



Mission: To promote hope, recovery, resilience, and advance health equity in Washtenaw County by providing, high quality, integrated behavioral health services to adults and youth with intellectual/developmental disabilities, mental health and/or substance use needs.

WASHTENAW COUNTY COMMUNITY MENTAL HEALTH (WCCMH) EXECUTIVE COMMITTEE MEETING AGENDA

**In-person: Learning Resource Center-Michigan Room
4135 Washtenaw Ave, Ann Arbor**

OR

<https://zoom.us/j/99048271512>

March 22, 2024

9:30 – 10:30 AM

- I. Roll Call (5 minutes)
- II. Introductions (5 minutes)
- III. Audience Participation (see guidelines below) (5 minutes)
- IV. Executive Committee Minutes (5 minutes) **ACTION**
 - Executive Committee Minutes and Actions-11/17/23 (Attachment #1)
- V. Executive Director Report **T. Cortes** (5 minutes)
- VI. Old Business (5 minutes)
 - November 17, 2023, Closed Session Minutes (Distributed at the Meeting) **ACTION WILL BE DISTRIBUTED AT THE MEETING**
 - Strategic Plan Goals Discussion – **T. Cortes/L. Higle ACTION** (Attachment #2)
- VII. New Business (5 minutes)
 - Board Governance Policy – **M. Harding ACTION** (Attachment #3)
 - Contracts/Leases – **M. Taylor ACTION** (Attachment #4)
 - WCCMH Millage Advisory Committee Members terms expiring on March 31, 2024 (Attachment #5) **ACTION**
 - o N. Graebner-Sunding
 - o H. Heaviland
 - o M. Udow-Phillips
 - o K. Walker
 - WCCMH Quality-Finance Committee Members terms expiring on March 31, 2024 (Attachment #6) **ACTION**
 - o N. Graebner-Sundling
 - o A. Dusbiber
 - o M. Udow-Phillips
 - WCCMH Board Member terms expiring on March 31, 2024
 - 1. K. Walker
 - 2. A. Dusbiber
 - 3. N. Graebner-Sundling
 - 4. M. Udow-Phillips

Audience Participation Guidelines:

- Three (3) minutes are allowed per speaker
- Speakers are asked to bring a copy of their concerns/comments in writing
- Resolutions on issues will be brought to the appropriate committee as necessary



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VIII. Items for Future Discussion (3 minutes)

- None

IX. Adjournment of Public Meeting (Next Executive Committee Meeting: May 24, 2024)

VIRTUAL MEETING LINK:

Join from a PC, Mac, iPad, iPhone or Android device:
Please click this URL to join. <https://zoom.us/j/99048271512>

Or One tap mobile:
+12678310333, 99048271512# US (Philadelphia)
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Dial (for higher quality, dial a number based on your current location):
US: +1 267 831 0333 or +1 312 626 6799 or +1 646 518 9805 or
+1 929 205 6099

Webinar ID: 990 4827 1512

International numbers available: <https://zoom.us/j/99048271512>

Audience Participation Guidelines:

- Three (3) minutes are allowed per speaker
- Speakers are asked to bring a copy of their concerns/comments in writing
- Resolutions on issues will be brought to the appropriate committee as necessary

**WASHTENAW COUNTY COMMUNITY MENTAL HEALTH AGENCY (WCCMH)
WCCMH EXECUTIVE COMMITTEE MEETING MINUTES DRAFT
*In person: Learning Resource Center-Michigan Room
4135 Washtenaw Ave, Ann Arbor
OR Virtually at <https://zoom.us/j/96625505369>
November 17, 2023
9:30 am***

K. Walker called the meeting to order at 9:33 am.

ROLL CALL: A. Dusbiber attending virtually
 N. Graebner-Sundling attending in person
 A. LaBarre attending in person
 K. Walker attending in person

MEMBERS ABSENT: S. Antonow, B. King

STAFF PRESENT: T. Cortes, R. Dornbos, N. Phelps, S. Ray, K. Snay, H. Linky, K. Diebboll

OTHERS PRESENT: L. Lutomski, B. Higman

I. Introductions

- None

II. Audience Participation

- None

III. Executive Committee Minutes and Actions

- Executive Committee Minutes and Actions from 5/26/23 were reviewed (Attachment #1).
- Executive Committee Minutes and Actions from 9/22/23 were reviewed (Attachment #2).

MOTION BY A. LABARRE, SUPPORTED BY N. GRAEBNER-SUNDLING TO APPROVE THE MINUTES AND ACTIONS OF THE MAY 26, 2023 AND SEPTEMBER 22, 2023 WCCMH EXECUTIVE COMMITTEE MEETINGS.

ROLL CALL VOTE:

ANTONOW	N/A	DUSBIBER	Y
GRAEBNER-SUNDLING	Y	KING	N/A
LABARRE	Y	WALKER	Y

MOTION CARRIED

IV. Executive Director Report

- T. Cortes presented the Executive Director Report to the committee.
 - o WCCMH received \$8 million from the PIHP to pay back the deficit reduction loan that was loaned to them from the County.
 - o Recruitment and retention are still being worked on.
 - o H. Linky the Director of Operations will be retiring at the end of December 2023. She has been with Washtenaw County CMH for over 30 years, working with T. Cortes for 23 years. She was in various roles including a skills trainer with the Vocational Program, Provider Network Contract Manager for Washtenaw, and a key member on the WCCMH Leadership Team. She will be missed but has a great transition plan. M. Taylor is currently the Provider Network Manager and will be taking over H. Linky's duties and will be shadowing from now until the end of December.

