

Board of Directors' Special Meeting
Summit County Public Health Board Room
Minutes of March 2, 2020
FINAL approved April 28, 2020

Board Members Present: John M. Williams, Chair; Elizabeth A. England, Vice Chair; Todd M. Ivan, M.D., Secretary; Peter Goheen, Margaret J. Halter, Ph.D., Rev. Russell T. Ham, Christine Myers, Irving B. Sugerman, Joseph P. Saporito, André Thornton, Jr.,

Board Members Absent: Lucas M. Blower, Roula Braidy, Daniel Flowers, Vivianne Duffrin

ADM Board Staff Present: Jerry Craig, Executive Director; Chrissy Gashash; Aimee Wade; Fran Rudell

Other Parties Present: Megan Bush, Coleman Professional Services; James J. Lawrence, Oriana House.

I. Call to Order

Board Chair John Williams (hereinafter "Chair Williams") called the meeting to order at 5:08 pm.

II. New Business

A. Govern for Impact Conference authorization

After review and discussion of costs involved, MOTION made and SECONDED:

The ADM Board of Directors allocate up to \$10,000 in total, for expenditures for three board members to attend the Govern for Impact 2020 Annual Conference, including approval of expenditures for lodging in accordance with ADM Procedure F-8: Travel, Training, Seminar & Other Business Expense Reimbursement.

VOTE: Yes – ALL

Resolution 03.02.2020-01

B. Discussion of Strategic Plan Process

Mr. Craig explained the relationship between the Board of Directors and the ADM Board Executive Director under the Policy Governance model.

Board members and Mr. Craig discussed at length the process in engaging the consultant, and the difference between an Operational Plan and Strategic Plan. Mr. Craig noted that while the Board was notified about the process, notification occurred after the process had already been set in motion. Discussed the Strategic Planning Process in context of Policy Governance and Mr. Craig's intention that the plan was meant to be operational. Mr. Craig admitted that the discussion with consultants should have been reflected in the final contract. He admitted to not having an appreciation for the implications of the use of the term Strategic Plan. Members agreed there may have been a misunderstanding due to phraseology. What Mr. Craig discussed with Board members was consistent with an operational plan, but the contract did not reflect this.

Discussion continued as to Board's fiduciary responsibilities under Ohio Revised Code, and possible need to revisit and redefine Ends. The Board's agenda is supported to inform ends. This will be discussed as this process unfolds.

Discussion continued regarding possibly convening an Executive Committee to oversee functions of standing committees and the need to involve more board members.

Consensus was reached that:

- Executive Director will recast the terms of the “Strategic Planning” contract to be more reflective of the intent, “Operational Planning.”
- Board Development Committee will meet to hear thoughts about Ends and how they track with rest of Board education; and
- Rescheduling of March 19th presentation to the Board of Directors at a time mutually agreeable.

Members and Executive Director concurred it would be a good idea to look at Ends.

III. Adjournment–

With no additional business to come before the Board, Chair Williams adjourned the meeting at 6:40 p.m.

IV. Next regular meeting scheduled: Tuesday, March 24, 2020

Minutes as approved:

April 28, 2020

RESOLUTION: 04-20-03

via Virtual on-line meeting of Board of Directors

Original document on file in ADM Offices

Todd M. Ivan, M.D., Secretary