



Transforming Lives. Building Community Well-Being.

March 28, 2024

**TRILLIUM HEALTH RESOURCES
GOVERNING BOARD MEETING MINUTES**

The Trillium Health Resources Governing Board met on Thursday, March 28, 2024, at 4:00 p.m. via Webex and in-person at the Trillium Office 514 East Main St., Beulaville, NC.

Members Present: Melvin Alston, Rob Boyette, David Clegg, June Cummings, Walter Ferguson, Carlvena Foster, Mary Ann Furniss, Deborah Herring, Jerry Jones, Charles Jordan, Steve Keen, Priscella Little-Reid, Jerry Langley, Jackie Mclean, Sheron Mosby, Janice Nichols, Wanda Piland, James Simmons, Sheila Smith, David Stanley, Wixie Stephens, and Rob Zapple.

Members Absent: None

Staff Present: Cindy Ehlers, Joy Futrell, Senitria Goodman, Mike Lewis, Melissa Owens, Michael Smith, Juanita Appiah, Kellie Baker, LaDonna Battle, Adrienne Beatty, Jackie Beck, Khristine Brewington, Holly Cunningham, Christie Edwards, Ed Hall, Kim Huneycutt, Victoria Jackson, Sean Kenny, Bobbie Lowe, Cecelia Peers, Vivian Person, Dave Peterson, Hayley Sink, Jackie Tadeo, Luz Terry, Anthony Ward, Sarah Willhite and Lisa Fuller, Clerk.

Guests: Lisa Jackson, liaison with the NC Department of Health and Human Services (NC DHHS).

I. CALL TO ORDER

Chairman Langley called the March 28, 2024, meeting to order at 4:00 p.m.

II. ROLL CALL

Board Clerk, Lisa Fuller performed the roll call.

III. CONSENT AGENDA

Chairman Langley called for a motion to approve the consent agenda to include the following items:

- February 22, 2024 - Governing Board Minutes
- January 25, 2024 – Special Governing Board Minutes
- ~~December 28-29, 2023 – Governing Board Minutes~~

Commissioner Alston made a substitute motion to remove the December 28-29, 2023, minutes from the consent agenda. The motion was seconded by Commissioner Boyette. Chairman Langley called for a vote, the Board voted by a 11-10 margin to remove the minutes, the item was removed.

Chairman Langley called for a motion to approve the remaining consent agenda items. Commissioner Stephens so moved. The motion, seconded by Commissioner Alston, was unanimously approved.

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IV. PUBLIC COMMENTS

John Nash, Executive Director, The Arc of North Carolina. Mr. Nash thanked Trillium for the work they have done, giving individuals with Intellectual and Developmental Disabilities (I/DD) opportunities that have not existed before. Trillium in the past has been very innovative. Mr. Nash acknowledged the working relationships with Sandhills and Eastpointe. For 75 years the Arc has been an advocacy organization, working with individuals with I/DD, and has been a service provider for 40 years. In over 30 years working with federal, state, and local boards of directors, small things have had big implications. He urged the Board to consider the impact of their decisions on the lives of people with I/DD in our state.

Elizabeth DeBiasi, parent, and former Easterseals UCP North Carolina & Virginia Board Member. Ms. DeBiasi shared her experience as a former Board Member and is the voice of a son with intellectual disabilities. She is concerned that the Board is considering making changes to their bylaws that would eliminate the voices of members and providers. By removing the member voice from the board, you are eliminating a critical, informed perspective. The voice of the Consumer and Family Advisory Committee (CFAC) and the members they serve, has been critical to Trillium being a leader in the state. Ms. DeBiasi asked the Chairman to hold the board members accountable to the people they serve, and not allow motions that would strip the members and families of their voices.

Holly Connor, Trillium Southern Regional CFAC Chair, parent, and I/DD representative for Onslow County. Ms. Connor is the parent and the voice of a son with autism and I/DD. Ms. Connor expressed her concerns that her voice, and the voices of the families she serves and work with, are not being heard. Families will be impacted by a Board that cannot make decisions and work together for the common good of the people they serve. Consolidation is not easy; everyone needs to be on the same page. Parent and family voices matter; CFAC members serve because they care. The Board needs to remember their purpose and the people they serve.

Wes Rider, former NC DHHS Liaison, shared his experience working with CFAC's. He expressed his frustration that in the last two years of working with the Department of Mental Health and attending the Eastpointe CFAC meetings and Governing Board meetings and stated, there was never a self-declared consumer of public services administered by the LME. He stated he brought this issue to the attention of Eastpointe leadership and to the Department of DHHS multiple times and, it was ignored and rejected.

