St. Clair County Community Mental Health Authority

Board of Directors
Operating Procedures

These operating procedures are intended to promote effective governance, communication, and administration in support of the mission of St. Clair County Community Mental Health Authority. Nothing contained in these procedures shall be construed to diminish the statutory authority, fiduciary responsibilities, or independent judgment of the Board of Directors. The Board governs through policy development, strategic planning, oversight, and evaluation of the Chief Executive Officer, while the Chief Executive Officer is responsible for the day-to-day administration of the organization under the direction of the Board.

OUR MISSION:
Providing opportunities for health, wellness, and connection.

OUR VISION:
St. Clair County Community Mental Health Authority will remain the leader in integrated behavioral healthcare.

OUR VALUES:
Compassion, Accessibility, Relationship, Empowerment, and Service Excellence

BOARD of DIRECTOR GOALS:

- Governance by policy direction and approval, oversight and accountability, and setting strategic direction;
- Assure that St. Clair County Community Mental Health Authority (SCCCMH) operates in a fiscally responsible manner;
- Commit to high expectations in providing services to the community.
- Hire a Chief Executive Officer to provide strong leadership.
- Take part in board development and training to build shared knowledge, values, and commitments for ongoing improvement efforts.

PURPOSE:

- Clarify roles and expectations;

- Document methods for conducting business of the board;
- Ensure all Board members are part of the team;
- Uphold an agreed-upon code of conduct
- Improve communication; and
- Assist with the orientation and transition of new Board Members;

BELIEFS, GOALS, BOARD NORMS, AND SOCIAL CONTRACT

BELIEF STATEMENTS

We believe….

- In the Mission, Vision, and Values of St. Clair County Community Mental Health Authority.
- In the values of SCCCMH; Compassion, Accessibility, Relationship, and Service Excellence.
- Everyone is welcome at SCCCMH.
- Everyone deserves to be seen, heard, and respected.
- Health, wellness, and connection take place in safe, secure, and clean environments.
- Positive community collaboration and relationships are key to our success.
- Strategic priorities are established by the Board with the Chief Executive Officer implementing evidence-based and promising practices as well as SCCCMHA procedures and protocols that support the mission, vision, values, and strategic priorities of SCCCMHA.
- All decisions are made collectively, and members shall respect and support the decisions of the Board once determined by majority vote.
- In not presenting our personal views as official Board positions and avoiding actions that could be misinterpreted as representing the Board without authorization or speaking as a Board representative.
- In performing board member duties honestly, responsibly, and with transparency.
- In acting as prudent stewards of public resources.
- In serving with the highest level of integrity.

BOARD OF DIRECTORS NORMS

- Honor everyone’s right to voice an opinion.
- Treat everyone respectfully.
- Our work is a process; therefore, there is always room for review and positive change.

- Seek clarification or relevant additional information to have fully informed discussions at public meetings.
- Respect confidentiality.
- Attend meetings regularly and consistently.
- Regularly attend agency events.

BOARD OF DIRECTORS SOCIAL CONTRACT

- Listen to Understand.
- Be respectful.
- Practice confidentiality.
- Focus on the whole agency.
- No surprises.
- Govern, not manage (steer, not row).

SECTION 1: BOARD OF DIRECTOR CODE OF CONDUCT

As members of the St. Clair County Community Mental Health Board, we recognize that to be the most effective advocates for mental health we, as a Board, must function as a team. At all times, we must treat each other and the people we serve with the utmost courtesy, dignity, respect, and professionalism. Should we, for whatever reason, fail to follow these guidelines, we ask that our fellow members and stakeholders call it to our attention. Should that occur, we pledge to accept the feedback without anger or retribution, and to renew our efforts to follow these Codes of Conduct and Board Operating Procedures.

We shall promote the best interests of St. Clair County Community Mental Health as a whole, and to that end, all decisions will place the needs of the agency first by adhering to the required legal and ethical standards outlined in this document in addition to the St. Clair County Community Mental Health Code of Conduct .

