

**Minutes
Merger Committee
Pathways LME
Crossroads Behavioral Healthcare
&
Mental Health Partners
October 6, 2011
6:15 P.M.**

The newly appointed Merger Committee of the Boards of Directors of Pathways LME, Crossroads Behavioral Healthcare, and Mental Health Partners held its first meeting on this date in Conference Room A on the fifth floor of the First Plaza Building in Hickory (offices of Mental Health Partners).

The Merger Committee is composed of three members from each Board for a total of nine members, plus the Area Directors from each LME. In attendance at this first meeting were the following:

Crossroads Behavioral Healthcare Board of Directors

Matthew McCall

David Buie (Alternate for Dr. Jane Riley, Board Vice Chair)

Bill Furches

David Swann, Area Director/CEO

Pathways LME

Pam Poteat, Board Chair

Kris Thompson, Board Vice Chair

Steve Epperson

Rhett Melton, Area Director

Mental Health Partners (MHP)

Dr. Anthony Frasca, Board Chair

Danny Graves

Johnny W. Davidson, Jr.

John Hardy, Area Director

Janice Cornett, Clerk to the Mental Health Partners Board

The meeting was open to the public. Notice of the meeting was e-mailed/mailed to representatives of the various media throughout the eight counties served by Pathways, Crossroads, and Mental Health Partners on approximately October 3, 2011. There were no representatives of the media or other citizens present at the meeting.

Welcome/Introductions

MHP Director John Hardy opened the meeting at 6:25 P.M. and welcomed everyone in attendance. Introductions were made around the room and each committee member shared why they first became interested in serving on a Mental Health Board.

Update on Current Status

Pathways Area Director Rhett Melton updated committee members on the current status of the merger process. An "Intent to Merge" Agreement was drafted from the decisions made at the joint Board meeting on August 20th and presented to each of the respective LME Boards for consideration and approval. The agreement was approved by all three LME Boards and is now being presented to the County Boards of Commissioners in the eight counties served by Pathways, Crossroads, and MHP. Commissioners in the counties of Surry, Yadkin, Catawba, and Lincoln have already approved the "Intent to Merge" Agreement.

The MIS, Finance, and Human Resources Departments of the three LMEs have been meeting, and the implementation plan developed on August 20th is in process with various teams taking the lead. Staffing is the next big issue to solve and needs to be completed for the continuity, certainty, and comfort of the current staff of the three LMEs. The Area Directors will be meeting tomorrow morning to continue working on the staffing process.

The Directors recently met with Division leadership in Raleigh to discuss key issues surrounding the operation of a MCO (Managed Care Organization) and other issues of concern. The meeting was very productive and input from the Directors was well received.

MHP Director John Hardy noted that IT is the key to the infrastructure of the new organization and is a huge task. The new organization will be utilizing Great Plains for its business functions and Alpha CM for clinical operations. Smoky Mountain Center and CenterPoint have also elected to use this same software as they prepare to function as MCOs. Smoky Mountain Center will be going live with the software for Medicaid on April 1, 2012 and Pathways will be going live with IPRS on July 1, 2012.

Secretary Cansler was at MHP yesterday (October 5) and met with the Management Team. Issues discussed included the difficulty of recruiting licensed staff and the importance of the MCO retaining the IDD population care coordination function.

Development of Meeting Structure, Frequency, Process of Follow-Up to Full Boards

There was a brief discussion of the meeting structure and frequency of meetings for the Merger Committee, as well as the committee's process of follow-up to the full Boards. The committee made the following decisions:

- The Merger Committee will meet monthly indefinitely at First Plaza in Hickory.
- Meetings will be held at 6:00 P.M. on the first Thursday of each month, with the next meetings scheduled for November 3rd and December 1st.
- An update from the Merger Committee will be included as a standard item on the monthly Board agendas of each involved LME.

Agency Naming

An internal contest was held at each of the three LMEs to encourage staff to submit recommendations for a name for the new agency. The list of all submissions from each LME was included in the packet distributed prior to the opening of tonight's meeting. The top three "vote getters" at each LME are highlighted in yellow (total of nine recommendations). These are only suggestions and the Merger Committee may or may not decide to recommend a name (or some variation or combination) from the list. An outside firm will be enlisted to assist with the selection of a name, branding, etc.

The committee reviewed the suggestions and discussed some of the recommendations. It was noted that the new name should not include any reference to “Foothills” or “Carolina” as these are already familiar names linked to other organizations. It will also be important that the new name not imply that the agency provides services or is a physical healthcare organization (limit reference to mental health). “Mental Health Connection” was one of the top recommendations and some committee members liked that suggestion. Other names suggested by committee members as they tried out some possible names using variations of the employee suggestions were as follows:

- Behavioral Care Management
- Behavioral Care Connection
- Community Partners
- Partners Behavioral Healthcare
- Community Behavioral Care Management

There was a brief discussion of “mental health” versus “behavioral health” and the committee agreed that “behavioral” should be considered as it more appropriately captures all three disability groups the MCO will have responsibility for. Committee members will continue to review the list of suggested names and will bring their recommendations back to the committee at its November meeting.

Planning for Future Items to be Considered by the Merger Committee

Employee Benefits - Each of the three LMEs has its own unique benefit plan for its employees. Director Hardy noted that there are two parts to the employee benefit plan: (1) policy considerations and (2) dollar for dollar considerations. The new agency will need to be competitive in its benefit plan, but still cognizant of spending tax payer dollars. The Human Resources Directors of the three LMEs have been comparing the benefit plans and will be bringing forth recommendations on each line item. Hopefully, those recommendations can be presented to the Merger Committee at its next meeting.

New “Board” By-Laws – There will be a need to write Board By-Laws for the new agency’s Board of Directors. The existing and amended Board By-laws can be used as a guide to assist in writing the new ones. It may be helpful to create a small subset of the Merger Committee to write the Board By-Laws and then bring the largest discrepancies back to the full committee for review and decision. There are some external “drivers”, such as the NC General Statues, that will be determining factors for parts of the By-Laws. It was suggested that perhaps the committee should look at a breakdown of each LME’s Board amendments. Director Hardy stated that changes to Chapter 122C of the General Statues should soon be known. He suggested that perhaps, in the midst of so many changes, Board By-Laws should not be too prescriptive.

Mission Statement

Also included in the packet distributed tonight were copies of the “*Mission Statement*” from each of the three LMEs. Committee members are asked to review and consider the Mission Statements for discussion at the next meeting. Advice will also be sought from an outside company in the writing of a Mission Statement for the new agency. The Directors and their teams will work on this issue and bring recommendations back to the committee next month.

Selection of Officers

The Merger Committee needs to select a Chair and Vice Chair to conduct its meetings.

After a brief discussion, Bill Furches made a motion that Pam Poteat be appointed as Chair of the Merger Committee. Matthew McCall seconded the motion.

There was no further discussion, and the motion passed by unanimous vote of the committee.

Johnny Davidson, Jr. made a motion that Dr. Anthony (Tony) Frasca be appointed as Vice Chair of the Merger Committee. Danny Graves seconded the motion.

There was no discussion, and the motion passed unanimously.

Other – Financial Report

Committee member Steve Epperson asked if it would be possible for the committee to receive a monthly oversight report on fund balance (merger fund). The Directors agreed that this could be provided to the committee and then taken back each month to be shared with the full Boards.

Adjournment

With no other business for discussion, the meeting was adjourned at 7:55 P.M.

Respectfully submitted,

Janice D. Cornett

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Administrative Assistant II/ Clerk to the MHP Board