



Board Meeting Minutes

September 12, 2025

SWMBH, 5250 Lovers Lane, Suite 200, Portage, MI 49002

9:30 am-11:30 am

Members Present: Sherii Sherban, Tom Schmelzer, Allen Edlefson, Michael Seals, Lorraine Lindsey, Tina Leary, Carol Naccarato; Joyce Locke

Members Absent: None

Guests Present: Mila Todd, Interim CEO, SWMBH; Garyl Guidry, Chief Financial Officer, SWMBH; Anne Wickham, Chief Administrative Officer, SWMBH; Alena Lacey, Chief Clinical Officer, SWMBH; Sarah Ameter, Manager of Customer Services, SWMBH; Alison Strasser, Interim Compliance Officer, SWMBH; Michelle Jacobs, Senior Operations Specialist & Rights Advisor, SWMBH; Cathi Abbs, SWMBH Board Alternate; Gail Patterson-Gladney, SWMBH Board Alternate; Jon Houtz, SWMBH Board Alternate; Cameron Bullock, Pivotal; Debbie Hess, Van Buren County CMH; Ric Compton, Riverwood; Jeannie Goodrich, Summit Pointe; Michael Mallory, Woodlands; Sue Germann, Pines BHS.

Welcome Guests

Sherii Sherban called the meeting to order at 9:32am and introductions were made.

Public Comment

None

Agenda Review and Adoption

Motion Lorraine Lindsey moved to approve the agenda with the additions of removing the 8/8/25 Board Meeting Minutes from the Consent Agenda for discussion of red line proposed changes on the 8/8/25 Board minutes, and the movement of SWMBH retirement plans to the October Board meeting.

Second Michael Seals

Motion Carried

Financial Interest Disclosure (FID) Handling

None

Consent Agenda

Motion Joyce Locke moved to approve August 1, 2025, Special Board Meeting minutes, August 13, and August 27, 2025, Operations Committee Meeting minutes, and August 1, 2025, Board Finance Committee Meeting minutes as presented.

Second Tom Schmelzer

Motion Carried

August 8, 2025 Board Meeting Minutes

Board reviewed and discussed the edits to the 8/8/25 Board Meeting Minutes proposed by Carol Naccarato, which were included as a redline in the Board Meeting packet.

Motion Lorraine Lindsey made a motion to approve the 8/8/25 Board Meeting Minutes with the edits proposed by Carol Naccarrato as reflected in the Board Meeting packet.

Seconded Tom Schmelzer

Motion Carried.

2025 Year to Date Financial Statements; Cash Flow Analysis; Mid-Year Revenue Rate Assumptions and Revised SWMBH Budget/Projections

Garyl Guidry reported as documented for Period 10, and noted:

- Eligibles static with a slight decrease to Temporary Assistance to Needy Families (TANF)
- Revenue increases from the State are being reflected in the period 10 financials with more coming in periods 11 and 12
- Reviewed PIHP line of business that SWMBH manages with a \$16.8 million deficit and a projected year end of \$20 million deficit
- Certified Community Behavioral Health Clinics (CCBHC) revenues and expenses. CCBHCs are full risk to the CMHSPs/CCBHCs. CCBHC surplus of \$9 million
- Administrative Costs being reviewed regionally, how SCA effects administrative costs and what driving costs are; SWMBH is confirming whether CCBHCs are including CCBHC related cost to overall managed care administrative costs
- No update from the State on a possible 5th amendment
- Reviewed cost settlements per CMH
- Medicaid cost settlements are typically 2 years behind with FY 22 owing \$4.8 million, FY 23 owing zero and FY 24 the State owing SWMBH a \$10.4 million
- Net position, income statement and statement cash flow was reviewed.
- SWMBHs cash flow analysis was reviewed and Internal Service Fund noted.
- FY2026 draft budgets out to CMHs with a report coming to the October Board meeting
- Work on prevalence scores, utilization management efficiencies is to continue in FY26 and going forward.

Board discussion followed.

Operations Committee Update

Jeannie Goodrich presented as documented in a handout that was distributed. Discussion followed.

Required Approvals

None scheduled

Ends Metrics Updates

None scheduled

Board Actions to be Considered

Interim Executive Officer Compensation

Sherii Sherban stated that the group met to discuss Interim Executive Officer Compensation.

