

# Southwest Michigan

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## BEHAVIORAL HEALTH

### Board Meeting Minutes

December 13, 2024

Air Zoo Aerospace & Science Museum, 6151 Portage Rd, Portage, MI 49002

9:30 am-11:30 am

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**Members Present:** Sherii Sherban, Tom Schmelzer, Louie Csokasy, Nancy Johnson, Erik Krogh, Carol Naccarato, Lorraine Lindsey, Tina Leary

**Members Absent:** Edward Meny

**Guests Present:** Anne Wickham, Chief Administrative Officer, SWMBH; Garyl Guidry, Chief Financial Officer, SWMBH; Michelle Jacobs, Senior Operations Specialist & Rights Advisor, SWMBH; Ella Philander, Executive Projects Manager, SWMBH; Sarah Ameter, Customer Services Manager, SWMBH; Cameron Bullock, Pivotal; Jeannie Goodrich, Summit Pointe; John Ruddell, Woodlands; Sue Germann, Pines BH; Debbie Hess, Van Buren County CMH; Richard Thiemkey, Barry County CMH; Ric Compton, Riverwood; Cathi Abbs, SWMBH Board Alternate; Jeff Patton, ISK; Michael Seals; Allen Edlefson; Neil Marchand, Miller Johnson Attorneys; Jordan Valentine, Varnum LLP Sarah Wixson, Varnum LLP

#### Welcome Guests

Sherii Sherban called the meeting to order at 9:37 am.

Sherii Sherban read a letter on the approved SWMBH Board Ends and requested people try to make connections.

#### Public Comment

None

#### Agenda Review and Adoption

Motion Erik Krogh moved to approve the agenda with the revision of moving the Pivotal Dispute Resolution before the Summit Pointe Dispute Resolution to keep the Dispute Resolutions in chronological order as requested by Carol Naccarato.

Second Lorraine Lindsey

Motion Carried

#### Financial Interest Disclosure (FID) Handling

None

#### Consent Agenda

Motion Lorraine Lindsey moved to approve the November 8, 2024 Board minutes, October 9, 2024 Operations Committee Meeting minutes, Board Finance Committee Meeting minutes and Board Regulatory Compliance Committee Meeting minutes as presented.

Second Erik Krogh

Motion Carried

Louie Csokasy asked that the Board Finance Committee Meeting minutes be moved to 11 under Communication Counsel. Board agreed.

**Required Approvals**

None scheduled

**Ends Metrics Updates**

None scheduled

**Board Actions to be Considered**

**Executive Officer Evaluation**

Sherii Sherban noted that the EO Evaluation Committee (Board Officers) met on November 15, 2024 and reviewed pertinent materials according to Board Policy EO-002 Monitoring Executive Performance. Carol Naccarato stated that Brad Casemore met 6 out of 9 but not 100% of the Ends Metrics. Tom Schmelzer agreed.

Motion Tom Schmelzer moved that the Board Executive Committee finds the Executive Officer achieved 81% of Ends Metrics and achieved compliance with all Board Executive Limitations Policies. The Executive Committee would like to commend Brad and his team at SWMBH for a job well done. The Executive Committee finds that the Executive Officer is in compliance with Board Policy EO-002 and the Policy does not need revision, and I so Move.

Second Nancy Johnson

Motion Carried

**Pivotal Dispute Resolution Step 3**

**Summit Pointe Dispute Resolution Step 3**

Discussion led to Pivotal and Summit Pointe Dispute Resolutions being addressed together.

Sherii Sherban commented on the amount of paperwork in the packet regarding the Dispute Resolutions and that are things that she is just now finding out. Sherii Sherban stated that there was not a response from Brad Casemore on Step 3. Anne Wickham stated that Brad Casemore’s response can be found on page 170 of the packet. Board discussion that Brad’s response is not official, not on letterhead, not signed and not dated. Board also discussed the amount of paperwork and the timeframe to review. Protocols on the Board receiving information needs to be revised. Sarah Wixson recommended to the Board to go into a closed session per MCL 15.268; MCL 15.268(h); MCL 15.243(1); and MCL 15.243(g) to review and discuss Attorney written legal opinion of Conflict of Interest and strongly recommended that the Board, as fiduciaries of SWMBH, is bound to follow policies.

