

BOARD OF DIRECTORS' MEETING

Minutes of May 31, 2011 Meeting
(FINAL, as approved June 28, 2011)

Board Members Present: Dawn R. Jones, Governance Chair; Kevin K. Crum, Vice Governance Chair; David E. Martin, Secretary; Reneé L. Greene, Margaret Halter, Ph.D. (newly installed member), Linda L. Marcum, Patrick A. McGown, Phillip J. Montgomery, Valerie Riedthaler, Ph.D., Susan Baker Ross, Esq., Jules F. Sauvageot, Robert C. Schwartz, Ph.D., Christine Yuhasz

Board Members Absent: Rose Juriga, Gordon Keaton (excused), David Peter, M.D. (excused)

ADM Board Staff Present: Gerald A. Craig, Executive Director; Mark R. Munetz, M.D., Jackie Steward, Fran Rudell, Benjamin Wilson

Other Interested Parties Present: Lynda Cassidy, Summit Consumer Peer Support; Darryl Brake, Summit County Community Partnership; Rev. Byron Arledge, Pastoral Counseling; Don Finn, Catholic Charities/Summit; Chris Richardson, Oriana House, Inc.; Fred Frese, Ph.D., Recovery Project.

I. Call to Order:

Board Governance Chair (hereafter referred to as "Chair") Dawn Jones called the meeting to order at 6:05 p.m.

Chair Jones introduced Judge Mary Margaret Rowlands, who administered the Oath of Office to new Board Member Margaret (Peggy) Halter, appointee of County Executive Russell M. Pry.

Chair Jones also announced the resignation of Board Member Valerie Riedthaler, Ph.D., effective immediately. On behalf of the Board, she thanked Dr. Riedthaler for her service and support of the Board.

Ms. Jones reported that Dr. Dustin K. Blakeslee had been formally appointed to the Board by the Ohio Department of Mental Health, effective July 1, 2011.

II. Attendance and Roll Call

Having knowledge of Board member excused absences, Chair Jones noted member attendance.

III. Review and Approve Agenda

Chair Jones instructed the Board to review the agenda for approval as submitted as well as suggestions for items to be added. After review, the agenda was approved as presented.

IV. Pre-approved Actions Agenda

A. Approval of Minutes

Chair Jones directed attention to the minutes of the April 26, 2011, Board Meeting.
After review,

A MOTION was made by Phillip Montgomery, and SECONDED by Patrick McGown,

To approve the Minutes of the April 26, 2011, Board Meeting, as presented.

VOTE: Yes – All

RESOLUTION: 05-11-01

B. Comments from the Public - None

V. Ownership Linkage & Accountability

A. Committee Reports

i. Ad hoc Policy Governance®

Committee Chair Dawn Jones reported that Board training will take place on August 30th. The Committee recommended changing the title of the Nominating Committee to make the name more reflective of other duties of the committee with regard to recruitment of new board members. She also announced that the Provider Input Forum for gathering information from agencies is scheduled for June 14th, from 5:30 to 8:30 p.m., at the American Red Cross building. The Board will be holding a series of community forums to gather information from community stakeholders.

ii. Levy Committee

Committee Chair Susan Baker Ross reported that the next meeting of the committee is scheduled for June 23rd at 4:00 p.m. The Committee will develop a charter rather than a mission statement and will establish a timeline and meet with the 501(c)(3) Levy Committee. Ms. Ross inquired whether or not the Board wants the Levy Committee to assimilate the information from the Community Forums. It was suggested that the Board staff could put the information together and the committee would review.

iii. AOD Committee

Committee Chair David Martin reported that the committee had developed a Mission Statement and would be scheduling two additional meetings before the end of the calendar year in accordance with the Revised Code requirements.

iv. Ad hoc Executive Director Contract Committee

Committee Chair Christine Yuhasz reported that the committee had received and reviewed information on the labor market salary survey performed by the Summit County Human Resources Office. Ms. Yuhasz also reported that Susan Baker Ross had been working on a contract, which would be discussed in Executive Session.

v. Audit Committee

Chair Jones indicated that the initial meeting of the Audit Committee had not yet been held but would be scheduled soon.

B. Review Policy 3.3, *Board Members' Code of Conduct* (Item f)

Chair Jones indicated that the Policy Governance committee was working to bring this policy into full compliance, and the remaining issue was the addition of item 2.f. which stated that "Board members will comply with Revised Code chapter 102." After a discussion regarding the contents of Revised Code Chapter 102 (Ohio Ethics Law), and questions about the definition of a "family member" in item 2.b., and a "public contract" in item 6, Policy 3.3 was returned to committee for additional review.

