



ADM  
BOARD

COUNTY OF SUMMIT

ALCOHOL, DRUG ADDICTION &  
MENTAL HEALTH SERVICES

**Board of Directors'**

# **Governing Policies Manual**

Last Revision December 14, 2021

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## Introduction

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This Governing Policies Manual contains the current standing (ongoing) performance standards, values, and expectations of the Board of Directors (“BoD”) of the County of Summit ADM Board.

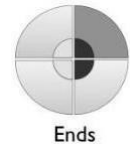
1. **Purpose:** This Manual is designed to help the BoD approach decisions from the perspective of its own, previously established standards, values, and expectations by:
  - A. Elevating efficiency of having all ongoing BoD policies in one place.
  - B. Quickly orienting new BoD members to current policies.
  - C. Eliminating redundant or conflicting policies.
  - D. Having greater ease of reviewing current policy when considering new issues.
  - E. Providing clear, proactive policies to guide the Executive Director and staff, as well as BoD officers, members, and committees.
2. **Consistency:** The BoD will ensure that each policy in this document is consistent with legal/statutory requirements, all of which have precedence over these BoD policies. Except for time-limited or procedural-only BoD decisions (approving minutes, electing officers, etc.), which are recorded in BoD meeting minutes, all standing BoD policies shall be included or referred to in this document. The Executive Director is responsible for developing operational and administrative policies and procedures that are consistent with the standards set forth in this Manual.
3. **Transition:** Unless a prior BoD resolution or contract obligates the organization with regard to a specific matter, these updated standards supersede previous BoD resolutions. If an actual or apparent conflict arises between this Manual and other policies or BoD resolutions, the matter shall be brought to the BoD’s attention for resolution.
4. **Changes:** The BoD will regularly review these policies and, as appropriate, refine them. Proposed revisions may be submitted for BoD consideration, by any BoD member or by the Executive Director. Whenever changes are adopted, the updated document should be dated and promptly disseminated to the BoD and Executive Director.
5. **Specificity:** Each new policy will be drafted to fit into the appropriate section of the Manual. For consistency, policies should be drafted starting with the broadest policy statement, then adding specificity down to the level of detail that the BoD finds appropriate/necessary for BoD action. The BoD will afford discretion for implementation (allowing reasonable interpretation) when delegating further decisions to the Board Chair, Board Committees, or the Executive Director.
6. To foster informed and efficient decision-making, the BoD will address issues with consideration of:
  - A. Relevant to the issue at hand, what has the BoD already said in its policies?
  - B. According to the board’s policies, does this scenario refer to anything that has been delegated to the CEO?
    - i. If yes, does the issue suggest that the Executive Director has acted in a manner consistent with the BoD’s *Ends and Management Parameters* policies?
    - ii. If no, does the issue reflect actions consistent with the BoD’s *Board Process* and *Board- Management Connection* policies?
  - C. What action, if any, should the BoD now take?
    - i. If an action is proposed by one individual, does the majority of the Board share the concern?
  - D. If the proposed action includes a possible policy change:
    - i. What amendment(s) are suggested?
    - ii. What further information, if any, should the BoD consider prior to a decision?

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## Policy 1.0 Ends/Priority Results

Date of Adoption: July 28, 2015 / Last revision: December 14, 2021

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The County of Summit ADM Board exists so that:

**A full continuum of care supports mental wellness and freedom from addiction**  
*(with outcomes optimizing use of available resources)*

*Priority Results (not listed in order of priority):*

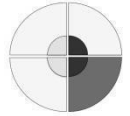
1. **ADDICTION:** Summit County residents have supports to prevent or delay the onset, treat, and recover from addiction.
  - A. Reduction in rates of substance use and drug overdose deaths.
2. **MENTAL ILLNESS:** Effective and timely mental health services are accessible to and utilized by Summit County residents.
  - A. Reduction in suicide rates.
  - B. First responders have training to recognize and productively address mental health issues.
3. **EQUITY IN ACCESS:** There is sufficient and equitable access to services.
  - A. Barriers to service are mitigated.
  - B. Focus to reduce barriers to underserved communities.
4. **PUBLIC AWARENESS:** Summit County residents are made aware of the importance of, and resources available for, addressing mental health and addiction.
  - A. Reduction in stigma around mental health and substance use services.
  - B. Residents are aware of and engage in lifestyle behaviors that minimize risk and add protective factors.
  - C. Residents are aware of and utilize available resources/services for prevention, treatment, and recovery supports for substance use and mental health conditions.
5. **SYSTEM CAPACITY:** There is sufficient capacity of highly skilled and effective providers.
  - A. There is support for recruitment/retention of diverse individuals in behavioral health and addiction service careers.
6. **INNOVATION:** There is support for envisioning, collaborating, and innovating across systems in the community.

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## **Policy 2.0 General Management Constraint**

Date of Adoption: July 28, 2015 / Last revision: July 28, 2015

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Management Parameters

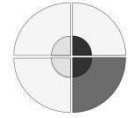
The Executive Director will not cause or allow any practice, activity, decision, or organizational circumstance that is unlawful, imprudent or in violation of commonly accepted business and professional ethics and practices.

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## Policy 2.1 Treatment of Constituents

Date of Adoption: July 28, 2015 / Last revision: July 28, 2015

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Management Parameters

With respect to interactions with constituents (including but not limited to consumers, service providers, and those applying to be consumers, contract providers, etc.), the Executive Director will not cause or allow conditions or procedures which are unfair, unsafe, undignified, unresponsive, or unnecessarily intrusive.

Further, the Executive Director will not:

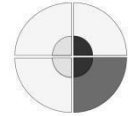
1. Elicit information for which there is no clear business necessity.
2. Allow unreasonable delay or wait times.
3. Operate without clearly conveying to consumers what may be expected from the service provided.
4. Disregard individual consumer choice and cultural sensitivity with regard to (but not limited to), gender, race, age, disability, nationality, gender identity and/or sexual orientation.
5. Fail to compel funded agencies to afford these same protections to service recipients.

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## Policy 2.2 Treatment of Staff

Date of Adoption: July 28, 2015 / Last revision: June 27, 2017

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Management Parameters

With respect to the treatment of employees and volunteers, the Executive Director will not cause or allow conditions that are discriminatory, inequitable, undignified, disorganized, or unclear.

Pertaining to employees, the Executive Director will not:

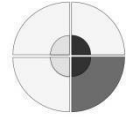
1. Operate without ensuring employees are provided written personnel rules, reviewed by qualified legal counsel, which clarify personnel rules for employees, and provide for effective handling of complaints/grievances.
2. Allow employees to be unaware of these governing policies, including but not limited to this Treatment of Staff policy, along with the Executive Director's interpretations of their protections under this policy.
3. Retaliate or allow retaliation against an employee for non-disruptive, internal expression of dissent or for reporting to management or to the BoD (per the process for handling of grievances in the Personnel Manual) acts or omissions by ADM Board personnel, the Executive Director, management, or the BoD that the employee believes, in good faith and based on credible information, constitutes a violation of state or federal law or a governing policy of the BoD.
  - A. Employees may not be prevented from grieving to the BoD when (1) internal grievance procedures outlined in the Personnel Manual have been exhausted, and (2) the employee alleges that BoD policy has been violated.
  - B. Employees may not be prevented from grieving to the BoD when the grievance pertains to the Executive Director.
4. Allow employees to be unprepared for reasonably foreseeable emergency situations.

