



MVFA Board Meeting Agenda

March 18, 2025

3423 N MARTIN KING JR BLVD, BLDG 30, RM 231 LANSING, MICHIGAN 48906

	Agenda Item	Time	Action	Presenter
1.	Pledge of Allegiance	10:00 am	-	David Henry
2.	Attendance Roll Call	10:00 am	-	David Henry
3.	Adoption of Agenda for March 18, 2025	10:00 am	Action	David Henry
4.	Public Comment (limit to 3 minutes)	10:05 am	-	David Henry
5.	Approval of Proposed Minutes from February 18, 2025	10:10 am	Action	David Henry
6.	Executive Director's Report 6.1 Update on the Replacement Facility for MVH D.J. Jacobetti 6.2 Update on Status of Board Appointments (0 Member Vacancy) 6.3 Update on the Operational Status of the MVH at Chesterfield Township by Administrator Jennifer Manning 6.4 Update on the Operational Status of the MVH D.J. Jacobetti by Administrator Ron Oja 6.5 Update on the Operational Status of the MVH at Grand Rapids by Administrator Carly MacDonald 6.6 Update on the Operational Status of MVH by COO Steve Rolston 6.7 Impact of Current Administration Policy changes	10:15 am	-	Anne Zerbe
7.	Committee Updates 7.1 Executive Committee 7.1.1 Approve review of Bylaws and Board Policies 7.1.2 Present/Adopt 2 new board policies 7.1.3 Executive Director Annual Performance Evaluation Committee Identified 7.1.4 Location of May meeting et. al. discussion 7.2 Budget and Financial Oversight Committee 7.3 Quality and Compliance Committee 7.4 Strategic Engagement Committee	11:00 am	Action Action	David Henry Ken Robbins Mary Anne Barry Walters
8.	New Business 8.1	12:00 pm	-	David Henry
9.	Public Comments (limit to 3 minutes)	12:15 pm	-	David Henry
10.	Board Comments	12:30 pm	-	David Henry
11.	Closed Session	12:45 pm	-	David Henry
12.	Adjournment	1:00 pm	Action	David Henry



**MICHIGAN VETERANS' FACILITY AUTHORITY
BOARD OF DIRECTORS MEETING**

February 18, 2025

10:00 a.m.

PROPOSED MINUTES

A meeting of the Michigan Veterans Facility Authority (MVFA) Board of Directors was called to order at 10 a.m. by Chair David Henry. The meeting was conducted at The Joint Forces Building located at 3423 N Martin King Jr Blvd, Building 30, Room 231 Lansing, Michigan 48906.

1. Pledge of Allegiance

2. Attendance Roll Call

Chair Henry called for a roll call of members present.

The following MVFA Board of Directors were present: David Henry, Brad Slagle, MaryAnne Shannon, Barry Walter, Nancy Susick.

Michigan Veteran Homes (MVH) staff present: Anne Zerbe, Steve Rolston, Beth Simonton-Kramer, Ryan Engle, Jason Geissler (AG)

Virtual Guests: David Rutledge, Leon Bauer, Brian Love, Steffany Muirhead, Ron Oja, Carly MacDonald, Jennifer Manning, Melissa Velie, Mark Wolf, et. al.

Chair Henry welcomed the newest board member, Nancy Susick.

3. Adoption of Agenda

Slagle motioned to accept the meeting agenda dated February 18, 2025, seconded by Shannon. Discussion to add an update of legislative impacts to the Executive Director's report. The motion was carried.

4. Public Comment

There was no public comment at this time.

5. Approval of Proposed Minutes

Slagle motioned to adopt the minutes from the September 24, 2024, meeting, seconded by Walter. There were no modifications, and the motion was passed.

