

Governance Committee Meeting

Meeting date: Monday, May 1, 2023

Meeting time: 5:02pm – 6:30pm

Meeting location: 2 Oak Street, Norwalk

Committee Members Present:

X	Katie Chieda	X	Ben Chaffee, Jr., Board Chair
	Julie Landoll, First Vice Chair – Excused		

Board Staff Present:

X	Kristen Cardone, Executive Director		Ashley Morrow, Community Engagement and Resource Manager
X	Cari Williamson, Office and Fiscal Manager		

Discussion Items:

- Quarterly Reports & Agency Updates (email attachment)
 - Ms. Cardone shared the following agency updates in addition to the information provided in the quarterly reports.
 - Age Exchange program has no new updates.
 - Miriam House had Ms. Vickie Smith leave and Ms. Breanna Mantz took her place.
 - Family Children First Council are seeing an increase in youth substance use in homes where adults have medical marijuana card. There is a meeting with their Executive Committee to discuss them taking on non-certified prevention programs for the Board.
 - Family Life Counseling had a complete restructuring of staff. Their waitlists are 20 youth, 40 mental health adults, 19 school based and 1 for Men’s House of Hope. They are wanting to hire 8 clinicians, 1 case manager, and 1 peer supporter (which the Board does not pay for). Men’s House of Hope was awarded Ohio Recovery House recertification. They are seeing an increase in alcohol clients and a decrease in opiates.
 - Firelands Counseling & Recovery Services has no waiting list. They have one open position for a therapist. There is a meeting on May 2, 2023 with them to discuss the future of the crisis hotline.
 - The Family Dependency Treatment Court is seeing an increased number of medical marijuana card holders which is preventing participants from engaging in the program.
 - Let’s Get Real has restructured and Mr. Greg Klima is no longer overseeing Huron County, Ms. Kim Eberle has taken over. Warm handoff’s primary substance is alcohol. They are continuing to receive calls from Praxis for transportation. The LOSS program is on hold due to staffing issues. They are expanding the recovery ride to include everyone in the community who is in recovery. They will be going door to door with doorhangers which have information about the recovery ride on one side and information about becoming a peer supporter on the other side.

- OhioGuidestone is finally getting referrals but requests continued assistance for the Board to increase referrals.
- NOBARS through Oriana House is entering their last quarter of services in Huron County.
- Rigel through Oriana House is in their new office. They have had longer wait times over the quarter due to staffing. They have one opening for a case manager.
- Reach Our Youth has an increase in mentor applications and a continued large waitlist.
- Committee members suggested adding a summary of the quarterly updates to the email sent to the Board members ahead of time.
 - Ms. Cardone shared if there were any specific items Committee members would like to see added to the summary, let her know.
- Governance Committee members had no further questions or comments regarding Quarterly Reports and Agency updates.
- Credit card report (email attachment)
 - Ms. Cardone shared she has sent the revised credit card policy to Mr. Randy Strickler, the Board's legal counsel. She spoke with Mr. Strickler regarding the reason for the updated policy, which is to add more detailed information to the policy. He is reviewing the policy for approval.
 - Ms. Cardone emailed the Governance Committee members the quarterly credit card report. This is the first-time compiling information for this report. Is there anything more, less, or different that should be added to the report? Board members suggested to:
 - Attach a summary page at the front of the report and add the supporting documents following.
 - Add a line showing the date the statement was paid.
 - Governance Committee members had no further questions or comments regarding the credit card report.
- Board self-evaluation (Attachment I)
 - Ms. Cardone shared that she reviewed multiple Board self-evaluations from other agencies. She then merged them to make the attached Board self-evaluation. She took the Committee members' suggestions of not having the assessment be too lengthy, keep the rating on a 5-point scale and ensuring it can be completed after a Board meeting.
 - Committee members shared that the assessment is good but asked what the Board will do with the data.
 - Ms. Cardone shared that the results will be used to improve Board meetings, to add and/or change the Board's mission/vision statement, and to add goals to the Board's Strategic Plan.
 - It was suggested that the assessment be explained so Board members understand that it is looking at the Board as whole, not the individual Board member and it should be an anonymous evaluation.
 - Ms. Cardone shared that in a prior meeting it was suggested to receive feedback from community partners on how the Board is doing and what we can be doing better.
 - Board members suggested reaching out to a couple of agencies via a conference call. Share with them the Board's goal and see if they have any questions they would like to see in the assessment.
 - Ms. Cardone will draft a community partners assessment and send it to the Committee members for approval.
 - Governance Committee members had no further questions or comments regarding the Board self-evaluation.
- Updated position descriptions (handouts, Motion)

