

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

## BYLAWS AD HOC COMMITTEE MINUTES DECEMBER 7, 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, Harvey A. Snider, Esq.

**Absent:** Sharon Rosenbaum, MBA

**Board Staff Present:** Scott Osiecki, Chief Executive Officer, Madison Greenspan, Woo Jun, Linda Lamp

### 1. **Call to Order**

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

### 2. **Committee of the Whole Discussion**

The Committee of the Whole concept was briefly discussed by committee members. (The Committee of the Whole discussion, which defines Committee, Committee of the Whole and Consent Agenda, is attached to the original minutes stored in the Executive Unit.)

### 3. **Review of ADAMHS Board Bylaws**

Ms. Katie Kern-Pilch thanked Mr. Woo Jun, Director of Risk Management, for obtaining Bylaws from two additional Boards in the State of Ohio, Hamilton County Mental Health & Recovery Services Board and Mental Health, Addiction and Recovery Services Board of Lorain County.

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 for specific areas of the ADAMHS Board Bylaws. Consensus was reached on the following Articles:

- Article IV. Membership, Section 8: Removal and Section 9: Removal Process. These Sections are already defined in the Ohio Revised Code.
- Article V. Meetings, Section 1: General Meetings. The last sentence in the paragraph to read: *Meetings shall be governed by Robert's Rules of Order (Current Edition) and the adopted Standing Rules.*
- Article V. Meetings, Section 4: Quorum. The second sentence in the paragraph to read: *A majority of the sitting Directors shall constitute a quorum for the General Board Meetings.* Also, the following sentence will be added to the end of the section: *If a quorum has not been achieved within 30 minutes of the appointed starting time, that meeting shall be canceled.*
- Article V. Meetings, Section 5: Voting. The identified paragraph to be separated into two paragraphs to clarify voting rights for the Board's General Meetings and committee meetings.
- Article V. Meetings, Section 6: Open Meeting Act. The reasons to enter Executive Session are set forth in Ohio Revised Code and cannot be changed.
- Article VI. Duties and Responsibilities, t. Use correct punctuation of the word Directors'
- Article VII. Organization, Section 1: Officers. Parliamentarian will not be added to the Second Vice Chair's position description. Also, a Treasurer will not be added to the Board officers. The position of Treasurer Officer does not seem to be needed as the Board employs a Chief Financial Officer (CFO), Director of Finance, fiscal staff, Director of Claims/Membership and claims staff. Additionally, numerous reports are provided to the Board on a routine basis.

*[Rev. Max M. Rodas, MA, left.]*

- Article VII. Organization, Section 6: Duties and Qualifications of Officers. a. Chair. Include ad hoc committees in the list of committees that the Chair can "appoint subcommittees and chairs."
- Article VII. Organization, Section 7: Committees. A time limit for committee reports will not be established in the Board Bylaws. The Board Chair will utilize their discretion regarding the length of the committee reports during the General Meetings.

- Article VII. Organization. Section 7: Committee members had a lengthy discussion regarding the present standing committees: Executive Committee, Finance and Operations Committee, Planning and Oversight Committee, Community Relations and Advocacy Committee, Nominating Committee and Faith-based Outreach Committee. Committee member consensus was to keep the standing committees as they are.
- Article VII. Organization. Section 8: Authority and Function of Committees. a. Executive Committee. Committee members had a brief discussion of changing the composition of the Executive Committee and determined that this section should remain as outlined.
- Article VII. Organization. e. Other Committees. Replace the last sentence in the paragraph to read as follows: *Vacancies in such other committees shall be filled by the Board Chair or as the Board of Directors may provide.*

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

Mr. Jun was requested to provide an updated draft version of the ADAMHS Board Bylaws, which reflect the identified changes, for the next scheduled Bylaws Ad Hoc Committee meeting of Wednesday, December 14, 2022.

Mr. Harvey Snider complemented Board staff relative to their efforts with assisting in the process of updating the ADAMHS Board's Bylaws.

**4. Upcoming Meetings:**

- Bylaws Ad Hoc Committee Meeting: December 14, 2022

***There being no audience comment or further business, the meeting adjourned at 5:29 p.m.***

***Submitted by: Linda Lamp, Executive Assistant***

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