

Mental Health & Recovery Board of Erie and Ottawa Counties

Governance Policies



MIND *your health!*

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Section I

Executive Limitations

Section I: Executive Limitations

Policy Title:

- A. General Executive Constraint
- B. Staff Treatment
- C. Budgeting
- D. Financial Condition
- E. Emergency Executive Session
- F. Asset Protection
- G. Compensation and Benefits
- H. Communication and Counsel to the Board

POLICY TITLE: *GENERAL EXECUTIVE CONSTRAINT*

The Executive Director shall not cause or allow any practice, activity, decision or organizational circumstance which is imprudent, unethical or illegal or fails to continually improve the system.

1. Shall not fail to maintain a consumer/client focus.
2. Same as Policy No. I-B
3. Same as Policy No. I-C
4. Same as Policy No. I-D
5. Same as Policy No. I-H
6. Same as Policy No. I-F
7. Same as Policy No. I-G
8. Same as Policy No. I-E
9. There shall be no conflict of interest in awarding purchases or other contracts.

Nos. 2,3,4,5,6,7 & 8 Revised 8/19/97

With respect to treatment of paid and volunteer staff, the Executive Director may not cause or allow conditions which are unfair or undignified.

Accordingly, the Director may not:

1. Operate without personnel procedures which clarify personnel rules for staff, provide for effective handling of grievances, and protect against wrongful conditions.
2. Discriminate against any staff member for expressing an ethical dissent.
3. Prevent staff from grieving to the board when (A) internal grievance procedures have been exhausted and (B) the employee alleges either (i) that board policy has been violated to his or her detriment or (ii) that board policy does not adequately protect his or her human rights.
4. Fail to implement an Affirmative Action Plan
5. Fail to acquaint staff with their rights under this policy.

Monitoring Mechanism: Annually by internal report - February.

Budgeting any fiscal year or the remaining part of any fiscal year shall not deviate materially from board *Ends* priorities, risk fiscal jeopardy nor fail to show a generally acceptable level of foresight.

Accordingly, the Director may not cause or allow budgeting which:

1. Contains too little information to enable reasonable or conservative projection of revenues and expenses, separation of capital and operational items, cash flow, and disclosure of planning assumptions.
2. Plans the expenditure in any fiscal year of more funds than are conservatively projected to be received in that period.
3. Can allow cash to drop below a safety reserve of less than \$500,000.
4. Provides less than \$50,000 per annum for board prerogatives, such as costs of fiscal audit, board development, board and committee meetings, and board legal fees.
5. Is not derived from long term administrative planning. *

* Might necessitate a long range plan by Board.

Monitoring Mechanism: No. 3 - Monthly by internal report and be reported as part of Financial Condition on Consent Agenda.

Monitoring Mechanism: Fiscal year by internal report - April.

Monitoring Mechanism: Calendar year budget by internal report - October.

No. 3 Amended 8/17/04

No. 1 Amended 2/25/06

With respect to the actual, ongoing condition of the organization's financial health, the Executive Director may not cause or allow the development of fiscal jeopardy or a material deviation of actual expenditures from board priorities established in Ends policies.

Accordingly, the Director may not:

1. Expend more funds than have been received in the fiscal year to date.
2. Use any Long Term Reserves.
3. Allow cash to drop below the amount needed to settle payroll and purchase orders in a timely manner.
4. Allow tax payments or other government-ordered payments or filings to be overdue or inaccurately filed.
5. Allow actual allocations to deviate materially from board priorities in Ends policies.

Monitoring Mechanism: Budgeting internal reports due quarterly
- January, April, July, October

POLICY TYPE: EXECUTIVE LIMITATIONS

Policy No: I-E

POLICY TITLE: *EMERGENCY EXECUTIVE SUCCESSION*

In order to protect the board from sudden loss of Executive Director services, the Executive Director may not have fewer than two other staff persons familiar with board and Executive Director issues and processes.

Monitoring Mechanism: Internal report once a year - August.

The Executive Director may not allow assets to be unprotected, inadequately maintained nor unnecessarily risked.

Accordingly, the Director may not:

1. Fail to insure against theft and casualty losses to at least 80 percent replacement value and against liability losses to board members, staff or the organization itself in an amount greater than the average for comparable organizations.
2. Allow unbonded personnel access to material amounts of funds.
3. Subject plant and equipment to improper wear and tear or insufficient maintenance.
4. Unnecessarily expose the organization, its board or staff to claims of liability.
5. Make any purchase or commit the organization to any expenditure of greater than \$40,000. The only exception is the Purchase of Service contract which has no limitation.
6. Make any purchase: (a) wherein normally prudent protection has not been given against conflict of interest; (b) of over \$1,000 without having obtained comparative prices and quality; (c) of over \$10,000 without a stringent method of assuring the balance of long term cost and quality.
7. Receive, process or disburse funds under controls which are insufficient to meet the State auditor's standards.
8. Invest or hold operating capital in insecure instruments, including uninsured checking accounts and bonds of less than AA rating, or in non-interest bearing accounts except where necessary to facilitate ease in operational transactions.
9. Acquire, encumber or dispose of real property.

Monitoring Mechanism: Internal report annually - March.

No. 5 Amended 8/17/93

POLICY TITLE: *COMPENSATION AND BENEFITS*

With respect to employment, compensation and benefits to employees, consultant, contract workers and volunteers, the Executive Director may not cause or allow jeopardy to fiscal integrity or public image.

