of Medicaid services or to meet local match requirements for Federal Block Grants.

SECTION B. CAPITAL AND OPERATING COSTS. The method for allocating and financing the CMHPSM’s capital and operating costs, payment to reserve funds, and payments of principal and interest on obligations shall be in proportion to Article XI., Section A.(1-3) above.

SECTION C. OTHER ASSETS. The CMHPSM Board shall direct the method for allocating any other assets, whenever possible, in accordance with Article XI., Section A. (1-3) above.

SECTION D. SURPLUS FUNDS. After the completion of the CMHPSM’s purpose as specified in these Bylaws, any surplus funds shall be budgeted to the CMHSP Partners as directed by the CMHPSM Board per Article XI., Section A. (1-3) above.

SECTION E. CONTRACTS. The CMHPSM Board shall delineate the parameters in governance policies which the Chief Executive Officer of the CMHPSM may enter into contracts on behalf of the CMHPSM with third parties, including contracts involving the acquisition, ownership, custody, operations, maintenance, lease or sale of real personal property and the deposit, division or distribution of property acquired by the execution of a contract.

SECTION F. COSTS AND EXPENSES. The CMHPSM Board will regularly calculate, assess, vote on, and collect from the Partners each Partner’s designated share of the CMHPSM’s cost and expenses prior to making distributions of funds to the Partners, to avoid a Partner’s

nonpayment of its designated share of the CMHPSM's expenses and infringe upon the rights of other Partners.

SECTION G. SPECIAL FUND ACCOUNT. The CMHPSM shall not be entitled to a Partner's special fund account under 226a unless that Partner specifically contracts with the CMHPSM for such activity or upon the revocation of the Partner's community mental health services programs certification with the State of Michigan under MCL § 330.1232a.

SECTION H. STRICT ACCOUNTABILITY OF ALL FUNDS. There shall be an Annual Audit of all the CMHPSM's receipts and disbursements. The audit results shall be shared with the CMHPSM Board of Directors, the Partners, and other key stakeholders both as required and requested. Financial reports shall be given to the CMHPSM Board members and the Partners at a frequency to be determined by the CMHPSM Board.

SECTION I. REGIONAL FINANCING. The CMHPSM and the Partners shall establish governance policy related to financial matters within the Region, to be set forth in greater detail in the Regional Operating Agreement.

ARTICLE XII IMMUNITY/LIABILITY/INSURANCE

SECTION A. GOVERNMENTAL IMMUNITY. All the privileges and immunities from liability and exemptions from laws, ordinances, and rules provided under MCL § 330.1205(3)(b) of the Mental Health Code to county community mental health services programs and their Board members, officers, and administrators, and county elected officials and employees of county government are retained by the CMHPSM and the CMHPSM's Board members, officers, agents, and employees, as provided in MCL § 330.1204b(4).

SECTION B. LIABILITY. Except as required by law, these Bylaws, or any agreement between the Partners or the Partners and the CMHPSM, the Partners shall not be responsible for the acts, omissions, debts or other obligations and responsibilities of the CMHPSM or any other Partner or the Board members, employees, agents and representatives of the CMHPSM or the other Partners, whether acting separately or jointly under these Bylaws or pursuant to any such agreements. The Partners shall only be bound and obligated as expressly agreed to by each Partner and no Partner may otherwise obligate any other Partner.

1. All liability to third parties, loss, or damage as a result of claims, demands, costs, or judgments arising out of activities to be carried out by the CMHPSM shall be the sole and nontransferable responsibility of the CMHPSM, and not the responsibility of the Partner, if the liability, loss, or damage is caused by, or arises out of, the actions or failure to act by the CMHPSM, its Board members, officers, employees or representatives; provided that nothing herein shall be construed as a waiver of any governmental or other immunity that has been provided to the CMHPSM or its Board members, officers, employees or representatives, by statute or court decisions.

2. All liability to third parties, loss, or damage as a result of claims, demands, costs, or judgments arising out of activities to be carried out by the Partner shall be the sole and

nontransferable responsibility of the Partner and not the responsibility of the CMHPSM, if the liability, loss, or damage is caused by, or arises out of, the actions or failure to act by the Partner, its Board members, officers, directors, employees and authorized representatives; provided that nothing herein shall be construed as a waiver of any governmental or other immunity that has been provided to the Partner or its Board members, officers, employees or representatives, by statute or court decisions.

3. Each Partner and the Regional CMHPSM will obtain its own legal counsel and will bear its own costs including judgments in any litigation which may arise out of its activities to be carried out pursuant to its obligations under these Bylaws or any agreement between the Partners or the Partners and the CMHPSM. It is specifically understood that no indemnification will be provided in such litigation.

4. In the event that liability to third parties, loss or damage arises as a result of activities conducted jointly under these Bylaws or any agreement between the Partners or the Partners and the CMHPSM, such liability, loss or damages shall be borne by each party in relation to each party's responsibilities under the joint activities, provided that nothing herein shall be construed as a waiver of any governmental or other immunity granted to any of said parties as provided by applicable statutes and/or court decisions.

5. Under these Bylaws, it is the intent that each of the Partners and the CMHPSM shall separately bear and shall be separately responsible for only those financial obligations related to their respective duties and responsibilities.