C. Review Policy 3.4, *Agenda Planning*

Chair Jones indicated that the review of Policy 3.4 had been tabled from the April Board meeting. The Board reviewed Items 7, 9, and 10 regarding the Organizational Meeting, Special Meetings and Emergency Meetings and approved language as follows:

“7. Organizational Meeting: The annual Organizational Meeting shall take place during the month of December at a time and place to be designated by the Governance Chair and

announced at the October board meeting. At least five business days prior to the organizational meeting, a written announcement will be forwarded by electronic communication to all, unless a party has requested an alternate method of notification.”

“9. Special Meetings: A special meeting of the board may be called by a Board Officer, the Executive Director, or by one-third of the board membership, by serving written notice on all other members of the board of the time, place and purpose of the meeting, as soon as practicable before the date of the meeting. Service of such notice shall be delivered to all by electronic communication, unless a party has requested an alternate method of notification. Notice of the time, place and purpose of any special meetings shall be given twenty-four (24) hours in advance to the news media and any other persons that have requested notification.

“10. Emergency Meetings: An emergency meeting of the board may be called by a Board Officer, the Executive Director, or by one-third of the board membership, by serving written notice by electronic communication on all other members of the board of the time, place and single purpose of the meeting, as soon as practicable before the date of the meeting. Simultaneously, notice of the time, place and purpose of any emergency meeting shall be given immediately to the news media as board members are being contacted. An emergency meeting may only be called when the subject matter is of such urgency the *Special Meeting* time parameters cannot be met.”

The Board also approved the addition of Item 11 in its entirety, and the rewording of Item 12 with regard to electronic communication for notices:

“11. A Special or Emergency Meeting may only be called if the subject matter requires Board action that must be accomplished prior to the next regularly scheduled Board meeting.”

“12. Requests for Notice: Any person, upon request, shall receive reasonable advance notice of the time, place and purpose of any meeting by electronic communication, unless an alternative method of notification has been requested.”

D. Review Policy 3.6, *Board Committee Development & Structure*

Chair Jones stated that she had been in contact with consultant Eric Craymer for clarification of Item 4. Mr. Craymer clarified that members who have an expertise at the committee level are expected to explain to the Board. Committee members are to understand an issue and bring it to the Board with enough detail that the Board feels comfortable. Item was returned to committee for reworking.

E. Review Policy 3.7, *Board Committee Structure*

Chair Jones entertained discussion regarding title change for the Nominating Committee. To encompass the many intended duties of the committee, the Board approved changing the name to “Membership Committee.” The discussion continued with regard to duties of the committee. The Board recommended that responsibility for “recruiting, training, and development of Board members” be added to the Policy.

Board members also discussed the addition of Item 4 to Policy 3.7. Therefore, a MOTION was made by Christine Yuhasz, and SECONDED by Susan Baker Ross,

That the Board approve

a) the change in committee title of the Nominating committee to “Membership Committee;”

b) the addition of duties for the Membership Committee in Item 1. to include “responsible for recruiting, training, and development of Board Members, in addition to

seeking” qualified candidates...; and

c) the inclusion of Item 4. “All other committees will be formed in an ad hoc capacity.”

VOTE: Yes – All

RESOLUTION: 05-11-02

F. Review Policy 3.8, *Cost of Governance*

Chair Jones pointed out that the Policy Governance committee recommended a change of date in Policy 3.8, Item 2, from July 1 to June 1 to align with Board budget submission deadlines.

A MOTION was made by Phillip Montgomery, and SECONDED by Valerie Riedthaler,

That the Board approve changing the date for development of its governance budget to June 1 of each year.

VOTE: Yes – All

RESOLUTION: 05-11-03

G. Review Policy 3.11, *Board Characteristics*

Chair Jones indicated that the Policy Governance committee had reviewed the policy and recommended including Item 7 regarding Independent Contractors. A short discussion ensued.

A MOTION was made by David Martin, and SECONDED by Linda Marcum,

That the Board approve the addition of Item 7 to Policy 3.11, as presented:

“7. Independent Contractors shall not be considered employees of agencies.”