V. Old Business

- May 26, 2023 and September 22, 2023, Closed Session Minutes
 - o The May 26, 2023 and September 22, 2023 Closed Session minutes were reviewed by WCCMH Executive Committee Board members.

MOTION BY A. LABARRE, SUPPORTED BY N. GRAEBNER-SUNDLING TO APPROVE THE MINUTES AND ACTIONS OF THE MAY 26, 2023 AND SEPTEMBER 22, 2023 WCCMH EXECUTIVE COMMITTEE CLOSED SESSION MEETINGS.

ROLL CALL VOTE:

ANTONOW	N/A	DUSBIBER	Y
GRAEBNER-SUNDLING	Y	KING	N/A
LABARRE	Y	WALKER	Y

MOTION CARRIED

VI. New Business

- WCCMH Board Member terms expiring on March 31, 2024
 - o K. Walker stated that the following members terms are set to expire on March 31, 2024.
 - A. Dusbiber
 - N. Graebner-Sundling
 - M. Udow-Phillips
 - K. Walker
- Members that are interested in continuing with the WCCMH Board should send their intent in writing to R. Avedisian. This posting is expected to be posted on the County website in December with instructions on how to apply for re-appointment. T. Cortes will notify R. Avedisian to notify and work with board members on the process for re-appointment.

VII. Items for Future Discussions

- None

VIII. Adjourn to closed session to discuss legal updates and Executive Director Evaluation

MOTION BY A. DUSBIBER SUPPORTED BY N. GRAEBNER-SUNDLING TO MOVE THE WCCMH EXECUTIVE COMMITTEE MEETING TO CLOSED SESSION TO DISCUSS LEGAL UPDATES AND THE WCCMH EXECUTIVE DIRECTOR EVALUATION.

ANTONOW	N/A	DUSBIBER	Y
GRAEBNER-SUNDLING	Y	KING	N/A
LABARRE	Y	WALKER	Y

MOTION CARRIED

WCCMH Board moved to Closed Session at 9:50AM

WCCMH Public Meeting resumed at 10:20AM

MOTION BY A. DUSBIBER SUPPORTED BY A. LABARRE TO ADJURN THE PUBLIC MEETING OF THE WCCMH EXECUTIVE COMMITTEE.

The WCCMH Executive Committee Meeting was adjourned at 10:21 am.

Current goal:

Break down the barriers for all to reduce mental health disparities in access to care and improve health equity within Washtenaw County

Tactic: Utilize Washtenaw County Opportunity Index data, existing studies, and reports to identify health inequities within Washtenaw County. These studies will be utilized to develop a workplan that is specific to how WCCMH can impact health inequities within Washtenaw County.

Preferred:

Improve access to *behavioral health* care and quality of *behavioral health* care in a manner that improves equity and diversity.

Tactic:

Tactic: Utilize Public Health Community Assessment Data ~~Washtenaw County Opportunity Index data~~, existing studies, and reports ~~to identify health inequities within Washtenaw County~~ *to identify risk factors relevant to mental health treatment*. These data will be utilized to develop a workplan that is specific to how WCCMH can *mitigate the impact of these risk factors* ~~health inequities within Washtenaw County~~.

Why:

1. Typically a goal is overarching and then we identify specific focus to achieve a goal. Breaking down barriers might be part of that specific focus/ interventions. Also, we are not sure we can break down the barriers though we can guess/ hypothesize about them based on Dr. Watkins work and National publications and go from there. Not sure we can measure breaking down barriers as well.
2. Improving “health equity” within Washtenaw County is a big goal and isn’t it more of a Public Health goal? Mental health equity is part of health equity so we thought more specificity would help targets and focus.
3. Wash Cty Opp Index data is outdated and we’ve found different local data with some Social Determinants Of Health (SDOH). However, existing Community Health Assessment Data is all of Washtenaw County, not CMH specific.
4. We thought the essence of what we’re doing is increasing and improving access to mental health treatment and quality of mental health care.

Board Governance Policy Manual



MISSION

To promote hope, recovery, resilience, and advance health equity in Washtenaw County by providing, high quality, integrated behavioral health services to adults and youth with intellectual/developmental disabilities, mental health and/or substance use needs.

VISION

All residents can secure supports to improve their quality of life and reach their full potential.

VALUES

Excellence

We provide the highest level of service to promote recovery, quality of life and self-sufficiency through proven and innovative practices. We recognize that the foundation of excellent service is our relationships.

Growth

We believe in the capacity for change at every stage of development. We grow through shared learning, lived experiences and mentoring.

Well-being

We cultivate well-being through a commitment to physical and emotional safety, active listening, and a culture of appreciation.

Inclusion

Together we build a welcoming, respectful environment for all people. Through active engagement and shared decision-making, we build a stronger community.

Community

We develop strong, trusting partnerships with the people we serve, in our broader community, and within our own organization while advancing health equity.

Accountability

We are accountable to those we serve, to the larger community, and to each other for the equitable, effective, and efficient use of our resources.

