

**MINUTES OF THE BOARD OF DIRECTORS
OF SUMMIT POINTE
Regular Meeting held on September 12, 2023**

Meeting Location:	Summit Pointe Clinic 175 College Street, Battle Creek, MI 49037
Meeting Time:	2:00 p.m.
Members Present:	Kathy-Sue Vette, Dr. Frank Straub, Dr. Terance Lunger, Sheriff Steven Hinkley, Sherii Sherban, Dr. Tino Smith, Stephanie Swanson, Dr. Paul Watson, Leroy Wright
Members Excused:	Christina Ramos, Kelli Scott
Guest Present:	Kim Archambault, Richard Lindsey, Jr.
Staff Present:	Jeannie Goodrich, David Ballmer, Dr. Sean Field, Dr. Kimberly Peck, Mandi Quigley, Helen Royal, Meghan Taft, Chris Walden, Matthew Wehrmeyer, Lakeyta Patterson, Denisha Reed

1. Call to Order

Board Chair, Kathy-Sue Vette, called the meeting to order at approximately 2:00 p.m. Roll call was taken for members present. Based on the number of directors in attendance and pursuant to the by-laws, a quorum was present to conduct the meeting.

2. Welcome Guests/Public Comments

Board Chair, Kathy-Sue Vette, welcomed Board members, Summit Pointe staff and guests. There were no Public Comments.

3. Adoption of the Agenda

CEO, Jeannie Goodrich requested a modification to the agenda. She requested to move the CEO Annual Review Closed Session to number 6 on the agenda and the Union Negotiations to number 7 on the agenda.

Motion: **I move that the Board approve the Agenda as amended.**

Moved by: Dr. Lunger

Supported by: Dr. Straub

MOTION UNANIMOUSLY ADOPTED

4. Consent Agenda

MOTION: **I move that the Board approve the Consent Agenda (August 1, 2023 Minutes.)**

Moved by: Dr. Straub

Supported by: Leroy Wright

MOTION UNANIMOUSLY ADOPTED

5. Public Hearing on FY24 Budget

Kathy-Sue Vette opened the Public Hearing on the Annual Budget for review and to obtain public input on the proposed FY24 Summit Pointe Budget.

Finance Director, David Ballmer facilitated a presentation of the proposed FY24 Budget. No public comments were made. The Public Hearing for the proposed FY24 budget was closed.

6. Closed Session – CEO Annual Review

MOTION:

Moved by: Dr. Lunger

Supported by: Sherii Sherban

MOTION UNANIMOUSLY ADOPTED BY A ROLL CALL VOTE

I move that the Board enter into a Closed Session to discuss the CEO Annual review.

The Board of Directors; CEO, Jeannie Goodrich; legal counsel, Richard Lindsey, Jr.; and Calhoun County HR & Labor Relations Director, Kim Archambault, entered a closed session at 2:20 PM.

MOTION:

Moved by: Dr. Straub

Supported by: Sherii Sherban

MOTION UNANIMOUSLY ADOPTED

I move that the Board enter into an Open Session.

The Board returned to Open Session at 3:02 PM.

7. Closed Session – Union Negotiations

MOTION:

Moved by: Dr. Straub

Supported by: Sheriff Hinkley

MOTION UNANIMOUSLY ADOPTED BY A ROLL CALL VOTE

I move that the Board enter a Closed Session to discuss Union Negotiations

The Board of Directors; CEO, Jeannie Goodrich; legal counsel, Richard Lindsey, Jr.; Finance Director, Dave Ballmer; HR Director, Matthew Wehrmeyer; and Clinical Director, Dr. Sean Field; entered a Closed Session at 3:07 PM.

MOTION:

Moved by: Dr. Watson

Supported by: Dr. Straub

I move that the Board enter into an Open Session.

The Board returned to Open Session at 3:23 PM.

8. Educational Presentations

A. Summit Pointe Assisted Outpatient Treatment Program (AOT) – Denisha Reed

Clinical Director, Dr. Sean Field, introduced Denisha Reed, AOT Lead for an educational presentation highlighting the AOT program. Summit Pointe was awarded a 4-year AOT grant in 2020. Denisha explained the framework of the AOT program and its wraparound approach working with court ordered treatment. Summit Pointe is in partnership with Central Michigan University and Wayne State University for the implementation, monitoring and future planning of AOT services at Summit Pointe. Following a few brief questions and answers, the Board members commended Denisha for her passion and commitment to her work and ensuring the success of the customers in the AOT program.

B. CARF Governance Standards – Mandi Quigley

Corporate Compliance Director, Mandi Quigley, provided a presentation on CARF Governance Standards. It was explained that the standards address the policies, procedures and the governance framework of Summit Pointe. Mandi presented Board Policy recommendations for conformance and the adoption of a Board Self-Assessment tool that will be implemented in FY24. These standards will be in place six months prior to Summit Pointe's next CARF survey, in May 2025.

9. Board Committee Reports

A. Audit Finance Committee –

Finance Director, Dave Balmer provided the highlights from the Minutes of the Audit/Finance Committee Zoom meeting on August 31, 2023. The highlights of the June FY23 Financial Statements were reviewed.

The Audit/Finance Committee recommends that the Board approve the FY24 Budget as presented in the Public Hearing.

MOTION: I move that the Board approve the FY24 Budget.

