

Board Meeting Minutes

Michigan Protection & Advocacy Service, Inc.
December 3, 2019 at 10:00 a.m.
MPHI, Okemos, MI

Attendance

Board Members Present: John McCulloch, Tom Landry, Mark Stephenson, Doug Olsen, Jane Shank, Hansen Clarke, Melody Arabo, Davin Hemmila, Paul Palmer
By phone: Mark Wiedelman, Pam Bellamy
Absent: Selena Schmidt, Alethea Brinkerhoff
MPAS Staff Present: Michelle Roberts, Michele Brand, Mark McWilliams, Kyle Williams, Elham Jahshan, Kris Keranen (by phone), Theresa Diebolt, Sara Koroniotis

Call to Order:

A meeting of the Board of Directors of Michigan Protection and Advocacy Service, Inc. was called on Tuesday, December 3, 2019 at 10:05 a.m. by President John McCulloch.

Approval of Agenda

Mr. McCulloch asked for approval of the Agenda. Board members were asked if there were any additions or corrections, and there were none.

MOTION Tom Landry moved to approve and accept the Agenda. Paul Palmer seconded the motion.

A vote was taken.
Unanimous.
Motion carried.

Approval of Minutes

Mr. McCulloch asked for approval of the minutes from the Board's previous meeting held on September 10, 2019. Board members were asked if there were any questions, concerns, or correction; there were none.

MOTION Tom Landry moved to approve and accept the September 10, 2019 minutes. Paul Palmer seconded the motion.

A vote was taken.
Unanimous.
Motion carried.

Board Development/Nominating Committee

Tom Landry announced we have two potential board members and he and Michelle Roberts have spoken to both on the phone and would like to bring their names into nomination. We feel they will each add a lot of depth to our organization. The first nominee is Davin Hemmila. Despite his youth, Davin has been very active in advocating for people with disabilities. He lives in the Upper Peninsula and Jane Shank has spoken highly of him, and I would like to nominate him.

MOTION Tom Landry made a motion to nominate Davin Hemmila to our board of directors. Paul Palmer supported the motion.

Mr. Hemmila was asked to speak prior to the vote. He expressed that we have an amazing organization and he would like to be part of it.

A vote was taken.

Unanimous.

Motion carried.

President John McCulloch welcomed Davin Hemmila to the Board of Directors.

Tom Landry next introduced Melody Arabo. Melody has been an advocate and a fighter on behalf of her kids and has set some groundwork for others. In looking at her resume, you can see the passion Melody will bring to the organization.

MOTION Tom Landry moved to nominate Melody Arabo to our board of directors. Mark Stephenson supported the motion.

Ms. Arabo was asked to say a few words before the board voted. She stated she has twins with disabilities and went through a contentious dispute with her school district and if it wasn't for MPAS, they would not have been victorious in that and they are very grateful, and she is honored to serve.

A vote was taken.

Unanimous.

Motion carried.

President John McCulloch welcomed Melody Arabo to the Board of Directors.

Audit Committee Report

Mark Stephenson referred to Michele's memo through September 30, 2019 indicating we are 8.2% under budget which equates to about \$300,000 and that does not include Rep Payee which is currently about 1% overspent.

Michele Brand followed up by stating once she gets the report from the auditors, she will get with the committee to go over it along with the 990 and then get it to the full board some time in January.

There was discussion about coordinating the December board meeting around the audit to ensure the report would be completed prior to the board meeting.

President's Report

1. Manual/Bylaws

President McCulloch asked for questions and/or comments relating to the board manual and bylaws.

Discussion was held regarding the mission of MPAS and how we can be the premier civil rights organization in the state and the nation. A question was asked how the mission was developed and what does it mean in how we operate.

Michelle Roberts stated while we are a legal organization to uphold and enforce the rights of people with disabilities, we are also a civil rights organization. We are the only organization that is federally mandated and federally funded and somewhat unique compared to a traditional non-profit in terms of what our mission is and the work we do. It is unknown as to how the specific wording came about for the mission statement.