Equity

Services will be delivered with a focus on eliminating health inequities by addressing and reducing the racial and economic disparities frequently impacting Black, Indigenous and People of Colors' health status, access, and outcomes.

POLICY TITLE

Number 01-001 Governance Commitment	Governance Process
Number 01-002 Governing Style	Governance Process
Number 01-003 Board Job Description	Governance Process
Number 01-004 Chairperson's Role	Governance Process
Number 01-005 Annual Board Planning Process	Governance Process
Number 01-006 Board Member Code of Conduct	Governance Process
Number 01-007 Conflict of Interest	Governance Process
Number 01-008 CMHPSM Representation Policy	Governance Process
Number 01-009 Board Member Appointment	Governance Process
Number 02-001 Executive Director Role	Board-Executive Director Relationship
Number 02-002 Monitoring Executive Performance	Board-Executive Director Relationship
Number 03-001 General Executive Constraint	Executive Authority
Number 03-002 Treatment of Consumers	Executive Authority
Number 03-003 Staff Treatment	Executive Authority
Number 03-004 Budgeting	Executive Authority
Number 03-005 Financial Condition	Executive Authority
Number 03-006 Asset Protection	Executive Authority
Number 03-007 Compensation and Benefits	Executive Authority
Number 03-008 Communication and Counsel to the Board	Executive Authority
Number 03-009 Community Resources and Partnerships	Executive Authority

APPENDIX

Appendix A: WCCMH Board of Directors Code of Ethics

Appendix B: WCCMH Board of Directors Conflict of Interest Disclosure Statement

Washtenaw County Community Mental Health (WCCMH)	<i>Policy and Procedure</i> <i>Governance Commitment</i>
Author: WCCMH Board of Directors Approval Date: Approved By: WCCMH Board	<i>Policy Type: Governance Process</i> Number 01-001 Page: 1 of 1

On behalf of the people of Washtenaw County, the Washtenaw County Community Mental Health (WCCMH) Board provides strategic direction to implement its Mission and Vision, and guarantees the accountability of WCCMH by assuring that it:

1. Achieves desired results for the consumers that the WCCMH is mandated to serve.
2. Avoids unacceptable activities, conditions and decisions that could adversely affect consumers and the WCCMH Mission and Vision.
3. Focuses on evolving best practices and provides leadership and education to the community.
4. Develops and provides models to make integrated services available to all residents of Washtenaw County.

Washtenaw County Community Mental Health (WCCMH)	<i>Policy and Procedure</i> <i>Governing Style</i>
Author: WCCMH Board of Directors Approval Date: Approved By: WCCMH Board	<i>Policy Type: Governance Process</i> Number 01-002 Page: 1 of 1

The Board will govern in a manner that encourages the diversity of viewpoints through a governance model that includes strategic leadership and clear and concise roles of Board and Executive Director.

The Board will:

1. Function as a unit;
2. Focus on intended long-term impacts;
3. Enforce Board discipline (attendance, preparation for meetings, policymaking principles, respect of Board officer roles, ensuring the continuity of governance capability);
4. Strive to use a consensus model of decision making prior to a formal vote.

Washtenaw County Community Mental Health (WCCMH)	<i>Policy and Procedure</i> <i>Board Job Description</i>
Author: WCCMH Board of Directors Approval Date: Approved By: WCCMH Board	<i>Policy Type: Governance Process</i> Number 01-003 Page: 1 of 1

The job of the Board is to represent the people of Washtenaw County and execute the Mission and the Bylaws of the agency. To distinguish the Board's own unique job from the jobs of its staff; the Board will concentrate its efforts on the following job "products" or outputs:

1. Ensure accountability between the organization and the people of Washtenaw County.
2. Provide fiscal oversight.
3. Ensure quality and effectiveness of services being provided.
4. Set policy and strategic direction.
5. Review and evaluate the Executive Director annually.
6. Create written governing policies which, at the broadest levels, address:
 1. *Outcomes*: Organizational products, impacts, benefits, outcomes, recipients, and their relative worth (what's good for which needs at what cost).
 2. *Executive Authority*: Constraints on executive authority which establish the prudence and ethics boundaries within which all executive activity and decisions must take place.
 3. *Governance Process*: Specification of how the Board conceives, carries out and monitors its own task.
 4. *Board-Executive Director Relationship*: How power is delegated, and its proper use monitored as outlined in the WCCMH Bylaws and agency policies.

Washtenaw County Community Mental Health (WCCMH)	<i>Policy and Procedure</i> <i>Chairperson's Role</i>
Author: WCCMH Board of Directors Approval Date: Approved By: WCCMH Board	<i>Policy Type: Governance Process</i> Number 01-004 Page: 1 of 1

The Chairperson assures the integrity of the Board's process and, secondarily, occasionally represents the Board to outside parties.

