

# MHR SB GOVERNANCE COMMITTEE MEETING

February 9, 2016

4:00 p.m.

## Agenda

Item	Information Enclosed	Action Required	Allocation Required	Page
1. Call to Order				
2. Recognition of Visitors				
3. Meeting Minutes: January 12, 2016	✓	✓		1-3
4. FY 2015 Annual Report	✓	✓		4
5. Unsolicited Funding Proposals	✓			4
6. MHR SB Policy Update: Governance	✓	✓		5-14
7. Executive Session: Legal and Personnel Related Matters	✓	✓		15
8. Open Session				
9. Adjournment				

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**GOVERNANCE COMMITTEE MEETING MINUTES****January 12, 2016**

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**Governance Committee Members Present:**

Audrey Weis-Maag	Pastor Perryman	Neema Bell
Linda Alvarado-Arce	Andre Tiggs	Linda Howe
Tony Pfeiffer	Dr. Tim Valko	

**Governance Committee Members Not Present:**

Lynn Olman

**Other Trustee Members Attending:**

Andrea Mendoza Loch      Pastor Earley

**Staff:** Scott Sylak, Tom Bartlett, Donna Robinson, Karen Olmhausen.**Visitors:** Richard Arnold; Deb Angel, Recovery Council; Tom Tiggs, Intern; Tryna Smoot, SORC, LLC; Adam Nutt, Zepf Center.**Guests:** John Borell, Lucas County Prosecutor; Cheryl Wolff, Esq., Spengler, Nathanson; BJ Fischer, Thread Marketing.

Ms. Bell opened the meeting at 4:00 p.m., with introduction of visitors.

**Executive Session – Legal**

Ms. Bell reviewed the motion presented to the Governance Committee for their consideration:

*Move that the Governance Committee adjourn into Executive Session for the purpose of discussing a legal matter.*

Dr. Valko made a motion and it was seconded by Pastor Perryman to approve the motion for the Committee to enter into an Executive Session for the purpose of discussing a legal matter. Voting on the motion was: Mr. Pfeiffer-yes; Ms. Weis-Maag-yes; Dr. Valko-yes; Ms. Howe-yes; Mr. Tiggs-yes; Pastor Perryman-yes.

*It was moved by Ms. Weis-Maag and was seconded by Pastor Perryman that the Executive Session for the purpose of discussion of the legal matter be adjourned at 5:11 p.m.*

Ms. Bell requested an introduction of visitors.

**Meeting Minutes – Combined P&F/Governance Committee Meeting – November 10, 2015**

*There was consensus to approve the meeting minutes as presented.*

**February 16, 2016 Board/Stakeholder Meeting Questions**

Mr. Goyer reviewed the four questions for the Committee's feedback that the Board staff developed in preparation to send them to Stakeholders with an invitation to present at the February 16, 2016 MHRS Board and Stakeholder meeting. The questions were phrased so that agencies would reflect on what is needed from the consumer standpoint.

*There was consensus to approve the Stakeholder questions as presented.*

**Evaluation of Executive Director**

Ms. Bell indicated that two years ago, a 360-degree performance evaluation of the Executive Director occurred which was the first evaluation of Mr. Sylak since his appointment in December 2010. Last year, a work sub-group was comprised by Pastor Perryman, Mr. Olman and Mr. Sanford to review Mr. Sylak's salary and contract, and a proposal was presented to the Governance Committee for their consideration and then a recommendation was made to the full Board. Since the process worked well last year, Ms. Bell recommended it again this year. The Committee discussed and agreed to move forward with Ms. Bell's recommendation to have Mr. Tiggs, Ms. Weis-Maag, Mr. Olman, and Ms. Howe (who will take the lead) for the evaluation sub-committee. Mr. Sylak will provide Ms. Howe with his 2014 and 2015 goals and accomplishments for both years, along with his proposed goals for 2016. The work sub-group will be asked to present a recommendation to the Committee for their consideration of Mr. Sylak's goals, salary, and an extension of his contract which will expire on December 31, 2016.

*There was consensus to follow the same process as last year with regard to the Executive Director evaluation.*

**Revised Policies:**

Mr. Sylak indicated that all of the MHRSB policies need to be reviewed on a 3-year cycle. For this cycle, there will be 20 Governance/Public Affairs policies under review. Mr. Sylak reviewed the 13 policies with recommended changes that were contained in the meeting packet on pages 10-28. The remaining seven policies will have substantive changes.