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## **Policy 2.3 Compensation and Benefits**

Date of Adoption: July 28, 2015 / Last revision: June 27, 2017

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Management Parameters

With respect to employment, compensation, and/or benefits to employees, consultants, contract workers and volunteers, the Executive Director will not cause or allow jeopardy to the ADM Board's fiscal integrity or public image.

The Executive Director will not:

1. Promise or imply permanent or guaranteed employment.
2. Change his or her own compensation.
3. Change his or her own benefits, except as consistent with the package for all other employees.
4. Establish compensation and benefits that deviate materially from the geographic or professional market for the skills employed.
5. Create obligations over a longer term than revenues can be safely projected, in no event longer than one year.





Management Parameters

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## **Policy 2.4 Financial Planning/Budgeting**

Date of Adoption: July 28, 2015 / Last revision: Sept. 21, 2021

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Financial planning for any fiscal year, or the remaining part of any fiscal year, will not deviate materially from BOD's Ends priorities, risk fiscal jeopardy, or fail to be derived from the Ohio Code-required [ORC 340.03 (A)(1)(c)] two-year plan that is updated annually.

Further, the Executive Director will not allow budgeting that:

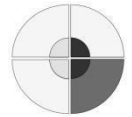
1. Risks incurring those liquidity situations or conditions described as unacceptable in the BoD's *Financial Condition and Activities* policy.
2. Anticipates the expenditure in any fiscal year of more funds than are conservatively projected to be available in that period.
3. Anticipates organizational reserves that drop below 75% of annual budgeted expenses.
4. Omits credible projections of revenues and expenses, separation of capital and operational items, cash flow projections, and disclosure of planning assumptions.
5. Omits allocations for BoD prerogatives as set forth in the *Governance Investment* policy.

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## Policy 2.5 Financial Condition and Activities

Date of Adoption: July 28, 2015 / Last revision: June 28, 2022

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Management Parameters

With respect to 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 the BoD's Ends priorities.

Further, the Executive Director shall not:

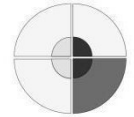
1. Expend more funds than are available.
2. Allow cash on hand to fall below 75% of annual budgeted expenses.
3. Indebt the organization, with exception of credit cards used for normal administrative expenses, paid in full each month.
4. Use or shift any BoD-designated reserves.
5. Operate without settling payroll obligations and payables in a timely manner.
6. Allow tax payments or other government ordered payments or filings to be overdue or inaccurately filed.
7. Execute a purchase contract for an expenditure of greater than \$25,000, without the board's prior approval unless such contract was an emergency contract for clinical services or recovery support services or a standard service contract pertaining to the board's operations.
8. Acquire, encumber, lease, or dispose of real property.
9. Allow material receivables to go uncollected beyond a reasonable period of time without aggressively pursuing their collection.
10. Fail to present to the BoD a quarterly report on material variances.
11. Operate without adequate internal controls over receipts and disbursements to avoid unauthorized payments or material dissipation of assets.

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## Policy 2.6 Asset Protection

Date of Adoption: July 28, 2015 / Last revision: July 28, 2015

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Management Parameters

The Executive Director will not cause allow the ADM Board assets to be unprotected, inadequately maintained or unnecessarily risked.

Further, the Executive Director will not:

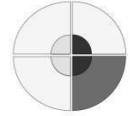
1. Allow the ADM Board to be without sufficient insurance, including:
  - A. Property and casualty losses to at least replacement value.
  - B. Liability losses to BoD members, staff, and the organization itself in an amount at least equal to the average for comparable organizations.
  - C. Employee theft and dishonesty.
2. Subject the ADM Board's facilities and equipment to improper wear and tear or insufficient maintenance.
3. Operate without employing risk management practices to minimize exposure of the organization, its BoD or staff to claims of liability.
4. Allow any purchases that circumvent Summit County competitive bidding requirements.
5. Allow 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.
6. Allow any purchases without reasonable protection against conflict of interest.
  - A. Neither the Executive Director nor any ADM Board employee may conduct ADM Board business 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.
7. Allow the ADM Board's intellectual property, information, and files to be inadequately protected from piracy, loss, theft, or significant damage.
8. Operate without adhering to a Records Retention Schedule, consistent with that of Summit County, for the maintenance of documents and records.
9. Operate without internal controls over receipts and disbursements, and to prevent dissipation of assets, sufficient to meet the State Auditor's standards (as set forth in the Auditor's Management Letter and/or other correspondence).
10. Endanger the organization's public image or credibility.
11. Change the organization's name or substantially alter its identity.

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## **Policy 2.7 Ends Focus of Grants or Contracts**

Date of Adoption: July 28, 2015 / Last revision: July 28, 2015

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Management Parameters

The Executive Director will not enter into any grant or contract without vetting to ensure the provider's capability to efficiently produce Ends and avoid unacceptable means.

Further, the Executive Director shall not:

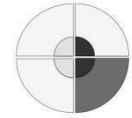
1. Operate without monitoring grants or contracts to prevent funds from being used in imprudent, unlawful or unethical ways.
2. Automatically choose the incumbent provider.
3. Rule out agencies for the sole reason that they have not been contracted with before.
4. Go geographically further than reasonably needed to secure the services.

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## **Policy 2.8 Emergency Management Succession**

Date of Adoption: July 28, 2015 / Last revision: July 28, 2015

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Management Parameters

The Executive Director will not operate without management succession planning processes to facilitate smooth and competent operation of the organization during key personnel transitions.

Further, the Executive Director will not:

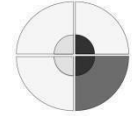
1. Have fewer than two other members of the management team sufficiently familiar with BoD and Executive Director issues and processes to enable either to take over with reasonable proficiency as an interim successor.

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## Policy 2.9 Communications and Support to the Board

Date of Adoption: July 28, 2015 / Last revision: September 21, 2021

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Management Parameters

The Executive Director shall not cause or allow the BoD to be uninformed or unsupported in its work.

Further, the Executive Director will not:

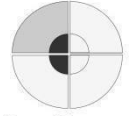
1. Neglect to submit monitoring reports (including the Executive Director's policy interpretations, as well as compliance data, required by the BoD (see policy on Monitoring Executive Director Performance) in a timely, accurate and understandable fashion.
2. Let the BoD be unaware of any actual or anticipated noncompliance with any Ends or Management Parameters policy, regardless of the monitoring schedule set forth by the BoD.
3. Let the BoD be unaware of any BoD or BoD member actions that, in the Executive Director's opinion, are not consistent with the BoD's own policies on Board Process and Board-Management Connection, particularly in the case of BoD member behavior that is detrimental to the work relationship between the BoD and the Executive Director.
4. Let the BoD be without objective background/decision information it periodically requests, or unaware of relevant trends or incidental information (e.g., anticipated adverse media coverage, threatened, or pending lawsuits, or material external and internal/organizational changes). Notification of planned material internal changes is to be provided in advance, when feasible.
5. Present information in unnecessarily complex or lengthy form, or without differentiating among three types of written correspondence: (a) monitoring, (b) decision preparation (or "action item"), and (c) incidental/"FYI."
6. Allow the BoD to be without logistical and administrative support for official BoD, officer or BoD committee communications and functions (meeting arrangements, minutes, etc.).
7. Deal with the BoD in a way that favors or privileges certain BoD members over others except when (a) fulfilling individual requests for information or (b) responding to officers or committees duly charged by the BoD.
8. Neglect to submit for the BoD's Consent (or "Required Approvals") Agenda those items delegated to the Executive Director, yet required by law, regulation or third-party to be BoD approved, along with the relevant monitoring information.

