

Southwest Michigan

BEHAVIORAL HEALTH

Board Meeting Minutes

November 11, 2022

Four Points Sheraton, 3600 E. Cork St. Kalamazoo, MI 49001

9:30 am-11:30 am

Members Present: Edward Meny, Tom Schmelzer, Susan Barnes, Carol Naccarato, Ruth Perino, Louie Csokasy, Erik Krogh

Members Absent: Sherii Sherban

Guests Present: Bradley Casemore, Executive Officer, SWMBH; Michelle Jacobs, Senior Operations Specialist & Rights Advisor, SWMBH; Tracy Dawson, Chief Financial Officer, SWMBH; Anne Wickham, Chief Administrative Officer, SWMBH; Jonathan Gardner, Director of Quality Assurance and Performance Improvement, SWMBH; Mila Todd, Chief Compliance and Privacy Officer, SWMBH; Garyl Guidry, Chief Financial Officer Designee, SWMBH; Joel Smith, Director of SUD Prevention and Treatment Services, SWMBH; Tim Smith, Woodlands; Jon Houtz, Board Alternate for Pines Behavioral Health; Bob Tahaney, Riverwood Center; Sue Germann, Pines Behavioral Health; Rich Thiemkey, Barry County CMH, Cameron Bullock, St. Joseph County CMH, Jeanne Jourdan, Board Alternate for Woodlands BHN

Welcome Guests

Edward Meny called the meeting to order at 9:30 am and introductions were made.

Public Comment

None

Agenda Review and Adoption

Motion Erik Krogh with one revision of moving Brad Casemore's Employment Agreement to the December 9, 2022 Board meeting.

Second Tom Schmelzer

Motion Carried

Financial Interest Disclosure (FID) Handling

The following do not require Board action:

Board (no Board action needed)

- Robert Becker
- Ruth Perino
- Nancy Johnson
- Ed Meny
- Jon Houtz
- Jeanne Jourdan
- Louis Csokasy
- Karen Longanecker
- Carol Naccarato

Operations Committee (no Board action needed)

- Rich Thiemkey
- Ric Compton
- Sue Germann
- Jeannie Goodrich
- Tim Smith
- Jeff Patton
- Debra Hess

Board considered Cameron Bullock’s Financial Interest Disclosure Statement and made the following motion:

Motion Carol Naccarato moved that the Board is not able, with reasonable efforts, to obtain a more advantageous arrangement than that with Cameron Bullock, the conflict he disclosed is not so substantial as to affect the integrity of services the Board can expect to receive from him, and a Conflict-of-Interest Waiver should be granted.

Second Ruth Perino

Motion Carried

Consent Agenda

Motion Louie Csokasy moved to approve the October 14, 2022 Board meeting minutes as presented.

Second Tom Schmelzer

Motion Carried

Operations Committee

Operations Committee Meeting Minutes

Edward Meny noted the September 28, 2022 Operations Committee meeting minutes in the packet. No questions from the Board.

Ends Metrics

Fulfillment of Contractual Obligations - Fiscal Year 2022 Substance Use Disorder, Prepaid Inpatient Health Plan (SUD/PIHP) Contract and 1115 Waiver Requirements

Joel Smith reported as documented, noting that MDHHS is sharing SWMBH’s documentation with University of Michigan as an example of noteworthy contractual fulfillment.

Motion Carol Naccarato moved that the data is relevant and compelling, the Executive Officer is in compliance.

Second Susan Barnes

Motion Carried

Board Actions to be Considered

Executive Officer Evaluation

Edward Meny reported as documented.

Motion Edward Meny stated on behalf of the Executive Committee which considered the Executive Officer Evaluation per Board Policy EO-002 Chairman Edward Meny moves

that the Board Executive Committee commends Brad and his team at Southwest Michigan Behavioral Health for a job well done this past year. Brad's and SWMBH's performance during this COVID pandemic has been exceptional and deserving of the highest praise. With faith in Brad as an Executive Officer, the Board wishes to retain Brad's services in the capacity of executive officer and compliments him for a job well done.