It was suggested that a workgroup be created to delve into the mission and determine where we would like to see the organization go. The board reviews and approves the agency's priorities and outside of that there isn't a lot of decision making or direction asked of, or provided by, the board. Part of that perhaps is that the board doesn't know the ins and outs of all of our federal regulations. Each of our federal funders has their own specific requirements of what we do and don't do with the federal dollars they provide us. For example, PAIMI requires that we serve individuals in institutions first and then if there is money left, we serve others with mental health related issues. That is why we focus our efforts on state psychiatric institutions and other institutions where people with mental illness are located. That is a lot for a volunteer board to know and understand all of those things. Everything is based on the funds provided and the requirements that go along with those funds.

Michelle Roberts and John McCulloch will be attending the NDRN CEO and Board membership in January and will report back as to what they say about the roles of board members.

President McCulloch asked for approval of the revisions made to the Board Manual and Bylaws.

MOTION Tom Landry moved to approve and accept the revised Board Manual and Bylaws. Jane Shank seconded the motion.

A vote was taken.

Unanimous.

Motion carried.

2. Annual Affirmation of Service/Conflict of Interest

If you have not signed and turned in these forms, please do so as soon as possible as these are annual forms that need to be on file. Contact Theresa if you do not have the forms.

3. Building purchase

John McCulloch stated that the landlord is retiring and selling his real estate. MPAS occupies close to 100% of the space and has for almost 21 years and it meets our needs. The purchase makes sense financially and also based on the proposed purchase price the landlord was looking for. At our last meeting, there were questions and concerns raised by board members and it was decided to continue the process and do the due diligence on the property and report back to the board at this meeting.

Since our last meeting, we did consummate a purchase agreement with the landlord with a number of contingencies. The ultimate contingency was approval of this board, which was clearly laid out in that agreement. MPAS contracted with an attorney, John Premo, from Kickham Hanley PLLC, who specializes in real estate transactions as well as garnering tax exempt status from the local municipalities.

Michele Brand referred to the two documents she sent with the price, mortgage and interest amounts. The excel spreadsheet shows expenses based on leasing vs purchasing the building. We will be occupying the entire building by January 1, 2020 whether we purchase the building or not. She pointed out the annual revenue and expenses and potential profit. She also indicated that non-federal funds (unrestricted monies) will be used for the down payment. It has been discussed that a 501A be created to Quit Claim Deed the building over and then rent is paid to that account. It would be a wholly owned subsidiary of this organization and this board would be the board for the building 501A.

John reaffirmed the title is good, the appraisal came back to support it, the bank has approved us, inspection came back with a few items which can be used as leverage to negotiate the price with the seller. The landlord did agree to an extension till December 6th so our attorney will attempt to negotiate a lower price. If we want to take advantage of the tax exempt, we need board approval to go ahead with the closing prior to December 31st. Mr. McCulloch asked for questions or comments.

It was asked how soon we can close, and if we can close by the 31st. Michele stated the week of December 16th would be the earliest and we have to close by the 31st. She also stated that we got out of all origination fees which were about \$25,000, so we must close by December 24th in order to save those fees and get the 4.5 - 4.75% loan rate. John indicated that the term is five years and the amortization is 20 years.

President McCulloch asked for approval and to move forward with the purchase of the building.

MOTION Paul Palmer moved to approve and move forward with the purchase of the building. Tom Landry seconded the motion.

A vote was taken.

One nay (Mark Wiedelman).

Two abstained (Hansen Clarke and Doug Olsen).

Motion carried.

Executive Director and Staff Reports

Executive Director Michelle Roberts referred to her written report. She stated that Andrea Rizer who is our Director of Advocacy and an attorney and has been with us about 11 years, has announced she will be leaving MPAS as her family is relocating. It is a big loss to us as Andrea supervises the CAIR Team which is the team that predominantly does the abuse and neglect and monitoring work as well as the access to services such as Community Mental health and those types of services and cases. Her position was posted last week upon her announcement and she has been working with her supervisor and the Director of Litigation, Kyle, on her cases including the class action children's access to mental health related services and crisis mental health services and they are currently in the discovery stage. Michelle also stated we are continuing to hire and fill other vacancies within the organization including the Rep Payee team, the Legal team and the Information and Referral team.

