

---

---

**Governance Committee Agenda**  
**Thursday, November 4, 2021, 5:00 p.m.**

**Located at the Amy H. Levin Learning & Conference Center**  
**1165 North Ridge Road East, Lorain, OH 44055**

---

---

*The Governance Committee shall review Board By-Laws and recommend revisions to the BOD for adoption. Any BOD member or the Executive Director may suggest By-Law changes for the Governance Committee to consider. All discussions regarding By-Law changes shall include input from the Executive Director. The Governance Committee shall monitor and conduct self-evaluation surveys of BOD members to inform the future educational training needs of the BOD. These surveys shall be conducted not later than June of each year.*

**Committee Members:** David Ashenhurst (CGO and Committee Chair), Monica Bauer, Kreig Brusnahan, Inez James, Daniel Urbin (ex officio)

**Board Member:** Regan Phillips (Vice Chair)

**Staff:** Patrice McKinney, Michael Doud

- I. Follow-up of Bylaws ([attachment](#)) (by David Ashenhurst)
  - i. Strikeout Ohio Revised Code language on pages 3 – 5, and 7 of Bylaws
  - ii. Use of voice vote and roll call on page 17 of Bylaws
  - iii. Transfer of annual Board of Director training from Governance to Nominating (as determined at September 7th Governance Committee meeting)
  
- II. Follow-up of Conflict of Interest Policy and Code of Ethical Conduct ([attachment](#)) including:
  - i. Article IV, Section V of Bylaws
  - ii. Code of Conduct and Statement of Expectations forms – [attachments](#)) (by David Ashenhurst)
  
- III. Continuing review of consent agenda process ([attachment – Consent Agenda Policy](#)) (by David Ashenhurst)
  
- IV. New Business (all)
  
- V. Determine Consent Agenda Items (all)
  
- VI. Next Meeting Date/Time (by David Ashenhurst)

# **Mental Health, Addiction and Recovery Services Board of Lorain County**

Board of Directors'

By-Laws

Adopted

07/16/2019

Revised 05/28/2020, 06/25/2020, 07/25/2020,  
08/27/2020, 10/20/2020, 01/28/2021, 09/28/2021

## Table of Contents

	<u>Page</u>
ARTICLE I: NAME AND PURPOSE*	3
ARTICLE II: SOURCE OF AUTHORITY	3
ARTICLE III: DUTIES	3
ARTICLE IV: BOARD MEMBERSHIP	6
ARTICLE V: MEETINGS	8
ARTICLE VI: OFFICERS	10
ARTICLE VII: DUTIES OF OFFICERS	10
ARTICLE VIII: STANDING AND SPECIAL (AD HOC) COMMITTEES*	11
ARTICLE IX: EXECUTIVE DIRECTOR	13
ARTICLE X: AMENDMENTS TO BY-LAWS	15
ARTICLE XI: NON-DISCRIMINATION	15
APPENDIX A: SPECIAL RULES	16

\*Article VIII: Standing and Special (Ad Hoc) Committees revised 05/28/2020, 06/25/2020, 07/25/2020, 08/27/2020, and 01/28/2021. On 09/28/2021, "Membership" Committee was returned to its original name of "Nominating" Committee.

\*Article I: Name and Purpose revised 08/27/2020.

\*Article I: Mission and Vision Statement revised to align with the 2021 – 2023 Strategic Plan 10/20/2020.

# **Mental Health, Addiction and Recovery Services Board of Lorain County**

## **By-Laws**

### **ARTICLE I: NAME AND PURPOSE**

The Mental Health, Addiction and Recovery Services Board of Lorain County, hereinafter referred to as the Board, shall conduct business and fulfill duties based on the following stated mission and vision:

The **mission** of the Board is to improve the well-being of our community by planning for, establishing and maintaining an effective, efficient, and quality system of mental health, addiction and recovery services for Lorain County.

Vision Statement:

All Lorain County residents will have access to the most comprehensive and progressive mental health and substance use disorder prevention, treatment, and recovery support services. Based on the fact that mental illness and substance use disorders are treatable diseases and that people can recover, we will:

- Work to build a system of care that has the best services, is client-driven and encourages people to participate in their own care.
- Fund services based on performance measures and outcomes.
- Promote cooperation between the Board, the community and provider agencies.
- Advocate for clients and support services.

### **ARTICLE II: SOURCE OF AUTHORITY**

Subject to rules issued by the director of mental health and addiction services after consultation with relevant constituencies as required by division (A)(10) of section 5119.12 of the Revised Code, the Board shall carry out the below duties:

### **ARTICLE III: DUTIES**

Serve as the community addiction and mental health services planning agency for the county under its jurisdiction and in so doing it shall fulfill its duties pursuant to section 340.03 of the Ohio Revised code:\*

~~Evaluate the need for facilities and community addiction and mental health services;~~

~~In cooperation with other local and regional planning and funding bodies and with relevant ethnic organizations, assess the community addiction and mental health needs, evaluate strengths and challenges, and set priorities for community addiction and mental health services, including treatment and prevention and recovery supports.~~

~~Promote, arrange, and implement working agreements with social agencies, both public and private, and with judicial agencies.~~

