



Detroit Wayne Integrated Health Network

707 W. Milwaukee
Detroit, MI 48202
Phone: (313) 833-2500
www.dwihn.org

FAX: (313) 833-2156
TTY: 711

**Board Policy/Bylaw Committee Meeting
Detroit Wayne Integrated Health Network
Administration Building - 1st Floor
8726 Woodward Ave.
Detroit, Michigan 48202
Wednesday, March 12, 2025
3:15 p.m.
AGENDA**

I. Call to Order

II. Roll Call

III. Approval of the Agenda

IV. Approval of the Minutes – November 20, 2024

V. Policy Development

A. Update Interim CEO Policy and Procedures – Succession Plan

VI. Bylaw Review – None

VII. Good and Welfare/Public Comment

Members of the public are welcome to address the Board during this time for up to two (2) minutes. *(The Board Liaison will notify the Chair when the time limit has been met.)* Individuals are encouraged to identify themselves and fill out a comment card to leave with the Board Liaison; however, those individuals that do not want to identify themselves may still address the Board. Issues raised during good and Welfare/Public comment that are of concern to the general public and may initiate an inquiry and follow-up will be responded to and may be posted to the website. Feedback will be posted within a reasonable timeframe (information that is HIPAA related or of a confidential nature will not be posted but rather responded to on an individual basis).

VIII. Adjournment

Board of Directors

Dr. Cynthia Tueg, Chairperson
Karima Bentounsi
Jonathan C. Kinloch

Kevin McNamara, Vice-Chairperson
Angela Bullock
Bernard Parker

Dora Brown, Treasurer
Lynne F. Carter, M.D.
William Phillips

Eva Garza Dewaelsche, Secretary
Angelo Glenn
Kenya Ruth

James E. White, President/CEO





DETROIT-WAYNE INTEGRATED HEALTH NETWORK

POLICY/BYLAW COMMITTEE

Wednesday, November 20, 2024

10:00 a.m.

Minutes

COMMITTEE MEMBERS PRESENT: Mr. W. Phillips, Chair; Mr. A. Glenn, Vice Chair; Ms. Dora Brown, Commissioner Jonathan C. Kinloch, and Mr. Bernard Parker

COMMITTEE MEMBERS EXCUSED: None

BOARD MEMBERS PRESENT: None

BOARD MEMBERS ATTENDING VIRTUALLY: Dr. Cynthia Taueg

STAFF MEMBERS PRESENT: Mr. James White; CEO; Mr. M. Singla, Executive VP of Operations; Ms. Y. Turner, VP of Legal Affairs; B. Blackwell, VP of Governmental Affairs and Chief of Staff; Ms. Sheree Jackson, VP Corporate Compliance; Ms. Monifa Gray, Associate VP of Legal Affairs and Mr. Jody Connally, VP of Human Resources

CALL TO ORDER: The Chair, Mr. Phillips called the meeting to order at 10:18 a.m.

ROLL CALL: Roll call was taken by Mr. A. Glenn and a quorum was present.

APPROVAL OF THE AGENDA: The Chair, Mr. Phillips, called for a motion on the agenda.

Motion: It was moved by Ms. Brown and supported by Mr. Glenn approval of the agenda. Mr. Parker requested that a review of disadvantage businesses be added to agenda as item VIII. **Motion carried, agenda approved as amended.**

APPROVAL OF THE MINUTES: The Chair, Mr. Phillips called for a motion on the minutes from the meeting of September 10, 2024. **Motion:** It was moved by Ms. Brown and supported by Mr. Glenn approval of the minutes from the meeting of September 10, 2024. There were no corrections noted. **Motion carried.**

POLICY REVIEW – CEO Appraisal

The Chair, Mr. Phillips requested an overview of the CEO Appraisal. It was reported by Ms. Y. Turner, VP of Legal Affairs that the word bonus was eliminated and replaced it with the word incentive to be consistent with the CEO contract. The policy was also updated to include 2/3 of the Board voting in order for the CEO Appraisal to be effective and language was added per the request from the last meeting that would not allow a faction of the Board to hold up the completion of the CEO Appraisal.

