

County of Summit
Alcohol, Drug Addiction &
Mental Health Services Board

Board Policy Manual

Adopted: October 26, 2010
Effective: December 14, 2010
Updated: December 13, 2011
(See History of Policy Changes)

This page blank.

Table of Contents

	<u>Page</u>
POLICY TYPE: ENDS	
1 Global Ends Statement	4
POLICY TYPE: EXECUTIVE LIMITATION	
2 Global Executive Constraint	5
2.1 Treatment of Consumers	6
2.2 Treatment of Staff	7
2.3 Compensation and Benefits	8
2.4 Financial Planning /Budgeting	9
2.5 Financial Condition and Activities	10
2.6 Asset Protection	11
2.7 Ends Focus of Grants or Contracts	12
2.8 Conflict of Interest	13
2.9 Emergency Executive Director Succession	14
2.10 Communication and Support to the Board	15
2.11 Treatment of Contracted Providers	16
2.12 Provider Contract Decisions	17
POLICY TYPE: BOARD PROCESS	
3 Global Governance Commitment	18
3.1 Governing Style	19
3.2 Board Job Description	21
3.3 Board Members' Code of Conduct	22
3.4 Agenda Planning	24
3.5 Board Officers and Elections	26
3.6 Board Committee Development & Structure.....	28
3.7 Board Committee Structure	30
3.8 Cost of Governance	31
3.9 Vacancy, Recruitment and Selection of the Executive Director	32
3.10 Member Indemnification	33
3.11 Board Characteristics	34
3.12 Expense Reimbursement	36
POLICY TYPE: BOARD-MANAGEMENT CONNECTION	
4 Global Board-Management Connection	37
4.1 Unity of Control	38
4.2 Accountability of the Executive Director	39
4.3 Delegation to the Executive Director	40
4.4 Monitoring Executive Director Performance	41
Monitoring Schedule	42
4.5 Removal of the Executive Director	43
4.6 Executive Director Compensation and Benefits	44
Appendix A Policy Governance Executive Limitations Evaluation Form (sample) ...	45
Appendix B Board Compliance Monitoring tool (sample)	46
Appendix C History of Policy Changes	47
Appendix D Sample Layout for Internal Reports – Executive Limitations	52

POLICY TYPE: ENDS**1.0 POLICY TITLE: *Global Ends***

People with addictions and/or mental illnesses in Summit County will have a quality of life similar or equal to that of others in Summit County at a cost that reflects a prudent and responsible allocation of resources available to the ADM Board and that is consistent with sustaining a network of providers.

POLICY TYPE: EXECUTIVE LIMITATIONS**2.0 POLICY TITLE: *GLOBAL EXECUTIVE CONSTRAINT***

The Executive Director shall not cause or allow any practice, activity, decision, or organizational circumstance which is either unlawful, imprudent or in violation of commonly accepted business and professional ethics and practices.

POLICY TYPE: EXECUTIVE LIMITATIONS**2.1 POLICY TITLE: *TREATMENT OF CONSUMERS***

The Executive Director may not cause or allow contracted service providers or ADM Board staff to cause or allow conditions, procedures, decisions or services which are unsafe, undignified, inappropriate, or unnecessarily intrusive for consumers or those applying to be consumers.

Further, without limiting the scope of the foregoing by this enumeration, he or she shall not allow contracted service providers or ADM Board staff to:

1. Elicit information for which there is no clear necessity.
2. Intentionally inhibit service delivery.
3. Cause consumers to be confused about expectations for any service provided.
4. Disregard individual consumer choice and cultural sensitivity with regard to (but not limited to), gender, race, age, disability, nationality and/or gender identity.

POLICY TYPE: EXECUTIVE LIMITATIONS**2.2 POLICY TITLE: *TREATMENT OF STAFF***

With respect to the treatment of paid and volunteer staff, the Executive Director shall not cause or allow conditions which are inequitable, discriminatory, undignified, disorganized, or unclear.

Further, without limiting the scope of the foregoing by this enumeration, he or she shall not:

1. Operate without written personnel rules which:
 - a. clarify rules for staff,
 - b. provide for effective handling of grievances, and
 - c. protect against wrongful working conditions, such as nepotism and preferential treatment.
2. Retaliate against any staff member for non-disruptive expression of dissent.
3. Take any negative action against any staff member for behavior which does not compromise the mission of the organization.
4. Prevent staff from grieving to the board when:
 - a. internal grievance procedures have been exhausted and
 - b. the employee alleges that board policy has been violated to his or her detriment.
5. Allow staff to be uninformed or unaware of their protections under this policy as interpreted by the Executive Director.

9/27/11 – Returned to ad hoc Governance Committee for review of Item 2.2.3.

POLICY TYPE: EXECUTIVE LIMITATIONS**2.3 POLICY TITLE: *COMPENSATION AND BENEFITS***

The Executive Director shall not cause or allow jeopardy to fiscal integrity or to public image with respect to employment, compensation, and/or benefits to employees, consultants, contract workers and volunteers.

Further, without limiting the scope of the foregoing by this enumeration, he or she shall not:

1. Promise or imply permanent or guaranteed employment.
2. Establish current compensation and benefits which deviate materially from the geographic or professional market for the skills employed.
3. Create obligations over a longer term than revenues can be safely projected, in no event longer than one year, and in all events subject to losses in revenue.

POLICY TYPE: EXECUTIVE LIMITATIONS**2.4 POLICY TITLE: *FINANCIAL PLANNING/BUDGETING***

Financial planning for any fiscal year, or the remaining part of any fiscal year, shall not deviate materially from board's Ends priorities, risk fiscal jeopardy, or fail to be derived from a multi-year plan.

Further, without limiting the scope of the foregoing by this enumeration, the Executive Director shall not allow financial planning and/or budgeting that:

1. Does not align with the Community Plan mandated by State law and the organization's By Laws.
2. Does not consider a variety of opinions and perspectives including those which may be contrary to their own.
3. Risks the organization incurring those situations or conditions described as unacceptable in the board's policy Financial Condition and Activities.
4. Is not derived from a formal process of planning for the future of the organization.
5. Anticipates the expenditure in any fiscal year of more funds than are conservatively projected to be available in that period.
6. Anticipates organizational reserves that drop below 60 days of working capital.
7. Does not employ credible projections of revenues and expenses, separation of capital and operational items, cash flow, and disclosure of planning assumptions.
8. Provides less for board prerogatives during the year than is set forth in the Cost of Governance policy.

POLICY TYPE: EXECUTIVE LIMITATIONS**2.5 POLICY TITLE: *FINANCIAL CONDITION AND ACTIVITIES***

The Executive Director shall not cause or allow the development of fiscal jeopardy or a material deviation of actual expenditures from board priorities established in Ends policies with respect to the actual, ongoing financial condition and activities.

Further, without limiting the scope of the foregoing by this enumeration, he or she shall not:

1. Expend more funds than are available in the fiscal year.
2. Indebt the organization for ADM Board administrative operations in an amount greater than can be repaid by certain, otherwise unencumbered revenues within 60 days.
3. Allow contractual payments to exceed 30 days.
4. Use or shift any Board restricted reserves.
5. Allow payroll obligations to be unsettled or untimely.
6. Allow tax payments or other government ordered payments or filings to be overdue or inaccurately filed.
7. Make a single purchase or commitment for non-routine ADM Board administrative expenses of greater than 15% of the non-payroll and facility budget. Splitting orders to avoid this limit is not acceptable.
8. Acquire, encumber or dispose of real property.
9. Allow receivables to go uncollected beyond a reasonable period of time without aggressively pursuing their collection.

