



BOARD OF DIRECTORS REGULAR MEETING MINUTES
May 28, 2025

Present: Rebecca Pasko, Chairperson; John Burkardt, Vice Chairperson; Becca Curley, Secretary Pro-tem; Mike Humphries; Deb Staelgraeve; Ken Papenhagen; Dawn Asper; Joan Canning; Naomi Stoner; LaMar Frederick; Reda Biniecki; and Susan Fortney

Excused:

Absent:

Staff: Lisa Graham

Guests: 7 guests were present

I. CALL TO ORDER

The Board Chair, Rebecca Pasko, called the meeting to order at 6:00 p.m.

Rebecca Pasko appointed Becca Curley as the Secretary pro-tem.

II. ROLL CALL

Roll Call confirmed a quorum existed.

III. PLEDGE OF ALLEGIANCE

The Pledge of Allegiance was led by Rebecca Pasko.

Rebecca Pasko commented that this is her first Board Meeting as Board Chair and began with an update regarding the tie election for Board Secretary. The Monroe County Board of Commissioners will not intervene in that it will be up to us. Rebecca requested for the Bylaws & Policy Committee to meet and come up with a resolution when an election results in a tie and make a recommendation to the full Board for consideration. Once approved, will revisit the election for Board Secretary.

Rebecca Pasko appointed Ken Papenhagen to the Bylaws & Policy Committee. The next meeting date is Thursday, June 19, 2025 at 5:00pm.

Rebecca Pasko is attending the CMHAM Summer Conference in early June and will gather information from other CMHs and provide feedback to the Bylaws & Policy Committee for their consideration.

IV. CONSIDERATION TO ADOPT THE DRAFT AGENDA AS PRESENTED

Dawn Asper moved to adopt the draft agenda as presented. Susan Fortney supported. Motion carried unanimously.

V. CONSIDERATION TO APPROVE THE MINUTES FROM THE MAY 21, 2025 BOARD MEETING AND WAIVE THE READING THEREOF

Becca Curley moved to approve the minutes for the May 21, 2025 Board Meeting and waive the reading thereof. Naomi Stoner supported. Discussion followed.

Reda Biniecki requested to fix the typographical error on the Claims and Billing Specialist presentation.

Mike Humphries suggested amending Reda Biniecki's motion regarding the fourth closed ballot vote for Board Secretary in the minutes on page 5 of the Board Packet to include language to suspend the normal rules. Mike stated that it is important to have this amended language as according to Robert's Rules of Order, you cannot continue to conduct business until the Election of Officers has been completed. A 2/3 vote is needed from the Board to suspend the normal rules.

Dawn Asper called Point of Information.

The suggested amended motion would read: Reda Biniecki moved to conduct a fourth closed ballot vote for Board Secretary and if results in a tie to then suspend normal rules and take to the Monroe County Commissioners to make the determination.

The motion to approve the minutes for the May 21, 2025 Board Meeting with amended language was not completed with a vote and will be brought back to the board in June.

Reda Biniecki moved to suspend the normal rules until we can finalize the election of Board Secretary. Susan Fortney supported. Discussion followed. Dawn Asper Called the Question. Roll Call: In favor: Asper, Canning, Burkardt, Curley, and Fortney; opposed: Humphries, Staelgraeve, Frederick, and Biniecki; abstain: Papenhagen and Stoner. Point of Order. A 2/3 vote was required; therefore, the motion did not pass.

Reda Biniecki commented that she thought the vote was to change dates of the Bylaws & Policy Committee as Ken Papenhagen was not available. Reda stated she needed to change her vote. LaMar Frederick commented that a call for a revote is needed.

Joan Canning moved to take a revote to suspend the normal rules until we can finalize the election of Board Secretary. John Burkardt supported. Discussion followed. Roll Call: In favor: Asper, Canning, Burkardt, Biniecki, Curley, and Fortney; opposed: Humphries, Staelgraeve, Papenhagen, Stoner, and Frederick. Point of Order. A 2/3 vote was required; therefore, the motion did not pass.

LaMar Frederick commented on not knowing what the rules are that are being requested to suspend. The Board has Bylaws and Governance Policies. Mike Humphries commented that the Bylaws state that the Board follows Robert's Rules and is the rules being suspended. Lisa Graham commented that the Bylaws does not cover what to do in the event of a tie during an election of officers. LaMar commented that the Bylaws state we shall elect a Board Secretary. The only time Robert's Rules apply is if the Bylaws does not apply. We must elect a Board Secretary.

The Board continued to discuss.