- Ms. Cardone shared that in a past meeting there were conversations regarding Board staff being classified or unclassified employees. Ms. Cardone spoke with Mr. Strickler asking him to clarify these positions. His response was to alter the job descriptions to align with the Ohio Revised Code, which states that Executive Directors, deputy directors, program directors, and secretaries of these positions are considered unclassified employees. He added and/or changed language in the Administrative Assistant, Office and Fiscal Manager, and Community Engagement and Resource Manager descriptions to align with this. Additionally, he changed the job title for the Assistant Director position to Deputy Director.
 - Ms. Cardone shared that the job description for Executive Director was also changed by Mr. Strickler.
 - In Compensation and Hours it listed the Executive Director’s hours as 8am-5pm. This is not always the case and Ms. Cardone suggests changing the wording to the position is full-time. Also, under this subsection it state “salary is commensurate with education and experience”. Ms. Cardone suggests removing this statement.
 - Governance Committee members agreed with these changes and recommended all job descriptions include the same language in this section.
 - In Executive Duties the wording was added “all requirements of the Ohio Revised Code (ORC), Ohio Administrative Code (OAC), and Federal law, as applicable”.
 - This is a broad spectrum of laws that the Executive Director is responsible for knowing and understanding. This would require significant amounts of training for the Executive Director.
 - Ms. Cardone reached out to OACHBA (Ohio Association of County Behavioral Health Authorities) for guidance on whether this is a common job requirement for Executive Directors and if so, how to go about meeting this requirement. Their attorney contacted Ms. Cardone sharing they have never seen the requirement to know the Federal law, all ORC, and all OAC be included in an Executive Director’s job description. Typically the only requirement is knowing ORC 340, which directly relates to ADAMH Boards.
 - Committee members agreed that requiring Executive Directors to know all the laws was too broad and recommended Ms. Cardone contact Mr. Strickler to request further explanation.
 - Mr. Chaffee shared he would look at his job description to see if it is required for him as a school superintendent. He will email Board members with his findings.
 - SFY 2024 Board Meeting Schedule (Attachment II, Motion)
 - Ms. Cardone shared that there are no Board meetings scheduled in August and December again this year on the proposed schedule. August meetings fall during the Huron County Fair week and December is generally a busy month for everyone.
 - Ms. Cardone shared that in July’s Board meeting she added an hour’s training for Board members to review Board members’ roles and responsibilities. This is good governance training that will provide a refresher to Board members and will allow Board members to complete their annual training requirements in the first meeting of the year.
 - Ms. Cardone shared she did not alternate locations this year for multiple reasons. First, some Board members struggled with the different locations the last fiscal year. Also, the public never attended any of the meetings in alternate locations. Unless otherwise noted, all Board meetings will be held at Huron County Job & Family Services.
 - Committee members shared that the Board should continue to invite agencies to present at the Board meetings.

- Governance Committee members had no further questions or comments regarding SFY 2024 Board Meeting Schedule and they were in favor of adding the motion to the Board agenda.
- Board Member Attendance Policy (Attachment III)
 - Ms. Cardone shared the current Board member attendance policy needs to be amended. This is the proposed process.
 - When a Board member misses three Board meetings a letter is sent requiring a response with an action plan to not miss any additional meetings.
 - Once the Board member misses four Board meetings, at the next Board meeting the Board will enter Executive Session to discuss the circumstance around missing the meetings and allowing the Board member in question the chance to advocate for themselves.
 - This number does not include Committee meetings, only Board meetings. Ms. Cardone will confirm this interpretation of the law with Mr. Strickler.
 - Following the Board meeting the Appointing Authority will be notified with the Board's recommendation.
 - This process needs to be consistent and handled the same across the board.
 - Committee members also recommended including language that addresses attendance at Committee meetings, even if that attendance is not required by law.
 - Ms. Cardone will firm up the language on the proposed Board Member Attendance Policy and send it to the Governance Committee members for approval before sending it to Mr. Strickler for approval.
 - The Governance Committee members had no further questions or comments regarding the Board Member Attendance Policy.
- Mr. Ben Chaffee requested Ms. Cardone to send him her self-evaluation by May 31, 2023.



Annual Board Self-Assessment

The following questions will help you evaluate your own process as a Board member and assess how effectively the Board performs.