6. Executive Director's Report

a. Update on the Replacement Facility for MVH D.J. Jacobetti

- i. Zerbe reported the purchase of the property for the replacement facility for MVH D.J. Jacobetti was completed approximately 10 days ago.
- ii. There are ongoing discussions with the road commission regarding requirements for re-routing the road. MVH will bear the cost of the construction of the road, while the county will bear the cost of ongoing maintenance.
- iii. The project (with the exception of some initial tree removal) is out for bid, due February 27. The BABAA (Build America Buy America Act) standards are expected to increase the cost of construction, but that expectation has been built into the budget. There are no other concerns leading into the final grant period.
- iv. The target date for a groundbreaking ceremony is May/June. We hope to coordinate with the MVAA-hosted Statewide Veteran Leadership Summit.

b. Update on the Status of Board Appointments

- i. Zerbe stated there is currently a full board, although there are four board members coming up for reappointment.
- ii. Discussion about the number of expiring appointments. Due to some members covering partial appointments, and even though appointments are staggered as much as possible, the multiple expiration dates could not be avoided.

c. Update on MVHCT – Jennifer Manning, Administrator

- i. The current Director of Nursing (DON) Courtney Tweedale is relocating (returning) to Marquette to assume the same position upon retirement of the current MVHDJJ DON, Cary Lincoln. Adrienne Schultz, a nurse manager since the MVHCT inception, will assume the DON position at MVHCT.
- ii. MVHCT is within survey window for CMS, and is it projected that VA survey will be within a proximity of days to weeks of CMS.
- iii. Mock survey was completed and has helped to identify areas for improvement.
- iv. Discussion about the waiting list for Chesterfield, which is approximately 2 years long and depends on the veteran's VA healthcare priority level.

d. Update on MVHDJJ – Ron Oja, Administrator

- i. The current census at MVHDJJ is 106 with one admission planned for today.
- ii. There are currently 2 staff out with covid at this time. From Mid-October to Thanksgiving, DJJ endured the worst covid outbreak to date, with a total of 57 members and 48 staff Covid-positive. Three of those members passed away. The low number of vaccinated members indicated on the last quarter report largely has to do with the 90-day waiting period for those who have had Covid before they can be vaccinated.
- iii. The Iron Mountain VA declined to enter into a sharing agreement with Jacobetti for mental health services. Jacobetti has a transition plan and is in full compliance with VA certification.
- iv. The CMS annual survey resulted in 1 citation in kitchen area. There were also 3 life safety citations which are now compliant.
- v. Oja thanked Cary Lincoln for his service and welcomes Courtney Tweedale back to Jacobetti.

b. Update on MVHGR – Carly MacDonald, Administrator

- i. The census at MVHGR is 117, with 8 admissions and 8 deaths since January 1, 2025.
- ii. The construction project to house the housekeeping and laundry area, a pharmacy, and the business office space is moving along. The floors and rooftop units are being done now, and the project is on-target for completion.
- iii. The VA survey resulted in 4 areas of concern with no life safety issues. The thermometer sanitation issue in the kitchen has been addressed. The other 3 concerns resulted from one incident involving a fracture. The incident was submitted to CMS who did a desk review. A plan of correction was put into place upon the incident, so substantial compliance is expected within the next month.
- iv. There have been 3 nurse aides with influenza recently, but no significant Covid trends.

- c. Update of Operations – Steve Rolston, Chief Operations Officer
MVH will begin developing a transition plan for Jacobetti to the new building as it is a lengthy process.
- d. Legislative Branch Changes – (This section was added to indicate impacts the new administration may have on the MVH Homes so that a proactive approach can be taken to address any potential issues.)
 - i. It is too soon to identify any impacting changes at this time, however Zerbe expressed that it was critical to finalize the construction grant before or in case any changes to the budget are put into place.
 - ii. If there are hiring freezes, there could be further delay in obtaining pharmacy sharing agreement, which has been attempted for the past 3 years. There was discussion about the possibility of working with another medical center to accomplish the needs for pharmaceuticals. The board members expressed they would like to be notified of any changes or when a final agreement is put into place.
 - iii. Discussion about issues with mental health sharing agreements as the VA at Iron Mountain does not have the ability to provide those services for Jacobetti. Chesterfield is experiencing the same type of issue. This affects the pricing available to veterans. Other options will be explored for both areas.