As a Member of the St. Clair County Community Mental Health Board of Directors:

1. I will comply with the SCCCMHA Code of Conduct, and the Board of Directors Code of Conduct.
2. I will bring about desired changes through legal and ethical procedures, upholding and enforcing all laws, administrative rules and regulations, and court orders, regarding the Mental Health Code and SCCCMH policies and procedures.
3. I will make decisions in terms of the behavioral and mental welfare of all stakeholders, regardless of religion, race, color, national origin, age, sex, sexual

orientation, gender orientation, gender identity or expression, height, weight, or familial status.

4. I will recognize that the Board must make decisions as a whole in public, as a body corporate, and make no personal promise or take private action that may compromise the role and integrity of the Board.
5. I will render all decisions based on the available facts and independent judgment, and refuse to surrender that judgment to individuals or special interest groups.
6. I will review and evaluate all policies, bylaws, procedures, and processes, and will work to make desired changes so they will be current, up-to-date, and relevant.
7. I will delegate authority to the Chief Executive Officer, CEO, for the day-to-day operations of the Agency.
8. I will strive to attend all regularly scheduled Board meetings, and I will become informed concerning the issues to be considered at those meetings. I will notify the Assistant to the CEO, if I am unable to attend before 3:00 pm on the day of the meeting.
9. I will disagree in a professional manner. I will not hold grudges or question other Board members' ethics or motives as to their vote or views on issues.
10. I will be firm, fair and impartial with no personal agenda in all decisions and actions.
11. I will respect the majority decision as the decision of the Board.
12. I will encourage the free expression of opinions by all members.
13. I will model leadership and positive behavior by maintaining decorum at all public events, Board meetings, and Board workshops.
14. Board members shall refrain from interrupting other members while they are speaking.
15. I will be respectful and listen to all ideas presented to the Board, be it from individuals, guardians, staff, community members, other Board members, or other stakeholders.
16. I will disseminate pertinent information gathered at training, workshops, and conventions with my fellow Board members and the CEO.
17. I will respect the confidentiality of information that is privileged under applicable law, including closed session discussions. I will perform official duties in a manner free from any actual or apparent conflict of interest. I will avoid being placed in a position of conflict of interest and refrain from using my Board position for personal or partisan gain. I will disclose any potential conflict of interest that may lead to a violation of Board policy to the full Board.
18. I will not use my position as Board member to benefit myself or any other individual or agency apart from the total interest of the agency.
19. I will not show favoritism to any individual, or any staff or program of the agency.

20. I will not solicit or accept gratuities, favors, or anything of monetary value from contractors or parties to subcontracts involved with Federal grant funds.
21. I will prepare for my role by active participation in professional development, including, but not limited to:
    a. Reading the St. Clair County Community Mental Health policies and procedures and become familiar with the Board of Directors Information Binder.
    b. Attending recommended CMHA sessions, including, but not limited to, all CMHA on-line Boardworks classes, and attend SCCCMH New Employee training within the first 12 months of Board service.
    c. Participation in the Recipient Rights Committee requires additional training provided by the State of Michigan.
    d. Attend CMHA conferences to remain up to date in Board Governance in accordance with Policy #01-001-0020 and contingent on funding.
22. I will give the CEO or Board Chairman notification of my concerns before the Board meetings so that the concerns can be properly addressed. No surprises.
23. I will, along with my fellow board members, review, revise, and sign this Code of Conduct and Board Operating Procedures withing 30 days of appointment by the St. Clair County Board of Commissioners and yearly at the organizational meeting thereafter.

As a Board Officer, I will

1. Prepare for the role by completing all the professional development previously outlined.
2. Fulfill the requirements outlined within the By-Laws including designated functions assigned to the board officers: Chairman, Vice Chairman, Secretary / Treasurer.

