



**MINUTES OF THE REGULAR MEETING
WEDNESDAY, NOVEMBER 17, 2021**

The LifeWays Board of Directors met in regular session in the Board Room at the LifeWays Building, 1200 N West Avenue, Michigan on Wednesday, November 17, 2021.

BOARD MEMBERS PRESENT: Jeffrey Peterson (Chair); Bruce Caswell (Vice Chair); Ruth Brown (Secretary) via Zoom; John Clark (Treasurer); Bradley Bohner, Melissa Callison; Christine Carlson via Zoom; Earl Poleski; Carl Rice, Jr. via Zoom; Ray Snell; Mark Wiley via Zoom; Edward Woods via Zoom

BOARD MEMBERS ABSENT:

STAFF MEMBERS PRESENT: Maribeth Leonard (Chief Executive Officer), Kenneth Berger, Latrelle Burk, Richard Carpenter, Karen Cascaddan, Shannan Clevenger, Michael Cupp, Jon Johnston, Angie O'Dowd, Casie Robertson

OTHERS PRESENT: Sally Peterson

CALL TO ORDER

Chair Peterson called the Board Meeting to order at 7:00 p.m.

INVOCATION AND PLEDGE OF ALLEGIANCE

The Invocation was presented by Jeffrey Peterson, which was followed by a recitation of the Pledge of Allegiance to the American Flag by audience and Board members.

RECORDING OF ATTENDANCE

The presence of all attending this meeting was recorded.

APPROVAL OF BOARD AGENDA

LW 21-22-004 - Approval of Agenda of the November 17, 2021 Regular Business Meeting

MOTION BY JOHN CLARK, SUPPORTED BY MARK WILEY, FOR APPROVAL OF THE AGENDA OF THE NOVEMBER 17, 2021 REGULAR BUSINESS MEETING, AS AMENDED. MOTION CARRIED: 10-0

APPROVAL OF BOARD MINUTES

LW 21-22-005 - Approval of the Minutes of the Regular Business Meeting held on October 20, 2021

MOTION BY MELISSA CALLISON, SUPPORTED BY RAY SNELL, FOR APPROVAL OF THE MINUTES OF THE REGULAR BUSINESS MEETING HELD ON OCTOBER 20, 2021, AS PRESENTED. MOTION APPROVED: 10-0

CEO COMMUNICATIONS

Maribeth Leonard, Chief Executive Officer, briefly highlighted the communications provided in the Board Folder.

Dr. Carl Rice, Jr. joined the meeting at 7:03 p.m.

Mr. Caswell related news of a potential resolution to the privatization debate. It is thought that current community mental health agencies will be expanded and morphed into Certified Clinical Behavioral Health Clinics (CCBHCs); rules will be expanded to keep things the same over the next five to ten years. The entire industry be reviewed throughout as to whether to keep the same situation or privatize.

(A copy of the Board Folder contents can be found in the Supplemental Minutes portion of the Board Minutes Book.)

PUBLIC COMMENT

There were no public comments.

Bradley Bohner arrived at the meeting at 7:07 p.m.

SPECIAL ORDER TOPIC: ANNUAL CORPORATE COMPLIANCE TRAINING FOR THE BOARD OF DIRECTORS – KENNETH BERGER, CORPORATE COMPLIANCE OFFICER

Kenneth Berger, Corporate Compliance Officer, provided the Annual Corporate Compliance Training for the Board. Some key notes included:

- The main goal of corporate compliance is to protect consumers as well as the organization from fraud and deception.
- Due to the increase of scams during the pandemic, the Office of Inspector General (OIG) has increased its scrutiny on large and individual providers. This is being accomplished by:
 - Auditing services in selected states, often targeting case managers for Social Security Act compliance. Should there be any non-compliance, providers have to repay Medicaid payments.
 - Auditing a random 100 service claims from a three-year period. The

percentage that fails the audit is the percentage applied to the overall Medicaid payments from that three-year period, which are then paid back.