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## **Policy 3.0 Governance Commitment**

Date of Adoption: July 28, 2015 / Last revision: September 21, 2021

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Board Process

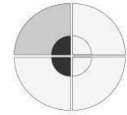
The purpose of the Board of Directors (“BoD”), on behalf of the residents and taxpayers of Summit County, is to see to it that the County of Summit ADM Board fulfills its statutory mandate, achieving meaningful results for appropriate persons at an optimal cost (as defined in the Ends Policies), and avoids unacceptable actions and situations.

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## Policy 3.1 Governing Philosophy and Values

Date of Adoption: July 28, 2015 / Last revision: September 21, 2021

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Board Process

The BoD will govern lawfully, using Policy Governance® principles, with an emphasis on (a) integrity and truthfulness in all of its activities and practices, (b) outward vision, (c) encouragement of diversity in viewpoints, (d) strategic leadership more than administrative detail, (e) clear distinction of BoD and Executive Director roles, (f) collective decisions, and (g) a focus on the future.

Accordingly:

1. The BoD will cultivate a sense of group responsibility. The BoD, not the staff, will be responsible for BoD performance. The BoD will lead the ADM Board organization by proactively setting performance expectations for its own work and for that of the operating organization.
2. The BoD will use the expertise of its members to enhance its understanding of issues but will not simply defer to that expertise as the judgment of the entire BoD.
3. The BoD will set performance standards and expectations for the organization through the careful articulation of written policies. The BoD's primary focus will be on the achievement of intended long-term impacts outside the staff organization, not on the administrative or programmatic means of attaining those results.
4. The BoD will establish and adhere to its own performance expectations pertaining to matters such as attendance, meeting preparation and participation, policymaking, respect of roles, speaking to management and the community with one voice, and continually building the BoD's governance capability and reputation.
  - A. Continual BoD development will include ensuring new BoD members are given a meaningful orientation to their duties and the BoD's governance process, and periodic BoD discussion of process improvement
  - B. Orientation for new BoD members will include three primary components:
    - i. Governance process: The Board Chair and Governance Committee *will* ensure provision of training including the governance principles underlying this Governing Policies Manual, and these policies, with particular emphasis on the Board Members' Code of Conduct policy.
    - ii. Current strategic issues: The Board Chair, Governance Committee and the Executive Director will provide overview and background information on significant issues being addressed and likely to be decided upon early in new BoD member's tenure.
    - iii. Operational overview: The Executive Director will help new BoD members achieve a general understanding of the ADM Board's operating organization (financials, key personnel, key programs, FAQs, etc.).
5. While the BoD will ensure that divergent views are considered in its decision-making process, BoD members are expected to support the legitimacy and authority of final decision of the BoD, irrespective of their position on the issue.
6. Although the BoD may change these governing policies at any time, it will diligently observe those currently in effect.
7. All on-going policies of the BoD are contained in this document, and they remain in effect, unless amended or deleted by BoD action.
8. The BoD will be accountable to the residents and taxpayers of Summit County for competent, conscientious, and effective fulfillment of its governance obligations. The BoD will not allow any officer, individual or committee of the BoD to be an obstacle to this commitment.
9. The BoD will monitor and discuss the BoD's process and performance at each meeting. Self-monitoring will include comparison of BoD activity and discipline to policies in the Board Process and Board Management Connection categories.

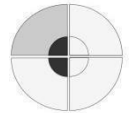


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## Policy 3.2 Board Job Description

Date of Adoption: July 28, 2015 / Last revision: September 21, 2021

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Board Process

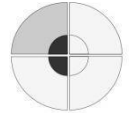
Specific job outputs of the BoD, acting on behalf of the residents and taxpayers of Summit County, are those that ensure appropriate organizational performance.

To fulfill this role, the BoD takes direct responsibility for three specific job products unique to its trusteeship role and necessary for proper governance and management:

1. **Linkage:** The BoD will connect the interests of the residents and taxpayers of Summit County with operational performance.
  - A. **Needs Assessment:** The BoD will assess needs and trends affecting the residents and taxpayers of Summit County as they relate to the ADM Board's activities and scope of influence and will develop and maintain Ends policies identifying and prioritizing intended organizational outcomes to address those needs.
  - B. **Advocacy:** The BoD will inform the residents and taxpayers of Summit County of the ADM Board's achievements on their behalf, and of its expected future results.
2. **Performance Standards:** The BoD will maintain written performance standards, as set forth in these governing policies, addressing the broadest, and as appropriate, more defined levels of all organizational decisions and situations.
  - A. **Ends:** Strategic results priorities describing intended organizational products, impacts, benefits, outcomes, recipients, and their relative worth (what good for which recipients at what cost/worth/priority). Ends must align with the Community Plan mandated by State law.
  - B. **Management Parameters:** Constraints on executive authority defining the prudence and ethics boundaries within which all management activity and decisions must take place.
  - C. **Board Process:** Specification of how the BoD conceives, carries out, and assesses its own work.
  - D. **Board-Management Connection:** How the BoD delegate authority to management and ensures its proper use; the Executive Director role, authority, and accountability.
3. **Assurance of Organizational Performance:** The BoD will ensure Ends fulfillment, financial solvency, and organizational integrity by holding itself accountable for effective governance as defined in these policies and holding the Executive Director accountable for successful achievement of *Ends* and adherence to *Management Parameters*.

**In addition, the BoD maintains direct responsibility for:**

4. Levy recommendations for inclusion on the ballot.
5. Determinations regarding the ADM Board's positions on/endorsements of referenda and public policy and legislative issues as appropriate in serving the interests of the residents of Summit County.



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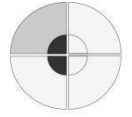
## Policy 3.3 Board Members' Code of Conduct

Date of Adoption: July 28, 2015 / Last revision: January 23, 2024

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The BoD expects from itself and its members ethical, lawful, and businesslike conduct, including proper use of authority and appropriate decorum when acting as BoD members. Accordingly:

1. Duty of Care: BoD members are to discharge their duties honestly and in good faith. BoD members shall exercise the degree of care, diligence and skill that a reasonably prudent person would exercise in similar circumstances.
2. Duty of Obedience: BoD members must abide by relevant statutes and the ADM Board's governing documents (i.e., these Governing Policies). While vigorous debate is expected and encouraged, BoD members are obliged to support the legitimacy and authority of the final determination of the BoD on any matter, irrespective of the member's personal position on the issue.
3. Duty of Loyalty: members will be alert to the fact that, though they may be appointed by a political body, their primary allegiance is to the residents and taxpayers of Summit County (owners), superseding any conflicting loyalties such as that to the appointing body, segments of the community, family members, advocacy or interest groups, staff, other organizations or any personal interests as a consumer of the organization's services (or of its funded service providers).
4. BoD 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 BoD member and the organization except as procedurally controlled to assure openness, competitive opportunity, and equal access to inside information.
  - B. BoD members must not use their positions to obtain staff employment 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 other individuals. BoD members are encouraged to refer qualified individuals but should in no way attempt to influence the selection process. Should a BoD member apply for staff employment, he or she must first resign from the BoD.
  - C. BoD 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.
  - D. BoD members will sign an acknowledgement and disclosure statement attesting that they have received and will comply with the Ohio Ethics Laws (Revised Code chapter 102), 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, and in conjunction with the scheduled annual review of this policy.
  - E. BoD 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. BoD members may not accept anything of value from ADM Board members or BoD 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 include ordinary social hospitality such as special social celebrations and recognition (e.g., recognition certificates and plaques)
  - F. BoD members are prohibited from having a personal interest in a public contract, *as defined in Ohio Revised Code §2921.42(I)(1)*, with the ADM Board.
5. Current and former BoD members must not disclose sensitive information, particularly any that is 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.



