

Southwest Michigan

BEHAVIORAL HEALTH

Board Meeting Minutes

February 14, 2025

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

9:30 am-11:30 am

Members Present: Sherii Sherban, Tom Schmelzer, Joyce Locke, Edward Meny, Michael Seals, Lorraine Lindsey, Tina Leary, Carol Naccarato

Members Absent: Allen Edlefsen

Guests Present: Brad Casemore, CEO, SWMBH; Mila Todd, Interim CEO, SWMBH; Garyl Guidry, Chief Financial Officer, SWMBH; Alena Lacey, Director of Quality Management and Clinical Outcomes, SWMBH; Michelle Jacobs, Senior Operations Specialist & Rights Advisor, SWMBH; Ella Philander, Executive Projects Manager, SWMBH; Marissa Miller, Quality Assurance and Performance Improvement Manager, SWMBH; Geoff Sherman, Information Systems Analyst, 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; Richard Carpenter

Welcome Guests

Sherii Sherban called the meeting to order at 9:30 am.

Public Comment

None

Agenda Review and Adoption

Motion Lorraine Lindsey moved to approve the agenda with additions of May 9, 2025 Board Planning Session, Financial Interest Disclosure for Joyce Locke and moving the January 3, 2025 Board Meeting minutes out of the consent agenda.

Second Edward Meny

Motion Carried

Financial Interest Disclosure (FID) Handling

Mila Todd reviewed the financial disclosure information for Michael Seals, who is a member of the ISK CMH Board, noting the inherent conflict of interest.

Motion Edward Meny moved that a conflict exists and that:

- 1) The Board is not able to obtain a more advantageous arrangement with someone other than Michael Seals
- 2) The Financial Interest disclosed by Michael Seals is not so substantial as to be likely to affect the integrity of the services that SWMBH may expect to receive; and

- 3) A Conflict of Interest Waiver should be granted.

Second Tom Schmelzer

Motion Carried

Mila Todd reviewed the financial disclosure information for Joyce Locke, who is a member of the Woodlands CMH Board, noting the inherent conflict of interest.

Motion Edward Meny moved that a conflict exists and that:

- 1) The Board is not able to obtain a more advantageous arrangement with someone other than Joyce Locke
- 2) The Financial Interest disclosed by Joyce Locke is not so substantial as to be likely to affect the integrity of the services that SWMBH may expect to receive; and
- 3) A Conflict of Interest Waiver should be granted.

Second Lorraine Lindsey

Motion Carried

January 3, 2025 Special Board Meeting Minutes

Sherii Sherban asked for her name to be spelled correctly on the minutes and for a sentence to be extended/revised after Sherii and Carol agreed to recuse themselves from voting but not from discussion “due to the statement from Brad’s preliminary written response paragraph 9...This infers that SWMBH must relinquish all forms of utilization management to them...and by inference to all SWMBH CMHs...thereby indicating in writing that all CMHs are impacted by this consideration.”

Motion Tom Schmelzer moved to approve the January 3, 2025 Board Meeting minutes with the addition of the sentence “due to the statement from Brad’s preliminary written response paragraph 9...This infers that SWMBH must relinquish all forms of utilization management to them...and by inference to all SWMBH CMHs...thereby indicating in writing that all CMHs are impacted by this consideration.”

Second Lorraine Lindsey

Motion Carried

Consent Agenda

Motion Lorraine Lindsey moved to approve the January 10, 2025 Board minutes, January 22, 2025 Operations Committee Meeting minutes and January 3, 2025 Board Finance Committee Meeting minutes as presented.

Second Michael Seals

Motion Carried

Required Approvals

None scheduled

Ends Metrics Updates

None scheduled

Fiscal Year 2025 Year to Date Financials and Cash Flow Analysis

Garyl Guidry reported as documented noting an overall projected deficit of 3.3 million with a projected 1.3 million in Internal Service Fund (ISF) leaving a projected deficit of 1.9 million. For Fiscal Year 2025 there is a current projected deficit of 11.8 million. Garyl covered CCBHC revenue, expense and surplus/deficit and summarized what is being done regionally to address deficits:

- Reviewing Utilization Management Expenses
- Reviewing decline in Eligibles but same Service Expenses
- MDHHS indicates an 11% rate increase was provided for FY25. When SWMBH compared actual revenues received, our Region has only realized a 2.9% increase for FY25.
- Meeting on 2/24/25 with (Michigan Department of Health & Human Services) MDHHS
- Discussed last week's meeting with (Community Mental Health Association of Michigan) CMHAM

Sherii Sherban discussed the CMH Board Chair meeting at the 1/29/25 Directors Forum which was almost entirely devoted to financial situations/crisis across the State. Discussion followed.

Operations Committee Update

Richard Carpenter distributed handouts and reported as documented noting cost and expense projections. Jeannie Goodrich reported as documented in a memo which was distributed to the Board.

Mila Todd noted that SWMBH released the Request for Information (RFI) to PCE and is awaiting PCE written responses.

2025 Quality Assurance and Performance Improvement Plan (QAPIP)

Alena Lacey reported as documented noting Section J Care Management Program was added to the Plan as it's a contractual requirement.

Motion Edward Meny moved to approve the QAPIP as presented.

Second Lorraine Lindsey

Motion Carried

Ends Metrics Updates

None

Board Actions to be Considered

Eleos Group Purchase Agreement

Mila Todd reported as documented, noting Eleos is an Artificial Intelligence (AI) note system. Discussion followed with Cameron Bullock explaining the benefits of Eleos.

Motion Tom Schmelzer moved that the Board retroactively approves the execution of the Eleos Membership Partnership Agreement by SWMBH for the 3 year term.

Second Carol Naccarato

Motion Carried

Board Policy Review

BG-004 Board Ends and Accomplishments

Sherii Sherban reported as documented.

Motion Tom Schmelzer moved that the Board is in compliance with BG-004 Board Ends and Accomplishments and that the policy does not need revisions.

Second Edward Meny

Motion Carried

BG-007 Code of Conduct

Sherii Sherban reported as documented.

Motion Carol Naccarato moved that the Board is in compliance with BG-007 Code of Conduct and that the policy does not need revisions.

Second Lorraine Lindsey

Motion Carried

Executive Limitations Review

None

Board Education

Strategic Plan

Brad Casemore reviewed recent approval of the new SWMBH Board Ends and noted that Ends Interpretations, Strategic Plan and Environmental Scan document are under development and will be working with the Operations Committee in March and April and then presented to the Board at the May 9th Board Planning Session. Sherii Sherban asked for the Ends Interpretations sooner with possibly smaller sections to start in March and include Susan Radwan at March and April Board meetings. Discussion followed.

Communication and Counsel to the Board

Operations Committee Delegation Assessment Plan

Mila Todd reported as documented noting that the plan is being executed with dates and deadlines being met so far.

Quality Assurance and Performance Improvement Program Fiscal Year 2024 Evaluation

Alena Lacey reported as documented.

March Board Policy Direct Inspection

None scheduled.

New Board Member Orientation

Sherii Sherban noted that New Board member orientation will be starting at noon today. Please see Geoff Sherman for a photo and forward any bios to Michelle Jacobs. Sherii Sherban made the following appointments: Board Finance Committee – Michael Seals; Board Regulatory Compliance Committee – Allen Edlefsen and Joyce Locke.

Public Comment

None

Adjournment

Motion Edward Meny moved to adjourn at 11:41am

Second Michael Seals

Motion Carried