

Township Representatives:							
<input checked="" type="checkbox"/>	George "Bud" Banker, Bear Lake	<input checked="" type="checkbox"/>	Janet Cox, Oliver	<input type="checkbox"/>	Eric Hendricks, Orange	<input checked="" type="checkbox"/>	Diana Needham, Kalkaska Village (arrived at 6:45 PM)
<input checked="" type="checkbox"/>	Gregory Bradley, Clearwater	<input checked="" type="checkbox"/>	Alan Hart, Boardman	<input checked="" type="checkbox"/>	Gayenell Gentelia, Coldsprings (arrived at 6:03 PM)	<input checked="" type="checkbox"/>	Tracy Nichol, Blue Lake
<input checked="" type="checkbox"/>	Nelson "Jerry" Cannon, Garfield	<input checked="" type="checkbox"/>	Dr. R. Troy Stobert, Springfield	<input checked="" type="checkbox"/>	Karl Klimek, Excelsior	<input checked="" type="checkbox"/>	Matthew Brenner, Rapid River
<input checked="" type="checkbox"/>	Dale De Korne, Kalkaska Township						
Members At Large Members:							
<input checked="" type="checkbox"/>	Robert "Bob" Barr	<input type="checkbox"/>	Kim Stephens	<input type="checkbox"/>	Noreen Broering	<input checked="" type="checkbox"/>	Bruce Zenner
<input checked="" type="checkbox"/>	Melanie Pauch	<input checked="" type="checkbox"/>	Lynnette Cervone	<input checked="" type="checkbox"/>	Charles "Charlie" Stiehl		
Staff:							
<input type="checkbox"/>	Jeremy Cannon	<input type="checkbox"/>	Sandy Dilley	<input checked="" type="checkbox"/>	Andrew Raymond	<input checked="" type="checkbox"/>	Chandra Whiting
<input checked="" type="checkbox"/>	Daniel Conklin	<input type="checkbox"/>	Jeremy Holmes, DO	<input type="checkbox"/>	Kevin Rogols	<input checked="" type="checkbox"/>	Laura Zingg
<input type="checkbox"/>		<input type="checkbox"/>		<input type="checkbox"/>		<input type="checkbox"/>	
Community:							
<input checked="" type="checkbox"/>	Al Parker	<input checked="" type="checkbox"/>	Jeff Sieting	<input type="checkbox"/>		<input type="checkbox"/>	

TOPIC	SUMMARY	ACTION ASSIGNMENT
Call to Order	Mr. Karl Klimek called the meeting to order at 6:02 PM in the Dr. William W. Kittl Education Center of Kalkaska Memorial Health Center.	
Pledge of Allegiance	The Pledge of Allegiance was recited.	
Conflict of Interest Roll Call	A roll call for Conflict of Interest was taken as follows: George "Bud" Banker, no; Nelson "Jerry" Cannon, no; Dale De Korne, no; Janet Cox, no; Gregory Bradley, no; Alan Hart, no; Gayenell Gentelia, no; Dr. R. Troy Stobert, no; Karl Klimek, no; Tracy Nichol, no; Matthew Brenner, no; Melanie Pauch, no; Robert	