~~Investigate, or request another agency to investigate, any complaint alleging abuse or neglect of any person receiving addiction services, mental health services or recovery supports from a community addiction or mental health services provider or alleging abuse or neglect of a resident receiving addiction services or with mental illness or severe mental disability residing in a residential facility licensed under section 5119.34 of the Revised Code.~~

~~Conduct program audits that review and evaluate the quality, effectiveness, and efficiency of addiction services, mental health services and recovery supports provided through its community addiction and mental health service providers and submit its findings and recommendations to the state department of mental health and addiction services.~~

~~Review an application for residential facility license and provide to the state department of mental health and addiction services any information about the applicant or facility that the board would like the department to consider in reviewing the application.~~

~~Audit, in accordance with rules adopted by the auditor of the state pursuant to section 117.20 of the Revised Code, at least annually all programs and services provided under contract with the Board. Recruit and promote local financial support for addiction and mental health service from private and public sources.~~

~~Enter into contracts with public and private facilities for the operation of facility services and enter into contracts with public and private community addiction, mental health services and recovery supports provided under contract with the Board. The Board may not contract with a residential facility subject to section 5119.34 of the Revised Code unless the facility is licensed by the Director of Mental Health and Addiction Services. The Board may not contract with a community addiction or mental health services provider to provide addiction or mental health services unless the services are certified by the Director of Mental Health and Addiction Services under section 5119.36 of the Revised Code. Approve fee schedules and related charges or adopt a unit cost schedule or other methods of payment for contract services provided by community addiction or mental health services providers in accordance with guidelines issued by the state department of mental health and addiction services as necessary to comply with state and federal laws pertaining to financial assistance.~~

~~Submit to the Lorain County Commissioners and make available to the public, an annual report of the services under the jurisdiction of the Board, including a fiscal accounting.~~

~~Establish, to the extent resources are available, a continuum of care that includes all of the following essential elements:~~

- ~~1. Prevention and wellness management services~~
  - ~~a. At least both of the following outreach activities~~

- ~~b. Locating persons in need of addiction services and persons in need of mental health services to inform them of available addiction services, mental health services and recovery supports~~
- ~~c. Helping persons who receive addiction services and persons who receive mental health services obtain services necessary to meet basic human needs for food, clothing, shelter, medical care, personal safety and income~~
- ~~2. Assessment services~~
- ~~3. Care coordination~~
- ~~4. Residential services~~
- ~~5. At the least the following outpatient services~~
  - ~~a. Nonintensive~~
  - ~~b. Intensive, such as partial hospitalization and assertive community treatment~~
  - ~~c. Withdrawal management~~
  - ~~d. Emergency and crisis~~
- ~~6. Where appropriate, at least the following inpatient services~~
  - ~~a. Psychiatric care~~
  - ~~b. Medically managed alcohol or drug treatment~~
- ~~7. At least all of the following recovery supports~~
  - ~~a. Peer support~~
  - ~~b. A wide range of housing and support services, including recovery housing~~
  - ~~c. Employment, vocational and educational opportunities~~
  - ~~d. Assistance with social, personal and living skills~~
  - ~~e. Multiple paths to recovery including, but not limited to, such as twelve-step approaches and parent advocacy connection~~
  - ~~f. Support, assistance, consultation and education for families, friends, and persons receiving addiction services, mental health services and recovery supports~~
- ~~8. In accordance with section 340.033 of the Revised Code, an array of addiction services and recovery supports for all levels of opioid and co-occurring drug addiction.~~

~~Designate to the Board the treatment services, provider, facility, or other placement for each person involuntarily committed pursuant of Chapter 5122. of the Revised Code. The Board shall provide the least restrictive and most appropriate alternative that is available for any person involuntarily committed and shall assure that the listed services submitted and approved in accordance with division (B) of the section 340.08 of the Revised Code are available to severely mentally disabled persons residing within its service district.~~

~~Ensure that housing built, subsidized, renovated, rented, owned, or leased by the Board or a community addiction or mental health services provider has been approved as meeting minimum fire safety standards and that persons residing in the housing have access to appropriate and necessary services, including culturally relevant services, from a community addiction or mental health services provider. This division does not apply to residential facilities licensed pursuant to section 5119.34 of the Revised Code.~~

~~Establish a mechanism for obtaining advice and involvement of persons receiving publicly funded addiction or mental health services on matters pertaining to addiction and mental health services in the alcohol, drug addiction, and mental health service district.~~

## **ARTICLE IV: BOARD MEMBERSHIP**

### *Section 1: Membership*

The Board of Directors, hereinafter referred to as the BOD, shall be composed of eighteen (18) members, ten (10) appointed by the Lorain County Commissioners and eight (8) appointed by the state appointing authority. The Lorain County Commissioners and the state appointing authority shall make their appointments consisting of nine members interested in mental health program and facilities and nine other members interested in alcohol, drug or gambling addiction services. The membership of the BOD shall, as nearly as possible, reflect the composition of the population of Lorain County as to ethnicity and gender. The membership composition is subject to the provisions of ORC §340.02. Members shall be residents of Lorain County.

### *Section 2: Terms of Office*

Members shall serve four-year terms, except as enumerated in the initial term appointments. No member shall be allowed to serve more than two (2) consecutive full terms (not to exceed eight years) or ten (10) years pursuant to ORC §340.02.

