



MONROE COMMUNITY MENTAL HEALTH AUTHORITY SPECIAL BOARD MEETING

October 2, 2025 – 6:00 p.m. / Aspen Room
Draft Agenda

BOARD GUIDING PRINCIPLES:

- 1.1 Monroe Community Mental Health Authority (“Authority”) exists to help individuals with mental illnesses and/or intellectual/developmental disabilities so they can live, work, and play in their communities to their fullest potential. As a Certified Community Behavior Clinic (CCBHC), the Authority will provide mental health and/or substance use care/services, regardless of ability to pay, place of residence, or age, including developmentally appropriate care for children and youth.
- 1.2 Monroe Community Mental Health Authority strives to be the provider of choice for Monroe County by offering the highest quality of treatment with positive measurable outcomes, while maintaining competitive service rates with the State.
- 1.3 Monroe Community Mental Health Authority establishes and sustains a culture that values each staff member; holds staff to high standards; is fair and respectful; values creativity, and promotes collaborative thinking.
- 1.4 Monroe Community Mental Health Authority continues to establish collaborative community relationships that enable MCMHA to provide quality service to consumers.

BOARD RULES OF CONDUCT:

- a. Speak only after being acknowledged by the Chair and only to the Chair.
- b. Keep deliberation focused on the issue and don’t make it personal.
- c. Divulge all pertinent information related to agenda items before action is taken.
- d. Seek to understand before becoming understood.
- e. Seek to do no harm.

CITIZEN RULES OF CONDUCT:

- a. In order for our Board to move efficiently through the meeting agenda, we ask that everyone present conduct themselves respectfully and with decorum. Anyone who chooses not to comply with this will be asked to leave the building.

MISSION STATEMENT:

Enrich lives and promote wellness.

VISION STATEMENT:

To be a valued/active partner in an integrated System of Care that improves the health and wellness of our community.

CORE VALUES:

Compassion, Authenticity, Trust, and Accountability.

	<u>Guide</u>
I. Call to Order	1 min
II. Roll Call	2 min
III. Pledge of Allegiance	2 min
IV. Consideration to Adopt the Agenda as Presented	2 min
V. Public Comments	3 min/person
<i>“The Board will listen respectfully to any comments you would like to make, but will not respond directly tonight. You can expect a follow up contact from the Executive Director or her representative within 24 hours if your comment is about a specific problem or complaint. Comments shall be limited to 3 minutes”.</i>	
VI. Consideration to go into Closed Session for Purposes of Written Attorney Opinion Pursuant to VIII (h) of the Open Meetings Act	1 min
VII. Presentations	30 min
a. MiPLAN Bylaws – Richard Carpenter	
VIII. Items for Board Consideration	20 min
a. Consideration to Adopt the Resolution to Establish a Regional Entity	
IX. Public Comments	3 min/person
X. Adjournment	1 min

The next regular scheduled meeting for the Monroe Community Mental Health Authority Board of Directors is on Wednesday, October 15, 2025 beginning at 6:00pm in the Aspen Room.

LG/dp 11:22 a.m.

MIPLAN

Overview and Timeline

BYLAWS OVERVIEW

- Article I - Purpose and Powers – Establishes MiPLAN as a Government entity created under the mental health code
- Article II - CMHSP Membership/Governance Participation – Limits CMHSP governance role as required by the RFP and describes the ability for new members to join
- 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
- Article IV - Governing Documents – explicitly states that the Bylaws are the only governing documents.

BYLAWS OVERVIEW

- Article V- Board of Directors – Established the process by which the Board will be appointed and managed.
 - Transition Board – Temporary until the MDHHS contract is awarded and the “permanent” Board is established.
 - Board Chairperson appointed by Rehmann
 - Up to fourteen (14) directors comprised of the CEOs of the CMHSPs that adopt these Bylaws
 - Powers are limited to actions necessary to respond to the RFP and preliminary actions required for transition
 - County Advisory Council – A body designed to maintain the local connection of the PIHP board to the local communities.
 - Three-year term
 - One member from each county and appointed by the County Commission
 - Cannot be a CMHSP board member or employee
 - RE Board – The “permanent” Board
 - Board Chairperson appointed by Rehmann
 - 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.
 - 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.

