



MINUTES

GOVERNANCE COMMITTEE JANUARY 8, 2013

Present: Judy Cook, Chair
Jacquelyn Bailey
Stan Eichenauer
Gretchen Foley

Staff: Helen Jones-Kelley
Lynn Voisard

Unable to attend: Anthony Whitmore

CALL TO ORDER

J. Cook, Governance Committee Chair, called the meeting to order in the offices of the ADAMHS Board for Montgomery County. A quorum was present.

REVIEW OF RESPONSIBILITIES

G. Foley shared that at the committee's last meeting, there was discussion on what are we looking for in future board members? How do we measure performance of current members? A paper was developed as a starting point for discussion using the Board Policies and Procedures document, which describes the mission/vision of ADAMHS and includes a section on Directors' Code of Conduct.

Desired Traits in Directors

1. "shall commit themselves to ethical, business-like, and lawful conduct, including proper use of authority and appropriate decorum while acting as Directors" –

Would not want to recruit individuals who have a history of unlawful behavior, previous ethics complaints/violations through their professional societies, have references which indicate problems in areas professionalism, etc. Current board members should maintain appropriate professional behavior in meetings/board activities (not engage in unethical or unlawful behavior – should be required to disclose any developments in this area?, attendance and/or being on time for meetings, being generally courteous – not being disruptive or antagonistic in discussions, no use of obscene or condescending language, following procedural rules, etc. – some other areas are already reflected elsewhere in the code of conduct section). There was information that was disseminated at the October

retreat that could be added into this area. There was some discussion on recusing from discussion and/or leaving the room – members felt that this was reasonable.

2. “showing primary loyalty to the organization in all actions”

Board members should adhere to the Board’s mission, vision, values and moral ownership in all actions/decisions. Could add in accordance with the Board’s operating principles and management philosophy? Board members should have an interest of promoting the organization, a vested interest in community regarding mental health and substance abuse and display commitment.

3. “avoiding conflict of interest with respect to their fiduciary responsibilities”

Board members should declare COI at least annually and whenever a new relationship may arise that could be considered such. Members should abstain from voting on matters that may benefit individuals with whom they have a very close personal relationship (how to define? immediate family, others?) or agencies in which they hold any financial stake.

4. “abstaining from any attempt as an individual or a part of a subset of the full Board to exercise authority over the organization, the Executive Director, or the staff”

Board members should adhere to appropriate procedures for discussion within appropriate committees or with the board as a whole. Members should not attempt to influence or subvert due process by acting ex parte.

5. “respecting confidentiality appropriate to issues of sensitive nature”

ie. Discussion during executive session are not for the public record; HIPAA – covered info. Do you want a policy statement regarding interactions with media (to include social media)? The Chair is authorized to speak on behalf of the board in concert with the CEO. It was agreed that there needs to be a statement regarding posting on social media (Facebook, twitter, etc.).

6. “being adequately prepared for board deliberation”

Board members should review minutes, agendas, and other provided materials prior to meetings so as to be ready to ask questions and/or discuss. Adequate attendance at meetings and reviewing materials from missed meetings so as to be up to speed at the next session. There was a suggestion to add a statement that board members remain current on board activities.

A well-balanced board – we talked about needing to have a board that reflects what ADAMHS is about and having a board made up of individuals who can offer expertise in various fields (mental health care and AOD consumers and providers, financial experts, legal experts, those involved in other community boards) so as to better advise. If we know how many seats we have to fill and what general make up you want to have at a minimum, we could target recruitment efforts towards individuals who serve those areas the Board is currently lacking or projected to lack (due to resignations, etc.). Members who resign or whose term is expiring and do not wish to be reappointed – should give notice when able to do so, so as to allow the Board time to find a replacement who can fulfill the vacated role.

At the December 19, 2012 board meeting, the board voted to report to the State that the Montgomery County ADAMHS is establishing a maximum of fourteen (14) board members.

Monitoring Performance

The board could consider using a peer-evaluation or 360-evaluation system? This could be scheduled annually and/or 6 months prior to term expiration. Using an ad hoc committee has been expressed to the Chair. A formalized list on the criteria listed above, soliciting and then providing feedback to each individual board member. There was discussion on if this should be anonymous or not. The same criteria could be utilized when evaluating potential board candidates. Discussed if a number of board meetings should be utilized. Consensus was 51% and at that point the board chair could address any issues. However, this should be eased into gradually as due to the new board structure, members are currently being asked to commitment to an increased number of monthly meetings. We definitely do want to include a commitment to board attendance.

OTHER

Would members feel comfortable in writing a small bio that could be put on the website? This might encourage others to become a member of the board.

NEXT STEPS

- G. Foley will develop a paper to begin discussion on the evaluation process. Director Jones-Kelley and S. Eichenauer will also look for samples of evaluation of board members from other boards/organizations they have association with.
- J. Cook will develop a matrix on desired traits and skill sets.
- L. Voisard will revise the matrix on traits and skill sets.

Adjourned at 6:45 PM