As the Board Chairman, I will also

1. Attend the CMHA Board Chairman workshops,
2. Encourage and support fellow Members in their continuing education and development as members of this Board.
3. Ensure that all Members receive the same information in a timely fashion.
4. Ensure that all Members are given an opportunity to reflect their views and will work towards building consensus among all Members.
5. Demonstrate a consistent, neutral demeanor towards anyone addressing the Board, whether staff or stakeholder, to avoid any appearance of favoritism or discontent.

6. Make sure that all people addressing the Board, whether staff or stakeholders, consistently follow the established guidelines outlined in Board By-Laws for Public Participation at Board Meetings.
7. Make sure that persons addressing the Board do so in a professional manner and do not allow inappropriate communication to be directed to the CEO or Staff Members during Board meetings.
8. Make sure that all Members abide by these procedures.
9. Violations will be addressed by the Board Chairman and if necessary, the St. Clair County Board of Commissioners.

SECTION 2: COMMUNICATION

2.1 CEO Communication with Board Members

1. The CEO will communicate with all Members as needed and will share information with all Members in a timely manner.
2. The CEO will exercise their best judgment and discretion to determine when information should be shared with Members based on the specific situation.

2.2 Board Member Request for Information

1. Individual Members, acting within their official capacity, shall have the right to seek information from the Agency.
2. The request for information shall be made to the CEO and copied to the Board Chairman.
3. Within a reasonable period of time, the CEO shall respond by providing the requested material to all Members.

2.3 Board Member Communication with Each Other

1. Members may communicate with each other for the purpose of asking questions, clarifying information, or socializing under circumstances that do not conflict with or circumvent the Michigan Open Meetings Act (OMA - MCL 15.629)
2. Members shall not deliberate on issues outside the Board meetings.
3. Whenever possible, members should share general information with the entire Board via the Board's Assistant to the CEO.
4. Members will communicate with the Chairman and/or CEO, as appropriate, regarding concerns or information about the Agency that come to their attention.
5. New Board Members are provided with an onboarding mentor. Your mentor should be the first person you reach out to for questions and

guidance.

2.4 Electronic Communication - Email and Text Messaging

1. Since email and texting are forms of communication that could conflict with the Open Meetings Act, they will be used to conduct business of the Board **only** for the purpose of communicating:
    a. Messages between Board Members or between a Board Member and employee(s) which do not involve deliberating or rendering a decision on matters pending before the Board;
    b. Possible agenda items between the CEO or designee and the Board Chairman.
    c. Times, dates, and places of regular or special Board meetings;
    d. A Board meeting agenda or public record information concerning items on the agenda;
    e. Requests for public record information from a member of the Leadership Team, staff member, or community about agency operations: and
    f. Responses to questions posed by members of the public, administrators, or agency staff.
2. Under no circumstances shall Members use electronic communication to discuss among themselves Board business that is only to be discussed in an open meeting of the Board, is part of an Executive Session, or could be considered an invasion of privacy if the message were to be monitored by another party.
3. Board Members will not “reply all.”
4. A Member’s electronic communication about Agency matters are subject to disclosure under the Freedom of Information Act (FOIA).

2.5 Board Member Visits to Service Locations

1. Board Members may not show up at a building uninvited or without prior arrangements.
    a. Board Members wishing to visit a building shall coordinate their visits with the CEO to protect confidentiality, safety, and agency operations.
    b. Board Members should have a valid reason to visit a building outside of a scheduled walk-through. Members must not disrupt the agency process.
    c. Board Members will check in upon arrival at the building.
    d. Board Member visits are not to be considered official unless designated as such by the CEO (such as a scheduled walk-through).

e. Board Member visits are not considered to be inspections nor supervisory in nature.

2. To protect individual privacy, Board Members will not photograph or video record during a visit to the Agency.
3. If, during a visit to the Agency or program, a Board Member observes a situation or condition that causes concern, they should discuss the situation with the CEO, as soon as convenient or appropriate.
4. During a visit, such as a walk-through, performance, or Exhibit, Board Members are expected to dress and conduct themselves as a Board Member, not a community member.
5. Board Members must be respectful of the fact that they may have access to locations or information that is not available to other community members.