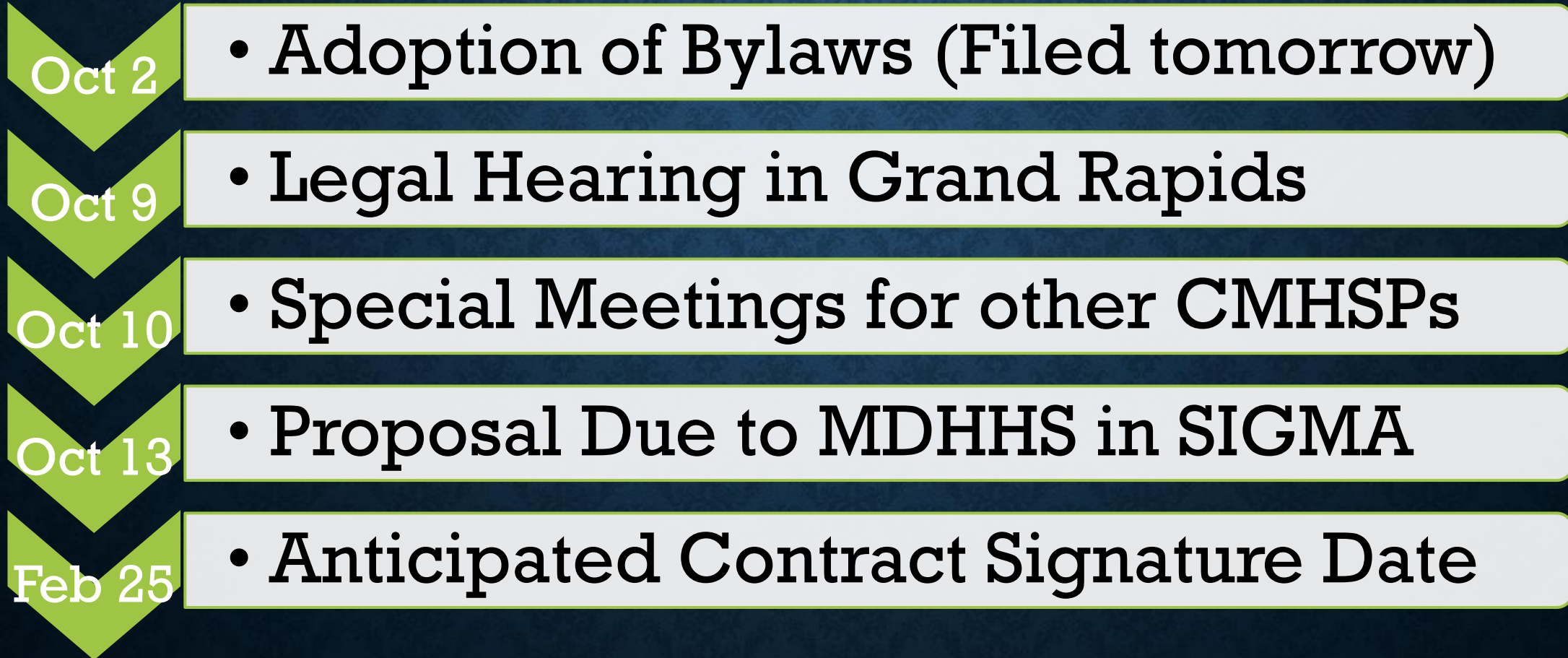
BYLAWS OVERVIEW

- *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.
- *Article VII- Accounting and Reporting* – Outlines the minimum accounting and reporting structure as required in the Bylaws by the Mental Health Code
- *Article VIII- Immunity* – explicitly states the right of this organization to government immunity as provided in the mental health code.
- *Article IX- Special Employment Matters* – Limits the ability of this organization to employment of the Chief Executive Officer as required in the RFP.

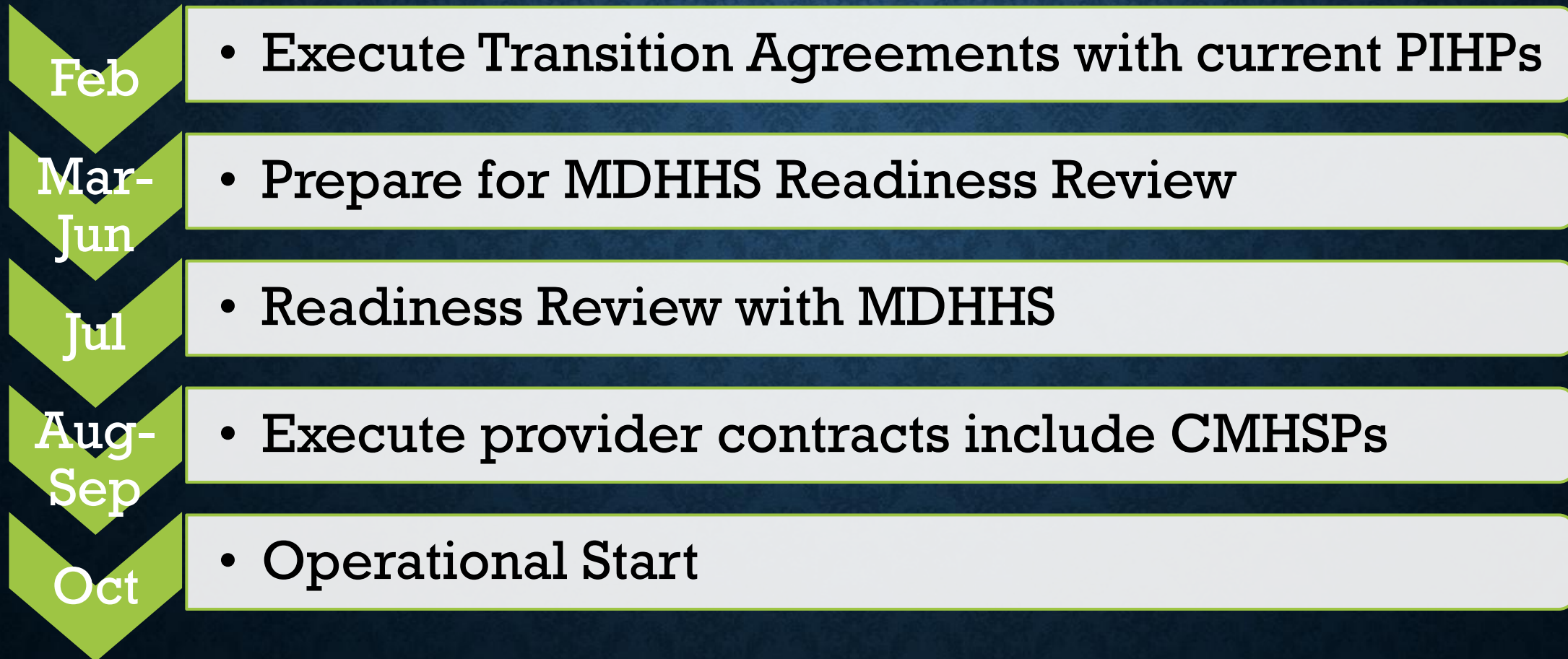
BYLAWS OVERVIEW

- *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.*
- *Article XI - Dispute Resolution – Requires a Dispute-Resolution policy to be adopted by the Board.*
- *Article XII - Conflict of Interest – Requires a Conflict-of-Interest policy to be adopted by the Board.*
- *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.*

TIMELINE OF ACTION



TIMELINE OF ACTION (IF AWARDED)



COMPARING OPTIONS

	Current PIHPs*	MiPLAN	Private**
Governmental Immunity	Yes	Yes	No
Board Structure	CMHSP Appointed	County Appointed	Self Appointed (No Public Accountability)
Experience	20+ years	20 years (Via Partner)	No Michigan Behavioral Health Experience
CMHSP Delegation	Most Functions	All Allowable Functions	None
Protects Mental Health Code	Yes	Yes (Required by Bylaws)	No (Not Required in RFP)
Retains Current PIHP talent	Yes	Yes - At least 1 year (Mental Health Code)	No (Not Required in RFP)
Admin % (Inc. Profit)	2-3% (0%)	5-7% (1-3% capped)	15% (5-7% not capped)

* Assuming lawsuits fail this system is not a viable future option.

** Private bidders are unknown so assuming current physical Medicaid health plan model

QUESTIONS & RESPONSES

- Question: Why do we need to act now? Can we wait until we know the outcome of the lawsuit or other political options?
 - Response: If we do not act now, and MiPLAN does not exist it cannot submit a valid bid on October 13, 2025, effectively defaulting to privatization.
- Question: What is the Financial Commitment of this Board to MiPLAN at this time?
 - Response: There is no financial commitment made at this time. The only commitment would be that of the CEO to participate (uncompensated) on the Transition Board until such time as the RE Board is populated.
- Question: How will start up costs be covered?
 - Response: Start up costs are expected to be insignificant until such time that MDHHS executes a contract with MiPLAN. At that time, MiPLAN will enter into transition agreements with each of the current PIHPs to transfer operations (including assets and liabilities) to MiPLAN. These assets will be sufficient to cover any initial startup costs.