	<p>"Bob" Barr, no; Bruce Zenner, no; Lynnette Cervone, no; Charles "Charlie" Stiehl, no.</p> <p>Mr. Klimek informed the Board that Mr. Rogols would not attend the Board Meeting this evening as he had just returned much longer than expected drive home in inclement weather from a trip he had taken.</p>	
Consent Agenda	<p>The Consent Agenda was reviewed as presented.</p> <p><b><u>Motion was made and duly supported to approve the Consent Agenda as presented. All "AYE." Motion carried.</u></b></p>	
Public Comment Regarding Agenda Topics	<p>There was no public comment provided at this time.</p>	
<p>Open KMHC Public Budget Hearing Election of Officers</p> <ul style="list-style-type: none"> <li>• Board Chair</li> <li>• Vice Chair</li> <li>• Secretary</li> <li>• Treasurer</li> </ul>	<p><b><u>Motion was made and duly supported at 6:07 PM to open the Public Budget Hearing and Annual Meeting. A roll call vote was taken as follows: George "Bud" Banker, yes; Robert "Bob" Barr, yes; Gregory Bradley, yes; Matthew Brenner, yes; Nelson "Jerry" Cannon, yes; Lynnette Cervone, yes; Janet Cox, yes; Dale De Korne, yes; Gayenell Gentelia, yes; Alan Hart, yes; Tracy Nichol, yes; Melanie Pauch, yes; Charles "Charlie" Stiehl, yes; Dr. R. Troy Stobert, yes; Bruce Zenner, yes; Karl Klimek, yes. 16 "AYES." 0 "NAYS". Motion Carried.</u></b></p> <p>Mr. Klimek thanked the Board Members that have contacted him over the past few months to share their feedback, thoughts, and interests regarding their participation in the various Board Committees and Officer roles on the Board of Trustees going forward.</p> <p>Motion was made by Ms. Gentelia and supported by Mr. Hart to approve the slate of nominations as presented for the Board Officers. Mr. Klimek clarified that the slate of nominations for Board Officers included the following nominations: Mr. Klimek for Board Chair, Mr. Cannon for Vice Chair, Ms. Nichol for Secretary, and Dr. Stobert for Treasurer.</p> <p>Mr. Klimek then opened the discussion of the slate of nominations up to the Full Board.</p> <p>There was no further discussion or additional nominations for Board Officers made.</p>	



	<p><u><b>Motion was made by Ms. Gentelia and supported by Mr. Hart to approve the slate of nominations of Board Chair, Mr. Klimek, Vice Chair, Mr. Cannon, Secretary, Ms. Nichol, and Treasurer, Dr. Stobert. A roll call vote was taken as follows: George “Bud” Banker, yes; Robert “Bob” Barr, yes; Gregory Bradley, yes; Matthew Brenner, yes; Nelson “Jerry” Cannon, yes; Lynnette Cervone, yes; Janet Cox, yes; Dale De Korne, yes; Gayenell Gentelia, yes; Alan Hart, yes; Tracy Nichol, yes; Melanie Pauch, yes; Charles “Charlie” Stiehl, yes; Dr. R. Troy Stobert, yes; Bruce Zenner, yes; Karl Klimek, yes. 16 “AYES.” 0 “NAYS”. Motion Carried.</b></u></p>	
<p>Committee Appointments</p> <ul style="list-style-type: none"><li>• Executive/Finance Committee</li><li>• Audit/Compliance Committee</li><li>• Joint Conference Committee</li><li>• Nominating Committee</li><li>• Board Quality, Safety, and Patient Experience Committee</li><li>• Strategic Planning Committee</li><li>• Building Ad-Hoc Committee</li></ul>	<p>Mr. Klimek referenced the document provided in the Board Packet containing the recommendations for appointment for calendar year 2025 KMHC Board Committee appointments.</p> <p>He then provided the Board Members with a high-level review of each of the Board Committees from the KMHC Board By-Laws.</p> <p>Mr. Klimek also reviewed recommendations for a future potential Governance Committee as well as two other future possibilities for committees for the Board to consider at later dates.</p> <p>Discussion ensued regarding the committees and how the transition to a 501(c)(3) may impact the Board Committees in the future.</p> <p>The following recommendations were made by the Board Chair, Mr. Klimek, for committee appointments to the KMHC Board of Trustee Committees:</p> <p>Executive/Finance Committee will consist of the following members:</p> <ul style="list-style-type: none"><li>• Dr. Troy Stobert (Chair)</li><li>• Karl Klimek</li><li>• George “Bud” Banker</li><li>• Tracy Nichol</li><li>• Nelson “Jerry” Cannon</li><li>• Diana Needham</li><li>• Lynnette Cervone</li></ul> <p>Audit and Compliance Committee will consist of the following members:</p> <ul style="list-style-type: none"><li>• Dr. Troy Stobert (Chair)</li><li>• Dale De Korne</li><li>• Janet Cox</li><li>• Bruce Zenner</li></ul>	