1. The role of the Chairperson is to ensure that the Board behaves consistently with its own rules and those legitimately imposed upon it from outside the agency.
 - A. Meeting discussion content will only be those issues which, according to Board policy, clearly belong to the Board to decide, not the Executive Director.
 - B. Deliberation will be fair, open, and thorough, but also efficient, timely, orderly, and kept to the point.
2. The authority of the Chairperson consists in making decisions that fall within the topics covered by Board policies on Governance Process and Board-Executive Director Relationship, except where the Board specifically delegates portions of this authority to others. The Chairperson is authorized to use any reasonable interpretation of the provisions in these policies.
 - A. The Chairperson is empowered to chair Board meetings with all the commonly accepted power of that position (e.g., ruling, recognizing). The Chairperson may invoke Roberts Rules of Order.
 - B. The Chairperson has no authority to make decisions about policies created by the Board within Ends and Executive Limitations policy areas. Therefore, the Chairperson has no authority to supervise or direct the Executive Director.
 - C. The Chairperson will represent the Board to outside parties in announcing Board-stated positions and in stating Chair decisions and interpretations within the area delegated to him or her.

The Chairperson may delegate this authority, but remains accountable for its use

Washtenaw County Community Mental Health (WCCMH)	<i>Policy and Procedure</i> <i>Annual Board Planning Cycle</i>
Author: WCCMH Board of Directors Approval Date: Approved By: WCCMH Board	<i>Policy Type: Governance Process</i> Number 01-005 Page: 1 of 1

To perform consistent with Board policies, the Board will annually develop an agenda for the year, which will include the following tasks:

- Review the mission.
- Approve the annual budget.
- Re-explore Outcomes Policies.
- Monitor Executive Limitations and Board Process Policies.
- Continually improve performance through Board education and discussion. Continual Board development will include orientation of new members in the Board's governance process and periodic Board discussion of process improvement.
- Monitor and discuss the Board's process and performance on a regular basis. Self-monitoring will include comparison of Board activity and discipline to Board governance policies and Board-staff relationships.
- Review and evaluate Executive Director's job performance and compensation.
- Develop annual program review schedule to evaluate quality, effectiveness, and efficiency of services.
- Conduct a review of the past year, including successes and areas for improvement. Determine how what was done last year will shape the agenda and policies this year.
- Distribute annual report to the community.

Washtenaw County Community Mental Health (WCCMH)	<i>Policy and Procedure</i> <i>Board Members Code of Conduct</i>
Author: WCCMH Board of Directors Approval Date: Approved By: WCCMH Board	<i>Policy Type: Governance Process</i> Number 01-006 Page: 1 of 2

The Board commits itself and its members to ethical and professional conduct. This includes proper use of authority when acting as Board members.

1. All Board members will be expected to sign and vow to abide by the Board Code of Ethics (Appendix A).
2. Members must represent the interests of the people of Washtenaw County. This accountability supersedes any conflicting loyalty such as that to advocacy or interest groups and membership on other Boards or staffs. This accountability also supersedes the personal interest of any Board member acting as a consumer of the organization's services, as well as the interests of the appointing entities.
3. Members must avoid conflict of interest with respect to their fiduciary responsibility.
4. Board members may not attempt to exercise individual authority over the organization except as explicitly set forth in Board policies.
 - A. Members' interaction with the Executive Director or with staff must recognize the lack of authority vested in individuals except when explicitly Board-authorized.
 - B. Members' interaction with public, press or other entities must recognize the same limitation and the inability of any Board member to speak for the Board.
 - C. Members will give no consequence or voice to individual judgments of Executive Director or staff performance.
5. Members will respect the confidentiality appropriate to issues of a sensitive nature.
6. In the case that a Board member is suspected of misconduct, the issue should initially be addressed by the Board Chair. If the Board Chair is the subject of the issue, then the issue shall be addressed by the Vice Chair. The Chair or Vice

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Chair will be expected to address the issue with the individual within 30 days, and/or set up a sub-committee to address the issue further. In the extreme case that gross misconduct is substantiated and cannot justifiably be addressed by the Chair, Vice Chair, and/or subcommittee, it will be reported to the accused's appointing entity by the Board Chair or Vice Chair.

Washtenaw County Community Mental Health (WCCMH)	<i>Policy and Procedure</i> <i>Conflict of Interest</i>
Author: WCCMH Board of Directors Approval Date: Approved By: WCCMH Board	<i>Policy Type: Governance Process</i> Number 01-007 Page: 1 of 1

Board members must avoid 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 Board member and the organization except as described in the WCCMH and CMHPSM Conflict of Interest Disclosure Statement (Appendix B).
- B. When the Board is to decide upon an issue, about which a member has an unavoidable conflict of interest, that member shall absent her/himself without comment from not only the vote, but also from the deliberation.
- C. Board members must not use their positions to obtain employment in the organization for themselves or associates. Should a member desire employment, he or she must first resign.
- D. Each member shall complete the WCCMH and/or CMHPSM Conflict of Interest Disclosure Statement (Appendix B) annually.
- E. If and when an issue comes before the Board and a Member has a direct financial interest in the outcome of the matter, whether previously identified or not, the Member shall identify the conflict, recuse himself/herself from the discussion of the matter and shall abstain from voting on the matter.
- F. If and when an issue comes before the Board and the matter (not otherwise implicated by paragraph E above) involves an Affiliated Organization, as identified by the Member's Disclosure Statement, the Member shall notify the Board of this potential conflict at its next regularly scheduled Board meeting and before action is taken on the matter. Unless a direct conflict exists or unless another Member objects to the disclosing Member's participation, the Member shall participate in the discussion and vote on the matter before the Board. In the event a direct conflict exists, or another Member should object to the disclosing Member's participation, the member shall recuse himself/herself from the discussion of the matter and shall abstain from voting on the matter, without further comment.