QUESTIONS & RESPONSES

- Question: What happens if MiPLAN is not awarded a contract?
 - Response: If we are not awarded the contract, the MiPLAN board will have the option to dispute the results of the RFP. That decision will need to occur at that time. If a dispute fails (or we choose not to dispute) then the CMHSPs will dissolve MiPLAN without any further time commitment from the CEO.
- Question: If MiPLAN is awarded the contract, what additional financial commitment will this Board be assuming?
 - Response: The Board would be asked to enter into a service agreement with MiPLAN (as it would with any other PIHP awarded a contract). The financial risk is expected to be similar to the risk experienced with the current PIHP contract.
- Question: What happens with our current relationship with Rehmann and when?
 - Response: Creation of this entity does not by itself cause a conflict of interest with your current contract with Rehmann. A potential conflict will be created IF and WHEN the board approves a contract with MiPLAN (Expected to occur in September 2026) at which time the board will need to decide if a conflict exists and if that conflict cannot be mitigated to an acceptable level (resulting in contract termination with Rehmann).

Bylaws of Michigan's Public Led and Accessible Network
(MiPLAN)

ARTICLE I

Purpose and Powers

Section 1.1 – Purpose

Michigan's Public Led and Accessible Network (MiPLAN) is a Regional Entity (RE) and public governmental entity established by and wholly separate from its member Community Mental Health Services Programs (CMHSPs) created under Section 204b of Michigan's Mental Health Code, MCL §330.1204b, for the purpose of carrying out the provisions of Michigan's Mental Health Code, and other activities under contract with Federal, State, and local governmental entities to promote the behavioral health and safety of the citizens of Michigan. The RE is separate from the counties and authorities that created it. The RE's purposes include, but are not necessarily limited to:

- 1.1.1 Foster and support the institutions, programs, and services for care, treatment, education, and rehabilitation of individuals with mental disabilities in accordance with Article VIII, Section 8 of the Michigan Constitution.
- 1.1.2 Directly arrange for the provision of mental health (MH), intellectual/developmental disability (I/DD), and substance use disorder (SUD) services.
- 1.1.3 Promote and support a comprehensive array of mental health services through the county based CMHSP structure as defined by the Mental Health Code.
- 1.1.4 Advance the availability of quality integrated health care (physical and behavioral) and a meaningful life to all individuals and their families with a MH, I/DD, and/or SUD disability.
- 1.1.5 Enhance and ensure quality of management and delivery of MH, I/DD, and SUD services.
- 1.1.6 Operate as the Managed Care Entity (MCE) and hold the Managed Care Organization (MCO), Prepaid Inpatient Health Plan (PIHP), and/or other Medicaid managed care designation for all regions defined by the State of Michigan where at least one member CMHSP is located. Collectively these regions shall be referred to as the MiPLAN Region.
- 1.1.7 Contract with a Private Partner to employ all staff, other than the Chief Executive Officer, and perform all functions and tasks of the RE.
- 1.1.8 Develop, maintain, and improve resources for patient education and support for the Members.
- 1.1.9 Act as the department designated community mental health entity (CMHE) for substance use disorder ("SUD") treatment and prevention programs administered by the Members to the extent allowable by Federal and State law and regulation and otherwise provided within the MiPLAN Region.

- 1.1.10 Promote efficiencies in local operations of the Members across the MiPLAN Region.
- 1.1.11 Coordinate information dissemination and outreach with health plans, health maintenance organizations, insurance companies and other organizations involved in the health exchange of the State of Michigan, particularly regarding availability of MiPLAN covered services.
- 1.1.12 Improve quality and integration of services provided by MiPLAN and the Members by, among other things, facilitating region wide quality improvement efforts and promoting standardization and broad implementation of best practices throughout the MiPLAN Region.
- 1.1.13 The RE shall never assume any non-Medicaid liability incurred by a member or contracted CMHSPs; however, the RE shall, to the extent possible, work to ensure the financial viability of the member CMHSPs to ensure the capacity of services in all counties of the MiPLAN Region.

Section 1.2 – Powers and Duties

RE shall have all the powers and responsibilities under Section 204b of Michigan’s Mental Health Code, ACT 258 of 1974, as amended (the Mental Health Code), MCL §333.1204b, unless expressly limited by these Bylaws. The powers include, but are not necessarily limited to the following:

- 1.2.1 The power, privilege, or authority that the RE and CMHSPs share in common and may exercise separately under the Mental Health Code, whether or not that power, privilege, or authority is specified in these Bylaws.
- 1.2.2 The power to contract with the state to serve as the Medicaid specialty service prepaid health plan for the designated service areas of the participating community mental health services programs.
- 1.2.3 The power to accept funds, grants, gifts, or services from the federal government or a federal agency, the state or a state department, agency, instrumentality, or political subdivision, or any other governmental unit whether or not that governmental unit participates in the operations of RE, and from private or civic sources.
- 1.2.4 The power to enter into a contract with a CMHSP or, if the department designated CMHE, any SUD provider for any service to be performed for, by, or from the CMHSP or SUD provider.
- 1.2.5 The power to create a risk pool and take other action as necessary to reduce the risk that a participating CMHSP otherwise bears individually.
- 1.2.6 MiPLAN has the power to contract with any CMHSP located within the Region which may not be a member of MiPLAN.

ARTICLE II

CMHSP Membership/Governance Participation

Section 2.1 Role of Governance by Members

The role of member CMHSPs to the governance of the RE is limited strictly to the adoption of these bylaws, the amendment of these bylaws as necessary from time to time, and the dissolution of the entity once it has fulfilled its purpose.

Section 2.2 Acceptance of New Members

Subject to rejection by the Board as outlined below, any CMHSP in the State of Michigan properly created in accordance with the Michigan Mental Health Code may participate as a member of this RE by adopting these Bylaws in their entirety and without modification. In the case of a CMHSP agency wishing to join the RE, the Bylaws shall be adopted by the county commission and filed with the county clerk.

The Board may reject a new member with a three-fourths vote of the sitting board members.

The county or counties represented by any joining CMHSP shall each receive one seat on the County Advisory Council in accordance with 5.1.2.

Section 2.3 Withdrawal of Existing Members

Any CMHSP may withdraw from participation with RE effective upon adoption of a resolution to this effect by vote of the CMHSP Board and providing it to the Board Chairperson of the RE. In the case of a CMHSP that is a department of a county, the resolution must be adopted by the county commission. Notice shall be given at least six (6) months prior to the end of any fiscal year. Upon the date of such withdrawal, the CMHSP will have no further rights or benefits of RE membership. The members of the County Advisory Council appointed or nominated by the counties of the withdrawing CMHSP will terminate upon the effective date of the withdrawal of the CMHSP and no replacement will be appointed, nor vacancy be deemed to occur by reason of the CMHSP withdrawal and dissolution of positions.