1. I receive necessary background materials and well-developed agendas within sufficient time to prepare for meetings.

Strongly Agree Agree Neutral Disagree Strongly Disagree

2. I receive enough information to make well-informed decisions regarding agenda items.

Strongly Agree Agree Neutral Disagree Strongly Disagree

3. I have a clear understanding of the Board's mission, vision, and values.

Strongly Agree Agree Neutral Disagree Strongly Disagree

4. I have a clear understanding of the legal requirements and stipulations under which the Board acts.

Strongly Agree Agree Neutral Disagree Strongly Disagree

5. I have a clear understanding of information discussed in Board meetings and the materials provided to me.

Strongly Agree Agree Neutral Disagree Strongly Disagree

6. I have a clear understanding of the difference between the responsibilities of the staff and the Board.

Strongly Agree Agree Neutral Disagree Strongly Disagree

7. I have a clear understanding of the services funded by the Board.

Strongly Agree Agree Neutral Disagree Strongly Disagree

8. Meetings of the Board are well organized, productive, and make good use of Board members' time.

Strongly Agree Agree Neutral Disagree Strongly Disagree

9. The Board has a culture that allows for active participation, candid communication, and rigorous decision-making.

Strongly Agree Agree Neutral Disagree Strongly Disagree

10. I have a solid working relationship with other Board members.

Strongly Agree Agree Neutral Disagree Strongly Disagree

11. I have a clear understanding of the Board's strategic plan.

Strongly Agree Agree Neutral Disagree Strongly Disagree

12. I have the opportunity to effectively influence the Board's strategic direction, culture, and/or performance.

Strongly Agree Agree Neutral Disagree Strongly Disagree

13. My experience on the Board is positive, meaningful, and engaging.

Strongly Agree Agree Neutral Disagree Strongly Disagree

14. Expectations for Board members are clearly defined and adequately communicated.

Strongly Agree Agree Neutral Disagree Strongly Disagree

15. I am familiar with the Board's Bylaws.

Strongly Agree Agree Neutral Disagree Strongly Disagree

16. I actively promote our organization, programs, and staff in the community.

Strongly Agree Agree Neutral Disagree Strongly Disagree

17. I actively participate in Board sponsored events in the community.

Strongly Agree Agree Neutral Disagree Strongly Disagree

18. What is the single most important improvement the Board could make to be more effective in the upcoming year?

19. What suggestions do you have for ongoing Board education topics?

20. Do you have any other suggestions?

Attachment II

State Fiscal Year 2024

Huron County Board of Mental Health and Addiction Services (MHAS)

CALENDAR OF BOARD AND COMMITTEE MEETINGS

(Board Meetings convened in the Huron County DJFS Conference Room unless otherwise arranged. Committee meetings convened in the MHAS Board Room unless otherwise arranged.)

- **JULY 2023 (*Independence Day – 4th*)**
 - Monday, July 10 - 5:00 P.M. - Program Committee
 - Tuesday, July 11 - 12:30 P.M. - Finance Committee
 - Tuesday, July 18 - 5:00 P.M. – Board Training (Roles and Responsibilities)
6:00 P.M. - Board Meeting
- **AUGUST 2023**
 - No Meetings
- **SEPTEMBER 2023 (*Labor Day – 4th*)**
 - Monday, September 11 - 5:00 P.M. - Program Committee
 - Tuesday, September 12 - 12:30 P.M. - Finance Committee
 - Tuesday, September 19 - 6:00 P.M. - Board Meeting
- **OCTOBER 2023 (*Columbus Day – 9th*)**
 - Monday, October 16 - 5:00 P.M. - Program Committee
 - Tuesday, October 17 - 12:30 P.M. - Finance Committee
 - Tuesday, October 24 - 6:00 P.M. - Board Meeting
- **NOVEMBER 2023 (*Veterans Day – 11th; Thanksgiving – 23rd*)**
 - Monday, November 6 - 5:00 P.M. – Governance Committee
 - Monday, November 13 - 5:00 P.M. - Program Committee
 - Tuesday, November 14 - 12:30 P.M. - Finance Committee
 - Tuesday, November 21 - 6:00 P.M. - Board Meeting
- **DECEMBER 2023**
 - No Meetings
- **JANUARY 2024 (*New Year’s Day – 1st; MLK, Jr. Day – 15th*)**
 - Monday, January 8 - 5:00 P.M. - Program Committee
 - Tuesday, January 9 - 12:30 P.M. - Finance Committee
 - Tuesday, January 16 - 6:00 P.M. - Board Meeting
- **FEBRUARY 2024 (*President’s Day – 19th*)**
 - Monday, February 5 - 5:00 P.M. – Governance Committee
 - Monday, February 12 - 5:00 P.M. - Program Committee