Washtenaw County Community Mental Health (WCCMH)	<i>Policy and Procedure</i> <i>Community Mental Health Partnership of Southeast Michigan (CMHPSM) Regional Entity Representation</i>
Author: WCCMH Board of Directors Approval Date: Approved By: WCCMH Board	<i>Policy Type: Governance Process</i> Number 01-008 Page: 1 of 1

To ensure representation on the CMHPSM Regional Entity (PIHP) Board, the WCCMH Board will:

1. Annually elect up to three primary representatives as required.
2. Have CMHSP activities as a standing WCCMH Board agenda item.
3. Receive monthly reports from either WCCMH Executive Director or Board CMHPSM representatives.

Washtenaw County Community Mental Health (WCCMH)	<i>Policy and Procedure</i> <i>Board Member Appointment and Per Diem</i>
Author: WCCMH Board of Directors Approval Date: Approved By: WCCMH Board	<i>Policy Type: Governance Process</i> Number 01-009 Page: 1 of 2

The following processes will be followed to ensure that the Board Member Appointment Process: is timely and transparent; maintains the integrity of potential nominees; and allows all Board members the opportunity to provide input into assessing the needs of the Board and the qualifications of candidates and provide those observations in a confidential manner to the appointing authorities.

1. Statutory Requirements

- a. Appointments need to be completed by March 31 of each year.
- b. The Board of Directors is composed of 12 members, who are appointed by the Washtenaw County Board of Commissioners.
- c. Annually, four (4) appointments are made. The term of the appointment is three (3) years.
- d. Vacancies are to be filled by the respective entity that made the appointment of the Board member being replaced. The term of the appointment will expire in the same year as that of the Board member being replaced.

2. Procedures

- a. October
 - i. Announcement of Board incumbents whose terms expire in the forthcoming year;
 - ii. Board members will discuss the skills and talents needed on the Board and will continue discussion at November Board meeting.
- b. November
 - i. Board members whose terms expire in the forthcoming year will be asked if they intend to reapply for their Board seat for another term.
 - ii. Board members will continue to discuss and recommend, by consensus, the desired skill sets and talents represented in a new appointee and suggest possible individuals to apply/re-apply.
 - iii. The Board's agreed upon recommendations will be submitted in writing to the County;
 - iv. A public announcement (posting) will be made in December by the County for all positions.
- c. December
 - i. The WCCMH Executive Director will report on the posting and the deadline for submission by candidates.
- d. January
 - i. The Washtenaw County Administrator's Office receives applications;

- ii. The WCCMH Executive Director receives the names and resumes of all board applicants from the County Administrator's Office to ensure applicants meet the Board composition requirements for primary and secondary consumers;
 - iii. Nominations for WCCMH Board member(s) will be submitted to the County Administrator. This process must be completed by the end of January so appropriate materials can be submitted to the Washtenaw County Board of Commissioners for their meeting in February.
 - iv. Appointments will be completed after the February Board of Commissioners meeting.
- e. March
 - i. Appointments will be finalized and officially sworn-in prior to the April WCCMH Board meeting.
 - ii. Newly appointed Board members will participate in new member orientation and education opportunities.
- f. April
 - i. WCCMH Board will identify committee membership and officers for the year.
- 3. Mid-term Vacancies
 - a. The process outlined above (absent conflicting timeframes) will be utilized to seek nominees and to receive input from the WCCMH Board.
- 4. Board Member Per Diem
 - a. Board members shall be paid a daily per diem rate of \$50 for any day that they attend a board or committee meeting(s), including attendance by telephone or other media.

Washtenaw County Community Mental Health (WCCMH)	<i>Policy and Procedure</i> <i>Executive Director Role</i>
Author: WCCMH Board of Directors Approval Date: Approved By: WCCMH Board	<i>Policy Type: Board Executive Director Relationship</i> Number 02-001 Page: 1 of 1

All Board authority delegated to staff is delegated through the Executive Director. All authority and accountability of staff is considered to be under the authority of the Executive Director.

1. The Board will direct the Executive Director to achieve specified results through the establishment of organizational Outcomes. The Board will ensure the organization's Outcomes directly relate to the Mission and Vision by the establishment of an organizational Outcomes Policy.
2. As long as the Executive Director uses reasonable interpretation of the Board's desired Governance policies and he or she adheres to the Executive Authority policies, the Executive Director is authorized to establish all further policies. This does not prevent the Board from obtaining information in these areas of delegation.
3. Only decisions of the Board acting as a body are binding upon the Executive Director.
 - A. Decisions or instructions of individual Board members, officers, or committees are not binding on the Executive Director except in the circumstances when the board has specifically authorized such exercise of authority.
 - B. In the case of Board members or committees requesting information or assistance without Board authorization, the Executive Director can refuse such requests that require (in the Executive Director's judgment) a material amount of staff time or funds or is disruptive.

