



Community • Independence • Empowerment

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## AGENDA

*INTEGRATED Services of Kalamazoo* Board of Directors HAS SCHEDULED ITS MEETING FOR MONDAY, January 29, 2024, BEGINNING @ 4:00PM via *Microsoft TEAMS* or in-person at 610 S. Burdick Street/Kalamazoo, MI., (2<sup>nd</sup> Floor/Board Conference Room).

- I. CALL TO ORDER – CITY & COUNTY DECLARATION
- II. AGENDA
- III. CITIZEN TIME
- IV. SPECIAL PRESENTATION:

*Welcome*

✦ *Susan Radwan*, Policy Governance Consultant  
Leading Edge Mentoring (LEM)

✦ *Brad P. Casemore*, MHSA, LMSW, FACHE  
Chief Executive Officer  
Southwest Michigan Behavioral Health

SWMBH Owner Engagement and Ends Development For Constituent CMHA Boards  
2023-2024

- V. BOARD MEMBER TIME
- VI. CITIZEN TIME
- VII. ADJOURNMENT



Since 1996, Susan S. Radwan has owned and operated Leading Edge Mentoring, a consulting firm which specializes in governance and leadership issues. Radwan's work focuses on the structure and process which impacts effective growth of individuals and organizations.

Susan has a rich history of experience in the fields of insurance, education, strategy development, non-profit associations, and consulting. Radwan considers her professional home in the association industry where she has served as a teacher, facilitator, and executive staff person.

She obtained a Master's degree in Education (1977) from the College of St. Scholastica in Duluth, Minnesota, a Bachelor of Arts in Communication Arts (1974) from Aquinas College in Grand Rapids, Michigan, and professional certifications in association management, risk management, certification, systems thinking, strategic planning, among others.

In her work, Radwan applies her Master's Degree in Education as well as perspectives and skills learned in pursuit of her many designations. She most recently became a Governance Systems Professional-Fellow. The GSP designation recognizes knowledgeable governance professionals who adhere to a code of ethics and commit to ongoing professional development.

Radwan has a reputation for "walking with" her clients which has gained her a reputation known as the "wow of Sue". She brings passion, clarity and insight to her consulting and teaching. She has an acute ear for whether clients are grasping the nuances of the model.

Radwan is a life-long Michigan resident. She grew up in Saginaw, Michigan, went to college in Grand Rapids, taught junior high students in Bay City, and experienced the rest of her career based in Lansing. She currently resides in Grand Ledge, Michigan with her husband Faye. She has three grandchildren who live a short nine miles away with her son-in-law and daughter who is a very successful REMAX real estate agent.

# Southwest Michigan Behavioral Health

## Board Ends Development and Ownership Plan Questions

### 1. What results, outcomes, value and benefit do you expect SWMBH to provide to our CMHSP? To the region?

Continue meeting its legal and contractual obligations as a Prepaid Inpatient Health Plan (PIHP) managed care entity benefits administrator for the geographical Region 4 of Michigan's Managed Medicaid Specialty Mental Health and Substance Use Supports and Services Program.

### 2. What values are important for SWMBH to adhere to?

We agree with and support the existing values contained in SWMBH's current philosophy, mission, vision and purpose statement as outlined below:

#### Philosophy:

Quality and excellence through partnerships.

#### Mission:

SWMBH strives to be Michigan's preeminent benefits manager and integrative healthcare partner, assuring regional health status improvements, quality, value, trust, and CMHSP participant success.

#### Vision:

An optimal quality life in the community for everyone.

