

Special Meeting of the  
Executive Committee via Teleconference

NOTICE

October 5, 2011

4:00 p.m. – 5:00 p.m.



Teleconference Information:

**Call-In Information: 1-877-339-2412,  
conference code 2250381321**

California Mental Health Service Authority  
(CalMHSA)  
Special Meeting of the Executive Committee  
Agenda

Wednesday October 5, 2011

4:00 p.m. –5:00 p.m.

**Call-In Information: 1-877-339-2412,  
conference code 2250381321**

Teleconference Meeting Locations:

George Hills Company  
3043 Gold Canal Drive, Suite 200  
Rancho Cordova, CA 95670

Los Angeles County  
550 S. Vermont Ave, 10<sup>th</sup> Floor  
Los Angeles, CA 90020

San Luis Obispo County  
2180 Johnson Ave.  
San Luis Obispo, CA 93401

Monterey County  
1270 Natividad Road  
Salinas, CA 93906

Sonoma County  
3322 Chanate Road  
Santa Rosa, CA 95404

Orange County  
405 West 5<sup>th</sup> Street, Suite 726, 7<sup>th</sup> Floor  
Santa Ana, CA 92701

*In compliance with the Americans with Disabilities Act, if you are a disabled person and you need a disability-related modification or accommodation to participate in this meeting, please contact Laura Li at (916) 669-4098 (telephone) or (916) 859-4805 (facsimile). Requests must be made as early as possible, and at least one full business day before the start of the meeting.*

*Materials relating to an item on this agenda submitted to this Committee after distribution of the agenda packet are available for public inspection at 3043 Gold Canal Drive, Suite 200, Rancho Cordova, CA, 95670, during normal business hours.*

**1. CALL TO ORDER**

**2. ROLL CALL AND INTRODUCTIONS**

**3. INSTRUCTIONS FOR PUBLIC COMMENT AND STAKEHOLDER INPUT** - The Executive Committee welcomes and encourages public participation in its meetings. This time is reserved for members of the public (including Stakeholders) to address the Committee concerning matters on the Agenda, however due to duration and single issue on this agenda time will be limited to two minutes per person and ten minutes total.

For Agenda items, public comment will be invited at the time those items are addressed. Each interested party is to indicate their interest at the request of the Chair upon conclusion of Committee discussion. When it appears there are several members of the public wishing to address the Committee on a specific item, at the outset of the item, the Committee Chair may announce the maximum amount of time that will be allowed for presentation of testimony on that item.

*Since this meeting is by teleconference, members of the public will have the option of going to one of the identified meeting sites, or calling in. For public comment, and comment on any agenda item(s) and/or non-agenda item(s), comments will be requested from each noticed location first, then from persons who have called in. Members of the public calling in are requested to send an email to [calmhsa@georgehills.com](mailto:calmhsa@georgehills.com) during the meeting stating their name and the subject of their comment (Emails must be received prior to moving to the next agenda item).*

**4. APPROVAL OF AGENDA AS POSTED (OR AMENDED)**

**5. CONSENT CALENDAR** – If the Committee would like to discuss any item listed, it may be pulled from the Consent Calendar

A. Minutes from the June 1, 2011 Executive Committee Meeting

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**Recommendation: Staff recommends the Board formally consider approval of the consent calendar.**

**6. ADMINISTRATIVE MATTERS**

- A. Stigma and Discrimination Consortium Project, SDR Program 1, Component 1 6

Staff will report out on the response to the September 6<sup>th</sup> letter from the California Network of Mental Health Clients and make recommendations for timely implementation of the SDR Program 1, Component 1.

**Possible Action: Authorize the Executive Director to contract as necessary to commence a timely implementation of SDR Program 1, Component 1.**

- 7. CLOSING COMMENTS** - This time is reserved for comments by Committee members and staff to identify matters for future Committee business.

A. Committee

B. Staff

**8. ADJOURNMENT**

**CONSENT CALENDAR**

**Agenda Item 5.A.**

**SUBJECT: Consent Calendar**

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**BACKGROUND AND STATUS:**

The Consent Calendar consists of items that require approval or acceptance but are self-explanatory and require no discussion. If the Board would like to discuss any item listed, it may be pulled from the Consent Calendar.

A. Minutes from the June 1, 2011 Executive Committee Meeting

**RECOMMENDATION:**

Staff recommends the Board formally consider approval of the Consent Calendar.

**REFERENCE MATERIALS ATTACHED:**

- Minutes from the June 1, 2011 Executive Committee Meeting



*"A George Hills Company Administered JPA"*

## **CalMHSA Executive Committee**

### **Meeting Minutes from June 1, 2011**

Teleconference start time: 10:00 a.m.

#### ***MEMBERS PRESENT:***

Allan Rawland, ACSW, MSW, San Bernardino County, President  
Wayne Clark, PhD, Monterey County, Vice President  
Karen Baylor, PhD, LMFT, San Luis Obispo County, Treasurer  
William Arroyo, MD, Los Angeles County, Los Angeles Region  
Scott Gruendl, MPA, Glenn County, Superior Region

#### ***MEMBERS ABSENT:***

Maureen Bauman, LCSW, Placer County, Secretary  
Brad Luz, PhD, Sutter/Yuba County, Central Region  
Michael Kennedy, MFT, Sonoma County, Bay Area Region  
Mark Refowitz, MSW, Orange County, Southern Region

#### ***STAFF:***

John Chaquica, CalMHSA  
Edward Walker, CalMHSA  
Kim Santin, CalMHSA  
Doug Alliston, Murphy Campbell Guthrie & Alliston, PLC  
Laura Li, CalMHSA  
Maya Maas, CalMHSA

#### ***OTHERS:***

Halsey Simmons, MFT, Solano County

#### **1. CALL TO ORDER**

Allan Rawland, ACSW, MSW, San Bernardino County, called the meeting to order.