POLICY TYPE: EXECUTIVE LIMITATIONS**2.6 POLICY TITLE: ASSET PROTECTION**

The Executive Director shall not allow ADM Board assets to be unprotected, inadequately maintained or unnecessarily exposed to risk.

Further, without limiting the scope of the foregoing by this enumeration, he or she shall not:

1. Assume property or casualty risk unnecessarily, including risk against liability losses to board members, staff and the organization.
2. Allow unbonded or unauthorized personnel access to material amounts of funds.
3. Subject plant and equipment to improper wear and tear or insufficient maintenance.
4. Unnecessarily expose the organization, its board or staff to claims of liability.
5. Make any purchases that circumvent state competitive bidding requirements.
6. Make any purchase (except for contracts for alcohol, drug addiction, mental health services) for an amount of more than \$10,000 without considering comparatives for price and quality from a minimum of 3 qualified vendors if available. Orders shall not be split to avoid these criteria.
7. Make any purchase wherein normally prudent protection has not been given against conflict of interest
8. Allow intellectual property, information and files to be inadequately protected from piracy, loss, theft, or from suffering significant damage.
9. Receive, process or disburse funds under controls which are insufficient to meet the State Auditor's standards.
10. Endanger the organization's public image or credibility, particularly in ways that would hinder its accomplishment of Ends.
11. Change the organization's name or substantially alter its identity in the community.

POLICY TYPE: EXECUTIVE LIMITATIONS**2.7 POLICY TITLE: *ENDS FOCUS OF GRANTS OR CONTRACTS***

The Executive Director shall not enter into any grant or contract, unless it emphasizes the production of Ends and the avoidance of unacceptable means.

Further, without limiting the scope of the foregoing by this enumeration, he or she shall not:

1. Fail to monitor a grant or contract to prevent funds from being used in imprudent, unlawful or unethical ways.
2. Let a grant or contract without considering an applicant's capability to produce appropriately targeted, efficient results.

POLICY TYPE: EXECUTIVE LIMITATIONS**2.8 POLICY TITLE: *CONFLICT OF INTEREST***

The Executive Director shall not engage in or allow any practices which result in a conflict of interest detrimental to the interests of the organization.

Further, without limiting the scope of the foregoing by this enumeration, he or she shall not:

1. Conduct County of Summit ADM Board business with any organization with which, or individual with whom, she or he has a direct business interest.
2. Conduct County of Summit ADM Board business with any organization with which, or individual with whom, she or he has a substantial and direct affiliation, except for those affiliations which arise as a representative of Summit County ADM Board.
3. Conduct County of Summit ADM Board business, with or without a formal contract, in which he or she stands to receive a direct personal benefit in the manner of a gift, promotional award, personal payment, or similar offering of greater than \$75.

POLICY TYPE: EXECUTIVE LIMITATIONS**2.9 POLICY TITLE: *EMERGENCY EXECUTIVE DIRECTOR SUCCESSION***

In order to protect the board from sudden loss of Executive Director services, the Executive Director shall have no fewer than two other staff members familiar with board and Executive Director issues and processes, to the extent that they could take over with reasonable proficiency as an interim successor.

POLICY TYPE: EXECUTIVE LIMITATIONS

2.10 POLICY TITLE: *COMMUNICATION AND SUPPORT TO THE BOARD*

The Executive Director shall not permit the board to be uninformed or unsupported in its work.

Further, without limiting the scope of the foregoing by this enumeration, he or she shall not:

1. Neglect to submit monitoring data required by the board (see policy on Monitoring Executive Director Performance) in a timely, accurate and understandable fashion, directly addressing provisions of board policies being monitored.
2. Let the board be unaware of an actual or anticipated noncompliance with any policy of the board as soon as possible; in the case of noncompliance that could significantly impact the ability to meet organizational Ends, as soon as it is discovered.
3. Let the board be unaware of potential non-compliance with its own policies on Board Process and Board-Management Connection, particularly in the case of board behavior which is detrimental to the work relationship between the board and the Executive Director.
4. Let the board be unaware of relevant trends, anticipated adverse media coverage, threatened or pending lawsuits, material external and internal changes, particularly changes in the assumptions upon which any board policy has been established.
5. Deny the board access to, or fail to fully inform the board of, the range of relevant perspectives, including staff and external viewpoints, as needed for fully informed board choices.
6. Present information in unnecessarily complex or lengthy form or in a form that fails to differentiate among information of three types: monitoring, decision preparation, and other.
7. Cause the board to operate without appropriate mechanisms and support for official board, officer or committee communications.
8. Communicate substantive governance information to an individual or segment of the board except when (a) fulfilling individual requests for information or (b) responding to officers or committees duly charged by the board.
9. Allow the board to be non-compliant with legal or contractual requirements for board approval on delegated activities of the organization, or offer such items on the Pre-Approved Actions (consent) agenda without providing the relevant monitoring assurance pertaining thereto.

POLICY TYPE: EXECUTIVE LIMITATIONS**2.11 POLICY TITLE: *TREATMENT OF CONTRACTED PROVIDERS***

The Executive Director shall not, within his or her authority, purposely, or through negligence, cause or allow contracted service providers to experience conditions, procedures, decisions or services which are unfair, unprofessional, inequitable or influenced by politics.

Further, without limiting the scope of the foregoing by this enumeration, he or she shall not purposely cause or allow situations or processes which:

1. Do not treat each and every service provider, or applicant to become a service provider, with fairness, dignity, and respect.
2. Do not deliver timely and accurate information to providers which they need to apply for, report on, or participate in service provision.
3. Cause or allow providers to be dealt with based on personal likes or dislikes rather than principles.

POLICY TYPE: BOARD PROCESS**2.12 POLICY TITLE: *PROVIDER CONTRACT DECISIONS***

The Executive Director shall not allow or condone contract decision processes or outcomes which do not lead to a fair and unbiased process which is reasonably designed to select the best possible candidate.

Accordingly, he or she shall not;

1. Automatically choose the incumbent provider.
2. Rule out agencies for the sole reason that they have not been contracted with before.
3. Go geographically further than reasonably needed to secure the services.
4. Make choices without a reasonable and equitable selection process.
5. Contract for services which unreasonably limit consumer choices.
6. Select providers who do not meet the level of care needed by the clients.
7. Ignore the underlying human service and clinical needs.
8. Select providers who do not provide evidence of clinical and financial capability.

POLICY TYPE: BOARD PROCESS**3.0 POLICY TITLE: *GLOBAL GOVERNANCE COMMITMENT***

The purpose of the board, on behalf of residents of Summit County, is to see to it that the County of Summit ADM Board fulfills its statutory mandate, achieves appropriate results for appropriate persons at an appropriate cost as defined in the Ends Policies, and avoids unacceptable actions and situations.

POLICY TYPE: BOARD PROCESS**3.1 POLICY TITLE: *GOVERNING STYLE***

The board will govern lawfully with an emphasis on (a) outward vision rather than an internal preoccupation, (b) encouragement of diversity in viewpoints, (c) strategic leadership more than administrative detail, (d) clear distinction of board and Executive Director roles, (e) collective rather than individual decisions, (f) future rather than past or present, and (g) proactivity rather than reactivity.

On any issue, the board must ensure that divergent views are considered in making decisions, yet must resolve into a single organizational position.