Accordingly, the Director may not:

1. Change his or her own compensation and benefits.
2. Promise or imply guaranteed employment.
3. Establish current compensation and benefits which:
 - A. Deviate materially from the geographic or professional market for the skills employed.
 - B. Create obligations over a longer term than revenues can be safely projected, in no event longer than one year and in all events subject to losses of revenue.
4. Establish or change pension benefits.
 - A. Cause unfunded liabilities to occur or in any way commit the organization to benefits which incur unpredictable future costs.
 - B. Provide less than some basic level of benefits to all full time employees, though differential benefits to encourage longevity in key employees are not prohibited.
 - C. Allow any employee to lose benefits already accrued from any foregoing plan.
 - D. Treat the Executive Director differently from other comparable key employees.
 - E. Are instituted without prior monitoring of these provisions.

Monitoring Mechanism: Internal report annually - November.

POLICY TITLE: *COMMUNICATION AND COUNSEL TO THE BOARD*

With respect to providing information and counsel to the board, the Executive Director may not permit the board to be uninformed. Accordingly, the Director may not:

1. Let the board be unaware of relevant trends, anticipated adverse media coverage, material external and internal changes, particularly changes in the assumptions upon which any board policy has previously been established.
2. Fail to submit the required monitoring data (see policy on Monitoring Executive Performance) in a timely, accurate and understandable fashion, directly addressing provisions of the board policies being monitored.
3. Fail to marshal for the board as many staff and external points of view, issues and options as needed for fully informed board choices.
4. Present information in unnecessarily complex or lengthy form.
5. Fail to provide a mechanism for official board, officer or committee communications.
6. Fail to deal with the Board as a whole except when (a) fulfilling individual requests for information or (b) responding to officers or committees duly charged by the board.
7. Fail to report in a timely manner an actual or anticipated noncompliance with any policy of the Board.

Monitoring Mechanism: Internal report annually - December.

Section II

Governance Process

Section II: Governance Process

Policy Title:

- A. Governance Style
- B. Governing Board Membership and Duties
- C. Election and Succession of Officers
- D. Chairperson's Role
- E. Board Committees
- F. Annual Board Planning Cycle
- G. Board Members Code of Conduct
- H. Board Member Orientation Process
- I. Severability of Policies

POLICY TITLE: *Governing Style*

The Board will approach its task with a style which emphasizes outward vision rather than an internal preoccupation, encouragement of diversity in viewpoints, strategic leadership more than administrative detail, clear distinction of board and staff roles, collective rather than individual decisions, future rather than past or present, and pro-activity rather than reactivity.

The Mental Health and Recovery Board (MHRB) governs on behalf of the residents of Erie and Ottawa Counties, deciding on the principles and perspectives that will characterize the organization. The MHRB of Erie and Ottawa Counties' Board governance occurs through the establishment of and adherence to written explicit policies which, at the broadest level, address:

- I. Executive Limitations: Constraints on executive authority which establish the prudence and ethics boundaries within which all executive activity and decisions must take place.
- II. Governance Process: Specification of how the MHRB Governing Board conceives, directs, monitors and revises its own tasks.
- III. MHRB Governing Board-Executive Director Relationship: How authority is delegated and its proper use monitored.
- IV. ENDS: Organizational products, impacts, benefits and outcomes which best serve the needs of the residents of Erie and Ottawa Counties.

In performing its duties, the governing board adheres to the policy governance principles of John Carver as follows:

Principle 1—Trusteeship: sitting in trust for others is the role of the board. The board is accountable to those others who could be corporate owners, the community as owners, or members of an association pursuant to Ohio laws, administrative rules and regulations.

Principle 2—Authority resides in the group, not in individuals. The board will use the expertise of individual members to enhance the ability of the board as a body, rather than to substitute their individual values for the group's values.

Principle 3—A board decision is speaking with one voice.

Principle 4—Speak positively about the ENDS/values. Stay out of the Means except to restrict or set boundaries for what is unacceptable in activities or circumstances. The board will focus chiefly on long term impacts on the world outside the organization (ENDS/values), not on the administrative or programmatic means of attaining those effects.

Principle 5—Decide the most general issues in each area before deciding the more specific issues in any area. In creating the corral, the board is more and more specific when it wants to constrain the choices of the E.D. and Chairperson. The board will direct, control and inspire the organization through the careful establishment of the broadest organizational values and perspectives through written policies.

Principle 6—Stop at the level where you can accept any reasonable interpretation of the policy just created.

Principle 7—Where the board stops speaking on ENDS (values) and MEANS, the E.D. is empowered to make all further decisions. Where the board stops speaking on BOARD PROCESS and RELATIONSHIP, the Chairperson is empowered to make all further decisions.

Principle 8—Monitor only against criteria previously set.

Principle 9—The board's major work is with ENDS (values) determination and linking with its ownership.

Principle 10—The board's job description is its perpetual agenda. From this, an annual agenda is developed which, in turn, becomes the stimulus for individual meeting agendas.

Principle 11—The board develops a plan for accomplishing its own work.

The Board shall enforce upon itself such discipline as is needed to govern with excellence. Discipline will apply to matters such as attendance, policy-making principles, respect of roles, speaking with one voice, and ensuring the continual improvement of board processes and capabilities.

Continual development will include orientation of new members in the board's governance process and monitoring and discussion of the board's process and performance. Performance monitoring will occur via a comparison of board activity with discipline to policies in the domains of Governance Process and MHRB Governing Board-Executive Director Relationship.

Monitoring Mechanism: Monthly via Board Meeting Evaluation Form. Evaluations will be completed by each member each month, and reviewed as a board of the whole at each subsequent meeting.

This will ensure that feedback and knowledge gained is continuously addressed as part of the board's ongoing continuous quality improvement efforts.