Joan Canning commented that she does not have a copy of the Bylaws in front of her. One of the Board Rules of Conduct is to seek no harm. Are we doing harm about understanding the proper procedure? The alternative is potentially to do harm if we don't look at this important business. Items in the board packet have a time limit on them. What we are doing right now seems to be negative.

Rebecca Pasko commented that if there is a motion from the floor to have the election for Board Secretary again this evening, we can certainly do that.

Susan Fortney moved to conduct an election for Board Secretary. Ken Papenhagen supported. Discussion followed. Roll Call: In favor: Humphries, Staelgraeve, Papenhagen, Asper, Canning, Burkardt, Stoner, Biniecki, Curley, and Fortney; Opposed: none; Abstain: Frederick. Motion carried.

Election of Board Secretary:

The Nominating Committee acknowledged that there were two board members showing interest in the Board Secretary position. Board members showing interest were Ken Papenhagen and Susan Fortney.

The Nominating Committee recommended Ken Papenhagen for Board Secretary. Ken Papenhagen accepted.

The Nominating Committee recommended Susan Fortney for Board Secretary. Susan Fortney accepted.

Nominations were opened to the floor for Board Secretary. Hearing no further nominations, nominations were closed.

Susan addressed the Board as to why she would like to be considered as Board Secretary.

Ken addressed the Board as to why he would like to be considered as Board Secretary.

Closed Ballot Vote:

The Nominating Committee provided a closed ballot to board members for Board Secretary. Votes were tallied and announced in real time.

Round One:

- | | |
|--------------------|---------|
| a. Board Secretary | |
| i. Ken Papenhagen | 6 votes |
| ii. Susan Fortney | 6 votes |

Dawn Pratt announced that the closed ballots resulted in a tie for Board Secretary.

Rebecca Pasko is open for suggestions. Discussion followed.

Rebecca Pasko met with Lisa Graham today and both have concerns that need addressed. However, those cannot be addressed tonight. Rebecca asked the Board if they would like to suspend the rules so we can conduct business or are we going to walk away. Are we going to allow the Bylaws & Policy Committee to do its job. Ken Papenhagen has been appointed to the Bylaws & Policy Committee in hopes to make it fair, as Susan Fortney is already an appointed committee member. They can work together and with other committee members to come up with a resolution. Rebecca commented that this is her first meeting as Board Chair, and she would love to see the Board take a positive step and at least suspend the rules to move on with business.

Dawn Asper suggested to have Secretary Pro-tem, and in the meantime, the Bylaws & Policy Committee can review and amend the Bylaws and can get information from other Boards on how they resolve an election that results in a tie.

Deb Staelgraeve commented on the Board accomplishing so much in the last two years to end up divided in one meeting, her take on new board members that have not yet had orientation and do not know other board members and questions voting during an election as they do not have historical knowledge, and composition of the Performance Evaluation Committee.

Dawn Asper called Point of Order.

Rebecca Pasko addressed that new board members are able to vote and that is how it has been every year.

Joan Canning commented that she is a new board member but can form an opinion that is not uneducated and vote. Joan has been able to observe, have an opinion, and vote accordingly.

Rebecca Pasko stated we need to focus on how to resolve a tie for Board Secretary. The Board can either vote all night or the Board can vote once again to suspend the rules to conduct business, the business we are here to do.

After much Board discussion, Susan Fortney suggested to the Board to take another vote.

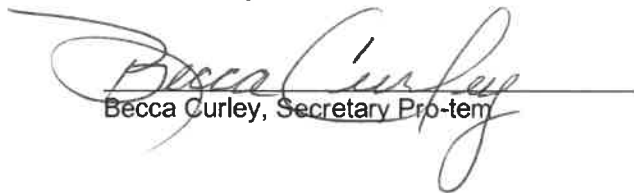
Susan Fortney moved to suspend the normal rule to conduct regular business and let the Bylaws & Policy Committee make a recommendation regarding a tie in board elections. Dawn Asper supported. Discussion followed.

Susan Fortney amended the motion to suspend the Bylaws to conduct regular business and let the Bylaws & Policy Committee make a recommendation regarding a tie in board elections. Dawn Asper accepted and supported the amendment. Discussion followed. Roll Call: In Favor: Asper, Canning, Burkardt, Biniecki, Curley, and Fortney; Opposed: Humphries, Staelgraeve, Papenhagen, Stoner, and Frederick. A 2/3 vote was required; therefore, the motion did not pass.

XIII. ADJOURNMENT

Rebecca Pasko adjourned the meeting at 7:22pm.

Submitted by,


Becca Curley, Secretary Pro-tem

LG/dp
6/5/25