

**Draft Board Meeting Minutes**  
**October 13, 2017**  
**9:30 am-11:00 am**  
**5250 Lovers Lane, Portage, MI 49002**

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**Members Present:** Tom Schmelzer, Ed Meny, Moses Walker, Susan Barnes, Robert Nelson, Tim Carmichael, Robert Wagel; Kathy-Sue Vette.

**Guests:** Bradley Casemore, Executive Officer-SWMBH; Tracy Dawson, Chief Financial Officer-SWMBH; Mila Todd, Chief Compliance Officer-SWMBH; Robert Moerland—Chief Information Officer-SWMBH; Sarah Hirsch, Chief Clinical Officer – SWMBH; Jonathan Gardner, Director of QAPI—SWMBH; Petra Morey, Compliance Specialist III—SWMBH; Mary Ann Bush, Senior Operations Specialist-SWMBH; Jon Houtz—Alternate/Branch County; Susan Germann-Pines Behavioral Health; Deb Hess—Van Buren Community Mental Health Authority; Richard Thiemkey—Barry County CMH; Ric Compton—Riverwood; Brad Sysol—Summit Pointe; Brad Sysol—Summit Pointe; Jeff Patton—Kalamazoo CMHSP; Pat Guenther—Kalamazoo CMHSP; Mike Kenny—NAMI of Kalamazoo.

**Welcome and Public Comment**

Tom Schmelzer called the meeting to order at 9:35 AM and welcomed the group. Mike Kenney of NAMI Kalamazoo and Petra Morey of Southwest Michigan Behavioral Health introduced themselves.

**Public Comment**

None

**Note:** Tom Schmelzer noted that with Kathy-Sue Vette calling in to the meeting, for any action that required a Board vote, a roll call vote would be taken to recognize Kathy-Sue’s input.

**Agenda Review and Adoption**

Motion Robert Wagel moved to approve the Agenda.

Second Tim Carmichael

Roll Call Vote

Robert Nelson-yes Ed Meny-yes Tom Schmelzer-yes

Kathy-Sue Vette-yes Robert Wagel-yes Moses Walker-yes

Susan Barnes-yes Tim Carmichael-yes

Motion Carried – Unanimous

**Board Action: New Members**

Mila presented the Conflict of Interest and the Financial Interest Disclosures for Kathy Sheffield, Woodlands Behavioral Healthcare Network CEO as appointed to the Operations Committee and Brad Sysol, Summit Pointe as appointed alternate to the Operations Committee for Jeannie Goodrich.

Motion Susan Barnes moved that a conflict exists and that:  
1) The Board is not able to obtain a more advantageous arrangement with someone other than Brad Sysol/Kathy Sheffield;  
2) The Financial Interest disclosed by Brad Sysol/Kathy Sheffield is not so substantial as to be likely to effect the integrity of the services that SWMBH may expect to receive; and  
3) A Conflict of Interest Waiver should be granted.

Second Kathy-Sue Vette

Discussion Discussion include the possibility of conflict of interest as Brad Sysol was also the attorney for Summit Pointe and the question of serving in the best interest of SWMBH. It was noted that if a conflict issue arises, the member must recuse themselves from the vote. It was also noted that the Operations Committee does not make policy but rather submits suggestions to the SWMBH Board for their decision. Also, that part of the legitimate role of Operations Committee members is to advocate for CMHs as well.

Call for the vote

Robert Wagel called for the vote.

Friendly Amendment

Kathy-Sue moved to vote on the individuals independently with the vote for Brad Sysol first.

Sue Barnes supported the amendment

Roll Call Vote

Robert Nelson-no Ed Meny-no Tom Schmelzer-yes  
Kathy-Sue Vette-yes Robert Wagel-yes Moses Walker-yes  
Susan Barnes-yes Tim Carmichael-yes

Motion Carried – 6 yes/2 no

Kathy Sheffield vote

Roll Call Vote

Robert Nelson-yes Ed Meny-yes Tom Schmelzer-yes  
Kathy-Sue Vette-yes Robert Wagel-yes Moses Walker-yes  
Susan Barnes-yes Tim Carmichael-yes

Motion Carried – unanimous

**Consent Agenda**

**September 8, 2017 SWMBH Board Meeting Minutes**

Motion Ed Meny moved to approve the Board Meeting Minutes.