Moved by: Dr. Smith

Supported by: Dr. Straub

MOTION UNANIMOUSLY ADOPTED

The Audit/Finance Committee recommends that that the Board approve the addition of two credit cards for Directors and the changes to Summit Pointe credit card limits from SMB&T to \$5,000, per Director.

MOTION: I move that the Board approve the additional credit cards and limit changes.

Moved by: Dr. Smith

Supported by: Sheriff Hinkley

MOTION UNANIMOUSLY ADOPTED

The Audit/Finance Committee recommends that that the Board reaffirm Board Policy No. 03-004, Asset Protection.

MOTION: I move that the Board reaffirm Board Policy No. 03-004.

Moved by: Dr. Smith

Supported by: Dr. Straub

MOTION UNANIMOUSLY ADOPTED

The Audit/Finance Committee recommends that that the Board reaffirm Board Policy No. 03-005, Financial Conditions and Activity.

MOTION: I move that the Board reaffirm Board Policy No. 03-005.

Moved by: Sheriff Hinkley

Supported by: Dr. Straub

MOTION UNANIMOUSLY ADOPTED

The Audit/Finance Committee recommends that that the Board reaffirm Board Policy No. 03-007, Financial Planning.

MOTION: I move that the Board reaffirm Board Policy No. 03-007.

Moved by: Sherii Sherban

Supported by: Leroy Wright

MOTION UNANIMOUSLY ADOPTED

B. Corporate Compliance Committee – Dr. Terance Lunger

Dr. Terance Lunger provided the highlights from the Corporate Compliance Committee Zoom meeting on August 16, 2023. He noted that the audit report for Summit Pointe Medicaid Verification for FY23 Q1 to Q2 increased. The Procurement Audit final score was 100%. The Expense Audit final score was 99.26%, an increase from last year's score.

The Corporate Compliance Committee recommends that the Board waive the conflict of interests disclosed by Dr. Terance Lunger, Dr. Frank Straub, Meghan Taft, and Chris Walden.

MOTION:

Moved by: Dr. Smith

Supported by: Leroy Wright

MOTION UNANIMOUSLY ADOPTED

I move that the Board waive the disclosed conflict of interests.

C. HR Committee

Dr. Frank Straub reported that the HR Committee meet on August 29, 2023 by Zoom. He reported that the Committee discussed the CEO survey, the CEO FY23 goal worksheet and other items requiring Board approval.

The HR Committee recommends the Board approve the CEO salary increase, effective January 1, 2024 and authorize the Board Chair to sign an amendment to the CEO's employment agreement consistent with Board action.

MOTION: Sherii Sherban

Supported by: Dr. Smith

MOTION UNANIMOUSLY ADOPTED

I move that the Board approve the recommended CEO salary review effective January 1, 2024.

The HR Committee recommends the Board approve the recommended CEO Year-End Performance Incentive Payment of 6% as a Lump Sum payout with the FY23 yearend payout.

MOTION: Sherii Sherban

Supported by: Stephanie Swanson

MOTION UNANIMOUSLY ADOPTED

I move that the Board approve the recommended CEO Year-End Performance Lump Sum Payment for FY23.

The HR Committee recommends the Board authorize the CEO to sign the Collective Bargaining Economic Opener Agreement with terms consistent with the presentation made by administration in closed session.

MOTION: Stephanie Swanson

Supported by: Dr. Watson

MOTION UNANIMOUSLY ADOPTED

I move that the Board authorize the CEO to sign the Collective Bargaining Agreement.

The HR Committee recommends the Board approve the recommended Year-end Performance Incentive Payment up to 5% for Non-Union staff.

MOTION: Sheriff Hinkley

Supported by: Sherii Sherban

MOTION UNANIMOUSLY ADOPTED

I move that the Board approve the Non-Union Year-End Performance Incentive Payment up to 5%.

10. CEO Communication – Jeannie Goodrich

Jeannie announced that Summit Pointe received formal notification to be provisionally certified as a Certified Community Behavioral Health Clinic (CCHBC) Demonstration Site by the State of Michigan. She noted that the CCBHC Planning Committee anticipates to receive full certification in September, to enter the demonstration on October 1, 2023.

Photos from the September 6, 2023 ground breaking for the Grace Health Pharmacy at Summit Pointe Clinic, were presented. Jeannie highlighted the great collaboration with Grace Health and noted that the pharmacy will open in 2024. Additional photos of Summit Pointe staff participating in community events throughout Calhoun County were displayed.

11. Other Business

A. Board Chair Update - Kathy-Sue Vette

Kathy-Sue Vette announced that nomination for appointment for Joseph du Lac, COO, Bronson Battle Creek Hospital, was approved by the Calhoun County Board of Commissioners. Mr. du Lac will fulfill the term vacated by Lt. Gillelyen. His term will run through March 31, 2024, at which time he will be eligible to renew his term for another three years.

B. SWMBH Board Update – Sherii Sherban

Sherii Sherban reported that SWMBH Board is reviewing its role with each of its CMHs. She noted that more information will be shared with each CMH.

12. Adjournment

MOTION:

I move that the Board adjourn the meeting.

Moved by: Dr. Smith

Supported by: Sherii Sherban

MOTION UNANIMOUSLY ADOPTED

There being no further business to consider, the meeting was adjourned at approximately 4:00 p.m.