Washtenaw County Community Mental Health (WCCMH)	<i>Policy and Procedure</i> <i>Monitoring Executive Performance</i>
Author: WCCMH Board of Directors Approval Date: Approved By: WCCMH Board	<i>Policy Type: Policy Type: Board Executive Director Relationship</i> Number 02-002 Page: 1 of 1

Monitoring executive performance includes, but is not limited to, monitoring organizational performance against Board policies on Outcomes and Executive Authority, as well as general organizational efficiency. Any evaluation of Executive Director Performance (formal or informal) will be derived from the organizational Outcomes and Executive Authority.

1. The purpose of monitoring is to determine the degree to which Board's Outcome policies are being fulfilled and the organization's adherence to the established Mission and Vision.
2. The Executive Committee will be charged with developing an evaluation plan and conducting periodic reviews of the Executive Director with a culminating final, formal review in November. The Executive Committee will report on their evaluation to the full Board for their input and approval.
3. The evaluation shall consider monitoring data as defined, and also how it has appeared over the intervening year, as well as organizational efficiency.

Washtenaw County Community Mental Health (WCCMH)	<i>Policy and Procedure</i> <i>General Executive Constraint</i>
Author: WCCMH Board of Directors Approval Date: Approved By: WCCMH Board	<i>Policy Type: Executive Authority</i> Number 03-001 Page: 1 of 1

The Executive Director shall not allow any practice, activity, decision, or organizational circumstance, which is illegal, imprudent or in violation of commonly accepted business and professional ethics, contractual obligations, or statutory requirements, including the Michigan Mental Health Code.

Washtenaw County Community Mental Health (WCCMH)	<i>Policy and Procedure</i> <i>Treatment of Consumers</i>
Author: WCCMH Board of Directors Approval Date: Approved By: WCCMH Board	<i>Policy Type: Executive Authority</i> Number 03-002 Page: 1 of 1

With respect to interactions with consumers, or those requesting service, the Executive Director will ensure conditions, procedures, and decisions are safe, respectful, trauma-informed, and provide appropriate confidentiality and privacy.

Accordingly, they shall:

1. Use methods of collecting, reviewing, or storing client information that protects against improper access to the information elicited.
2. Maintain clean, safe, and welcoming facilities and environments that provide a reasonable level of privacy, both aural and visual.
3. Provide procedural safeguards for the transmission of information.
4. Establish with consumers a clear contract of what may be expected and what may not be expected from the services offered.
5. Encourage consumer participation and leadership so that their input and insight are included in the operation of the organization.
6. Inform consumers of this policy and provide a grievance process to those consumers who believe that they have not been accorded a reasonable interpretation of their rights under this policy.

Washtenaw County Community Mental Health (WCCMH)	<i>Policy and Procedure</i> <i>Staff Treatment</i>
Author: WCCMH Board of Directors Approval Date: Approved By: WCCMH Board	<i>Policy Type: Executive Authority</i> Number 03-003 Page: 1 of 1

With respect to treatment of paid and volunteer staff, the Executive Director may not cause or allow conditions which are unfair, undignified, unsafe, or illegal.

Accordingly, they shall:

1. Establish written policy and procedures which clarify personnel rules for staff, provide for effective handling of grievances, and protect against wrongful conditions.
2. Lead with an emphasis on and an acceptance of a diversity of viewpoints.
3. Include staff participation in the creation of policies and procedures that affect the vision of the organization.
4. Respect the cultural diversity of staff.
5. Acquaint staff with their rights under this policy.

Washtenaw County Community Mental Health (WCCMH)	<i>Policy and Procedure</i> <i>Budgeting Process</i>
Author: WCCMH Board of Directors Approval Date: Approved By: WCCMH Board	<i>Policy Type: Executive Authority</i> Number 03-004 Page: 1 of 1

The budgeting process in any fiscal year, or the remaining part of any fiscal year, shall not deviate materially from Board's Mission and Vision and Outcome policies, create fiscal jeopardy, or fail to be derived from a multi-year plan.

Accordingly, they may not cause or allow budgeting that:

1. Contains too little information to enable credible projection of revenues and expenses, separation of capital and operational items, cash flow, and disclosure of planning assumptions.
2. Plans the expenditure in any fiscal year of more funds than are conservatively projected to be received unless otherwise directed by the Board.
3. Provides less than is sufficient for Board prerogatives, such as costs of fiscal audit, Board development, Board and committee meetings, and Board legal fees.
4. Endangers the fiscal soundness of future years or ignores the building of organizational capability sufficient to achieve the Organization's Mission and Outcomes in future years.
5. Fails to be cognizant of long-term trends or legislative changes.

Washtenaw County Community Mental Health (WCCMH)	<i>Policy and Procedure</i> <i>Financial Condition</i>
Author: WCCMH Board of Directors Approval Date: Approved By: WCCMH Board	<i>Policy Type: Executive Authority</i> Number 03-005 Page: 1 of 1

With respect to the actual, ongoing condition of the organization's financial health, the Executive Director may not cause or allow the development of fiscal jeopardy, or a material deviation of actual budgeted expenditures based on the approved or revised budget based on the Organization Mission and Outcomes.

Accordingly, they may not:

1. Borrow money in an amount greater than can be repaid by certain, otherwise unencumbered funds without Board approval.
2. Use any designated reserves other than for established purposes.
3. Fail to settle payroll and debts in a timely manner without Board acknowledgement.
4. Allow tax payments or other government-ordered payments or filings to be overdue or inaccurately filed.
5. Acquire, encumber, or dispose of real property in excess of \$100,000.
6. Fail to maintain organizational self-sufficiency through development of diverse funding sources.
7. Bill outside of state and federal regulations.