Board Process

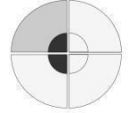
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## Policy 3.3 Board Members' Code of Conduct, continued

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6. BoD members must not attempt to exercise individual authority over the organization.
  - A. BoD members' interaction with the Executive Director or with staff must recognize the lack of authority vested in individuals except when explicitly stipulated by the BoD.
  - B. BoD members' interaction with public, media or other entities must recognize that BoD members may not speak for Executive Director or for the BoD, except to repeat explicitly stated BoD decisions.
  - C. ADM Board members will not publicly express individual judgments of performance of the Executive Director or other employees, other than when participating in the BoD's monitoring functions.
  - D. The Executive Director is accountable to the BoD as a whole and not to individual BoD members. Therefore, the relationship between the Executive Director and individual members of the BoD, including the Board Chair, is collegial and not hierarchical.
  
7. BoD members will treat one another and staff members with respect, civility and transparency.
8. BoD members will be attentive to BoD communications and respond promptly to staff and BoD member requests for feedback.
9. A BoD member aware of credible information that suggests that a BoD policy has been violated by the BoD, a BoD member, or the Executive Director, has an affirmative obligation to bring the concern to the Board Chair. If the Chair is the subject of the concern, it should be brought to the Vice-Chair.
10. BoD members are expected to complete monthly monitoring report evaluations, review agenda materials in advance of BoD and committee meetings and participate productively in BoD deliberations.
11. BoD Members are expected to contribute their time, talent and treasure as available and requested to support public representation and levy efforts of the organization.
12. Statutory Requirements: The BoD will conform to requirements of the Ohio Code, including but not limited to:
  - A. Attendance: BoD member attendance shall comply with Ohio Revised Code Chapter 340. BoD members shall give notice to the Board Chair of any absences. Upon the absence of a member within one year from either four board meetings or from two board meetings without prior notice, the board shall notify the appointing authority, which may vacate the appointment and appoint another person to complete the member's term.

Removal: Any member of the board may be removed from office by the appointing authority at will. Before a member may be removed at will, the member shall be informed in writing of the proposed removal and afforded an opportunity for a public hearing. Any member of the BoD may be removed from office 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 BoD or employee of an agency with which the BoD has entered a contract for the provision of services or facilities.
  - B. Financial Audit: The State Auditor's Office shall conduct an annual financial audit of the ADM Board operation as part of the Summit County audit.
  - C. Method of Voting: Decisions of the BoD 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.



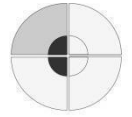
## Policy 3.4 Board Work Plan and Agenda Preparation

Date of Adoption: July 28, 2015 / Last revision: October 24, 2023

To fulfill its job description (Policy 3.2), the BoD will prepare and follow an annual work plan that (a) re-explores Ends policies and (b) continually improves BoD performance through BoD education, interactions with staff, service providers, beneficiaries, and outside experts.

Accordingly:

1. **Annual Planning Cycle:** The BoD's annual planning cycle will conclude each year at its December meeting, so that administrative planning and budgeting for subsequent fiscal year can be focused on addressing both short and a one-year segment of the long-term Ends.
2. **Work Plan Development:** The cycle will start at the BoD's January meeting with the BoD's development of its work plan for the next year. At that time, the Board Chair will prepare and present for the BoD's consideration and approval a suggested work plan for the following year's meetings. Considerations should include:
  - A. **Community Linkage:** How the BoD will connect with the residents and taxpayers of Summit County (e.g., through consultations with selected representatives, or other methods of gaining community input.
  - B. **BoD Education:** Identification of topics that will elevate the BoD's understanding of external issues and trends that impact Ends, (e.g., presentations by futurists, demographers, advocacy groups, staff, etc.), as well as governance and key areas of operations.
  - C. **Orientation/Training for New BoD Members:** Per policy 3.1.4, to include review of the ADM Board's governance system and documents, overview of key strategic issues to be addressed early in new BoD members' tenure, and operational overview.
  - D. **Annual In-service Training:** Each year all BoD members shall attend at least one in-service training session provided or approved by the Ohio Department of Mental Health & Addiction Services. Such training sessions shall not be considered to be scheduled meetings of the BoD. If a BoD member is unable to attend the in-service training session, he or she will be provided with available materials as well as any available recording of the presentation
  - E. **Policy Review:** How the BoD will systematically review its policies, with emphasis on Ends, over the course of the year,
  - F. **Committee Charges and Composition:** To assure relevance and continuity, the number, purpose and composition of BoD committees (see policy 3.7) is to be evaluated annually in January.
  - G. **Assessment of Executive Director Performance:** Reviewing the schedule of planned monitoring activities (policy 4.4) to assure performance on Ends and Management Parameters policies.
  - H. **Self-Assessment:** Methods and timeline (policy 3.13) for periodic evaluation of how well the BoD is fulfilling its governance role (i.e., in accordance with its Board Process and Board-Management Connection policies) and open discussion of how the BoD's performance can be improved.
  - I. **Meeting Schedule:** The BoD shall establish the dates and time of the regular BoD meetings for the upcoming year. No later than ten (10) days after the January Meeting, and prior to the subsequent regular meeting, written announcement of the time and place of regular meetings shall be posted at ADM Board offices and website.
3. **Meeting Agendas:** The Chair will determine the agenda for any particular meeting, although BoD members and the Executive Director may request or recommend any appropriate matters for BoD consideration.
  - A. A BoD member or the Executive Director may recommend or request a matter for BoD discussion by submitting the item to the Chair at least eight (8) business days prior to the regularly scheduled BoD meeting.
  - B. To ensure BoD member preparation and informed participation, meeting agendas and packets (background materials for decision items on the agenda, monitoring reports, etc.) are to be received by BoD members at least five (5) business days prior to the scheduled BoD meeting.

