



BOARD OF DIRECTORS SPECIAL MEETING MINUTES
October 2, 2025

Present: Rebecca Pasko, Chairperson; John Burkardt, Vice Chairperson; Susan Fortney, Secretary; Mike Humphries; Dawn Asper; LaMar Frederick; Reda Biniecki; Becca Curley; and Joan Canning

Excused: Ken Papenhagen and Naomi Stoner

Absent:

Staff: Lisa Graham

Guests: Dr. Frances Jackson, Parliamentarian; and 2 guests were present

I. CALL TO ORDER

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

II. ROLL CALL

Roll Call confirmed a quorum existed.

III. PLEDGE OF ALLEGIANCE

The Pledge of Allegiance was led by Rebecca Pasko.

IV. CONSIDERATION TO ADOPT THE DRAFT AGENDA AS PRESENTED

The items in the Board Packet are as presented on the agenda. Rebecca Pasko asked if there were any changes to the agenda. Hearing no changes, the agenda was approved by unanimous consent.

V. PUBLIC COMMENTS

There were no public comments.

VI. CONSIDERATION TO GO INTO CLOSED SESSION FOR PURPOSES OF WRITTEN ATTORNEY OPINION PURSUANT TO SECTION VIII (h) OF THE OPEN MEETINGS ACT

Susan Fortney moved; Reda Biniecki supported. No discussion followed. Rebecca Pasko asked if there were any objections to go into Closed Session. Hearing no changes, the Board will go into Closed Session for purposes of written attorney opinion pursuant to Section VIII (h) of the Open Meetings Act by unanimous consent.

The Board went into Closed Session at 6:04pm.

The Board went into Open Session at 6:16pm.

VII. PRESENTATIONS

- a. MiPLAN Bylaws: Richard Carpenter presented an overview of the MiPLAN Bylaws and highlighted the purpose at a high level for each Article.

i. Article I Purpose and Powers:

Establishes MiPLAN as a Government entity created under the mental health code.

ii. Article II CMHSP Membership/Governance Participation:

Limits CMHSP governance role as required by the RFP and describes the ability for new members to join.

iii. Article III Amendment of Bylaws:

Describes the process by which the Bylaws may be amended by supermajority vote of the MiPLAN Board (subject to CMHSP rejection) or by the CMHSPs.

iv. Article IV Governing Documents:

Explicitly states that the Bylaws are the only governing documents.

v. Article V Board of Directors:

Established the process by which the Board will be appointed and managed.

1. Transition Board – Temporary until the MDHHS contract is awarded and the “permanent” Board is established.

a. Board Chairperson appointed by Rehmann

b. Up to fourteen (14) directors comprised of the CEOs of the CMHSPs that adopt these Bylaws

c. Powers are limited to actions necessary to respond to the RFP and preliminary actions required for transition

2. County Advisory Council – A body designed to maintain the local connection of the PIHP board to the local communities.

a. Three-year term

b. One member from each county and appointed by the County Commission

c. Cannot be a CMHSP board member or employee

3. RE Board – The “permanent” Board

a. Board Chairperson appointed by Rehmann

b. Nine (9) directors appointed by the County Advisory Council, 1 from each “group” of counties, the 9 groups will be determined by the Transition Board once all CMHSP members have joined. The members of each group shall select the representatives for that group.

c. Five (5) directors with lived experience in the Michigan specialty behavioral health system, including at least one (1) parent of a child with lived experience in the Michigan specialty behavioral health system. These directors will be recommended by advocacy organizations and confirmed by a simple majority vote of the County Advisory Council.

vi. Article VI Advisory Boards & Committees:

Establishes the framework for advisory councils and a committee structure. These meet the minimum requirements of the RFP while enhancing the ability of local communities to have a voice with the County Advisory Council.

vii. Article VII Accounting and Reporting:

Outlines the minimum accounting and reporting structure as required in the Bylaws by the Mental Health Code.

viii. Article VIII Immunity:

Explicitly states the right of this organization to government immunity as provided in the mental health code.

ix. Article IX Special Employment Matters:

Limits the ability of this organization to employment of the Chief Executive Officer as required in the RFP.

x. Article X Contracts:

Limits the ability of this organization to holding only certain contracts. This is to protect the fundamental concept that the Private Partner will be responsible for day-to-day operations.

xi. Article XI Dispute Resolution:

Requires a Dispute-Resolution policy to be adopted by the Board.

- xii. Article XII Conflict of Interest:
Requires a Conflict-of-Interest policy to be adopted by the Board.
- xiii. Article XIII Effective Authority of By-Laws:
Explicitly states the intent that these Bylaws shall be effective as soon as at least two (2) member CMHSP Boards have adopted them.

b. Timeline:

- i. October 2, 2025 Adoption of Bylaws: If Bylaws are considered for adoption, they would be filed with the Monroe County Clerk and Secretary of State Office of the Great Seal on October 3, 2025.
- ii. October 9, 2025 Legal Hearing in Grand Rapids: There are 3 PIHPs, our region is not one of them. There are 6 total organizations that have filed against the State of Michigan a preliminary injunction and the goal is to delay the RFP process. The judge will rule to delay or not to delay. If it is delayed, we will not submit our proposal. If it is not delayed, we need to be prepared to submit before the RFP deadline.
- iii. October 10, 2025: Special Meetings for other CMHPs.
- iv. October 13, 2025 Proposal Due to MDHHS in SIGMA: All documents will need to be uploaded. This is one of the reasons we are asking a few CMHs to adopt the Bylaws now. If we waited until October 10th there would not be enough time to submit the RFP on October 13th.
- v. February 25, 2025 Anticipated Contract Signature Date: If it is announced, to award a contract for the PIHP Procurement RFP bid, it is not complete until it is signed.

VIII. ITEMS FOR BOARD CONSIDERATION

a. **Consideration to Adopt the Resolution to Establish a Regional Entity**

Mike Humphries moved; Becca Curley supported. No discussion followed. Rebecca Pasko asked if there were any objections to adopt the Resolution. Hearing no objection, the Resolution to Establish a Regional Entity was adopted by unanimous consent.

XII. PUBLIC COMMENTS

There were no public comments.

XII. ADJOURNMENT

Rebecca Pasko adjourned the meeting at 7:20pm.

Submitted by,


Susan Fortney, Secretary

LG/dp
10/10/25

