

BOARD OF DIRECTORS' MEETING

Minutes of January 25, 2011 Meeting

(FINAL, with corrections, as approved February 22, 2011)

Board Members Present: Dawn R. Jones, Chairperson; Kevin K. Crum, Vice Chair, David E. Martin, Secretary; Reneé L. Greene, Michael J. Irby, Rose Juriga, Gordon Keaton, Linda L. Marcum, Patrick A. McGown, Phillip J. Montgomery, David J. Peter, M.D., Valerie Riedthaler, Ph.D., Susan Baker Ross, Jules F. Sauvageot, Robert C. Schwartz, Ph.D., Christine C. Yuhasz

Board Members Absent: Milan P. Salchak (excused)

ADM Board Staff Present: Gerald A. Craig, Interim Executive Director; Joanne Arndt, Mark Munetz, Thomas Leffler, Mary Alice Sonnhalter, Fran Rudell, Nick Veauthier

Other Interested Parties Present: David Crosier, Oriana House, Inc./ADM Crisis Center; Karin Lopper-Orr, Blick Clinic; Lynda Cassidy, Summit Consumer Peer Support; Carol Bowes, Summit County Health District; Rev. Byron Arledge, Pastoral Counseling Services; Darryl Brake, Summit County Community Partnership; James Orlando, Summit Psychological Associates; Heather Coughlin, AMHA/MSW Student.

I. Call to Order: Vice Chair, Kevin Crum, called the meeting to order at 5:30 p.m., and explained that Chairperson Dawn Jones had asked him to chair the meeting on her behalf.

II. Pre-approved Actions Agenda

A. Approval of Minutes

Acting Chairperson Crum directed attention to the minutes of the December 14, 2010, Board Meeting. After review,

A MOTION was made by Jules Sauvageot, and SECONDED by Michael Irby,

To approve the Minutes of the December 14, 2010, Board Meeting.

VOTE: Yes – All

RESOLUTION: 01-11-01

B. Operational (CEO Constructs)

Interim Executive Director, Jerry Craig, entertained questions on the Community Health Center budget application. Mr. Montgomery offered that it would be beneficial to review the prior year budget in comparison to this year's budget requests. Susan Ross questioned the reduction of the Methadone line item and related administrative cost.

Mr. Craig stated that Community Health Center did not receive a 2011 budget increase. Funding has remained flat in compassion to 2010. He explained that the variance in Methadone costs resulted from the reclassification of personnel to the correct cost center under direct service. No other questions were presented.

III. Ownership Linkage & Accountability

A. Chair Report – None

B. Ad Hoc Policy Governance® Committee Report

Mr. Crum presented the committee report for the January 7, 2011 and January 20, 2011 meetings. He summarized the reports, explaining that the committee discussed a procedure for developing new policies. Consensus was that since the ad hoc committee would remain in existence. When a new policy needs to be developed, it will be sent to the ad hoc Policy Governance committee to develop a first draft. Then it will be returned to the board for discussion and then a decision made to either move forward, or return the policy to committee for further development.

Mr. McGown stated that the committee would be meeting twice a month, the first meeting to develop the agenda for the next Board meeting, and the second for reviewing and drafting policy language.

Mr. Crum reported that there continues to be low response rates on the monitoring reports, and asked the Board for input on the process. Overall, board members liked SurveyMonkey and found it easy to navigate. Comments included problems carving out sufficient time to review, the length of the document made review difficult and cumbersome, especially for those who wanted to print them out to review. One solution offered was to separate the main monitoring report from the supporting documents. The plan is to evaluate this process after presenting the information differently.

C. Ad Hoc Executive Search Committee Report

Committee Chair Michael Irby reported that the committee reviewed and discussed the 2008 executive search agreement with Waverly Partners, LLC and material from the 2006 Ad Hoc Executive Search Committee. They concluded that they did not want to engage an outside search firm. He stated that the committee agreed to recommend using a process similar to that of 2006, with Board approval.

Mr. Irby explained that the committee discussed the desired skills and qualifications for the executive director position, referring to the draft in the board packet. Dr. Schwartz added that the committee reviewed two position descriptions, one from Waverly Partners, LLC, and one developed by consultants to the ADM Board for all staff job descriptions. The committee added language regarding Policy Governance® to the position description. They elected not to use the position description from Waverly Partners because of presumed proprietary rights.

Ms. Jones questioned the committee recommendations as it related to charge of the committee and the resolution from December 14th, which stated:

RESOLUTION: 12-10-15

“That the Board establish an ad hoc committee to develop a process by which we (sic) will implement a search for an Executive Director.”

She expressed that committee has gone beyond what was intended and indicated the need to have the entire Board involved in reviewing résumés and determining candidates.

After a lengthy discussion, Mr. Crum asked Mr. Irby to summarize the committee report and present recommendations to the Board of Directors.

