



Community Mental Health Partnership of Southeast Michigan

Board Governance Policy Manual

TABLE OF CONTENTS

SECTION 1: MISSION, VISION AND VALUES	3
1.0 MISSION, VISION AND VALUES	3
1.1 BYLAWS AND POLICY REVIEW AND AMENDMENT	3
SECTION 2: CEO RESPONSIBILITIES	3
2.0 EXECUTIVE RESPONSIBILITIES	3
2.1 TREATMENT OF CONSUMERS	3
2.2 TREATMENT OF STAFF	4
2.3 COMPENSATION AND BENEFITS	4
2.4 FINANCIAL POLICIES	4
2.5 EMERGENCY CEO SUCCESSION	5
2.6 COMMUNICATION AND SUPPORT TO THE BOARD	5
2.7 REGIONAL RESOURCES	5
Section 3: GOVERNANCE PROCESS	6
3.0 GOVERNING STYLE	6
3.1 BOARD RESPONSIBILITIES/DUTIES	6
3.2 BOARD MEMBER ETHICS	7
3.3 BOARD CHAIR'S ROLE	7
3.4 POLICY REVIEW AND AMENDMENT	7
3.5 COST OF GOVERNANCE	8
SECTION 4: BOARD-CEO LINKAGE	8
4.0 GOVERNANCE-MANAGEMENT CONNECTION	8
4.1 CEO's RESPONSIBILITIES	8
4.2 MONITORING CEO PERFORMANCE	8
MOST RECENT BOARD	9
REVIEW / APPROVAL DATE	9

SECTION 1: MISSION, VISION, AND VALUES

1.0 MISSION, VISION, AND VALUES

Mission: Through effective partnerships, the CMHPSM ensures and supports the provision of high-quality integrated care that is cost effective and focuses on improving the health, wellness, and quality of life for people living in our region.

Vision: The CMHPSM will address the challenges confronting people living in our region by influencing public policy and participating in initiatives that reduce stigma and disparities in health care delivery while promoting recovery and wellness.

Values:

- Strength Based and Recovery Focused
- Trustworthiness and Transparency
- Accountable and Responsible
- Shared Governance
- Innovative and Data Driven Decision Making
- Learning Organization

1.1 BYLAWS AND POLICY REVIEW AND AMENDMENT

The Board will review the regional mission, vision, and values statements for relevance to current needs and interest of the four county partners at least every two years. The Board will ensure stakeholder involvement in the review of the mission, vision and values.

SECTION 2: CEO RESPONSIBILITIES

2.0 EXECUTIVE RESPONSIBILITIES

The CEO shall ensure that all practices, activities, decisions, and/or organizational circumstances shall be lawful, prudent and in compliance with commonly accepted business and professional ethics. The CEO will recommend either new or revised Board Governance policies to address areas of non-compliance.

2.1 TREATMENT OF CONSUMERS

With respect to interactions with and services provided to consumers or those applying to be consumers, the CEO shall ensure the CMHPSM has an established process that is followed to monitor conditions and procedures employed across the four-county region so that services and supports are provided in a manner that is dignified, respectful, appropriate, not unnecessarily intrusive, and promotes safety. Services and supports shall be delivered in accordance with the CMHPSM Mission and Vision statements.

2.2 TREATMENT OF STAFFPERSONS

The CEO shall promote working conditions for the staff that are fair, dignified, respectful, organized, and clear.

Further, by way of example, but not limited to the following:

1. Operate with written personnel rules which: (a) clarify rules for staff, (b) provide for effective handling of grievances, and (c) protect against wrongful conditions, such as discrimination, harassment, nepotism and/or preferential treatment for personal reasons.
2. Produce and continually update the CMHPSM employee handbook which establishes the general expectations and principles of employment, operational policies, employee benefit and leave provisions and general standards of conduct for employees.
3. Have a process to administer exit interviews and staff satisfaction surveys.
4. Ensure each employee of the CMHPSM shall have due process in the event of an adverse disciplinary action.
5. Within fiscal constraints, provide necessary resources to staff for the performance of their job duties.
6. Have a process to ensure job descriptions, work plans and assigned outcomes for staff persons are continually assessed.
7. Staff shall have work performance appraisals at minimum annually.