In October, Michelle attended the fall CEO meeting with the other 56 CEOs across the network, and she is really looking forward to attending the new CEO and Board leadership meeting in January. The Program Performance Reports (PPRs) are the required annual reports that are submitted to each of our federal funding sources. We have nine federal funders, but we have eight reports to submit before December 31st. The ninth one is due earlier in the year because they are on a different federal fiscal year which is the Representative Payee Program which Sara Koroniotis completed. We are on track to complete those reports and they should be submitted by Friday, December 20th.

Michelle further stated there is a new program coordinator at SAMHSA who funds our PAIMI program, our advocacy for individuals with mental illness program, which is a little under a million dollars. Lisa has requested monthly status calls/meetings with CEOs in the states she is responsible for, and we have had two calls with her

since she took on her new role. She asked if there were any questions and there were none.

Mr. McWilliams deferred to the public policy committee report.

Mr. Williams reported on the Litigation team and started by saying he feels we are the premier organization are two things: 1) we have access authority to these federal grants that not only fund us but give us our power. When someone is injured or dies in a facility and they are a person with a disability, we not only get their records, but we get their peer review records, and no other organizations are able to obtain this information. So, not only are we able to investigate this, but we can investigate how these facilities are investigated themselves in correcting themselves and it gives us a tremendous viewpoint in trying to participate in how we can improve these facilities. He has talked with several attorneys who represent hospitals or facilities, and there is a tremendous amount of work that goes into getting records and we are able to get them without litigation. And, 2) We can sue people. This is unique for an organization that is funded through the federal government. Not only that but we can sue people in class action litigation. Systematic goals are a key piece as to what we can do. Class action litigation is very time intensive and takes a lot of dedicated staff.

Kyle went on to give updates on what the legal team is working on. The class action litigation against the Department of Corrections with regards to inmates who are deaf in both women's and men's facilities. We have settled that case and we received an update from the monitor who is appointed by the court to ensure this settlement is actually going to be implemented. Ultimately, we were able to settle this case and achieve a lot of really big systematic changes in MDOC and how they are treating people who are deaf or hard of hearing. Unfortunately, they are far behind which is standard for MDOC. With regards to their settlement, we will be meeting with our class counsel to follow up on what we want to do with that, but we are seeing some progress. It is not all done, they are not meeting their timelines so we are going to meet with counsel and get back with the Attorney General's office as to what can be done. That case has already had a dramatic impact on people who are deaf or hard of hearing and as a result of that, people can hear and participate and talk to their doctor, go to religious services and actively participate. We should be very proud as an organization for that result.

We have been following up on some litigation issues regarding due process and constitutional rights issues involved in the NGR1 process that whenever you are found not guilty be reason of insanity, you are not found guilty of a crime and you should not be treated like a patient. If you look at the system, there are a lot of people treated otherwise. We have some active litigation representing several individuals. We have a settlement offer on it and are engaged in discussions and will hopefully report on that at the next meeting. We will be seeing very substantial changes to the

NGRI process and how people are treated. The state is already engaged in some good faith efforts on fixing that system.

We have been successful in the cases we've done individually. Just our involvement has resulted in one client not being repetitioned for his involuntary hospitalization after two petitions have been filed before we got involved. We recently litigated an issue regarding when people are on an NGRI contracts and move into the community. A lot of what we do involves getting community-based treatment and prevents people from being institutionalized or getting people out of the institutions and back into the community.