Ms. Bell recommended adding language that ties into diversity and inclusion for Board appointments. Mr. Sylak said this language will be included in the other Governance policies that are pending review as it applies to the Board Organization, and Committee Membership and Leadership Policies.

Ms. Bell referred to the Board Member Expectations and Responsibilities Policy, Item C. Conflict of Interest Statement, stating that most of the Boards she sits on require members to update it annually. Mr. Sylak said Ohio Revised Code doesn't require an annual update, but Board members are required under Ohio Ethics Law to notify the Board at any given time throughout the year if a conflict of interest arises. Mr. Sylak said that the conflict of interest statement will be updated at the annual Board training upon the Committee's request.

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**GOVERNANCE COMMITTEE MEETING MINUTES****January 12, 2016**

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Mr. Sylak said at today's meeting, Board staff isn't asking for the Committee's approval on the policies presented, as the remaining Governance policies will be brought forth at the February 9, 2016 Governance Committee meeting which might impact additional changes in the policies presented today. All 20 Governance/Public Affairs Policies will be presented again for consideration to the full Board at the March 15, 2016 MHRS Board meeting.

**Open Session**

- Mr. Arnold asked for clarification if the County Commissioners advertised for a MH consumer or MH professional State Board appointment, and then he asked why the County was advertising for a State Board appointment. Mr. Sylak indicated that the advertisement was for a State MH/AOD Consumer who is/was homeless and that there is also a County Board open appointment. He indicated that the MHRSB is coordinating its recruitment efforts with the County Commissioners.

**Adjournment**

The meeting was adjourned at 5:36 p.m.

### **FY 2015 Annual Report**

The MHRSB is required by Ohio Revised Code to approve and make available to the public an annual report of the services under the jurisdiction of the Board, including a fiscal accounting. The FY 2015 Annual Report is similar to the FY 2014 Annual Report as to information and format. Once approved by the MHRSB, the FY 2015 Annual Report will be printed professionally with copies dispersed to the Lucas County Commissioners', OMHAS, the MHRSB stakeholders, and requesting public. Additionally, an electronic copy will be available to the public via the MHRSB web site. The "final draft" of the Annual Report is being presented to the Governance Committee for their consideration.

The following motion is recommended to the Board of Trustees:

*The Mental Health & Recovery Services Board of Lucas County approves the FY 2015 Annual Report as presented, and authorizes its Executive Director to take the appropriate action to disperse the report in accordance with Ohio Revised Code Section 340.03 (10).*

### **Unsolicited Funding Proposals**

The Board staff is requesting some guidance from the Governance Committee regarding how to handle unsolicited funding proposals. The Board staff receives them on a regular basis which may or may not be consistent with the Board's priorities which come from a combination of the MHRSB Strategic Plan, Community Plan and input received via Board surveys, clients and families served by the Board's mental health and addiction system of care.

The standard practice is that the Board staff reviews these unsolicited proposals and these proposals are discussed at the regularly scheduled meetings of the Programs & Services and/or Planning & Finance Committees. This analysis requires significant staff time and these recommendations are made on an individual basis when received.

This current approach has some advantages; primarily, an unsolicited proposal may either address the current Board priorities, or propose a unique way of delivering services to our clients. However, often unsolicited proposals fail to address Board priorities, thus consuming limited staff resources. Furthermore, overall planning activities are more likely to be circumvented by this "piece meal" funding process.

Therefore, Board staff recommends that the MHRSB establish a policy which clearly defines that unsolicited proposals not be accepted or considered. Entities with innovative and creative ideas for services should first discuss the concepts with Board staff, and then if determined acceptable, Board staff may solicit a proposal and present it to the appropriate committee for consideration.

**MHR SB Policy Update – Governance**

At the Governance Committee meeting on January 12, 2016, members reviewed the following nine Governance and three Public Affairs policies with minimal suggested revisions:

**Governance**

- Promulgations of Policies and Procedures
- Planning, Review and Reporting
- Legislative Mandates
- Letters of Endorsement
- Interim Executive Director
- Hiring Executive Director
- Executive Director Responsibilities and Duties
- Board Member Expectations and Responsibilities
- Election and Duties of Officers of the Board

**Public Affairs**

- Public Relations and Information
- Communication with News Media and Public
- Consumer Recommendations and Advice

After the review of the remaining four Governance Policies (attached) at the February 9, 2016 Governance Committee meeting, all remaining Public Affairs policies scheduled for review, plus all previously reviewed policies will be presented at the March 8, 2016 Governance Committee meeting for final consideration.