Accordingly:

1. The board will cultivate a sense of group responsibility. The board, not the staff, will be responsible for excellence in governing. The board will be the initiator of policy, not merely a reactor to staff initiatives. The board will not use the expertise of individual members to substitute for the judgment of the board, although the expertise of individual members may be used to enhance the understanding of the board as a body.
2. The board will direct, control and inspire the organization through the careful establishment of broad written policies reflecting the board's values and perspectives. The board's major policy focus will be on the intended long-term impacts outside the staff organization, not on the administrative or programmatic means of attaining those effects.
3. The board will enforce upon itself whatever discipline is needed to govern with excellence. Discipline will apply to matters such as attendance, preparation for meetings, policymaking principles, respect of roles, and ensuring the continuance of governance capability. Although the board can change its governance process policies at any time, it will observe them scrupulously while in force.
4. In accordance with this discipline, the board will conform to the following standards:
 - a. Attendance: Board member attendance shall comply with Ohio Revised Code Chapter 340. Board members shall give notice to the Board Governance Chair of any absences.
 - b. Any member of the board may be removed from office by the appointing authority for neglect of duty, misconduct, or malfeasance in office, and shall be removed by the appointing authority if the member's spouse, child, parent, brother, sister, step-parent, stepchild, stepbrother, stepsister, father-in-law, mother-in-law, son-in-law, daughter-in-law, brother-in-law, or sister-in-law serves as the county executive or member of county council or serves as a member of the board or employee of an agency with which the board has entered a contract for the provision of services or facilities. The member shall be informed in writing of the charges and afforded an opportunity for a hearing.

- c. The State Auditor’s Office shall conduct an annual financial audit of the board operation as part of the Summit County audit.
- d. Method of Voting: Decisions of the board will be formally presented through a simple voice vote of motions that have been seconded. A roll call vote shall be used for an Executive Session as required under Ohio Revised Code Section 121.22 (Sunshine Law), or as otherwise required by law.
- e. Executive Sessions: The board may hold an Executive Session for all purposes allowable by law but not limited to the following purposes:
 - i. Appointment, dismissal, discipline, promotion, demotion, or compensation of an employee or board member or the investigation of charges or complaints against an employee or board member.
 - ii. To consider the purchase or sale of property for public purposes.
 - iii. Conferences with an attorney concerning disputes that are the subject of pending or imminent court action.
 - iv. Confidential matters as defined by law.
 - v. Specialized details of security arrangements
- f. The board will only allow itself to address a topic after it has answered these questions:
 - i. What is the real nature of this issue?
 - ii. What is the underlying value position concerning this issue?
 - iii. Is this a shared issue?
 - iv. Whose issue is this? *Owner or customer?* Is it the Board’s or the Executive Director’s?
 - v. Has the board dealt with this subject in policy? If so, what has the Board said on this subject and how is this issue related? If the Board has already addressed the matter, does the Board wish to change what it has already said?
 - vi. If the matter is several levels below board level, does the board agree that the matter affects the Ends in a significant fashion? If so, then the board will determine what the broadest possible way of addressing the issue is so that it is still under existing board policy.
 - vii. It is out of order for board members to talk about content until these questions of appropriateness are settled.
- g. Continual board development will include orientation of new board members in the board’s governance process and periodic board discussion of process improvement. The board will allow no officer, individual or committee of the board to hinder or be used as an excuse for the board not fulfilling its commitments. The board will monitor and discuss the board’s process and performance at each meeting. Self-monitoring will include comparison of board activity and discipline to policies in the Board Process and Board Management Connection categories, following the monitoring schedule in Appendix A.

POLICY TYPE: BOARD PROCESS**3.2 POLICY TITLE: *BOARD JOB DESCRIPTION***

Specific job outputs of the board, as an informed agent of the ownership, are those that ensure appropriate organizational performance.

Accordingly, the board has direct responsibility to create:

1. The link between the ownership and the operational organization.
2. Written governing policies which address the broadest levels of all organizational decisions and situations.
 - a. Ends: Organizational products, impacts, benefits, outcomes, recipients, and their relative worth (what good for which recipients at what cost).
 - b. Executive Limitations: Constraints on executive authority which establish the prudence and ethics boundaries within which all executive activity and decisions must take place.
 - c. Governance Process: Specification of how the board conceives, carries out, and monitors its own task.
 - d. Board-Executive Director Linkage: How power is delegated and its proper use monitored; the Executive Director role, authority and accountability.
3. Assurance of successful Executive Director performance.
4. Levy recommendations for inclusion on the ballot.

POLICY TYPE: BOARD PROCESS**3.3 POLICY TITLE: BOARD MEMBERS' CODE OF CONDUCT**

The board expects from itself and its members ethical, lawful and businesslike conduct. This commitment includes proper use of authority and appropriate decorum in groups and individual behavior when acting as board members. Accordingly:

1. Board members will be alert to the fact that, though they may be appointed by a political body, their primary allegiance is to the owners. They will recognize their political influences, balance them with those of other constituencies, and then act in the best interest of the entire ownership.
2. Board members must avoid any conflict of interest with respect to their fiduciary responsibility.
 - a. There must be no self-dealing or any conduct of private business or personal services between any board member and the organization except as procedurally controlled to assure openness, competitive opportunity and equal access to "inside" information.
 - b. Board members must not use their positions to obtain for themselves, family members (*member's spouse, child, parent, brother, sister, step-parent, stepchild, stepbrother, stepsister, father-in-law, mother-in-law, son-in-law, daughter-in-law, brother-in-law, or sister-in-law*), or associates, employment within the organization. (Clarification: Board members are encouraged to refer qualified individuals but should in no way attempt to influence the selection process.)
 - c. Should a board member apply for employment with the board, he or she must voluntarily resign from the board prior to being considered for employment. Board members may not accept employment with a contractor of the board until one year has elapsed from their termination as a board member.
 - d. Board members must disclose all conflicts of interest publicly and must refrain from discussions and debates and abstain from voting on any issue for which a conflict of interest exists.
 - e. Board members will sign an acknowledgement and disclosure statement attesting that they have received the Ohio Ethics Laws and have disclosed any current conflict of interest, and understand that they have the duty to immediately update their disclosure statement should any new conflict arise.
 - f. Board members will comply with Revised Code chapter 102, and update disclosures accordingly, corresponding to the scheduled annual review of this policy.
3. Board members may not accept anything of more than a nominal value from a private citizen under circumstances that creates a conflict of interest or the appearance of impropriety. Board members may not accept anything of value from ADM board members or board members of contracted provider agencies, employees of the ADM board or contracted provider agencies, or consumers. "Anything of value" includes money, supplemental compensation from any party,

goods, chattel, future employment, interest in realty, travel, meals and lodging, frequent flyer benefits or credit card benefits and every other thing of value. Common sense exceptions to this requirement includes ordinary social hospitality such as special social celebrations and recognition (e.g., recognition certificates and plaques).

4. Board members are prohibited from representing a private client before the board for one year following departure from the board.
5. Current and former board members are prohibited from disclosing any information officially designated as confidential, including:
 - a. Anything that identifies individual consumers, without a signed authorization.
 - b. Sensitive information such as budget, personnel and property acquisition until final decisions and negotiations have been completed.
 - c. Proprietary information of contracted provider agencies.
 - d. Anything of a sensitive nature.
6. Board members are prohibited from having a personal interest in a public contract, *as defined in Ohio Revised Code §2921.42(I)(1)*, with the board.
7. Board members may not attempt to exercise individual authority over the organization.
 - a. Members' interaction with the Executive Director or with staff must recognize the lack of authority vested in individuals except when explicitly board authorized.
 - b. Members' interaction with public, press or other entities must recognize the same limitation and the inability of any board member to speak for the board except to repeat explicitly stated board decisions.
 - c. Except for participation in board deliberation about whether reasonable interpretation of board policy has been achieved by the Executive Director, ADM Board members will not express individual judgments of performance of employees of the Executive Director or of the Executive Director.
8. Board members will be properly prepared for board deliberation.