Amended and Adopted by Motion 6/20/2007; Revised 5/20/2014

POLICY TITLE: *Governing Board Membership and Duties*

Each alcohol, drug addiction and mental health services district in the State shall have an appointed board that consists of 18 or 14 members as per O.R.C. 340.02. As per the Board's election to remain at 18, members:

1. Are residents of the service district and half shall be interested in mental health services and half in alcohol drug or gambling addiction services
2. Are appointed by the Director of Mental Health and Addiction Services (8), the Erie County Board of Commissioners (7) and the Ottawa County Board of Commissioners (3) and in accordance with the guidelines set forth for reserved seats for consumers, family members, and professionals
3. Are appointed for a term of four years and serve no more than the maximum allowable under the same appointing authority
4. Serve without compensation, except for reimbursement of actual and necessary expenses incurred in the performance of their official duties consistent with *the Procedure for Reimbursement of Expenses for Governing Board Members*
5. Reflect the composition of the population service district (s) as to race and sex as nearly as possible

MHRB responsibilities include:

1. Establish, to the extent resources are available, a continuum of care which provides for prevention, treatment, support, and rehabilitation services and opportunities.
2. Evaluate the need for facilities and community addiction and mental health services
3. Assess community addiction and mental health needs, evaluate strengths and challenges, and set priorities for service.
4. Establish mechanism for obtaining community input, including advice and involvement of persons receiving publicly funded addiction or mental health services.
5. Entering into contracts with public and private agencies for the operation of facility services and the provision of community addiction and mental health services
6. Strategic Planning
7. Approval and monitoring of funding allocations and budgets
8. Reviewing, evaluating and auditing the delivery, quality, effectiveness, and efficiency of programs and services
9. Assessing organization and system performance and taking appropriate action
10. Recruiting and promoting local financial support for services
11. Administering federal, state and local funds
12. Designating treatment services for those involuntarily committed to the board's care
13. Recruitment, employment, removal, and setting compensation of the Executive Director
14. Evaluates the performance of the Executive Director against established monitoring criteria
15. Delegation of authority to the Executive Director for the purposes of performing its administrative duties

The role of the trustees of the governing board is to make appropriate and proper contributions which lead the MHRB toward the achievement of its responsibilities and desired performance targets and ensure that its objectives are met. The board will operate in all ways mindful of its trustee obligation to its current and future members. Sitting in trust is unique from representing a specific viewpoint. Data on specific viewpoints can be obtained in much better ways than trying to use a few board members' opinions. As such, the board will allow no officer, individual or committee of the board to usurp this role under this commitment. Toward this end, individual board member responsibilities include:

1. Adherence to written explicit governing policies
2. Regular and consistent attendance at all regular and special meetings of the board
3. Attendance and participation in annual approved board training
4. Preparation for meetings and participation in discussions
5. Decision-making/Voting
6. Proper stewardship of local funds generated by the tax levy
7. Advocating for mental health and alcohol and drug addiction services
8. Representing the community to the Board
9. Adherence to the legal responsibilities of:
 - a. Duty of Care: the "care that an ordinary prudent person would exercise in a like position and under similar circumstances." This means that a board member owes the duty to exercise reasonable care when he or she makes a decision as a steward of the organization.
 - b. Duty of Loyalty: "undivided allegiance when making decisions that impact the organization." This means that a board member must act not for personal gain but in the best interest of the organization.
 - c. Duty of Obedience: "faithfulness to the organization's mission." This means that a board member is not permitted to act in any way that is inconsistent with the central goals of the organization.

Monitoring Mechanism: Monthly via Board Meeting Evaluation Form. Evaluations will be completed by each member each month, and reviewed as a board of the whole at each subsequent meeting.

This will ensure that feedback and knowledge gained is continuously addressed as part of the board's ongoing continuous quality improvement efforts.

Amended and Adopted by Motion 6-20-2007, Revised 5-20-2014

POLICY TITLE: ELECTION AND SUCCESSION OF OFFICERS

In order to ensure ownership of board activities by the board as a whole and to enable the fulfillment of the role of each trustee of the governing board to make appropriate and proper contributions which lead the MHRB toward the achievement of its responsibilities, there are only two elected officers. These offices shall consist of a Chairperson and a Vice Chairperson.

1. The regular term of office for both the Chairperson and Vice Chairperson is the state fiscal year, July 1st through June 30th of each year. The Vice Chairperson shall hold the office of Vice Chairperson for this term and succeed to the office of Chairperson for the same period the following year in order to ensure continuity of leadership of the board.

A. Temporary absence of officers:

1. The Vice Chairperson shall act in the role of Chairperson in the temporary absence of the Chairperson.

a. The Vice Chairperson is not prohibited from, nor required to, yielding the chair to the current elected Chairperson upon their arrival.

2. In the event that both the elected Chairperson and Vice Chairperson are temporarily absent, the most recent past Chairperson will assume the duty of Acting Chairperson. If no past Chairperson is present the most senior board member present shall assume the role.

a. The Acting Chairperson is required to immediately yield the chair to the Chairperson or Vice Chairperson upon their arrival.

B. Vacancies in the positions of officers:

1. In the event that the office of Chairperson becomes vacant prior to the end of the regular term, the current elected Vice Chairperson shall immediately succeed to the office of Chairperson.

a. The regular term of the elected Vice Chairperson is not diminished by this premature succession.

2. In the event that the office of Vice Chairperson becomes vacant, the Chairperson will call for nominations and election for the position at the next regular board meeting.

a. The newly elected Vice Chairperson shall fulfill this role for the remaining months of the original term.