Second Susan Barnes
Motion Carried

2022-2024 Ends Metrics

Jonathan Gardner reported as documented. Discussion followed.

Motion Louie Csokasy moved the data is relevant and compelling, the Executive Officer is in Compliance, the Board Ends Metrics need no further revisions and are Board approved.

Second Tom Schmelzer
Motion Carried

Proposed revisions to SWMBH Policy BEL-002 Financial Conditions

Louie Csokasy reported as documented regarding his proposed changes. Brad Casemore reminded the Board that their Bylaws state the Board shall be managed in accordance with the Policy Governance Model as made explicit by Dr. John Carver (Carver Policy Governance). Brad Casemore also added that he is not a Carver Policy Governance expert and offered his interpretation of the proposed revisions. Brad Casemore additionally stated that SWMBH is commissioning a desk review of Board packets by a Carver Policy Governance expert Susan Radwan with a planned presentation to the Board in February 2023.

Motion Louie Csokasy moved to adopt revisions as presented on page one of Policy BEL-002 Financial Conditions and strike revision as presented on page two of Policy BEL-002 Financial Conditions.

Second Susan Barnes
Motion Carried

The revised Policy, BEL-002 Financial Conditions, will be included in the December 9th Board packet.

Board Policy Review

EO-002 Monitoring Executive Officer Performance

Edward Meny reported as documented.

Motion Erik Krogh moved that the Board is in compliance with Policy EO-002 Monitoring Executive Officer Performance and the policy does not need revision.

Second Ruth Perino
Motion Carried

EO-001 Executive Role and Job Description

Edward Meny reported as documented.

Motion Susan Barnes moved that the Board is in compliance with Policy EO-001 Executive Role and Job Description and the policy does not need revision.

Second Louie Csokasy
Motion Carried

BG-003 Unity of Control

Edward Meny reported as documented.

Motion Tom Schmelzer moved that the Board is in compliance with Policy BG-003 Unity of Control and the policy does not need revision.

Second Louie Csokasy
Motion Carried

Executive Limitations Review

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

Tom Schmelzer reported as documented.

Motion Tom Schmelzer moved that the Executive Officer is in compliance with Policy BEL-010 RE 501 (c) (3) Representation.

Second Carol Naccarato
Motion Carried

BEL-010 RE 501 (c) (3) Representation Revisions

Tom Schmelzer reviewed revisions as documented. Discussion followed.

Motion Tom Schmelzer moved to approve revisions to SWMBH Policy BEL-010 RE 501 (c) (3) Representation.

Second Erik Krogh
Motion Carried

The revised Policy, BEL-010 RE 501 (c) (3) Representation, will be included in the December 9th Board packet.

Board Education

Fiscal Year 2022 Year to Date Financial Statements

Tracy Dawson reported as documented noting changes with the Fiscal Year 2022 financials will be complete in March of 2023 and brought back for the Board's review.

Fiscal Year 2023 Program Integrity Compliance Plan

Mila Todd reported as documented. Discussion followed.

Motion Louie Csokasy moved to approve the Fiscal Year 2023 Program Integrity Compliance Plan with revisions as presented.

Second Tom Schmelzer
Motion Carried

Accomplishments and Successes

Jonathan Gardner reported as documented.

Carver Policy Governance Basics

Brad Casemore noted the document in the packet for the Board's review.

Communication and Counsel to the Board

June CMHAM CMH and PIHP Chair Meeting Minutes

Brad Casemore noted the document in the packet for the Board's review.

December 9th SWMBH Draft Board Agenda

Brad Casemore noted the document in the packet for the Board's review.

Board Member Attendance Roster

Brad Casemore noted the document in the packet for the Board's review.

Public Comment

None

Adjournment

Motion Carol Naccarato moved to adjourn at 11:32 am

Second All Board Members

Motion Carried