6. Insurance. The CMHPSM may purchase and maintain insurance on behalf of any person who is or was an CMHPSM Board member, officer, employee or representative of the CMHPSM, against any liability asserted against the person and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the CMHPSM would have power to indemnify the person against such liability under these Bylaws or the laws of the State of Michigan.

ARTICLE XIII REPORT

SECTION A. ANNUAL REPORT. The CMHPSM shall provide an annual report of its activities to each Partner and other stakeholders as required or requested.

SECTION B. OTHER REPORTS. Other reports may be required by the Board from time to time and shall be prepared and presented as required by the Board.

ARTICLE XIV NON-DISCRIMINATION

SECTION A. NON-DISCRIMINATION. The CMHPSM shall not discriminate against any individual in hiring or promotion, election or appointment to office or directorship, on the basis of race, creed, color, religion, national origin, sex, sexual orientation, age, height, weight, marital status or disability

**ARTICLE XV
FISCAL YEAR**

The fiscal year of the CMHPSM shall end on September 30.

**ARTICLE XVI
FILING BYLAWS**

SECTION A. FILING. These Bylaws, including any amendment, shall be effective only after being duly adopted in accordance with MCL 330.1204b(1) and subsequently filed with the clerk of each county in which the Partners are located and with the Michigan Secretary of State.

**ARTICLE XVII
TERMINATION**

SECTION A. TERMINATION. The Partners may terminate the CMHPSM by a unanimous vote of the Partners, after distributing any assets, risk reserves or any other surplus funds to the Partners as provided in Article IX of these Bylaws. Any remaining assets not so disposed of shall be disposed of as determined by the Partners or by a court of competent jurisdiction to a governmental CMHPSM as said court shall determine to be organized and operated for purposes similar to those of the CMHPSM.

**ARTICLE XVIII
AMENDMENTS/MICHIGAN LAWS**

SECTION A. AMENDMENTS. Any action by the Partners to amend or repeal these Bylaws, or adopt new Bylaws will require the unanimous vote of the existing Partners in the form of duly adopted written resolutions from their respective governing bodies, to be binding upon the CMHPSM. Notice setting forth the terms of the proposed amendment or repeal shall be given in accordance with any notice requirement for a meeting of the CMHPSM Board of Directors. No amendment to these Bylaws shall be effective until filed as provided in Article XVI.

SECTION B. CONFLICTS WITH MICHIGAN LAWS. Conflicts between Michigan statute and these Bylaws shall be governed by Michigan statute.



Community Mental Health Partnership of Southeast Michigan

Board Governance Policy Manual

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Section 1: *MISSION, VISION AND VALUES*

1.0 *MISSION/VISION AND VALUES*

The Mission/Vision and Values of the CMHPSM are:

Mission: To provide quality behavioral healthcare that promotes recovery and wellness, fosters resilience and supports self-determination and empowerment so that individuals served in the four county region that comprises the CMHPSM are successful in achieving their personal goals and dreams.

Vision: The CMHPSM will be a comprehensive system of care working in an integrated fashion with substance abuse and primary healthcare systems so that the care and services provided better meet consumer needs in a more efficient and cost effective manner

Values:

-) Respect the diversity of our communities and the people we serve
-) Zero Tolerance for stigma
-) Coordinated and continuous care between and across healthcare systems and providers
-) Meaningful partnerships with consumers and community stakeholders
-) Learning organization disciplines of systems thinking, team learning, shared vision, personal mastery, and mental models
-) Data based decision making
-) Innovation and creativity
-) Provision of the best quality services to the most people at the best cost

1.1 *BYLAWS AND POLICY REVIEW AND AMENDMENT*

The Board will review the regional mission, vision, and values statements for relevance to current needs and interest of the four county partners at least every two years. The Board will ensure stakeholder involvement in the review of the mission/vision and values.

Section 2: CEO RESPONSIBILITIES

2.0 EXECUTIVE RESPONSIBILITIES

The CEO shall ensure that all practices, activities, decisions, and/or organizational circumstances shall be lawful, prudent and in compliance with commonly accepted business and professional ethics. The CEO will recommend either new or revised Board Governance policies to address areas of non-compliance.

2.1 TREATMENT OF CONSUMERS

With respect to interactions with and services provided to consumers or those applying to be consumers, the CEO shall ensure the CMHPSM has an established process that is followed to monitor conditions and procedures employed across the four county region so that services and supports are provided in a manner that is dignified, respectful, appropriate, not unnecessarily intrusive, and promotes safety. The manner in which services and supports are provided shall be in accordance with the CMHPSM Mission and Vision statements.

2.2 TREATMENT OF STAFF

The CEO shall promote conditions for the staff that are fair, dignified, respectful, organized, and clear.

Further, by way of example, but not limited to the following:

1. Operate with written personnel rules which: (a) clarify rules for staff, (b) provide for effective handling of grievances, and (c) protect against wrongful conditions, such as nepotism and preferential treatment for personal reasons.
2. Have a process for exit interviews and staff satisfaction surveys.
3. Ensure each employee of the CMHPSM shall have due process in the event of an adverse disciplinary action.
4. Within fiscal constraints, provide necessary resources to staff for the performance of their job duties.
5. Staff shall have annual performance appraisals.

2.3 COMPENSATION AND BENEFITS

The CEO shall administer board approved competitive compensation and benefits.