- If any fraudulent claims are found, three times the amount of the fraudulence has to be repaid plus a penalty of \$11,600 for every fraudulent claim found.
- Should a provider be found extremely negligent, the organization can be excluded from receiving Medicare and/or Medicaid payments for a five-year period.
- The OIG does provide a great deal of guidance, including a well-versed website.
- To be effective, a compliance program focuses on three things to uncover any potential problem areas (as per the OIG and Department of Justice guidelines):
 - Self-audits
 - Risk assessments
 - Enforcement:
 - Self-reporting of any non-compliant or improper claims to Mid-State Health Network and the state OIG.
 - Self-initiate repayments for non-compliant or improper claims.
 - Take action on issues found as well as taking pro-active steps to prevent issues in the future.
- The Department of Justice also advocates for continuous training.
- Also effective is encouraging consumers and staff to ask questions, especially to understand the underlying whys.

After the presentation, Mr. Berger answered questions from the Board.

Q. Does LifeWays have an internal audit process?

A. There are a number of audits that are done across departments annually. Findings are conveyed generally through the quarterly Corporate Compliance reports but can also be found in various Quality Improvement Council (QIC) reports.

Q. Does LifeWays have a dedicated audit function, like many non-profit organizations? Many times, this role would report directly to the CEO.

A. There is currently not a separate audit function, either by department or individual. However, besides internal audits, there are outside audits, such as those done by Mid-State Health Network, for both LifeWays and provider claims. Some of these audits are done quarterly.

(A copy of the presentation can be found in the Supplemental Minutes portion of the Board Minutes Book.)

APPROVAL OF CONSENT AGENDA

LW 21-22-006 - Approval of the Consent Agenda (November 17, 2021 Regular Business Meeting)

MOTION BY BRADLEY BOHNER, SUPPORTED BY MELISSA CALLISON, FOR APPROVAL OF THE CONSENT AGENDA (NOVEMBER 17, 2021 REGULAR BUSINESS MEETING), AS PRESENTED. MOTION CARRIED: 12-0

A. Facilities

- 1. Approval to Accept RW Mercer Co. Change Request/Invoice #339021 in the Amount of \$16,499.05 and Recommendation to LifeWays Finance Committee for Approval for Immediate Payment of \$14,585.00 and \$1,914.05 Upon Completion of Electrical Work**

B. Program & Finance

- 2. Approval to Accept Finance Report – September 2021**
- 3. Approval to Accept Expenses Report – September 2021 - \$7,507,119.12**
- 4. Approval to Accept the Facilities Committee Recommendation for Payment to RW Mercer Change Request/Invoice #339021 in the Amount of \$16,499.05 to be Paid an Immediate Payment of \$14,585.00 and \$1,914.05 Upon Completion of Electrical Work**
- 5. ~~Approval of Option #1 for Staffing Finance Department Functions [Pulled from Consent Agenda for Reconsideration under New Business]~~**
- 6. Approval of Out-of-State Travel for Edward Woods, Board Member, to attend the National Council for Mental Wellbeing Quarterly Board Meeting and Strategic Planning Session, January 16-18, 2022, in Palm Springs, CA for an Estimated Amount of \$4,782.50 to include Transportation, Lodging and Meals**

C. Quality Improvement and Credentialing

- 7. Approval of the Quality Improvement/Credentialing Report – November 2021**
- 8. Approval of Updated Disaster Recovery Plan**
- 9. Approval of Self-Determination Advisory Committee Requests for Appointments**
- 10. Approval of 2022 Board Committee Meeting Calendar Revision 1**
- 11. Approval of 2021 Board Committee Meeting Calendar Revision 4**

12. Approval of Reviewed Policies: 14-05 Crisis Line; 14-07 Pre-Admission Screening to Inpatient
13. Approval of Revised Policies: 02-01.09 Resident Labor; 13-07 Serious Emotional Disturbance (SED) Waiver Coordinator
14. Approval of Deleted Policy: 16-07 Mental Health Court
15. Approval of the Recommendation to the Full Board the Adoption of Amended Language for Priority V: Better Equity to the Strategic Plan for Fiscal Year 2022