Section 2.4 Dissolution

The member CMHSPs may dissolve RE by a three-fourths vote of the member CMHSP boards. The Resolutions from all member CMHSPs to dissolve the RE must be received by the RE Board Chairperson and Secretary six (6) months prior to the beginning of the next fiscal year. After paying or making provision for the payment of all the debts, obligations, and liabilities of RE, the RE Board shall liquidate any remaining assets of RE within 180 calendar days at fair market value. In the event assets are unable to be sold timely, and subject to any Federal or State limitations, the Board may auction remaining assets to the highest bidder in a private auction to member CMHSPs and finally any remaining assets may be sold in a public auction. All funds and proceeds from sale and auctions shall be distributed to the member CMHSPs. The formula for distribution shall be based on the aggregate revenue distribution to the members for the preceding five (5) fiscal years.

ARTICLE III

Amendment of Bylaws

Section 3.1 Board Amendments

The RE Board may propose Bylaw changes at any time by a two-thirds majority vote. The RE shall immediately initiate a public comment period lasting at least 30 days. Notice of a public hearing and all proposed changes shall be transmitted to every member of the County Advisory Council and each Chairperson of the member CMHSPs no less than 90 days prior to the scheduled meeting date. Bylaw changes must be publicly posted on the MiPLAN website for a minimum of 30 days and provide a vehicle for the public to provide public comments.

After the required public comment period, the RE Board may adopt the proposed Bylaws by resolution with a two-thirds majority vote. Amended Bylaws shall be effective after 30 days unless rejected by the member CMHSPs.

A simple majority of member CMHSPs may reject the amended bylaws by sending a duly adopted resolution of its Board to the Chairperson of the Executive Committee. If rejected, the previous Bylaws shall remain in effect.

Section 3.2 Member CMHSP Amendments

The member CMHSPs may amend these Bylaws at any time including an amendment to remove and replace the Private Partner. Any amendment initiated by the member CMHSPs requires a three-fourths vote of all member CMHSP boards. Amendments to replace the Private Partner or with any financial implications shall be made at least 6 months prior to the next fiscal year and shall be effective at the beginning of that fiscal year.

ARTICLE IV

Governing Documents

Section 4.1 - Governing Documents

The governing documents of the RE shall be these Bylaws.

- 4.1.1 The RE Board shall conduct its activities according to the Bylaws and those policies developed by the RE Board.
- 4.1.2 Ensures the RE achieves its purpose as defined by these Bylaws and the MDHHS contract.

ARTICLE V

Board of Directors

Section 5.1 Board Composition & Duties

The governing board of the RE shall meet the following criteria:

5.1.1 The RE shall have a **Transition Board of Directors** for the strict purposes of setup and operations of the RE prior to the execution of any contracts with the member CMHSPs. The Transition Board shall have the composition and limited powers as follows:

5.1.1.1 No more than fifteen directors.

5.1.1.2 The originating Transition Board shall consist of up to fourteen (14) CEOs from the original member CMHSPs based on the order in which these bylaws were adopted and proof of filing with each county clerk, and the fifteenth member to also serve as Board Chairperson appointed by Rehmann Government Partners, LLC.

5.1.1.3 The Transition Board shall elect a Vice Chairperson and Secretary to perform the duties as outlines in these Bylaws until such time as the RE Board as defined in 5.1.3 is in place and able to elect its own officers.

5.1.1.4 The Transition Board must enter into a contractual agreement with Rehmann Government Partners, LLC, its successor or assignee (the Partner), so long as the following contractual parameters with the Partner are met.

- Scope of work includes all functions, tasks, and obligations required under the MDHHS Medicaid contract and other revenue contracts appropriately held by the RE, with the sole exception of the CEO position related duties.
- Shall not indemnify or hold harmless the Partner, its employees, and/or officers, beyond the extent allowable by law.
- Shall not provide the Partner an advance in excess of 90 days or 25% of the annual estimated costs to be incurred as approved by the Executive Committee in the budget.
- Shall reimburse the Partner for the actual operating and capital costs incurred by the Partner for managed care functions. Reimbursement shall not exceed the Executive Committee approved operating and capital budgets. Cost settlement with the Partner shall occur 90 days following the end of the fiscal year, subject to an independent audit of the Partners financial reports.
- Allows the Partner no more than 1% of gross revenue retained off the top without Board discretion.

- Allows the Partner no more than an additional 2% of gross revenue to be awarded at the discretion of the Board as profit after the end of the fiscal year, settlement calculations of all service contract agreements, and an appropriate risk reserve is funded. This award shall be based on a policy adopted by the RE Board, to measure performance expectations in order to earn the award.
- 5.1.1.5 In accordance with MCL 330.1204b(7)(b), the Transition Board must enter into other agreements with the current Prepaid Inpatient Health Plans (PIHPs), in existence on July 1, 2025, to facilitate the completion of any and all activities necessary to respond to the Requests for Proposal (RFP) activities, or any other forms of procurement activities, collectively referred to as the Procurement, initiated by the Michigan Department of Health and Human Services, its employees, or agents. Agreements may include intergovernmental transfers of assets and liabilities from the existing PIHPs as long as the aggregate transfer of liabilities never exceeds the aggregate transfer of assets, staff leasing arrangements, and/or letters of intent to hire current PIHP staff.
- 5.1.1.6 The Transition Board may enter into other agreements necessary for the proper functioning of the RE only to the extent that those agreements cannot legally be held directly by the Partner, or that the Partner chooses, in its sole discretion, not to hold those agreements itself.
- 5.1.2 As soon as reasonably possible and prior to the execution of any contract with MDHHS or any CMHSP, the RE will coordinate with the appointing bodies within the geographical boundaries of each member CMHSP to establish a **County Advisory Council**, which shall have a councilmember composition and governance powers as follows:
 - 5.1.2.1 One member appointed by each county in the manner consistent with that county's own charter, bylaws, or policy.
 - 5.1.2.2 Members must have been a resident of the county they represent for at least 12 months prior to the start date of their appointment.
 - 5.1.2.3 Members cannot be an owner, director, officer, employee, or contractor of the State of Michigan, the RE, the Partner, any member or contracted CMHSP, or any service provider of the RE or contracted CMHSP that is not a member. If a member CMHSP is a county department, representative council member cannot be any elected official, director, officer, employee, or contractor of that county.
 - 5.1.2.4 Members cannot be anyone that previously was a member and removed from the County Advisory Council in accordance with paragraph 5.1.2.7.
 - 5.1.2.5 One-third of member seats will have an initial term of one (1) year. One-third of the seats will have an initial term of two (2) years. The remaining seats will have an initial term of three (3) years. Following the initial term, all appointments will be for a term of three (3) years. Once the permanent board is appointed in accordance with section 5.1.3, that board through policy will determine the staggering terms equally of the first set of member terms.