2.4 FINANCIAL POLICIES

The CEO shall ensure the financial policies and practices of the CMHPSM meet state and federal requirements and are compliant with Generally Accepted Accounting Practices (GAAP).

Further, by way of example, but not limited to the following:

1. Financial Policies and amendments related to:
 - A. Procurement—approved 2014
 - B. Investments—approved 2014
 - C. CEO Scope of Authority—approved 2014
 - D. CEO Authority for Position Control—approved 2014
 - E. Financial Risk Management—in development

shall be approved by the Board.

2. The CEO and CFO shall review the financial policies annually and make recommendations to the Board for amendments when needed.

2.5 EMERGENCY CEO SUCCESSION

To protect the CMHPSM from sudden loss of CEO Services, the CEO shall have no fewer than two other executives familiar with Board and CEO issues and processes.

2.6 COMMUNICATION AND SUPPORT TO THE BOARD

The CEO shall keep the Board informed and supported in its work.

Further, by way of example, but not limited to the following:

1. Submit monitoring data required to the Board (see policy on Monitoring CEO Performance) in a timely, accurate, and understandable fashion, directly addressing provisions of Board Policies being monitored.
2. Keep the Board informed of relevant trends, anticipated adverse media coverage, threatened or pending lawsuits and material external and internal changes, particularly changes in the assumptions upon which any Board Policy has previously been established.
3. Advise the Board if, in the CEO'S opinion, the Board is not in compliance with its own policies on Governance Process and Board – CEO Linkage, through the Board Chair.
 - a) If there is a breakdown in the relationship between the Board Chair and the CEO, the CEO shall inform the full CMHPSM Board of the breakdown.
 - b) In the event the CMHPSM Board is unable to resolve the issues, the leadership of the CMHSPs that appoint the CMHSP members to the CMHPSM Board shall meet to address the issues and develop recommendations for the CMHPSM Board to act upon.
4. Marshal for the Board information from as many staff and external perspectives, on issues and options as needed for fully informed Board choices.

5. Provide a mechanism for official Board communications.
6. The CEO shall provide a compliance report to the Board at least annually and any time there are any violation at either the CMHPSM or the CMHSPs. This report shall include a review of the implementation of operational policies to ensure that areas of noncompliance are identified and addressed before the noncompliance results in sanctions from regulatory bodies.
7. Report in a timely manner an actual or anticipated noncompliance with any Board Policy.

2.7 REGIONAL RESOURCES

The CEO shall be informed and take advantage of collaboration, partnerships and innovative relationships with agencies and organizations, including state, regional and county specific resources. The CEO shall also stay abreast of current affairs as they apply to this industry through conferences and seminars.

Section 3: GOVERNANCE PROCESS

3.0 GOVERNING STYLE

The Board will govern with an emphasis on (a) outward vision, (b) diversity in viewpoints, (c) strategic leadership, (d) clear distinction of Board and CEO roles, (e) collective rather than individual decisions and, (f) proactivity.

The Board must insure that all divergent views are considered in making decisions, yet must resolve into a single organizational position. Once a decision is made the Board must speak in one voice publicly.

Accordingly:

1. The Board will establish written policies reflecting the Board's values and perspectives. The Board's major policy focus will be on the intended long-term impacts outside the organization, not on the administrative or programmatic means of attaining those effects.
2. The Board will enforce discipline whenever needed. Discipline will apply to matters such as attendance, preparation for meetings, violation of policies, and disrespect for roles.
3. Continual Board development will include orientation of new Board Members and periodic Board discussion of process improvement.
4. The Board will listen respectfully to citizen comments and assure that an internal process is in place to follow up on the concerns expressed.

3.1 BOARD RESPONSIBILITIES/DUTIES

The Board will ensure appropriate organizational and CEO performance and promote a link between the regional community and the CMHPSM.

Further, by way of example, but not limited to the following:

1. Meetings

- (a) Attend Board meetings
- (b) If unable to attend Board meetings provide advance notice to the CEO and Board Chair
- (c) Be prepared and on time
- (d) Listen with an open mind
- (e) Participate in discussion and encourage dialogue
- (f) Make decisions in the best interest of the PIHP region
- (g) Speak with one voice after a decision has been made

2. Board Member Personal Development

- (a) Complete Board orientation and training
- (b) Commit to ongoing development of Board Member skills

3. Operational Policies

- (a) Relevant operational policies applicable to the Board are included by reference (i.e. CMHPSM Travel Expense Reimbursement Policy)

3.2 BOARD MEMBER ETHICS

The Board commits itself and its members to ethical, businesslike, and lawful conduct, including proper use of authority and appropriate decorum when acting as Board Members.

Further, by way of example, but not limited to the following:

- 1. Operate with the best interest of the PIHP region in mind.
- 2. Recuse from conflict of interest.
- 3. Board Members will not use their board position to obtain employment in the organization for themselves, family members, or close associates. Should a Board Member apply for employment, he or she must first resign from the Board.
- 4. Board Members shall not attempt to exercise individual authority over the organization.
- 5. The Board will not evaluate, either formally or informally, any staff other than the CEO.
- 6. Board Members will respect confidentiality.

3.3 BOARD CHAIR'S ROLE

The Board Chair assures the integrity of the Board's process and, represents the Board to outside parties. The Board Chair has no authority to make decisions about policies created by the Board nor authority to

supervise or direct the CEO.