Crystal Foster, parent, South Central Regional CFAC member, State CFAC member, TBI Waiver Statewide Expansion Advisory Committee member. Ms. Foster is the parent and the voice of a son with a Traumatic Brain Injury (TBI). Thousands of families are directly impacted by the decisions made by this Board; their voices and quality of life are in your hands. The proposed changes to the bylaws by Commissioners Boyette and Alston, removing the voice of CFAC members from the Board are extremely concerning. Of the eleven individuals from Eastpointe and Sandhills selected to serve on the Trillium Governing Board, no CFAC member was chosen. There are 5 regions within Trillium, the Mid-State and South Central CFAC's are without a voice on the Governing Board. These regions are not receiving governing board updates, because someone is sitting in their seat. There are two commissioners from the same county on the Board, this must be corrected. Transparency, accountability, and protecting the public system are important. We must have a seat at the table; someone's life depends on it.

Jennifer Mahan, Director of Public Policy, Autism Society of North Carolina. The Autism Society has a long and positive working relationship with Trillium, as well as working with other LME/MCOs across the state. It is the oldest and largest organization supporting people on the autism spectrum and their families. We urge Trillium and the governing body to ensure the voices of lived experience continue to have a major role on the Governing Board; in overseeing public funds for those it serves. Explicitly those with IDD, mental health challenges, and substance use disorders and their families should be voting members on the Governing Board. Return the representation and expertise and frontline experience of community providers as non-voting members of the Board.

Gary Bass, CEO Pride in North Carolina, and Network Provider Council President. Eastpointe, Sandhills and Trillium provider councils, have consolidated into one Trillium Provider Council. Prior to the consolidation, all three of the LME/MCOs had Provider Council representation on their Governing Boards. The Trillium alternative board structure gives the Governing Board the option to appoint members with the composition of “other” in accordance with N.C.G.S. 122C-118.1. Mr. Bass requested the Board to consider reinstating Provider Council representation on the Governing Board; and include the President of the Provider Council in the revised bylaws.

Bo Dean, Trillium Health Equity Committee Chair. The voices of the trauma-informed communities are important. Mr. Dean asked the Board to consider the voices of the consumer, as it is considering changes in the bylaws.

Danny Leone, Trillium Southern CFAC member. Mr. Leone has been a long-time advocate for consumers and services as a member of CFAC. It is important that the Board not lose sight of their importance and what they bring to the table. They know what the communities need. They can make the difference between someone receiving services, and someone falling through the cracks. Trillium has done good work over the years; I encourage the Board to put the stakeholder first when considering the bylaws.

Commissioner Alston thanked the public speakers for their comments. He assured them the Board has no intention of removing the CFAC voice from the Governing Board as required by N.C.G.S. 122C.118.1.

V. ADOPTION OF AGENDA

Chairman Langley called for a motion to adopt the agenda. Commissioner Jones so moved. The motion seconded by Commissioner Zapple was unanimously approved.

VI. BOARD COMMENTS/CONCERNS

Dr. Sheila Smith, Chair, North Central CFAC, thanked the public speakers for expressing their concerns. She also thanked Commissioner Alston for his comments and reaching out to her prior to the meeting to dispel the notion that the CFAC’s are being eliminated from the Board. We are committed to advocate for those who cannot advocate for themselves.

VII. CONVENE FINANCE COMMITTEE MEETING

Chairman Langley recessed the Governing Board meeting to convene the Finance Committee meeting.

VIII. RESOLUTION – TRANSFER OF AGENCY PROPERTY

Ms. Goodman presented to the Board the deed and resolution to transfer property (500 Medical Art Mall) from Eastpointe to Trillium. Commissioner Jones so moved. The motion, seconded by Commissioner Stephens, was unanimously approved.

IX. DIRECTOR'S REPORT

Ms. Futrell highlighted items from her written report to the Board, focusing on Tailored Plan Readiness.

- DHHS conducted detailed Readiness Reviews on March 20th and 21st. Our teams and external partners performed well.
- CMS increased the PCP disruption factor for LME/MCOs operating Tailored Plans from 80% to 90%, Trillium is at 91%. Our goal is 100%.
- Non-Emergency Transportation continues to be an issue for LME/MCOs in rural counties. We are continuing the work in this area.
- All Regional Advisory Boards and CFACs have met. The Regional Vice Presidents and their teams are continuing to meet with County Commissioners, DSS Directors, and community leaders in all 46 counties. From April through July, Ms. Futrell plans to meet face-to-face with providers and stakeholders in each county.
- LME/MCOs CEOs have been asked to come present to the Joint Legislative Oversight Committee on Tuesday, to focus on Tailored Plan readiness.
- Trillium was invited to Wayne County to work with "A Lot of Direction, Love and Affection, Inc. (ADLA). This location is the hub for food distribution, under the Healthy Opportunities Pilot Program in Mount Olive. The building burned down so we are working with ADLA on alternative solutions.
- April 20, 2024, Trillium will host its third health summit, the Native American Health Summit at the Lumbee Tribal Center for Boys & Girls Club in Pembroke, NC.