### *Section 3: Required Members*

At least one member shall fill each of the following categories per ORC §340.02.

- a. A clinician with experience in the delivery of mental health services;
- b. At least one person who has received or is receiving mental health services;
- c. At least one person who is a parent or other relative of a person who has received or is receiving mental health services;
- d. A clinician with experience in the delivery of addiction services;
- e. At least one person who has received or is receiving addiction services;
- f. At least one person who is a parent or other relative of a person who has received or is receiving addiction services;
- g. A single member who meets both qualifications may fulfill the requirements for clinician with experience in the delivery of mental health services and a clinician with experience in the delivery of addiction services.

### *Section 4: Vacancies*

When a voluntary or end-of-term vacancy occurs or will occur on the BOD, the BOD shall notify the appropriate appointing authority by certified mail. The BOD shall submit written recommendations to the State appointing authority for vacant State position(s) and written recommendations to the Lorain County Commissioners for vacant County positions. The

recommendations shall be based upon the requirement to appoint nine (9) members interested in mental health programs and facilities and nine (9) other members interested in alcohol and other drug programs.

#### *Section 5: Conflict of Interest*

Pursuant to Chapter 340.02: \*

~~No member or employee of a board of alcohol, drug addiction, and mental health services shall serve as a member of the board of any provider with which the Board of alcohol, drug addiction, and mental health services has entered into a contract for the provision of services or facilities. No member of a board of alcohol, drug addiction, and mental health services shall be an employee of any provider with which the Board has entered into a contract for the provision of services or facilities. No person shall be an employee of the Board and such a provider unless the Board and provider both agree in writing.~~

~~No person shall serve as a member of the board of alcohol, drug addiction, and mental health services 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 provider with which the board of alcohol, drug addiction, and mental health services has entered into 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 Commissioner of Lorain County.~~

No BOD member shall use or authorize the use of the authority or influence of office or employment to secure anything of value or the promise or offer of anything of value that is of such a character as to manifest a substantial and improper influence upon the BOD member with respect to that person's duties.

No BOD member shall solicit or accept anything of value that is of such a character as to manifest a substantial and improper influence upon the BOD member with respect to that person's duties.

All members of the BOD shall comply with the Ohio Ethics Law and related statutes as found in ORC Chapter 102 and §292.42 and §2921.43. Generally, these laws prohibit public officials and employees from misusing their official positions for personal benefit or the benefit of family members or business associates. Specifically, members are prohibited from the following, but not limited to:

- Participating in their public role in any action that involves the direct interests of the member, or those of a family member, or another with whom the member has an ongoing private business relationship;



- Authorizing, or using a public position to secure a public contract or the investment of public funds in any security that benefits the member, a family member, or a business associate;
- Improperly profiting from a public contract;
- Soliciting or accepting substantial and improper items of value, including, outside employment, consultation fees, gifts, travel, meals, lodging etc. from those dealing with the public agency;
- Unauthorized disclosure or use of information deemed confidential by law;
- Representing others before any public agency in a matter in which the member or employee was involved, both during, and for a period of at least one year after leaving public service.

### *Section 6: Removal*

Any member may be removed from office by the appointing authority for any conflict of interest, as described in Section 4, and who has not terminated such interest or resigned; neglect of duty, misconduct or malfeasance in office. Annually, the BOD shall provide the appointing authority with a report of attendance at BOD meetings for the fiscal year.

### *Section 7: Removal Process*

When any member is to be removed pursuant to the authority set forth in Sections 4 and 5 of this Article IV, the BOD shall inform the appropriate appointing authority in writing of the violation and request that the appointing authority commence the removal procedures. Pursuant to the requirements of the ORC §340.02 the BOD shall notify the appointing authority when a member is absent from either four BOD meetings; or two Board meetings without prior notice within one Fiscal Year. The appointing authority may vacate the appointment and appoint another person to complete the member's term.

### *Section 8: Oath of Office*

Newly appointed or reappointment members of the BOD shall take the Oath of Office in accordance with state law at the Regular BOD meeting, prior to participating in any official voting processes at the regular BOD or committee meetings.

## **ARTICLE V: MEETINGS**

### *Section 1: Regular Meetings*

The BOD shall meet not less than ten (10) times per year. Meetings are conducted in accordance with the current edition of *Robert's Rules of Order Newly Revised*, as well as under "Special Rules" adopted following the guidance which parliamentary authority provides in its discussion of "Procedure in Small Boards."

## *Section 2: Special Meetings*

A special meeting of the BOD may be called at any time by the Chairperson and shall be called by the Chairperson upon petition of at least one-third of the members. Except in emergency situations, at least 48 hours' notice will be given for special meetings and the purpose of the meeting shall be given at the time of notice. A member present at a meeting at which a special meeting is announced shall be considered to have additional notice.

## *Section 3: Quorum*

A quorum shall consist of at least a majority of members currently appointed to the BOD. If there are vacancies on the BOD, a quorum shall consist of a majority of positions filled by the appointing authorities at the time the meeting is held. A motion may be passed by an affirmative vote of one more than half of a quorum present at any given meeting.