APPOINTED COMMITTEE REPORTS

- **LIFEWAYS BOARD EXECUTIVE COMMITTEE**
- **LIFEWAYS RECIPIENT RIGHTS ADVISORY COMMITTEE**
- **MID-STATE HEALTH NETWORK (MSHN) BOARD**
- **MSHN SUBSTANCE USE DISORDER OVERSIGHT POLICY BOARD**
- **NATIONAL COUNCIL FOR BEHAVIORAL HEALTH BOARD**
- **COMMUNITY MENTAL HEALTH ASSOCIATION**

BOARD OF DIRECTORS

- **LIFEWAYS MENTAL HEALTH IN SCHOOLS ADVISORY COMMITTEE**
- **LIFEWAYS SELF-DETERMINATION ADVISORY COMMITTEE**

NEW BUSINESS

- LW 21-22-007 - Approval of Expenditure of \$19,071 to Community Mental Health Association of Michigan (CMHA) for a Voluntary Special Assessment**
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MOTION BY BRADLEY BOHNER, SUPPORTED BY RAY SNELL, FOR APPROVAL OF EXPENDITURE OF \$19,071 TO COMMUNITY MENTAL HEALTH ASSOCIATION OF MICHIGAN (CMHA) FOR A VOLUNTARY SPECIAL ASSESSMENT, AS PRESENTED. ROLL CALL VOTE: YEAS – RUTH BROWN, MELISSA CALLISON, CHRISTINE CARLSON, BRUCE CASWELL, JOHN CLARK, JEFFREY PETERSON, CARL RICE, JR., RAY SNELL, MARK WILEY, EDWARD WOODS; NAYS – BRADLEY BOHNER, EARL POLESKI. MOTION CARRIED: 10-2

LW21-22-008 - Approval of Option #1 for Staffing Finance Department Functions

Discussion ensued on whether to post the vacant Finance Department positions for another 90 days vs. completely outsourcing the Finance Department. A summary of comments include:

- Suggestion to hire a headhunter-type firm to help to pinpoint talent.
- At least one job posting has been placed throughout the state since June; few applicants have applied, and none have been fully qualified (finance in the community mental health field is unique and constantly changing).
- There is a great lack of applicants in general as the job market is currently very tight.
- Stability in the Finance Department is greatly desired.
- Resistance was expressed to outsourcing an essential department.
- Resistance was expressed to the potential outsourcing company.

MOTION BY BRUCE CASWELL, SUPPORTED BY EARL POLESKI, FOR APPROVAL OF OPTION #1 FOR STAFFING FINANCE DEPARTMENT FUNCTIONS, AS PRESENTED. ROLL CALL VOTE: YEAS – BRADLEY BOHNER, RUTH BROWN, BRUCE CASWELL, JEFFREY PETERSON, CARL RICE, JR., MARK WILEY, EDWARD WOODS; NAYS – MELISSA CALLISON, CHRISTINE CARLSON, JOHN CLARK, EARL POLESKI, RAY SNELL. MOTION CARRIED: 7-5

LW 21-22-009 - Approval of Option #3 for Staffing Finance Department Functions

LW 21-22-009 DIED FOR LACK OF A MOTION.

REPORTS

• **CHIEF EXECUTIVE OFFICER (CEO)**

Ms. Leonard stated that, due to the recent COVID-19 surge, the Annual Board and Staff Event will be held virtually.

Ms. Leonard then presented the CEO report on the following topics.

- **LifeWays Update**
 - **Certified Community Behavioral Health Clinic (CCBHC) Update**
 - **Crisis Intervention Training (CIT)**
 - **Crisis Residential Unit (CRU)**
 - **Center for Medicare and Medicaid Services (CMS) Vaccine Requirements for Community Mental Health Centers**

- **Federal Legislative Update**
 - **Senator Debbie Stabenow’s Lifelong Work for Mental Health Access (Detroit News Article, which will be added to Board’s website)**
- **Michigan Department of Health and Human Services (MDHHS) Update**
 - **Jeff Wieferich Names Acting Senior Deputy Director of Behavioral Health and Developmental Disabilities Administration (BHDDA)**
- **Community Mental Health Association (CMHA) Update**
 - **Legislative Video on CMHA’s Website**
 - **Voluntary Special Assessment**
- **State Legislative Update**
 - **Senate Committee Hears Testimony on Mobile Crisis Bills**
 - **Senate Committee Votes Out Senate Bills (SB) 597 and 598**
 - **Mental Health Supplemental Introduced in the Senate**
- **Upcoming Events**
 - **LifeWays Annual Board & Staff Appreciation Event**

(A copy of the CEO Report can be found in the Supplemental portion of the Board Minutes Book.)

