

**MINUTES OF THE
BOARD OF DIRECTORS OF SUMMIT POINTE REGULAR MEETING
September 10, 2024**

Meeting Location:	College Street Campus 175 College Street, Battle Creek, MI 49037
Meeting Time:	2:00 p.m.
Members Present:	Kathy-Sue Vette, Dr. Terance Lunger, Kelli Scott, Deb Davis (arrived at 3:30 p.m.), Joe du Lac, Dr. Monique French, Christina Ramos, Elizabeth Rudolph, Sherii Sherban, Stephanie Swanson-Chang, Dr. Paul Watson
Members Excused:	Sheriff Steven Hinkley
Guests Present:	Richard Lindsey, Jr., Abbott, Thomson, Mauldin, Parker, Beer & Lindsey, PLC; Kim Archambault, Calhoun County Government; Brandon Fournier, Shifman Fournier (Zoom)
Staff Present:	Jeannie Goodrich, David Ballmer, Dr. Sean Field, Mandi Quigley, Dorothy Malcolm, Helen Royal

1. Call to Order

Board Chair, Kathy-Sue Vette, called the meeting to order at approximately 2:00 PM. 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.

2. Public Comments/Welcome

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

Kathy-Sue Vette welcomed and introduced new Board member Elizabeth Rudolph. Introductions were made.

3. Adoption of the Agenda

CEO, Jeannie Goodrich requested an amendment to the agenda. It was requested that the Closed Session for the CEO Annual Review be moved prior to the Public Hearing on the Budget.

MOTION:

Moved by: Dr. Paul Watson

Supported by: Kelli Scott

MOTION UNANIMOUSLY ADOPTED

I move that the Board approve the amendment to the agenda as presented.

4. Consent Agenda

MOTION:

Moved by: Dr. Terance Lunger

Supported by: Dr. Paul Watson

MOTION UNANIMOUSLY ADOPTED

I move that the Board approve the Consent Agenda (August 6, 2024 Minutes).

5. Closed Session – CEO Annual Review

MOTION:

Moved by: Dr. Terance Lunger

Supported by: Dr. Paul Watson

MOTION UNANIMOUSLY ADOPTED BY A ROLL CALL VOTE

I move that the Board enter 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 approximately 2:15 PM for a discussion regarding the CEO Annual Review.

The Board returned to Open Session at 3:00 PM.

6. Public Hearing on Budget

Kathy-Sue Vette opened the Public Hearing on the Annual Budget for review and to obtain public input on the proposed FY25 Summit Pointe Budget.

Finance Director, David Ballmer facilitated a presentation of the proposed FY25 Budget.

No public comments were made. The Public Hearing for the proposed FY25 budget was closed.

7. Closed Session – Union Negotiations

MOTION:

Moved by: Dr. Terance Lunger

Supported by: Kelli Scott

MOTION UNANIMOUSLY ADOPTED BY A ROLL CALL VOTE

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

The Board of Directors; CEO, Jeannie Goodrich; legal counsel Brandon Fournier; Finance Director, Dave Ballmer; Clinical Director, Dr. Sean Field; and Operations Director, Dorothy Malcolm, entered a Closed Session at approximately 3:10 PM for a discussion regarding Union Negotiations.

The Board returned to Open Session at 3:35 PM.

8. Organizational Activities

Board Chair, Kathy-Sue Vette welcomed new Board member Debra Davis. Introductions were made. Deb previously served on the Summit Pointe Board from 2016 – 2020 and was Board Secretary prior to her resignation.

A. Election of Officer

Dr. Terance Lunger made a motion to nominate Debra Davis for Vice Chair of the Summit Pointe Board of Directors. The appointment will fill the term for the remainder of the year, until April 2025.

No other nominations were made. The floor was closed for nominations.

MOTION:

Moved by: Dr. Terance Lunger

Supported by: Kelli Scott

MOTION UNANIMOUSLY ADOPTED

I move that the Board approve the nomination of Deb Davis to Vice Chair of the Summit Pointe Board of Directors.

B. Board of Directors' Committee Chair Appointment

Kathy-Sue announced the appointment of Stephanie Swanson-Chang to fill the vacated position of Human Resources Committee Chair. The appointment will fill the term for the remainder of the year, until April 2025.

MOTION:

Moved by: Christina Ramos

Supported by: Joe du Lac

MOTION UNANIMOUSLY ADOPTED

I move that the Board approve the appointment of Stephanie Swanson-Chang to Human Resource Committee Chair.

9. Committee Reports

A. Audit Finance Committee

Audit Finance Committee Chair, Kelli Scott, highlighted the minutes of the Audit/Finance Committee Zoom meeting held September 3, 2024, and the June 2024 Financial Report, in the Board packet.

The Audit Finance committee recommends that the Board approve the budget for FY 2025 (October 1, 2024, through September 30, 2025), as presented in the public hearing.

MOTION:

Moved by: Sherii Sherban

Supported by: Stephanie Swanson-Chang

MOTION UNANIMOUSLY ADOPTED

I move that the Board approve the FY 2025 budget.