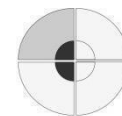


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## Policy 3.4 Board Work Plan and Agenda Preparation, continued

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- C. By an affirmative vote of a majority of those present, additional matters may be added to the agenda of any regular BoD meeting.
4. Consent Agenda: "Required Approvals" will appear on a Consent Agenda, in which one motion can address those items delegated to the Executive Director, yet required by law, regulation or contract to be BoD-approved.
5. **Executive Director Monitoring:** The BoD will act on the Executive Director's monitoring reports received prior to the meeting, determining by majority vote if the report:
  - A. Conveys a reasonable interpretation of the respective policy's provisions.
  - B. Provides reasonable substantiation of compliance with the policy provisions, as interpreted.
6. **Executive Director Annual Review:** Each year, by no later than the anniversary date of the Executive Director's contract, the BoD will act on the Executive Compensation Committee's recommendations for professional development goals, and adjustments to the Executive Director's compensation, to be effective as of the anniversary date of his/her employment.
7. **Open Meetings:** All meetings of the BoD, including all committees or subcommittees formed under the auspices of this BoD, 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 BoD 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 BoD and the Executive Director in writing at least 48 hours in advance of the meeting, excluding Sundays and holidays. Each public comment will be limited to no more than 2 minutes per individual, with the chair ensuring maintenance of respect and avoidance of use of names and pejoratives. The BoD Secretary will be responsible for keeping time. In the absence of the secretary, the Vice Chair will take on this responsibility. The BoD, at its discretion, may limit the total time period for public comment at any full board or committee meeting.
8. **Special Meetings:** A special meeting of the BoD may be called by a BoD Officer, the Executive Director, or by one-third of the BoD membership, by serving written notice on all other members of the BoD 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.
9. **Emergency Meetings:** An emergency meeting of the BoD may be called by a BoD Officer, the Executive Director, or by one-third of the BoD membership, by serving written notice by electronic communication on all other members of the BoD 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 BoD 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.
10. **Purpose of Special or Emergency Meeting:** A Special or Emergency Meeting may only be called if the subject matter requires BoD action that must be accomplished prior to the next regularly scheduled BoD meeting.
11. **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.
12. **Executive Sessions:** The BoD may hold an Executive Session for all purposes allowable by law but not limited to the following purposes:
  - 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 purposes.
  - C. Conferences with an attorney concerning disputes that are the subject of pending or imminent court action.
  - D. Confidential matters as defined by law.
  - E. Specialized details of security arrangements



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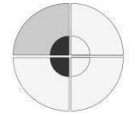
## Policy 3.5 Board Officers and Elections

Date of Adoption: July 28, 2015 / Last revision: September 21, 2021

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The BoD's elected officers are delegated specific authority and responsibilities, with specific job outputs, that support the BoD's functions as a group. Accordingly:

1. **Nominations and Elections:** The BoD will elect a Board Chair, Vice Chair, and Secretary no later than the June meeting each year, by secret ballot, from the slate of candidates offered by the Governance Committee and those nominated from the floor. The Governance Committee Chair, and/or a designee, will count the ballots and those receiving the most votes will be identified as the officer's elect. If no candidates are identified from the floor, the BoD may waive the secret ballot process and have a voice vote to accept the candidates offered by the Governance Committee. Officers will assume their duties on July 1<sup>st</sup>. Officers may not serve in the same office for more than two consecutive years, absent the vote of the Board of Directors. The Board Chair may not serve more than three consecutive years in that office. Candidates for officer positions which become open due to vacated terms will be brought forward by the Governance Committee or a vote of the BoD.
2. **Board Chair's Role:** As the ADM Board's chief governance officer, the Board Chair's primary role is to assure the integrity of the BoD's process and, secondarily, to represent the BoD to outside parties.
  - A. The Board Chair's job is to ensure that the BoD behaves consistently with its policies and any requirements legitimately imposed upon it from outside the organization.
  - B. Agenda content will include only those issues which, according to BoD policy, clearly belong to the BoD to decide or to monitor, or to otherwise be educated so it can best fulfill its responsibilities.
  - C. Deliberation will be fair, open, and thorough, but also timely, orderly, and kept to the point.
3. The Board Chair will lead and participate in the BoD's assessment of its own performance.
  - A. Criteria for assessment will be the BoD's adherence to its Board Process and Board- Management Connection policies.
  - B. The BoD will self-assess its overall performance no less frequently than once per year.
  - C. The BoD will ensure that there is at least a brief assessment of each meeting prior to adjournment, identifying factors that enhanced its productivity, as well as those that would have made the meeting more successful.
4. The Board Chair is authorized to make decisions consistent with the Board Process and Board-Management Connection policies, with the exception of (a) employment or termination of an Executive Director and (b) decisions pertaining to matters about which the BoD has specifically delegated portions of its authority to others. The Board Chair may use any reasonable interpretation of these policies.
  - A. The Board Chair is empowered to preside at BoD meetings with the commonly accepted power of that position, such as ruling and recognizing.
  - B. The Board Chair has no authority to make decisions within Ends and Executive Limitations policy areas. Therefore, the Chair has no authority to supervise or direct the Executive Director.
  - C. The Board Chair may represent the BoD to outside parties in announcing BoD-stated positions and in stating decisions and interpretations within the area delegated to her or him.
  - D. The Board Chair may delegate this authority but remains accountable for its use.
  - E. Except where specified otherwise in BoD policies, the Board Chair may appoint BoD members, or others, as appropriate, to serve on Board Committees.
5. **Vice Chair's Role:** In the event of the Board Chair's absence, disability, or refusal to act, the Vice Chair will assume the responsibilities and have the authority and perform the duties of the Board Chair. In order to be prepared for possible duty, he or she will maintain familiarity with governance practices, issues, and policies.
6. **Board Secretary's Role:** The Board Secretary is to ensure the integrity (accuracy, timeliness of updates/revisions, etc.) of the BoD's documents.



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## Policy 3.6 Board Committee Principles

Date of Adoption: July 28, 2015 / Last revision: July 28, 2015

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Board committees may be established to help the BoD be more effective and/or efficient in its work. Board committees are not to interfere with the BoD's delegation of authority to the Executive Director, or the Executive Director's to other staff.

Accordingly:

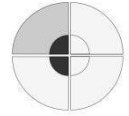
1. Board committees are to help the BoD do its job, not to help, advise or exercise authority over staff.
2. Board Committees will ordinarily undertake activities not delegated to the Executive Director, such as by preparing policy alternatives and implications for BoD deliberation or performing specific monitoring functions.
3. Board committees may only speak or act for the BoD when formally given such authority for specific and/or time-limited purposes. Expectations and authority will be carefully stated in order not to conflict with authority delegated to the Executive Director.
4. As the Executive Director works for the full BoD, he or she will not be required to seek approval of a BoD committee before an executive action.
5. The resolution establishing any BoD committee shall state the purpose, composition guidelines, timeline, and authority of the committee. The designation and appointment of any such Committee and the delegation thereto of authority shall not relieve the BoD or any individual BoD member of any responsibility imposed upon it, him, or her by law. Unless specifically authorized by the BoD, a BoD committee may not make any commitment of organizational resources or funds.
6. A BoD committee shall be comprised of a minimum of three (3) BoD members. Committee member attendance requirements shall comply with Ohio Revised Code Chapter 340 and require notification of the appointing authority as to lack of attendance. Committee attendance will be maintained separate and apart from BoD meeting attendance.
7. Unless specified otherwise in the *Board Committee Structure* policy, BoD committee members and chairpersons shall be appointed by the Board Chair, with consideration being given to BoD member committee preferences, if possible.
8. Each BoD member will be asked to serve on at least one committee, and to participate in special task forces/work groups as assigned during the year.
9. This policy applies to any group formed by BoD action, whether or not it is called a committee and regardless of whether it includes BoD members. This policy does not apply to committees formed under the authority of the Executive Director.

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## Policy 3.7 Board Committee Structure

Date of Adoption: July 28, 2015 / Last revision: February 27, 2024

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Board Process

Board committees are those established by and with authority emanating from the BoD, regardless of whether composition includes non-BoD members. The only standing BoD committees are those set forth below. Unless otherwise specified, the Executive Director, or his/her staff designee, will serve as a resource (non-voting) for each BoD committee.