- **BOARD CHAIR**

No comment.

- **MEMBER COMMENTS**

- **Mr. Clark – No comment.**
- **Mr. Caswell – When I was in Lansing, my wife suggested I come home every night, which I did. She is a wise woman. Also, I have the opportunity to sit on the Board of Trustees for the Michigan Masonic Home in Alma. Part of our responsibility is to oversee the Michigan Charitable Foundation. The first audit report I see shows that their assets were increased this year by 30%, valued at over \$100 million. Five percent of their investments were in international companies, so I asked the question if any investments were in Chinese companies. The answer was that not one penny was invested in communist China companies and it wasn’t even considered. If any of our staff pensions, and I don’t mean to beat a dead horse, are invested in any like companies, we should get out of them.**
- **Mr. Bohner – I’m proud of this board. We had a very full discussion and I’m very proud that we can have people on both sides of the issue, we can debate things civilly and none of us end up in a duel in the parking lot like so much of society**

wants to do these days. I'm very proud to be a part of a board that functions so well.

- **Mr. Poleski** – I would note my appreciation to Ms. Leonard for speaking to the Rotary yesterday, she did a very nice job. The Rotary consist of solid citizens that are pretty well informed but I'm pretty sure that they learned quite a bit about LifeWays. Thanks to Commissioner Snell for also attending.
- **Mr. Snell** – Thank you, Commissioner Poleski for inviting me, it was a great meeting and even I learned quite a bit. I'd also like to say that I really appreciate the staff responses to my questions and so quickly, too. I know that COVID is a hot topic and will continue to be so for a while. In reading your report, I know what's coming from the OSHA [Occupational Safety and Health Administration] side of things. Are there lawsuits from the CMHA? I ask that we do what is prudent for the consumers and staff of LifeWays.

Ms. Leonard responded that there are lawsuits, which are being monitored.

- **Ms. Callison** – I was remiss at not bringing forward at the last Board Executive meeting a proposal for LifeWays to consider participating in the second phase of charting the life course framework in the Person-Centered Planning issue. It was one of the presentations as the recent CMHA conference. I will be bringing it forward to the Self-Determination Advisory Committee. I think it would be an awesome thing to be included in as a pilot.
- **Mr. Woods** – I appreciate the work that the Finance Committee, the Board Executive Committee and the staff did at bringing forth the information tonight. This is a tough position for our CEO to be in and we want to help as much as we can, but we also want to be good stewards and make the best decision for the agency. We want to protect the CEO but feel like we need to slow things down a bit and take those extra steps to ensure there is no undue public scrutiny.
- **Ms. Carlson** – I just want to say how great it is that Sally [Peterson] discussed with us many topics for over two hours now!
- **Dr. Rice** – I really appreciate everyone on this board and the committees that we're on. I appreciate the fact that we have people that are invested, and we all want what's best for the people we serve. I'm thankful to be a part of all this.
- **Mr. Wiley** – Have we reached out to the business schools at the various colleges?

Ms. Leonard stated that job postings have been sent to many colleges with little to no response.

- **Ms. Brown** – I want everyone to think about our blessings especially since a week from tomorrow is Thanksgiving. I hope everyone has a very blessed and safe holiday. I hope you can turn your phone and computers off for at least 15 minutes to relax and enjoy your Thanksgiving break. I agree with Dr. Rice, it's a blessing to be on this board. LifeWays has a great staff, and it starts with Maribeth. Maribeth has a great team around her; very hard working and they all do a great job. I appreciate this board, it's a really good one to be on.

PUBLIC COMMENT

There were no public comments.

ADJOURNMENT

There being no further business to come before the Board, Chair Peterson adjourned the meeting at 9:10 p.m.

Ruth Brown, Secretary