POLICY TYPE: BOARD PROCESS

3.4 POLICY TITLE: AGENDA PLANNING

The board will follow an annual agenda which (a) completes a re-exploration of Ends policies annually and (b) continually improves board performance through board education and enriched input and deliberation.

1. The board's planning cycle will conclude each year on the last day of December so that administrative planning and budgeting for the year after the upcoming year can be based on accomplishing a one year segment of the board's most recent statement of long term Ends.
2. The cycle will start with the board's development of its agenda for the next year.
 - a. Consultations with selected groups in the ownership, or other methods of gaining ownership input will be determined and arranged in the first quarter, to be held during the balance of the year.
 - b. Governance education, and education related to Ends determination, (e.g. presentations by futurists, demographers, advocacy groups, staff, etc.) will be arranged in the first quarter, to be held during the balance of the year.
3. Throughout the year, the board will attend to agenda items as expeditiously as possible.
4. Executive Director monitoring will be included on the agenda if monitoring reports show policy violations, or if policy criteria are to be debated.
5. To effectively and efficiently accomplish its outputs the board will structure its meetings so as to address legal requirements and so as to be appropriate for the nature of the meeting's topics and purpose.
6. All meetings of the board, including all committees or subcommittees formed under the auspices of this board, shall be open to the public and held and conducted in compliance with Ohio Revised Code Section 121.22, (Sunshine Law). Opportunity shall be given to the public to address the meeting, but the board shall not be obligated to consider the problem or request of a petitioner unless the matter has been presented to each individual member of the board and the Executive Director in writing at least 48 hours in advance of the meeting, excluding Sundays and holidays.
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.

8. **Regular Meeting:** At the December Organizational Meeting the Board shall fix the time of the regular board meetings for the upcoming year. No later than ten (10) days after the Organizational Meeting, and prior to the first regular meeting following the Organizational Meeting, written announcement of the time and place of regular meetings shall be available at the ADM Board office during regular business hours and shall be posted at ADM Board offices and website. In case of postponement or continuance of a regular meeting (e.g., due to inclement weather or anticipated lack of a quorum) the Executive Director shall ensure that all members are notified.
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.
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.
13. **Agenda:** Meetings of the board shall proceed according to an agenda that is a responsibility of the Governance Chair. Such agenda, together with supporting data and a copy of the minutes of the previous meeting, shall be sent to all board members at least five (5) business days prior to the regular board meeting.

POLICY TYPE: BOARD PROCESS

3.5 POLICY TITLE: *BOARD OFFICERS AND ELECTIONS*

The board's work will be enabled and supported by the election of officers who are especially empowered members of the board who will provide the board with specific job outputs that will serve its needs as a group. Accordingly:

1. *Elections*

The board will elect a Governance Chair, Vice Chair, and Secretary at the December meeting each year, by secret ballot, from the slate of candidates offered by the Membership Committee and those nominated from the floor. The Secretary of the board will count the ballots and those receiving the most votes will be identified as the officers-elect. In the Secretary's absence, the Chair of the Membership Committee will count the ballots. If no candidates are identified from the floor, the board may waive the secret ballot process and have a voice vote to accept the candidates offered by the nominating committee. Officers will assume their duties after adjournment of the December board meeting. Officers may not serve in the same office for more than two consecutive years. Candidates for officer positions which become open due to vacated terms will be brought forward by the nominating committee for a vote of the board.

2. *Governance Chair's Role*

The Governance Chair, an especially empowered member of the board, assures the integrity of the board's process and, secondarily, occasionally represents the board to outside parties.

Accordingly:

- a. The assigned result of the Governance Chair's job is that the board behaves consistently with its own rules and those legitimately imposed upon it from outside the organization.
- b. Meeting discussion content will be on those issues which, according to board policy, clearly belong to the board to decide or to monitor.
- c. Information which is for neither monitoring performance nor board decisions will be avoided or minimized and always noted as such.
- d. Deliberation will be fair, open, and thorough, but also timely, orderly, and kept to the point.
- e. The authority of the Governance Chair consists in making decisions that fall within topics covered by board policies on Board Process and Board-Management Connection, with the exception of (a) employment or termination of an Executive Director and (b) where the board specifically delegates portions of this authority to others. The Governance Chair is authorized to use any reasonable interpretation of the provisions in these policies.
 - i. The Governance Chair is empowered to chair board meetings with all the commonly accepted power of that position, such as ruling and recognizing.
 - ii. The Governance Chair has no authority to make decisions about policies created by the board within Ends and Executive Limitations policy areas. Therefore, the Governance Chair has no authority to supervise or direct the Executive Director.

- iii. The Governance Chair may represent the board to outside parties in announcing board-stated positions and in stating chair decisions and interpretations within the area delegated to her or him.
- iv. The Governance Chair may delegate this authority, but remains accountable for its use.

3. *Vice Governance Chair's Role*

The work of the Vice Governance Chair is to perform all of the duties as Governance Chair in the Governance Chair's absence. The position carries with it no authority above or beyond any other board member or over the Executive Director except as that authority is granted to the Governance Chair and for such time as the Vice Governance Chair is serving in the role of Governance Chair. In order to be prepared for possible duty he or she will maintain familiarity with governance practices, issues and policies.

4. *Board Secretary's Role*

The Board Secretary is an officer of the board whose purpose is to ensure the integrity of the board's documents.

Accordingly:

- a. The assigned result of the Board Secretary's job is to see to it that all board documents and filings are accurate and timely, including the certification of the evidence of board action, including board policies and minutes.
 - i. Policies will be current in their reflection of board decisions. Decisions upon which no subsequent decisions are to be based, such as Pre-approved Actions Agenda decisions, motions to adjourn, and staff or board member recognitions need not be placed in policy.
 - ii. Policies will rigorously follow Policy Governance® principles.
 - iii. Requirements for format, brevity, and accuracy of board minutes will be known to the Executive Director.
- b. The authority of the Secretary is access to and control over board documents, and a reasonable amount of staff time.

POLICY TYPE: BOARD PROCESS**3.6 POLICY TITLE: *BOARD COMMITTEE DEVELOPMENT & STRUCTURE***

Board committees, when used, will be assigned so as to reinforce the wholeness of the board's job and so as never to interfere with delegation from board to Executive Director.

Accordingly:

1. Board committees are to help the board do its job, not to help or advise the staff. Committees ordinarily will assist the board by preparing policy alternatives and implications for board deliberation. In keeping with the board's broader focus, board committees will normally not have direct dealings with current staff operations.
2. Board committees may not speak or act for the board except when formally given such authority for specific and time-limited purposes. Expectations and authority will be carefully stated in order not to conflict with authority delegated to the Executive Director.
3. Board committees cannot exercise authority over staff. Because the Executive Director works for the full board, he or she will not be required to obtain approval of a board committee before an executive action.
4. Board committees are to avoid over-identification with organizational parts rather than the whole. Therefore, the board shall not delegate final authority to a committee.
5. Committees will be used sparingly and ordinarily in an ad hoc capacity.
6. A committee shall be comprised of a minimum of three (3) board members. Committee member attendance requirements shall comply with Ohio Revised Code Chapter 340.
7. Committee members shall be appointed by the Board Governance Chair, with consideration being given to Board member committee preferences, if possible. Board Chair has no authority to appoint the Nominating Committee.
8. Committee members shall serve a term of two (2) calendar years, with membership to be re-evaluated in October for the following calendar year; the only exception being the Alcohol & Other Drugs Standing Committee, which appointment terms will follow requirements set forth in Ohio Revised Code Chapter 340.
9. Each board member will be asked to serve on two (2) committees.
10. At the first committee meeting of each calendar year, committee members will elect a Chair for their respective committee. The committee chair will serve a one (1) year term to expire December 31st of that calendar year.