3. In the event of the concurrent vacancies in both offices, the most recent past Chairperson will assume the duty of Acting Chairperson and immediately call for nominations and election for the positions at the next regular board meeting. If no past Chairperson is present the most senior board member present shall assume the role of Acting Chairperson.

a. The newly elected Chairperson and Vice Chairperson shall fulfill these roles for the remaining months of the original terms.

C. With the exception of the natural succession described above, a governing board member shall not serve consecutive terms in the office of Chairperson or Vice Chairperson.

D. A governing board member is not prohibited from serving as an officer for more than one term during the full period of appointment.

2. Nominations for the office of Vice Chairperson will be made at the March or April regular meeting of the board, as incorporated into the board's annual planning cycle. Election of the Vice Chairperson will occur at the June meeting each year.

A. Eligible nominees must have served on the board for a period of twelve consecutive months.

B. Nominations can only be made by existing board members.

C. In the event that no governing board member is nominated for the office of Vice Chairperson, the current board Chairperson will actively seek nominations from the full board.

1. If there remain no nominations, the Chairperson may form an ad-hoc committee consistent with written governance policies to seek nominations for the office of Vice Chairperson.

2. The ad-hoc committee shall report at the next regular meeting of the board.

Amended and Adopted by Motion 6/20/2007, Revised 5/20/2014

POLICY TITLE: CHAIRPERSON'S ROLE

The primary role of the MHRB Chairperson is to ensure the integrity of the board's process, governing style and principles. The Chairperson has the authority to make decisions that fall within and are consistent with any reasonable interpretation of board policies on Governance Process and MHRB Governing Board-Executive Director Relationship except where the board as a whole specifically retains this authority in its written policies. As the only board member authorized to speak on behalf of the board, the Chairperson may occasionally represent the board to outside parties by relating Board-stated positions or stating Chair decisions and policy interpretations within the areas delegated.

The Chairperson's role is to ensure that the board operates consistent with its own Governance Process and Board-Staff Relationship policies as well as those legitimately imposed upon it from outside the organization. Accordingly, the Chairperson may not:

1. Allow meeting discussions and content to stray from those issues within the scope of the board's authority to those delegated to the Executive Director.
2. Allow deliberation that is not fair, open, thorough, efficient, time-limited and focused.
3. Allow lack of discipline in regard to parliamentary authority and applicable laws.
4. Supervise or direct the Executive Director.
5. Make decisions about or provide interpretations of board policies on Executive Limitations and ENDS.

Monitoring Mechanism: Monthly via Board Meeting Evaluation Form. Evaluations will be completed by each member each month, and reviewed as a board of the whole at each subsequent meeting.

This will ensure that feedback and knowledge gained is continuously addressed as part of the board's ongoing continuous quality improvement efforts.

Amended and Adopted by Motion 6/20/2007, Revised 5/20/2014

POLICY TITLE: BOARD COMMITTEES

The board may, on occasion and at its discretion, create ad hoc committees to help carry out its responsibilities. Committees will be used sparingly, and only when other methods have been deemed inadequate. Committees will be used so as to minimally interfere with the wholeness of the board's job, and so as to never interfere with delegation from the board to the Executive Director. In keeping with this philosophy, the board as a whole may form a committee as well, for a specific task as appropriate.

1. Accordingly, Board committees may not:

- A. Speak or act for the board except when formally given such authority for specific and time-limited purposes. Expectations and authority will be carefully stated in order not to conflict with authority delegated to the Executive Director.
- B. Provide the Board with a recommendation; instead, board committees help the board do its job by preparing policy alternatives and implications for deliberation by the board as a whole. The work of a committee toward this end does not minimize the board's responsibility or change the board's role in engaging in its customary processes regarding Incidental and Monitoring information or information used for Decision-making.
- C. Exercise authority over staff or help the staff do its job. Consistent with the board's broader focus, board committees will normally not have direct dealings with staff operations and administrative duties delegated to the Executive Director. Because the Executive Director works for the full board, the Director will not be required to obtain approval of a board committee before executive action.
- D. Monitor organizational performance on the same subject for which it has helped the board create policy.

2. Annually, the board as a whole shall serve as an audit committee to acknowledge and review the findings of the annual state audit.

- A. If the board determines additional review is needed, it shall engage a trained financial professional for oversight of any portions of a board's financial operations that may not have been addressed by the State Auditor's report.
- B. The board shall approve a plan of correction to respond to any issues or concerns which may be raised in the annual audit or its equivalent.
- C. The board shall monitor completion of improvements recommended in the audit report.

Monitoring Method: The 'Committee Principles Checklist' will be completed by each board member at the meeting during which the committee's work has ended in order to retroactively ensure that committee principles were adhered to and the scope of the work of the committee was appropriate.

Results will be reviewed and discussed by the board of the whole at each subsequent meeting.

This will ensure that feedback and knowledge gained is continuously addressed as part of the board's ongoing continuous quality improvement efforts.

Amended and Adopted by Motion 6/20/2007, Revised 5/20/2014

POLICY TITLE: ANNUAL BOARD PLANNING CYCLE

A plan and process for continuous quality improvement are essential for effective governance and accomplishment of board work. The board will develop a plan for completing its own work—accomplished through its annual planning cycle and regular monthly meeting agendas— in order to guarantee the achievement of its responsibilities and desired performance targets and ensure that its objectives are met.