3.4 POLICY REVIEW AND AMENDMENT

1. The Board Bylaws and Board Policies shall be reviewed in April of every year.
2. Board Policies may be suspended, rescinded, or amended by 3/4 of the serving membership and will be superseded by any change in federal or state law.

3.5 COST OF GOVERNANCE

The Board will invest in its governance capacity.

Accordingly:

1. Board members shall be compensated at the rate of the appointing CMHSP per meeting for attendance at all Board meetings, assigned committee meetings, workshops, required training, and other Board approved functions. Board members are entitled to one meeting allowance per day.
2. Travel expenses shall be reimbursed by the appointing CMHSP
3. The Board shall be informed of its budget and expenses.

Section 4: BOARD-CEO LINKAGE

4.0 GOVERNANCE-MANAGEMENT CONNECTION

The Board shall appoint a CEO of the Community Mental Health Partnership of Southeast Michigan who meets the standards of training and experience established by the Michigan Department of Health and Human Services (MDHHS). The Board shall establish general policy guidelines within which the CEO shall execute the duties and responsibilities of a Pre-Paid Inpatient Health Plan as required by state and federal laws, rules, regulations, and the Medicaid Specialty Supports and Services contract with the MDHHS.

4.1 CEO's RESPONSIBILITIES

The CEO of the CMHPSM shall function as the chief executive and administrative officer of the PIHP and shall execute and administer the program in accordance with the approved annual plan and operating budget, the general policy guidelines established by the Board, the applicable governmental procedures and policies, and the provisions of the Mental Health Code. The CEO has the authority and responsibility for supervising all employees. The terms and conditions of the CEO's employment, including tenure of service, shall be as mutually agreed to by the Board and the CEO and shall be specified in a written contract.

4.2 MONITORING CEO PERFORMANCE

There will be systematic and objective monitoring of the CEO's job performance and achievement of organizational goals as agreed upon.

Adopted the 8th of June 2016

Board Chairperson

Date

Board Secretary

Date

**LENAWEE-LIVINGSTON-MONROE-WASHTENAW
OVERSIGHT POLICY BOARD
February 27, 2020 meeting
3005 Boardwalk Dr., Ste. 200
Ann Arbor, MI 48108**

Members Present: Kim Comerzan, Amy Fullerton, John Lapham (phone), David Oblak, Dave O'Dell, Dianne McCormick (phone), Monique Uzelac, Tom Waldecker,

Members Absent: Mark Cochran, William Green, Ricky Jefferson, Ralph Tillotson

Guests:

Staff Present: Stephannie Weary, James Colaianne, Nicole Adelman, Rebecca DuBois, Matt Berg, Jackie Bradley (Lenawee CMH), CJ Witherow, Katie Postmus

Meeting started at 9:45 a.m. There were not enough board members present to constitute a quorum.

1. Introductions

2. Approval of the Agenda

) The agenda was unable to be approved due to the lack of a quorum of members.

3. Approval of the January 23, 2020 Oversight Policy Board minutes

) The January 23, 2020 minutes were unable to be approved due to the lack of a quorum of members. The minutes will be resubmitted for approval in March.

4. Audience Participation

) None

5. Old Business

a. Finance Report

) M. Berg presented December report. The title of the report should indicate December, not November.

) b. Additional PA2 may be requested to cover STR funding at grant year end (4/30/20): Project ASSERT, MAT Enhancements, Strengthening Families, Naloxone Distribution, and the Opioid Media Campaign are all funded by STR.

6. New Business

a. Request for Approval for PA2 Funding for FY19 Livingston County Naloxone Purchase

) Naloxone distribution is also a SOR grant-funded initiative.

) Livingston CMH missed submitting an invoice from 2019. Since grant year has closed, the late submission will need to be funded by PA2.

) This request was unable to be considered for board approval due to the lack of a quorum of members. The request will be resubmitted for approval in March.

b. Request for Approval for PA2 Funding for FY20 Regional Trainings

) The hope is to have new providers and to help existing providers to build capacity. The training cost will not exceed \$10,000.

-) This request was unable to be considered for board approval due to the lack of a quorum of members. At least 1 planned training will be delayed due to the lack of approval today.
-) The request will be resubmitted for approval in March.
- c. Request for Approval for PA2 funding for FY20 Monroe Access Coverage
 -) Monroe no longer shares an Access staff with the PIHP. The position and function are completely in-house at Monroe.
 -) This request was unable to be considered for board approval due to the lack of a quorum of members. The request will be resubmitted for approval in March.
- d. Review Membership and Appointment to Regional Board
 -) Charles Coleman stepped down from the OPB, which also means he has stepped down from Regional Board position.
 -) J. Colaianne will put OPB membership on the next ROC agenda, as all open positions are CMH appointments.
 -) People in recovery are needed for the OPB.
 -) OPB suggested presenting it as “you’re missing a voice on this board.”
 -) T. Waldecker suggested that Al-Anon clubs be approached for possible candidates for membership.
 -) The OPB representation to the Regional Board position must be someone in recovery.
- 7. Report from Regional Board
 -) J. Colaianne reported that the Region Board had a lot of discussion around the state redesign at the recent meeting.
 -) PIHPs have a lot of concern around the SUD aspect, which doesn’t seem to have been fully fleshed out or considered yet in the redesign discussions.
 -) PIHP directors are hoping to interject experience and ideas into the plan. The 10 PIHP directors submitted a letter requesting to contribute to the redesign discussion.
- 8. SUD Director Updates
 - a. RFP Process
 -) OPB reviewed the RFP process/timeline last month. The timeline remains on track. The RFP will be posted on MITN on 4/16. The mandatory bidders’ conference will take place on 4/24. Staff is currently working on refining the RFP to get the best quality services.
 -) An RFQ for DYTUR will also be released.
 -) The goal is to have all bids back by 5/29. OPB membership may be needed to read the proposals. There is a reader training.
 -) Staff is also available to provide technical assistance in the bid process.
 -) After prevention RFP, there will be a special initiatives RFP, which will be rebranded as strategic initiatives.
 - b. MDOC Update
 -) Starting 4/1/20, MDHHS will be contracting with all PIHPs to work with probationers and parolees, via SUD providers’ access system. The region is currently working on how to train staff and update EHR.
 -) MDOC will kick off the process with a referral for service and a release to access consumer charts.
 -) The PIHP will be obligated to report back to MDOC when necessary, such as if someone leaves treatment early.
 -) There is an existing provider network to provide services. It’s unclear if the current providers will be able to meet our provider and Medicaid provider requirements.

