



Board of Directors'
Revised Policy Manual
(Agreements on Actions)

March 25, 2010

The Lorain County Board of Mental Health
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Article I. Decision Owners

Section 1.01 Board Decisions

- (a) The Board has the authority to hire and remove the Executive Director.
- (b) The Board has the authority to determine the Executive Director's compensation and benefits.
- (c) The Board shall approve the organizational budget by the Board meeting in May of each year.
- (d) The Board has the authority to approve allocations and to authorize the Executive Director to enter into agency contracts on behalf of the Board.
- (e) The Board has the authority to approve expenditures for capital grants.
- (f) The Board has the authority to approve the acquisition, encumbrance or disposal of real property.
- (g) The Board has the authority to approve non-agency contracts that exceed \$40,000 in any given Fiscal Year.

Section 1.02 Executive Director Decisions

- (a) The Executive Director has the authority to hire and remove staff.
 - i) The Executive Director shall maintain liability protection for all staff.
 - ii) The Executive Director shall base staff compensation and benefits on current local market value.
 - iii) The Executive Director has the authority to determine personnel policies.
 - iv) The Executive Director has the authority to approve staff development.
- (b) The Executive Director has the authority to approve payments as authorized by the Board.
- (c) The Executive Director has the authority to approve non-agency contracts of not more than \$40,000 in any given fiscal year.
- (d) The Executive Director has the authority to approve applying for grants.

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- (e) In order to protect the Board from sudden loss of the services of the Executive Director, the Executive Director shall have at least one other staff member who can fulfill his/her duties in his/her absence.
- (f) The Executive Director shall insure against theft and casualty losses to at least 80 percent replacement value.

Article II. Communication and Collaboration

Section 2.01 The Board and Executive Director will work together in the formation of:

- (a) The Board's Mission, Vision, [Values](#) and Goals
- (b) Budget Approval
 - i) The Executive Director shall create financial plans for the next fiscal year that are consistent with the Board's goals in May of each year.
 - ii) The Executive Director shall maintain a cash flow reserve of at least two months of allocated provider expenses.
 - iii) The Executive Director's recommendations shall provide for anticipated expenses to sustain current operations for the upcoming five-year period.

Section 2.02 Board Communication to the Executive Director

- (a) The Board shall communicate its goals for the following fiscal year each December.
- (b) The Board shall communicate any changes in Board membership, structure or governance when they occur.
- (c) The Board shall communicate the results of any committee work and outcomes monitoring.

Section 2.03 Executive Director Communication to the Board

- (a) The Executive Director shall communicate any external facts and issues requiring Board decision by the next Board meeting.

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- (b) The Executive Director shall make the Board aware of relevant trends, anticipated adverse media coverage, material external and internal changes and particularly changes in assumptions upon which any Board policy has previously been established.
- (c) The Executive Director shall report actual or anticipated noncompliance with any policy of the Board.
- (d) The Executive Director shall provide the Board with a monthly financial report that includes year to date expenditures and revenues and a statement of cash position.
- (e) The Executive Director shall notify the Board of all grant applications filed and any grants that are awarded to the Board of Mental Health.
- (f) The Executive Director shall notify the Board of staff changes and staff development efforts.
- (g) The Executive Director shall provide information to the Board as to the status of agency contract performance.

Section 2.04 Communication to External (Community/Agencies)

- (a) The Executive Director shall serve as the primary spokesperson for the Board of Mental Health. The Board Chairperson may also represent the Board of Mental Health as authorized by the full Board.

Article III. Ethics

Section 3.01 The Board and Executive Director will comply with all Federal and state laws and regulations including but not limited to ORC 340, Ohio Ethics Law, the Sunshine Law and HIPAA.

Section 3.02 All Board members and the Executive Director will represent the organization in only a positive and professional manner both in public and private settings.

Section 3.03 Orientation for Board members shall include instructions regarding the laws that affect the actions of the Board and its members.

Section 3.04 All Board members will sign a statement attesting to the absence of conflict of interest at the time of their original appointment and annually thereafter [at the June organizational Board meeting](#).

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Article IV. Board as Manager of Executive Director

Section 4.01 The Board will conduct a formal evaluation of the Executive Director by June of each year. This evaluation shall be conducted jointly by the Governance Committee and the Executive Committee. However, feedback on the Executive Director's performance should be continuous, immediate, honest and transparent.

Board will review & create a contract of performance and employment expectations for the Executive Director no longer than every 5 years.