2.3 COMPENSATION AND BENEFITS

The CEO shall administer board approved competitive compensation and benefits for CMHPSM employees.

2.4 FINANCIAL BOARD GOVERNANCE POLICIES

The CEO and CFO shall ensure the financial policies and practices of the CMHPSM meet state and federal requirements and are compliant with Generally Accepted Accounting Practices (GAAP).

Financial Board Governance Policies which shall be approved by the Board and reviewed on an annual basis include:

- A. CEO Authority for Position Control and Compensation
- B. CEO General Scope of Authority
- C. Conflict of Interest
- D. Financial Stability and Risk Reserve Management
- E. Investing
- F. Procurement

The CEO and CFO shall review the financial policies annually and make recommendations to the Board for revisions, amendments when needed. All approved CMHPSM Board Governance Policies can be found on the CMHPSM website: www.cmhpsm.org/governance-policies

2.5 EMERGENCY CEO SUCCESSION

To protect the CMHPSM from sudden loss of CEO Services, the CEO shall have no fewer than two other executives familiar with Board and CEO issues and processes.

2.6 COMMUNICATION AND SUPPORT TO THE BOARD

The CEO shall keep the CMHPSM Board informed and supported in its work.

Further, by way of example, but not limited to the following:

1. Submit monitoring data required to the Board in a timely, accurate, and understandable fashion, directly addressing provisions of Board Policies being monitored.
2. Keep the Board informed of relevant trends, anticipated adverse media coverage, threatened or pending lawsuits and material external and internal changes, particularly changes in the assumptions upon which any Board Policy has previously been established.
3. Advise the Board if, in the CEO'S opinion, the Board is not in compliance with its own policies on Governance Process and Board – CEO Linkage, through the Board Chair.
 - a) If there is a breakdown in the relationship between the Board Chair and the CEO, the CEO shall inform the full CMHPSM Board of Directors of the breakdown.
 - b) In the event the CMHPSM Board is unable to resolve the issues, the leadership of the CMHSPs that appoint the CMHSP members to the CMHPSM Board shall meet to address the issues and develop recommendations for the CMHPSM Board to act upon.
4. Marshal for the Board information from as many staff and external perspectives, on issues and options as needed for fully informed Board choices.
5. Provide a mechanism for official Board communications.
6. The CEO shall provide a compliance report to the Board at least annually and any time there are any serious violations at either the CMHPSM or the CMHSPs. This report shall include a review of the implementation of operational policies to ensure that areas of noncompliance are identified and addressed before the noncompliance results in sanctions from regulatory bodies.
7. Report in a timely manner an actual or anticipated noncompliance with any Board Policy.

2.7 REGIONAL RESOURCES

The CEO shall be informed and take advantage of collaboration, partnerships and innovative relationships with agencies and organizations, including state, regional and county specific resources. The CEO shall also stay abreast of current affairs as they apply to this industry through conferences and seminars.

SECTION 3: GOVERNANCE PROCESS

3.0 GOVERNING STYLE

The Board will govern with an emphasis on (a) outward vision, (b) diversity in viewpoints, (c) strategic leadership, (d) clear distinction of Board and CEO roles, (e) collective rather than individual decisions and, (f) proactivity.

The Board must ensure that all divergent views are considered in making decisions, yet must resolve into a single organizational position. Once a decision is made the Board must speak in one voice publicly.

Accordingly:

1. The Board will establish written policies reflecting the Board's values and perspectives. The Board's major policy focus will be on the intended long-term impacts outside the organization, not on the administrative or programmatic means of attaining those effects.
2. The Board will enforce discipline whenever needed. Discipline will apply to matters such as attendance, preparation for meetings, violation of policies, and disrespect for roles.
3. Continual Board development will include orientation of new Board Members and periodic Board discussion of process improvement.
4. The Board will listen respectfully to citizen comments and assure that an internal process is in place to follow up on the concerns expressed.

3.1 BOARD RESPONSIBILITIES/DUTIES

The Board will ensure appropriate organizational and CEO performance and promote a link between the regional community and the CMHPSM.