Second Moses Walker

Roll Call Vote

Robert Nelson-yes	Ed Meny-yes	Tom Schmelzer-yes
Kathy-Sue Vette-yes	Robert Wagel-yes	Moses Walker-yes
Susan Barnes-yes	Tim Carmichael-yes	

Motion Carried – unanimous

**Customer Advisory Committee Members**

Motion Robert Wagel moved to accept the reappointments to the Customer Advisory Committee.

Second Moses Walker

Roll Call Vote

Robert Nelson-yes	Ed Meny-yes	Tom Schmelzer-yes
Kathy-Sue Vette-yes	Robert Wagel-yes	Moses Walker-yes
Susan Barnes-yes	Tim Carmichael-yes	

Motion Carried – unanimous

Motion Robert Wagel moved to accept the new appointment to the Customer Advisory Committee.

Second Tim Carmichael

Roll Call Vote

Robert Nelson-yes	Ed Meny-yes	Tom Schmelzer-yes
Kathy-Sue Vette-yes	Robert Wagel-yes	Moses Walker-yes
Susan Barnes-yes	Tim Carmichael-yes	

Motion Carried – unanimous

**Operations Committee**

**Operations Committee Minutes 8/30/17**

The minutes were accepted as presented.

**Operations Committee Written Report**

Deb Hess reported as documented.

**Ends Metrics**

**2016-17 Health Services Advisory Group Performance Measure Validation**

Jonathan Gardner reported as documented.

Motion Ed Meny moved that the data was relevant and compelling, the Executive Officer is in compliance and the Ends does not need revision.

Second Robert Nelson

Roll Call Vote

Robert Nelson-yes	Ed Meny-yes	Tom Schmelzer-yes
Kathy-Sue Vette-yes	Robert Wagel-yes	Moses Walker-yes
Susan Barnes-yes	Tim Carmichael-yes	

Motion Carried – unanimous

**Board Actions to be Considered**

**Fiscal Year 2018 Budget**

Tracy Dawson presented as documented. Brad noted that he and Tracy had met with each of the CMH CEOs and CFOs in developing this budget.

Motion Moses Walker moved to approve the Fiscal Year 2018 (October 1, 2017-September 30, 2018) budget, Page 1, Column H, and the Fiscal Year End Regional Administrative Loss Ratio (ALR) on Page 1, Cell H, 50, not to exceed 9.5% overall budget.

Support Ed Meny

Roll Call Vote

Robert Nelson-yes	Ed Meny-yes	Tom Schmelzer-yes
Kathy-Sue Vette-yes	Robert Wagel-yes	Moses Walker-yes
Susan Barnes-yes	Tim Carmichael-yes	

Motion Carried – unanimous

Motion Moses Walker moved that SWMBH Management is to:

- o Work with CMHs and contractors, assess and modify as appropriate regional managed care functions and roles to achieve greater efficiency and lower overall expense,
- o And apply special attention to revenue maximization and diversification.

Second Tim Carmichael

Roll Call Vote

Robert Nelson-yes	Ed Meny-yes	Tom Schmelzer-yes
Kathy-Sue Vette-yes	Robert Wagel-yes	Moses Walker-yes
Susan Barnes-yes	Tim Carmichael-yes	

Motion Carried – unanimous

**Removal of Ends Metric on 1115 Waiver**

Jonathan Gardner requested to have the 1115 Waiver Transition Ends Metrics for Fiscal Year/Calendar Year 2017 be removed as SWMBH has not yet received waiver contract language from the Michigan Department of Health and Human Services. No guidance or further information has been provided on this measure. This metric may be considered in the future year.

Motion Ed Meny moved that the Ends Metric on 1115 Waiver be removed from the 2017-2018 Ends Metrics as approved by the SWMBH Board on 1/13/17.

Second Susan Barnes

Roll Call Vote

Robert Nelson-yes	Ed Meny-yes	Tom Schmelzer-yes
Kathy-Sue Vette-yes	Robert Wagel-yes	Moses Walker-yes
Susan Barnes-yes	Tim Carmichael-yes	

Motion Carried – unanimous

**Board Member Attendance**

Tom Schmelzer thanked Kathy-Sue Vette for calling into the meeting even though she was traveling. His concern had been that there was no involvement from Summit Pointe for a period of time and as a Board they want to feel that there is representation and a voice for the Board from each CMH.