## *Section 4: Voting*

Only duly appointed members attending in person will be permitted to vote. Members not physically in attendance will not be permitted to participate in any discussion or vote by any other means including, but not limited to, the use of a conference call. The majority of the members present at a BOD meeting or a committee meeting, for which there is quorum, shall determine its action.

## *Section 5: Open Meeting Act*

All business shall be conducted according to the Open Meeting Act, Ohio Revised Code §121.22. The public shall be reasonably informed of all public meeting dates and locations. An agenda shall be available to the public at each meeting. Pursuant of Ohio law, executive sessions may be held during a public meeting for the very limited valid reasons which include discussions regarding the following matters:

- a. Appointment, dismissal, discipline, promotion, demotion, or compensation of an employee or BOD member or the investigation of charges or complaints against an employee or BOD member
- b. To consider the purchase or sale of property for public purpose
- c. Conferences with an attorney concerning disputes that are the subject of pending, imminent, or ongoing court action
- d. Matters required to be kept confidential pursuant to federal law, federal rules or state statutes
- e. Client specific matters
- f. Specialized details of security arrangements

During executive sessions, the BOD is only permitted to discuss those legitimate executive session topics that have been approved by the roll call vote.

## **ARTICLE VI: OFFICERS**

The officers of the BOD shall consist of the Chair, Vice Chair, Secretary and Chief Governance Officer. The officers of the BOD shall be elected annually. The officers shall be elected by the Board from its membership at the regular monthly meeting of the BOD in June with terms of office beginning July of the new fiscal year.

Any officers may be removed for causes by a two-thirds affirmative vote of the full membership of the BOD, at any special meeting of the BOD called for that purpose, or at any regular meeting of the BOD. Such officer shall be informed by the notice of the meeting of the charges against him/her prior to the meeting.

Vacancies in any office of the BOD may be filled for the unexpired term by the BOD, at any special meeting of the BOD called for that purpose, or at any regular meeting of the Board.

## **ARTICLE VII: DUTIES OF OFFICERS**

### *Section 1: Chairperson*

#### Chairperson Duties:

- Preside at all meetings of the BOD
- Serve as Chairperson of the Executive Committee
- Act as ex-officio member of all committees with the privilege of attending meetings and casting the deciding vote in case of a tie.
- Appoint the chair and other members of the standing committees
- Appoint members of the BOD to all ad hoc committees
- May call for special meetings of the BOD consistent with Ohio Revised Code and these By-Laws
- Plan and prepare, in consultation with the Executive Director, agendas for BOD meetings and meetings of the Executive Committee
- Give leadership to the BOD and encourage all members to their best effort

### *Section 2: Vice-Chairperson*

The duties of the Vice-Chairperson shall be to preside in the absence of the Chairperson; to aid the Chairperson and perform the duties of the Chairperson in his/her absence; serve as member of the Executive Committee; and to perform such other duties designated by the Chairperson. The Vice-Chairperson shall assume duties of the Chairperson, if vacancy occurs, until the next regular or special meeting of the BOD.

### *Section 3: Secretary*

In absence of the Chairperson and Vice-Chairperson, the BOD Secretary, or his/her designee will conduct the meeting. The Secretary shall certify the evidence of BOD actions, including BOD policies and minutes.

### *Section 4: Chief Governance Officer*

The Chief Governance Officer (CGO) has the responsibility to be familiar with the BOD's By-Laws and shall advise the BOD if, in his/her opinion, the BOD is not in compliance with its own By-Laws. The CGO shall chair the Governance Committee.

## **ARTICLE VIII: STANDING AND SPECIAL (AD HOC) COMMITTEES**

In addition to the regular attendance at BOD meetings, individual BOD members are required to serve on one standing committee and voluntarily serve at functions that support the efforts of the Board.

### *Section 1: Standing Committees*

The Chairperson of the BOD shall endeavor to appoint a cross section of the entire BOD to the committees. Each member must participate on at least one committee. Committee meetings will be called by the committee chair as required.

**EXECUTIVE COMMITTEE:** The Executive Committee shall be composed of the Chair, Vice Chair, Secretary, and all chairs of standing Committees. Between the meetings of the BOD, the Executive Committee, shall have, and may exercise, the authority of the BOD, except as such authority is limited by statute. The Executive Committee shall have only such power and authority of the BOD between meetings of the BOD as shall be necessary to address crisis situations of the Board; any such action taken by the Executive Committee between meetings of the BOD shall be subject to ratification or modification by the BOD at its next regularly scheduled meeting. For the purposes of this section, "crisis situations" shall include the following:

- a. Litigation or claims (pending, threatened, or anticipated); matters requiring BOD action or decision that cannot be delayed;
- b. Public relations matters that cannot be delayed;
- c. Natural disaster issues, (e.g. floods, fire, tornadoes, etc.);
- e. Workplace violence, sabotage, systems security/failures, computer hacking, data destruction or alteration;
- f. Staff/volunteer theft, fraud, or mismanagement;
- g. Financial decisions requiring board action or board decisions that cannot be delayed.

**FINANCE COMMITTEE:** The Finance Committee shall review all expenditures of the Board monthly financial statements and shall report on these to the BOD. The Committee

shall review the annual budget proposed by the Executive Director and shall make recommendations on the annual budget to the BOD.

