

County of Summit Alcohol, Drug Addiction and Mental Health Services Board
BOARD OF DIRECTORS' MEETING

Minutes of October 25, 2011 Meeting
(FINAL, as approved December 13, 2011)

Board Members Present: Dawn R. Jones, Governance Chair; Kevin K. Crum, Governance Vice Chair; Dustin K. Blakeslee, D.O., Reneé L. Greene, Rose Juriga, Linda L. Marcum, Patrick A. McGown, Phillip J. Montgomery, David J. Peter, M.D., Susan Baker Ross

Board Members Absent: Bob Lanier; Margaret Halter, Ph.D.; David E. Martin (excused); Jules F. Sauvageot; Robert C. Schwartz, Ph.D. (excused); Christine C. Yuhasz (excused)

ADM Board Staff Present: Jerry Craig, Executive Director; Thomas Leffler, Mary Alice Sonnhalter, Jackie Steward, Fran Rudell, Nick Veauthier

Other Interested Parties Present: Carol Bowes, Summit County Health District; Anne Morse, Summit County Public Health; Ed Stanford, Interval Brotherhood Home; Jennifer Moree Brown, Akron-UMADAOP; Adrienne Lopp, Akron-UMADAOP; Darryl Brake, Summit County Community Partnership; Rev. Byron Arledge, Pastoral Counseling Services; Chris Richardson, Oriana House, Inc.; Jim Lawrence, Oriana House; Rachel Burnham, Kent State University.

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 acknowledged Board member excused absences and noted the member attendance.

III. Review and Approve Agenda

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

IV. Pre-approved Actions Agenda

A. Approval of Minutes

Chair Jones directed attention to the minutes of the September 27, 2011, Board Meeting.

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

To approve the Minutes of the September 27, 2011, Board Meeting as submitted.

VOTE: Yes – ALL

RESOLUTION: 10-11-01

V. Special Presentation

A. Chair Jones introduced Amanda Barna from The Center for Marketing and Opinion Research (CMOR), who presented information on the 2011 Summit Collaborative Poll. Ms. Barna explained that the Collaborative Poll is a county-based telephone survey that includes questions posed by multiple organizations, the ADM Board being one of the participating organizations. She further explained how the polling works, reviewed the questions asked, and the results of the poll.

Ms. Jones called for questions from the Board regarding the presentation. Ms. Juriga questioned the selection of county resources. Ms. Barna indicated that CMOR purchases residential telephone numbers, and cell phone numbers, since many residences no longer use land lines. Ms. Jones questioned polling non-registered voters, with Ms. Barna responding that registered voters comprised 90% of the respondents. Of the unregistered respondents polled most registered an “8,” “9,” or “10” as “likely to vote.” A copy of the PowerPoint presentation printout is available upon request.

VI. Comments from the Public

Ms. Jones explained that the placement of the public comments had been moved in the meeting Agenda to follow the CMOR presentation to allow for public participation. She called for any comments relative to the same.

Rev. Byron Arledge, Pastoral Counseling Services, reported that in contradiction to a report in the Akron Beacon Journal that morning, the Akron School District levy being voted on in November is a reduction from 6.9 mills to the 5.5 mill levy on the ballot.

Chris Richardson, Oriana House, asked Ms. Barna how the questions were developed for the 2011 Summit Collaborative Poll and asked for clarification on how a respondent could have recognition of the ADM Board, but not an agency.

Ms. Jones explained that people may know an Agency, but not realize how it is funded (i.e., thru the ADM Board).

VII. Ownership Linkage & Accountability

A. Chair Report

Ms. Jones announced that the Summit County Developmental Disabilities Board levy had been endorsed in the Akron Beacon Journal that morning.

Ms. Jones reported that Board member Christine Yuhasz was on medical leave.

Ms. Jones reminded Board members of the ADM Board Appreciation Luncheon on Wednesday, October 26th.

B. Committee Reports

i. Ad hoc Policy Governance®

Ms. Jones reported that in being proactive about board vacancies, a Membership Committee was formed. The ad hoc Policy Governance® committee recommended that additional language be added to Policy 3.7, *Board Committee Structure*, Item 1 (Product) with regard to how often the Membership Committee should meet. To that effect,

A MOTION was made by Patrick McGown, and SECONDED by David Peter,

That the ADM Board of Directors approve the following additional language for Policy 3.7, Board Committee Structure, Item 1 (Product):

“This committee shall meet at least two times per year, specifically, in March to review any upcoming Board vacancies, and in September, to review any upcoming Board vacancies and to review candidates for Board officer positions.”