### 1. Governance Committee

The Governance Committee exists to support the highest functioning of the Board, with deliverables including:

- A. **Deliverable #1:** To review any upcoming BoD vacancies and identify and recruit qualified candidates for the BoD to consider as recommendations to appointing officials.  
**Deliverable #2:** Upon appointment, arrangement of orientation in the BoD's governing process, an operational overview, and strategic issues of the BoD's choosing.  
**Deliverable #3:** A recommended slate of candidates for BoD officers presented for BoD action no later than the June meeting each year.  
**Deliverable #4:** As directed by the Board or requested by the Chair, preparation and/or review of proposed policy revisions and implications for Board consideration.  
**Deliverable #5:** Recommendations for Board consideration regarding additional Board training opportunities to enhance the Board's governance skills and capabilities.
- B. **Authority:** To incur costs as budgeted, and management time as needed for administrative support.
- C. **Composition:** Four to six members, including a chairperson appointed by the Board Chair in July of each year.

### 2. Assurance Committee

The Assurance Committee exists to monitor the select ends and BoD policies, and to monitor essential trends and issues related to addiction and the state of mental health in Summit County. Deliverables include:

- A. **Deliverable #1:** "Direct Inspection" (internal audit) monitoring of Executive Director compliance with the BoD's Executive Limitations (other than fiscal) and Ends policies, as directed/scheduled by the BoD per policy 4.4 Monitoring Executive Director Performance.
- B. **Deliverable #2:** Review, investigate and take actions, as needed, in response to Red Flag "whistleblower" reporting.
- C. **Deliverable #3:** Monitor trends and issues in substance use, gambling, and mental health services in Summit County to identify emerging trends and/or priorities for the focus of the BoD.
- D. **Authority:** To incur costs (if any) as budgeted and management time as needed for administrative support.
- E. **Composition:** Four to six members, including a chairperson appointed by the Board Chair in July of each year.



### 3. Executive Compensation Committee

- A. **Deliverable #1:** Review of the BoD's judgments of monitoring activities (including monitoring reports, outside audits and Direct Inspections) in the preceding year, and consideration of professional development goals suggested by BoD members, on a case-by-case basis, for the subsequent year. Summary review, recommendations for professional development goals, and adjustments to the Executive Director's compensation, to be presented to the BoD in a timely manner to allow final BoD action no later than the anniversary date of ED's contract.
- Deliverable #2:** Accompanying the recommendations, provide data as to comparable compensation for similarly qualified persons in comparable positions.
- Deliverable #3:** Contemporaneous documentation and recordkeeping with respect to the deliberations and decisions regarding Executive Director compensation.
- Deliverable #4:** Negotiating the Executive Director's employment contract, or any amendments thereto (pursuant to Policy 4.5, Executive Director Employment and Compensation), subject to BoD approval.
- B. **Authority:** To incur costs (if any) as budgeted and management time as needed for administrative support
- C. **Composition:** Four to six members, including a chairperson appointed by the Board Chair in July of each year.

### 4. Fiscal Oversight Committee

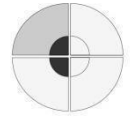
- A. **Deliverable #1:** "Direct Inspection" monitoring of compliance with the Board's fiscal policies (Financial Condition, Asset Protection, Budget, Compensation and Benefits), as directed/scheduled by the Board per policy 4.4 *Monitoring Executive Director Performance*.
- Deliverable #2:** Recommendations for Board consideration regarding revisions to the Board's fiscal policies.
- Deliverable #3:** Recommendations for Board consideration regarding levy matters.
- Deliverable #4:** Review of any County-administered financial audits.
- B. **Authority:** To incur costs (if any) as budgeted and management time as needed for administrative support.
- C. **Composition:** Four to six members, including a chairperson appointed by the Board Chair in July of each year.

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## Policy 3.8 Governance Investment

Date of Adoption: July 28, 2015 / Last revision: April 26, 2022

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Board Process

The BoD will consciously invest in its capacity to govern effectively. Accordingly:

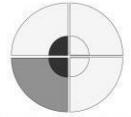
1. BoD skills, methods, and supports will be sufficient to assure governing with excellence.
  - A. Training will be used appropriately to orient new members and to increase existing members' skills and understanding.
  - B. Outside monitoring may be arranged to help the BoD have confidence that organizational performance meets expectations.
  - C. Community outreach will be used as needed to ensure the BoD's ability to listen to owner viewpoints and values.
2. Costs will be prudently incurred, but sufficient to ensure the development and maintenance of superior governance. The BoD will develop its governance budget **by June 1 each year** to assure its inclusion in the overall budget. Governance prerogatives to be considered include allowances for:
  - A. Training, including BoD member attendance at conferences and workshops.
  - B. Audit and other third-party monitoring of organizational performance.
  - C. Surveys, focus groups, opinion analyses, and other community linkage costs.
  - D. BoD meeting and retreat costs.
  - E. BoD committee functions (other than Audit, as itemized in B above).
3. It is the policy of the ADM Board to reimburse BoD 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 Addiction Services.
  - A. "Official duties" is defined to include training for BoD members to fulfill such annual requirements set forth in the Ohio Revised Code, attendance at BoD meetings, and participation in other meetings that would serve to enhance the member's performance as a BoD member.
  - B. Reimbursement of BoD members shall be limited to the amount budgeted in any calendar year (January – December). The ultimate approval for such attendance rests with the BoD and is based on the "official duty" definition as stated above. Advance approval, including consideration of reasonable accommodations for individuals with disabilities, by the BoD is required for total expenses exceeding \$1,000 for a single meeting or training for an individual BoD member, or for a total annual expenditure exceeding \$2,000 by an individual. The Board Chair shall approve reimbursements for all BoD members; the Board Vice Chair shall approve reimbursements for the Board Chair.
  - C. Expenditures for which reimbursement is requested shall be reported on the ADM Board's 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 are payable to only one BoD 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.
  - D. BoD 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 BoD member chooses to pay for such registration fees, then that BoD 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.

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## **Policy 4.0 Board-Management Connection**

Date of Adoption: July 28, 2015 / Last revision: July 28, 2015

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Board-Management Connection

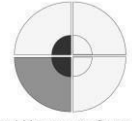
The BoD's sole official connection to the operational organization, its achievements and conduct will be through a chief executive officer, titled "Executive Director."

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## **Policy 4.1 Unity of Control**

Date of Adoption: July 28, 2015 / Last revision: September 21, 2021

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The Board of Directors acts with one voice in establishing expectations of the Executive Director.

Accordingly:

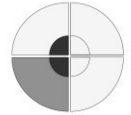
1. No BoD member, officer, or committee has authority over the Executive Director, or any member of his/her staff, except in rare instances when the BoD has explicitly authorized a BoD member, officer, or committee to direct staff resources for a specific issue.
2. BoD members or committees may request information, but if such requests in the Executive Director's opinion, requires a material amount of staff time or funds or is disruptive, it may be declined. The committee or BoD member may then refer the request to the full BoD for consideration.

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## Policy 4.2 Accountability of the Executive Director

Date of Adoption: July 28, 2015 / Last revision: July 28, 2015

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Board-Management Connection

All BoD authority delegated to management is delegated through the Executive Director. Therefore, the authority and accountability of staff, as far as the BoD is concerned, is considered the authority and accountability of the Executive Director.