In development of the annual planning cycle, the board may not:

1. Accomplish work through inspection after-the-fact and a review of the past, but through work that is proactive, explicit about its values, and long-range in the majority of its concerns.
2. Fail to operate from a mind set of strategic leadership, innovation and continual learning for both board and operations. Even though the board's work plan is for a year period, the board should operate from a future-focused (i.e. multi-year) orientation and from the perspective of the "big picture."
3. Allow for agenda items that do not include opportunities for knowledge and deliberation of information for *Incidental* (general information, "nice to know", "horizontal"), *Monitoring* and *Decision-Making* purposes. The board will spend its time on using information, not on collecting it or depending upon opinions.
4. Allow for major decision making (in those policy areas the board has retained for itself and not delegated to the Executive Director) to occur in the absence of a deliberative process that considers pros/cons, costs/benefits, alternatives, and/or short and long-term impacts.
5. Allow for agenda items that do not include opportunities for the board to listen to, receive feedback from, and explore options with its owners. This may be through direct or indirect means.
6. Allow for agenda items that do not include efforts toward continual improvement of board performance through attention to board education and enriched input and deliberation.
7. Allow for agenda items that do not include a monthly slot for board member concerns (such as consumer or quality issues, questions, policies/procedures). Follow-up will be reported as appropriate each subsequent month.
8. Allow work that is inconsistent with the board's governance style and written policies, including ongoing review and enhancement of ENDS (values) policies as appropriate.

9. The annual planning cycle operates on the calendar year, beginning January first of each year.

Amended and Adopted by Motion 6/20/2007, Revised 5/20/2014

POLICY TITLE: BOARD MEMBERS CODE OF CONDUCT

The board expects of itself and its members ethical and professional conduct. This commitment includes proper use of authority and appropriate decorum in groups and as individuals when acting as board members.

1. Board members must represent un-conflicted loyalty to the interests of the ownership. This accountability supersedes any conflicting loyalty such as that to:

A. advocacy or interest groups

B. membership on other boards or as staff of other organizations

C. personal interest of any board member as a consumer or relative of a consumer of the organization's services.

2. Board members must avoid any conflict of interest with respect to their fiduciary responsibility. There must be no self-dealing or any conduct of private business or personal services between any board member and the organization except as procedurally controlled to ensure fairness, competitive opportunity and equal access to information.

3. Board members must not use their positions to obtain employment in the organization for themselves, family members or close associates. Should a board member be considered for employment, s/he must temporarily withdraw from board deliberation, voting and access to applicable board information.

4. Board members may not attempt to exercise individual authority over the organization or staff except as explicitly set forth in published governance policies. In the absence of explicit policies:

A. Board members' interaction with the Executive Director or with staff must recognize the lack of authority in any individual board member or group of board members

B. Board members' interaction with the public, media or other entities must recognize the same limitation and the similar inability of any board member or group of board members to speak for the board, with the exception of the Board Chairperson, who may represent the board to outside parties within the parameters set forth in Policy II-D

C. Board members will make no judgments of performance of the Executive Director or staff with the exception of performance monitoring and evaluation of the Executive Director within the parameters set forth in *Policy III-C*.

5. Board members' action or inaction taken within the scope of their official duties shall be in good faith and in a manner that is in or is not opposed to the best interests of the board and not believed to be unlawful.

6. Board members shall not serve as a member of the board or be an employee of any provider with which the board contracts for the provision of services or facilities.

7. No person shall serve as a board member whose spouse, child, parent, brother, sister, stepparent, stepchild, stepbrother, stepsister, father-in-law, mother-in-law, son-in-law, daughter-in-law, brother-in-law or sister-in-law serves as a County Commissioner in any of the counties in the board's district or is a member of the Board of any provider with which the board contracts for the provision of services or facilities.

8. Board members will behave in all ways consistent with that affirmed to in the Oath of Office, including support of the Ohio and United States Constitutions and the faithful discharge of the duties of their office.

9. Board members will behave with in all ways consistent Ohio's Ethics Laws as set forth in Chapter 102 and section 2921.42 of the Ohio Revised Code.

10. Board members will behave in all ways consistent with applicable laws and with published governance policies, including the legal responsibilities of Duty of Care, Duty of Loyalty, and Duty of Obedience as included in *Policy II-B, Governing Board Membership and Duties*.

Pursuant to Section 340.02 (G) of the Ohio Revised Code, a board member 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 from serving as a board member by conditions under #6 and #7 in this policy. Upon the absence of a member within one year from either four board meetings or from two board meetings without prior notice, the appointing authority may vacate the appointment.

Monitoring Mechanism: Conflict of Interest Assurance Statement completed by each member upon appointment, and annually in July of each year; provision of information and education on and/or access to ethics training to Board members each year

Amended and Adopted by Motion 6/19/2007, Revised 5/20/2014

POLICY TITLE: *Board Member Orientation Process*

For persons appointed to the MHRB to make effective contributions which lead the organization toward the achievement of its responsibilities and desired goals, it is important they are knowledgeable and familiar with their role as trustee through a formal training and orientation process.

Accordingly, in regard to newly appointed Board members, the Board may not:

1. Fail to provide a copy of and/or access to information contained in the *Board Member Reference Manual* consistent with the **Procedure for Board Member Orientation**.
2. Fail to provide a copy of the Board Governance Policies.
3. Fail to provide a general overview of the purpose, role and function of the MHRB, relevant laws and the adopted governance style.
4. Fail to provide an experienced Board member to serve as a 'mentor' or 'buddy' consistent with the **Procedure for Board Member Orientation**.
5. Allow participation or service in his and/or her official capacity at the first attended meeting of the board before taking the oath of office.

*Adopted 7/18/98
Amended and Adopted by Motion 6/19/2007
Revised 5/20/2014*

POLICY TYPE: GOVERNANCE PROCESS

Policy No: II-I

POLICY TITLE: *Severability of policies*

It is the Board's purpose and intention with these policies to conform to all applicable state, federal, and local laws, regulations, and requirements. In the event that any policy or policies adopted by this Board are found to be contrary to same, the Executive Director shall as soon as practical submit to the Board for their deliberation, possible amendment, and adoption new policies which are consistent with all applicable state, federal, and local laws, regulations, and requirements.