VOTE: Yes – ALL RESOLUTION: 10-11-02

Mr. Craig stated that ad hoc Policy Governance® committee discussed whether the committee should continue to meet on a regular basis and in what capacity. It was concluded by the committee members that the new Chair should have some input in the planning.

ii. Audit Committee

Chair Phillip Montgomery reported that the Committee had reviewed the presentation from Red Flag Reporting regarding a whistleblower policy and a process to be used by ADM Board staff for reporting concerns. Mr. Montgomery indicated that the committee discussed Red Flag's services and the cost of set up, monthly charges, and per incident fees. After discussion,

A MOTION was made by Phillip Montgomery, and SECONDED by Dawn Jones,

That the ADM Board of Directors approve utilization of Red Flag Reporting as a whistleblower mechanism for the ADM Board, and to authorize Executive Director, Jerry Craig, to pursue terms of the contract with Red Flag Reporting.

Board Chair Jones called for any questions or comments. An explanation of the cost was requested, with Mr. Montgomery indicating that Mr. Craig would be negotiating the terms of the contract, but that an approximate figure was \$600 for initial set up, approximately \$25-\$45 per month thereafter, and a fee of \$20-\$25 per reporting incident.

Mr. Crum further explained the process and indicated that materials will be provided by Red Flag for employees, to include a pocket reminder and office signage.

Board members discussed making the service available for agencies. Mr. Montgomery noted that the Audit committee had also discussed this possibility, but indicated that it was determined that the Board process should be up and running before offering to others. With no additional questions to be discussed, Ms. Jones called for the Board vote.

VOTE: Yes – All

RESOLUTION: 10-11-03

Mr. Montgomery noted that a second item reviewed by the Audit Committee was regarding a draft policy of the procedure to be followed for the reporting of a concern. After review and exclusion of an unrelated paragraph of the draft policy,

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

That the ADM Board of Directors approve the draft policy as written in the Audit Committee meeting minutes, as amended, and reproduced below:

POLICY 3. ____: _____

Purpose

The County of Summit ADM Board is committed to high standards of ethical, moral and legal business conduct. In line with this commitment, and County of Summit ADM Board's commitment to open communication, this policy aims to provide an avenue

for employees to raise concerns and reassurance that they will be protected from reprisals or victimization for whistle blowing.

This whistle blower policy is intended to offer protections for you if you raise concerns regarding the County of Summit ADM Board, such as concerns regarding:

- Incorrect financial reporting;
- Unlawful activity;
- Activities that are not in line with County of Summit ADM Board policy; or
- Activities which otherwise amount to serious, improper conduct.

Safeguards

Harassment or Victimization - Harassment or victimization for reporting concerns under this policy will not be tolerated.

Confidentiality - Every effort will be made to treat the complainant's identity with appropriate regard for confidentiality.

Anonymous Allegations - This policy encourages employees to put their names to allegations because appropriate follow-up questions and investigation may not be possible unless the source of the information is identified. Concerns expressed anonymously will be explored appropriately, but consideration will be given to:

- The seriousness of the issue raised;
- The credibility of the concern; and
- The likelihood of confirming the allegation from attributable sources.

Process for Raising a Concern

Reporting - The whistle blower procedure is intended to be used for serious and sensitive issues. Such concerns, including those relating to financial reporting, unethical or illegal conduct, may be reported directly to Red Flag Reporting. Employment-related concerns should continue to be reported through normal channels as set forth in the ADM Board Personnel Policies & Procedures, such as the employee's supervisor, Manager of Administration, or to the Executive Director.

Timing - The earlier a concern is expressed, the easier it is to take action.

Evidence - Although the employee is not expected to prove the truth of an allegation, the employee will be asked to demonstrate to the person contacted that the report is being made in good faith. Employees are expected to make allegations in good faith. Allegations in bad faith may result in disciplinary action.

How the Report of Concern Will be Handled

The action taken by the County of Summit ADM Board in response to a report of concern under this policy will depend on the nature of the concern. The Audit Committee of the County of Summit ADM Board of Directors shall receive information on each report of concern and follow-up information on actions taken.