5.1.2.6 County Advisory Council authority is limited exclusively to the following actions:

- Election of members to the RE Board in accordance with the RE Board composition criteria.
- Election of the Vice Chairperson, Secretary, and Treasurer, who must already be members of the RE Board, by majority vote.
- Removal of a member of the County Advisory Council with three-fourths vote of all seats. If the member removed is also on the RE Board, that member is also removed from the RE Board.
- Provide policy and strategic recommendations to the RE Board of MiPLAN.
- The County Advisory Council shall meet no less than 2 times per year.

5.1.3 As soon as reasonably possible and prior to the execution of any revenue contracts, the RE will establish the **RE Board**, which shall have a composition and general governance powers as follows:

- 5.1.3.1 The RE Board shall have fifteen (15) directors comprised of one (1) director and Board Chairperson, appointed by the Partner; nine (9) directors that are member of and appointed by the County Advisory Council in accordance with section 5.1.3.5; and five (5) directors that are individuals with lived experience in Michigan's specialty behavioral health system, appointed by the County Advisory Council in accordance with section 5.1.3.4.
- 5.1.3.2 Except for the Board Chairperson, five (5) of the RE Board seats, including two (2) seats for individuals with lived experience in Michigan's specialty behavioral health system, will have an initial term of one (1) year. Five (5) of the RE Board seats, including two (2) seats for individuals with lived experience in Michigan's specialty behavioral health system, will have an initial term of two (2) years. The remaining four (4) seats will have an initial term of three (3) years. Following the initial term, all appointments to the RE Board will be for a term of three (3) years.
- 5.1.3.3 The Board Chairperson has a permanent seat on the RE Board until removed and replaced by the Partner.
- 5.1.3.4 The RE shall solicit recommendations for five (5) RE Board directors representing individuals with lived experience in Michigan's specialty behavioral health system and at least one (1) of those five (5) directors must be a family member of a youth receiving services through Michigan's public specialty BH system. Recommendations shall be solicited from established and reputable advocacy organizations whose primary mission is to advocate on behalf of consumers. These directors shall be residents living within a member CMHSPs catchment area with no more than one of them from the same CMHSP catchment area. These seats shall be filled by a majority vote of the County Advisory Council.

- 5.1.3.5 The RE Board shall develop and adopt a regional map that divides the member CMHSP counties into nine (9) groupings. This map shall be reviewed and revised once every three (3) years. The groupings shall be based on the following criteria:
- Counties that are part of a multi-county CMHSP must be in the same grouping as the other counties of that multi-county CMHSP. This shall not be interpreted to mean that all multi-county CMHSPs must be grouped into a single grouping.
 - To the extent possible, the grouping shall be established so that each group has approximately the same number of Medicaid covered lives.
- 5.1.3.6 The members of the County Advisory Council from the counties in each group shall elect, from among themselves, one director to the RE Board. If a group only has a single county, that director is automatically elected to the RE Board. If a group has multiple counties, it may also elect an alternate in the event the elected member is unavailable for a meeting. In the event of a tie, the vote shall be recast three (3) times. If after three (3) votes there is still a tie, the duly appointed RE Board members shall elect one of the nominated candidates. In a multicounty region, the same county cannot serve for two consecutive terms.
- 5.1.3.7 The RE Board shall have the power and authority to govern the organization as it sees fit except as explicitly directed by or limited in these Bylaws. Directed action and limitations are as follows:
- May remove a director from the RE Board with a three-fourths majority vote of all RE Board seats. This does not remove the director from the County Advisory Council, if applicable. The directors from that county group shall be called to appoint a different director from that group to the RE Board. If the director removed is from a single county group, the RE Board shall nominate and replace that director from any other county until such time as that County Advisory Council member is replaced by the county commission they represent.
 - May not remove the Board Chairperson, the right to remove the Board Chairperson is exclusive to the Partner. With an 80% vote of the remaining RE Board (11 affirmative votes), the RE Board can require the Private Partner to remove and replace the Chairperson within ninety calendar days. Notification of the decision to replace shall be immediately provided to each member CMHSPs Board Chair and CEO. A majority of the member CMHSPs may reject the replacement of the Chairperson, in which case the Partner will not be required to, but retains the option to, remove and replace.
 - May not remove the Partner or take any action, direct or indirect, to force or coerce the Partner to resign. Removal of the Partner can be achieved exclusively through amendment of the Bylaws initiated by the RE Board or the member CMHSPs as provided in Article III. Nothing in this section shall be interpreted to prohibit public criticism of the Partner or its actions, by individual directors of the RE Board or as a body through a properly adopted resolution.

- Must accept any reasonable amendment proposed by the Partner to the Partner contract as long as it a) does not reduce the role or responsibility of the Partner to the point that it can no longer meet the needs of the RE, or b) does not increase the compensation of the Partner beyond the parameters detailed in section 5.1.1.4. This section shall not be interpreted to limit the RE Board from providing additional compensation to the Partner, for performance at the sole discretion of the RE Board. The Dispute Resolution policy, designed in accordance with Article XI, must explicitly provide for resolution procedures in case the Partner and RE Board disagree on an amendment being reasonable.
- The Treasurer and Secretary of the RE Board shall both be responsible to sign all RE Board approved contracts and amendments with the Partner and shall both approve all payments to the Partner in accordance with the Partner's approved contract.

Section 5.2 Officers

The Officers of the RE Board shall be the Board Chairperson, a Vice Chairperson, a Secretary, and a Treasurer. The RE Board may choose to appoint other officers as the RE Board deems appropriate. The Board Chairperson is appointed by the Partner. Other Officer positions may be held by any director duly elected to the RE Board from the County Advisory Council. Election of officers and their duties shall include:

- 5.2.1 Election of Officers shall take place at one of the Semi-Annual County Advisory Council meetings, in accordance with the board adopted calendar and policy.
- 5.2.2 The Chairperson shall preside over all RE Board and County Advisory Council meetings. The Chairperson shall have the power to perform duties as may be assigned by the RE Board. The Chairperson shall perform all duties incident to the office.
- 5.2.3 The Vice Chairperson shall have the power to perform duties that may be assigned by the Chairperson. If the Chairperson is absent or unable to perform his or her duties, the Vice Chairperson shall perform the Chairperson's duties until the RE Board directs otherwise. The Vice Chairperson shall perform all duties incident to the office.
- 5.2.4 The Secretary shall (a) ensure minutes are kept of all RE Board and County Advisory Council meetings; (b) be responsible for ensuring notice to each director of the RE Board and member of the County Advisory Council as required by law or these Bylaws; (c) be sure there is a custodian of the RE records; (d) ensure a register is kept of the names and addresses of each Officer and director; (e) ensure all required administrative filings required by the RE's legal structure are completed; (f) preside over the RE Board and County Advisory Council meetings in the absence of the Board Chairperson and Vice Chairperson and (g) perform all duties incident to the office and other duties assigned by the RE Board.
- 5.2.5 The Treasurer shall oversee financial reports of the RE. In the absence of the Chairperson, Vice Chairperson and the Secretary, the Treasurer shall assume the responsibilities and duties of the Chairperson.