#### **2. ROLL CALL AND INTRODUCTIONS**

Laura Li, CalMHSA, called roll, confirming a quorum.

**3. INSTRUCTIONS FOR PUBLIC COMMENT AND STAKEHOLDER INPUT**

Ms. Li then reviewed the meeting process:

- The chair will take comment from members first. Once members have commented, he will open the subject up for public comment by call in location followed by comment by those calling in.
- Public attending at each call in location will fill out comment cards to be collected and mailed in to CalMHSa staff.
- Speakers are asked to state their names and agencies.

**4. APPROVAL OF AGENDA AS POSTED (OR AMENDED)**

Mr. Rawland asked if there were any amendments to the existing agenda. With no amendments made, he entertained a motion to approve the agenda as posted.

*Action: A motion was made to approve the agenda as posted.*

**Motion – William Arroyo, MD, Los Angeles County**

**Second – Karen Baylor, PhD, LMFT, San Luis Obispo County**

**Motion passed unanimously.**

Allan Rawland	Aye	Brad Luz	*
Wayne Clark	Aye	William Arroyo	Aye
Maureen Bauman	*	Mark Refowitz	*
Karen Baylor	Aye	Scott Gruendl	Aye
Michael Kennedy	*		

**\*Not Present    \*\*Abstain**

Public comment was heard from the following individual(s):  
None

**5. APPROVAL OF CONSENT CALENDAR**

Mr. Rawland acknowledged the consent calendar and asked for comment from Board members or staff. With no comments, he entertained a motion to approve the consent calendar.

*Action: A motion was made to approve the consent calendar as posted.*

**Motion – Wayne Clark, PhD, Monterey County**

**Second – William Arroyo, MD, Los Angeles County**

**Motion passed unanimously.**

Allan Rawland	Aye	Brad Luz	*
Wayne Clark	Aye	William Arroyo	Aye
Maureen Bauman	*	Mark Refowitz	*
Karen Baylor	Aye	Scott Gruendl	Aye
Michael Kennedy	*		

\*Not Present \*\*Abstain

Public comment was heard from the following individual(s):

None

**6. ADMINISTRATIVE MATTERS**

**A. SAMHSA System of Care Expansion Planning Grants**

Mr. Rawland called on Wayne Clark, Monterey County, to provide an overview of the SAMHSA grant application and the team’s vision should CalMHSA be awarded.

Dr. Clark provided a brief description of the team being created, to include stakeholders from throughout California. Starting in October, the team will look monthly at the current status of California’s children’s mental health services, strategies for sustainability, examples from other states, and any policy changes needed. In August 2012 a summit would be held to review a policy white paper. Following vetting, the white paper would be submitted to the federal government to reengineer the children’s system of care in California.

Jim Featherstone, emeritus member of CMHDA, will serve as project director. Dr. Clark and Bill Arroyo, Los Angeles County will participate as representatives of the board. Todd Sosna, CiMH, will provide expertise on children’s systems of care. United Advocates for Children and Families has rallied a diverse group of stakeholder groups throughout California, with a key partner being CAYEN. Over 35 letters of support have been collected, though the application only allows for 30 such letters to be submitted.

This application provides CalMHSA with an opportunity to work with the Prevention and Early Intervention Statewide activities. A match has been identified at 1% of the statewide monies. They are non-federal funds so allowable under the federal guidelines.

Public comment was requested. No comment was made.

**Action: Approval of proposal for submission and authorization for Executive Director to sign and certify match funds.**

**Motion – Wayne Clark, PhD, Monterey County  
Second – William Arroyo, MD, Los Angeles County**

Allan Rawland	Aye	Brad Luz	*
Wayne Clark	Aye	William Arroyo	Aye
Maureen Bauman	*	Mark Refowitz	*
Karen Baylor	Aye	Scott Gruendl	Aye
Michael Kennedy	*		

**\*Not Present \*\*Abstain**

Public comment was heard from the following individual(s):  
None

**7. PUBLIC COMMENTS**

President Rawland asked if there were any public comments from those calling in. No comment was made.

Public comment was heard from the following individual(s):  
None

**8. ADJOURNMENT**

Hearing no further comments the meeting was adjourned at 10:33 a.m.

**Action: A motion was made to adjourn the meeting.**

**Motion – Wayne Clark, PhD, Monterey County  
Second – Karen Baylor, PhD, LMFT, San Luis Obispo County**

**Motion passed unanimously.**

**ADMINISTRATIVE MATTERS**

**Agenda Item 6.A.**

**SUBJECT: Stigma and Discrimination Consortium Project, SDR Program 1, Component 1**

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**BACKGROUND AND STATUS:**

Under the CalMHSa Statewide PEI Implementation Work Plan and the Stigma and Discrimination Reduction RFP, Program 1, Component 1, a statewide Stigma and Discrimination Reduction Consortium is to be formed to facilitate a coordinated public message, conduct a statewide assessment of capacity and gaps in stigma and discrimination reduction activities, recommend strategies for addressing gaps and expanding and enhancing capacity, and develop and disseminate anti-stigma materials.