A MOTION was made by, Michael Irby and SECONDED by Mr. Montgomery

To use the ad hoc Search Committee to conduct a search for a permanent Executive Director.

Before the Board could vote on the motion, Ms. Juriga questioned the committee voting on the job description changes and a budget. Mr. Crum redirected the discussion to the charge to the committee.

Motion Withdrawn

A MOTION was made by Mr. Crum, and SECONDED by Patrick McGowan,

That the ad hoc Search Committee be charged with conducting a search for a permanent Executive Director and, in addition, develop a job description, a timeline and a budget.

VOTE: All – Yes, OPPOSED – Dawn Jones

RESOLUTION: 01-11-02

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

That the ADM Board of Directors approve the revised Executive Director Position Description as attached to the ad hoc Executive Director Search Committee Meeting minutes of January 18, 2011.

VOTE: Yes – All

RESOLUTION: 01-11-03

Mr. Crum called for a brief review of the suggested timeline as recorded in the Ad hoc executive search committee in the January 18, 2011 committee minutes.

Discussion ensued regarding a faster timeline, with explanations on need for the 6-week submission deadline, which was attributed to the publication deadlines for ads in monthly newsletters, newspapers, etc.

Mr. Crum indicated that it was felt that the community would like to see the search concluded sooner. Board member discussion concluded that if a credible search was to be conducted, the ads would need to run for the six-week publication timeframe. However, this did not preclude reviewing résumés as they arrived. Ms. Yuhasz added that interviews will need to be coordinated with board and committee members' schedules as they will involve a large time commitment.

A query was made if the recommendations of the committee need to be reviewed by the Board before offering an interview. Ms. Jones reiterated that she felt the ad hoc search committee was to develop a process, but not to conduct the search, which would be done by the Board. After a discussion concerning the community perception, Dr. Peter noted that the intent was to look locally or regionally so the Board could say to the community that it took "due diligence" in its fiduciary responsibility and then bring the search to a rapid conclusion.

A MOTION was then made by Susan Baker Ross, SECONDED by Dawn Jones,

That the position (of Executive Director) be advertised as of February 1st, for six weeks, deadline for submissions being March 14th; that a meeting be held on March 15th of the Committee and any other members of the board who wish to participate to review the résumés, and put together a recommendation for the Board for the March 29th Board meeting.

VOTE: YES – All

Timeline for Ad Hoc Executive Search Committee – Modified	
Advertise Position	February 1
Résumé submission deadline	as soon as practical but no later than March 14 th
Committee Establish Criteria & Review Résumés	as soon as practical but no later than March 15 th
Recommendations to Board of Directors for Interviews	as soon as practical but no later than April 5 th
Interviews	as soon as practical but no later than April 19 th

RESOLUTION: 01-11-04

A discussion ensued regarding the committee’s budget which included a proposed advertising plan and other potential expenses related to the search. The Committee reviewed advertisement quotes prepared by Jackie Steward and made final recommendations about publications where ads should be placed.

A MOTION was made by Michael Irby, and SECONDED by Reneé Greene,

That the ADM Board approve a budget of an amount not to exceed \$10,000.00 for Search Committee expenses.

VOTE: Yes – All

RESOLUTION: 01-11-05

Before continuing, there was a request for input into modifications to the proposed ad. No questions presented.

D. AOD Committee Vacancy

Ms. Jones indicated Cherita Griffith remains interested in serving on the committee, and that there needed to be some action to appoint her. The application was presented. Term of appointment was discussed.

A MOTION was made by David Martin, seconded by David Peter,

That the ADM Board appoint Cherita Griffith to the AOD Committee to serve out the remainder of the open term.

VOTE: Yes – All

RESOLUTION: 01-11-06

E. Board Member Vacancy – Psychiatrist

Ms. Jones reported that she has been in contact with a candidate, Dr. Blakeslee who is interested in serving on the Board and qualified as a psychiatrist. Candidate’s *curriculum vitae* will be secured and forwarded to Board members. This candidate does provide contract services to Blick Clinic, and it was acknowledged that any vote directly impacting Blick Clinic would be a conflict of interest and would require that Dr. Blakeslee abstain.

A MOTION was made by Dawn Jones, seconded by David Martin,

That a recommendation go forward to the Ohio Department of Mental Health (ODHM) to add Dr. Blakeslee to the Board unless Chair Jones hears any objections from Board members within 14 days of receiving her curriculum vitae.

VOTE: Yes – All

RESOLUTION: 01-11-07

F. Committee Formation and Role

Chair Crum reviewed committees that were discussed as needed under Policy Governance®. He added that AOD Committee is mandated by statute.

Mr. Crum summarized Policy Title: 3.7 Board Committee Structure, and the general duties of each committee:

Policy Governance Committee to draft new policies as determined by the Board, accept recommendations for new policies, re-evaluate existing policies and come up with potential modifications; draft board meeting Agenda.

