

**MINUTES OF THE
BOARD OF DIRECTORS OF SUMMIT POINTE REGULAR MEETING
May 6, 2025**

Meeting Location:	College Street Campus 175 College Street, Battle Creek, MI 49037
Meeting Time:	2:00 p.m.
Members Present:	Kathy-Sue Vette, Deborah Davis, Kelli Scott, Joseph du Lac, Dr. Monique French, Elizabeth Rudolph, Sherii Sherban, Stephanie Swanson- Chang
Members Excused:	Sheriff Steven Hinkley, Christina Ramos, Dr. Paul Watson II, Bryan Smith
Guest Present:	Tresa Garver, Brian Najdowski
Staff Present:	Jeannie Goodrich, Dorothy Malcolm, David Ballmer, Dr. Sean Field, Mandi Quigley, Carly Stanton

1. Call to Order

Board Chair, Kathy-Sue Vette, called the meeting to order at approximately 2:01 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 begin the meeting.

2. Welcome Guests/Public Comments

Board Chair, Kathy-Sue Vette, welcomed Board members, Summit Pointe staff, and two guests. Guests Tresa Garver of St. Peter Lutheran Church, and Brian Najdowski both requested to make a Public Comment.

3. Adoption of the Agenda

Jeannie proposed changes to the agenda for Board consideration.

MOTION:

I move that the Board approve the amended Agenda.

Moved by: Stephanie Swanson-Chang

Supported by: Dr. Monique French

MOTION UNANIMOUSLY ADOPTED

4. Consent Agenda

MOTION:

**I move that the Board approve the Consent Agenda
(February 4, 2025, Minutes.)**

Moved by: Kelli Scott

Supported by: Stephanie Swanson-Chang

MOTION UNANIMOUSLY ADOPTED

5. Organizational Activities

A. Election of Officers

Kathy-Sue Vette made a motion to nominate the slate of Board Officers: Deb Davis, Chair; Joe du Lac, Vice-Chair; Kelli Scott, Treasurer; and Stephanie Swanson-Chang, Secretary.

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

MOTION:
Moved By: Dr. Monique French
Supported by: Elizabeth Rudolph
MOTION UNANIMOUSLY ADOPTED

I move that the Board approve the slate of Summit Pointe Board Officers as proposed for the year May 2025 to April 2026.

B. Board Committees Chair Appointments

Board Chair, Deb Davis, recommended the following Board committee chair appointments: Kelli Scott, Audit/Finance Committee; Dr. Paul Watson II, Corporate Compliance Committee; and Stephanie Swanson-Chang, Human Resources Committee.

MOTION:
Moved by: Kathy-Sue Vette
Supported by: Joe du Lac
MOTION UNANIMOUSLY ADOPTED

I move that the Board approve the recommended Committee Chair appointments as proposed for May 2025 to April 2026.

C. Resolution to Set Dates and Times of Regular Board Meetings from June 2025 through May 2026

A proposal was presented to set the dates and times of the Regular Board meetings at 2:00 p.m. on the first Tuesday of each month, except for the months of July, December, and April. The June Board meeting will be held on the second Tuesday of the month.

MOTION:
Moved by: Kathy-Sue Vette
Supported by: Stephanie Swanson-Chang

I move that the Board approve the Resolution setting dates, times, and place of regular meetings for the Board of Directors from June 2025 to May 2026, as follows:

June 10, 2025
July 2025 – No Meeting
August 5, 2025
September 2, 2025
October 7, 2025
November 4, 2025
December 2025 – No Meeting
January 6, 2026
February 3, 2026
March 3, 2026
April 2026 – No Meeting
May 5, 2026 – Annual Organizational Meeting

MOTION UNANIMOUSLY ADOPTED

D. Calendar for Policies and Quality Metric Review

CEO, Jeannie Goodrich presented the proposed 2025-2026 Calendar for Policies and Quality Metric Reviews.

MOTION:
Moved by: Kathy-Sue Vette
Supported by: Stephanie Swanson-Chang
MOTION UNANIMOUSLY ADOPTED

I move that the Board approve the Calendar for Policies and Quality Metric Reviews as presented.

6. Closed Session – Facilities/Property Discussion

MOTION:

Moved by: Kathy-Sue Vette

Supported by: Kelli Scott

MOTION UNANIMOUSLY ADOPTED BY A ROLL CALL VOTE

I move that the Board enter a Closed Session to discuss possible real estate transactions.

The Board of Directors; CEO, Jeannie Goodrich; COO, Dorothy Malcolm; Clinical Director, Dr. Sean Field; Finance Director, Dave Ballmer; and Corporate Compliance Director, Mandi Quigley, entered a closed session at approximately 2:23 PM for a discussion regarding possible real estate transactions.

The Board returned to Open Session at 2:42 PM.

Jeannie Goodrich recommended that the Board authorize Summit Pointe to engage Berkshire Hathaway Home Services Michigan Real Estate to sell 215 E Roosevelt Avenue building and 3630 Capital Avenue SW building.