The Committee shall review results from the annual county financial audit and monitor the implementation of any corrective action plans required by the audit.

**NOMINATING COMMITTEE:** The Committee shall conduct interviews and shall make recommendations of potential BOD members to the BOD to formally request the appropriate appointing authorities to fill vacancies. The Committee shall endeavor to ensure that the composition of the BOD reflects the demographic characteristics of Lorain County.

The **Nominating** Committee shall have the responsibility to prepare, recommend, and nominate candidates for election as officers to be submitted to the BOD at its May meeting, after soliciting names of candidates from the members of the BOD after which the nominations shall be closed. The Nominating Committee shall convene, consider, and recommend to the BOD candidates for vacant officer positions and shall act by a majority vote of its members. The Nominating Committee shall propose the slate of candidates for BOD officer positions by the June Board meeting each year.

The Committee will review and supervise Board Member attendance.

The Committee will have supervisory capacity regarding:

- New member orientation

The Committee will establish and supervise a:

- Board Member Mentoring Procedure
- Process for Community Representatives serving on the **Committees**.

**COMMUNITY PLANNING AND OVERSIGHT COMMITTEE:** The Community Planning and Oversight Committee shall evaluate new programs and determine service gaps and unmet needs in the community. The Committee shall also set standards for evaluating service providers funded by the Board with respect to meeting the service terms of contracts, programs, goals and objectives, and the quality of service, and periodically monitor and review provider status. The Committee shall facilitate the development of a schedule of regular presentations to the BOD pertaining to current programming and emerging needs in the community.

**GOVERNANCE COMMITTEE:** The Governance Committee shall review Board By-Laws and recommend revisions to the BOD for adoption. Any BOD member or the Executive Director may suggest By-Law changes for the Governance Committee to consider. All discussions regarding By-Law changes shall include input from the Executive Director. The Governance Committee shall monitor and conduct self-evaluation surveys of BOD members to inform the future educational training needs of the BOD. These surveys shall be conducted not later than June of each year.

## *Section 2: Special Committees*

The Chairperson of the BOD, with BOD approval, may appoint special (Ad Hoc) committees as needed. The meetings held by any committee established by the BOD shall be considered to be meetings of a public body subject to section 121.22 of the Revised Code.

## **ARTICLE IX: EXECUTIVE DIRECTOR**

### *Section 1: Appointment and duties of the Executive Director*

The BOD shall appoint a qualified mental health or addiction services professional with experience in administration or professional administrator with experience in mental health or addiction services to serve as the Executive Director, to perform the duties prescribed by the BOD and as prescribed in Section 340.04 of the Revised Code.

### *Section 2: Compensation*

The BOD shall fix the compensation of the Executive Director which shall include reimbursement of actual and necessary expenses in the performance of his or her official duties.

### *Section 3: Powers and duties*

Per section 340.041 of the Ohio Revised Code, the Executive Director of the Board shall:

- A. Serve as the chief executive officer of the Board and, subject to prior approval of the BOD for each contract, and execute contracts on its behalf with this exception:
  1. The BOD may allow the executive director of the Board to execute both of the following types of contracts valued at twenty-five thousand dollars (\$25,000) or less, as determined by the BOD, on behalf of the BOD without the BOD's prior approval:
    - a. Emergency contracts for clinical services or recovery support services
    - b. Standard service contracts pertaining to the Board's operations.
  2. For the purposes identified above, the BOD shall define the scope of contracts, and the BOD shall disclose the existence of a contract executed pursuant to the rule, operating procedure, standard or bylaw at the first BOD meeting that occurs after the contract was executed and ensure that a record of disclosure is included in the written minutes of that meeting.
- B. Supervise addiction services, mental health services, recovery supports and facilities provided, operated, contracted, or supported by the Board to the extent of determining that services, supports and facilities are being administered in conformity with this chapter and the rules of the director of mental health and addiction services
- C. Provide consultation to community addiction services providers and mental health services providers.
- D. Recommend to the BOD changes necessary to increase the effectiveness of addiction services, mental health services and recovery supports.
- E. Employ and remove from office such employees and consultants, and subject to the

approval of the BOD, employ and remove such employees and consultants as may be necessary for the work of the Board, and fix their compensation and reimbursement within the limits set by the salary schedule and budget approved by the BOD.

- F. Encourage the development and expansion of prevention, treatment, and consultation services as well as recovery supports, in the fields of addiction services and mental health services with emphasis on continuum of care.
- G. Prepare for BOD approval an annual report of the addiction services, mental health services, recovery supports and facilities under the jurisdiction of the BOD, including a fiscal accounting of all services and supports.
- H. Conduct such studies as may be necessary and practicable for the promotion of mental health, promotion of addiction services, and the prevention of mental illness, emotional disorders and addiction.
- I. Authorize the county auditor to issue warrants for the payment of Board obligations approved by the BOD, provided that all payments from funds distributed to the Board by the department of mental health and addiction services are in accordance with the budget submitted as approved by the department of mental health and addiction services.

#### *Section 4: Removal*

The BOD may, by majority vote of the full membership, remove the Executive Director for cause, upon written charges, after an opportunity has been afforded him/her for a hearing before the BOD, if requested.

