

ALCOHOL, DRUG ADDICTION & MENTAL HEALTH SERVICES BOARD OF CUYAHOGA COUNTY

BYLAWS AD HOC COMMITTEE MINUTES NOVEMBER 30, 2022

Committee Members Present: Patricia James-Stewart, M.Ed., LSW, Committee Chair, Sadigoh C. Galloway, MSW, LSW, LICDC-CS, Katie Kern-Pilch, MA, ATR-BC, LPC-S, Rev. Max M. Rodas, MA

Absent: Sharon Rosenbaum, MBA, Harvey A. Snider, Esq.

Board Staff Present: Woo Jun, Director of Risk Management and Ex officio member appointed by the CEO, Carole Ballard, Anthony Henderson, Linda Lamp, Jessica Saker

1. **Call to Order**

Ms. Patricia James-Stewart, Bylaws Ad Hoc Committee Chair, called the meeting to order at 4:00 p.m.

2. **Bylaws Ad Hoc Committee Charter and Suggested Scope**

Ms. James-Stewart read into the record the Committee Charter: *"The Bylaws Ad hoc Committee will review the Bylaws and prepare a report to the full Board offering its recommendations (if any) for updates to the Bylaws and will complete its work within four months from its first meeting date of November 30, 2022."*

Ms. James-Stewart reported on the suggested scope of the Bylaws Ad Hoc Committee and read into the record the following: *"Article X, Section 1 of the ADAMHS Board's Bylaws states that "The Board shall review these Bylaws at least once every three (3) years..." Any recommended changes must be consistent with the Ohio Revised Code, Section 340.02 as amended on September 15, 2014."*

3. **Review of ADAMHS Board Bylaws**

Committee members reviewed a chart reflecting suggested edits by Dr. J. Robert Fowler, Board Chair, in addition to recommendations/notes from Mr. Scott Osiecki, Chief Executive Officer. Committee members had a lengthy discussion regarding the suggested edits to the ADAMHS Board Bylaws. Consensus was reached on the following:

- Board members referred to as Directors rather than Board of Directors or members.
- Individuals receiving services that our Board funds as clients.
- Utilize the following definition for the purposes of the ADAMHS Board's determination of Committee of the Whole: A meeting in which Committees meet together with all Committee members up to and including the entire board. Motions are moved to the General Meeting – just like any committee meeting - for approval and passage of resolutions by the full Board.
- Specific language about contract metrics should not be part of the Board's Bylaws.
- Use of Robert's Rules are referred to in Article V, Section 1 regarding "Limit or Extend the Limits of Debate" and "Previous Question."
- Since some funding is "directed" for a specific purpose by the funding authority – Pass thru by the Ohio Department of Mental Health and Addiction Services (OhioMHAS), Agenda Process Sheets (APSs) should not be included in the Bylaws. Board staff does not know why the funding authority has selected a provider.
- The issue of Service Centers of Excellence should not be included in the Board's Bylaws. This is a concept that can be explored and discussed as part of the Board's work.

Suggestions for specific areas of the Bylaws that were considered by the committee included the following:

- Article IV. Membership, Section I: Definitions and Section 7: Conflict of Interest. These Sections are already defined in Ohio Ethics Laws.

(The chart is attached to the original minutes stored in the Executive Unit.)

Mr. Jun was requested to provide rationale for the Committee of the Whole at the next scheduled Bylaws Ad Hoc Committee meeting of Wednesday, December 7, 2022.

Committee members suggested that Dr. Fowler provide a detailed Chair's Report at the January 2023 General Meeting to set the tone for 2023.

4. Upcoming Meetings:

- Bylaws Ad Hoc Committee Meeting: December 7, 2022
- Bylaws Ad Hoc Committee Meeting: December 14, 2022

There being no audience comment or further business, the meeting adjourned at 5:14 p.m.

Submitted by: Linda Lamp, Executive Assistant

Approved by: Patricia James-Stewart, M.Ed., LSW, Bylaws Ad Hoc Committee Chair