2.6 Board Member Communication with the Community

1. The Board communicates with the community through public hearings and Board meetings.
2. Board Members are encouraged to communicate with individuals, community organizations, elected officials, governmental units, and businesses to promote an understanding of the role of mental health and the Agency within the community.
3. Board Members should always be receptive to the viewpoints of the community.
4. Questions of a general nature of the expression of a position on an agency matter that can be considered communicating with their elected official may be responded to by the Board Member in general terms that share basic information helpful to answer the community member's question to address their concern.
5. Board Members reserve the right, when communicating outside of a Board meeting, to share their personal perspective, provided that the Member emphasizes that such information is expressed as an individual and is not the opinion of the Board.
6. Individual Board Members cannot speak in an official capacity outside the Boardroom unless designated to do so by the Board.
7. Board Members must remember that once a decision has been made by the Board, a Board Member should respect Board actions while retaining the ability to explain the reasons for their individual vote.
   (MCL 15.267)

2.6.1 Social Media

1. In your role as a Board Member, social media is not an appropriate communications tool to engage in discussion about Board or Agency business.
2. While it may be beneficial to be aware of public forums related to the Agency, Board Members will not involve themselves in discussions that imply that they are speaking in their role as a Board Member or on behalf of the Board. As with any online dialogue, your intentions may be misconstrued. Board Members are held to the same, if not higher standard of conduct as Agency staff in the digital world.
    a. Board Members will refrain from posting inappropriate content, such as exhibiting or advocating the use of drugs, sexual content, or items that are discriminatory in nature.
    b. Board Members will refrain from electronically transmitting any personally identifiable image of individuals(s) unless such transmission has been pre-approved by the CEO, such as an agency-sponsored publication or production.
    c. Board Members may show support for the Agency by sharing Agency-posted information on their own profile or sending photos and/or videos to the appropriate staff person in the Agency to post.
    d. Regardless of your setting, as evidenced by the many security breaches that have been made public, everything you say and post can be publicly accessed.

2.6.2 Board Member Communication at Public Meetings or Events

1. A Board Member has the right to speak at a public meeting (i.e. a municipal meeting) or post online as a private citizen. However, when speaking as a private citizen, a Board Member shall not introduce themselves as a member of this Board; introducing yourself as a Board Member implies that you are speaking on behalf of the Board.
2. Prior authorization from the Board Chairman is required before publicly speaking as a Board Member.

2.7 Best Practices for Board Members' Involvement in District and Community Organizations

1. Board Members are encouraged to participate in community organizations and Agency activities.

2. A Board member's responsibility comes before their role as private citizen, while at a board meeting or when representing the board.
3. A Board member must consistently conduct themselves in a manner that reflects the responsibilities of the position. Because a Board member's ethics, morals, and values are always visible, they must behave accordingly.

2.8 Board Member Communication with Employees

1. The line of communication will be through the CEO.
2. Board Members are often also involved through family within the Agency. Members must clearly separate that role as an individual and a Board Member in their communication with employees.
   a. Board Members must be clear when they are communicating directly with staff in that and will not cross over to their role as a Board Member
   b. Board Members shall not become individually and personally involved in an employee request, personnel grievance, or complaint.
   c. When Board Members and staff meet at social affairs and other functions, Board Members are encouraged to informally discuss such matters as mental health trends, issues, innovations, and general activities of the Agency.

2.9 Board Member Communication with the Media

1. The CEO or their designee is the spokesperson for the Agency.
2. The Board Chairman or designee shall be the official Board spokesperson to the media/press.
3. All Board Members who receive calls from the media should direct them to the Board Chairman.
4. The Board Chairman and/or CEO shall copy all Board Members on all communication with the media.