Section 5.3 Resignation

Any member of the County Advisory Council may resign at any time by providing written notice to the RE Board Chairperson. The resignation will be effective upon receipt of the notice or at a later time as decided by RE Board. The RE Board Chairperson shall notify the appointing county of the resignation and request a replacement appointment.

Section 5.4 County Advisory Council Vacancies

A vacancy on the County Advisory Council must be filled by the county that seat represents within ninety (90) calendar days. If the commissioners from that county fail to fill the vacant seat within 90 days, the CMHSP board created by that county, shall within 60 days recommend to the RE an individual to fill that vacancy, through a majority vote of the CMHSP board. The RE Board may accept the CMHSP recommendation with a majority vote of seated members. If the CMHSP board fails to recommend a replacement within the 60 days, the RE may directly solicit applicants and fill the vacancy with a majority vote of the seated RE Board. The appointing county may remove and replace a director appointed by the Executive Committee due to vacancy at any time.

Section 5.5 Board Directors Attendance

All directors appointed to the RE Board shall be expected to attend Board meetings, missing no more than twenty-five percent (25%) of the meetings in one calendar year and no more than two (2) consecutive Board meetings. For purposes of these Bylaws, attendance must be in person unless otherwise allowed within Michigan's Open Meetings Act, Act 267 of the Public Acts of 1976. If a director appointed to the RE Board misses more than twenty-five percent (25%) of the meetings in one calendar year or more than two (2) consecutive Board meetings, that director will automatically forfeit their seat on the RE Board, unless allowed to remain by a three-fourths majority of the RE Board. If the forfeited seat belongs to a single county, that seat shall remain vacant until the county has removed and replaced that member of the County Advisory Council.

Section 5.6 Meetings

All meetings of the RE Board or County Advisory Council shall adhere to the Open Meetings Act, Act 267 of the Public Acts of 1976.

- 5.6.1 All meetings shall be recorded including video, audio, and subtitles. This recording shall be available to the public online in accordance with the Americans with Disabilities Act and a link to the online content shall be conspicuously available on the RE website.
- 5.6.2 Semi Annual County Advisory Council: The RE Board along with the County Advisory Council shall hold meetings no less than semiannually. The first to coincide with the public hearing of the budget and the second to elect directors from the County Advisory Council to the RE Board.
- 5.6.3 Business Meetings: The RE Board shall hold regular meetings no less than quarterly which shall be preceded by public notice according to law.
- 5.6.4 Special Meetings: Special meetings of the RE Board or County Advisory Council may be called in accordance with the Open Meetings Act, Act 267 of the Public Acts of 1976. A majority of the RE Board has the authority to call a special meeting of the RE Board or County Advisory Council.

5.6.5 Closed Sessions: Closed Sessions of the RE Board and/or County Advisory Council may be called in accordance with the Open Meetings Act, Public Act 267 of the Public Acts of 1976.

5.6.6 Meetings will be conducted in accordance with the most recent edition of Roberts Rules of Order.

Section 5.7 Quorum

The presence of 50% or more of the directors of the RE Board constitutes a quorum.

Section 5.8 Voting

An affirmative vote of a simple majority of the directors of the RE Board in attendance shall be necessary to approve any action unless the action is specified elsewhere in these Bylaws with a different approval threshold.

ARTICLE VI

Advisory Boards & Committees

Section 6.1 Regional Public Advisory Councils

The RE Board shall develop a regional map of contiguous counties covering the entire service area, with no less than three (3) and no more than fifteen (15) counties per region. A Regional Public Advisory Council and related policy shall be developed by the RE Board for each identified region. The purpose of each council is maintaining a connection to the local needs of the communities served by the RE and ensuring the individuals served, the providers serving them, those advocating on their behalf, and community members have a public venue to provide feedback to the system. The Council shall not be created in such a way as to represent a quorum of the RE Board and shall have no decision-making authority but shall have the ability to adopt resolutions for the purpose of speaking as a single voice on behalf of the individuals served, their families and advocates, providers, and residents of the region they represent. The RE Board must provide sufficient support including staffing and budget allocation to each regional council to ensure each achieves its purpose as stated within these bylaws.

Section 6.2 Substance Use Disorder Oversight Policy Board

Once the RE is designated by the department as the “community mental health entity” (CMHE) responsible for providing substance use disorder services, as required in the Michigan Mental Health Code, the RE Board shall establish one or more Regional Substance Use Disorder Oversight Policy Board(s) (OPBs) in accordance with the Medicaid contract and State Law.

If allowable, the RE Board shall develop a regional map of contiguous counties covering the entire service area, with no less than three (3) and no more than twelve counties per region. The RE must provide sufficient support including staffing and budget allocation to each OBP to ensure each achieves its purpose as stated within these bylaws.

Section 6.3 Committees Generally

As needed from time to time, the RE Chairperson may designate one (1) or more additional committees, each committee consisting of one (1) or more directors of the RE Board and other appointed members. The Chairperson may also designate one (1) or more directors of the RE Board as alternate committee members who may replace an absent or disqualified member at a committee meeting. All committees designated by the RE Board Chairperson shall serve at the pleasure of the RE Board Chairperson. The Board will have two (2) additional standing committees; the Executive Committee and the Regulatory Compliance Committee, until such time that it is determined this is not a requirement. All meetings of committees created under this section are subject to the Michigan Open Meetings Act.

Except as provided in Section 6.4.6, a committee designated by the Chairperson will have no power to act but will report back its recommendations to the RE Board of Directors. The RE Chairperson reserves the right to establish Ad Hoc Committees as necessary and as needed.