11. Committee members will revisit mission statement each January and return to Board for approval.
12. This policy applies to any group which is formed by board action, whether or not it is called a committee and regardless whether the group includes board members. It does not apply to committees formed under the authority of the Executive Director. (*number change only*)

POLICY TYPE: BOARD PROCESS

3.7 POLICY TITLE: BOARD COMMITTEE STRUCTURE

A committee is a board committee only if its existence and charge come from the board, regardless whether board members sit on the committee. The only standing board committees are those which are set forth in this policy. Unless otherwise stated, a committee ceases to exist as soon as its task is complete.

1. **Membership Committee**

Product: Responsible for recruiting, training, and development of Board members in addition to seeking qualified candidates for the board to consider as recommendations to appointing officials, as needed, and to provide a slate of candidates for board officers, as needed. 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.

Authority: To incur reasonable costs, direct charges and use of staff time.

Membership: Candidate characteristics will follow the statutory Ohio Revised Code requirements.

2. **Audit Committee**

Product: The Mission of the ADM Board's Audit Committee is to determine and facilitate the audit requirements and direct inspection monitoring activities of the agency. Additionally, the Audit Committee will act as the oversight body of the ADM Board's Whistleblower Policy.

Authority: To incur reasonable costs, direct charges and use of staff time.

Membership: Candidate characteristics will follow the statutory Ohio Revised Code requirements.

3. **Alcohol and Other Drugs (AOD) Standing Committee**

Product: The Mission of the County of Summit Alcohol and Drug Addiction Services (AOD) Committee is to comply with all statutory requirements of Ohio Revised Code 340.022, make recommendations to the Board for new areas of AOD focus, and provide advocacy for stakeholders to insure focus in priority areas.

Authority: To incur reasonable costs, direct charges and use of staff time.

Membership: Candidate characteristics will follow the statutory Ohio Revised Code requirements.

4. All other committees will be formed in an ad hoc capacity.

POLICY TYPE: BOARD PROCESS**3.8 POLICY TITLE: *COST OF GOVERNANCE***

Because poor governance costs more than learning to govern well, the board will invest in its governance capacity.

Accordingly:

1. Board skills, methods, and supports will be sufficient to assure governing with excellence.
 - a. Training and retraining will be used liberally to orient new members and candidates for membership, as well as to maintain and increase existing member skills and understanding.
 - b. Outside monitoring assistance will be arranged so that the board can exercise confident control over organizational performance. This includes, but is not limited to, fiscal audit.
 - c. Community outreach will be used as needed to ensure the board's ability to listen to owner viewpoints and values.
2. Costs will be prudently incurred, though not at the expense of endangering the development and maintenance of superior capability. The Board will develop its governance budget by **June 1** each year to assure its inclusion in the overall budget and will include allowances for:
 - a. Training, including attendance at conferences and workshops.
 - b. Audit and other third-party monitoring of organizational performance.
 - c. Surveys, focus groups, opinion analyses, and meeting costs.
 - d. Board meetings.
3. In order to insure that new board members are given a meaningful orientation to their duties and responsibilities and the board itself maintains continuity and discipline, a systematic and timely orientation program shall be provided. Accordingly:
 - a. Each year all of the board members shall attend at least one in-service training session provided or approved by the Ohio Department of Mental Health or the Ohio Department of Alcohol and Drug Addiction Services. Such training sessions shall not be considered to be scheduled meetings of the board.

POLICY TYPE: BOARD PROCESS**3.9 POLICY TITLE: *VACANCY, RECRUITMENT AND
SELECTION OF THE EXECUTIVE DIRECTOR***

In accordance with public ethics requirements, board members are ineligible to serve as interim executive director.

POLICY TYPE: BOARD PROCESS**3.10 POLICY TITLE: MEMBER INDEMNIFICATION**

Board members will be protected in the performance of their duties as follows:

1. In the event that insurance procured by the board, insuring board members or employees of the board against liability arising from the performance of their official duties, is unavailable or the amounts the board has procured (or is able to procure) is insufficient to cover the amount of any claim, and to the extent that the board member or employee is not otherwise immune from liability pursuant to Ohio Revised Code 340.03(D), the board shall indemnify a board member or employee:
 - a. Against expenses, judgments, decrees, and amounts paid in settlement actually and reasonably incurred by him or her in connection with any action, suit, or proceeding to which he or she is or shall be a party, or with which he or she may have been threatened, for any action or inaction is especially authorized by the Ohio Revised Code, if the board member or employee acted in good faith and in a manner that he or she reasonably believed was in or was not opposed to the best interest of the board; and
 - b. Against any expenses, including attorneys' fees, the board member or employee actually and reasonably incurred as a result of a suit or other proceeding involving the defense of any action or inaction in his capacity as a board member or employee or at the request of the board, or in defense of any claim, issue, or matter raised in connection with the defense of such action or inaction, to the extent that the board member or employee is successful, on the merits or otherwise.
 - c. The Board shall defend and indemnify members of the Board as provided in Ohio Rev. Code Section 2744.07. If a member of the Board is named in a personal capacity in a lawsuit as the result of the performance of his/her duties in his/her capacity as a Board member, legal representation will be provided to that member. This representation may be in addition to representation provided by the Summit County Prosecutor's office. When a Board Member is named solely in his/her official capacity, the Summit County Prosecuting Attorney's Office or insurance counsel will provide legal representation.
2. The termination of any action, suit, or proceeding by judgment, order, or settlement, shall not, of itself, create any presumption that the person did not act in good faith and in a manner that he or she reasonably believed to be in, or not opposed to, the best interest to the board.

POLICY TYPE: BOARD PROCESS**3.11 POLICY TITLE: *BOARD CHARACTERISTICS***

Board members shall be selected according to Section 340.02 Ohio Revised Code:

1. The board shall consist of eighteen appointed members.
2. The Director of the Ohio Department of Mental Health shall appoint four members of the board, the Director of the Ohio Department of Alcohol and Drug Addiction Services shall appoint four members of the board and the Summit County Executive shall appoint ten members with the consent of the Summit County Council.
3. With regard to the appointment by the Director of the Ohio Department of Mental Health, at least one member of the board shall be a psychiatrist and one member of the board shall be a mental health professional. If a psychiatrist is not possible, as determined under rules adopted by the Ohio Department of Mental Health director, a licensed physician may be appointed in place of the psychiatrist. If the appointment of a licensed physician is not possible, the director of the Ohio Department of Mental Health may waive the requirement that the psychiatrist or licensed physician be a resident of the service district and appoint a psychiatrist from a contiguous county. At least one member of the board shall be a person who has received or is receiving mental health services paid for by public funds and at least one member shall be a parent or other relative of such a person.
4. With regard to the appointment by the Director of the Ohio Department of Alcohol and Drug Addiction Services, at least one member of the board shall be a professional in the field of alcohol or drug addiction services and one member of the board an advocate for persons receiving treatment for alcohol or drug addiction. Of the members appointed by the director of the Ohio Department of Alcohol and Drug Addiction Services, at least one shall be a person who has received or is receiving services for alcohol or drug addiction, and at least one shall be a parent or other relative of such a person.
5. Members shall be residents of Summit County and shall be interested in mental health and alcohol and drug addiction programs and facilities.
6. No member or employee of the board shall serve as a member of the board of any agency with which the board has entered into a contract for the provision of services or facilities. No member of the board shall be an employee of any agency with which the board has entered into a contract for the provision of services or facilities.
7. Independent contractors shall not be considered employees of agencies.