The California Network of Mental Health Clients was the only responder to the Stigma and Discrimination Reduction Consortium RFP. CalMHSa staff was in contract negotiations with the Client Network since Board approval on June 9, 2011 but suspended those negotiations due to significant organizational changes. On September 6, 2011, staff sent a letter to the Client Network asking for information pertaining to organizational readiness before resuming contract negotiations.

Acting Director Perry Two Feathers Tripp responded on October 4, 2011 with supporting documents, including a cover letter and draft governance plan, which are attached.

**RECOMMENDATION:**

Authorize the Executive Director to contract as necessary to commence a timely implementation of SDR Program 1, Component 1.

**REFERENCE MATERIALS ATTACHED:**

- Documents from the California Network of Mental Health Clients' Response:
  1. Cover Letter
  2. Draft Governance Plan



CALIFORNIA NETWORK  
*of* MENTAL HEALTH CLIENTS

2012 - 19th Street, Suite 100, Sacramento, California 95818

(916) 443-3232 ■ (800) 626-7447 ■ Fax: (916) 443-4089 ■ [info@californiaclients.org](mailto:info@californiaclients.org) ■ [www.californiaclients.org](http://www.californiaclients.org)

Monday, October 3, 2011

Ann Collentine, MPPA  
Program Director  
3043 Gold Canal Drive, Suite 200  
Rancho Cordova, CA 95670

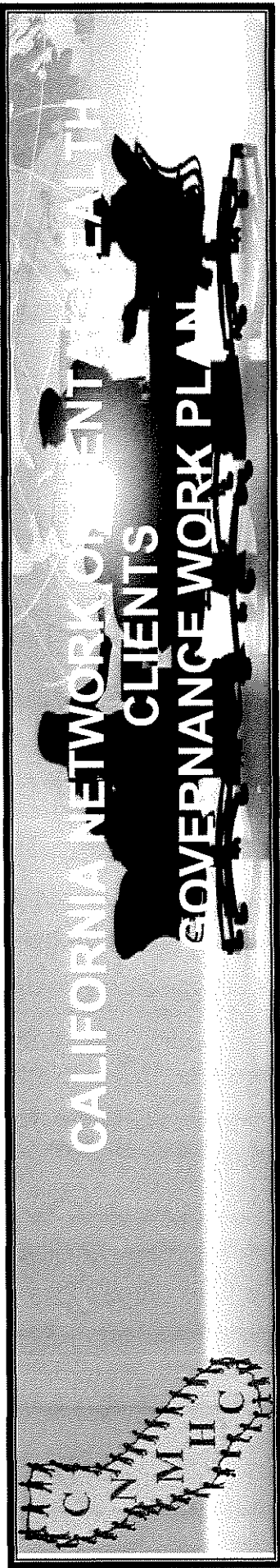
Dear Ms. Collentine:

We appreciate the opportunity to work with CalMHSA in successfully executing California Network of Mental Health Clients (CNMHC) proposal for the Stigma and Discrimination Reduction Consortium under Program One, Strategies for a Supportive Environment. However, we do acknowledge the CNMHC is in need of leadership and personnel to become stable and meet our mission and vision.

We have attached a draft comprehensive personnel plan and a draft governance plan along with supporting documents for your review. We welcome your input and look forward in working with you.

Sincerely,

Perry Two Feathers Tripp and Steven McCormick  
Acting Executive Directors



PARTNER INSTITUTION A: California Network of Mental Health Clients, Inc.

PARTNER INSTITUTION B: CaIMHSA

WORK PLAN PERIOD: September 30, 2011 to December 31, 2011

DATE OF SUBMISSION: September 30, 2011

This Governance work plan outlined herein as does pages 1-12, designed and developed by Perry Two Feathers Tripp and has been agreed to by representatives of the partnership institutions:

*[Signature]* \_\_\_\_\_  
 Signature of Representative

*Perry Two Feathers Tripp* \_\_\_\_\_  
 Name and Title

*California Network of Mental Health Clients* \_\_\_\_\_  
 Institution

*October 3, 2011* \_\_\_\_\_  
 Date

*[Signature]* \_\_\_\_\_  
 CNMHC Approval

\_\_\_\_\_   
 CaIMHSA Approval

**SECTION 1 DESCRIPTION OF PARTNERSHIP ORGANIZATIONS**

- A. Name of Partner Institution:** California Network of Mental Health Clients, Inc.  
**Description of Institution:** The California Network of Mental Health Clients est. 1983 as a 501 (c)3 Not-for-profit public benefit corporation.

**MISSION STATEMENT**

The purpose of the California Network of Mental Health Clients is to support and encourage mental health clients to live at the highest level possible while enjoying full civil and human rights.