Accordingly:

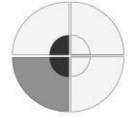
1. The BoD will not give instructions to any staff other than the Executive Director.
2. The BoD will not evaluate, either formally or informally, any staff other than the Executive Director.
3. The BoD will consider and evaluate Executive Director's performance as synonymous with organizational achievement of *Ends* and compliance with *Management Parameters*.
4. Consequently, the Executive Director's accountability and evaluation will be based on organizational performance in two areas:
  - A. Organizational achievement of the BoD's *Ends* policies.
  - B. Organizational operations within the parameters of legality, prudence and ethics established in the BoD's *Management Parameters* policies.
5. The Board will establish, in conjunction the Executive Director, annual professional development goals for strengthening his/her individual leadership capacity.

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## Policy 4.3 Delegation to the Executive Director

Date of Adoption: July 28, 2015 / Last revision: September 21, 2021

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Board-Management Connection

The BoD will instruct the Executive Director through written policies setting forth the organizational Ends to be achieved, and organizational situations and actions to be avoided, allowing the Executive Director to use any reasonable interpretation of these policies.

Accordingly:

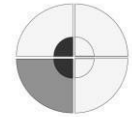
1. *Ends* policies instruct the Executive Director to achieve certain results, for specified recipients at a specified worth or priority. These policies will be developed systematically from the broadest, most general level to more defined levels.
2. Executive Limitations policies define the boundaries of legality, ethics, and prudence within which the Executive Director is to operate. These policies describe the practices, activities, decisions, and circumstances that would be unacceptable to the BoD, even if effective in producing the desired results. Executive Limitations will also be developed systematically from the broadest, most general level to more defined levels. To ensure accountability for performance, the BoD will not prescribe organizational means delegated to the Executive Director.
3. An *Ends* or *Management Parameters* policy at a given level does not limit the scope of any preceding level.
4. Pursuant to the Ohio Revised Code, Section 340.04, the Executive Director is authorized to establish further policies, make decisions, take actions, develop subsidiary policy, establish practices, and develop activities, as long as they are consistent with any reasonable interpretation of the BoD's *Ends* and *Management Parameters* policies.
5. The BoD may change its *Ends* and *Management Parameters* policies, thereby shifting the boundary between BoD and Executive Director domains. By doing so, the BoD changes the latitude of choice and authority given to the Executive Director. However, as long as any particular delegation is in place, the BoD will respect and support decisions made by the Executive Director that are consistent with BoD policy, as reasonably interpreted.

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## Policy 4.4 Monitoring Executive Director Performance

Date of Adoption: July 28, 2015 / Last revision: September 27, 2022

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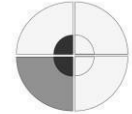
The BoD will systematically and rigorously monitor Executive Director job performance, determining the extent to which *Ends* are being achieved and whether operational activities fall within the boundaries established in *Executive Limitations* policies.

Accordingly:

1. Monitoring is simply to determine the degree to which BoD policies are being met. Information that does not address accomplishment of *Ends*, compliance with *Management Parameters*, and achievement of identified professional development goals will not be considered in the BoD's evaluation of Executive Director performance.
2. *Ends* and *Management Parameters* policies may be monitored by one or more of three methods:
  - A. Internal Reports: The Executive Director discloses in writing his/her policy interpretations, along with data supporting his/her assessment of accomplishment of, or compliance with, the policy under review. As appropriate for a given policy, the Executive Director may present justification for the "reasonableness" of his/her interpretation.
  - B. External Report: An external, disinterested third party selected by and reporting to the BoD assesses accomplishment of, or compliance with, BoD policies, as reasonably interpreted by the Executive Director; and
  - C. Direct BoD Inspection: A designated BoD member or committee assesses compliance with a given policy, as reasonably interpreted by the Executive Director.
3. In every case, the BoD is committed to accepting *any reasonable Executive Director interpretation* of the BoD policy being monitored. The BoD is final judge of reasonableness and will always use the "reasonable person" test (whether what the Executive Director did was what a reasonably prudent executive might do in that context), even if those choices differ from those favored by BoD members or by the BoD as a whole.
4. In every case, the BoD will judge whether:
  - A. The Executive Director's interpretation is reasonable, and
  - B. Data demonstrate reasonable accomplishment of, or compliance with, the Executive Director's interpretation.
5. Interpretations determined by the BoD not to be reasonable, or data determined not to demonstrate reasonable accomplishment of, or compliance with, a BoD policy as interpreted, will be subject to a remedial process agreed to by the BoD. *Such discussions will be in Executive Session (only voting BoD members plus any other parties specifically invited by the BoD to attend).*
6. All policies instructing the Executive Director will be monitored at a frequency and by a method chosen by the BoD. The BoD may monitor any policy at any time by any method but will ordinarily depend on a routine schedule (found on the next page).
7. On an annual basis, the BoD will summarize and review, with recommendation of the Executive Compensation Committee, its judgments of monitoring activities (including monitoring reports, outside audits and Direct Inspections), and of the Executive Director's achievement of professional development goals as set forth in the preceding year. The results of the performance review shall be documented for inclusion in the Executive Director's personnel file.

# Policy 4.4 Monitoring Executive Director Performance, continued

Date of Adoption: December 14, 2021 / Last Revision: January 24, 2023



Board-Management Connection

## Monitoring Schedule

		Method	Frequency	Board Meeting
<b>Section 1</b>	<b>Ends</b>			
1.1	Addiction	Internal	Annual	March
1.2	Mental Health	Internal	Annual	October
1.3	Equity in Access	Internal	Annual	*March, October, January
1.4	Public Awareness	Internal	Annual	January
1.5	System Capacity	Internal	Annual	*March, October, January
1.6	Innovation	Internal	Annual	*March, October, January
	<i>*The data related to these ends will be woven into the Addiction, Mental Health and System Capacity reports.</i>			
<b>Section 2</b>	<b>Management Parameters</b>			
2.0	General Management Constraint	Internal	Annual	December
2.1	Treatment of Constituents	Internal	Annual	December
2.2	Treatment of Staff	Internal	Annual	June
2.3	Compensation and Benefits	Internal	Annual	January
2.4	Financial Planning and Budgeting	Internal	Annual	July
2.5	Financial Condition and Activities	Internal	Quarterly	Feb/ May/ Sep/ Dec
2.6	Asset Protection	Internal	Annual	September
2.7	Ends Focus of Grants or Contracts	Internal	Annual	March
2.8	Emergency Management Succession	Internal	Annual	October
2.9	Communication and Support to the Board	Direct Inspection	Annual	April

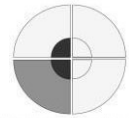


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## Policy 4.5 Executive Director Employment and Compensation

Date of Adoption: July 28, 2015 / Last revision: December 14, 2021

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Board-Management Connection

The BoD aims to employ and retain a high caliber Executive Director, who is to be provided a reasonable and competitive total compensation opportunity, reflecting his or her experience and demonstrated capability to improve the overall performance of the organization.