If any provision of these policies is or becomes illegal, invalid, obsolete, moot, or otherwise inapplicable, that shall not affect: the validity or applicability of any other provision of these policies.

Amended and Adopted by Motion 6/19/2007, Revised 5/20/2014

Section III

Board-Executive Director
Relationship

Section III: Governance Process

Policy Title:

A. Accountability of The Executive Director

B. Delegation to the Executive Director

C. Monitoring Executive Performance

D. Executive Director Compensation and Benefits

E. Vacancy, Recruitment, Employment, and Removal of the Executive Director

POLICY TITLE: *Accountability of The Executive Director*

The Executive Director is the Board's only link to the operational organization, its achievement and conduct.

1. The Executive Director is accountable to the full board. All board authority delegated to staff is delegated through the Executive Director, so that all authority and accountability of staff—as far as the board is concerned—is considered to be the authority and accountability of the Executive Director. Accordingly, the Board may not:

- A. Give instructions to persons who report directly or indirectly to the Executive Director.
- B. Evaluate, either formally or informally, any staff other than the Executive Director.

- 1. The Board shall view the Executive Director's performance as identical to organizational performance. Organizational accomplishments of Board-stated Ends and compliance with Executive Limitations policies will be viewed as successful performance.

- 2. Evaluation of executive performance shall be conducted consistent with the Board's written policies.

2. Only decisions of the full board are binding on the Executive Director.

- A. Decisions or instructions of individual board members, officers, or committees are not binding on the Executive Director, except when the board has specifically authorized such exercise of authority.

- B. In the event that information or assistance is requested by individual board members, officers, or committees without board authorization, The Executive Director can refuse such requests that require, in the Executive Director's judgment, a material amount of staff time or funds or is disruptive.

Policy Amended and Adopted 3/17/15

POLICY TITLE: *Delegation to the Executive Director*

The Board will instruct the Executive Director through written policies that direct the organizational Ends to be achieved and describe the Executive Limitations that must be followed. The board will establish the broadest policies, delegating implementation and more detailed policy development to the Executive Director.

1. The Board will develop policies defining values or priorities that serve as the Board's definition of organizational purpose and that instruct the Executive Director to achieve certain results, for specified recipients, at a specified cost. These will be called *Ends Policies*.

2. The Board will develop policies that constrain the Executive Director to act within acceptable boundaries of prudence and ethics and that limit the latitude the Executive Director may exercise in choosing the organizational means. These will be called *Executive Limitations* policies.

3. With respect to ends and executive means, the Executive Director is authorized to establish, interpret and administer all policies and procedures, within applicable laws and requirements; to direct every phase of the Board's operations; and to make all decisions, take all actions and develop all activities as long as they are consistent with any *reasonable interpretation* of the board's policies. Such decisions of the Executive Director shall have full force and authority as if decided by the Board.

A. Pursuant to Ohio Revised Code (O.R.C.) Section 340.032, the Board delegates to the Executive Director the authority to act in its behalf in the performance of its administrative duties using a reasonable interpretation of its policies.

B. The Executive Director shall exercise the powers and duties imposed pursuant to Ohio Revised Code (O.R.C.), Section 340.04.

1) The Executive Director is responsible to set individual staff salaries/compensation within the constraints of the salary matrix and the total budgeted salary line item approved by the Board.

C. The Board will retain the following management rights:

1) Approval of the hiring and removal of unclassified civil service employees and consultants.

2) Approval of the overall budgeted line item for staff salaries each year

3) Review and update of the Board's salary schedule (original adoption of updated Evans Salary Matrix in May, 2009; current matrix revised and adopted May, 2014) every five years, or more frequently if requested by the Executive Director and approved by the Board.

4. The board may change its Ends and Executive Limitations policies, thereby shifting the boundary between board and Executive Director domains. By so doing, the board changes the latitude of choice given to the Executive Director. But so long as any particular delegation is in place, the board and its members will respect and support the Executive Director's choices. This does not prevent the board from obtaining information in the delegated areas, except individual client-identified data.

Policy Amended and Adopted 3/17/15

POLICY TITLE: *Monitoring Executive Performance*

Monitoring executive performance is synonymous with monitoring organizational accomplishments of Board-stated Ends and compliance with Executive Limitations policies. Any evaluation of Executive Director performance, formal or informal, may be derived only from these monitoring data.

1. The purpose of monitoring is simply to determine the degree to which board policies are being fulfilled. Information which does not do this will not be considered to be monitoring. Monitoring will be as automatic as possible, using a minimum of board time so that meetings can be used to create the future rather than to review the past.

2. A given policy may be monitored in one or more of three ways:

Internal report: Disclosure of compliance information to the board from the Executive Director, along with his/her justification for the reasonableness of interpretation. Internal monitoring reports shall include the Executive Director's interpretation or operational definition of the board policy being monitored, the rationale or justification of why the interpretation is reasonable, and data, information or other evidence of compliance.

External report: Discovery of compliance information by a disinterested, external third party who is selected by and reports directly to the board. Such reports must assess executive performance, augmented with the Executive Director's justification for the reasonableness of his/her interpretation, only against policies of the board and not those of the external party unless the board has previously indicated that party's opinion to be the standard.

Direct board inspection: Discovery of compliance information by the board or a designated member or members of the board. The inspection of documents, activities or circumstances, as directed by the board, is to assess compliance with policy, with access to the Executive Director's justification for the reasonableness of his/her interpretation.