**AGENCY OBJECTIVES AND PURPOSES**

The primary objectives and purposes of this corporation shall be:

- a) to empower clients of the mental health system through self-help groups and networking statewide;
- b) to confront stigmatizing attitudes about mental health clients in the public, the media, the mental health system, and within mental health clients themselves;
- c) to provide a strong voice of, by and for mental health clients, to be heard on all issues concerning clients and public policies affecting them in the government, the media and the community;
- d) to promote and instill the rights of clients in and out of treatment situations, with special attention to the right of freedom of choice;
- e) to promote employment of persons who have received mental health services in a range and variety of careers of their choices, including the public mental health system.
- f) Other : All other activities and programming relating to mental health client empowerment and our vision or mission.

**B. Name of Partner Institution:** CalMHSA; California Mental Health Services Administration  
**Description of Institution:** From the website: [www.calmhsa.org](http://www.calmhsa.org)

The California Mental Health Services Authority (CalMHSA) is an Independent Administrative and Fiscal Governments Agency focused on the efficient delivery of California Mental Health Projects. Member counties jointly develop, fund, and implement mental health services, projects, and educational programs at the state, regional, and local levels.

CalMHSA is not a legislative agency, nor are we an approval or advocacy body. We are a best practice inter-governmental structure with growing capacity and capability to promote systems and services arising from a shared member commitment to community mental health. CalMHSA supports the values of the California Mental Health Services Act:

- Community collaboration
- Cultural competence
- Client/family-driven mental health system for children, transition age youth, adults, older adults
- Family-driven system of care for children and youth
- Wellness focus, including recovery and resilience
- Integrated mental health system service experiences and interactions

Headed by a Separate Board of Members, an Executive Committee comprised of Officers and Statewide Region Representatives, the administrative firm of George Hills Company, Inc., and separate legal counsel of Murphy, Campbell, Guthrie & Alliston, CalMHSA operates within the statutes governing Joint Powers Agreement (JPA) entities, and complies with the Brown Act open meeting requirements.

**MISSION:**

The mission of CalMHSA is to provide member counties a flexible, efficient, and effective administrative/fiscal structure focused on collaborative partnerships and pooling efforts in:

- Development and implementation of common strategies and programs
- Fiscal integrity, protections, and management of collective risk
- Accountability at state, regional, and local levels

## SECTION 2 DESCRIPTION OF GOVERNANCE

### A. Governance Goal and Rationale:

The California Network of Mental Health Clients Governance is the process of providing strategic leadership to a nonprofit organization. It entails the functions of setting direction, making policy and strategy decisions, overseeing and monitoring organizational performance, and ensuring overall accountability. Nonprofit governance is a political and organizational process involving multiple functions and engaging multiple members & stakeholders.

The meaning of governance is relatively different for nonprofit and governmental settings. Public sector (government) governance refers to the political process of policy and decision making for communities and political jurisdictions, whereas nonprofit governance refers to the process of providing leadership, direction, and accountability for a specific nongovernmental, not-for-profit organization. This particular governance plan addresses only the topics of nonprofit governance for the California Network of Mental Health Clients, Inc.

In the United States and many other nations, an incorporated nonprofit organization must have a governing board and, as a matter of law, this board constitutes "the organization." It is common for boards to hire staff to actually do the work of the organization, often with support from volunteers. Nonetheless, it is the governing board that ultimately is accountable for all acts undertaken in the name of the organization, whether or not those acts are formally approved or implemented by the board itself. This accountability exists regardless of the size or nature of the organization and regardless of whether the organization employs staff, and members of nonprofit governing boards must recognize that they have certain legally enforceable duties and obligations by virtue of their membership on the board. (These duties and obligations are relevant only to the official governing board, itself, and do not apply to non-governing bodies such as advisory boards or councils.)

Nonprofit governance is primarily the province of an organization's governing board, often known as a board of directors or board of trustees. However, in larger organizations that employ staff, it is not unusual for others to be a part of the governance process, as well. In particular, it is common for the chief executive or staff officer of the organization to play a very active role.

### Governance, strategy, and leadership:

Effective governance is integral to the success of the nonprofit organization. Governance is essentially a decision process grounded in the assumption that organizations can cause desired results to occur by choosing appropriate courses of action. Fundamentally, governance and strategic leadership are about making informed organizational choices: choices about why we're here, what we want to accomplish, and the best ways to achieve those results, the resources we'll need to do these things and how we will secure them, and how we will know whether we are making a difference. Strategy is the process of

selecting among competing courses of action, using the chosen goals and outcomes as the basis for the selection, and implementing these strategies to achieve these results and outcomes. The process involves gathering information and using it to inform the decision process, with the expectation those effective strategy choices will result in organizational success. Unlike the for-profit world, where these choices are largely grounded in options for making money for someone, nonprofits essentially always begin with a focus on doing good – and making choices about how best to have an impact.

Effective governance and strategy are integral to the sustainability and long-term effectiveness of a nonprofit operating in today's complex and competitive world. To succeed, nonprofits (like all organizations) must continuously renew the link between what they do and the needs and interests of the community they serve. The membership of the California Network of Mental Health Clients is the focus and priority of the community that we serve. They must ensure they are providing the services needed and valued by their clients and constituents, and in ways that are consistent with the organization's core values and principles. As the organization serves its clients, governance involves making judgments about how well or poorly the organization is doing and then making choices about how it can be more effective.

**Boards of Directors:**

The California Network of Mental Health Clients board of directors consists of 15 seats total of the 5 regions; far north, bay area, central valley, south and far south. The positions consist of 3 seats per region, 2 elected and 1 appointed. Below is the excerpt from the Bylaws that are also attached.