**Governance – February**

- Board Organization
- Board Committee and Sub-Committees
- Board, Committee and Sub-Committees Meetings
- Board Committee and Sub-Committee Leadership and Membership

**Public Affairs - March**

- Citizens Participation in Planning
- Public Access to Board Records
- Public Meetings Policy Compliance
- Public Meetings

**MHR SB REVISED**  
**GOVERNANCE POLICIES**

# MENTAL HEALTH & RECOVERY SERVICES BOARD OF LUCAS COUNTY

## Board Organization

COQ: VI-A.1

Effective: 4-1-163/1/14

Supersedes: 3-1-142/1/14

## POLICY

It is the policy of the Mental Health and Recovery Services Board (MHRSB) of Lucas County to establish an organizational structure for the MHRSB, its committees, sub-committees -and staff which supports its mission and goals. In doing so, the MHRSB will regularly review existing policies and structures.

### ~~Board Organization~~

Specifically, tThe MHRSB will develop and approve a governance structure for MHRSB operations including; - the development of committees and sub-committees; and officer and member expectations and responsibilities for the MHRSB and established committees and sub-committees.

Additionally, tThe MHRSB will develop and approve an employee - table of organization with associated salary ranges.

Furthermore, should a vacancy in the MHRSB membership occur, the appointing authority will be notified via certified mail. The MHRSB will recommend to Ohio Mental Health and Addiction Services and the Commissioners of Lucas County, candidates for appointment to the MHRSB consistent with Ohio Revised Code requirements for designated positions, inclusion and diversity. Committee and sub-committee membership will also reflect the MHRSB's efforts for inclusion and diversity to the extent possible.

The MHRSB delegates to the Executive Director, the authority necessary to implement policies, establish associated procedures, and supervise all staff. All official communication between the MHRSB members and staff will be through the Executive Director or the Executive Director's designee.

## ACCOUNTABILITY

Board Chair

## PROCEDURE

At a minimum, tThe MHRSB Board will review the its MHRSB governance and operational structure, -and membership, and -along-with-the employee table of organization in conjunction with its review of its established Strategic Plan.

**Approved:**

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Scott A. Sylak, Executive Director

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Date

**MENTAL HEALTH & RECOVERY  
SERVICES BOARD OF LUCAS COUNTY**

**Board Committees and Sub-Committees**

**COQ: VI-A.1**

**Effective: 4-1-16-10/16/12**

**Supersedes: 10-16-128/97**

**POLICY**

The Mental Health and Recovery Services Board (MHRSB) of Lucas County will establish a Governance Committee, Planning and Finance Committee and Programs and Services Committee. Additional committees may be established at its discretion the MHRSB.

Sub-committees may be established at the discretion of the convening committee and maintain committees as determined appropriate by the MHRSB. Each committee or sub-committee will be established at a meeting of the MHRSB or convening committee, by a simple majority vote of its members in attendance; a quorum being duly constituted.

For each Each MHRSB cCommittee or sub-committee -established, the MHRSB or convening committee will develop and approve -a -cCharter that will define the following: Name, Leadership Structure, Purpose, Authority, Scope of Responsibilities, Decision Making Process, Membership Requirements, and Duration. \_

Each active committee and sub-committee's charter will be reviewed and considered for renewal by the MHRSB or convening committee at least once every two years.

**ACCOUNTABILITY**

MHRSB Chair

**PROCEDURE**

- ~~1. The MHRSB Chair, in consultation with the Trustees, will evaluate the MHRSB-Committee Assignments at a minimum on an annual basis.~~
- ~~2. The Committee Charters will be reviewed annually by the corresponding committee and are approved by consensus.~~

**Approved By:**

\_\_\_\_\_  
Scott A. Sylak, Executive Director

\_\_\_\_\_  
Date

**MENTAL HEALTH & RECOVERY  
SERVICES BOARD OF LUCAS COUNTY**

**Board, Committee and Sub-Committee Meetings**

**COQ: VI-A.1**

**Effective: ~~4-1-16~~ 10/16/12**

**Supersedes: ~~10-16-128/97~~**

**POLICY**

The Mental Health and Recovery Services Board of Lucas County will follow a clearly defined ~~spelled out~~ procedure for conducting its public meetings in accordance with ORC 121.22. All meetings of the MHR SB, MHR SB established committees their sub-committees are public meetings.