Mr. Keen suggested the Regional Vice Presidents and Chairs of each Regional Board, meet quarterly to collaborate.

Commissioner Stephens thanked Trillium for visiting Roberson County. Trillium was very instrumental in assisting with the Playground for kids with developmental disabilities and helping the community meet their goal.

Commissioner Alston inquired about the CMS certification go live date. Ms. Futrell stated the original date was April 1st but understands it has been moved to April 7th. NCDHHS will make the final decision on the date either the first or second week of April.

Commissioner Cummings stated she is receiving calls regarding a large grant announced in the newspaper to assist with homelessness. Cindy Ehlers directed her to Christie Edwards, Trillium's Sr. VP of Operations for information, and other possible housing grant opportunities. Commissioner Cummings asked that Trillium inform the Board when they become aware of announcements before they are published in the media.

Mr. Stanley inquired about staff preparation and staff needs prior to the Tailored Plan launch. Mr. Stanley welcomed suggestions from the staff, as to ways the Board can support them as we move towards July 1st. Ms. Futrell thanked him for the inquiry and agreed to keep him informed.

X. CHAIR'S REPORT

Chairman Langley yielded the floor for the Tailored Plan presentations.

XI. TAILORED PLAN READINESS REPORTS

Christie Edwards, Sr. VP of Operations, outlined the daily operations, changes and expectations of the Call Center. She gave an overview of the Behavioral Health Crisis Line (BHCL) and an example of a BHCL call. Additional member service lines: Nurse Line, Non-Emergency Medical Transportation, Pharmacy Line, and Provider Support Service Line.

Khristine Brewington, VP of Network Management, discussed the readiness of our Consolidated Providers, Tailored Plan Partner, PCP, Specialty Care Network, Essential Providers, Indian Health Care Providers, Long-Term Service and Supports, Pharmacy Network, Non-Emergency Medical Transportation Network, Vision Network, and BH & I/DD.

Mr. Keen requested a list of the Federally Funded Qualified Health Care Organizations in the Trillium catchment area.

Ms. Mosby inquired about the current provider adequacy for Northeastern North Carolina and Southeastern Virginia. She expressed concern regarding the loss of PCPs and limited access to specialty care. When it comes to the special needs' population, many members in Eastern North Carolina travel to Children's Hospital of The King's Daughters in Virginia for most of their care, due to the 45-mile rural community guidelines. Ms. Brewington stated we do have some providers on the border of North Carolina and Virginia.

Dr. LaDonna Battle, Executive VP of Care Management and Population Health Officer. Dr. Battle shared the accountability model, that includes internal and external investment by members, families, communities, providers, and the Health Plan.

Kim Huneycutt, Director of Regulatory Affairs. Ms. Huneycutt reviewed the timeline for Readiness Reviews. During the March reviews, staff performed 50 live system demonstrations and staff interviews from various departments. Readiness monitoring continues on a weekly basis.

XII. UNFINISHED BUSINESS

Chairman Langley acknowledged the proposed changes to the Bylaws distributed at the February 22nd board meeting by Commissioner Alston on behalf of Commissioner Boyette. The Chairman stated the proposed revisions were not part of a larger discussion amongst all Board members and should not be the Board's focus, as Trillium is preparing to go live with the Tailored Plan on July 1st. He stated there is nothing pressing in the current Bylaws that would affect the Board's ability to govern.

XIII. PROPOSED AMENDED AND RESTATED BYLAWS – REVISIONS FEBRUARY 22, 2024

Chairman Langley asked for a motion for the Board to suspend the Bylaws conversation until after Tailored Plan go live July 1st. Mr. Stanley so moved. The motion was seconded by Ms. Piland.

Commissioner Boyette stated the revisions to the bylaws that were distributed to the Board on February 22nd, were submitted according to the existing procedures.

Chairman Langley noted the entire Board did not vote on the proposed changes.

Commissioner Boyette noted when the "Legacy Trillium Board" met on December 28th and 29th, they created terms for those joining the consolidated Board, some terms were not based on the minimum three-year terms. Some will have twelve-month terms, and members will serve six months of their terms before the bylaws issue is addressed.