“Two (2) Directors shall be elected at membership meetings held in the geographic regions, two (2) Directors for each region. The geographic regions are designated as the Far South Region, the South Region, the Bay Area Region, the Central Valley Region and the Far North Region. The Directors shall be called Regional Directors.

Regional Directors must live in the region from which they have been elected. If a Regional Director moves away from the region, he/she must vacate his/her seat.

Two Alternate Directors shall be elected at each regional membership meeting, to fill a seat from his/her region if it should become vacant.

Up to five (5) Directors will be appointed by the elected Regional Directors to represent the interests and populations of the state.”

The board of directors (sometimes known as the board of trustees or governing board) is the primary group of people entrusted with and accountable for the leadership and governance of the nonprofit corporation. Governance is a central responsibility of the board, yet the typical board's work goes beyond that of governance, alone. For example, it is common for boards and their members to also serve as:

- Ambassadors who build relationships and generate good will;

- Sponsors and representatives who advocate on behalf of the organization;
- Trusted advisors and consultants who offer guidance and serve as sounding boards for the chief executive and staff; and
- Resource developers who help the organization secure essential resources.

In certain membership organizations, board members may also serve as representatives who advocate on behalf of particular constituencies or membership groups in the governance process. However, this is not an appropriate role for a member of the board of a typical nonprofit organization

**B. Governance Objectives and Strategies for Achieving Them :**

The overall Governance objectives are designed to be achievable and guided in a time-line process to maximize the process of success while also measuring the outcomes.

The Board of Directors plays a major role in the design, implementation of the following:

- Determine and articulate the organization's mission, vision, and core values.
- Recruit and select the organization's chief executive.
- Support and assess the performance of the organization's chief executive.
- Ensure that the organization engages in planning for its future.
- Determine the set of programs that the organization will deliver to implement its strategies and accomplish its goals, and monitor the performance of these programs to assess their value.
- Ensure that the organization has financial and other resources adequate to implement its plans.
- Ensure the effective management and use of the organization's resources.
- Enhance the organization's credibility and public image.
- Ensure organizational integrity and accountability.
- Assess and develop the board's own effectiveness.

**External corporate governance controls:**

External corporate governance controls encompass the controls external stakeholders/members exercise over the organization; Examples include:

- Competition
- Debt covenants
- Demand for and assessment of performance information
- Government regulations & policy
- Managerial labor market
- Media pressure
- takeovers

**Internal corporate governance controls:**

Internal corporate governance control monitor activities and then take corrective action to accomplish organizational goals. Examples include:

**Monitoring by the board of directors:**

The board of directors, with its legal authority to hire, fire and compensate top management, safeguards invited capital. Regular board meetings allow potential problems to be identified, discussed and avoided. Whilst non-executive directors are thought to be more independent, they may not always result in more effective corporate governance as many not increase performance. Different board structures are optional for different firms. Moreover, the ability of the California Network of Mental Health Clients board to monitor the firms executives is a function of its access to information. Executive directors possess superior knowledge of the decision-making process and therefore evaluate top management on the basis of the quality of its decisions that lead to financial performance outcomes, ex ante. It could be argued, therefore, that executive directors look beyond the financial criteria.

**Internal control procedures and internal auditors:**

Internal control procedures are policies implemented by an entity's board of directors, audit committee, management and other personnel to provide reasonable assurance of the entity achieving its objectives related to reliable financial reporting, operation efficiency, and compliance with laws and regulations. Internal auditors are personnel within the origination who test the design and implementation of the entity's internal control procedures and the reliability of its financial reporting.

**Balance of power:**

The simplest balance of power is very common; require that the President be a different person from the Treasurer. This application of separation of power is further developed in companies where separate division check and balance each others' actions. One group may propose company wide administrative changes, another group review and can veto the changes, and a

third group check that the interest of people (customers, shareholders, members, employees) outside the three groups are being met.

**Remuneration:**

Performance-based remuneration is designed to relate some proportion of salary to individual performance. It may be in the form of cash or non-cash payments such as shares and share options, superannuation or other benefits. Such incentive schemes, however, are reactive in the sense that they provide no mechanism for preventing mistakes or opportunistic behavior, and can elicit myopic behavior.

**Committees and Task Forces:**

Boards engage in much of their work as a full group and, ideally, all members work as a team to accomplish the work of the board. Nonetheless, most boards also develop committees and task forces to help the board do its work, and these entities are part of the governance system of the organization. For most boards, some of these units are permanent or “standing” structures, while others accomplish a specific task and then disappear. It is increasingly common for boards to refer to the permanent structures as committees and the limited term entities as task forces or ad hoc committees, although some organizations do use the labels interchangeably. While it is common for board committees to be comprised entirely of board members, it is increasingly common to also invite non-board members with unique expertise or knowledge to serve. Often, the standing committees are specified in the organization’s bylaws, which explain their duties and responsibilities.