Mr. J. Connally, VP of Human Resources updated the CEO Annual Incentive Compensation Performance Review process to be consistent with the current CEO contract. Discussion ensued regarding the Executive Committee reviewing a report of the CEO evaluation, the document going to Full Board and the maximum amount being 10% of the salary of the CEO. The process was described as the Full board completing the evaluation of the CEO; the Executive Committee compiling the report, making a recommendation of amount of the increase, and a recommendation

being made to the Full Board. **Motion:** It was moved by Mr. Parker and supported by Mr. Glenn to adopt the changes in the CEO Appraisal Policy. There was no further discussion. **Motion carried.**

CEO Optional Pay Performance Incentive Plan

The Chair, Mr. Phillips requested an update on the CEO Optional Pay Performance Incentive Plan. It was noted that there were four aspects by the Board and the CEO and 25 program development project engagement objectives and the tools to measure the same – talks should take place no later than January 1st of each year unless otherwise agreed to by the parties with the exception of the 1st year contract window and the talks will be with the Board Chair and the CEO to come up with those targets. Discussion ensued regarding the process that has taken place in the past; that the CEO proposes some goals, has conversations with the Board Chair; they come to an agreement about them and the goals are presented to the Executive Committee as well as the Full Board.

It was noted the Commissioner Kinloch had joined the meeting at 10:36 a.m. and would be voting on the CEO Optional Pay Performance Incentive Plan.

Motion: It was moved by Mr. Parker and supported by Ms. Brown approval of the recommended language to be added to the policy. There was no further discussion. **Motion carried.**

Policy Development - Update Interim CEO Policy and Procedures – Succession Plan

The Chair, Mr. Phillips requested an update on the Interim CEO Policy and Procedures and noted that he was pleased to see this as it was something they had just gone through, and we need to be prepared for the future. Mr. J. Connally, VP of Human Resources noted that he per the committee's request with assistance from the VP of Legal Service drafted the document that was before them. The document is a combination of the best practices as well as our past practice. Discussion ensued regarding the recommended DWIHN CEO Succession Plan Policy which included the CEO giving us three months' notice that they are leaving, the word "temporary vacancy" and it being flushed out a little bit more – Mr. Connally noted that the word "temporary vacancy" referred to the CEO going out on a medical leave or a personal leave, or a family leave or a number of temporary circumstances, the time of a leave and what triggers it. It was determined that as it relates to a definition of "temporary" additional language could be added to the policy which gives some examples, but does not necessarily limit the definition to those examples. Discussion ensued regarding the purpose of an Executive Vice President in the organization; when that person would be placed in the role, and how it would be handled if they were both incapacitated at the same time.

The Chair, Mr. Phillips requested Mr. Connally and Ms. Turner to look at other policies and come back to the committee and recommend a timing for which we need to make that selection of the new interim President so that we are not going without someone in charge for a certain period of time. It was recommended that the Board could add language that would require to call a special meeting as soon as possible or practical because while you would not be able to determine how long it takes you to find one you can at least meet at the earliest possible time to make your decisions, you would need to put a cap on it. The Committee Chair, Mr. Phillips noted that he did not have a problem with language that says "we have to do it within a reasonable time, but no later than X. There were recommendations of 72 hours; 3-4 days; and there be two separate categories, one for "temporary" and one for "permanent". Discussion ensued regarding what the County

Executive, the Mayor and the Governor does when they leave town. Dr. Taueg recommended that Mr. Connally and Ms. Turner also look at this in the context of the Mental Health code and the Administrative rules of MDCH. The Chair, Mr. Phillips noted that Counsel and Human Resources come back to the Policy Committee with additional language for the succession plan.