The Audit/Finance Committee recommends that that the Board reaffirm Board Policies No. 03-004, Asset Protection; No. 03-005, Financial Conditions and Activity; No. 03-007 Financial Planning; and No. 03-009, Procurement Process.

MOTION:

Moved by: Dr. Terance Lunger

Supported by: Sherii Sherban

MOTION UNANIMOUSLY ADOPTED

I move that the Board reaffirm Board Policies No. 03-004, 03-005, 03-007, and 03-009.

B. Corporate Compliance Committee

Corporate Compliance Chair, Dr. Terance Lunger, highlighted the minutes of the Corporate Compliance Committee Zoom meeting held August 21, 2024.

The Corporate Compliance Committee recommends that the Board waive the conflict of interests disclosed by Kelli Scott, Dr. Terance Lunger, Mandi Quigley, Chris Walden, Elizabeth Wygant, Angela Deal, Dr. Sean Field, Elizabeth Philpott, Denisha Reed, Jason Villalta, Mindy Newhouse Oisten, and Jeannie Goodrich.

MOTION:

Moved by: Sherii Sherban

Supported by: Deb Davis

MOTION UNANIMOUSLY ADOPTED

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

C. HR Committee

HR Committee Chair, Stephanie Swanson-Chang, highlighted the minutes of the HR Committee Zoom meeting held August 29, 2024. She reported that the committee reviewed the CEO evaluation and the presentation of the CEO FY 2024 goals, results and accomplishments.

The HR Committee recommends that the Board authorize the CEO to sign the Collective Bargaining Agreement, with terms consistent with the presentation made by administration in Closed Session.

MOTION:

Moved by: Kelli Scott

Supported by: Sherii Sherban

MOTION UNANIMOUSLY ADOPTED

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

The HR Committee recommends that that the Board approve the recommended changes to Board Policy No. 03-003, Compensation and Benefits.

MOTION:

Moved by: Deb Davis

Supported by: Dr. Monique French

MOTION UNANIMOUSLY ADOPTED

I move that the Board approve the recommended changes to Board Policy No. 03-003.

The HR Committee recommends that that the Board approve the recommended changes to Board Policy No. 03-006, Emergency Executive Succession.

MOTION:

Moved by: Kelli Scott

Supported by: Christina Ramos

MOTION UNANIMOUSLY ADOPTED

I move that the Board approve the recommended changes to Board Policy No. 03-006.

Stephanie Swanson-Chang highlighted the distributed minutes of the HR Committee Zoom meeting, held September 6, 2024. The committee reviewed the union negotiation updates.

The HR Committee recommends that the Board approve the recommended 3% cost of living raise for non-union staff.

MOTION:

Moved by: Christina Ramos

Supported by: Dr. Monique French

MOTION UNANIMOUSLY ADOPTED

I move that the Board approve the recommended 3% cost of living raise for non-union staff.

The HR Committee recommends that the Board approve the recommended year-end performance incentive plan of up to 6% for non-union staff.

MOTION:

Moved by: Dr. Terance Lunger

Supported by: Sherii Sherban

MOTION UNANIMOUSLY ADOPTED

I move that the Board approve the recommended year-end performance incentive plan of up to 6% for non-union staff.

The HR Committee recommends that the Board approve the CEO salary increase of up to 6%, as discussed.

MOTION:

Moved by: Christina Ramos

Supported by: Dr. Monique French

MOTION UNANIMOUSLY ADOPTED

I move that the Board approve CEO salary increase, as discussed.

The HR Committee recommends that the Board approve the CEO Year-End Performance Incentive Plan, of up to 6%, based on performance.

MOTION:

Moved by: Joe du Lac

Supported by: Deb Davis

MOTION UNANIMOUSLY ADOPTED

I move that the Board approve the CEO Year-End Performance Incentive Plan of up to 6%, based on performance.

10. Other Items Requiring Board Action of Approval

Management recommends no changes to Board Policy No. 03-008, Communication and Support to the Board.

MOTION:

Moved by: Sherii Sherban

Supported by: Dr. Monique French

MOTION UNANIMOUSLY ADOPTED

I move that the Board reaffirm Board Policy No. 03-008.

11. CEO Communication – Jeannie Goodrich

Jeannie Goodrich provided highlights from the September CEO Memo. She announced that in observance of September Suicide Prevention month t-shirts and yard signs are available for Board members to take. She announced that Summit Pointe was participating in the 3rd Annual “Step out of the Darkness” Luminary Event in Marshall, that was currently in progress.

12. SWMBH Board Update – Sherii Sherban

SWMBH Board representative, Sherii Sherban announced that she will be attending the SWMBH Board meeting on September 13 and the FY25 budget will be the focus of the meeting. She announced that the SWMBH Final Ends will be presented in October. Sherii thanked the Board for the opportunity to represent Summit Pointe on the SWMBH Board.

13. Board Chair Update

Kathy-Sue Vette announced the Board Committee meeting dates in September and the next Board meeting on October 1, 2024.

14. Adjournment

MOTION:

Moved by: Dr. Terance Lungert

Supported by: Sherii Sherban

MOTION UNANIMOUSLY ADOPTED

I move that the Board adjourn the meeting.

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