Kyle went on to emphasize the importance of the children's special lawsuit. It is related to a law called EPSDT which is The Early and Periodic Screening, Diagnostic and Treatment. He feels this is one of the most important laws affecting children with disabilities, if not, the most important. If you are a kid, you get the services, supports and durable medical equipment that is medically necessary for you regardless whether it's in the Medicaid Provider Manual or it's not. That's important because often we debate over what the policy says and how to get these services. This law allows us to avoid that route and focus on what the doctors are saying and the purpose of this law or the legislative intent was so children can have improved health outcomes later in life. When health issues are resolved in your youth, you get better outcomes later in life. The children's lawsuit is focusing on that from a behavioral health standpoint and we are filing a motion to certify our class and hopefully we can get an expansive definition. Ultimately, if we are successful with this lawsuit, we are talking about thousands of kids getting adequate and appropriate services. This will prevent kids from going to hospitals, emergency rooms, jail, and will make a tremendous impact. This is a sacrifice to individual cases to focus our efforts like this, but he hopes to come back to this board and report that we were able to help thousands of people as a result of one case. This has been our goal for litigation.

Kyle also reported on the I&R team and stated we had a record month in October, and we took over 600 calls. We do not advertise or do any marketing and are completely word of mouth. If we are not being helpful, those numbers would not go up. If there are any questions, please contact Kyle Williams.

Ms. Keranen referred to her report on the Education Team and brought up systemic work and fundraising stating that getting attorney fees is fundraising and settling cases that affect a lot of people. Any questions, please contact Kris.

Ms. Koroniotis reported on the Rep Payee team stating they conducted 41 reviews last quarter. The total number of beneficiaries affected by those reviews was 4,899 individuals. The team does not interview all those individuals. The beneficiaries being served by those payees are all impacted by our reviews. They interview payees, review their financial records, interview beneficiaries and also visit the beneficiaries'

residences. On any given day, they could be in 5-10 different types of settings where individuals reside. They make sure the payee is meeting their responsibilities in handling the social security benefits like they are supposed to. If they see any issues, they will refer them to our agency or other agencies or where complaints need to be made. Any questions, please contact Sara.

Ms. Brand reported on information technology and indicated substantial changes have been made in our backup procedures, firewalls and protocols and we have a plan on moving forward including purchasing laptops and cell phones to work more efficiently.

Ms. Brand also reported on human resources and stated we have been hiring and moving staff around, doing a lot more training and having all staff in-services.

Ms. Jahshan referred to her report on the Employment team and claimed she is very proud of her team and the work they have been doing. This quarter they closed 25 cases and 35 information and referral cases. They meet quarterly with other agencies. She is working on the PPRs including CAP and PABSS.

PAIMI Advisory Council Report

PAIMI Advisory Council report was given by Mr. Olsen. He was happy to announce there is a new member on board, Ms. Marie Jackson. We have had reports on conferences we sent people to and it was very helpful. Doug is working on the annual Advisory Council Report. He also reported that Malkia has been doing a lot of good things, and he recently gave a presentation on ethical practice to a large group (over 500 nurses) and published an article on disabilities and end life decisions not too long ago.

MOTION Tom Landry moved to receive and file the Executive Director and staff reports as well as the PAIMI Advisory Council report. Mark Stephenson supported the motion.

A vote was taken.

Unanimous.

Motion carried.

Public Comment

No comment.

Committee Reports

A. Budget & Finance Committee – Mark Stephenson

Mark referred to Michele's memo and that we are 8.2% under budget and asked Michele if she had anything to add. Ms. Brand didn't have anything and mentioned

again that the audit has not been completed yet and if there are any questions, please contact her.

MOTION Tom Landry moved to receive and file the Budget & Finance report. Jane Shank supported the motion.

A vote was taken.
Unanimous.
Motion carried.

B. Update on 403b - Michele Brand

Ms. Brand stated this is the first time in close to a decade that we have made any modifications, but it is the same resolution for two different plans and is the exact same wording on both. The reason we have two plans is because our MET Life plan is an orphan plan and we haven't contributed to it since maybe 2001. We still have people in it and have left their money there. Our current plan is with American Funds. Most of the changes have to do with mainly cleaning up the plan. We are no longer making a retroactive contribution to new hires' plans and will begin contributing after they are employed for one year.

C. Update on 403b – Michele Brand

Ms. Brand further stated we also increased the percentage amount after staff have been employed 21 years at MPAS.

MOTION Tom Landry moved to approve item B and C on our agenda. Mark Stephenson supported the motion.