Accordingly:

1. **Compensation:** Executive Director remuneration will be determined in accordance with the performance evaluation criteria and process outlined in Policy 4.4 “Monitoring Executive Director Performance.”
    - A. The BoD will ensure that Executive Director compensation is fair and equitable, with decisions compliant with applicable state and federal legislation, and upon review of data as to comparable compensation for similarly qualified persons in functionally comparable positions at similar organizations. The BoD will maintain contemporaneous documentation and recordkeeping with respect to BoD deliberations and decisions regarding Executive Director compensation.
    - B. Upon the BoD’s determination of any changes to the Executive Director’s compensation, amendments to his/her contract, if needed, will be negotiated by the Executive Compensation Committee, subject to BoD approval.
  2. **Removal:** The ADM Board of Directors, 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 BoD has been afforded to the Executive Director on request, per ORC340.04.
    - A. The BoD will consult with legal counsel prior to the removal of the Executive Director.
    - B. Removal will take into consideration any existing employment contract with the Executive Director.
  3. **Hiring of New Executive Director:** Upon the vacancy of the Executive Director, the BoD shall, as a standard course, perform the following:
    - A. Appoint an Interim Executive Director, who shall be subject to the authority parameters codified in *Governing Policy Manual Category II: Management Parameters*. In accordance with public ethics requirements, BoD members are ineligible to serve as interim executive director.
    - B. Make a determination to proceed with an internal or external search process.
    - C. Appoint an ad hoc Executive Director Search Committee, including a chairperson, whose responsibilities will include Implementation of the search process, either by:
      - i. Internal Executive Director Search performed by the Committee, or
      - ii. External Executive Director Search performed by a third-party consultant.
    - D. Approve or deny the recommendation of the Executive Director Search Committee.
    - E. Once a candidate has been identified, the Executive Compensation Committee shall negotiate a written contract with the incoming Executive Director, subject to approval of the BoD.
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## Appendix A

Evaluator: \_\_\_\_\_

Send to Board Chairby: \_\_\_\_\_

### Executive Director Monitoring Report Evaluation Form

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A tool to inform the Board's decision-making when voting *as to whether the Executive Director's monitoring report:*

1. *Conveys a reasonable interpretation of the governing policy, and*
2. *Provides reasonable substantiation of compliance with the policy, as interpreted.*

Policy being monitored: \_\_\_\_\_

- |   |                              |                             |
|---|------------------------------|-----------------------------|
| 1. Was this report submitted when due?  | <input type="checkbox"/> Yes | <input type="checkbox"/> No |
| 2. Does the report include the Executive Director's interpretation of the policy?   | <input type="checkbox"/> Yes | <input type="checkbox"/> No |
| 3. Does the interpretation address all aspects of the policy?   | <input type="checkbox"/> Yes | <input type="checkbox"/> No |
| 4. Is the interpretation reasonable? Or, is rationale provided to justify why the interpretation is reasonable?                                 | <input type="checkbox"/> Yes | <input type="checkbox"/> No |
| 5. Does the data presented reasonably substantiate compliance (Management Parameters) with or achievement (Ends) of the policy, as interpreted? | <input type="checkbox"/> Yes | <input type="checkbox"/> No |

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Comments regarding further policy development:

1. Does the policy need to change? If yes, please explain?

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2. Comments regarding further policy development: Is there any area regarding this policy that you are concerned with that is not clearly addressed in existing policy?

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## Appendix B

### Guideline for Internal Reports – Management Parameters

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For each Management Parameters policy, the respective report should have four elements:

- The Executive Director's signed attestation that the information provided in the report is true.
- Verbatim presentation of each policy statement.
- The Executive Director's interpretation of the policy language. As appropriate, background information that helps justify the "reasonableness" of the interpretation (e.g. industry standards) should be included.
- Data substantiating compliance with / achievement of the Executive Director's interpretation.

If the Executive Director is reporting non-compliance, additional data to be provided should include:

- A. The reason (including if due to factors beyond Executive Director's reasonable control).
- B. By when there will be rectification of the non-compliance.
- C. If the Executive Director believes the standard is not one that can be reasonably achieved/complied with, he/she should convey why the BoD may wish to revise the policy.

### Guideline for Internal Reports – Ends

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For each Ends policy, the respective report should state:

- The Executive Director's interpretation of the language. The Executive Director should state how he/she interprets the End statement – what it would look like if the End is achieved? The Executive Director should present what s/he will use as indicators reflecting reasonable achievement, including short-term (e.g. one-year) results if the End is stated in a long-term perspective. If appropriate, rationale to justify the "reasonableness" of the interpretation and/or proposed metrics should be presented.
- The Executive Director presentation of data. The Executive Director should present data substantiating achievement of the End, as interpreted, including data conveying the cost of such achievements. If the Executive Director believes the results reflect that the interpretation is, in fact, achieved, she/he should state such an assertion (e.g. "I believe these results constitute reasonable achievement of this End.").
- If the achievement is NOT what the Executive Director would proclaim to be reasonable fulfillment, then the report should convey to the BoD what can and will occur, by when, and any reasons for the non-achievement the Executive Director wishes the BoD to consider. These would include circumstances beyond the Executive Director's reasonable control. Also, in looking ahead to future achievements, this is a key opportunity to convey to the BoD what those results will cost, be they financial, setting lower priorities for other programs/results, etc.

Finally, the Executive Director should present to the BoD any concerns regarding whether a reasonable achievement of the End, as stated, isn't possible, or, if it is difficult, what would be necessary to make compliance possible (e.g. "at what cost?").

## Appendix C

### Board Member Indemnification

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

1. In the event that insurance procured by the ADM Board, insuring BoD members or employees of the BoD against liability arising from the performance of their official duties, is unavailable or the amounts the BoD has procured (or is able to procure) is insufficient to cover the amount of any claim, and to the extent that the BoD member or employee is not otherwise immune from liability pursuant to Ohio Revised Code 340.03(D), the ADM Board shall indemnify a BoD 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 BoD 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 ADM Board; and
  - B. Against any expenses, including attorneys' fees, the BoD 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 BoD member or employee or at the request of the BoD, 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 BoD member or employee is successful, on the merits or otherwise.
  - C. The ADM Board shall defend and indemnify members of the BoD as provided in Ohio Rev. Code Section 2744.07. If a member of the BoD 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 BoD 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 BoD 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 BoD.

## Appendix D

### Board Characteristics

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

1. The BoD shall consist of fourteen appointed members.
2. The Director of the Ohio Department of Mental Health and Addiction Services shall appoint six members of the BoD, and the Summit County Executive shall appoint eight 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 and Addiction Services, at least one member of the BoD shall be a clinician with experience in the delivery of mental health services, at least one member of the BoD 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; at least one member of the BoD shall be a clinician with experience in the delivery of addiction services, at least one member of the BoD shall be a person who has received or is receiving addiction services paid for by public funds, and at least one member of the BoD shall be a parent or other relative of such a person. A single member who meets both qualifications may fulfill the requirement for a clinician with experience in the delivery of mental health services and a clinician with experience in the delivery of addiction services.
4. Members shall be residents of Summit County and shall be interested in mental health and alcohol and drug addiction programs and facilities.
5. No BoD member or employee of the ADM Board shall serve as a member of the board of any provider with which the ADM Board has entered into a contract for the provision of services or facilities. No member of the BoD shall be an employee of any provider with which the BoD has entered into a contract for the provision of services or facilities.
6. Independent contractors shall not be considered employees of agencies.
7. No person shall serve as a member of the BoD 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 ADM Board has entered a contract for the provision of services or facilities. No person shall serve as a member or employee of the ADM 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.
8. 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.
9. 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.
10. As nearly as possible, membership on the board shall reflect the demographic characteristics of Summit County.