For boards with elaborate committee systems, the following are among the most common types of committees:

1. **Executive Committee:** This committee is typically comprised of the officers, and sometimes will also include committee chairs or selected other board members. It usually has the authority to act on behalf of the board between meetings and to address organizational emergencies. Some executive committees have the authority to act independently, but many are required to have their actions reviewed and ratified by the full board.
2. **Nominating Committee:** This committee has the responsibility for recruiting candidates for board and committee membership and preparing a “slate” of candidates or nominees for consideration and action by the full board. Some also nominate officers. It is increasingly common to define this committee’s responsibilities to include a year-round cycle of board development activities, including new member orientation, member self-assessment, board self assessment and development, and the development of board training programs and retreats. When operating with this enlarged portfolio, such committees often are called Board Development Committees.

3. **Fund Raising or Development Committee:** This committee usually is responsible for working with staff and board to organize and implement the organization's fund raising events and activities, including the solicitation of major gifts and grants.
4. **Finance Committee:** This committee is responsible for planning, monitoring, and overseeing the organization's use of its financial resources, including developing a budget to allocate the organization's funds. This committee will develop for board action the financial policies the organization requires. Unless the organization has a separate Audit Committee, the Finance Committee also will oversee and review the organization's independent audit.
5. **Personnel Committee:** This committee usually is responsible for planning, monitoring, and overseeing the organization's use of its human resources (paid and volunteer). This committee will develop needed personnel policies, including policies guiding performance management and supervision, employee compensation and benefits, and handling of grievances.
6. **Program Committee:** It is common for nonprofits to have one or more committees to oversee the organization's system(s) for delivering quality services to clients, and to ensure that these services are provided in a timely and responsible manner. This committee may handle certain relations with community leaders, partners and interest groups that have key interests in the programs of the organization, as well as planning for program development or refinement to meet future needs.
7. **Governance & Ethics Committee:** to establish policies about ethical behavior, develop and implement procedures, protocols and establish and monitor board processes. The Governance of the organization shall also act to insure the functions of setting direction, making policy and strategy decisions, overseeing and monitoring organizational performance, and insuring overall accountability, operations and effectiveness of the board; provisions of bylaws are followed and updated, create Governance best practices for the organization.

It is important that committees and task forces do only work that legitimately is the responsibility of the board, and take care that these structures do not interfere with the operations of the organization. Many boards have too many committees and it has become a trend among some boards to minimize the number of standing committees and use task forces as needed to address issues of strategic importance.

### **C. The Legal Duties of the Board**

In the United States, the board of directors of a nonprofit corporation has the ultimate responsibility and accountability for the conduct and performance of the organization. Boards regularly delegate the work of the organization to executives, staff, and volunteers, yet they cannot delegate or reassign their responsibility for that work. Nonprofit corporations are entities authorized by a state to be formed for the purpose of engaging in public service, and each such corporation must have a governing body that oversees and ultimately is legally accountable for the organization.

Over the past decade, there has been an increase in the attention paid to the legal responsibilities of nonprofit boards and their members. Both federal and state authorities have placed increased emphasis on the need for nonprofit boards to be accountable for the quality of their governance and oversight of their organizations. The increasingly competitive and demanding environment of nonprofits, including increased competition between nonprofits and for-profit businesses, likely will lead to even more legal accountability. Nonprofit boards have roles that go much beyond the legally required, yet there is no question that boards must be very attentive to the performance of their legal responsibilities.

From a legal perspective, the nonprofit board and its members, individually, have three fundamental duties.

**Duty of Care**, which is taking the care and exercising the judgment that any reasonable and prudent person would exhibit in the process of making informed decisions, including acting in good faith consistent with what you as a member of the board truly believe is in the best interest of the organization. The law recognizes and accepts that board members may not always be correct in their choices or decisions, but holds them accountable for being attentive, diligent, and thoughtful in considering and acting on a policy, course of action, or other decision. Active preparation for and participation in board meetings where important decisions are to be made is an integral element of the duty of care.

**Duty of Loyalty**, which calls upon the board and its members to consider and act in good faith to advance the interests of the organization. In other words, board members will not authorize or engage in transactions except those in which the best possible outcomes or terms for the organization can be achieved. This standard constrains a board member from participating in board discussions and decisions when they as an individual have a conflict of interest (i.e., personal interests conflict with organizational interests).

**Duty of Obedience**, which requires obedience to the requirements of applicable laws, rules, and regulations, as well as honoring the terms and conditions of the organization's mission, bylaws, policies and other standards of appropriate behavior. Board members are obligated to honor these standards with regard to all decisions and actions of the board, and those who do not may be subject to civil and even criminal sanctions (including sanctions imposed by the Internal Revenue Service of the U.S. government in cases of inappropriate personal benefit).

**Objectives of the Board of Directors:**

- Objective 1:** Insure that the vacant seats of the Board are filled to maintain compliance and equal representation of the full Board of Directors throughout the State. Vacant Seats of Board Members are to be filled with activated alternates from the region with vacant seats. Alternates will be given board of directors' materials and past meeting minutes and associated documentation.

**Objective 2:** Development of Training + Orientation of the Board of Directors currently seated, newly seated and alternates of the Board.

**Objective 3:** Development of Board of Directors Policies and Procedures. Develop and adopt board / organizational policies (including Conflict of Interest, Document Retention and Destruction, Whistleblower Policy, Gift Acceptance Policy, etc.) and educate board and staff on these.

**Objective 4:** Conduct a board self-assessment and establish a two-year governance plan from the results. This shall include Individual board assessment tool, full board assessment tool and board evaluation tool implementation.