7. Committee Updates

- a. Executive Committee - David Henry
 - i. Nancy Susick was introduced early in the meeting.
 - ii. Four board members' appointments expire April 15. Those members will be contacted. The board is encouraged to submit the names of any candidates they feel would serve the board well.
 - iii. Shannon shared an attendance roster showing member appointment dates and attendance at meetings in 2024.
 - iv. The board discussed the Executive Director's performance evaluation.
 - a) Slagle stated the improvements under her direction are evidenced by the 5-star ratings for the 3 homes. Henry stated that the homes' quality has improved by the leadership team holding people accountable. Zerbe's goals have been met, and legislative reporting has improved.
 - b) Opportunities for development include additional communication with the board so it can provide support for the leadership.
 - c) The performance evaluation will go to the Governor upon conclusion of this meeting. Walters moved that the performance evaluation report be submitted to the Governor's office. The motion was seconded by Shannon. There was no further discussion, and a roll call vote was taken:

David Henry	Yes
MaryAnne Shannon	Yes
Brad Slagle	Yes
Nancy Susick	Yes
Barry Walter	Yes

The motion carried.
 - d) A review was given of NASVH Conference held in Arlington, VA, from February 9-13, 2025. Walters and Turner attended with several of the Leadership Team. The team was divided into groups for the Hill visits where

they had 7 drop-in meetings with elected officials there, with an additional 4 meetings with legislative staff. This included 2 congressmen who are on the House Veteran Affairs Committee.

- v. Board Effect Implementation Update – Beth Simonton-Kramer
Implementation of the system is in a holding pattern waiting for security review. There is currently no timeline for that process, but once approved, implementation and use will begin.
 - vi. Annual Bylaw / Policy Review
 - a) Staff are not recommending any changes at this time. The board can review the bylaws and policies, which will be adopted at the next meeting.
 - b) A Confidentiality policy and Conflict of Interest policy will be presented at the next meeting.
- b. Budget and Finance – Brad Slagle
- i. The last fiscal year has been closed out by the Financial Services. However, it has not yet been closed by the State.
 - ii. Appropriations for the new fiscal year have been received and, with the budget changes made FY25, appear to be on target. Issues to be resolved yet involve the source of funds for land acquisition.
 - iii. There has been no response on the wage pass-thru letter submitted in January.
 - iv. The status of the OAG performance audit was shared. Three areas being reviewed are related to legislative reporting, the Executive Director Evaluation and related policies, and policies and procedures for Central Leadership, which are being currently being worked through. At this time, there are only preliminary audit findings (PAFs). Next step is the OAG finalizing its audit and an opportunity for MVH to respond. This is not expected before May or June.
- c. Quality and Compliance Committee – MaryAnne Shannon
- i. Chair Henry has requested that Nancy Susick participate on this committee, and Susick agreed.
 - ii. See the board packet for survey information and legislative reports. The committee continues working with staff to develop a summary reporting tool.
- d. Administrative Operations Committee – Barry Walter
- i. David Rutledge has been working on an opportunity to have a meeting with all the legislators, particularly the Veteran Affairs Committee. He is seeking sponsorship for the event.
 - ii. Engle shared that videos have been completed that focus on the homes in general, on development, and on recruitment. They have been shared on YouTube and other social media accounts. Next the videos will be formatted to 30-second spots for other uses such as video boards at the Secretary of State offices, and the like.
 - iii. Walters asked staff about their willingness to speak at the Veterans State Convention at the end of May or early June.
 - iv. Slagle reported that he and Engle attended the Marquette Dog Sled Races where they were able to lunch with elected officials. They then attended an informal dinner where they were also able to speak with the Lieutenant Governor, met ambassadors to the Marquette City Council, and the Mayor.

- v. The Board discussed adopting a new name for the committee that is more descriptive of its purpose. The committee will be renamed as the Strategic Engagement committee.