Tuesday, February 13 - 12:30 P.M. - Finance Committee

Tuesday, February 20 - 6:00 P.M. - Board Meeting

- **MARCH 2024**

Monday, March 11 - 5:00 P.M. - Program Committee

Tuesday, March 12 - 12:30 P.M. - Finance Committee

Tuesday, March 19 - 5:30 P.M. – Provider Appreciation Dinner

7:00 P.M. - Board Meeting

- **APRIL 2024**

Monday, April 8 - 5:00 P.M. - Program Committee

Tuesday, April 9 - 12:30 P.M. – Finance Committee

Tuesday, April 16 - 6:00 P.M. - Board Meeting

- **MAY 2024 (*Memorial Day – 27th*)**

Monday, May 6 - 5:00 P.M. – Governance Committee

Monday, May 13 - 5:00 P.M. - Program Committee

Tuesday, May 14 - 12:30 P.M. - Finance Committee

Tuesday, May 21 - 6:00 P.M. - Board Meeting

- **JUNE 2024 (*Juneteenth – 19th*)**

Monday, June 10 - 5:00 P.M. - Program Committee

Tuesday, June 11 - 12:30 P.M. - Finance Committee

Tuesday, June 18 - 6:00 P.M. - Board Meeting

Attachment III

Current:

103.11 SECTION 11

Adopted February 16, 2021

BOARD MEMBER MEETING ATTENDANCE POLICY

All members of the Huron County Board of Mental Health & Addiction Services (MHAS) should take membership seriously and make reasonable attempts to attend all committee, regular and special board meetings. See MHAS Board meeting ground rules in the 100 APPENDIX of these Policies and Procedures. Failure to do so jeopardizes the work and mission of MHAS and the services it provides to residents of Huron County. The following protocol is established and adopted by MHAS in order to provide clarity of meeting attendance expectations, in accordance with this section of Ohio Revised Code:

Ohio Revised Code 340.02 (G) (*in part*)

“...Any member of the board may be removed from office by the appointing authority for neglect of duty, misconduct, or malfeasance in office, and shall be removed by the appointing authority if the member is barred by this section from serving as a board member. The member shall be informed in writing of the charges and afforded an opportunity for a hearing. Upon the absence of a member within one year from either four board meetings or from two board meetings without prior notice, the board shall notify the appointing authority, which may vacate the appointment and appoint another person to complete the member's term....”

Neglect of duty in office is the absence of a Board member within one year from either four Board meetings or from two Board meetings without prior notice. If that occurs, the Board is to notify the Appointing Authority of the offending Board member, which may vacate the appointment and appoint another person to complete that member's term.

Misconduct in office is the commission of conduct not befitting a public official such as neglect of duty, gross immorality, drunkenness, misfeasance, malfeasance or nonfeasance.

Malfeasance in office is the commission of an unlawful act, done in an official capacity, which affects the performance of official duties, such as a Board member acting unilaterally without full Board authorization in any Board matter.

Conflicts of interest in office are defined in Section 103.2 Section 2 of these Policies and Procedures.

MHAS Board members are considered to have an excused absence if they have notified the Executive Director or designee at least one (1) business day prior to a committee, regularly scheduled board meeting or special board meeting. Failure to do so will cause the Board member to be considered unexcused.

In order to be compliant with the law, MHAS Board members will have no more than two (2) consecutive excused absences in one fiscal year or no more than four (4) cumulative excused absences in one fiscal year.

In order to be compliant with the law, MHAS Board members will have no more than a culmination of four (4) unexcused absences in one fiscal year, or no more than a combination of five (5) excused and unexcused absences in one fiscal year.

A letter indicating *potential non-compliance* of ORC 340.02, and steps to be taken in order to maintain MHAS Board membership, will be emailed to the MHAS Board member by the MHAS Executive Director no later than one (1) business week after the MHAS Board member has reached any of the following:

- Two (2) consecutive excused absences, and/or
- Three (3) cumulative excused absences, and/or
- Three (3) cumulative unexcused absences, and/or
- Three (3) cumulative/combined excused and unexcused absences.

The MHAS Board member receiving this letter will be expected to contact the MHAS Executive Director within one (1) business week to acknowledge receipt of the letter and provide a plan of action to remedy his or her attendance. The Executive Director may accept the plan of action or may share the plan of action with the MHAS Board for consideration.

Any MHAS Board member who would receive this letter twice or more in one fiscal year will automatically be recommended for membership termination at the next regularly scheduled MHAS board meeting, in accordance with ORC 340.02.

Proposed:

103.11 SECTION 11

Adopted February 16, 2021

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(Include info on how the process is handled internally? Such as holding Executive Session, Board formulating recommendation to appointing authority, etc.)

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- Three (3) cumulative unexcused absences, and/or
- Three (3) cumulative/combined excused and unexcused absences.

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Any MHAS Board member who would receive this letter twice or more in one fiscal year will automatically be recommended for membership termination at the next regularly scheduled MHAS board meeting, in accordance with ORC 340.02.