8. No person shall serve as a member of the board whose spouse, child, parent, brother, sister, grandchild, stepparent, stepchild, stepbrother, stepsister, father-in-law, mother-in-law, son-in-law, daughter-in-law, brother-in-law, or sister-in-law serves as a member of the board of any agency with which the board has entered a contract for the provision of services or facilities. No person shall serve as a member or employee of the board whose spouse, child, parent, brother, sister, stepparent, stepchild, stepbrother, stepsister, father-in-law, mother-in-law, son-in-law, daughter-in-law, brother-in-law, or sister-in-law serves as a County of Summit executive or county council member.
9. Each member shall be appointed for a term of four years, commencing the first day of July. No member shall serve more than two consecutive four-year terms. A member may serve for three consecutive terms only if one of the terms is less than two years. A member who has served two consecutive four year terms or three consecutive terms totaling less than ten years is eligible for reappointment one year following the end of the second or third term, respectively.
10. When a vacancy occurs the expired or unexpired term shall be filled in the same manner as the original appointment. The appointing authority shall be notified by certified mail of any vacancy and shall fill the vacancy within sixty days following such notice.
11. As nearly as possible, membership on the board shall reflect the demographic characteristics of Summit County.

POLICY TYPE: BOARD PROCESS**3.12 POLICY TITLE: *EXPENSE REIMBURSEMENT***

It is the policy of the board to reimburse board members for actual and necessary expenditures they incur in the performance of their official duties, and as may be defined by the Ohio Department of Mental Health and the Ohio Department of Alcohol & Drug Addiction Services.

Accordingly:

1. "Official duties" is defined to include training for board members to fulfill such annual requirements set forth in the Ohio Revised Code, attendance at board meetings, and participation in other meetings that would serve to enhance the member's performance as a board member.
2. Reimbursement of board members shall be limited to the amount budgeted in any calendar year (January – December). The ultimate approval for such attendance rests with the board and is based on the "official duty" definition as stated above. Advance approval by the board is required for total expenses exceeding \$250 for a single meeting or training for an individual board member, or for a total annual expenditure exceeding \$500 by an individual. The Board chair shall approve reimbursements for all board members; the Board vice chair shall approve reimbursements for the Board chair.
3. Expenditures for which reimbursement is requested shall be reported on board Travel Expense Forms with receipts attached for all items. Mileage will be reimbursed at the IRS allowable rate. Lodging is to be reimbursed at a reasonable and customary rate, and for lodging outside the service district. Mileage and lodging is payable to only one board member if two or more members share the same vehicle or room. The maximum allowance for lodging, meals and incidental expenses is the domestic *per diem* rate as set by the United States General Services Administration.
4. Board members authorized to attend conferences, meetings, and/or seminars requiring a payment of a fee, may submit any registration materials and information to the executive director for pre-payment of such fees. If the board member chooses to pay for such registration fees, then that board member shall submit a receipt of such payment along with the request for reimbursement. For any training session, conference or seminar, all requests for reimbursement should be submitted at one time.

POLICY TYPE: BOARD-MANAGEMENT CONNECTION**4.0 POLICY TITLE: *GLOBAL BOARD-MANAGEMENT CONNECTION***

The board's sole official connection to the operational organization, its achievements and conduct will be through a Chief Executive Officer, titled Executive Director.

POLICY TYPE: BOARD-MANAGEMENT CONNECTION**4.1 POLICY TITLE: *UNITY OF CONTROL***

Only officially passed motions of the board are binding on the Executive Director.

Accordingly:

1. Decisions or instructions of individual board members, officers, or committees are not binding on the Executive Director except in rare instances when the board has specifically authorized such exercise of authority.
2. In the case of board members or committees requesting information or assistance without board authorization, the Executive Director can refuse such requests that require, in the Executive Director's opinion, an unreasonable amount of staff time or funds or is disruptive.

POLICY TYPE: BOARD-MANAGEMENT CONNECTION**4.2 POLICY TITLE: *ACCOUNTABILITY OF THE EXECUTIVE DIRECTOR***

The Executive Director is the board's only link to operational achievement and conduct, so that all authority and accountability of staff, as far as the board is concerned, is considered the authority and accountability of the Executive Director.

Accordingly:

1. The board will never give instructions to persons who report directly or indirectly to the Executive Director.
2. The board will not evaluate, either formally or informally, any staff other than the Executive Director.
3. The board will view Executive Director performance as identical to organizational performance, so that organizational accomplishment of board stated Ends and avoidance of board proscribed means will be viewed as successful Executive Director performance.

POLICY TYPE: BOARD-MANAGEMENT CONNECTION

4.3 POLICY TITLE: *DELEGATION TO THE EXECUTIVE DIRECTOR*

The board will instruct the Executive Director through written policies which prescribe the organizational Ends to be achieved, and describe organizational situations and actions to be avoided, allowing the Executive Director to use any reasonable interpretation of these policies.

Accordingly:

1. The board will develop policies instructing the Executive Director to achieve specified results, for specified recipients at a specified cost. These policies will be developed systematically from the broadest, most general level to more defined levels, and will be called Ends policies.
2. The board will develop policies which limit the latitude the Executive Director may exercise in choosing the organizational means. These policies will be developed systematically from the broadest, most general level to more defined levels, and they will be called Executive Limitations policies.
3. As long as the Executive Director uses *any reasonable interpretation* of the board's Ends and Executive Limitations policies, the Executive Director is authorized to establish all further policies, make all decisions, take all actions, implement policy, develop subsidiary policy, establish all practices and develop all activities. Such decisions of the Executive Director shall have full force and authority as if decided by the board.
 - a. Pursuant to the Ohio Revised Code, Section 340.032, the board delegates to the Executive Director the authority to act in its behalf in the performance of its administrative duties using a reasonable interpretation of its policies.
4. The board may change its Ends and Executive Limitations policies, thereby shifting the boundary between board and Executive Director domains. By doing so, the board changes the latitude of choice given to the Executive Director. But as long as any particular delegation is in place, the board will respect and support the Executive Director's choices.

POLICY TYPE: BOARD-MANAGEMENT CONNECTION

4.4 POLICY TITLE: *MONITORING EXECUTIVE DIRECTOR PERFORMANCE*

Systematic and rigorous monitoring of Executive Director job performance will be solely against the only expected Executive Director job outputs: Organizational accomplishment of board policies on Ends and organizational operation within the boundaries established in board policies on Executive Limitations.

Accordingly:

1. Monitoring is simply to determine the degree to which board policies are being met. Data which does not do this will not be considered to be monitoring data.
2. The board will acquire monitoring data by one or more of three methods: (a) by internal report, in which the Executive Director discloses compliance information, along with his/her justification for the reasonableness of interpretation; (b) by external report, in which an external, disinterested third party selected by the board assesses compliance with policies, augmented with the Executive Director's justification for the reasonableness of his/her interpretation; and (c) by direct board inspection, in which a designated member or members of the board assess compliance with policy, with access to the Executive Director's justification for the reasonableness of his/her interpretation.
3. In every case, the standard for compliance shall be *any reasonable Executive Director interpretation* of the board policy being monitored. The board is final arbiter of reasonableness, but will always judge with a "reasonable person" test rather than with interpretations favored by board members or by the board as a whole.
4. All policies which instruct the Executive Director will be monitored at a frequency and by a method chosen by the board. The board can monitor any policy at any time by any method, but will ordinarily depend on a routine schedule which is found on the next page and included in this policy by reference.