**Board, Committee and Sub-Committee Meetings**

A. Meetings and Quorum:

The Board shall meet at least six times a year, while Committees and Sub-Committees will meet at as defined within their approved charter, ~~least every other month~~. A quorum for Board, ~~and~~ Committee and Sub-Committee meetings is defined as over one-half of the present membership as appointed and/or duly sworn into office.

B. Order of Business and Record of Proceeding:

Meetings ~~of the Board~~ shall proceed according to an agenda prepared by the Chair of the Board, ~~or Committee or Sub-Committee~~ in cooperation with the Executive Director or the Executive Director's designee. Such agendas, together with the supporting data, shall be made available sent via electronic media regular mail or at the Board's discretion sent, and/or made available via electronic media to all Board, ~~and/or~~ Committee and Sub-Committee members and anyone who requests notice copies prior to the meeting. At the discretion of the Executive Director, agendas and supporting data may be sent via regular mail to requesting parties. In all cases, Board meeting minutes of the meetings will be kept by the Secretary or their designee. Committee and Sub-Committee meeting minutes will be kept by a Board staff member an individual designated by the Executive Director. Chair.

C. Meeting Protocol:

Member dDiscussion on a Board motion will begin only after the Board motion has been seconded by another Board member. Before a Board member can speak on a motion, he/she must be recognized by the Chair. The floor does not pass from person-to-person, but must go through the Chair. Each speaker must be recognized by the Chair. All discussions of a motion must be directed to the Chair. The Chair may impose a time limit of three minutes for each member speaking to a motion. Once discussion has taken place on the proposed Board motion, a polling of all Board members will commence unless the Board member who placed the motion on the floor withdraws the motion and the seconding Board member agrees on the withdrawal. Members must be present to cast a

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SERVICES BOARD OF LUCAS COUNTY**

**Board, ~~Committee and Sub-Committee~~ Meetings**

**COQ: VI-A.1**

**Effective: ~~4-1-16-10/16/12~~**

**Supersedes: ~~10-16-128/97~~**

seconding Board member agrees on the withdrawal. Members must be present to cast a vote on a Board motion. ~~Committee and Sub-Committee meeting~~ decision making will be made in the same manner, except that all recommendations made by a sub-committee vote must be forwarded to its convening committee, and if approved by that committee the motion will be forwarded to the MHR SB for consideration. Committee recommendations are not considered binding without final approval of the MHR SB. ~~by consensus.~~

**D. ~~Non-Member~~ Visitor Participation:**

~~Only Board or Committee members have the right to bring new business to the attention of the Board or Committee.~~ Each meeting will provide an open session for the purpose of soliciting comments from visitors. The Chair will address the visitors and request that any person wishing to address the body ~~Board~~ shall:

1. Identify himself/herself;
2. Identify the group for which he/she is the spokesperson;
3. Identify each issue if there is more than one issue on which he/she wishes to speak.

Each person who has identified himself/herself will be allowed to speak during the open session of the agenda for a maximum of three minutes per issue. A new issue brought up by a visitor ~~in a three minute discussion may~~ does not have to be considered by the Board, Committee or Sub-Committee. ~~Unless there is an emergency, and~~ At the discretion of the MHR SB or Committee Chairs, issues brought up by visitors, may be forwarded to the Executive Director for follow up. Sub-committee Chairs may forward information to their convening committee for consideration. ~~an appropriate committee chosen at the discretion of the Chair.~~ The Chair reserves the right to recognize visitors during other parts of the ~~Board or Committee, or Sub-Committee~~ proceedings if he/she believes the visitor's comments would be pertinent to the motion or business being considered.

**ACCOUNTABILITY**

MHR SB Board of Trustees, and Committee and Sub-Committee Chairs

**PROCEDURE**

~~The Board and Committee Chair will follow approved meeting protocol. The Executive Director or the Director's Designee will provide support and guidance when requested by the Chair.~~

**Approved:**

**MENTAL HEALTH & RECOVERY  
SERVICES BOARD OF LUCAS COUNTY**

**Board, Committee and Sub-Committee Meetings**

**COQ: VI-A.1**

**Effective: ~~4-1-16~~ 10/16/12**

**Supersedes: ~~10-16-128~~ 97**

**Scott A. Sylak, Executive Director**

**Date**

**MENTAL HEALTH & RECOVERY  
SERVICES BOARD OF LUCAS COUNTY**

<p><b>Board Committee and Sub – Committee</b> <b>Membership and Leadership</b></p>	<p><b>COQ: VI-A.1</b> <b>Effective: 4-1-16-3/1/14</b> <b>Supersedes: 3-1-14</b></p>