Initial Inquiries - Initial inquiries will be made to determine whether an investigation is appropriate, and the form that it should take. Some concerns may be resolved without the need for investigation.

Further Information - The amount of contact between the complainant and the person or persons investigating the concern will depend on the nature of the issue and the clarity of information provided. Further information may be sought from or provided to the person reporting the concern.

Chair Jones called for any questions or concerns. Discussion was generated regarding the anonymity of a reporter. Mr. Crum stated that a person is encouraged not to be anonymous, but that in reporting to Red Flag you are offered the choice. Mr. Montgomery explained that the Audit Committee would be contacted upon receipt of a report and the committee would then investigate, or, for an additional fee, there would be an option to have Red Flag perform a more in-depth review of the allegation. After discussion, Ms. Jones called for a vote on the motion.

VOTE: Yes – ALL

RESOLUTION: 10-11-04

An additional item was presented by Mr. Montgomery with regard to the draft Grievance Policy. He stressed that this policy comes from the Board's perspective only and does not include the grievance policy covered in the ADM Board Employee handbook. After a short discussion and review of the draft Grievance Policy, a MOTION was made by Phillip Montgomery, and SECONDED by Dawn Jones,

That the ADM Board of Directors approve the internal grievance procedure for ADM Board employees, as presented, and as reproduced below:

If the grievance appeal decision of the Executive Director is not resolved to the Employee's satisfaction AND is an alleged violation of a Board Policy, the grievant can make a final appeal to the ADM Board of Directors by filling out the ADM Board of Directors' Grievance Form, which shall include a copy of Board Policy 2.2. This form shall be submitted to the Manager of Administration. **No grievance will be accepted by the Board of Directors without first exhausting internal grievance procedures.**

- A. The Manager of Administration, upon receipt of the employee Board grievance, shall notify the grieving employee in writing that it has been received and forwarded to the ADM Board of Directors' Ad Hoc Grievance Committee.
- B. The Ad Hoc Grievance Committee shall be comprised of the Board Governance Chair, Vice Chair, and the Secretary. (NOTE: The Ad Hoc Grievance Committee may solicit input from any board member with expertise in the specified grievance area.)
- C. The copy of the Grievance Form, along with all prior documentation generated during the review process, will be forwarded by the Manager of Administration to the Ad Hoc Grievance Committee Members.
- D. Employee grievances will only be heard if it is alleged that the Executive Director exceeded his/her authority with the initial outcome of the grievance OR the Executive

Director's interpretation was not reasonable. (See ADM Board Policy 2.2 Treatment of Staff, attached.)

- E. The Ad Hoc Grievance Committee shall review the grievance, which may include interview of the grieving employee, and render a recommendation to the Board of Directors by the next scheduled Board meeting as long as the grievance was filed more than ten (10) working days prior to the Board meeting.

In the event the grievance is filed with less than ten (10) working days until the next scheduled Board meeting, the Ad Hoc Grievance Committee deadline will not be until the following month's regularly scheduled Board meeting.

- F. The Ad Hoc Grievance Committee has the full authority of the Board of Directors to resolve grievances on behalf of the Board if the nature of the grievance does not permit a delay until a regular board meeting for ratification. However, the full board will always be apprised of any grievance and its resolution.
- G. The decision of the Board of Directors shall be final.

Ms. Jones called for comments or questions. Dr. Peter indicated that the discussion at the committee meeting questioned if the Board needed to amend any existing policy. Several concerns were presented:

- 1) Does it conflict with any other policy? Is the intent to exhaust all internal grievance procedures before approaching the Board?
- 2) Does Item "F" need to be included in the policy at all?

Ms. Ross explained the internal employee grievance policy. The concern was raised with regard to the Board giving the committee the authority to resolve an issue before the next regularly scheduled Board meeting, and did the Board want the policy to be so restrictive. Dr. Peter questioned the receipt of a grievance that could wait and be resolved by the Board at the next board meeting. If a grievance was something egregious with the Executive Director the Board might need several days to call a special meeting.

Discussion continued about the 48-hour window between an event and being able to convene a special meeting. Ms. Jones reviewed and read Policy 3.4.10, which states:

“Emergency meetings: An emergency meeting of the board may be called by a Board Officer, the Executive Director, or y 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.”