Washtenaw County Community Mental Health (WCCMH)	<i>Policy and Procedure</i> <i>Asset Protection</i>
Author: WCCMH Board of Directors Approval Date: Approved By: WCCMH Board	<i>Policy Type: Executive Authority</i> Number 03-006 Page: 1 of 1

The Executive Director may not allow assets to be unprotected, inadequately maintained nor unnecessarily risked.

Accordingly, they may not:

1. Fail to insure against theft and casualty losses and against liability losses to Board members, staff, or the organization itself in an amount greater than the average for comparable organizations.
2. Fail to provide director and officer liability coverage that protects members in fulfilling their organizational responsibilities.
3. Unnecessarily expose the organization, its Board, or staff to claims of liability.
4. Make any purchase: a) wherein normally prudent protection has not been given against conflict-of-interest b) of material value without having obtained comparative prices and quality.
5. Receive process or disburse funds under controls that fail to meet auditor standards.
6. Invest or hold operating capital in insecure instruments, including uninsured checking accounts and bonds of less than AA rating, or in non-interest-bearing accounts except where necessary to facilitate operational transactions.
7. Endanger the organization's public image or credibility, particularly in ways that would hinder its accomplishment of mission, including changing the name of the organization.

Washtenaw County Community Mental Health (WCCMH)	<i>Policy and Procedure</i> <i>Compensation and Benefits</i>
Author: WCCMH Board of Directors Approval Date: Approved By: WCCMH Board	<i>Policy Type: Executive Authority</i> Number 03-007 Page: 1 of 1

With respect to employment, compensation and benefits to employees, consultant, contract workers and volunteers, the Executive Director may not cause or allow jeopardy to fiscal integrity or public image.

Accordingly, they may not:

1. Change their own compensation and benefits.
2. Promise or imply permanent or guaranteed employment.
3. Establish current compensation and benefits which:
 - A. Deviate materially from the geographic or professional markets that are based on similar organizational characteristics.
 - B. Create obligations over a longer term than revenues can be safely projected.
4. Establish or change benefits provisions that could:
 - A. Cause unfunded liabilities to occur or in any way commit the organization to benefits which incur unpredictable future costs.
 - B. Provide less than some basic level of benefits to all full-time employees, although differential benefits to encourage longevity in key employees are not prohibited.
 - C. Treat the Executive Director differently from other comparable key employees.

Washtenaw County Community Mental Health (WCCMH)	<i>Policy and Procedure</i> <i>Communication and Counsel to the Board</i>
Author: WCCMH Board of Directors Approval Date: Approved By: WCCMH Board	<i>Policy Type: Executive Authority</i> Number 03-008 Page: 1 of 1

With respect to providing information and counsel to the Board, the Executive Director must ensure that the Board be informed. Accordingly, they shall:

1. Make the Board aware of relevant trends, material external and internal changes in the assumptions upon which any Board policy has previously been established.
2. Advise the Board if, in the Executive Director's opinion, the Board is not in compliance with its own policies, particularly in the case of Board behavior which is detrimental to the work relationship between the Board and the Executive Director.
3. Ensure that new Board members receive an orientation to the organization and that education is continually provided to all Board members on issues relevant to the organization.
4. Marshal for the Board as many staff and external points of view, issues, and options as needed for fully informed Board choices.
5. Avoid presenting information in unnecessarily complex or lengthy form.
6. Provide a mechanism for official Board, officer, or committee communications.
7. Deal with the Board as a whole except when (a) fulfilling individual requests for information or (b) responding to officers or committees duly charged by the Board.
8. Report in a timely manner an actual or anticipated noncompliance with any policy of the Board.

Washtenaw County Community Mental Health (WCCMH)	<i>Policy and Procedure</i> <i>Community Resources and Partnerships</i>
Author: WCCMH Board of Directors Approval Date: Approved By: WCCMH Board	<i>Policy Type: Executive Authority</i> Number 03-009 Page: 1 of 1

With respect to the attainment of WCCMH Outcomes and in relation to the WCCMH Mission, the Executive Director shall take advantage of opportunities for collaboration, partnerships, and innovative relationships with agencies and other community resources.

Appendix A: Washtenaw County Community Mental Health

Board of Directors Code of Ethics

As a Board member of Washtenaw County Community Mental Health (WCCMH), I acknowledge and commit that I will observe a high standard of ethics and conduct. I devote my best efforts, loyalty, skills, and resources in the interest of the people of Washtenaw County. I will perform my duties as a Board member in such a manner that constituents' confidence and trust in the integrity, objectivity, and impartiality of the WCCMH are conserved and enhanced.