#### *Section 5: Evaluation*

The BOD shall carry out through the Executive Committee an annual performance evaluation of the Executive Director within thirty (30) days of the Executive Director's anniversary date of employment. The evaluation shall be written and be based on established performance standards and evaluation criteria and be relevant to the duties and responsibilities of the Executive Director. An appeal of the evaluation, initiated at the written request of the Executive Director, shall be carried out through the Executive Committee. The Executive Committee may modify or amend the evaluation and recommend same to the BOD.

## **ARTICLE X: AMENDMENTS TO BY-LAWS**

Upon the recommendation of the Governance Committee these By-Laws can be amended at any regular meeting of the BOD by a simple majority vote of those present, provided that the amendment has been submitted in writing to all members of the BOD at least seven (7) days prior to the meeting.

## **ARTICLE XI: NON-DISCRIMINATION**

All services and facilities contracted by the Board of Directors shall be made available without discrimination on account of race, color, religion (creed), gender, gender expression, age, national origin (ancestry), disability, marital status, sexual orientation, military status and ability to pay or any legally impermissible basis. No professional qualified person shall be discriminated against with respect to employment on account of race, color, religion (creed), gender, gender expression, age, national origin (ancestry), disability, marital status, sexual orientation, military status or any legally impermissible basis.

**\*From Ohio Revised Code**



## APPENDIX A

### **Mental Health, Addiction and Recovery Services Board of Lorain County “Special Rules”**

Adapted from *RONR, 11th Edition*, § 49, **Conduct of Business in Boards**

GENERAL PROCEDURE: The executive board of an organized society operates under the society’s bylaws, the society’s parliamentary authority, and any special rules of order or standing rules of the society which may be applicable to it. Such a board may adopt its own special rules of order or standing rules only to the extent that such rules do not conflict with any of the rules of the society listed above ... *A board that is not part of a society can adopt its own rules, provided that they do not conflict with anything in the legal instrument under which the board is constituted.* [Emphasis added.]

Under the general parliamentary law, business is transacted in large boards according to the same rules of procedure as in other deliberative assemblies. In smaller boards, these rules apply as far as practicable, with the exceptions noted below....

...

PROCEDURE IN SMALL BOARDS: In a board meeting where there are not more than about a dozen members present, some of the formality that is necessary in a large assembly would hinder business. The [special] rules governing such meetings are different from the rules that hold in other assemblies ... “

**With *RONR* (above) as parliamentary authority, the Mental Health, Addiction and Recovery Services Board of Lorain County adopts these "Special Rules" for the conduct of its Board meetings:**

1. A member may raise a hand instead of standing when seeking to obtain the floor, and may remain seated while making motions or speaking. In providing the floor, the chairperson recognizes the member or other speaker by name.
2. There is no limit to the number of times a member can speak to a debatable question. However, motions to close or limit debate, including motions to limit the number of times a member can speak to a question, are in order even in meetings of a small board, although occasions where they are necessary or appropriate may be rarer than in larger assemblies. (Appeals, on the other hand, are debatable under the regular rules – that is, the chairperson may speak twice in debate on them, and each member can speak only once.)
3. Informal discussion of a subject is permitted while no motion is pending.
4. The chairperson may, without leaving the chair, speak in informal discussions and in

- debate, and vote on all questions.
5. Roll call votes shall be taken for motions to enter into executive session, motions concerning the allocation of funds and/or the authorization of contracts, or for other matters as required by law. Voice votes shall be taken for all other motions. Any member may ask the Chair for a roll call vote on any motion. If this request is supported by at least one additional Board Member, a roll call vote shall be taken. In all cases a simple majority shall determine the question.

# Board Conflict of Interest Policy

## 1.0 PURPOSE

The purpose of this conflict of interest policy is to protect the Board from potential conflicts of interest that may benefit the private interest of a Director or that could create an excess benefit transaction.

All Directors have a duty to ensure that the integrity of the decision-making processes of the Board are maintained by ensuring that they and other members of the Board are free from conflict or potential conflict in their decision-making. It is inherent in a Director's fiduciary duty that conflicts of interest be avoided. It is important that all Directors and Officers understand their obligations when a conflict of interest or potential conflict of interest arises.

The intent of this policy is to supplement any applicable state or federal law that governs conflict of interest.

## 2.0 DEFINITIONS

### 2.1 Interested Person

This policy applies to all Directors and Officers.

"Officers" means Officers appointed by the Board including the Chair, Vice Chair, Secretary, Chief Governance Officer and others who perform functions for the Board similar to those normally performed by such Officers.

The Board defines Directors, Officers or committee members with powers delegated by the Board who have a direct or indirect Financial Interest, as defined below.

### 2.2 Financial Interest

A person has a financial interest when they have any actual or potential ownership, investment or compensation agreement with the Board, either directly or indirectly.

## 3.0 POLICY

Directors and Officers shall avoid situations in which they may be in a position of conflict of interest. The bylaws contain provisions with respect to conflict of interest that must be strictly adhered to.

## 4.0 DESCRIPTION OF CONFLICT OF INTEREST

A conflict of interest arises in any situation where a Director's duty to act solely in the best interests of the Board and to adhere to the Director's fiduciary duties is compromised or impeded by any other interest, relationship or duty of the Director. A conflict of interest also includes circumstances where the Director's duties to the Board are in conflict with other duties owed by the Director such that the Director is not able to fully discharge the fiduciary duties owed to the Board.