-) Staff will continue to update OPB.
- c. GAIN Update
 -) No answer on the GAIN yet (assessment tool being required by the state).
 -) OROSC: Request has gone to CMS requesting to select our own assessment tool.
- d. Media Campaigns
 -) The Opioid campaign will kick off shortly.
 -) Staff is starting to work on a gambling media campaign, targeted to youth and parents.
- e. STR/SOR State Reports
 -) N. Adelman shared the reports. Discussion followed.
- f. Acronyms List
 -) Staff created and distributed an acronyms list of SUD terms for OPB.
- g. OPB Governance and Meetings
 -) J. Colaianne advised that OPB's PA2 policy is due for review. He requested that OPB consider granting a small increase of authority of PA2 spending to either the SUD Director or CEO. This would allow for a little more flexibility, such as when no vote can be taken at OPB to approve a time-sensitive request.
 -) K. Comerzan suggested that OPB also reconsider voting via email telephone, as well as reviewing the bylaws as a whole.
 -) T. Waldecker suggested that OPB consider having fewer meetings during the year, which may appeal to potential OPB members.
 -) OPB requested that staff come up with some revised bylaws language to start the dialogue re: quorums and other possible updates.
 -) A bylaws subcommittee of the OPB will likely be created.

9. Adjournment

-) Board Chair D. Oblak dismissed the meeting at 10:37 a.m.

Next meeting: March 26, 2020

Location 3005 Boardwalk, Suite 200; Patrick Barrie Room



CEO Report

Community Mental Health Partnership of Southeast Michigan

Submitted to the CMHPSM Board of Directors
February 28, 2020 for March 11, 2020 Meeting

**CMHPSM CEO'S REPORT TO
COMMUNITY MENTAL HEALTH PARTNERSHIP OF SOUTHEAST MICHIGAN
BOARD OF DIRECTORS**

March 11, 2020

CMHPSM Update

- J CMHPSM all staff meetings were held on February 10, 2020. Our next scheduled all staff meetings are scheduled for Monday March 9, 2020 and April 13, 2020.
- J The CMHPSM has begun a comprehensive review of internal operational policies and board governance policies. The process will be focused on renewing policies that have not been updated in multiple years. A policy update process has been formalized and attached to the CEO report to ensure that policies are reviewed on an ongoing basis.
- J Board Governance policies will be brought to the Regional Board for review in April and will be brought every April as the Board Governance Manual indicates.
- J The CMHPSM will be transitioning from ADP to Paychex for our human resource, payroll and tax needs. Details are being shared with staff and the transition is scheduled for April 2020. We will be moving employee performance reviews, training, time off requests and mileage reimbursement into this single platform.

CMHPSM Staffing Update

- J The CMHPSM has two open positions:
 - o A Supports Intensity Scale Assessor which we have begun to schedule interviews to fill.
 - o The Director of Quality and Compliance position is now vacant, we have begun internal discussions on what the role and responsibilities of this position will look like at the CMHPSM in the future.
- J The CMHPSM Leadership team will be discussing our CMHPSM Organizational Chart to better align positions with departmental leadership. A revised CMHPSM Organizational Chart is attached to this report.
- J Anyone interested in obtaining additional information about our open CMHPSM position should visit our website at: <https://www.cmhpsm.org/interested-in-employment>

Regional Update

- J CMHPSM and regional CMHSP finance staff will continue to communicate frequently to analyze all available information on FY20 capitation payment revenue.
- J The CMHPSM has continued to update its FY2020 revenue projection tool and has updated it with all payment data received through February. There continues to be issues with capitation payments that MDHHS continues to investigate.
- J The CMHPSM has worked with MDHHS to identify a number of continuing issues with the Habilitative Supports Waiver payments in FY2019 and FY2020. We have

tracked down issues with these payments to the client level and have received positive feedback related to the issuance of these payments.

Statewide Update

-) The Regional Entity/PIHP CEOs met on February 14, 2020 and discussed the existing details of MDHHS re-organization plans.
-) A meeting is scheduled for March 9 for PIHP CEOs and CFOs and MDHHS staff to look at FY2020 capitation payment issues.