	<ul style="list-style-type: none"><li>• George "Bud" Banker</li><li>• Karl Klimek</li></ul> <p>Joint Conference and Ethics Committee will consist of the following members:</p> <ul style="list-style-type: none"><li>• Karl Klimek</li><li>• Nelson "Jerry" Cannon</li></ul> <p>Nominating Committee will consist of the following members:</p> <ul style="list-style-type: none"><li>• Kim Stephens (Chair)</li><li>• George "Bud" Banker</li><li>• Gayenell Gentelia</li><li>• Karl Klimek</li><li>• Nelson "Jerry" Cannon</li><li>• Diana Needham</li><li>• Bruce Zenner</li></ul> <p>Board Quality, Safety, and Patient Experience Committee will consist of the following members:</p> <ul style="list-style-type: none"><li>• Melanie Pauch (Chair)</li><li>• Janet Cox</li><li>• Gregory Bradley</li><li>• Noreen Broering</li><li>• Karl Klimek</li><li>• Alan Hart</li><li>• Charles "Charlie" Stiehl</li><li>• Lynnette Cervone</li></ul> <p>Strategic Planning Committee will consist of the following members:</p> <ul style="list-style-type: none"><li>• Nelson "Jerry" Cannon (Chair)</li><li>• Karl Klimek</li><li>• George "Bud" Banker</li><li>• Tracy Nichol</li><li>• Kim Stephens</li><li>• Robert "Bob" Barr</li><li>• Lynnette Cervone</li><li>• Dr. Holmes (non-voting Medical Staff representation)</li><li>• Dr. Sailor (non-voting Medical Staff representation)</li></ul> <p>Building Ad-Hoc Committee will consist of the following members:</p> <ul style="list-style-type: none"><li>• Gregory Bradley (Chair)</li><li>• Gayenell Gentelia</li></ul>	
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	<ul style="list-style-type: none"> <li>• Dale De Korne</li> <li>• Karl Klimek</li> <li>• Alan Hart</li> <li>• Charles "Charlie" Stiehl</li> <li>• Eric Hendricks</li> </ul> <p><u><b>Motion was made by Mr. Zenner and duly supported to approve the Board Committee appointments as presented on page 1 and 2 of the committee recommendation document (as listed above). A roll call vote was taken as follows: George "Bud" Banker, yes; Robert "Bob" Barr, yes; Gregory Bradley, yes; Matthew Brenner, yes; Nelson "Jerry" Cannon, yes; Lynnette Cervone, yes; Janet Cox, yes; Dale De Korne, yes; Gayenell Gentelia, yes; Alan Hart, yes; Tracy Nichol, yes; Melanie Pauch, yes; Charles "Charlie" Stiehl, yes; Dr. R. Troy Stobert, yes; Bruce Zenner, yes; Karl Klimek, yes. 16 "AYES." 0 "NAYS". Motion Carried.</b></u></p>	
Presentation of Proposed Fiscal Year 2027 Budget	<p>Mr. Raymond addressed the Board regarding the proposed fiscal year 2027 budget that was included in the Board Packet for review.</p> <p>It was explained to the Board that the purpose of the budget is to establish to the townships the operating millage. This budget is for July 2026-June 2027; it is always presented in advance to provide the townships with 18 months' notice.</p> <p>By statute, KMHC can go up to 4/10 mil annually for the operating millage if necessary.</p> <p>Mr. Raymond also provided a brief history that the operating millage including that it was reduced from the 4/10 of a mil in the 1990's and is currently at the minimum amount of 1/100 of a mil. The minimal amount of 1/100 mil allows the hospital to retain the levy in case it is needed in the future.</p> <p>The Board was also reminded that the budget is approved 18 months in advance, it is for July 2026-June of 2027. If KMHC has completed the transition to a 501(c)(3) not-for-profit by that time, then the millage will not be put into place.</p> <p>Questions were answered for Board Members regarding the topic.</p>	
Public Comments Re: Proposed Fiscal Year 2027 Budget	<p>The meeting was then opened for public comment regarding the proposed fiscal year 2027 budget. There was no public comment at this time.</p>	