Section 6.3 Executive Committee

The Executive Committee will consist of the current RE Board Chairperson, Vice Chairperson, Secretary, and Treasurer and will be chaired by the Chairperson. The Executive Committee will be convened by the Board Chairperson or a simple majority of the Executive Committee. This committee shall have the authority to discuss and make recommendations or take actions regarding the following executive level issues:

- 6.3.1 Sensitive complaints/issues or investigating issues of fraud, waste, and/or abuse of public funds.
- 6.3.2 Attendance issues or other performance concerns of Directors, Councilmembers, or OPB members, etc. for the purpose of making recommendations to the RE Board or County Advisory Committee for action.
- 6.3.3 Reviewing these Bylaws, and recommending changes to the RE Board, if necessary.
- 6.3.4 When a binding decision must be made that requires immediate action, the authority to take action has not already been delegated to the Board Chairperson by the RE Board, and the timeframe for making this decision does not fit with the schedules of a regular meeting of the RE Board and a special meeting of the RE Board is not feasible, the Executive Committee may make a binding decision. A quorum of three (3) members of the Executive Committee shall have the power to act. Three (3) of the four (4) Executive Committee members must agree to make any binding decision. All binding decisions made by the Executive Committee must be presented to the RE Board as informational at its next regularly scheduled meeting. In example, immediate action may include a required modification to current policies or amendments to the Medicaid contract.

Section 6.4 Regulatory Compliance Committee

The Regulatory Compliance Committee (RCC) purpose is to provide RE Compliance Program oversight, endorse the Annual Corporate Compliance Report for Board approval, endorse the Annual Corporate Compliance Plan for Board approval, review significant reportable system events, and review compliance policies.

The RCC shall have the RE Corporate Compliance Officer appointed by the Partner as its Chairperson. Committee members shall minimally include the RE Chairperson, one other RE Executive Officer, and the Partner designated Chief Executive Officer, Privacy Officer, Chief Financial Officer, and Security Officer.

The RCC shall meet no less than quarterly. The RCC Chairperson shall act as a liaison to the RE Board.

ARTICLE VII

Accounting and Reporting

Section 7.1 Appointment of the Fiscal Officer

The Partner shall appoint a Chief Financial Officer as the Fiscal Officer (FO), as described in the Michigan Mental Health Code MCL 330.1204b, responsible to receive, deposit, invest, and disburse the RE's funds in the manner authorized by the bylaws or the regional entity's governing body. This must be a different individual than the Chief Executive Officer.

Prior to the beginning of each fiscal year, the FO will present an annual budget at a public hearing that includes the RE Board and County Advisory Council for approval. The budget shall include all known and reasonably estimated revenues and expenses for the year. The FO shall receive, deposit, invest, and disburse RE's funds in accordance with the RE Board approved budget.

The FO may delegate these responsibilities to other employees of the Partner in accordance with RE Board approved policy.

Section 7.2 Financial Accountability

- 7.2.1 The FO shall maintain a process providing for strict accountability of all funds.
- 7.2.2 At least quarterly, the Fiscal Officer will provide the members of the County Advisory Council with an actual versus budget report, after it is reviewed and accepted by the RE Board.
- 7.2.3 On an annual basis, after the completion of each fiscal year, the RE Board will engage an independent public accounting firm to conduct an independent audit of RE's financial status and compliance with financial policies.
- 7.2.4 Allocation of Assets, Liabilities and Risk: The RE's assets and liabilities shall be allocated equitably to each participating community mental health services program.
 - 7.2.4.1 Revenues shall be allocated in accordance with Federal and State law, regulation, and contractual obligation. To the extent the RE has discretion on revenue allocation, it must allocate revenues in the following order of priority:
 - Sufficient funding shall be retained to meet all non-service obligations of the RE, not-to-exceed the non-benefit revenues received from MDHHS.
 - Funding to the CMHSPs for the delegation of managed care operation functions to the extent permitted by Federal and State laws and regulations on a net cost basis, not to exceed the approved budget. A net cost budget shall be presented to the RE Board with sufficient detail to ensure all costs are reasonable and necessary.
 - Funding to the CMHSPs for all required Mental Health Code functions and services by each participating CMHSP on a net cost basis, not to exceed the approved budget. A net cost budget shall be presented to the RE Board with sufficient detail to ensure all costs are reasonable and necessary.

- Funding via an actuarially sound sub-capitation arrangement in accordance with Federal and State laws and regulations for a comprehensive array of mental health services with any provider willing and able to enter into such an agreement.
- Funding of services on a fee-for-service basis, if not available/allowable through a sub-capitation arrangement.
- Funding of Performance Based Incentive Payments (PBIP) or Quality Bonus Payments (QBP), limited to member CMHSPs, and within Federal guidelines not to exceed 5% of sub-capitation payments.

7.2.4.2 The RE's capital and operating costs shall not exceed the total cash received from federal or state grants or loans; intergovernmental transfers; gifts, bequests, grants, or loans from a private source; and insurance payments or service fees. Cash received includes any risk reserves appropriately held in an Internal Service Fund (ISF) or other risk mitigation vehicle maintained in accordance with Federal and state law, regulation and generally accepted accounting principles.

7.2.4.3 In the event the projected operating and capital costs will exceed current and projected cash to be received. The RE shall invoke any dispute resolution processes or other remedies available to it, including, if necessary, litigation, to attempt to resolve the funding shortfall.

7.2.4.4 The RE's other assets shall be held until the RE has completed its purpose as specified in these bylaws and the RE is dissolved in accordance with section 2.4.

7.2.5 RE shall not be entitled to a member CMHSP's special fund account under MCL 330.1226a, unless that Member specifically contracts with RE for such activity or upon the revocation of the Member's community mental health services programs certification with the State of Michigan under MCL 330.1232a.

Section 7.3 Other Reports

To the extent required by MCL § 330.1204b(5), the RE Board will direct the Partner to prepare and provide to the member CMHSPs an annual report of RE's activities. Reports will be deemed delivered to a member CMHSP by delivery via electronic means or mail of such report to the member CMHSP's Executive Director and Board Chairperson.

Section 7.4 Report Presentation

All reports required by these Bylaws or otherwise required by the RE Board from time to time will be presented to the RE Board at a regularly scheduled meeting.

Each such report will be presented by the CEO, or designee, to the RE Board for discussion and approval or other action as required by the RE Board's review and analysis of such report.

ARTICLE VIII

Immunity

Section 8.1 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 service programs and their directors, officers, and administrators, and county elected officials and employees of county government are retained by RE and the RE's board members, advisory board members, officers, agents, and employees, as provided in MCL §330.1204b(4). For the purposes of this section the Partner, its directors, officers, employees, and subcontractors are acting as agents of the RE and shall also retain these privileges and immunities.

ARTICLE IX

Special Employment Matters

Section 9.1 General Employment Practices

The RE Board may not hire any employees, other than the Chief Executive Officer, unless required by law, regulation, or contract, in which case the RE Board must do all the following:

- Any required position as appointed by the Partner for the annual compensation not to exceed \$1.
- These positions shall be considered co-employed by the RE and Partner.