**Board Member Annual Financial Interest Disclosure/Conflict of Interest Forms**

Mila Todd provided the Financial Interest Disclosure/Conflict of Interest forms to all Board members. She collected the signed documents and stated that she would be distributing to those members not in attendance.

**Program Integrity – Fiscal Year 2018 Compliance Plan**

Mila Todd presented the Program Integrity – Fiscal Year 2018 Compliance Plan as documented.

Motion Moses Walker moved to accept the Program Integrity – Fiscal Year 2018 Compliance Plan.

Second Ed Meny

Roll Call Vote

Robert Nelson-yes	Ed Meny-yes	Tom Schmelzer-yes
Kathy-Sue Vette-yes	Robert Wagel-yes	Moses Walker-yes
Susan Barnes-yes	Tim Carmichael-yes	

Motion Carried – unanimous

## **Boards Policy Review**

### **EO-001 Executive Role & Job Description**

Motion Robert Wagel moved that to date the Board is in compliance and the policy does not need revision.

Second Ed Meny

Discussion It was questioned as to whether the deletion of the phrase “interpretation of” should be eliminated.

Roll Call Vote

Robert Nelson-yes Ed Meny-yes Tom Schmelzer-yes

Kathy-Sue Vette-yes Robert Wagel-yes Moses Walker-yes

Susan Barnes-yes Tim Carmichael-yes

Motion Carried – unanimous

**Note: Kathy-Sue Vette had to leave the conference call at 10:45 am.**

Motion Tim Carmichael moved to delete the phrase “interpretation” from the Policy EO-001 Executive Role & Job Description.

Second Moses Walker

Discussion Discussion questioned the definition and parameters of the word “interpretation”.

Tim Carmichael withdrew the motion with the option of additional discussion to be held at another time.

**Note: Tom Schmelzer noted that with Kathy-Sue Vette no longer on the phone, voting would return to yeas and nays.**

## **Executive Limitations Review**

### **BEL-009 Global Executive Constraint**

Robert Wagel presented that he had reviewed the materials.

Motion Robert Wagel moved that the Executive Officer was in compliance with this policy and the policy does not need revision.

Second Tim Carmichael

Motion Carried

### **BEL-008 Communication and Counsel to the Board**

Ed Meny reported that he had reviewed the materials.

Motion Ed Meny moved that the Executive Officer was in compliance with this policy and the policy does not need revision.

Second Moses Walker

Motion Carried

### **BEL-010 RE 501 (c)(3) Representation**

Robert Wagel reported that he had review the materials.

Motion Robert Wagel moved that the Executive Officer was in compliance with this policy and the policy does not need revision.

Second Ed Meny

Motion Carried

### **Board Education**

#### **Fiscal Year 2017 Program Integrity – Compliance Program Effectiveness Report**

Mila reported as documented.

#### **Michigan Department of Health and Human Services Autism Program Review Results**

Jonathan Gardner reported that SWMBH received the Autism Audit in August 2017 and have already submitted a corrective action report.

#### **Customer Satisfaction Survey**

Jonathan Gardner reported as documented. Surveys will begin in October.

### **Communication and Counsel to the Board**

#### **Consolidated Fiscal Year 2017 Year to Date Financial Statements 8/31/17**

Tracy reported as documented.

#### **Monthly Board Metrics -- Medical Loss Ratio and Administrative Cost Ratio**

Tracy reported as documented.

### **Miscellaneous Topics**

Bradley Casemore asked for questions regarding any of the remaining informational topics.

#### **2018-2020 Planning Update**

Bradley Casemore reported that we are currently gathering information on committee goals, Board Ends Metrics and 2018-2020 strategic plans for review by the Board in the future. The Board Ends Metrics will be presented at the November SWMBH Board meeting. He is currently meeting with the CMH CEOs and are refining the 2018-2020 Strategic Plan which will be presented to the SWMBH Board in February 2018.

#### **EO-002 Monitoring Executive Performance**

Brad reported that the SWMBH Board Executive Committee is meeting after the Board meeting to review this policy and will provide a report at the November Board meeting.

**Public Comment**

Mike Kenney wanted to express his appreciation for the Board's meeting order and concern for ethical responsibilities. SWMBH is doing business at an excellent level and as a member of the public he wanted to congratulate the Board.

**Adjournment**

Motion        Tim Carmichael moved to adjourn at 11:15 AM

Second        Moses Walker

Motion Carried