#### Purpose:

- Meet legal obligations as a managed care benefits administrator for a variety of business lines including: Medicaid, Healthy MI Plan (HMP), Autism Waiver, SUD Community Grant, and PA 2 Funds
- Assure:
  - Access to needed care of eligible plan members
  - Acceptability of purchased services by consumers
  - Impact of the care delivered
  - Value for taxpayers
  - Manage minimal risks for taxpayers
- Assure consistent application of uniform benefit of all Medicaid/HMP/SUD Community Grant funded behavioral health and substance use disorder services
- Manage all mental health and substance use disorder Medicaid/HMP/SUD Community Grant funds provided to the organization either directly or via contract



**3. As an owner of SWMBH, what do you think the communication should be between our CMHSP Board and the SWMBH Executive Officer?**

This is the most interesting of the five questions and warrants a review of what was emphasized during the creation of SWMBH in 2013/2014. At that time there was discussion to determine whether it would be considered a conflict of interest for SWMBH Board members to ask for communications from participating CMHSP Boards because those SWMBH board members are also members of the participating CMHSP boards. Clearly, we never agreed with the legal opinion that was provided by the SWMBH legal counsel during the establishment of SWMBH and its governing board. That legal opinion resulted in the issuance of conflict-of-interest forms to be completed annually by each SWMBH Board member to attest their membership on the Participating CMHSP boards and declare that a conflict of interest exists because of their dual membership.

We are also aware that a PowerPoint presentation was given November 19, 2013, stating that SWMBH Board members should “Recognize your role as owner” (page 12) as well as represent ‘Owners’ (the taxpayers)” (page 11) These statements from SWMBH’s founding suggest that SWMBH Board members are either owners themselves or representatives of taxpayers (who are considered as owners). However, those older Power Point slides and concurrent discussions did not recognize that the SWMBH board members are acting as representatives of the participating CMHSPs that created SWMBH, who are appointed by their respective CMHs to represent their CMHSP Boards. It is therefore encouraging that in the SWMBH Board Ends Development Ownership Plan (August 15, 2023, draft), at slide 6, SWMBH acknowledges that the eight CMHSPs participating in SWMBH are the “owners” of SWMBH. In our opinion, this is a correct statement of SWMBH’s relationship with its participating CMHSPs. This latter statement has been our understanding since our organization along with seven other CMHSPs in Southwest Michigan created a regional entity under Section 1204b of the Michigan Mental Health Code.

**Section 212 of the Michigan Mental Health Code (MCL 330.1212) provides the following:**

Upon electing to establish a community mental health services program, the county or combination of counties shall establish a 12-member community mental health services board, except as provided in section 214, 219, or 222(2) or (5). Except as provided in subsection (2), each board of commissioners shall by a majority vote appoint the board members from its county. Recommended appointments to the board shall be made annually following the organizational meeting of the board of commissioners.

Based on the Michigan Mental Health Code language, as well as the role of SWMBH board members, we recommend that Participating CMHSP Board members who are appointed to the SWMBH no longer declare having a conflict of interest regarding their duties and obligations as SWMBH members solely because of their membership on their Participating CMHSP Boards. Not only do these Board members represent the owners of SWMBH, but they also represent the very counties that appointed them to the participating CMHSP Boards.

Section 204b of the Michigan Mental Health Code (MCL 330.1204(b)) states “a combination of community mental health organizations or authorities may establish a regional entity by

adopting bylaws that satisfy the requirements of this section.” This is particularly important because in the unfortunate event that SWMBH is dissolved, which we have no reason to believe will occur soon or at all, the so-called “owners” will have to reconcile SWMBH’s assets and liabilities among the eight Participating CMHSPs in Region 4.

Also, Section 204b of the Code puts forward the following provisions for separation of assets and liabilities in circumstances where a participating community mental health services program seeks to withdraw from the regional entity and the notice required for that withdrawal. Presumably, the same considerations would apply if the regional Entity dissolves.

(c) The manner in which the regional entity's assets and liabilities shall be allocated to each participating community mental health services program, including, at a minimum, all of the following:

- (i) The manner for equitably providing for, obtaining, and allocating revenues derived from a federal or state grant or loan, a gift, bequest, grant, or loan from a private source, or an insurance payment or service fee.
- (ii) The method or formula for equitably allocating and financing the regional entity's capital and operating costs, payments to reserve funds authorized by law, and payments of principal and interest on obligations.
- (iii) The method for allocating any of the regional entity's other assets.