Further, by way of example, but not limited to the following:

1. Meetings
 - (a) Attend Board meetings by satisfying Open Meeting Act quorum attendance requirements to ensure the CMHPSM Regional Board can conduct business
 - (b) If unable to attend Board meetings provide advance notice to the CEO and Board Chair
 - (c) Be prepared and on time
 - (d) Listen with an open mind
 - (e) Participate in discussion and encourage dialogue
 - (f) Make decisions in the best interest of the PIHP region
 - (g) Speak with one voice after a decision has been made
2. Board Member Personal Development
 - (a) Complete Board orientation and training

(b) Commit to ongoing development of Board Member skills

3. Operational Policies

(a) Follow all relevant CMHPMS operational policies applicable to Board Members

3.2 BOARD MEMBER ETHICS

The Board commits itself and its members to ethical, businesslike, and lawful conduct, including proper use of authority and appropriate decorum when acting as Board Members.

Further, by way of example, but not limited to the following:

1. Operate with the best interest of the PIHP region in mind.
2. Follow the requirements of the CMHPSM Conflict of Interest Policy, including recusing from discussion or voting on any issues where a potential conflict of interest exists.
3. Board Members will not use their board position to obtain employment in the organization for themselves, family members, or close associates. Should a Board Member apply for employment, he or she must first resign from the Board.
4. Board Members shall not attempt to exercise individual authority over the organization.
5. The Board will not evaluate, either formally or informally, any staff other than the CEO.
6. Board Members will respect confidentiality.

3.3 BOARD CHAIR'S ROLE

The Board Chair assures the integrity of the Board's process and, represents the Board to outside parties. The Board Chair has no authority to make decisions about policies created by the Board nor authority to individually supervise or direct the CEO.

3.4 POLICY REVIEW AND AMENDMENT

1. The Board Policy Governance Manual, Bylaws of the CMHPSM, and Board Governance Policies shall be reviewed in April of every year.
2. Board Governance Policies may be suspended, rescinded, or amended by 3/4 of the serving membership and will be superseded by any change in federal or state law.

3.5 COST OF GOVERNANCE

The Board will invest in its governance capacity.

Accordingly:

1. Board members shall be compensated at the rate of the appointing CMHSP per meeting for attendance at all Board meetings, assigned committee meetings, workshops, required training, and other Board approved functions. Board members are entitled to one meeting allowance per day.
2. Travel expenses shall be reimbursed by the appointing CMHSP.
3. The Board shall be informed of its budget and expenses.

SECTION 4: BOARD-CEO LINKAGE

4.0 GOVERNANCE-MANAGEMENT CONNECTION

The Board shall appoint a CEO of the Community Mental Health Partnership of Southeast Michigan who meets the standards of training and experience established by the Michigan Department of Health and Human Services (MDHHS). The Board shall establish general policy guidelines within which the CEO shall execute the duties and responsibilities of a Pre-Paid Inpatient Health Plan as required by state and federal laws, rules, regulations, and the Medicaid Specialty Supports and Services contract with the MDHHS.

4.1 CEO'S RESPONSIBILITIES

The CEO of the CMHPSM shall function as the chief executive and administrative officer of the CMHPSM/PIHP and shall execute and administer the program in accordance with the approved annual plan and operating budget, the general policy guidelines established by the CMHPSM Board, the applicable governmental procedures and policies, and the provisions of the Mental Health Code. The CEO has the authority and responsibility for supervising all employees. The terms and conditions of the CEO's employment, including tenure of service, shall be as mutually agreed to by the Board and the CEO and shall be specified in a written contract.

4.2 MONITORING CEO PERFORMANCE

There will be systematic and objective monitoring of the CEO's job performance and achievement of organizational goals as agreed upon.

MOST RECENT BOARD REVIEW / APPROVAL DATE: July 13, 2022

Revision History

- *2022 revisions include updating references to the Conflict of Interest policy in sections 2.4 and 3.2, clarification of attendance requirement as meeting Open Meeting Act qualifications in section 3.1.*
- *2021 Revisions and updates to referenced policies and numerous other changes. A tracked changes version will be kept as reference to the approved changes.*
- *Revision made 8-8-2018 include updates to Mission, Vision, and Values statements; review dates of Financial policies cited in 2.4.1; and inclusion of attachments of the financial policies cited in 2.4.1*
- *Revisions include table of contents formatting, updates and clarifications throughout the document. A tracked changes version identifying edits will be retained for reference.*