Motion Louie Csokasy moved to go into a closed session to discuss the written legal opinion from Sarah Wixson on Conflict of Interest.

Second Tom Schmelzer

Roll Call Vote

Tina Leary yes

Louie Csokasy            yes  
Lorraine Lindsey        yes  
Nancy Johnson            yes  
Tom Schmelzer            yes  
Erik Krogh                yes  
Carol Naccarato          yes  
Motion Carried

**Board goes into closed session**

**Board returns to open session**

Sherii Sherban and Carol Naccarato recuse themselves from the Pivotal and Summit Point Dispute Resolutions Step 3 discussions, deliberations, decisions and voting.

Neil Marchand, Miller Johnson Attorneys, referenced his materials found in the Board packet on behalf of Pivotal and Summit Pointe Dispute Resolutions, Steps 1, 2 and 3. Discussion followed.

Sarah Wixson recommended to the Board to go into a closed session to review and discuss Attorney Client privileged written legal opinion regarding Step 3 process pursuant to the same MCL citations referenced above.

Motion                        Nancy Johnson moved to go into a closed session to review and discuss Attorney Client privileged written legal opinion regarding Step 3 process from Sarah Wixson.

Second                        Tina Leary

Roll Call Vote

Tina Leary                    yes  
Louie Csokasy                no  
Lorraine Lindsey            yes  
Tom Schmelzer                yes  
Erik Krogh                    yes  
Nancy Johnson                yes

Motion Carried

**Board goes into closed session**

**Board returns to open session**

Motion                        Tina Leary moved to request an extension from the CMH's and SWMBH Management to review all materials and additional supplements from any party submitted by the January Board meeting and make a decision on Step 3 by the February Board meeting.

Second                        Erik Krogh

Motioned Carried

**Calendar Year 2025 Board Meeting Calendar**

Tabled until the January 10<sup>th</sup> SWMBH Board Meeting.

**Calendar Year 2025 Board Policy Calendar**

Tabled until the January 10<sup>th</sup> SWMBH Board Meeting.

**Holiday Luncheon**

Tabled until the January 10<sup>th</sup> SWMBH Board Meeting.

**Board Policy Review**

**BG-005 Chairperson’s Role**

Tabled until the January 10<sup>th</sup> SWMBH Board Meeting.

**EO-002 Monitoring Executive Officer Performance**

Tabled until the January 10<sup>th</sup> SWMBH Board Meeting.

**Executive Limitations Review**

**BEL-003 Asset Protection**

Tabled until the January 10<sup>th</sup> SWMBH Board Meeting.

**Board Education**

**Fiscal Year 2025 Year to Date Financial Statements**

Tabled until the January 10<sup>th</sup> SWMBH Board Meeting.

**Communication and Counsel to the Board**

**Fiscal Year 2024 Contract Vendor Summary**

Tabled until the January 10<sup>th</sup> SWMBH Board Meeting.

**Fiscal Year 2024 Customer Services Report**

Tabled until the January 10<sup>th</sup> SWMBH Board Meeting.

**Follow up task from the Board to the Operations Committee**

Tabled until the January 10<sup>th</sup> SWMBH Board Meeting.

**Ends Revisions and CMH Member Boards**

Tabled until the January 10<sup>th</sup> SWMBH Board Meeting.

**January Board Policy Direct Inspection**

Tabled until the January 10<sup>th</sup> SWMBH Board Meeting.

**Public Comment**

Jeannie Goodrich stated she disagrees with SWMBH Board decision on Step 3 Dispute Resolution motion.

**Adjournment**

Motion Louie Csokasy moved to adjourn at 1:10 pm.

Second Lorraine Lindsey

Motion Carried