**We encourage the SWMBH Board to clearly address these matters in its bylaws, which are currently silent on these issues and do not reference any Code provisions.**

Turning to the specific question at hand, we believe that communication between our CMHSP Board and the SWMBH Executive Officer has been and should continue to be “arm’s length”. Section 226 of the Michigan Mental Health Code (MCL 330.1226) provides the following statutory requirements for a Community Mental Health Services Program Board in appointing an executive director:

(k) Subject to subsection (3), appoint an executive director of the community mental health services program who meets the standards of training and experience established by the department.

(l) Establish general policy guidelines within which the executive director shall execute the community mental health services program.

(m) Require the executive director to select a physician, a registered professional nurse with a specialty certification issued under section 17210 of the public health code, 1978 PA 368, MCL 333.17210, or a licensed psychologist to advise the executive director on treatment issues.

It is noteworthy that there are no similar statutory requirements for the selection and appointment of an Executive Officer for a Regional Entity and the Code certainly provides no superseding authority of a Regional Entity’s Executive Officer over the Executive Directors of participating Community Mental Health Services Programs. It is our understanding and belief that the Operating Agreement that has been approved by the SWMBH Board puts forward the appropriate working relationship and organizational boundaries between the Executive Officer



of SWMBH and Chief Executive Officers of the participating CMHSPs. The Operating Agreement also provides the agreed upon dispute resolution process between the SWMBH Executive Officer and the Chief Executive Officers of the Participating CMHSPs. The question we are asked to answer appears to overlook important boundary provisions of the Operating Agreement. For example, the scope and authority of the Operating Agreement states that the “intention of this Operating Agreement is to provide a paradigm for decision-making, and a structure for effective communication among members of the SWMBH Board, the Participants, SWMBH administration and, potentially representatives, provider representatives, persons in service, SWMBH staff, and stakeholders, that is inclusive, collegial, equal and responsive.

**There is a separate provision in the Operating Agreement that pertains to the SWMBH Executive Officer:**

...The EO, in concert with the Operations Committee, develops and recommends priorities for the SWMBH Board’s consideration and makes recommendations to the SWMBH Board with respect to policy and fiscal matters. The EO collaborates with the Operations Committee in the development of the contracts between the Participants and SWMBH. The Operations Committee is charged with assuring that it’s CMH complies with applicable federal and state standards and regulations. The Operations Committee is advisory to both the EO and SWMBH Board. Any items requiring approval from the Operations Committee requires a super majority (75% of present members) vote.

Other than a brief review of the Operations Committee report during the monthly board meetings, the SWMBH Board does not have any meaningful advisory interactions with members of the Operations Committee during its monthly board meetings. **We believe the SWMBH Board would gain more meaningful input, advice and insight from its participating CMHSPs (“owners”) if the Board meetings included at minimum verbal reports from the participating CMHSPs provided by Chief Executive Officers who are members of the Operations Committee.** Given the time constraints for SWMBH Board meetings, these reports could be given on a rotational basis by each of the eight Participating CMHSP Chief Executive Officers. This may also be considered a factor for addressing the overarching question regarding communications that is being asked.

**We also want to point out that in section 2.4.1 of SWMBH’s bylaws, “the Regional Entity shall have no powers, rights, or authority with respect to:**

- The Participants’ obligations under the Mental Health Code including those related to size, composition, and authority of the Participant’s Board;
- The participants’ autonomous administrative, financial, or clinical operations; or
- The Participants’ relationship with other providers unless the regional Entity’s involvement is so limited that it does not prevent the Participant from collaborating with other providers.”

In this regard, our answer to the question, *“As an owner of SWMBH, what do you think the communication should be between our CMHSP Board and the SWMBH Executive Officer?”* is that any communication from the SWMBH Executive Officer should continue to be directed to our Chief Executive Officer and our appointed Board representatives to the SWMBH Board. We will always welcome ongoing, wide-ranging communications with SWMBH.