Section 4.02 Executive Director will have individual annual goals developed by and mutually agreed to by Executive Director and Board

Section 4.03 In all cases the Executive Director will directly report to the Board

Section 4.04 In all cases the staff will directly report to the Executive Director

Article V. Financial Responsibilities

Section 5.01 Board members shall take personal responsibility to understand the organization's budget, financial reports and fiscal decision making.

Article VI. Board Structure and Functions

Section 6.01 The Board shall consist of eighteen appointed members.

Section 6.02 The Director of the Ohio Department of Mental Health shall appoint six members of the Board and the Board of County Commissioners shall appoint twelve members.

Section 6.03 When a vacancy occurs the expired or unexpired term shall be filled in the same manner as the original appointment.

Section 6.04 The Board shall maintain and shall annually elect by simple majority the following Board Officers: Chairperson, Vice-Chairperson, Chief Governance Officer and Secretary.

- (a) The Chairperson shall assign all standing and Ad Hoc Committee members taking into consideration the preferences of Board members. The Board Chairperson shall also appoint committee chairs and co-chairs as appropriate. The Chairperson shall chair Board meetings with all the commonly accepted authority of that position. The Chairperson may also call for a special meeting of the Board consistent with Ohio Revised Code and these policies.

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- (b) The Vice-Chairperson shall assume the duties of the Chairperson in his or her absence.
- (c) The Chief Governance Officer (CGO) has the responsibility to be familiar with these policies and shall advise the Board if, in their opinion, the Board is not in compliance with its own policies. The CGO shall chair the Governance Committee.
- (d) The Secretary shall certify the evidence of Board actions, including Board policies and minutes.

Section 6.05 The Board shall maintain standing committees, including:

- (a) Executive – The Executive Committee shall be comprised of the Officers of the Board. The Executive Committee shall serve to consult with the Chairperson of the Board on items including but not limited to the development of the Board agenda. The Chairperson of the Board shall chair the Executive Committee.
- (b) Finance – The Finance Committee shall review all expenditures of the Board and monthly financial statements and shall report on these to the full Board. The Committee will review the annual budget proposed by the Executive Director and shall make recommendations on the annual budget to the full Board.

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

- (c) Membership – The Membership Committee shall propose a slate of candidates for Board officer positions by the June Board meeting each year. The Committee shall also conduct interviews of potential Board members and shall make recommendations for appointment to the appointing authorities to fill vacancies. The Committee shall endeavor to insure that the composition of the Board reflects the demographic characteristics of Lorain County.
- (d) Joint Mental Health and AOD Committee – The Joint MH/AOD Committee shall be comprised of not more than three members. This Committee is responsible to meet with members of the Lorain County Alcohol and Drug Abuse Services Board to explore opportunities to enhance cooperation and collaboration as well as to look for opportunities for administrative efficiencies.
- (e) Governance – The Governance Committee shall review Board policies and recommend policy revisions to the full Board for adoption. **Any Board member or the Executive Director may suggest policy changes for the Governance Committee to consider. All discussions regarding policy changes shall include input from the Executive Director.** The Governance Committee shall monitor and conduct self-evaluation surveys of board members to inform the future

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educational training needs of the Board. These surveys shall be conducted **not later than** June of each year.

- (f) Community Plan and Review – The Community Plan and Review Committee shall evaluate new programs and determine service gaps and unmet needs in the community. The Committee shall also establish methods to be used to monitor the performance of programs funded by the Board. The Committee shall facilitate the development of a schedule of regular presentations to the full Board pertaining to current programming and emerging needs in the community.

Section 6.06 Any Board member or staff may propose to the Chairperson the need to establish a new Ad Hoc Board Committee. The work of an Ad Hoc Committee shall be time limited and task specific. The full Board shall approve the creation and dissolution of all Ad Hoc Committees.

Article VII. Board Mission, Vision, Values and Goals

Section 7.01 Goals will address performance improvement and enhanced community relationship goals

Section 7.02 Any new or revised goal during the year can be approved mutually by Board and Executive Director

Section 7.03 Board will revisit and possibly revise vision, mission, and values every 2-4 years

Section 6.04 (a): Additional language adopted per Board Resolution #12-01-09 on 1/26/12.

Section 2.01 (b) (iv): Rescinded language per Board Resolution #12-01-08 on 1/26/12.

Sections 2.01(a), 3.04, 4.01, 6.05 (e), and Article VII: Language changes adopted per Board Resolution #11-10-04 on 10/27/11.

Section 6.05(e): Additional language adopted per Board Resolution #10-10-03 on 10/28/10.