BYLAW REVIEW – Article VII Board Committees – Section 1 – Standing Committees – Policy/Bylaw Committee – Charter Development and Bylaw Update

The Chair, Mr. Phillips requested an update on the Standing Committee Policy/Bylaw Committee, Charter Development and Bylaws. It was reported by Y. Turner, VP of Legal Affairs, that the committee charter spoke to all of the things that the committee will review, indicated how often the committee will meet and also what will constitute a quorum for the committee which is consistent with all of the rest of the standing committees. It was noted that if there are three board members present there will be a quorum and that all had expressed that while you would try to meet quarterly you wanted to ensure that you had no less than two meetings a year.

Motion: It was moved by Commissioner Kinloch and supported by Mr. Parker adoption of the Policy/Bylaw Committee Charter. Discussion ensued regarding the process the Policy committee would follow on items that would need to go to Full Board for approval; it was noted that a report would be provided at Executive Committee, but the actual changes would go directly to the board for any action. There was also discussion on the number of times the committee would meet and if necessary, they would be able to have a special meeting if needed. There was also discussion regarding the chair or their designee attending the Executive committee meeting as well and if there was no action it was communicated through the Board Liaison, and the Policy committee should just be consistent with the other committees as well. It was also noted that this would require a two-thirds vote at the Full Board because it is a Bylaw change so in the event there are not eight members present at the Full Board meeting it will have to be deferred until January.

Motion: It was moved by Ms. Brown and supported by Mr. Glenn adoption of the Policy/Bylaw Committee Charter with the recommendation that the chair or chair's designee attend Executive committee meetings when necessary. There was no further discussion. **Motion carried.**

It was noted by Ms. Turner that the language that identifies the process as it relates to developing the CEO goals was not a part of the motion for the CEO Appraisal Policy and she needed to determine if the Chair wanted that language to be inserted in the policy and brought back to the committee for review at its next meeting or if the language was to be inserted into the performance appraisal policy now and moved to the Full Board meeting that was scheduled for today. Discussion ensued. It was determined that a Reconsideration of the approval for that policy would need to take place and someone would have to add it to the motion. The policy will be placed on the record at the Full Board meeting today, the language will be added, and the Board will be provided with an updated copy.

Motion: It was moved by Mr. Parker and supported by Ms. Brown to Reconsider the CEO Annual Performance Review Process. There was no further discussion. **Motion carried with Commissioner Kinloch abstaining as he did not vote on the original motion.**

The Chair, Mr. Phillips called for a vote on the CEO Annual Performance Review Process.

Motion: It was moved by Commissioner Kinloch and supported by Mr. Glenn to adopt the recommendation that the Board Chair shall meet with the CEO to agree upon performance

objectives prior to the same being forwarded to the Executive Committee for its review, consideration and recommendation to the Board. There was no further discussion. **Motion carried.**

The Chair, Mr. Phillips noted that item VIII. had been added to the agenda, which was a discussion on disadvantaged businesses. Mr. Parker noted that he was under the impression that the Board passed a Resolution around disadvantaged businesses and incentives we would have for businesses that bid on a contract. He was unsure if it had been incorporated into the bylaws and having incentives to disadvantaged businesses. Discussion ensued. It was noted that this would fall under procurement as related to a Resolution being passed. The Chair, Mr. Phillips requested that Legal research and find the appropriate committee to address this issue, if it is the Policy Committee he would like for it to placed on the agenda for their next meeting and if it is not the Policy Committee that Legal should provide an update on the appropriate committee that would be addressing the issue. Ms. Y. Turner noted that she had researched and under the Delegation of Authority Policy, Procurement does fall under Finance and that committee would be the appropriate forum to have the discussion. Mr. Phillips thanked Mr. Parker for noting the item for discussion and that it would be go to the Finance Committee.

Good and Welfare/Public Comment

The Chair, Mr. Phillips called for Good and Welfare/Public Comment. There were no members of the public requesting to address the committee.

Adjournment

There being no further business. The Chair, Mr. Phillips called for a motion to adjourn. **Motion:** It was moved by Ms. Brown and supported by Mr. Glenn to adjourn. There was no further discussion. **Motion carried.** The meeting was adjourned at 11:19 a.m.

Respectfully submitted:

Lillian M. Blackshire
Board Liaison