3. In every case, the standard for compliance shall be *any reasonable Executive Director interpretation* of the board policy being monitored. The board may also assess whether the cumulative summary of the data and information provided in the report demonstrates the accomplishment of the interpretation. The board is the final arbiter of reasonableness, but will always judge with a "reasonable person" test rather than with interpretations favored by board members or by the board as a whole.

4. Upon the choice of the board, any policy can be monitored by any method at any time. For regular monitoring, however, each *Ends* and *Executive Limitations* policy will be classified by the board according to frequency and method and will depend on a routine schedule, included as Appendix A to this policy and to be updated and amended as needed.

5. The Board will conduct a formal performance review of the Executive Director on an annual basis. The Board will determine the method and process to be utilized and results of the performance review will be presented to the full board, via an executive session if need be, at its next monthly meeting. The Executive Director and the Board may develop and mutually agree on individual annual goals. The results of the performance review shall be documented for inclusion in the Executive Director's personnel file.

6. Performance evaluation results will be taken into consideration in the determination of annual and/or future compensation.

Monitoring Mechanism:

Executive Director Performance Review will occur in May of each year.

Policy Amended and Adopted 3/17/15

POLICY TITLE: *Executive Director Compensation and Benefits*

As a reflection of the value placed on the Executive Director, as its sole link to the operational organization, the Board is committed to providing a competitive package of compensation and benefits.

Accordingly,

1. The Board shall determine the compensation and benefits of the Executive Director.
2. Each year the Board will fix the specific salary/compensation of the Executive Director, maintained in a separate line item from regular staff salaries.
 - A. In determining salary/compensation, the Board may consider similar positions in Erie and Ottawa Counties, the Toledo-Cleveland market, similarly-sized ADAMHS boards in the State of Ohio and any other reasonable factor.
 - B. Performance evaluation results will be taken into consideration in the determination of annual compensation.
 1. The Executive Director and the Board may develop and mutually agree on individual annual goals.
3. In addition to such compensation, the director shall be reimbursed for actual and necessary expenses incurred in the performance of the director's official duties.

*Monitoring Mechanism revised 8/19/97
Policy Amended and Adopted 3/17/15*

POLICY TITLE: *Vacancy, Recruitment, Employment, and Removal of the Executive Director*

The MHRB Governing Board, acting as a body, is responsible for the recruitment, selection, employment and removal of the Executive Director.

In the event of a vacancy in the position of Executive Director, the Board shall, as a standard of course, act in accordance with the following:

1. Emergency Succession

A. Per Governance Policy I-E, both the Deputy Director of Finance & Operations (DDFO) and the Deputy Director of Planning & Policy (DDPP) are familiar with the issues and processes of the board and Executive Director

B. Whichever of the staff who hold the positions of DDFO and DDPP has the greatest amount of seniority with the Board shall assume the duties of the position until the next regular Board meeting, or an emergency Board meeting to be called at the discretion of chair, is convened.

C. At that meeting, the members of the MHRB Governing Board shall appoint by roll-call vote a Temporary Executive Director from among the two Deputy Directors.

1. The basis for selection shall include a consideration of the individual's ability to fulfill the role of the Executive Director consistent with the Board's governance process and policies; the powers and duties of the Executive Director pursuant to O.R.C. 340.04; and delegation of administrative duties as specified in O.R.C. 340.03.

2. Temporary Absence

A. Absence of the Executive Director is considered as temporary under the following conditions:

1. In the event of communication from the executive director to staff or Board that he or she is unable to discharge the duties of his or her office in the immediate future due to illness, medical requirements, physical limitations, or other cause
2. In the event that the two staff members with the highest amount of seniority on the staff approach the Board Chairperson and state that in their joint opinion the Executive Director is currently unable to attend to the duties of his office
 - a) The Board will make a determination based on the totality of information provided as to whether a temporary absence is declared

B. At the first regular Board meeting occurring upon receipt of the communication, or at an emergency Board meeting convened at the discretion of Chairperson, the members of the

MHRB Governing Board shall appoint by roll-call vote a Temporary Executive Director from among the two Deputy Directors.

1. The basis for selection shall include a consideration of the individual's ability to fulfill the role of the Executive Director consistent with the Board's governance process and policies; the powers and duties of the Executive Director pursuant to O.R.C. 340.04; and delegation of administrative duties as specified in O.R.C. 340.03.

C. Pursuant to 2(A) (2) above, should the titular Executive Director inform the Chair that he or she is now capable of performing the duties of his or her office, the issue of reinstatement of the Executive Director shall be placed on the agenda of the next regular Board meeting, or an emergency Board meeting convened at the discretion of the Chair.

D. Pursuant to reinstatement after a temporary absence as a result of 2 (A) (2):

1. The Board may request from qualified medical professionals an opinion of whether or not the mental and/or physical health of the titular Executive Director is sufficient to allow a full resumption of duties.

2. After all facts determined by the Board to be relevant have been deliberated, the members of the MHRB Governing Board shall make a determination by roll-call vote on the issue of whether or not to reinstate the titular Executive Director.

- a) If such a negative decision is temporary, the issue may be reviewed at subsequent regular Board meetings.
- b) If the Board determines as part of its decision that this negative assessment is permanent, then formal termination proceedings should be commenced as per #4 of this policy.

3. Vacancy

A. Upon a vacancy in the position of the Executive Director due to resignation, retirement, disability, death or other factor, the members of the MHRB Governing Board shall appoint by roll-call vote an Interim Executive Director from among the two Deputy Directors.

1. The basis for selection shall include a consideration of the individual's ability to fulfill the role of the Executive Director consistent with the Board's governance process and policies; the powers and duties of the Executive Director pursuant to O.R.C. 340.04; and delegation of administrative duties as specified in O.R.C. 340.03.

