

Meeting Notes  
Board of Directors Work Session  
April 7, 2022, 1:00 PM

1. Welcome and Opening Comments – Mr. DeYoung
2. Public Comment
3. **LRE Bylaws Review** –
  - Article 1 – No Change
  - Article 2 – No change
    - Discussion regarding “retained” powers (2.6) vs. “reserved” powers (3.3). All governance operations are retained by the CMHs, unless it was granted to the PIHP.
  - Article 3 – All unanimous vote
    - 3.3.5/3.3.6 – Steve B. recommends taking out of Bylaws and placing into policy/procedure. Further discussion regarding what document will show that the CMH grants the PIHP the authority to make the decision to borrow and the limit of amounts borrowed. If the PIHP dissolves, the debt will move to the CMHs. Neither of these are substantive as is, so could leave in or take out. Thresholds would be the significant discussion.
      - Leave in and put floor/ceiling amount in OA or policy.
      - Steve recommends defer decision until he completes further research.
      - Final decision not specified, could leave it or take out as long as the threshold is specified in another document.
  - Article 4 –
    - 4.2.1 – Steve B. speaks to a concern that the election of Board members does not fit the statute. Part A – the LRE Board has the right to say no to an appointment. Part B – Categories are not addressed on regional entity board (RE Statute 204). In discussion with other PIHPs, there is an effort to incorporate requirements 12.22/12.12 as it applies to categories for a CMH board. There is not specific wording in 204 but more of an interpretation.
      - **Decision:** Change wording - CMH Board will appoint 3 members that meet the agreed-on requirements (Primary and/or Secondary individual served). LRE Board Members do not have to be CMH Board members.

- 4.2.5 – Providers cannot be on the LRE Board per the MH code.
  - CMH Board members are allowed. There is not a case that pertains to this and is permissible pursuant to the 2016 AG opinion (Steve B. can send out a copy). While there appears to be a conflict of interest for the statute to be implemented you have to look past the conflict.
- 4.11 – The Board can have advisors attend and speak during Board meetings. Board meetings are open, and a board advisor could potentially be any individual attending.
  - **Decision:** Can be taken out as this has been a Board practice.
- Article 5 – No change
- Article 6 –
  - 6.3 – Discussion regarding term positions and the impact of having inexperienced individuals in the rotation. Regardless of term limit, the nominating committee can develop a new individual.
    - **Decision:** Change language to no term limit.
- Article 7 – No change
- Article 8 – No change
- Article 9 – No change
- Article 10 – No change
- Article 11 – No change
- Article 12 – No change
- Article 13 – No change
- Article 14 – No change
- Article 15 – No change

Other:

There is a contractual relationship between the PIHP and CMH. The CMHs have to meet the contractual requirements and should discuss as a group how to address when one organization is not meeting requirements. After there is agreed on actions then it is not a scope of authority but a contract question.

#### 4. LRE Operating Agreement Review –

- Article 1 – Number the definitions 1.1, 1.2 etc.
- Article 2 – No change
- Article 3 – No change

- Article 4 –
  - Funding/Management of the ISF will be put into policy/procedure
  - 4.5 – “Newspaper: – Steve will review Court and update as required
  - 4.8 – Change to unanimous, keep \$150,000 threshold.
  - 4.1.1.1 – Discussion about where it is stated that a smoothing process will occur for CMHs affected negatively when the regional funding model switches from the current 50% historical/50% PEPM to the 100% PEPM model. This section states there can be “Planned funding adjustments” i.e. increases/decreases to a members funding as approved and agreed on by the member CMHSP. The language has been left broad to account for the different funding models such as CCBHC.
- Article 5 – No change
- Article 6 – No change
- Article 7 – No change
- Article 8 – No change
- Article 9 – No change
- Article 10 –
  - 10.2 review “electronic” language and update as needed.
- Other –
  - Jack – add a stronger statement of why the PIHP is here.
  - Review “provider” and “provider network” language to make sure it is not referencing CMH members. Possibly add to definitions.
  - Does the LRE sign the OA or just the members? Steve will research.

5. Board Member Comment
6. Public Comment
7. Adjourn