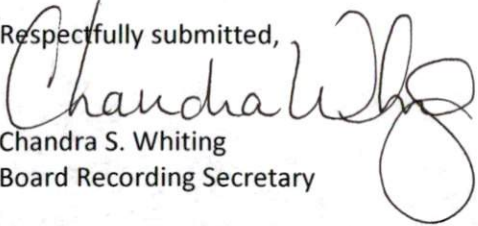


<p>Resolution Regarding Operational Millage Request from the Townships</p>	<p>A draft resolution was included in the Board Packet for review and approval.</p> <p><b><u>A resolution (attached to the original minutes) was made and duly supported for approval of 1/100 of a mil tax subsidy to be applied to the fiscal year 07/01/2026 through 06/30/27. A roll call vote was taken as follows: George "Bud" Banker, yes; Robert "Bob" Barr, yes; Gregory Bradley, yes; Matthew Brenner, yes; Nelson "Jerry" Cannon, yes; Lynnette Cervone, yes; Janet Cox, yes; Dale De Korne, yes; Gayenell Gentelia, yes; Alan Hart, yes; Tracy Nichol, yes; Melanie Pauch, yes; Charles "Charlie" Stiehl, yes; Dr. R. Troy Stobert, yes; Bruce Zenner, yes; Karl Klimek, yes. 16 "AYES." 0 "NAYS". Motion Carried.</u></b></p>	
<p>Close the KMHC Public Budget Hearing and Annual Meeting</p>	<p><b><u>Motion was made and duly supported to close the Public Budget Hearing and Annual Meeting at 6:34 PM. All "AYE." Motion carried.</u></b></p>	
<p>Resolution Ratifying Creating of Compensation and Contract Ad-Hoc Committee</p>	<p>Mr. Klimek reminded the Board Members of a discussion that occurred during an open session of a Board Meeting in early January pertaining to the creation of an Ad-Hoc Compensation and Contract Review committee for the KMHC Board of Trustees.</p> <p>During this meeting on January 10, 2025, a motion had been made to create an Ad-Hoc Committee, however, this motion did not get recorded in the minutes of this meeting.</p> <p>Mr. Klimek then referenced the draft resolution, resolution no. 25-0001, included in the meeting packet created by legal counsel to address the ratifying of the formation of the Ad-Hoc Compensation and Contract Review Committee and the appointments to the committee that was not included in the prior meeting minutes.</p> <p>Discussion ensued regarding the proposed resolution.</p> <p><b><u>Motion was made and duly supported to approve the resolution (resolution no. 25-0001-attached to the original minutes) as presented. A roll call vote was taken as follows: George "Bud" Banker, yes; Robert "Bob" Barr, yes; Gregory Bradley, yes; Matthew Brenner, yes; Nelson "Jerry" Cannon, yes; Lynnette Cervone, yes; Janet Cox, yes; Dale De Korne, yes; Gayenell Gentelia, yes; Alan Hart, yes; Tracy Nichol, yes;</u></b></p>	