8. New Business

a. VA & Pace Partnership

This program is essentially the VA's version of adult day care. If it does move forward, it would make sense for MVH to form a relationship with the contractor used as veterans who are no longer able to remain in the PACE program will need skilled nursing care.

b. Change in Asset Limit for Medicaid and Medicare – Melissa Velie

Michigan Medicaid has increased the asset limit for Medicaid beneficiaries. As of February 1, 2025, asset limits for qualifying for Michigan Medicaid are \$9,660 per person and \$14,470 per couple, compared to \$2,000 and \$3,000 respectively. Velie is amending the related policies to reflect the increase as well as increases in surety bonds.

9. **Public Comment** – Ryan Engle presented a plaque to the Board which was gifted from MVAA Director Brian Love. The plaque commemorates the first female board member, Colonel Mildred Irene Clark Woodman, US Army retired. Col. Clark Woodman served on the Board of Managers from 1981 to 1987 and was the Chair of the Board from 1986 to 1987.

10. Board Comments

- a. Walters thanked the board for giving him the opportunity to attend the NASVH Conference and shared what he experienced and learned.
- b. Shannon is continuing to gain current standing for the new cemetery in Grayling. She is also getting involved with the No Member Dies Alone project.
- c. Slagle suggested the May board meeting be held in Marquette as it coincides with the MVAA event in Marquette, and possibly the groundbreaking. Slagle thanked Cary Lincoln and Ann Barsch for their excellent service upon their retirement. He also congratulated those who changed positions and welcomed Nancy to the Board.
- d. Susick enjoyed meeting everyone today and looks forward to working with the Board.
- e. Henry thanked everyone for their participation.

11. Adjournment

Slagle motioned to adjourn the meeting, and Walters seconded the motion. The motion was carried. The meeting was adjourned at 12:01 p.m.

Minutes certified by:

MaryAnne Shannon _____
MVFA Board Secretary

Date: _____



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PURPOSE

The Michigan Veterans Facility Authority (MVFA) expects the members of the Board of Directors to conduct the business of MVFA in a legal and ethical manner, observing the highest standards of integrity and business ethics. The MVFA Code of Conduct, Conflict of Interest, Confidentiality policy outlines these expectations and provides the protocol for managing conflicts of interest.

SCOPE

This policy applies to all persons serving as Board members of the Michigan Veterans' Facility Authority.

DEFINITIONS

Financial interest – A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a. An ownership or investment interest in any entity with which MVFA/MVH has a transaction or arrangement,
- b. A compensation arrangement with MVFA/MVH or with any entity or individual with which MVFA/MVH has a transaction or arrangement, or
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which MVFA/MVH is negotiating a transaction or arrangement.

A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the Board or Executive Committee decides that a conflict of interest exists, in accordance with this policy.

Immediate family member – An immediate family member is defined as an MVFA Board member's grandparent, parent, parent-in-law, stepparent, sibling, spouse/partner, child, or stepchild.

Nonfinancial interest – A person has a nonfinancial interest if the person has a relationship that might influence his or her participation or vote in an action by the Board:

- a. The person's relationship as an unpaid volunteer, officer, or director of an organization that may be affected, directly or indirectly, by action to be taken, or not taken, by MVFA, or



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- b. The person’s personal, political, religious, friendship, or personal relationships which may be affected by an action to be taken, or not taken, by MVFA.

STANDARDS

1. Article 4, section 10 of the Michigan Constitution of 1963, Legislators and State Officers, Government Contracts, Conflict of Interest.
2. Standards of Conduct for Public Officers and Employees Act (“State Ethics Act”), MCL 15.341 et seq.
3. Michigan Incompatible Public Offices Act, MCL 15.181 et seq.
4. Conflict of Interest Act, MCL 15.301 et seq.
5. Michigan Contracts of Public Servants with Public Entities Statute, MCL 15.321 et seq.
6. Health Insurance Portability and Accountability Act, 45 CFR parts 160, 162, and 164

GUIDELINES

MVFA Board members agree to safeguard all confidential, privileged, and personal information which relates to the members and/or employees at the Michigan Veterans Homes (MVH).