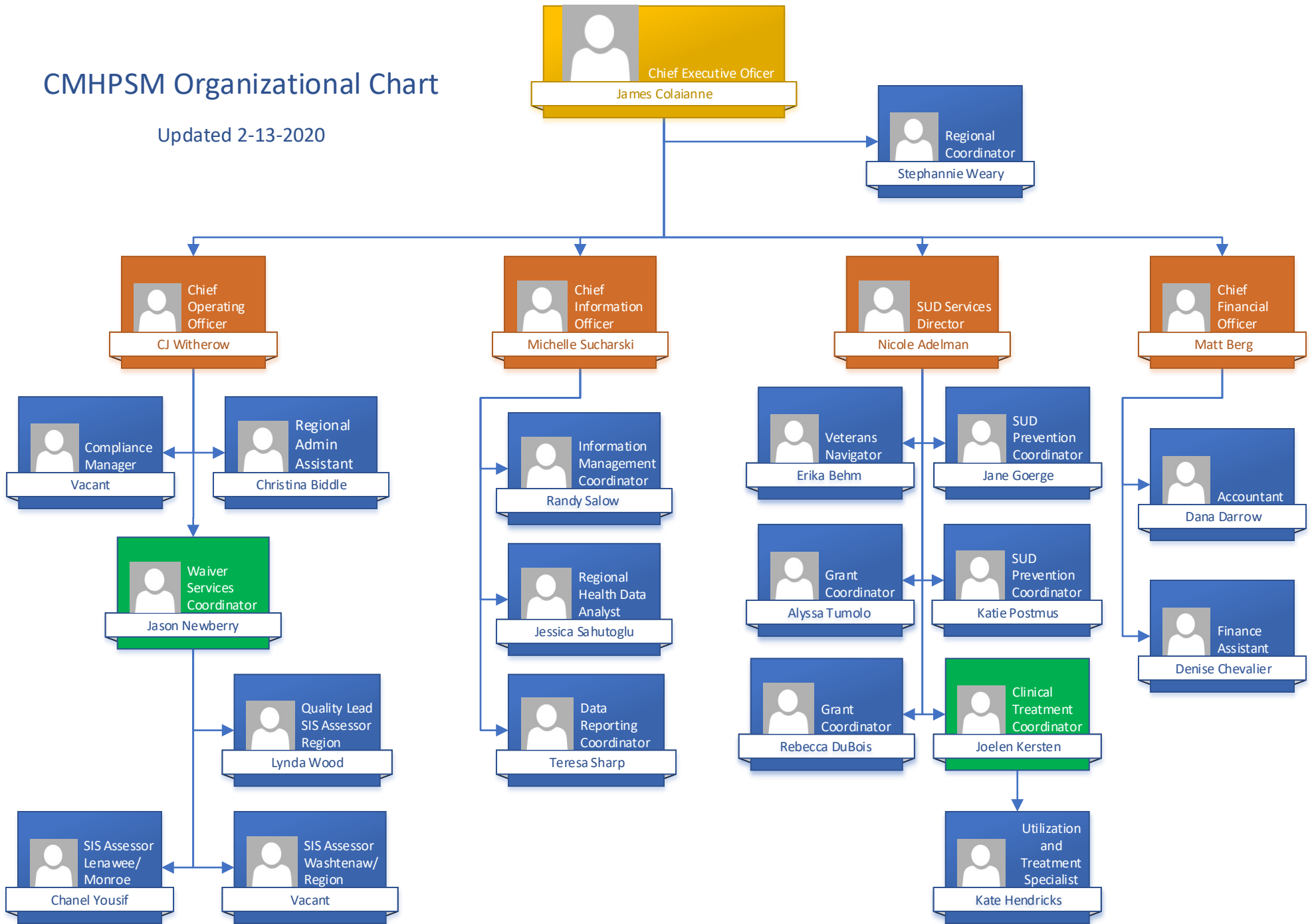
Respectfully Submitted,

A handwritten signature in blue ink, appearing to read "James Colaianne".