A vote was taken.
Unanimous.
Motion carried.

Public Policy

Mark McWilliams stated we are doing our best trying to make a difference in the lives of people with disabilities, and we do it sometimes. We are following 106 bills and 76 were active in the last quarter. Primary issues consist of: the last budget there was \$300 million of allocations vetoed, we succeeded in getting a \$40 million increase for MI Choice program which is home nursing services for people who would otherwise be in nursing homes or not get any care at all. Those funds will probably fund about 1,000 new slots or 1,000 new people able to get services. A huge issue is direct care staff are disappearing and no program is any good unless there are people to staff it. We are involved in a number of projects trying to increase pay for direct care staff. We did succeed in getting a raise in that program.

The Governor vetoed 298. We had written a joint letter asking her to scale back the language that was proposed by the House and the Senate budgets, originally from

the Senate, she went and vetoed the whole thing so 298 is gone, integration is not. The department has indicated that it still wants to pursue financial integration, so it is coming unless we can stop it.

The Governor signed the “Raise to Age” legislation into law which we supported. That means that thousands of individuals who are 17 years old will no longer be treated as automatically as adults in the criminal justice system and that includes a number of students with disabilities whose behavior in school and where they reside are often treated by the criminal justice system. We joined a large group of organizations that supported that, and it is finally a reality.

Two pieces of legislation that we had input on before they were introduced are House bills 5150 and 5151. These are bills that actually came from ideas at a summer workshop that the Disability Network in Kalamazoo did where people with disabilities had ideas on legislation. One was to take the excess money that employers pay to workers comp and use it to subsidize accommodations for workers with disabilities. The bills would set up a grant program that would allow employers to apply for money to reimburse them for accommodations that they provide to employees with disabilities. We had input on these and we testified at the initial legislative hearing and we are waiting what happens.

Another item is shifting the burden of proof in special education due process hearings to school districts. We gave language and are waiting for that to be introduced. That will make a huge change for people who are currently using the complaint process in spec ed settings. Currently, schools respond to a complaint by filing a request for a hearing and the parents get sued by their school district but have to bear the burden of proof.

We are doing some new calibration with housing and attended the first hearing for the qualified allocation plan.

Andrea and Mark recently did a training for about 50 recipient rights officers who have been active in the policy arena in the past but have found people are not listening to them so we trying to work with them on some issues.

MOTION Tom Landry moved to receive and filed Mark’s report. Hansen Clarke supported the motion.

A vote was taken.

Unanimous.

Motion carried.

Old Business

Old business – none

New Business

Mr. McCulloch stated we have meeting dates for next year, and to note the legislative luncheon from 11:00 – 1:00 pm on February 25, 2020 and the board meeting afterwards from 1:00 – 3:00 pm and Representative Calley will speak with us at the board meeting.

1. Meeting Dates for 2020:

Tuesday, February 25, 2020 - Legislative Luncheon
Tuesday, May 12, 2020
Tuesday, September 8, 2020 – Annual meeting
Tuesday, December 15, 2020

2. Ernie Reynolds Essay Contest Committee selection

Mr. McCulloch stated this is something we offer to the community who submit essays the challenges they face in life and how they have overcome those challenges. Board members volunteer for the committee and they review all entries and pick the top three and bring those back to the board. We then announce the winners at our meeting on February 25th and invite them to attend the legislative luncheon and board meeting.

Volunteers for the committee are Tom Landry, Mark Stephenson, Mark Wiedelman and Pam Bellamy. Thank you to those volunteers.

Executive Session

There will no executive session.

The meeting was adjourned at 12:20 pm.

Minutes prepared by: _____
Theresa Diebolt, Executive Assistant

Minutes approved by: _____
Paul Palmer, Secretary

**2020 Meetings
(Please mark your calendars)**

**Tuesday, February 25, 2020
(Legislative Luncheon 11:00-1:00, board meeting 1:00-3:00)
Tuesday, May 12, 2020**

Tuesday, September 8, 2020
Tuesday, December 15, 2020