Motion Tom Schmelzer moved that the Interim Executive Officer's salary be increased by 20% retroactive to 8/1/25.

Second Michael Seals

Motion Carried

Annual SWMBH Finance Committee Charter review

Tom Schmelzer noted that the charter was reviewed at the 9/5/25 Board Finance Committee meeting.

Motion Tom Schmelzer moved to revise the Board Finance Committee Charter to expand membership to up to 4 Board and/or Board Alternate Members.

Second Carol Naccarato

Motion Carried

Discussion followed regarding Bob Becker and/or Kayla Wiesinski being appointed to the Board Finance Committee at a future meeting, pending Kayla completing the Financial Interest Disclosure process.

Board Policy Review

EO-001 Executive Role and Job Description

Sherii Sherban reported as documented.

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

Second Tom Schmelzer

Motion Carried

Executive Limitations Review

BEL-007 Compensation and Benefits

Michael Seals reported as documented and thanked Anne Wickham for the materials to review and meeting with him.

Motion Michael Seals moved that the Executive Officer was in compliance with BEL-007 Compensation and Benefits and the policy does not need revision.

Second Tom Schmelzer

Motion Carried

BEL-005 Treatment of Plan Members

Tina Leary reported as documented, thanked Anne Wickham for the materials to review the policy and shared feedback from SWMBH staff.

Motion Tina Leary moved that the Executive Officer was in compliance with BEL-005 Treatment of Plan Members and the policy does not need revision.

Second Lorraine Lindsey

Motion Carried

BEL-008 Communication and Counsel

Sherii Sherban reported as documented.

Motion Lorraine Lindsey moved that the previous Executive Officer was not in compliance with BEL-008 Communication and Counsel and the policy does not need revision.

Second Michael Seals

Motion Carried

Board Education

Executive Office subcommittee update

Sherii Sherban stated that the Executive Officer process and appointment is paused due to the RFP and corresponding litigation.

Communication and Counsel to the Board

SWMBH Retirement Plans Amendments

Moved to the October Board meeting.

State Opioid Response (SOR) 4 Region 4 – 2025 Site Visit Letter

Mila Todd reported as documented.

MDHHS Substance Use, Gambling and Epidemiology Division Fiscal Review

Mila Todd reported as documented.

Health Services Advisory Group (HSAG) Technical Report Overview

Alena Lacey reported as documented noting strengths and weaknesses. Discussion followed.

PIHP Procurement

Mila Todd reported the following:

- State responded to lawsuit (760-page response). Multiple laws firms representing the plaintiffs and multiple Attorneys General named as the State's counsel.
- 9/12/25 plaintiffs' reply brief in support of motion for preliminary injunction due
- 9/16/25 Case conference with Judge Yates.
- 9/22/25 plaintiffs' response brief in opposition to the State's motion is due
- 9/26/25 State's reply brief is due.
- 9/17/25 Walk A Mile event with opposition to the RFP and privatization of Behavioral Health focus
- SWMBH received legal advice to submit a bid to the RFP within SWMBH constraints. RFP bid due 10/6/25. SWMBH is developing a bid to the RFP to meet legal obligations.
- Board will receive updates as information becomes available

Discussion followed.

Substance Use Disorder Oversight Policy Board Meeting September 15, 2025

Mila Todd noted the Monday September 15 SUDOPB meeting and shared the meeting includes testimonials from providers of services and persons served. A very impactful meeting and encouraged the Board to attend. Michelle Jacobs to send the SUDOPB invite to the Board.

October Board Policy Direct Inspection

2.4 Policy Financial Conditions and Activities (formerly BEL-002 Financial Conditions) (T. Schmelzer); 2.8 Policy (formerly EO-003) Emergency Executive Officer Succession (M. Todd)

Public Comment

Mila Todd introduced Alison Strasser as the new Interim Compliance Officer.

SWMBH Board meetings

Board discussed current meeting location at SWMBH as conducive to meeting going forward.

Motion Lorraine Lindsey moved to have SWMBH Board meetings at the SWMBH Office, 5250 Lovers Lane, Suite 200, Portage, MI 49002

Second Michael Seals

Motion Carried

Adjournment

Motion Lorraine Lindsey moved to adjourn

Second Michael Seals

Meeting adjourned at 11:11am