1. Board members will not access member or employee information unless they have a “need to know” to perform Board responsibilities.
2. Board members will not disclose information regarding MVH members and/or employees to any person or entity, other than as necessary to perform their responsibilities and as permitted under HIPAA and other applicable laws.
3. Upon cessation of the Board member’s tenure on the MVFA Board of Director, the board member agrees to continue to maintain the confidentiality of any information learned during his or her service to the Board.



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When acting as Board members of MVFA, these individuals should act solely for the benefit of the organization. Each Board member will operate under the following Code of Conduct and will:

1. Comply with this MVFA Code of Conduct, Conflict of Interest, Confidentiality policy as well as applicable Michigan and federal law.
2. Disclose any pecuniary, contractual, business, employment or personal interest that the Board member may have in a contract, grant, loan, or regulatory matter before the Board, refrain from participating in any discussion, directly or indirectly, with other Board members regarding the pending item, and abstain from voting on any motion or resolution relating to the matter. A Board member who is, or whose immediate family member is, a director, officer, direct or indirect shareholder, or employee of an entity that is to be awarded a contract, grant, or loan by the Board, or is the subject of a regulatory action before the Board, is hereby deemed to have an interest that warrants disclosure and must abstain from participation in discussion or voting on the contract, grant, loan, or regulatory matter. Such disclosure shall be made a part of the public record of the Board's official action.
3. Use state resources, property, and funds under the Board member's official care and control judiciously and solely in accordance with prescribed constitutional, statutory, and regulatory procedures and not for personal gain or benefit.
4. Refrain from all of the following:
 - a. Divulging to unauthorized person confidential information acquired in the course of the Board member's service on the Board in advance of the time prescribed for its authorized release to the public.
 - b. Representing his or her personal opinion as that of the Board or the MVFA.
 - c. Soliciting or accepting a gift or loan of money, goods, services, or other thing of value for the benefit of a person or organization, other than the State, which could reasonably be expected to influence the manner in which the Board member performs official duties.
 - d. Engaging in a business transaction in which the Board member may profit from his or her official position or authority or benefit financially from confidential information which the Board member has obtained or may obtain by reason of that position or



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authority.

- e. Rendering services for a private or public interest when that service is incompatible or in conflict with the discharge of the Board member’s official duties.
- f. Participating in the negotiation or execution of contracts, making of loans, granting of subsidies, fixing of rates, issuance of permits or certificates, or other regulation or supervision relating to a business entity in which the Board member or the Board member’s immediate family has a financial or nonfinancial interest except for interests in a publicly traded company which constitutes less than two percent of the issued and outstanding stock of such company.

PROCEDURES

Any contract, grant, or loan that is approved by the Board, and which is entered into or awarded to an entity that has a Board member or an immediate family member of a Board member who is a direct or indirect shareholder, member, director, officer, or employee of the entity, is prohibited under applicable conflict of interest law, unless all of the following occur:

1. Except as otherwise provided in Section 3(3) of the Public Servant Act, MCL15.323(3), the affected Board member abstains from participating in any discussion or vote on the contract, grant or loan;
2. The affected Board member promptly discloses the pecuniary, contractual, business, employment or personal interest in the contract, grant or loan as may be required, and in the manner provided, by the statutory requirements set forth in section one. Any such disclosure, if required by law, shall simultaneously be made to the Director of LARA; and
3. The disclosures, affidavit, and actions required by Section 3 of the Public Servant Act, MCL 15.323, if applicable, are made and fulfilled with any required disclosure and/or affidavit being simultaneously delivered to the Compliance Officer.

IMPLEMENTATION

1. The MVFA policy on Code of Conduct, Conflict of Interest, Confidentiality will be distributed annually to members of the Board of Directors of MVFA.
2. **Duty to Disclose** – In connection with any actual or possible conflict of interest, an interested person must disclose the existence of any financial interest and be given the opportunity to disclose all material facts to the Board or Executive Committee.