**Objective 5:** Membership assessment & evaluation.

**Objective 6:** Revise Bylaws with assistance of a corporate law attorney and have them adopted by the membership.

**D. Potential Obstacles and Challenges to Achieving Objectives:**

- Additional funding for Board Education, Development & Trainings
- Conformity to structure and organizational policies and procedures
- Board member recruitment, standards, criteria and retention
- Member outreach and engagement

**SECTION 3 IMPLEMENTATION PLAN**

Objective 1	Key Deliverables	N/A	2011 MONTH:				Y	Lead Person (Position and Agency)
			09	10	11	12		
<b>Activities</b>								
1.1	Telephone notifications to the alternates of activation By President		X				President, McShan	
1.2	Written notification & confirmation to the alternates of activation from Administration office.		X				Board Secretary Torres/Admin	
1.3	Compile board minuets & documents for past meetings for alternates		X				Admin/Yusufzai	
1.4	Telephone confirmations of attendance of October 3, 2011 meeting		X				Board Secretary, Admin.	
1.5	Special teleconference for alternate board members temp. orientation		X	X			McCormick, Gov. Consultant, Gov. Com.,	
1.6	Recruitment of alternates with professional level of expertise				X	X	Board of directors, Admin, Membership	

Objective 2	CNMHC Board of Director standards, training and orientation materials. (Board development)						
	Key Deliverables	N/A	Activities	2011 MONTH:			Lead Person (Position and Agency)
09				10	11	12	
1.1			Consult with Patrick Bell for Board Orientation and Training facilitation	X			Tripp, McCormick Governance Com.
1.2			Developed materials in support of training; Roberts Rules of Order, Motions Guide, Guide to Better Governance	X			Tripp, McCormick Governance Com.
1.3			Power Point: How to conduct effective chapter meetings; Review, Revise & Implement.	X	X	X	Tripp, Consultant Bell, Gov.Gom.
1.4			Access OSH Office of Self Help for Technical Assistance and Training	X	X	X	Tripp, Admin/Yusufzai
1.5			Review of materials by Governance Committee for Full Board approval		X	X	Tripp, McCormick, Admin/Gov.Com., Gov. Consultant
1.6			Mandatory Board Orientation Training, Board/Ethics Training (face2face)			X	Tripp, Gov. Com.

Objective 3	Board of Directors policy and procedures manual. (Board Policy)						
	Key Deliverables	N/A	Activities	2011 MONTH:			Lead Person (Position and Agency)
09				10	11	12	
1.1	Contract Governance consultant Patrick Bell for PPM Policy Procedure Manual	X					Tripp, McCormick, Gov. Com. Board of Directors.
1.2	Patrick Bell outline of PPM Policy Procedure Manual for board + recommended areas of attention: document destruction, whistleblower, etc.		X	X			Bell, Tripp, McCormick, Gov.Com., Board of Directors
1.3	Formation of Governance committee workgroup to review results draft of PPM Policy Procedures Manual		X	X			Gov.Com.
1.4	Review, Approval and implementation by full board of directors					X	Gov.Com., Board
1.5	Board Policy research pre policy development	X	X				Tripp

Objective 4	Board assessment completed for use with 2-year Governance plan - Long-term						
	Key Deliverables	Activities	2011 MONTH:				Lead Person (Position and Agency)
			09	10	11	12	
1.1	Governance Workgroup will work with Patrick Bell in full Board assessment tool currently being developed.		X	X		X	
1.2	Continuation of Board assessment and assessment data collection					X	Tripp, Gov. Com., Board of Directors
1.3	Research on Board assessment models and data collection tools		X				Tripp

Objective 5	Membership assessment completed with results to be used for Strategic Planning and organizational/program development	2011 MONTH:				Y	Lead Person (Position and Agency)
		09	10	11	12		
Key Deliverables	<ul style="list-style-type: none"> <li>• Client Consumer MHSA Survey Integration</li> <li>• Cultural Competency Survey integration</li> <li>• WWT- Voc/Tech/Skills Survey Integration</li> <li>• DMH</li> <li>• OAC</li> </ul>					2	
	<b>Activities</b>					K	
1.1	Governance workgroup will be working with Consultant Patrick Bell on development of this survey.		X	X	X	1	Admin/Yusufzai, Tripp, Delphine Brody-MHSA Prog. Dir. Karin Latteau-WWT Prog. Dir.
1.2	Research on membership assessment data collection tools, processes etc.	X	X			2	Tripp

Objective 6	Revise bylaws & approval by membership.	2011 MONTH:					Lead Person (Position and Agency)
		09	10	11	12	Y 2 K 1 2	
Key Deliverables	<ul style="list-style-type: none"> <li>Local assistance</li> </ul>						
<b>Activities</b>							
1.1	Retain Corporate Law Attorney for consultation on revision/update to bylaws.	X	X				Tripp, McCormick, Admin/Board Gov.Com.
1.2	Establish workgroup/Governance committee for workgroup with Attorney 2-3 persons TBA.		X	X			Tripp, Attorney, Gov.Com., Board, MEMBERSHIP
1.3	Review by full board of directors of proposed revisions/deletions/additions (30) Days.			X	X		Tripp, Attorney, Gov.Com., Board, MEMBERSHIP
1.4	Publish to submit out to membership for approval at membership meeting				X	X	Tripp, Board.
1.5	Full board meeting and membership convention/meeting				X		Board/Admin. Tripp, McCormick