## 5.0 PROCEDURES

### 5.1 Duty to Disclose

In connection with any actual or possible conflict of interest, an Interested Person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Board and committees with governing board-delegated powers considering the proposed transaction or arrangement that poses a potential conflict.

### 5.2 Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the Interested Person, he/she shall leave the Board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board or committee members shall decide if a conflict of interest exists.

### 5.3 Procedures for Addressing the Conflict of Interest

After making a careful review of the facts, the Board or committee shall make a determination on whether the Board would be able to make arrangements for a different agreement or transaction that doesn't produce a conflict of interest. During the discussions on the determination, the Interested Person shall not be present.

Seeing that no alternative transaction or agreement is possible, the Board or committee shall determine whether the transaction or agreement is in the best interests of the Board and is fair and reasonable for its own benefit. The Board or committee shall make this determination by majority vote. The majority vote counts as the deciding factor on whether the Board shall enter into the transaction or arrangement.

### 5.4 DISCIPLINARY ACTION

If the Board or committee reasonably believes that an Interested Person failed to disclose an actual or potential conflict of interest, they will inform the member and provide an opportunity for the Interested Person to offer an explanation about why he/she failed to disclose the conflict or potential conflict of interest. The Board or committee shall take appropriate disciplinary and corrective action if they continue to believe that a conflict of interest still exists.

## 6.0 RECORD OF PROCEEDINGS

The minutes of the Board and all committees with delegated powers shall contain the names of the persons who disclosed or were found to have a conflict or potential conflict, the nature of the conflict, any action taken by the Board and the Board's decision on the existence of the conflict. The record will also show the names of the persons present for discussions and votes, alternatives to the vote and a record of votes taken.

# BOARD MEMBER CODE OF CONDUCT

---

*This document is to be read, understood and signed prior to each new board member being sworn in with the Mental Health, Addiction and Recovery Services (MHARS) Board of Lorain County and annually thereafter by all board members.*

I have read and understand the MHARS Board code of conduct statement, ORC Chapter 340, [Conflict of Interest Policy](#), and selected materials from the Ohio Ethics Laws that outlines the expectations of my comportment as a board member.

I agree to follow and adhere to these policies as a condition of my initial and continued appointment. In situations not covered by policy, I will normally consult with the Chairperson before acting. Other authorities such as the Lorain County Prosecutor's office or the Ohio Ethics Commission may also be contacted for further clarification.

1. The Board expects from itself and its member's ethical and businesslike conduct. This commitment includes proper use of authority and appropriate decorum in groups and individual behavior when acting as Board members.
2. Board members must avoid any conflict of interest with respect to their fiduciary responsibility.
  - 2.1 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. Board members must not use their positions to obtain for themselves, family members 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).
  - 2.2 Should a Board member apply for employment with the Board, he or she must voluntarily resign 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.
  - 2.3 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.
  - 2.4 Board members will sign a statement attesting to the absence of conflict of interest at the time of their original appointment and annually thereafter.
3. Board members may not attempt to exercise individual authority over the organization except as explicitly set forth in Board policies.
  - 3.1 Board members' interaction with the Executive Director or with staff must recognize the lack of authority in any individual Board member or group of Board members except as noted above.
  - 3.2 Board members' interaction with the public, press or other entities must recognize the same limitation and the similar inability of any Board member or Board members to speak for the Board.
  - 3.3 Board members will make no judgments of the Executive Director or staff performance except as that performance is assessed against explicit Board policies by the official process.

4. Board members may not accept anything of 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 members of the Board or board members of contracted provider agencies, employees of the 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 include ordinary social hospitality such as special social celebrations and recognition (e.g., recognition certificates and plaques). Board members will receive a copy of the Ohio Ethics Law within 15 days of their appointment and may refer questions to the Ohio Ethics Commission at (614) 466-7090 or [www.ethics.state.oh.us](http://www.ethics.state.oh.us).
5. Board members are prohibited from representing a private client before the Board for one year following departure from the Board.
6. Current and former Board members are prohibited from disclosing any information officially designated as confidential, including:
  - 6.1 Anything that identifies individual consumers without a signed authorization;
  - 6.2 The location of the battered women’s shelter;
  - 6.3 Sensitive information such as budget, personnel and property acquisition until final decisions and negotiations have been completed;
  - 6.4 Quality management information;
  - 6.5 Proprietary information of contracted provider agencies.
7. Board members are prohibited from having a personal interest in a public contract with the Board.