The manner of employing, compensating, transferring, or discharging necessary personnel is subject to the following restrictions:

9.1.1 An employee of the RE is a public employee; and

9.1.2 The RE and its employees are subject to 1947 PA 336, MCL §423.201 to 423.217.

Section 9.2 Chief Executive Officer

The RE Board shall have full and complete authority for hiring and/or firing the Chief Executive Officer. This position may be filled as an employee of the RE, through an agreement with the Private Partner, or through any other means allowable under Federal and State laws and regulations. The Chief Executive Officer's role shall include the following:

- Direct oversight of the Private Partner Contract
- Direct oversight of the staff supporting the County Advisory Council, Regional Public Advisory Councils, and the Oversight Policy Boards
- Be the primary interface between the RE and community stakeholders that the RE serves.

ARTICLE X

Contracts

Section 10.1 Contracting.

Upon approval of the RE Board, the Secretary and Treasurer shall have the authority to jointly or individually execute contracts and/or amendments with the Partner.

All other contracts with third parties directly with the RE, that are approved by the RE Board, shall be signed by the Chairperson, including contracts involving the acquisition, ownership, custody, operation, maintenance, lease, or sale of real or personal property and the deposit, division, or distribution of property acquired by the execution of a contract.

The RE shall not enter into any contract or agreement except under the following conditions:

- Employment of the Chief Executive Officer.
- The contract is for Medical or prevention services.
- A contract for developing, leasing, installing, modifying, and maintaining an Electronic Health Record or similar software system for the purpose of receiving, processing, transmitting, and analyzing protected health information (PHI).
- A contract for legal counsel.
- Any other contract required for the operation of the RE that the Partner cannot or will not hold on behalf of the RE.

ARTICLE XI

Dispute Resolution

Section 11.1 Dispute Resolution

The RE Board of Directors will adopt a dispute resolution policy which will require, among other things, a formal multi-step dispute resolution process to resolve conflicts that may arise from time to time between MiPLAN, its member CMHSPs individually or collectively, and/or the Private Partner before resorting to legal action.

ARTICLE XII

Conflict of Interest

Section 12.1 Conflict of Interest.

The RE Board of Directors will adopt a conflict-of-interest policy which will require, among other things, the disclosure to the RE Board Chairperson and any committee chairperson any actual or possible conflicts of interest, including but not limited to, financial interest and professional interests, and will reveal any material facts or relevant information regarding the possible conflict of interest. The RE Board of Directors will ensure that any disclosures are written into the minutes of the Board meeting or committee meeting as applicable.

ARTICLE XIII

Effective Authority of Bylaws

Section 13.1 Effective Authority.

These Bylaws, including any amendment thereof, shall be effective only after they have been duly adopted in accordance with MCL §330.1204b(1) by at least two (2) member CMHSPs and subsequently filed with the clerk of each county in which the member CMHSPs are located and with the Michigan Secretary of State. The Secretary of RE shall ensure filing with each county clerk and the Michigan Secretary of State and shall make a record in the books and records of RE of the date and place of filing of these Bylaws as provided herein and the effective date of these Bylaws, which will be the last date of filing of such Bylaws as provided in this Article.

First Filed: TBD

Last Revised: N/A

Monroe Community Mental Health Authority

BOARD RESOLUTION

Resolution to Establish a Regional Entity under Michigan Compiled Law (MCL) 330.1204b, to foster and support institutions, programs, and services for the care, treatment, education, and rehabilitation of those inhabitants who are seriously disabled in accordance with Article VIII, Section 8 of the Michigan Constitution, and specifically those inhabitants with mental illness, substance use disorder, or intellectual/developmental disability as provided in MCL Chapter 330, Michigan's Mental Health Code.

WHEREAS, the People of the State of Michigan Enacted Michigan's Mental Health Code to fulfill the requirements of Article VIII, Section 8 of the Michigan Constitution in regard to inhabitants with mental illness, substance use disorder, and/or intellectual/developmental disability;

WHEREAS, Medicaid and Federal grants are by far the most significant sources of funding utilize to implement and maintain the institutions, programs, and services outlined in the Mental Health Code;

WHEREAS, there are ten (10) Prepaid Inpatient Health Plans (PIHPs) properly formed and currently operating in accordance with the Mental Health Code for the purpose of managing Medicaid, Federal grants, and other funding sources;

WHEREAS, the Michigan Department of Health and Human Services (MDHHS) has issued a Request for Proposal (RFP) that appears to categorically prohibit or debar the current PIHPs from participating as qualified bidders, and appears to violate the Mental Health Code, Federal procurement regulations, and State procurement law and regulation;

WHEREAS, this Board would prefer that the current PIHP and Community Mental Health Service Program (CMHSP) system be preserved or reformed as necessary through negotiation with MDHHS and the Legislature without the need for an RFP process;

WHEREAS, a lawsuit has been filed by other PIHP and CMHSP boards in the Michigan Court of Claims. A lawsuit seeking injunctive relief from the RFP and the apparent violations of Federal and State laws and regulations contained therein;

WHEREAS, this lawsuit and subsequent lawsuits that may be filed are unlikely to be resolved before the RFP deadline imposed by MDHHS;

WHEREAS, if the Court does not find in favor of the current PIHP and CMHSP system, the results of the RFP process are allowed to move forward, and there is no qualified governmental entity that submits a proposal by the deadline, the result, by default, shall be the privatization of Michigan's Behavioral Health System;

WHEREAS, in the event of an unfavorable rulings, this Board wishes to preserve the possibility of a government based behavioral health system through a PIHP that 1) is created in accordance with the Mental Health Code, 2) maintains local control and a voice for individuals served through a connection with the same counties that created the current CMHSP system, 3) meets the legal formation, governance structure, and conflict-of-interest criteria as outlined in the MDHHS RFP, and 4) can submit a qualifying proposal to MDHHS by the RFP deadline;

NOW, THEREFORE, BE IT RESOLVED THAT:

- The Monroe Community Mental Health Authority Board adopts the BYLAWS of Michigan's Public Led and Accessible Network (MiPLAN) as presented, and directs the Secretary of the Board and administration to file these BYLAWS with the Clerk of the County of Monroe County.
- In accordance with these bylaws, that Lisa Graham shall act as a director and, if elected, an officer on the MiPLAN transitional board until such time as MDHHS has announced the intent in award a contract and the RE Board is established, and while serving in that capacity shall be duty bound to act in the best interest of MiPLAN.

RESOLUTION ADOPTED ON OCTOBER 2, 2025.

I hereby certify that the foregoing is true, and the complete resolution is adopted at a Special Board Meeting of the Monroe Community Mental Health Authority Board on October 2, 2025.

Susan Fortney
Board Secretary