B. Pursuant to O.R.C. 340.032, the Executive Director shall be a qualified mental health or addiction services professional with experience in administration or a professional administrator with experience in mental health or addiction services. Consideration of qualified candidates will also include an assessment of the individual's ability to fulfill the role consistent with the Board's governance process and policies; the powers and duties of

the Executive Director pursuant to O.R.C. 340.04; and delegation of administrative duties as specified in O.R.C. 340.03.

C. The Board shall make a determination as to how to proceed with a search process.

1. If the process involves an external search, this shall in no way impact the eligibility of and/or preclude consideration of an internal candidate for the position.

2. Consistent with the Board's governance style, process and policies, if the search involves an ad hoc committee or a third-party consultant, the Board as a whole will be engaged at a minimum as follows:

- a) Any member of the Board can attend any ad hoc committee meeting and/or any meeting with the third-party consultant
- b) Review of regular reports on the search process and recruitment efforts at Board meetings
- c) Review, consideration, and deliberation of no less than the top three qualified candidates for the position
- d) Final selection of the candidate

3. The Board Chairperson, in consultation with the Board Solicitor, shall negotiate an offer and fix the initial compensation and benefits as per Governance Policy III-D.

4. Removal

A. Pursuant to O.R.C. 340.032, the MHRB Governing Board, by a majority vote of the full membership, may remove the Executive Director for cause, upon written charges, after an opportunity has been afforded the Executive Director for a hearing before the Board on request.

1. The Board will consult with the Board Solicitor prior to the removal of the Executive Director.

Policy Amended and Adopted 3/17/15

Section IV

Ends

POLICY TITLE: PRINCIPLES, VALUES and ORGANIZATIONAL PURPOSE

ENDS are issues of organizational purpose; the organizational products, impacts, benefits and outcomes which best serve the needs of the residents of Erie and Ottawa Counties. ENDS define what results or benefits, for which recipients, at what worth or cost. ENDS are about the organization's impact on the world that justifies its existence.

Erie-Ottawa will have a community behavioral health care system that is responsive, flexible and outcome-oriented and is based on the changing needs of the communities and the persons experiencing mental health, alcohol and/or drug addiction problems.

A. As such, and consistent with the Board's mission (as an oversight agency and a guardian of State, Federal and local laws and values) to reduce the incidence and severity of alcohol, drug addiction mental health problems experienced by persons of all ages, the following principles and beliefs served as the framework within which the values and priorities were determined:

1. Acknowledgement of state and federal funding earmarks, mandates and entitlements
2. Consistency with identified state and federal and outcome measures
3. Consistency with Board **goals to:**
 - a. Meet needs assessment and planning responsibilities as defined in Ohio Revised Code Chapter 340.03, including specific reference to "the needs of residents of the district now residing in state mental institutions and severely mentally disabled adults, children and adolescents."
 - b. Contract for an array of community-based behavioral health services and programs consistent with identified needs of communities and funding capacity
 - c. Conduct fiscal stewardship activities efficiently and effectively
 - d. Provide for quality services in the framework of performance improvement and implementation of 'best practices' and evidence-based approaches
4. Conformance with guidelines for the Community Plan issued by the Ohio Department of Mental Health and Addiction Services
5. Compliance with all applicable laws, rules and policies

6. Recognition that funding flexibility of local values or priorities is based on available discretionary funds, and within the context of mental health and alcohol and drug addiction state and federal allocations

B. Within this framework, the following set of values or priorities serve as the Board's definition of organizational purpose:

1. The Board supports the Recovery process for persons suffering from serious mental disorders and/or addiction and will foster a Recovery Oriented System of Care that provides services and supports to individuals, families, and communities; thus,
Persons with Serious Mental Illness (SMI), Serious and Persistent Mental Illness (SPMI), and persons with Substance Use Disorders will move toward Recovery.
2. The Board will place emphasis on the provision of prevention and early intervention services; thus,
The general public will understand the importance of prevention and early intervention relative to behavioral health.
3. The Board will seek a balance between the availability of a basic continuum of care and Evidence-Based Programs, ensuring effective service delivery at all levels; thus,
Clients of the public behavioral health system will benefit from effective programming across all levels of the continuum of care.
4. The Board will place emphasis on service delivery within the family context and will target service delivery and program development to youth and families over other practices; thus,
Youth and their families will benefit from targeted, family-focused interventions and treatment.
5. Clients of the public behavioral health system will receive individualized treatment based on their mental illness and/or substance use disorder.
6. The Board recognizes the importance of consumer choice among clinicians, service providers and treatment options and will incorporate choice in the system of care; thus,
Consumers will have choice among clinicians, service providers and treatment options.
7. The Board supports the provision of targeted mental health and alcohol and drug treatment and support services in conjunction with the Conestoga Program Community Development Collaboration; thus,
Residents of a Conestoga Program neighborhood will receive targeted mental health and alcohol/drug treatment and support.
8. The Board will place a priority on establishing stable funding for current and new or emerging Local, State and Federal funding sources; thus,
Residents of Erie and Ottawa Counties will benefit from a stable and diversified economic base supporting local mental health and alcohol/drug services.

Monitoring Mechanism: Consistent with the Board's governing style and annual planning cycle, information for incidental and monitoring purposes relative to ENDS is consistently obtained and deliberated.

Review, deliberation and affirmation or amendment of the ENDS policy will occur no less than once every fiscal biennium.

Policy Amended and Adopted 8/19/07

Amended 3/18/08

Policy Amended and Adopted 10/19/10

Policy Amended and Adopted 10/21/14