Members concurred that this clause negated the concern with regard to Item "F" of the draft Grievance Policy.

Chair Jones then called for a vote on the Motion regarding the grievance procedure

VOTE: Yes – All

RESOLUTION: 10-11-05

iii. Membership Committee

Committee Chair Patrick McGown reported that the committee had developed a slate of candidates for officer positions. He also reported that board members Christine Yuhasz, Rose Juriga and Dawn Jones all have terms that will expire in December 2011. He announced that Ms. Juriga and Ms. Jones are interested in extending their terms.

Mr. McGown indicated that Kevin Crum has accepted an invitation to stand for Board Chair, Reneé Greene for Vice Chair, and Phillip Montgomery for Board Secretary. Ms. Jones pointed out that nominations could also be accepted from the floor at the December Board meeting.

The issue of Board vacancies was discussed with an explanation that several applicants were ineligible for appointments due to a conflict of interest. Openings on the Board are for the ODADAS advocate and professional positions. Several applicants had expressed interest in serving on the Board, but none fit the ODADAS requirements. The committee will contact those applicants to determine their continued interest and asked to provide additional information, as well as obtain input from the public with regard to the open ODADAS positions. County Executive Russ Pry's office will be contacted regarding the upcoming opening for Ms. Yuhasz' county appointed position.

Additionally, the Membership Committee questioned contacting the United Way and other professional organizations to advertise Board vacancies, and will also contact Mary Alice Sonnhalter to discuss the possibility of posting a notice on the Board website with specifications regarding Board membership.

Ms. Jones requested Board members contact her or Mr. McGown with any suggestions as to potential members.

Having exhausted the allotted time under this category, a MOTION was made by Patrick McGown, and SECONDED by Phillip Montgomery, to add fifteen (15) minutes to the Agenda to allow for additional committee reports.

VOTE: Yes – All

RESOLUTION: 10-11-06

iv. Ad hoc Policy Workgroup

Workgroup chair Phillip Montgomery reported on the initial meeting. The group was charged with reviewing several policies:

- (a) With regard to Policy 3.9, *Vacancy, Recruitment and Selection of the Executive Director*, the committee determined that a clarification was needed from the full Board regarding items to be included in the policy. A discussion ensued regarding whether the policy should be process oriented or qualitative.

Ms. Juriga reported that the ad hoc Policy Governance committee had supported getting input from the members of the recent Executive Director search and contract committees regarding specific criteria upon which to base a search, the process for interviewing candidates, bringing in outside sources, i.e., a search firm. The Board felt it should have a policy in place in case of an unexpected Executive Director vacancy.

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

That Policy 3.9, Vacancy, Recruitment and Selection of the Executive Director, be referred to the ad hoc Policy Governance Committee for initial draft of items to be included in policy.

VOTE: Yes - ALL

RESOLUTION: 10-11-07

- (b) With regard to Policy 4.6, *Executive Director Compensation and Benefits*, Mr. Montgomery reported that the Workgroup discussed prior observations that remuneration should not be based solely on the Monitoring Reports. The Workgroup discussed changing policy language slightly to be more broadly based.

Since Policy 4.4 relates to monitoring the Executive Director Performance, it was suggested that the two policies be tied together with regard to remuneration.

Dr. Peter brought up the legal point of contention of whether you can tie remuneration to the Monitoring Reports solely or if a composite was needed.

The Workgroup in general did not feel ready to make changes. It recommended leaving Policy 4.4 as is until the Board has had an opportunity to assess performance of the Executive Director in lines of Policy Governance and then go back to see if it is getting what is needed out of Policy 4.4.

Board Chair Jones stated that it was unfair to say to the Executive Director that the Board would “tell you later” how it will determine if he/she is doing a good job or not. Mr. McGown noted that there is quantification in policy. If you are looking at how a CEO or ED is evaluated, there is no one way to go about it. Dr. Peter commented that in an unrelated evaluation of another Executive Director there wasn't one set of criteria.

Dr. Peter reminded the Board that the discussion surrounding this question took place in Executive Session, and questioned appropriateness in open session.

Mr. Montgomery questioned meeting monthly after the board meetings to review this policy. He noted that the workgroup wanted some flexibility and felt that Policy 4.4 gave an outline.

