

BOARD OF DIRECTORS' MONTHLY MEETING
and YEARLY ORGANIZATIONAL MEETING

Minutes of December 13, 2011, Meeting
(FINAL, as corrected and approved January 24, 2012)

Board Members Present: Dawn R. Jones, Governance Chair; Kevin K. Crum, Governance Vice Chair; David E. Martin, Secretary; Dustin K. Blakeslee, D.O.; Reneé L. Greene, Margaret Halter, Ph.D., Rose Juriga, Bob Lanier, Linda L. Marcum, Patrick A. McGown, Phillip J. Montgomery, David J. Peter, M.D., Susan Baker Ross, Jules F. Sauvageot; Robert C. Schwartz, Ph.D., Christine C. Yuhasz

Board Members Absent: None

ADM Board Staff Present: Jerry Craig, Executive Director; John Ellis, Thomas Leffler, Mark Munetz, M.D., Mary Alice Sonnhalter, Jackie Steward, Fran Rudell, Nick Veauthier

Other Interested Parties Present: Sheila White, CHOICES; Ed Stanford, Interval Brotherhood Home; Karin Lopper-Orr, Blick Clinic; Evaughn Cagle, Urban Ounce of Prevention; Kathleen Parsons, Oriana House, Inc./ADM Crisis Center; Rev. Byron Arledge, Pastoral Counseling Service; Jennifer Moree Brown, Akron-UMADAOP; Darryl Brake, Summit County Community Partnership; Fred Frese, Recovery Project, Adrienne Lopp, Akron-UMADAOP.

I. Call to Order:

Governance Chair Dawn R. Jones (hereafter referred to as "Chair") called the meeting to order at 5:35 PM.

II. Attendance and Roll Call

Chair Jones called roll and noted member attendance.

III. Review and Approve Agenda

Board members reviewed the meeting's agenda. There being no changes, the meeting continued.

IV. Pre-approved Actions Agenda

A. Approval of Minutes

Chair Jones directed attention to the minutes of the October 25, 2011, Board Meeting.

A MOTION was made by Phillip Montgomery, and SECONDED by David Peter,

To approve the Minutes of the October 25, 2011, Board Meeting as submitted.

VOTE: Yes – ALL

RESOLUTION: 12-11-01

V. Comments from the Public

None presented.

VI. Ownership Linkage & Accountability

A. Chair Report

Ms. Jones introduced John Ellis, ADM Board Manager of Clinical Services. She added that Mr. Ellis was previously employed as the Director of Programs and Services with the Alcohol and Drug Addiction Board of Lorain County.

Ms. Jones reported that County Council approved several motions:

- i. The ADM Board 2012 budget;
- ii. The appointment of Ms. Stephanie Turner to the Board of Directors, replacing Christine Yuhasz in her expiring term and;
- iii. The reappointments of Rose Juriga and herself to serve second terms.

On behalf of the Board of Directors, Chair Jones presented Ms. Yuhasz with an appreciation plaque.

B. Committee Reports

i. Ad hoc Policy Workgroup

Mr. Montgomery reported that he had been in contact with consultant Eric Craymer regarding Policies 3.9 and 4.0. With Mr. Craymer's input, Mr. Montgomery presented the Board a re-draft of Policy 3.9: Vacancy, Recruitment and Selection of the Executive Director, adding that the draft paralleled Policy 4.0: Global Board-Management Connection. A language change to the draft was suggested. The Board questioned the procedure of reporting when engaged with a consultant. Board members questioned the recruitment process and the role of the search committee and the contract committee. It was clarified that the consultant would report to the search committee.

After a lengthy discussion on revising the policy it was concluded that Mr. Montgomery would redraft the policy and resubmit for the Board's review.

Mr. Montgomery reported on Policy 4.4, Monitoring Executive Director Performance, and summarized Mr. Craymer's suggestion that the Board should be spending time on developing more specific Ends, which would allow the Board to use the monitoring towards Ends as a way to evaluate the Executive Director.

Mr. Montgomery recommended leaving Policy 4.4 as is and focus on Ends.

Mr. Montgomery reported on Policy 4.6, Executive Director Compensation and Benefits, and recommended that some of the content in 4.6 be combined into Policy 4.4. Mr. Montgomery will present a draft at the January meeting.

ii. Ad hoc Policy Governance Transition committee

Ms. Jones reported that the committee discussed the purpose of the Organizational Meeting. She added that the incoming Board Chair will determine the ad hoc Policy Governance Committee's role and schedule for the upcoming year.

iii. Membership Committee.

Mr. McGown reported that there were two ODADAS vacancies, and reiterated the new board appointment and two reappointments which were announced in the Chair's report.

iv. AOD Committee

Mr. Martin reported on the December 6th AOD committee meeting and the presentation by John Ellis, "Overview of Evidence-Based Practices for Addiction Treatment." He added that next year the committee would meet quarterly and that he will coordinate the agenda, dates and times in conjunction with the Executive Director.

C. Direct Inspection

i. Policy 3.11, Board Member Characteristics

Full Board reviewed; no changes recommended.

ii. Policy 4.5, Removal of the Executive Director

Full Board reviewed; no changes recommended.

