

# Southwest Michigan

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## BEHAVIORAL HEALTH

### Board Meeting Minutes

June 9, 2023

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

9:30 am-11:30 am

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

**Members Absent:**

**Guests Present:** Bradley Casemore, Executive Officer, SWMBH; Michelle Jacobs, Senior Operations Specialist & Rights Advisor, SWMBH; Garyl Guidry, Chief Financial Officer, SWMBH; Mila Todd, Chief Compliance Officer, SWMBH; Andy Mahler, Riverwood Center; Cameron Bullock, Pivotal; Mark Doster, Barry County; Derek Miller, Roslund Prestage; Jon Houtz, Branch County; Debbie Hess, Van Buren CMH; Jeannie Goodrich, Summit Pointe

**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 moved to approve the agenda with the addition of House Bill 4577.

Second Susan Barnes

Motion Carried

**Financial Interest Disclosure (FID) Handling**

Mila Todd reviewed the financial disclosure information for John Ruddell, CEO of Woodlands Behavioral Health who is a member of the Regional Operations Committee noting the inherent conflict of interest.

Motion Erik Krogh moved that a conflict exists and that: The Board is not able to obtain a more advantageous arrangement with someone other than John Ruddell; The Financial Interest disclosed by John Ruddell is not so substantial as to be likely to affect the integrity of the services that SWMBH may expect to receive; and a Conflict of Interest Waiver should be granted.

Second Ruth Perino

Motion Carried

**Consent Agenda**

Motion Carol Naccarato moved to approve the April 14, 2023, Board minutes as presented.  
Second Sherii Sherban  
Motion Carried

**Operations Committee**

**March 22, 2023 Meeting Minutes**

Edward Meny noted the minutes in the packet. No questions from the Board.

**April 26, 2023 Meeting Minutes**

Edward Meny noted the minutes in the packet. No questions from the Board. Debbie Hess summarized how the minutes are captured and drafted.

**Ends Metrics**

None

**Board Actions to be Considered**

**Agenda Revisions**

Brad Casemore asked the Board to move 7a, 7b, 10a and 10b on the agenda to be covered first to accommodate the need for the CFO to depart.

Motion Erik Krogh moved to approve the agenda items noted to be covered first.  
Second Tom Schmelzer  
Motion Carried

**Comerica J Fund Resolution**

Garyl Guidry reported as documented. Discussion followed.

Motion Erik Krogh moved to approve the Comerica Resolution as found on page 16 of the Board packet.  
Second Louie Csokasy

**Roll Call Vote**

Erik Krogh yes  
Louie Csokasy yes  
Susan Barnes yes  
Carol Naccarato yes  
Tom Schmelzer yes  
Edward Meny yes  
Sherii Sherban yes  
Ruth Perino yes

### **Fiscal Year 2022 Independent Audit Report**

Derek Miller external auditor from Roslund, Prestage presented the fiscal year 2022 external audit report noting accounting differences between Standard Cost Accounting (SCA) and Grant Funds Accounting. Discussion followed. Casemore complimented Derek and his firm for their technical expertise and communicativeness.

Motion Tom Schmelzer moved to receive the Fiscal Year 2022 Independent Audit Report as presented.

Second Susan Barnes

Motion Carried

### **Operating Agreement Review**

Debbie Hess reported that after review by the Operations Committee the only revision recommended is to update the DBA for Saint Joseph Community Mental Health and Substance Abuse Services to Pivotal. Discussion followed.

Motion Erik Krogh moved to approve the Operating Agreement as presented.

Second Sherii Sherban

Motion Carried

### **Operations Committee Self-Evaluation**

Debbie Hess reported as documented. Discussion followed. The Operations Committee will continue to address results and remediations together. Casemore stated that the Operations Committee section from the Operating Agreement would be on July Board Education Agenda.

### **Board Retreat Debrief and next steps**

Brad Casemore reported from the graphic summary prepared by Ms. Radwan. Board discussed report and deliberated Susan Radwan's future participation with Board. Susan Radwan's reports including her Board Policy Gap Analysis will be reviewed and discussed further at the July Board meeting.

## **Board Policy Review**

### **BG-012 Open Meetings Act and Freedom of Information Act**

Brad Casemore reviewed the policy as documented and the State and Federal statues regarding the Open Meetings Act and Freedom of Information Act.

Motion Tom Schmelzer moved that the Board was in compliance and to remove Board Policy BG-012 Open Meetings Act and Freedom of Information Act as it is duplicative of Global Board Policy that already exist.

Second Susan Barnes

One Board Member voted no

Motion Carried

### **BG-010 Board Committee Principles**

Edward Meny reported as documented.

Motion Erik Krogh moved that the Board is in compliance with policy BG-010 Board Committee Principles.

Second Carol Naccarato

Motion Carried

Motion Carol Naccarato moved that the policy BG-010 Board Committee Principles does not need revision.

Second Tom Schmelzer

Motion Carried

### **BG-011 Governing Style**

Edward Meny reported as documented.

Motion Louie Csokasy moved that the Board is in compliance with policy BG-011 Governing Style and the policy does not need revision.

Second Tom Schmelzer

Motion Carried

## **Executive Limitations Review**

### **BEL-006 Investments**

Sherii Sherban reported as documented noting that she continues to review documents and would like to report back to the Board at the July Board meeting after meeting with SWMBH CEO and CFO. Board agreed.

## **Board Education**

### **Fiscal Year 2023 Year to Date Financial Statements**

Garyl Guidry reported as documented noting the end of the Public Health Emergency and funding for the Certified Community Behavioral Health Clinics are negatively affecting financials. Discussion followed and discussion of a Board Finance Committee. Discussion ensued regarding Board Committees in general and a Board Finance Committee specifically. That topic will appear on the July Board Actions Agenda.

### **Fiscal Year 2023 Mid-Year Contract Vendor Summary**

Garyl Guidry reported as documented. Discussion followed.

Motion Louie Csokasy moved to remove the Contract Vendor Summary report from Board review as not necessary for Board review.

Motion received no support

Motion failed

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

### **Intergovernmental Contract Status**

Brad Casemore stated that the letters to county Commissions and county Administrators would go out next week.

## **Public Comment**

None

## **Adjournment**

Motion Tom Schmelzer moved to adjourn at 11:38am

Second Susan Barnes

Motion Carried