	<p><u><b>Melanie Pauch, yes; Charles "Charlie" Stiehl, yes; Dr. R. Troy Stobert, yes; Bruce Zenner, yes; Karl Klimek, yes. 16 "AYES." 0 "NAYS". Motion Carried.</b></u></p>	
Potential Formation of Board Governance Committee	<p>Mr. Klimek referenced the document included in the Board packet pertaining to the formation of the potential Governance Committee for the KMHC Board of Trustees. The document, that outlines the powers and responsibilities for the potential Governance Committee, was in the Board Packet and reviewed at the December meeting of the Full Board. The Board was asked to now consider the formation of the Governance Committee as a standing committee for the KMHC Board of Trustees.</p> <p><u><b>After amendment, motion was made and duly supported to approve the formation of the Board Governance Committee as a standing committee, with the slate of members as presented; Bruce Zenner – co-chair. Tracy Nichol – co-chair, Robert "Bob" Barr, Gayenell Gentelia, Dr. R. Troy Stobert, Nelson "Jerry" Cannon, Diana Needham, Karl Klimek. A roll call vote was taken as follows: George "Bud" Banker, yes; Robert "Bob" Barr, yes; Gregory Bradley, yes; Matthew Brenner, yes; Nelson "Jerry" Cannon, yes; Lynnette Cervone, yes; Janet Cox, yes; Dale De Korne, yes; Gayenell Gentelia, yes; Alan Hart, yes; Diana Needham, yes; Tracy Nichol, yes; Melanie Pauch, yes; Charles "Charlie" Stiehl, yes; Dr. R. Troy Stobert, yes; Bruce Zenner, yes; Karl Klimek, yes. 17 "AYES." 0 "NAYS". Motion Carried.</b></u></p>	
501(c)(3) Articles of Incorporation	<p>Mr. Raymond provided handouts to the Board Members containing a blue-lined revised version of the 501(c)(3) Articles of Incorporation for KMHC with proposed updates and an email from legal counsel assisting in explaining the proposed updates.</p> <p>Mr. Raymond reviewed the documents that were provided and explained the proposed updates to the Articles.</p> <p>The Board was informed that the updated Articles of Incorporation are being provided at this meeting for review. The Articles of Incorporation updates will be a topic on the agenda at the next Board Meeting on February 25, 2025, for the Board to act upon. The approved version of the Articles of Incorporation will then be sent to the Corporate Members after the February 25, 2025, Board Meeting for their review before the Corporate Member Meeting in March.</p>	<p>A request was made for Ms. Whiting to send the blue-lined revised version of the Articles of Incorporation to the Board Members in electronic format.</p>



	Extensive discussion ensued regarding the topic. Discussion also ensued regarding the multiples attempts by KMHC Leadership and Board Members to contact Orange Township, with no response, regarding potentially becoming a Corporate Member of the new 501(c)(3) entity.	
Open Dialogue from Members	<p>A board Member commented that this is a very exciting time at KMHC!</p> <p>Mr. Klimek reminded the Board Members of their responsibility of oversight for the hospital and to continue to have an awareness of what is going on at both the state and federal levels that could possibly have an impact at KMHC.</p> <p>A Board Member commented that the Beckers website has been a very helpful tool to stay up to date.</p> <p>The Board was informed that the representatives for the 501(c)(3) Corporate Members would be meeting on March 4, 2025, at 6:00 PM and that the first meeting of the new 501(c)(3) Board of Trustees would be on March 11, 2025 at 6:00 PM.</p> <p>A Board Member asked about the status of a CFO (Chief Financial Officer) replacement for Mr. Raymond as he transitions into the new CEO role. The Board was informed that the CFO position has been posted and there are approximately 7-8 applicants at this time. The KMHC Leadership Team plans to work on filling the position relatively quickly.</p>	
Public Comment	No public comment at this time.	
Upcoming Events/Conferences	Next Full Authority Board of Trustees Meeting on February 25, 2025.	
Adjournment	Upon proper motion the meeting was adjourned at 7:08 PM.	

Respectfully submitted,  
  
 Chandra S. Whiting  
 Board Recording Secretary