Monitoring Schedule

		Method	Frequency	Date
Section 1	Ends			
1.0	Global Ends Policy	Internal	Annual	April
Section 2	Executive Limitations			
2.0	Global Executive Limitation	Internal	Annual	December
2.1	Treatment of Consumers	Internal	2	March, Sept.
2.2	Treatment of Staff	Internal	2	Feb., Sept.
2.3	Compensation and Benefits	Internal	Annual	February
2.4	Financial Planning and Budgeting	Internal	Annual	July (Sept '11)
2.5	Financial Condition and Activities	External	Annual	June
2.5	Financial Condition and Activities	Internal	Monthly	Jan., Feb., Mar., Apr., May, June, July, Sept., Oct., Dec.
2.6	Asset Protection	Internal	2	Jan., July
2.7	Ends Focus of Contracts	Internal	Annual	March
2.8	Conflict of Interest	Internal	Annual	July
2.9	Emergency Executive Director Succession	Internal	Annual	October
2.10	Communication and Support to the Board	Direct Inspection	Annual	May
2.11	Treatment of Contract Providers	Internal	Annual	February
2.12	Provider Contract Decisions	Internal	Annual	March
Section 3	Board Process/Ownership Linkage			
3.0	Global Board Process/Ownership Linkage Commit.	Direct Inspection	Annual	January
3.1	Governing Style	Direct Inspection	Annual	January
3.2	Board Job Description	Direct Inspection	Annual	January
3.3	Board Member's Code of Conduct	Direct Inspection	Annual	June
3.4	Agenda Planning	Direct Inspection	Annual	September
3.5	Board Officers and Election	Direct Inspection	Annual	October
3.6	Board Committee Principles	Direct Inspection	Annual	April
3.7	Board Committee Structure	Direct Inspection	Annual	April
3.8	Cost of Governance	Direct Inspection	Annual	May
3.9	Vacancy, Recruitment, and Selection of the Executive Director	Direct Inspection	Annual	July
3.10	Member Indemnification	Direct Inspection	Annual	June
3.11	Board Member Characteristics	Direct Inspection	Annual	October
3.12	Expense Reimbursement	Direct Inspection	Annual	May
Section 4	Board Management Connection			
4.0	Global Board Management Connection	Direct Inspection	Annual	September
4.1	Unity of Control	Direct Inspection	Annual	September
4.2	Accountability of the Executive Director	Direct Inspection	Annual	September
4.3	Delegation to the Executive Director	Direct Inspection	Annual	September
4.4	Monitoring Executive Director Performance	Direct Inspection	Annual	September
4.5	Removal of the Executive Director	Direct Inspection	Annual	October
4.6	Executive Director Compensation & Benefits	Direct Inspection	Annual	July

Board Monitoring Dates as suggested by ad hoc Governance Committee - March 18, 2011.

POLICY TYPE: BOARD-MANAGEMENT CONNECTION**4.5 POLICY TITLE: *REMOVAL OF THE EXECUTIVE DIRECTOR***

The board, by majority vote of the full membership, may remove the Executive Director for cause, upon written charges, after an opportunity for a hearing before the board has been afforded to the Executive Director on request, per ORC 340.032.

1. The board will consult with legal counsel prior to the removal of the Executive Director.
2. Removal will take into consideration any existing employment contract with the Executive Director.

POLICY TYPE: BOARD/MANAGEMENT CONNECTION EXECUTIVE DIRECTOR**4.6 POLICY TITLE: *EXECUTIVE DIRECTOR COMPENSATION & BENEFITS***

The Board shall negotiate a written contract with the existing or incoming Executive Director that will stipulate compensation and benefits for the Executive Director.

Furthermore:

1. Executive Director remuneration will be decided after a review of monitoring reports.

APPENDIX A

Evaluator: _____

Send to Board Governance Chair by: _____

Policy Governance Executive Limitations Evaluation Form

A tool to be used by individual board members as they evaluate the internal monitoring reports designated in Board-Management Connection

Policy being monitored: _____
(Insert actual policy)

- 1. Was this report submitted when due? Yes No
- 2. Did the report lay out the Executive Director’s interpretation or an operational definition of the policy? Yes No
- 3. Is the interpretation justified or is proof provided to explain why the interpretation is reasonable? Yes No
- 4. Was I convinced that the interpretation is justified and reasonable? Yes No
- 5. Did the interpretation address all aspects of the policy? Yes No
- 6. Does the data show compliance with the Executive Director’s interpretation of the policy? Yes No

Comments regarding further policy development:

- 1. Is there any area regarding this policy that concerns you that is not clearly addressed in existing policy? What is the value that drives your concern?

- 2. What policy language would you like to see incorporated to address your concern?

Appendix B

Board Compliance Monitoring Tool

Complete evaluation form and return to the Board Governance Chair by _____.

Board Means Policy being monitored: _____
(insert policy)

Review all sections of the policy listed and evaluate our compliance with policy.

- 1. Indicate item by item if you believe Yes No Are we are in strict compliance with the policy as stated?

- 2. If you indicated that the Board is not in strict compliance with the policy as stated, please indicate what you notice that gives evidence that we are *not* in compliance?

- 3. How do you think we could improve our process to be in full compliance?

- 4. What do we need to learn or discuss in order to live by our policies more completely?

- 5. Does this policy remain in compliance with the Policy Governance model in terms of content and format? Yes No

Appendix C

History of Policy Changes

Date	Policy #	Action Taken
12/14/10	-----	Board Policy Manual effective (adopted 10/26/10)
12/14/10	2.3	Revised & Adopted 12/14/10
12/14/10	2.11	Revised & adopted 12/14/10
12/14/10	2.12	Revised; Item 7 returned to Committee for redrafting
02/22/11	2.1	Items #2 and #4 revised
02/22/11	2.2	Item 3 returned to Committee for redraft of language
02/22/11	2.5	Policy returned to Committee for additional language re timeframe of non-Medicaid payments.
02/22/11	2.7	Item #1 revised. RES. 02-11-05
02/22/11	2.12	Item #7 revised; split into Items #7 and #8. RES. 02-11-03
03/29/11	3.0	Reviewed by full Board & approved as written.
03/29/11	3.1	Reviewed by full board & returned to ad hoc governance committee for clarification of items 4.b and 4.c. Minor changes to lead paragraph and additional language to item 4.a. No other changes.
03/29/11	3.2	Reviewed by full Board & approved as written.
03/29/11	3.4	Tabled to 4/26/11 Board meeting
03/29/11	3.5	Returned to ad hoc governance committee for review at 4/15/11 meeting
4/26/11	3.5	Officer term limits added to Item 1. RES. 04-11-02
4/26/11	3.1	Language changed from “proactively rather than reactively” to “proactivity rather than reactivity” in item (g) of opening paragraph. RES. 04-11-05
4/26/11	3.1	Item 4a. – Attendance requirements shall comply with ORC 340. Notification of member absences shall be given to Chair. RES. 04-11-06
4/26/11	3.1	Item 4.c. – Returned to Board Audit Committee for review and clarification. RES. 04-11-07
4/26/11	3.1	Items 1, 2, 3 and 4 b., d., e., f., and g. approved (formally) by the Board RES. 04-11-07
4/26/11	3.4	Agenda Planning - Review TABLED to 5/31/11
4/26/11	3.6	Policy title changed to “Board Committee Development & Structure;” Items 6 thru 11 added to policy as recommended by committee, with additional language added to Item 7 by Board. RES. 04-11-08
4/26/11	3.6	Item 4 referred back to committee for clarification by Eric Craymer. RES. 04-11-09
4/26/11	3.7	Board Committee Structure – Review TABLED to 5/31/11 (only change: Addition of Item 4. “All other committees will be formed in an ad hoc capacity.”)
5/31/11	3.3	Board Members’ Code of Conduct – Reviewed for addition of Item 2.f. re Ohio Ethics Law. Board returned Policy to committee with questions about definition of “family member” in Item 2.b., and “public contract” in Item 6.