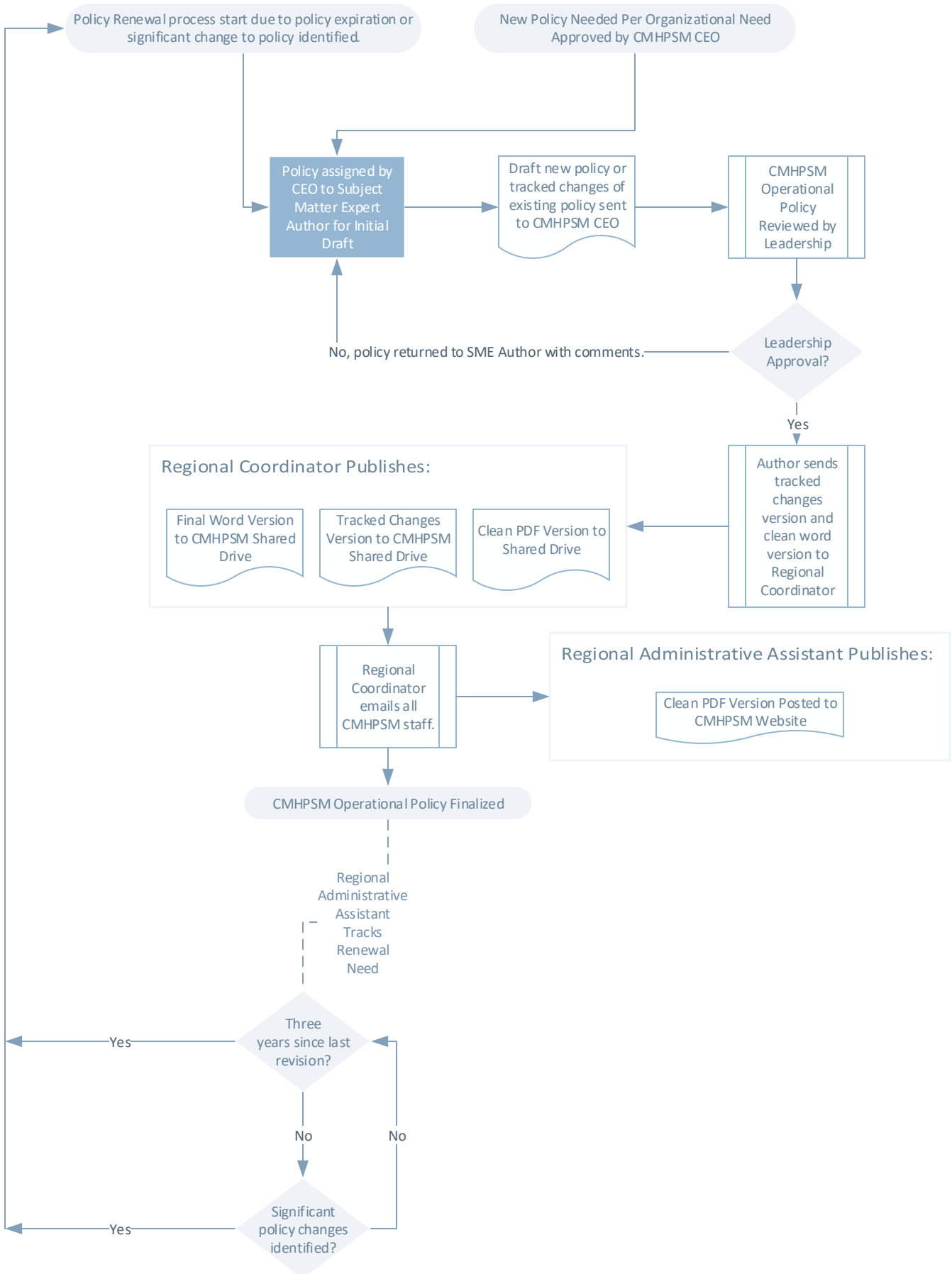
James Colaianne, MPA

CMHPSM Organizational Chart

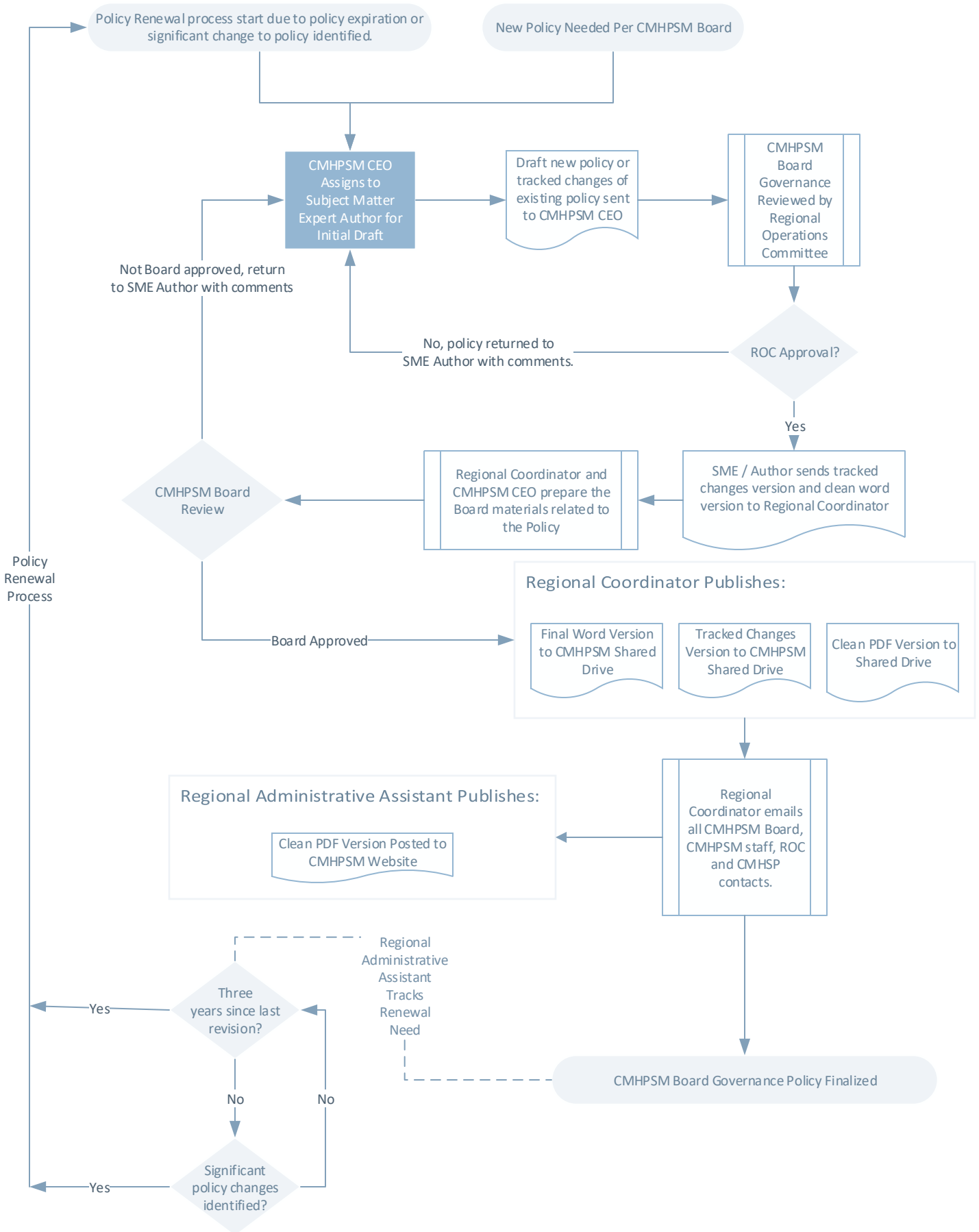
Updated 2-13-2020



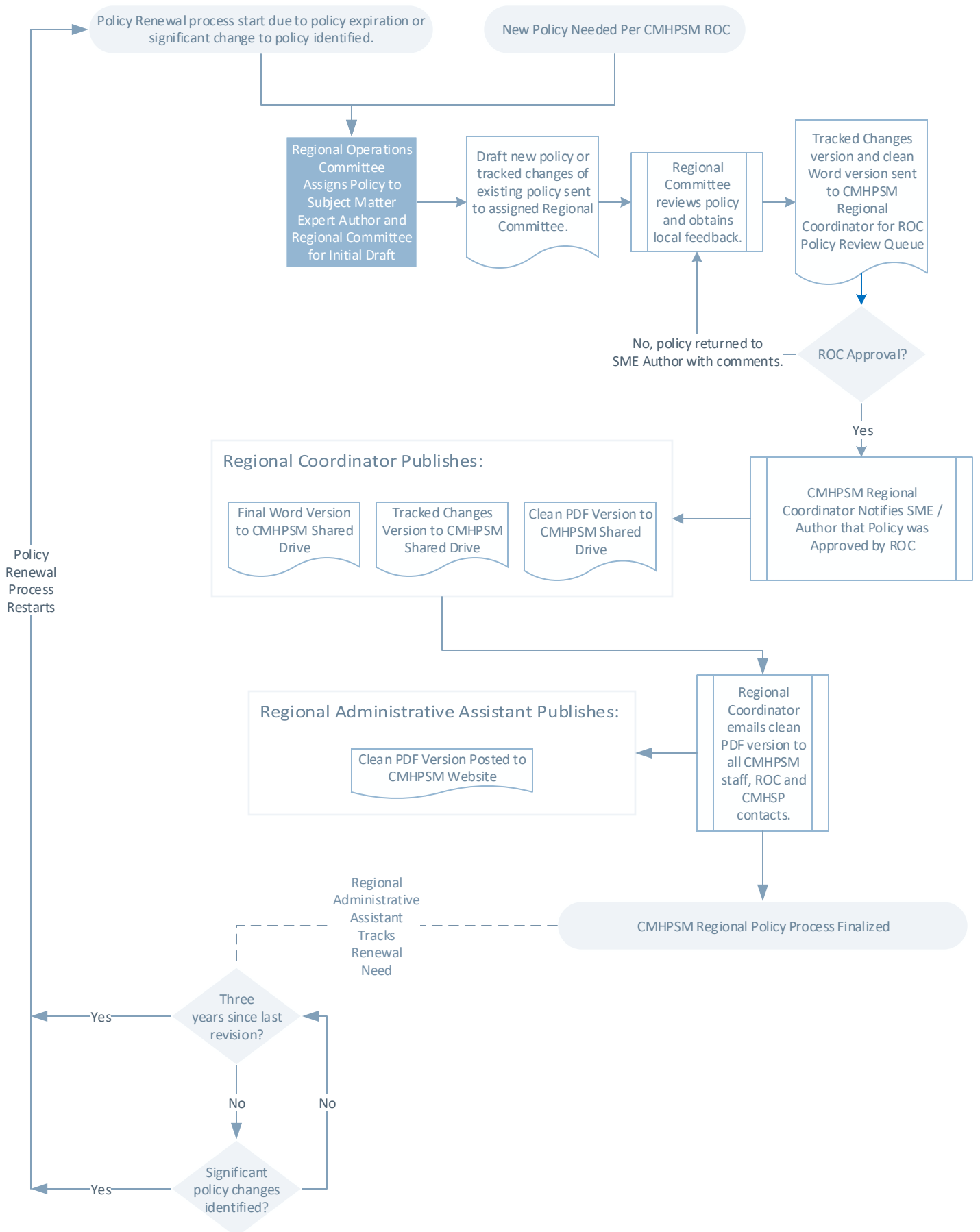
CMHPSM Operational Policy Flow and Process



CMHPSM Board Governance Policy Flow and Process



CMHPSM Regional Policy Flow and Process



CMHPSM SUD Oversight Policy Board Governance Policy Flow and Process