- I will hold the betterment of the WCCMH as a priority, during discussions, decisions and voting matters.
- I am obligated to act in a manner which will bear public scrutiny.
- I will contribute suggestions of ways to improve the organization's policies, standards, practices, and ethics.
- I will not abuse my position as a Board Member by expecting special treatment beyond any other's utilizing the organization's services, and I will not exercise individual authority over my fellow Board members or staff.
- I will declare any conflict of interest with regard to matters being discussed in my presence during a meeting.
- If the Board is to decide upon an issue, about which I have an unavoidable conflict of interest, I shall identify the conflict, recuse myself from the discussion of the matter and shall abstain from voting on the matter.
- I will protect the organization's information and will not release or share confidential information without consensus of the Board Members/Directors.
- I will exercise fiscal responsibility to protect and manage the assets of the organization.
- As a Board member, I may represent the organization to other organizations, government officials, business representatives and the general public. I recognize that it is important to represent the organization in such a way as to enhance the organization's credibility and trust. I will avoid any behavior that might damage its image.
- The Board of Directors is responsible for interpretation, application, and enforcement of this Code of Ethics Policy.

I have read and accept the WCCMH Code of Ethics for Board Members.

Board Member Name (typed or printed)

Board Member Name (signature)

Date

Appendix B: Washtenaw County Community Mental Health Board of Directors Conflict of Interest Disclosure Statement

Definitions

Covered Person. Covered Person means:

- (a) Members of the Washtenaw County Community Mental Health (WCCMH) Board;
- (b) WCCMH officers; and
- (c) Members of committees of the Board with delegated authority from the Board.

Conflict of Interest. A Conflict of Interest arises when a Covered Person, the Covered Person's Family Member, or an organization, in which the Covered Person is serving as an officer, director, trustee or employee, has a Financial Interest with the WCCMH and that person participates or proposed to participate in a transaction, arrangement, proceeding or other matter with WCCMH.

Family Member means a spouse, parent, children (natural or adopted), sibling (whole or half-blood), father-in-law, mother-in-law, grandchildren, great grandchildren, and spouses of siblings, children, grandchildren, great grandchildren, and all step family members, wherever they reside, as any person(s) sharing the same living quarters in an intimate, personal relationship that could affect business decisions of the Covered Person in a manner that conflicts with this Policy.

Financial Interest. A Covered Person has a Financial Interest if they have, directly or indirectly, actually, or potentially, through a business, investment or through a Family Member:

- (a) An actual or potential compensation arrangement with WCCMH, with which WCCMH has a transaction, arrangement, proceeding or other matter; or
- (b) An actual or potential ownership or investment interest in, compensation arrangement with, or serves in a governance or management capacity for the WCCMH, with which the WCCMH is contemplating or negotiating a transaction, arrangement, proceeding or other matter.

Compensation includes direct and indirect remuneration, in cash or in kind.

Affirmation of Conflict of Interest Policy

By my signature below, I agree that I:

Have received a copy of the WCCMH Conflict of Interest Policy;

Have read and understand the WCCMH Conflict of Interest Policy;

Understand that I am a Covered Person under the Conflict of Interest Policy;

Agree to comply with the WCCMH Conflict of Interest Policy;

Have disclosed below all Financial Interests which I may have; and

Will update the information I have provided on this Statement in the event that the information changes and/or a new Financial Interest arises.

Disclosure of Financial Interests

By my signature below, I certify that I or one of my Family Members has the Financial Interest(s) described below. (Please attach additional pages, if necessary.) I understand that the WCCMH Board may request further information about the Financial Interests described below, and that I agree to cooperate with providing such information. If I have not disclosed any information below, it is because I am not aware that I or any of my Family Members has a Financial Interest.

Disclosure #1

Name and Contact Information for Individual with Financial Interest:

Individual's Relationship to You ☐ Self

☐ Other, specify:

Description for Financial Interest:

Disclosure #2

Name and Contact Information for Individual with Financial Interest:

Individual's Relationship to You ☐ Self

☐ Other, specify:

Description for Financial Interest:

Disclosure #3

Name and Contact Information for Individual with Financial Interest:

Individual's Relationship to You ☐ Self

☐ Other, specify:

Description for Financial Interest:

I certify that the above information is accurate and complete to the best of my knowledge, information, and belief.

Signature

Date

Typed or Printed Name

Title/Position within WCCMH

Please return this form, signed, and dated, to the WCCMH Executive Director.

REQUEST: To approve recommendations to the board for the following contract(s) and lease(s):

BACKGROUND:

1. Continuum Help Foundation: provides skill building and supported employment services.
2. St. Louis Center for Exceptional Children and Adults: provides skill building and supported employment services. **Addendum to current contract

Service Contracts

Contractor	Funding	Estimated Budget	Contract Term	Service Description
1. Continuum Help Foundation	Medicaid	As Authorized	April 1, 2024-September 30, 2024	Skill Building & Supported Employment Services
2. St. Louis Center for Exceptional Children and Adults	Medicaid	As Authorized	April 1, 2024-September 30, 2024	Skill Building & Supported Employment Services



WCCMH Millage Advisory Committee Members Vacancies

Name	Term Expiration Date	MAC Committee Representation
Nancy Graebner-Sundling	3/31/24	CMH Board Representative
Holly Heaviland	3/31/24	CMH Board Representative
Marianne Udow-Phillips	3/31/24	Community Representative
Kari Walker	3/31/24	Community Representative



WCCMH Quality-Finance Committee Members Vacancies

Name	Term Expiration Date	MAC Committee Representation
Nancy Graebner-Sundling	3/31/24	CMH Board Representative
Anna Dusbiber	3/31/24	Primary Consumer
Kari Walker	3/31/24	Community Representative