2.10 Board Member Response to Community Complaints or Concerns

1. Purpose
   This section establishes expectations for how Board members handle requests, concerns, and complaints received from citizens or employees, ensuring adherence to the agency's chain of command and maintaining effective communication.
2. Receipt of Requests and Complaints

Board members recognize that, as elected officials, they may receive inquiries, concerns, or complaints from the public and employees. All such interactions must follow the established chain of command.

3. Use of Chain of Command Resources
   When contacted by a citizen or employee, Board members will:
   - Refer the individual to the CEO and will provide the CEO with necessary information.
4. Referral to the CEO
   Any requests, suggestions, inaccurate information, dialogue, or complaints received by a Board member shall be referred to the CEO. Board members will contact the CEO in a timely manner regarding citizen concerns and will copy the Board Chairman on the communication.
5. Administrative Follow-Up
   The CEO or designee will:
   - Communicate with the citizens in a timely manner.
   - Provide updates to the Board when appropriate.

SECTION 3: MEETINGS

3.1 Board Meetings

1. All meetings shall conform to the Michigan Open Meetings Act (OMA).
2. A quorum consisting of a majority of Board Members serving on the Board is required to conduct Board business.
3. Even if a meeting begins with a quorum present, the Board loses its right to conduct business whenever the attendance of its members falls below the necessary quorum.
4. Agendas are created by the CEO and Board Chairman, and presented to the Board no later than the Friday preceding the Regular Meeting.
5. Any Board Member may request that an item be placed on a future agenda. The Board Chairman in consultation with the CEO, may determine the appropriate meeting for consideration.
6. A consent agenda may include items of a routine and/or recurring nature grouped together under one action item. For each item listed as part of a consent agenda, the Board shall be furnished with background material. All such items shall be acted upon by one vote without separate discussion, unless a Board member requests that an item be withdrawn for individual consideration. The remaining items shall be adopted under a single motion and vote.
7. The meeting schedule is adopted at the December meeting.

8. Changes to the meeting schedule should only occur due to necessity, such as lack of quorum, building problems, severe weather, etc.
9. The Board holds a regular meeting once per month.
    a. Board actions occur at this meeting.
10. The Board schedules workshops as the need arises
    a. The purpose of a workshop is to allow in-depth discussion and/or review of data.
    b. Occasionally, a workshop may need to be added to the meeting schedule.
    c. A special meeting may be called by the Chairman or by any two (2) Members of the Board and notice of those meetings given in accordance with the Open Meetings Act, Public Act 267 of the Public Acts of 1976, as amended. The Board may act at a special meeting.
11. Emergency meetings may only be held in the event of a severe and imminent threat to the health, safety, or welfare of the Agency, employees, or clientele.
12. The Leadership Team designated by the CEO will attend meetings; however, participation is limited to professional counsel, guidance, and recommendation.
13. The Leadership Team does not participate in deliberation, debate, or voting.

3.2 Citizens Wishing to Address the Board

1. Citizens wishing to address the board at Board Meetings are limited to the portion of the meeting designated as Citizens Wishing to Address the Board.
2. A person may address the Board on an agenda or non-agenda item for not longer than three (3) minutes.
3. Delegations of five or more may be encouraged by the chair to designate one or more individuals to speak on their behalf to avoid cumulative comments.
4. Board Members will listen to the comments.
5. The Board Chairman may direct the CEO to investigate item(s) and report back to the Board.
6. Board Members shall not immediately respond or enter into discussion with the audience during the meeting.
7. Any materials or handouts during Public Comment become part of public records.

3.3 Organizational Meeting

1. The April Meeting will be designated as an organizational meeting.
2. Board Bylaws require specific motions at the annual organizational meeting.
    a. These items may be agenda items or included in the consent agenda.