**POLICY**

The Mental Health and Recovery Services Board (MHRSB) of Lucas County will utilize the following criteria for determining committee membership and leadership:

- A. The Governance Committee membership will consist of the MHRSB Chair, Vice Chair, Secretary, Treasurer, Immediate past Chair, and the Chair and Vice Chair of all MHRSB approved committees. The MHRSB Chair will serve as the Chair of the Governance Committee and the MHRSB Vice Chair will serve as the Vice Chair of the Governance Committee.
- B. Excluding the Governance Committee, all MHRSB Committee Chair and Vice Chair appointments and terms of office will be made by at a meeting of the MHRSB, by a simple majority vote of its members, a quorum duly constituted. Committee leadership terms will not exceed forty-eight (48) consecutive months.
- ~~A.C. Upon consultation with the current and appropriate MHRSB Committee Chair, the MHRSB Chair will appoint all Committee members annually or upon establishment of a new committee.~~
- ~~B. All MHRSB Committee Chair and Vice Chair appointments and terms of office will be made by the MHRSB Chair upon recommendation of the Governance Committee. In all cases, leadership terms will not exceed twenty-four (24) consecutive months.~~
- ~~C. MHRSB Committee appointments will be made annually or upon establishment of a newly formed committee.~~
- D. MHRSB Committee and sub-committee membership is open to MHRSB and non-MHRSB members as defined in the MHRSB approved Committee Charter.
- E. Non-MHRSB members will be appointed to committees serve in a non-voting advisory capacity and are excluded from serving as a committee’s Chair or Vice Chair, unless defined otherwise in the MHRSB Committee Charter.
- F. The MHRSB Chair will shall strive to assure committee leadership and membership is inclusive and diverse, the cultural relevance and sensitivity of each of its Committees.

**MENTAL HEALTH & RECOVERY  
SERVICES BOARD OF LUCAS COUNTY**

<b>Board Committee and Sub – Committee</b> <b>Membership and Leadership</b>	<b>COQ: VI-A.1</b> <b>Effective: <u>4-1-16</u> <del>3/1/14</del></b> <b>Supersedes: <u>3-1-14</u></b>
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- G. Upon consultation with the ~~current~~ and appropriate MHR SB Committee Chair, the MHR SB Chair may relieve a committee member of their committee appointment at any time during their appointment period.
- H. Upon consultation with the Governance Committee, the MHR SB Chair may relieve a MHR SB Committee Chair or Vice Chair of their leadership appointment at any time during their leadership term.
- I. Sub-committee leadership and membership appointments, and terms will be made by the convening committee chair.
- J. Non-MHR SB members serving as a member of a sub-committees may vote and serve as a Chair or Vice Chair if defined in the sub-committee’s approved charter.
- ~~H.~~ K. The Executive Director and/or the Executive Director’s designee (s) will serve in a non-voting capacity as an Ex-Officio members on all committees and sub-committees.

**ACCOUNTABILITY**

MHR SB Chair

**PROCEDURE**

The Executive Director or the Executive Director’s Designee will monitor committee and sub-committee attendance and report attendance to the full board or appropriate convening committee at least annually.

**Approved:**

\_\_\_\_\_  
Scott A. Sylak, Executive Director

\_\_\_\_\_  
Date

**Executive Session: Legal and Personnel Related Matters**

At the January 12, 2016 Governance Committee meeting, Ms. Bell established an Executive Director Performance Evaluation sub-committee. To discuss the results of their efforts, along with an updating the Committee on an unrelated legal matter, Board staff is recommending the Governance Committee adjourn into Executive Session.

The following motion is presented for the Committee's consideration.

***Move that the Governance Committee adjourn into Executive Session for the purpose of discussing a legal matter and the Executive Director's performance and compensation.***

As a reminder to the Committee members, the following information is provided:

This motion must be seconded, and passed by roll-call vote by a majority of a quorum. This vote must be recorded in the minutes.

**NO VOTE MAY BE TAKEN IN EXECUTIVE SESSION**

After the discussion and the Executive Session are completed, the Committee will go back into open session. The Open Session must begin with a motion to adjourn the Executive Session.

The motion to adjourn the Executive Session should state:

***Move that the Executive Session for the purpose of discussing a legal matter and the Executive Director's performance and compensation be adjourned.***

The vote to adjourn may be by a show of hands and does not require a roll-call vote.