---

**Signature of Board Member**

---

**Date**

## BOARD MEMBER STATEMENT OF EXPECTATIONS

---

*The following expectations are specific to the Mental Health, Addiction and Recovery Services (MHARS) Board of Lorain County, and are articulated for the purpose of complementing or clarifying certain aspects of the traditional governing responsibilities of Board members.*

1. **Commit to the mission and goals of the Mental Health, Addiction and Recovery Services Board of Lorain County.**
2. **Attend meetings of the Board of Directors.** Ten meetings are scheduled each year. Board members are encouraged to attend all ten meetings (they are scheduled more than one year in advance). Minimum attendance expected of each individual Board member is 60%.
3. **Serve on at least one committee and attend committee meetings:** Board members are encouraged to attend all meetings of the committees on which they serve. However, attendance at 60% of the meetings is expected at a minimum.
4. **Annual Training Requirement:** Every member of the Board of Directors is required to attend at least one approved training program each year.
5. **Contribute expertise and participate in strategic development of Board and organization, including responding to communications and requests from the Board of Directors and staff.**
6. **Develop funding and support:** Assist the Mental Health, Addiction and Recovery Services Board of Lorain County and staff in its membership development and levy campaign efforts by arranging introductions, signing letters to friends and associates, speak in support and allow his/her name to be used in support of the Mental Health, Addiction and Recovery Services Board of Lorain County levies and programs.
7. **As much as possible, attend Mental Health, Addiction and Recovery Services Board of Lorain County special events.**
8. **Disclose any potential conflict of interest with the Mental Health, Addiction and Recovery Services Board of Lorain County.**

***Persons serving on the Mental Health, Addiction and Recovery Services Board of Lorain County agree to act in accordance with all appropriate federal, state and local laws and to abide by the duties prescribed by the Ohio Revised Code Section 340 for Directors of Alcohol, Drug Addiction and Mental Health Services Boards.***

**Duty of Care**

Duty of care describes the level of competence that is expected of a Board member, and is commonly expressed as the duty of "care that an ordinarily prudent person would exercise in a like position and under similar circumstances." This means that a Board member owes the duty to exercise reasonable care when he or she makes a decision as a steward of the organization.

**Duty of Loyalty**

The duty of loyalty is a standard of faithfulness; a Board member must give undivided allegiance when making decisions affecting the organization. This means that a Board member can never use information obtained as a member for personal gain, but must act in the best interests of the organization.

**Duty to Manage Accounts**

Board members are responsible for assuring the financial accountability of the Board. Procedures should be established to keep the organization fiscally sound and ensure that it operates in a fiscally responsible manner. Care must be taken for the proper use of any restricted funds. Trustees should oversee the executive director and determine that the Board's purposes are fulfilled without waste. Preparation of a budget is important for providing clear directions for spending and translating program and management goals of the Board into financial projections.

**Duty of Compliance**

Board members have a duty to be faithful to the organization's purposes and comply with the Board's governing documents. They are also under a duty to be familiar with the laws that apply to the Board and to comply with those state and federal laws that relate to the Board and its business operations.

*I understand that as a member of the Board of Directors of the Mental Health, Addiction and Recovery Services Board of Lorain County, I will be held accountable to the expectations above on an annual basis.*

\_\_\_\_\_  
**Signature of Board Member**

\_\_\_\_\_/\_\_\_\_\_/\_\_\_\_\_  
**Date**



## **Mental Health, Addiction and Recovery Services Board of Lorain County**

### ***Consent Agenda Policy***

Approved 10/22/20; revised 04/22/21

#### **Purpose**

Consent agendas are commonly used by Boards to enable them to focus their time and energies against strategic issues of the organization by preventing smaller and routine, but still necessary issues from interfering with the opportunity to explore more strategic issues. It acknowledges that all items brought before the Board are important to address, but not all are expected to require the same amount of time and attention. As such, consent agendas combine several smaller and self-explanatory needs into one motion with an opportunity for limited discussion, if needed, with but with minimal discussion expected.

#### **Policy**

The MHARS Board strives to uphold its fiduciary responsibility of being transparent for all matters that come before them. This can be achieved in a manner that is both efficient and effective, incorporating a consent agenda for matters that move routine items along quickly. Items that will appear on the consent agenda can include: minutes, financial reports, [staff reports](#), committee [reports](#), [committee appointments](#), final approval of recommendations for funding that have been thoroughly discussed [previously](#), and [dates of future meetings](#). Any MHARS Board committee can recommend item(s) that may go onto a consent agenda for the Board, provided the committee affirms such by a majority vote.

#### **Responsibility**

All documentation associated with consent items will be provided to meeting participants in advance so that they can still make an informed vote on all grouped items. Board members *must* review the documentation before the meeting to ensure that they are informed of the issues that are to be passed as part of the consent group.

Board members will be given an opportunity to ask associated questions—and have them answered—before the vote. Questions and answers should be shared with all meeting participants. Simple questions, clarifications, or short amounts of dialogue relative to a consent item may be discussed after the motion, but before approval. Consent items will not be removed entirely from the consent agenda for the sole purpose of answering a simple question. If the board member does not receive sufficient information to maintain the agenda item on the consent agenda, they may move it be moved to the regular agenda.

At the board meeting, the consent item(s) will be included as a separate agenda item.

At the beginning of the meeting, the chair will ask the meeting attendees if anyone wants to discuss any of the items listed on the consent agenda.

If it is determined that an item on the consent agenda requires discussion it must be removed from the consent portion and moved to the regular agenda and addressed individually. For future

meetings in which there is no question or concern over the item, it may be placed back into the consent portion of the agenda.

The chair will read aloud the remaining consent items and may move to adopt the consent agenda as a whole. It is not necessary for a vote to be taken on the consent agenda. Instead, the items may be approved, pending the absence of any objections.

Meeting minutes will include full text of all resolutions and reports that were approved as part of the consent group.