

**MICHIGAN VETERANS FACILITY AUTHORITY
REGULAR BOARD OF DIRECTORS MEETING**

July 16, 2019
10:00 a.m.

APPROVED MINUTES

A meeting of the Michigan Veterans Facility Authority (MVFA) Board of Directors was called to order at 10:02 a.m. by Chair David Henry. The meeting was held at the Michigan Veterans Affairs Agency (MVAA) Headquarters – 222 N. Washington Ave., Lansing, MI 48933.

1. Pledge of Allegiance

2. Attendance Roll Call

Chair David Henry called for a roll call of members present.

The following members were present: Zaneta Adams, David Henry, Spencer Hoover (via telephone), Mary Naber (present at 10:08 a.m.), A. Rocky Raczkowski (present at 10:09 a.m.), David Rutledge, MaryAnne Shannon, and Larry Yachcik

3. Approval of Proposed Minutes

Yachcik, seconded by Shannon, motioned to accept the proposed meeting minutes dated June 18, 2019 as presented. The motion passed 7-0.

4. Approval of Agenda

Yachcik, seconded by Rutledge, motioned to accept the meeting agenda dated July 16, 2019 as presented. The motion passed 7-0.

5. Public Comment

Mark Sutton, Public Relations Director for the American Legion, addressed the board regarding the MVFA CEO/ED position. Mr. Sutton urged the board to select a candidate with strong leadership capabilities; someone who will take ownership of responsibilities. He concluded by stating that the MVFA board is sliding under governmental control when it should be operating independently.

6. Housekeeping; Designation of Representative to MVFA Board, Health System Update, Board of Managers Meeting Minutes, GRHV Campus Master Plan, Branding Campaign Update

Steve Rolston provided an overview of the Health System to include the Grand Rapids Home for Veterans (GRHV) and the D.J. Jacobetti Home for Veterans.

Chair Henry welcomed MVAA Director Zaneta Adams to the MVFA board. Director Adams is serving as the designated representative for Major General Paul Rogers.

Anne Zerbe indicated that the GRHV workgroup continues its work. She reiterated that future programs will be contingent on the FY2021 budget.

Mary Naber provided an update on the MVFA branding campaign and introduced the committee members. The members revisited recommendations provided by Brogan & Partners but emphasized the importance of producing an organizational name in conjunction with a tagline and logo.

Rutledge, seconded by Raczkowski, motioned to accept the organizational name of Michigan Veteran Homes of Honor, as provided by Brogan & Partners. The board discussed the motion and offered alternatives.

Chair Henry called for a roll call vote; Yeas-Adams, Raczkowski, Rutledge; Nays – Henry, Naber, Shannon, Yachcik. The motion failed 3 to 4.

Yachcik motioned to accept the organizational name of Michigan Veterans Homes and Health Services; there was no support.

Mary Naber suggested that the subcommittee meet again to work with Brogan & Partners to develop an organizational name, tagline, and logo.

Rocky Raczkowski emphasized that he was disappointed in the organizational names and work effort provided by Brogan & Partners. He added that perhaps Brogan & Partners did not understand the services provided at the homes. Mr. Raczkowski suggested moving this item down on the agenda to precede the final Board Comments.

6. Finance Committee; Legislative Budget

Fred Schaible reported that Major General Paul Rogers and MVAA Director Zaneta Adams will be meeting with the State Budget Office to discuss the progress of negotiations related to the FY21 budget.

7. Governance Committee

Anne Zerbe stated that there are no updates on board policies. MaryAnne Shannon, sole committee member, asked for clarification on the direction the board is heading.

Chair Henry appointed Larry Yachcik and David Rutledge to the Governance Committee to work with MaryAnne Shannon regarding board policies. He also echoed Mark Sutton's previous comments and stressed the importance of the Board being independent and focused on veterans.

8. Building & Facilities Committee; New Construction Update

Mike Hassan offered the board a review of the construction status of the new Homes in Grand Rapids and Chesterfield Township. Currently, the construction is slightly ahead of schedule. He reviewed the project milestones and provided a timeline for current activities and upcoming endeavors.

9. Closed Session;

Henry, seconded by Raczkowski, motioned to recess the open meeting and move into a closed session to review the memorandum from the Attorney General's Office regarding the vetting of MVFA CEO/ED candidates, pursuant to the Open Meetings Act, Section 268 d. The motion passed by roll call vote 6-0 with members Adams, Henry, Naber, Raczkowski, Rutledge, and Shannon voting in favor; Yachcik abstained.

The meeting moved into closed session at 10:55 a.m.

The meeting came out of closed session at 11:20 a.m. and returned to an open session at 11:20 a.m.

10. Executive Committee; Operational Transition Planning, CEO/ED Position Update, Fundraising Campaign Contract

Fred Schaible acknowledged that he met with the Governor's staff regarding a transitional plan of governance for the Homes from the Board of Managers to the MVFA. He has been requested to provide a list of duties for both boards. After examination by the Governor's staff, an executive order, new legislation, or a Memorandum of Understanding will guide the transfer of governance. Mr. Schaible concluded that he and the Governor's staff have a shared expectation for the transition to occur by January 2020.

Fred Schaible provided an update on the status of the MVFA CEO/ED position. A total of 18 candidates expressed interest in the position; their supporting documentation is available to board members on DirectorPoint.

Rutledge, seconded by Raczkowski, motioned to direct the MVFA Executive Committee to review and select no more than four candidates to interview. The motion was later amended to five candidates. The motion passed 6-0.

Chair Henry called for a meeting break at 11:35 a.m.

Chair Henry resumed the meeting at 12:20 p.m.

Raczkowski, seconded by Naber, motioned to advance four candidates to be interviewed at the August 20, 2019 meeting for the purpose of final consideration. The candidates include Rand O'Leary, Lori Portfleet, Michelle Waggoner, and Anne Zerbe. The motion passed by roll call vote 6-0 with members Adams, Henry, Naber, Raczkowski, Rutledge, and Yachcik voting in favor; Shannon abstained.

Anne Zerbe asked the board for volunteers to review the fundraising campaign proposal to ensure it meets the needs of the MVFA board. Larry Yachcik, Rocky Raczkowski, and Spencer Hoover volunteered to assist in this endeavor and will need to complete a State of Michigan Procurement Code of Conduct Acknowledgement Form.

11. Board Comments

Shannon - No comment except the need for accessing her .gov email.

Rutledge – Appreciates the discussion regarding organizational naming options.

Yachcik – Need to move faster on a number of items/tasks.

Naber – Appreciates the discussion regarding the MVFA CEO/ED position. In retrospect, she wishes she would have initially provided Brogan & Associates with more information.

Adams – Appreciates the discussion regarding organizational naming options.

Raczkowski – Glad to have finalists for the MVFA CEO/ED position.

Henry – There needs to be less stumbling on the details and better prep work prior to meetings.

Chair Henry added that the August 2019 meeting agenda should be very focused and only include:

- Pressing matters that require board action
- MVFA CEO/ED candidate interviews
- A new section titled “New Business”

Fred Schaible added that board members will be provided with an instructional document regarding .gov email addresses; these addresses should be used exclusively for board business.

12. Public Comments

None

13. Adjournment

Raczkowski, seconded by Rutledge, motioned to adjourn at 1:00 p.m. The motion passed 7 to 0.

The meeting was adjourned at 1:00 pm.

A handwritten signature in black ink, appearing to read "D. Henry Jr.", with a stylized flourish at the end.

David Henry Jr.
MVFA Chair