VII. Assurance of Successful CEO Performance

A. Receipt of Monitoring Reports

i. Policy 2.5, Financial Conditions and Activities

Mr. Craig stated that there were no comments that made it into his report. Mr. Crum reiterated his concerns of non-compliance with policy 2.5. Mr. Crum expressed that Mr. Craig's supporting information includes variances without explanations. Mr. Crum reported that he submitted his concerns to the ad hoc policy governance committee, which will review and make recommendations to the full Board.

Chair Jones read a passage from "A Carver Policy Governance Guide: Evaluating CEO and Board Performance," that stated "So if you are a board member, express your personal opinions about how the organization should operate in terms of ends and unacceptable means when board policies are being created. But when reviewing monitoring reports, those opinions are irrelevant. The only judgment for you to make is whether a reasonable interpretation of what board policies actually say has been fulfilled."

Mr. Montgomery added that from an accounting perspective, he would expect more supporting data, but from the Policy Governance perspective, he finds compliance. He then read from page 20 of the guide cited above. "So if you are a board member with subject matter expertise, remember the CEO is not required to make the interpretation you would have made. However, the reasonableness of the CEO's interpretation should be obvious from the description of his or her rationale."

After the lengthy discussion, Mr. Montgomery recommended that the ad hoc policy governance committee review Policy 2.5 and Mr. Crum's comments. The Board will then decide whether the policy requires revision

A MOTION was made by Phillip Montgomery, and SECONDED by Bob Lanier, to find

That Policy 2.5, Financial Conditions and Activities, be found in compliance with the Monitoring Report presented by Jerry Craig.

VOTE: Yes – ALL; Mr. Crum - OPPOSED

RESOLUTION: 12-11-02

ii. **Policy 2.0, Global Executive Constraint**

Dr. Schwartz commented on the executive limitations under this policy and recommended that the Board consider expanding this policy to include reported claims, whether or not they were substantiated. There were no further comments regarding this concern.

After discussion, A MOTION was made by Phillip Montgomery, and SECONDED by Rose Juriga

To refer the comments from Policy 2.0 to the ad hoc Policy Governance committee for review.

VOTE: Yes – All

RESOLUTION: 12-11-03

B. New Operational Concerns

None noted.

VIII. Board Self-Assessment Against Board Means

Ms. Jones called for any comments regarding the meeting. None noted.

IX. New Business

A. Officer Elections

On behalf of the Membership Committee, Mr. McGown announced the 2012 slate of officers: Kevin Crum as Chair, Renee Greene as Vice Chair and Phillip Montgomery as Secretary.

Ms. Jones explained the election process and called for nominations from the floor. None were offered. Ms. Jones MOVED to waive the requirement for a ballot vote and held a voice vote, which supported the waiver of the ballot vote requirement.

A MOTION was then made by Dawn Jones, SECONDED by Jules Sauvageot,

To accept the nominations from the Membership Committee as follows: Kevin C. Crum as Chair, Renee Greene as Vice Chair, and Phillip Montgomery as Secretary.

VOTE: All – YES; No opposition.

RESOLUTION: 12-11-04

On behalf of the Board of Directors Mr. Crum recognized Ms. Jones for serving as Chair, presenting her with an appreciation plaque. Ms. Ross, on behalf of the Board, acknowledged the outgoing officers.

B. Policy 3.4, Agenda Planning (Organizational Meeting)

Ms. Jones directed the discussion regarding the purpose of the Organizational Meeting and the suggestion to focus on Ends development.

Members discussed how to develop Ends and considered various approaches to include visiting contracted agencies, presentations, forums and a retreat. It was concluded that the first year of Policy Governance was policy content focused and that moving forward the Board should be Ends focused.

Members agreed Ends development will be a continuing process based on various inputs and community needs. It was suggested to schedule an Ends development meeting in addition to the regular Board meetings.

Mr. McGown agreed to search the IPGA website for resources for the Board to consider for Ends development.

Members discussed Policy 3.4: Agenda Planning and the Organizational Meeting. Ms. Jones noted that newly elected Chair, Kevin Crum will set the agenda for January.

X. Announcements

Reneé Greene commended Mr. Craig and the ADM Board staff on the Bath Salts Summit.

Mr. Crum reported on the ADM Levy Support Committee and the preliminary plans for fundraising activities. He announced the next meeting date of January 4th at 8:15 a.m.

Ms. Ross reported that the ADM Board Levy Committee will meet on January 4th at 4:00 p.m.

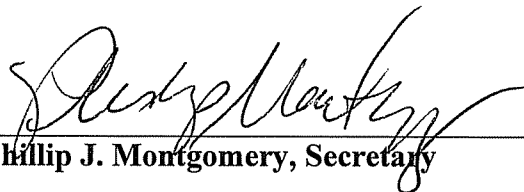
XI. Adjournment

There being no further business to come before the Board, Chair Jones adjourned the meeting at 7:14 p.m.

XII. Next meeting scheduled: Tuesday, January 24, 2012 – 5:30 PM

Akron Metropolitan Housing Authority Multi-Purpose Room
100 West Cedar Street – 1st Floor
Akron, Ohio 44307

**Minutes
as approved
January 24, 2012**



Phillip J. Montgomery, Secretary