#### 4. As an owner of SWMBH, what do you think SWMBH should be accountable for in the region?

In addition to provisions established in SWMBH’s current bylaws and Operations Agreement, we continue to support SWMBH’s current philosophy, mission, vision and purpose as presented below:

- Meet legal obligations as a managed care benefits administrator for a variety of business lines including: Medicaid, Healthy MI Plan (HMP), Autism Waiver, SUD Community Grant, and PA 2 Funds
- Assure:
  - Access to needed care of eligible plan members
  - Acceptability of purchased services by consumers
  - Impact of the care delivered
  - Value for taxpayers
  - Manage minimal risks for taxpayers
- Assure consistent application of uniform benefit of all Medicaid/HMP/SUD Community Grant funded behavioral health and substance use disorder services.
- Manage all mental health and substance use disorder Medicaid/HMP/SUD Community Grant funds provided to the organization either directly or via contract.

#### Additional:

It is imperative for a smooth relationship between stakeholders/owners and the SWMBH office to have complete and facile transparency of financial compensation, provision and division of assets across the 8 member boards as well as with administrative costs.

#### 5. As an owner of SWMBH, what would give you pride of ownership of the entity?

What would give us pride of ownership of SWMBH would be that SWMBH fully understands that its very creation should be recognized as being more than a “benefits manager.” It is an entity created by eight (8) public Community Mental Health Services Programs (CMHSPs) with a larger purpose and ends that are far different than standards established for other types of managed care organizations. As a public Prepaid Inpatient Health Plan (PIHP), we believe SWMBH must assume an important role in the protection of vulnerable populations and in securing full participation, integration and inclusion for these individuals. Consistent with the mission,



purpose and values of Integrated Services of Kalamazoo, it would also give us pride in knowing that SWMBH fully recognizes and better promotes its overarching responsibilities to work jointly with its Participating Community Mental Health Services Programs (CMHSPs) in Region 4 to ensure freedom, opportunities for achievement, equity and participation that go far beyond the usual and customary obligations of a managed care entity. We also believe there is another aspect where SWMBH could be effective. Despite years of work and attempts to make a difference in consumer's lives and health there remains a significant gap in understanding of mental/behavioral health issues, treatments and access to services. As budgets get tighter there is less effort and resources available for the general public and healthcare community education about mental health, its relationship to overall health outcomes and the services that are effective and available. Education about access to appropriate services is also lacking. A great role for SWMBH in the eight-county region would be to assist with public information campaigns, healthcare training and school programming to alleviate the stigma, lack of awareness and understanding of mental/behavioral health needs and services.





# Owner Engagement and Ends Development

## For Constituent CMHA Boards

**2023 - 2024**

Susan Radwan, Policy Governance Consultant

Bradley P. Casemore, MHSA, LMSW, FACHE  
Chief Executive Officer

# SWMBH

- Regional Entity created by eight CMHs
- Prepaid Inpatient Health Plan
- State-designated Community Mental Health Entity
- 225,000 Enrollees
- \$360 million budget



# Purpose of SWMBH - Bylaws

- Carry out the provisions of the Mental Health Code in the Service Area as they relate to
  - serving as a Prepaid Inpatient Health Plan
  - ensuring a comprehensive array of services and supports as provided in the PIHIP Medicaid contract with MDHHS
  - exercising the powers and authority set forth in these Bylaws

Additional purposes may be added by the Regional Entity Board.

# Questions for Discussion:

1. What results, outcomes, value and benefit do you expect SWMBH to provide to our CMH? To the Region?
2. What values are important for SWMBH, *as a health plan benefits manager*, to adhere to?
3. As an *owner* of SWMBH, what do you think the communication relationship should be between our CMH Board and the SWMBH Executive Officer?
4. As an *owner* of SWMBH, what do you think SWMBH should be accountable for in the region?
5. As an *owner* of SWMBH, *what would give you pride of ownership of the entity?*