3.4 Board Committees

1. The purpose of a Board committee is to gather information for the whole Board, review and discuss specific topics that fall within the committee's area of study, and share the information and summary of the discussion with the full Board.
2. The Board shall establish standing committees as it may deem necessary. The functions and duties of these committees shall be designated by the Board.
3. Committees do not have decision-making authority.
4. There will be eight (8) standing Committees: Advisory Council, Corebridge Financial, Recipient Rights Advisory Committee, Region 10 PIHP (Board Chairman & Board Rep.), SCCCMH Board Annual Awards Recognition Committee, SCCCMH Board Finance Committee, SCCCMH Board Personnel Committee, and the SCCCMH Board Policy Committee.

   When the Board Chairman is appointed as a listed member of a Committee: The number of Board Members serving on the Committee shall not exceed one (1) less than a quorum of the Board.

   When the Board Chairman is not appointed as a listed member of the Committee, the number of Board Members serving on the Advisory Council shall not exceed two (2) less than a quorum, recognizing that the Board Chairman serves as an ex-officio member of all committees.

5. Other committees will be determined as needed.

3.5 Annual Timeline for Board of Education

The purpose of the calendar below reflects a planned schedule to help the Board meet its responsibilities as outlined in Board Policy and best practices through CMHA, including: Setting Policy, Strategic Planning, and Budget Review. Items listed may be removed, rescheduled, or additional items may be added, as needed.

1. January
   a. Regular Board Meeting
      i. Information – Post Discharge Annual Report; Program Performance Indicator Report

2. February
   a. Regular Board Meeting

i. Action – Annual Awards Overview
ii. Information – Strategic Plan Q1 Updates

b. CMHA Winter Conference

3. March
   a. Regular Board Meeting
      i. Action – Annual Submission
      ii. Information – Recipient Rights Quarterly; Prescriber Satisfaction Summary Report
      iii. Governance – Nominating Committee Appointment; Review Board Committees

4. April
   a. Regular Board Meeting – Annual Meeting
      i. Action – Election of Officers; Board Committee Appointments; Mission Vision, Values Approval; Code of Ethics Approval; By-Laws Review and Approval; Review Board Code of Conduct and Board Operating Procedures
      ii. Governance – Board Member Perspective Update; Conflict of Interest

5. May
   a. Regular Board Meeting
      i. Action – CARF Workplans
      ii. Information – Strategic Plan Q2 Updates
   b. CMHA Summer Conference
   c. Awards Banquet

6. June
   a. Regular Board Meeting
   b. Regular Board Meeting
      i. Information – Finance Audit – RPC; Recipient Rights Semi-Annual Report, Recipient Rights Quarterly Reports
         - CMHA Spring Conference

7. July
   a. Regular Board Meeting
      - Self-Eval and setting Board goals

8. August
   a. Regular Board Meeting

9. September
    a. Regular Board Meeting
        i. Action – Proposed Budget
        ii. Information – Recipient Rights Quarterly Report; Accessibility Summary Report; Corporate Compliance Plan FY; Safety Program Plan FY
10. October
    a. Regular Board Meeting
        i. Action – Annual Strategic Plan
        ii. Information – Customer Satisfaction Survey Report; Corporate Compliance Annual Report; Safety Program Annual Report (previous FY)
        iii. Governance – Review CEO Evaluation Process
            - CMHA Fall Conference
11. November
    a. Regular Board Meeting
        i. Action - Union Contracts
        b. Information – Safety Program Annual Report; Stratgic Plan Q4; CEO Self Evaluation Presented
            - CEO Evaluation, self-evaluation, and evidence provided by the CEO for final evaluation

12. December
    a. Regular Board Meeting
        i. Action – CEO Evaluation; CEO Contract Amendment; Board Calendar
        ii. Information – Corporate Compliance Annual Report and Plan; Quality Improvement Plans; Performance Indicator Reports; Recipient Rights Annual Report
    b. Special Meeting (May be Closed Session)
        - Formal CEO evaluation facilitated and adopted

Anything else required on a yearly basis needing Board approval.

We, the St. Clair County Community Mental Health Authority Board of Directors, hereby adopt and agree to the above Operating Procedures.

Board Approved: 08/11/2026