Levy Committee to serve as an ad hoc committee charged with interacting with the Summit County ADM Support Committee, provide linkage and direction to inform the activities of the Summit ADM Support Committee.

Audit Committee to determine activities and make recommendations to board of financial monitoring policies after recommendations are adopted for compliance audits, financial audits, etc., including development of RFP's for audit services.

Mr. Martin added that audit committee would have broader duties than just concentrating on financial matters, and that the Finance Committee would not be reinstated under Policy Governance.

Ms. Jones remarked that first year will be learning year, and the activities of committees may evolve thru the year.

A MOTION was made by Rose Juriga, SECONDED by Christine Yuhasz,

That the ADM Board move forward with establishment of the Alcohol and Other Drug Committee, Audit Committee, Levy Committee, Nominating Committee and Policy Governance® Transition Committee, with the ADM Board sending out emails to each board member whereby he or she can respond as to which committee they would like to join and each committee draft a committee charge to present back to the board.

Before voting, Chair Crum called for questions and/or comments.

VOTE: Yes – all

RESOLUTION: 01-11-08

Ms. Jones indicated that she will send emails to the Board members requesting interest level in the five committees, and membership on each committee will be determined based on interest.

IV. Levy Committee

Mr. Crum explained that the ADM Board Levy will likely go on the ballot in November 2013. He deferred to Mr. Craig and asked him to explain background of the ADM Levy Committee and the decision to re-name the committee the Summit County ADM Support Committee

Mr. Craig explained that the committee was formed prior to the last levy and was used to raise funds to support levy efforts and to give latitude to do fundraising and other things to get the ADM Board name out into the community and foster support. Minutes of the Summit County ADM Support Committee were distributed.

Mr. Crum stated that the levy is three years out and plans need to be discussed at future Board meetings. Mr. Craig explained in more detail the committee's function and the need for the committee to support the upcoming levy efforts. Mr. Crum stressed that it was always the goal that no ADM funds be spent to pass the levy. It is permissible to use our levy funds by statute, but the desire was to avoid doing so. In 2007, of the \$250,000 spent, \$50,000 of budget overage was funded by ADM Board. The levy was successful with minimal taxpayer money and considerable volunteer effort.

Ms. Jones commented that the Board has ownership interest and responsibility for reaching out to the community to establish levy priorities. She also stressed it is very important to pass the levy on the first attempt, based on the six year cycle. People working on the levy need to be very clear on the priorities and a consistent message needs to be conveyed so that there is a reduced likelihood of misinformation.

Mr. Crum asked for questions about the levy ad hoc committee. Ms. Juriga stated that there has been discussion among the Social Services Advisory Board about a combined Human Services Levy and questioned if there had been any other decision or discussion that will impact all of the levy agencies. Mr. Craig indicated there has not been any substantive discussion on the issue.

V. Assurance of Successful CEO Performance

Mr. Crum referred to the copies of the summaries of monitoring reports for Policy Title: 2.5, Financial Conditions and Activities, and Policy Title: 2.6, Asset Protection, and opened the floor for questions and comments.

A. Mr. Craig summarized the Monitoring Report for Policy Title: 2.5, Financial Conditions and Activities.

Mr. Montgomery commented that one of the audit committee's objectives can be to certify financials for the Executive Director if agreed by the Board.

Ms. Jones reminded the Board that direct inspection is always an option for additional information from Mr. Craig, with notification of the board chair.

A MOTION was made by Dawn Jones, and SECONDED by David Martin,

That the documentation presented shows compliance with Policy 2.5, Financial Conditions and Activities, as presented by Jerry Craig.

VOTE: Yes – All

RESOLUTION: 01-11-09

B. Mr. Craig reported on Policy Title: 2.6, Asset Protection. He explained the areas of non-compliance and the plan of correction and timeline. Once these areas are resolved, Mr. Craig

will present the information to the Board to demonstrate compliance. Mr. Montgomery commended Mr. Craig for being proactive about addressing items out of compliance.

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

That the documentation presented shows compliance with Policy 2.6, Asset Protection.

VOTE: Yes – All

RESOLUTION: 01-11-10

Discussion re 2.6.10

C. Monitoring Process and Review

There was no need for further discussion.

D. New operational concerns – None

E. Next Monitoring assignments for February 2011:

- i. Policy 2.2, "Treatment of Staff"
- ii. Policy 2.3, "Compensation and Benefits"
- iii. Policy 2.5, "Financial Condition and Activities"
- iv. Policy 2.11, "Treatment of Contracted Providers"

VI. Adjournment

There being no further business to come before the Board, Chairperson Crum adjourned the meeting at 7:35 p.m.

VII. Next meeting scheduled: Tuesday, February 22, 2011 – 5:30 p.m.

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

**Final Minutes, with corrections,
as approved at February 22, 2011
Board Meeting**



David E. Martin, Secretary