MOTION:

Moved by: Kathy-Sue Vette

Supported by: Sherii Sherban

MOTION UNANIMOUSLY ADOPTED

I move that the Board authorize Jean Goodrich to engage Berkshire Hathaway Home Services Michigan Real Estate to sell 215 E Roosevelt Avenue building and 3630 Capital Avenue SW building.

7. Organizational Activity – Annual Risk Assessment and Risk Plan Process and Documentation

Corporate Compliance Director, Mandi Quigley, provided the annual Risk Assessment and Risk Plan Process and Documentation report for Board members.

8. Board Committee Reports

A. Audit Finance Committee – Kelli Scott

Audit Finance Committee Chair, Kelli Scott, provided highlights from the minutes of the Audit/Finance Committee meetings held on February 25, 2025 and April 22, 2025. March 2025 Financials were reviewed.

B. Corporate Compliance Committee – Dr. Paul Watson II

In Dr. Watson's absence, Compliance Director, Mandi Quigley, provided a report from the Corporate Compliance Committee meeting held on February 19, 2025. The FY2025/2026 Risk Assessment and Plan, and one conflict of interest disclosure were reviewed.

MOTION:

Moved by: Stephanie Swanson-Chang

Supported by: Dr. French

MOTION UNANIMOUSLY ADOPTED

I move that the Board approve the FY2025/2026 Risk Assessment and Plan.

MOTION:

Moved by: Kelli Scott

Supported by: Kathy-Sue Vette

MOTION UNANIMOUSLY ADOPTED

I move that the Board waive the conflict of interest disclosed by Mindy Newhouse-Oisten.

C. HR Committee – Stephanie Swanson-Chang

HR Committee Chair, Stephanie Swanson-Chang, provided highlights from the minutes of the HR Committee meetings held on April 17, 2025 and May 5, 2025. Retention rates, the Emergency CEO Succession Plan, Action Plan and HR Consultant Scope of Services, and Organizational Structure were discussed.

MOTION:

Moved by: Kathy-Sue Vette

Supported by: Joe du Lac

MOTION UNANIMOUSLY ADOPTED

I move that the Board approve the 2025 Emergency Chief Executive Officer Succession Plan.

MOTION:

Moved by: Kathy-Sue Vette

Supported by: Elizabeth Rudolph

MOTION UNANIMOUSLY ADOPTED

I move that the Board award the bid for the HR Assessment to Chapters Health.

9. Other Items Requiring Board Action or Approval

A. Board Policy Review

Management recommends no changes to Board Policies:

No. 01-007 Annual Board Planning Cycle

No. 01-008 Board Member Code of Conduct

No. 01-009 SWMBH Board of Directors and Appointment

No. 01-010 Public Participation

No. 01-011 Conflict of Interest

No. 02-001 Delegation to the Chief Executive Officer

No. 02-002 Chief Executive Officer Job Description and Compensation

MOTION:

Moved by: Kelli Scott

Supported by: Kathy-Sue Vette

MOTION UNANIMOUSLY ADOPTED

I move that the Board reaffirm Board Policies

No. 01-007, No. 01-008, No. 01-009, and No. 01-010,

No. 01-011, No. 02-001, and No. 02-002.

B. Customer Advisory Committee Membership Recommendation

Compliance Director, Mandi Quigley recommended the Board approve the named customers for appointment to serve on the Customer Advisory Committee (CAC) to serve two consecutive years, with terms ending on September 30, 2027.

MOTION:

Moved by: Kathy-Sue Vette

Supported by: Kelli Scott

MOTION UNANIMOUSLY ADOPTED

I move that the Board approve the named

customers for appointment to serve on the

CAC with terms ending September 30, 2027.

10. Resolution – Southern Michigan Bank & Trust Banking Authority

Jeannie proposed the approval of the Resolution regarding banking authority at Southern Michigan Bank & Trust.

MOTION:

Moved by: Kathy-Sue Vette

Supported by: Kelli Scott

I move that the Board approve the Resolution

regarding banking authority at Southern Michigan

Bank & Trust.

MOTION UNANIMOUSLY ADOPTED BY A ROLL CALL VOTE

11. CEO Communication – Jeannie Goodrich

Jeannie provided the CEO monthly report highlighting the key areas of the organization.

12. SWMBH Board Update – Sherii Sherban

After Sherii Sherban's early departure, Jeannie provided a brief update regarding the SWMBH Board Meeting on her behalf.

13. Board Chair Update – Deb Davis

Deb announced the dates of upcoming Board Committee Meetings. Corporate Compliance will be held on May 21, 2025, at 8:00 am. Human Resources will be held on May 16, 2025, at 12:00 pm. And Audit/Finance will be held on June 5, 2025, at 11:00 am. She then announced that the next Board meeting will be held on June 10, 2025, at 2:00 pm. And last, Deb thanked Kathy-Sue for her years of dedication to the Summit Pointe Board.

14. Adjournment

MOTION:

I move that the Board adjourn the meeting.

Moved by: Kathy-Sue Vette

Supported by: Dr. French

MOTION UNANIMOUSLY ADOPTED

There being no further business to consider, the meeting was adjourned at approximately 3:15 p.m.