Discussion ensued regarding the Executive Director Performance. The discussion concluded with the Board agreeing that the Executive Director performance is more than monitoring report compliance and that they will need to clarify the policy.

Chair Jones indicated that time will be dedicated on the December Agenda for further discussion. Mr. Montgomery suggested scheduling a Workgroup meeting soon and requested initial input from Board members be sent to him or to Chair Jones.

Mr. Craig offered his observation that there are two issues; one is the Monitoring Reports on Executive Limitations, and the second is how to move toward Ends. He suggested that the Board give consideration to the Ends policy.

Mr. Montgomery noted that the Ad Hoc Policy Workgroup is now down to a committee of two due to Ms. Yuhasz' medical recuperation and term expiration. Ms. Jones volunteered to join the group, as did Ms. Ross.

No additional action was taken with regard to Policies 4.4 and 4.6.

C. Direct Inspection

Before discussion began, a MOTION was made by Phillip Montgomery, and SECONDED by Patrick McGown, to add five minutes to this portion of the Agenda.

VOTE: Yes – All

i Policy 3.5, *Board Offices and Elections*

Chair Jones called for a review of Policy 3.5. Mr. McGown suggested correction of several items with regard to the "Nominating" committee and discussion ensued regarding need for item 4.a.iii with regard to By-Laws.

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

That the Board of Directors approve changing Policy item 3.5.1 to reflect the name change of the "Nominating Committee" to the "Membership Committee," as referenced in Policy 3.7 and approved at the May 31, 2011, Board meeting, and to delete item 4.a.iii. in its entirety.

VOTE: Yes – All

RESOLUTION: 10-11-08

ii Policy 3.11, *Board Member Characteristics* – TABLED to December meeting

iii Policy 4.5, *Removal of the Executive Director* – TABLED to December meeting

iv Policy 3.9 was reviewed thru Ad Hoc Policy Workgroup report, and referred to committee

v Policy 4.6 was reviewed thru Ad Hoc Policy Workgroup report, and referred to committee

vi Policy 4.4 was reviewed thru Ad Hoc Policy Workgroup report, and referred to committee

vii Policy 3.4, *Agenda Planning*

Chair Jones commented that this Policy had been reviewed previously and was now being reviewed with regard to the Organizational Meeting, which requires Board clarification.

Ms. Jones pointed out the Proposed Board Meeting Schedule for 2012, with the slight change of meetings to the fourth Tuesday of each month, as opposed to the last Tuesday of each month. Mr. Crum clarified that the August meeting is scheduled as a training session for the Board.

A MOTION was made by Phillip Montgomery, and SECONDED by Susan Baker Ross,

That the Board of Directors approve the 2012 Board of Directors' Meeting Schedule, as presented.

VOTE: Yes – ALL

RESOLUTION: 10-11-09

VIII. Assurance of Successful CEO Performance

A. Receipt of Monitoring Reports

i Policy 2.5, *Financial Conditions and Activities*

Mr. Craig pointed out comments received from respondents regarding questions #7, #8, and #9 and provided responses to all. A short discussion ensued regarding the concerns

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

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: 10-11-10

ii Policy 2.9, *Executive Director Succession*

Mr. Craig reported that one respondent had stated that it would be helpful to add “some form of line/staff succession chart” to the Monitoring Report. The request was noted in Mr. Craig’s response and will be taken under consideration.

A MOTION was made by Susan Baker Ross, and SECONDED by Patrick McGown,

That Policy 2.9: Executive Director Succession, be found in compliance with the Monitoring Report presented by Jerry Craig.

VOTE: Yes – ALL

RESOLUTION: 10-11-11

IX. Board Self-Assessment Against Board Means

Ms. Jones called for any comments regarding the meeting. Ms. Greene pointed out that as a point of order, when an initial motion comes from a committee, it does not require a second. The presentation to the Board is the second. A vote by the Board is still required.

X. Announcements - None

XI. Adjournment

There being no further business to come before the Board, Chair Jones adjourned the meeting at 7:04 p.m.


XII. Next meeting scheduled: Tuesday, December 13, 2011 – 5:30 PM

Board Holiday Reception at 5:00 PM; please join us for refreshments.

Akron Metropolitan Housing Authority Multi-Purpose Room

100 West Cedar Street – 1st Floor

Akron, Ohio 44307



David E. Martin, Secretary

**Minutes
as approved
December 13, 2011**