Date	Policy #	Action Taken
5/31/11	3.4	Agenda Planning. Board reviewed and approved Items 7, 9 and 10 re Organizational Meeting, Special Meetings and Emergency Meetings as presented by Committee. Board also approved addition of Item 11 in entirety and rewording of Item 12 with regard to electronic communication for notices.
5/31/11	3.6	Board Committee Development & Structure. After Board review, policy returned to committee with concerns about Item 4.
5/31/11	3.7	Board Committee Structure. Board approved changing name of nominating committee to "Membership" committee and included additional duties for same. Also approved addition of Item 4. <i>"All other committees will be formed in an ad hoc capacity."</i> AOD Committee developed "Product" (Mission Stmt)
5/31/11	3.8	Cost of Governance. Board approved change of date in Item 2 from July 1 to June 1 to align with Board budget submission deadlines. RES. 05-11-03
5/31/11	3.11	Board Characteristics. Board approved addition of Item 7, <i>"Independent Contractors shall not be considered employees of agencies."</i> RES. 05-11-04
5/31/11	3.8	Cost of Governance – review tabled to 6/28/11
5/31/11	3.12	Expense Reimbursement – review tabled to 6/28/11
6/28/11	3.3	Board Members' Code of Conduct. Definition of "family members" added to Item 2.b. RES. 06-11-04
6/28/11	3.6	Board Committee Dev. & Structure. Language deleted/added to Item 4: <i>"Therefore, the board shall not delegate final authority to a committee."</i> RES. 06-11-05 Language added to item 10: <i>"The committee chair will serve a one (1) year term to expire December 31st of that calendar year."</i> RES. 06-11-06 No change to Item 8.
6/28/11	3.3	Board Members' Code of Conduct – Item 6; "Public Contract" defined. RES. 06-11-04.
6/28/11	3.8	Cost of Governance – referred to Audit Committee
6/28/11	3.12	Expense Reimbursement (review TABLED from May – referred to Audit
6/28/11	3.10	Member Indemnification – referred to Audit Committee
7/26/11	3.3	Board Members' Code of Conduct - Board approved addition of Item 2.f.
7/26/11	3.3	Board Members' Code of Conduct - referred Item 2.e. to ad hoc Policy Governance committee.
7/26/11	3.9	Vacancy, Recruitment & Selection of the ED - referred to ad hoc Policy Governance committee.
7/26/11	4.6	Executive Director Compensation & Benefits – referred to ad hoc Policy Governance committee.

9/27/11	3.3	<p>Board Members' Code of Conduct Item 2.e. and f. amended to read: e. Board members will sign an <i>acknowledgement and disclosure statement attesting that they have received the Ohio Ethics Laws and have disclosed any current conflict of interest, and understand that they have the duty to immediately update their disclosure statement should any new conflict arise.</i></p> <p>f. Board members will comply with Revised Code chapter 102, <i>and update disclosures accordingly, corresponding to the scheduled annual review of this policy.</i></p>
9/27/11	3.12	<p>Expense Reimbursement Item 2. amended to read: 2. Reimbursement of board members shall be limited to the amount budgeted in any calendar year (January – December). The ultimate approval for such attendance rests with the board and is based on the "official duty" definition as stated above. Advance approval by the board is required for total expenses exceeding \$250 for a single meeting or training <i>for an individual board member, or for a total annual expenditure exceeding \$500 by an individual. The Board chair shall approve reimbursements for all board members; the Board vice chair shall approve reimbursements for the Board chair.</i></p>
9/27/11	3.10	<p>Member Indemnification Item 1.c. ADDED in its entirety: c. <i>The Board shall defend and indemnify members of the Board as provided in Ohio Rev. Code Section 2744.07. If a member of the Board is named in a personal capacity in a lawsuit as the result of the performance of his/her duties in his/her capacity as a Board member, legal representation will be provided to that member. This representation may be in addition to representation provided by the Summit County Prosecutor's office. When a Board Member is named solely in his/her official capacity, the Summit County Prosecuting Attorney's Office or insurance counsel will provide legal representation.</i></p>
9/27/11	3.9	Vacancy, Recruitment and Selection of ED – returned to ad hoc Gov comm.
9/27/11	4.6	ED Compensation & Benefits – returned to ad hoc Gov comm..
9/27/11	3.4	Agenda Planning – returned to ad hoc Gov comm..
9/27/11	4.0	<p>Global Board-Management Connection Reviewed by full board and approved as written.</p>
9/27/11	4.1	<p>Unity of Control Reviewed by full board and approved as written.</p>
9/27/11	4.2	<p>Accountability of ED Reviewed by full board and approved as written.</p>
9/27/11	4.3	<p>Delegation to the ED Reviewed by full board and approved as written.</p>
9/27/11	4.4	<p>Monitoring ED Performance. Returned to ad hoc Gov. comm.</p>
9/27/11	2.2.3	<p>Treatment of Staff Returned to ad hoc Gov. comm. For review of 2.2.3</p>

10/25/11	3.11	Board Member Characteristics – TABLED to December
10/25/11	3.4	Agenda Planning Requires Board clarification of Organizational Meeting – 2012 Meeting schedule approved
10/25/11	3.5	Board Officers and Elections – Corrections made to Item 3.5.1 to reflect committee name change from “Nominating Committee” to “Membership Committee” and deletion of item 4.a.iii. in its entirety.
10/25/11	3.7	Board Committee Structure Item 1 amended by ADDING: <i>“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.”</i>
10/25/11	3.9	Vacancy, Recruitment and Selection of the Executive Director Referred to ad hoc Policy Governance Committee for initial draft of items to be included in policy
10/25/11	4.4	Reviewed by full Board; returned to committee
10/25/11	4.5	Removal of ED – TABLED to December
10/25/11	4.6	Executive Director Compensation and Benefits Reviewed by full Board; returned to committee
10/25/11		Board approved draft policy re whistleblower policy
10/25/11		Board approved internal grievance to the Board procedure for ADM Board employees
12/13/11	4.4	Remains as is.
12/13/11	3.9	To be redrafted by Mr. Montgomery and resubmitted at January mtg.
12/13/11	4.6	To be redrafted and submitted at January mtg.
12/13/11	3.11	Board Member Characteristics – Full board review; no changes.
12/13/11	4.5	Removal of the ED – Full board review; no changes.
12/13/11	2.5	Financial Conditions & Activities - Referred to ad hoc PG committee for review
12/13/11	2.0	Global Executive Constraint – comments referred to ad hoc PG committee for review
12/13/11	3.4	Agenda Planning (Organizational Mtg) – Board reviewed & discussed development of Ends

Appendix D

Sample Layout for Internal Reports – Executive Limitations

Policy to be Monitored: Policy # _____ Title _____

Policy Provision (<i>insert each section of policy individually below</i>)	Executive Director Interpretation (Operational Definition)	Justification of why the Interpretation is reasonable	Evidence to show compliance	Declaration of Compliance/Non-compliance (if non-compliant, what is the plan & timeframe to get into compliance?)