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Disclosures of any potential conflicts of interest by Board members will be forwarded to the Executive Committee for review.

3. A Board member who is unsure whether his or her ownership, or similar interest in, or receipt of a benefit from a company, or whether such company does or is likely to do business with MVFA, shall present the matter to the Executive Committee of MVFA, who shall advise the individual after receiving any information the individual wishes to present, and whose determination about disclosure shall be final.
4. **Disclosure of nonfinancial interests** – Board members shall disclose nonfinancial interests generally in their annual certification and statement, and specifically as individual interests arise. Nonfinancial interests are expected and shall not be reviewed unless a Board member (including the affected member) requests that the interest be reviewed under this Policy.
5. **Recusal of Self** – Any board member may recuse himself or herself at any time from involvement in any decision or discussion in which the member believes he or she has or may have a conflict of interest, without going through the process for determining whether a conflict of interest exists.
6. A transaction between MVFA and any entity affected by a conflict of interest of any MVFA Board member shall not be void, but shall be valid if the following requirements are met:
 - a. The transaction is fair and reasonable to MVFA, as determined by the Board of Directors or an appropriately empowered committee thereof, when approved or ratified;
 - b. The material facts of the conflict of interest are disclosed to the Board or committee;
 - c. The transaction is discussed and voted upon by the Board or committee outside the presence of the affected individual;
 - d. The transaction is approved or ratified by a majority of the Board or committee sufficient for the purpose, although the affected individual, while excluded from the discussion and vote, may be counted as contributing to a quorum; and
 - e. The minutes of the Board or committee reflect compliance with items (a) through (d) of this section.



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- 7. Any MVFA Board member who violates any provision of this policy, including failure to disclose a potential or real conflict of interest, is subject to being removed from the Board in accordance with current MVFA Bylaws.
- 8. The Executive Committee shall regularly and consistently monitor and enforce compliance with this policy by reviewing annual statements and taking such other actions as are necessary for effective oversight.

ATTACHMENT

MVFA Board Member’s Annual Conflict of Interest Statement and Certification of Agreement with Code of Conduct, Conflict of Interest, Confidentiality Policy

Michigan Veterans Facility Authority Code of Conduct, Conflict of Interest, Confidentiality Policy

This policy, “MVFA-GEN 007 – Code of Conduct, Conflict of Interest, Confidentiality”, was adopted by the MVFA Board of Directors on _____, at a scheduled MVFA Board Meeting with a quorum present. This policy will be reviewed annually by the MVFA Board of Directors.

POLICY EFFECTIVE DATE: _____

DATE	2025	2026	2027	2028	2029	2030
Reviewed						



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MVFA Board Member Annual Conflict of Interest Statement and Certification of Agreement with MVFA-GEN 007 – Code of Conduct, Conflict of Interest, Confidentiality Policy

- 1. Name: _____ Date: _____
- 2. Are you a member in Good Standing? Yes No
- 3. What organization or other membership affiliation(s) do you represent? _____

- 4. Position:
Are you a voting Board Member? Yes No
Are you an Officer? Yes No If yes, which Officer position do you hold: _____

5. I affirm the following:

I have received a copy of the MVFA-GEN 007 - Code of Conduct, Conflict of Interest, Confidentiality Policy. I have read and understand the policy. I agree to comply with the policy.

6. Disclosures:

Do you have a past, current, or potential financial interest, including a compensation arrangement, as defined in the MVFA Code of Conduct, Conflict of Interest, Confidentiality Policy, with MVFA, MVH, or an entity with which MVFA/MVH has a transaction or arrangement? Yes No

- i. If yes, please attach a statement detailing the financial interest(s)
- ii. If yes, has the financial interest been disclosed, as provided in the MVFA Code of Conduct, Conflict of Interest, Confidentiality Policy? Yes No

Date: _____

Signature of board member

Date of Review by Executive Committee: _____