Chairman Langley stated, again, delaying it will not impact anyone. He also stated the DHHS Secretary's recommendation was to allow those already on the Eastpointe and Sandhills Boards to join the Trillium Board. The adjustments to allow individuals presented by Eastpointe for Board membership who were not already serving on the prior Eastpointe or Sandhills Boards to be members

in the spirit of cooperation. He further stated that the correct approach is for the entire Board to discuss changes to the bylaws, not a subsection of the Board.

Commissioner Cummings commented that it appears Board members do not want to work together, and if we had been given more time to complete the consolidation, members would feel good about their roles, but that is not the case.

Ms. Herring commented that we need to focus on the Tailored Plan and move forward and not let the Bylaws get in the way of the people we serve.

Commissioner Foster shared her concern that the “Legacy Trillium Board” made changes to the Bylaws prior to the new members joining, not affording the new members an opportunity to have any input.

Chairman Langley stated unless the Bylaws were amended, the new members could not be a part of the Trillium Board. The changes were made for the sake of the new members.

Commissioner Boyette stated he strongly disagreed; the terms did not have to be reduced. Changing them from three years to twelve months wasn't necessary.

Ms. Futrell explained that the changes were made to accommodate new members who did not align with Trillium's existing alternative board structure. During the consolidation discussions, Trillium requested that Eastpointe name individuals to the Board that would fit the alternative model approved by NCDHHS; however, Trillium did not receive them. She also explained that some individuals fit the alternative model and received a three-year term, while those with one-year terms are in a seat that was intended for a CFAC or other member. She stated that the intent of the abbreviated terms was to ensure that Trillium's Board could return to operating under the approved alternative board structure within a reasonable time.

Commissioner Boyette commented that a standing board committee for Bylaws would be a good idea.

Commissioner Alston restated the thirty days' notice in the current Bylaws. He read a portion of the December 28-29, 2023, minutes referring to the waiving of the thirty days' notice to amend the December 29, 2023, Bylaws.

Chairman Langley called for a vote in the question being called. The Board voted 11 to 9 in favor of a question being called.

Commissioner Alston made a substitute motion to accept the amended Bylaws as presented. The motion, seconded by Commissioner Foster.

Chairman Langley stated that the revised bylaws needed to be received and actually read 30 days prior to a vote.

Ms. Furniss stated, we should not approve or disapprove the proposed revisions to the Bylaws, without having representation from the legacy boards, and a committee appointed by Chairman Langley. She also expressed concern regarding the lack of full CFAC representation on the Board.

Ms. Furniss made a substitute motion to Commissioner Alston's substitute motion, to not approve the Bylaws and to allow the Chair to appoint a Bylaws Committee. The motion was seconded by Commissioner Zapple.

Mr. Keen noted there are three motions on the floor, for clarity where do we stand.

Commissioner Alston stated that the previous motion is out of order, it is the same as the first motion.

Dr. Sheila Smith commented what is most important is to prepare for the Tailored Plan. If we do not discuss the Bylaws tonight, it will not have a severe impact on the Board. We need to pause and have a collective representative group review the Bylaws.

Commissioner Alston made a subsequent motion to postpone the consideration of the Bylaws and select three members from Legacy Eastpointe and three from Trillium (not selected by the Chair) to serve on a Bylaws Committee. The motion was seconded by Mr. Keen.

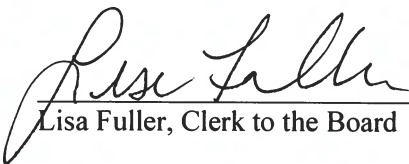
Commissioner Zapple made a motion to amend Commissioner Alston's subsequent motion, to appoint a Bylaws Committee as an ad hoc committee, and set a date after July 1st to revisit the Bylaws.

Chairman Langley asked Board members to withdraw their motions and appointed Commissioner Boyette and Commissioner Zapple to serve on a Bylaws Committee. He stated they will choose two additional members to serve on the committee, and report back to the Board at the August board meeting. Ms. Piland stated the committee should include a CFAC representative. The motion, seconded by Commissioner Stephens, was unanimously approved.

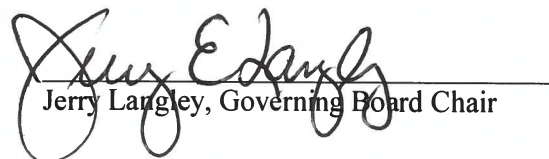
XIV. ADJOURNMENT

With there being no other business, Chairman Langley called for a motion to adjourn. Commissioner Boyette so moved. The motion, seconded by Ms. Piland, was unanimously approved.

The meeting adjourned at 7:49 p.m.



Lisa Fuller, Clerk to the Board



Jerry Langley, Governing Board Chair