VOTE: Yes – All

RESOLUTION: 05-11-04

H. Direct Inspection

i. Policy 3.8, *Cost of Governance*

Due to Agenda time constraints, the Board TABLED the full review of Policy 3.8 until the June board meeting.

ii. Policy 3.12, *Expense Reimbursement*

Due to Agenda time constraints, the Board TABLED the review of Policy 3.12 until the June board meeting.

I. Review Berroteran proposal

Due to Agenda time constraints, the Board TABLED the review of Berroteran proposal until the June Board meeting.

VI. Assurance of Successful CEO Performance

A. Receipt of Monitoring Reports

Ms. Jones directed attention to the Evaluation Forms for each Policy.

i. Policy 2.10, *Communication and Support to the Board*

After a short discussion regarding interpretation and comments received,

A MOTION was made by Phillip Montgomery, and SECONDED by Reneé Greene,

That Policy 2.10, *Communication and Support to the Board*, be found in compliance

with the Monitoring Report as presented by Jerry Craig.

VOTE: Yes – All

RESOLUTION: 05-11-05

ii. Policy 2.5, *Financial Conditions and Activities*

After review and short discussion,

A MOTION was made by David Martin, and SECONDED by Valerie Riedthaler,

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

VOTE: Yes – all

RESOLUTION: 05-11-06

iii. Policy 1.0, *Global Ends*

Mr. Craig stated that it has been a challenge to show compliance with this policy because it is so vague.

Dr. Schwartz indicated that the policy is so global that it is difficult to figure out how to show compliance to the Board and suggested that the ad hoc Policy Governance committee may need to make it more concrete. Mr. McGown, a member of the committee, added that it would be good to have the review done by the full Board. Mr. Crum agreed and suggested that it would be important to be an agenda item for the full Board in August, at the Board training.

After further discussion, a MOTION was made by Susan Baker Ross, and SECONDED by Christine Yuhasz,

That Policy 1.0, *Global Ends*, be found in compliance with data provided by Jerry Craig.

Chair Jones called for comments. Mr. Craig clarified that he is not merely seeking affirmation of compliance, but a clarification of the policy.

VOTE: All – Yes, OPPOSED – Phillip Montgomery, Patrick McGown and
Robert Schwartz

RESOLUTION: 05-11-07

VII. Board Self-Assessment against Board Means

Chair Jones reported that consultant Eric Craymer felt the Board was not taking its fiduciary responsibility seriously in that only eight members had reviewed the Monitoring Reports. Ms. Jones again called for any concerns with formatting and/or procedures. Mr. Craig offered to review the process with any Board members needing instruction or assistance.

VIII. Announcements

Chair Jones reminded board members of the Provider Input Forum to be held on June 14th, 5:30 to 8:30 p.m., at the American Red Cross building.

She also announced the 4th Annual Summit County Worksite Wellness Conference to be held on September 29th. Jackie Steward indicated she had information on the conference and would make it available to the Board.

IX. Executive Session

Chair Jones announced that the Board would need to enter Executive Session.

A MOTION was made by Susan Ross, and SECONDED by Christine Yuhasz,

That the ADM Board of Directors enter into Executive session to consider the appointment and compensation of a public employee.

Chair Jones called roll for the executive session:

ROLL CALL VOTE:

Reneé Greene – Yes	Susan Baker Ross – Yes	Patrick McGown – Yes
Linda Marcum – Yes	Jules Sauvageot – Yes	Kevin Crum – Yes
Dawn Jones – Yes	David Martin – Yes	Valerie Riedthaler – Yes
Phillip Montgomery – Yes	Robert Schwartz – Yes	Margaret Halter – Yes
Christine Yuhasz – Yes		

RESOLUTION: 05-11-08

The regular meeting was adjourned to executive session at 7:20 PM.

The Board returned to open session at 8:15 PM. Chair Jones called for comments.

A MOTION was made by Kevin Crum, and SECONDED by David Martin,

That the Board of Directors authorize the ad hoc Executive Director Contract Committee to negotiate an employment contract with the Executive Director.

VOTE: Yes – all

RESOLUTION: 05-11-09

X. Adjournment

There being no further business to come before the Board, Chair Jones adjourned the meeting at 8:17 PM.

XI. Next Meeting Scheduled: Tuesday, June 28, 2011 – 5:30 PM

Akron Metropolitan Housing Authority Multi-Purpose Room
100 West Cedar Street, Akron, Ohio 44307

**Minutes
as approved at June 28, 2011
Board Meeting**

s/ _____
David E. Martin, Secretary