**SECTION 4 PLANNED BOARD INSERVICE TRAININGS/TRIPS**

Trip No.	Timeframe	Purpose	Location	No. of travelers
1	30 Days	NPRCenter Annual Conference Oct 5, 2011: The future of Non-Profits	Sacramento	2-4
2	30 Days	Governance Committee Meeting and future dates bi-weekly meetings suggested	TeleConf	Full Board
3	60 Days	Non-Profit Resource center Board training/online workshop	Sacramento/Online	Full Board (15) Alternates (5-10)
4	90 days	Full Board face2face meeting @ DoubleTree	Sacramento, CA	Full Board 15 Newly seated 6

**SECTION 5 PLANNED COLLABORATION WITH OTHERS**

Name of Organization	Planned Collaboration / Activities
Non-profit Resource Center	Board Training every quarter calendar period.
SAMHSA	Office of Self Help Technical Assistance Center Services
Board Source	Online resources for the Non-Profit Board. Board assessment tools and evaluations

**SECTION 6 INDICATORS, DATA COLLECTION AND REPORTING**

**A. Indicators**

Indicator	Target	Target Date	Data disaggregating	Data source / collection tool	Responsible person/agency
High turnover rate of board members, inability to perform fiduciary functions/roles	Current 7 future board members	Nov 15, 2011	N/A	Board Member individual assessment	Tripp-CNMHC Patrick Bell-Edge Consulting
Lack of strategic planning, processes, communications	Board of Directors	December 10, 2011	2009 Results	Board assessment tool	Patrick Bell-Edge Consulting
Lack of membership data, recruitment/outreach and retention	Membership	December 27, 2011	N/A	Membership assessment tool/survey	Admin/Yusufzai

**B. Coordination of Data Collection**

The coordination of the data collection process will for the most part be electronically preformed. In the event that this can not be achieved we will take the steps necessary to solicit the data collection tool in written form the then input the data into the electronic version. This will maximize our efforts in order to achieve our goals and objectives

**C. Reporting to the Membership Communities, Partners, Funders, Affiliates, ,**

The board of directors is required to complete an annual report to the membership yearly. The need for a communications plan is being evaluated as well as required monthly committee reports and quarterly reports to be distributed to the membership by board of directors on a more regular basis. The dissemination of all the information will be done by U.S. Mail as is standard with membership mailings. Improvements to the reporting process will be provided on our web-site that is currently being re-designed for integration with a membership portal. This will allow for better reporting to all members, communities, partner/affiliates and funders. This is a project that is currently being addressed by a IT Workgroup/Committee and is expected to be ready by the first of the year 2012.

**SECTION 7 SUSTAINABILITY OF THE PARTNERSHIP PROJECT**

The California Network of Mental Health Clients is committed to the opportunity that we are being given with CalMHSA. We have expressed and discussed shared concerns and visions of the legacy that will be the result of continued hard work and open, honest communications. It is essential to have effective Communications between partnership relations for the continued growth of this project. CNMHC is currently reviewing overall agency efficiency and experiencing the need for growth and development that is fostered by very supportive individuals, members, partners and funders.

**SECTION 8 CONTACT INFORMATION OF KEY PERSONNEL**

Insert name of partner institution here						
Position	Name	Address	Telephone #	Fax #	E-mail	
Governance Chair	Steven McCormick	3218 Warwick Ct. Stockton, CA 95702	209-468-9730	NONE	stvnpmc@att.net	
Governance Consultant	Patrick Bell	CONFIDENTIAL	916-	By request	bellpe@mindspring.com	
Acting Executive Director	Perry Two Feathers Tripp	4740 Burke Hill Dr. Ukiah, CA 95482	707-408-2244	916-443-4089	Twofeathers707@yahoo.com	
Board President	Yvette McShan	1537 165 <sup>th</sup> Ave. San Leandro, CA 94578	510-278-1247	NONDE	yvettemcshan@yahoo.com	
Clerk to the Board (Administrator)	Gulshan Yusufzai	CONFIDENTIAL	916-202-0707		GulshanYusufzai@californiaclients.org	
Board Treasurer	Linda Kaye	1990 Lake Street #102 Huntington Beach CA 92684	714-969-2040	NONDE	Elkay_1990@yahoo.com	
CaIMHSA Proj. Lead	Michele Curran	CONFIDENTIAL	916-443-3232	916-443-4089	MicheleCurran@californiaclients.org	

CaIMHSA						
Position	Name	Address	Telephone #	Fax #	E-mail	
Program Manager	Stephanie Welch, MSW	3043 Gold Canal Dr. Suite 200 Rancho Cardova, CA 95670	916-859-4816	916-859-4805	Stephanie.welch@georgehills.com	

**SECTION 9 GOVERNANCE DOCUMENT ATTACHMENTS**

Attachment	Description	Pages
CNMHC Current Bylaws	Corporate Bylaws of the California Network of Mental Health clients	
CNMHC Articles of Incorporation	Original copies of the Articles of Incorporation	3
CNMHC Corporate Minutes July 27, 2011	Results of Emergency Board meeting; Change of Leadership/Executive Officers	2
CNMHC Corporate Board Resolution	Board Resolution to define actions taken by the full board as majority	1
CNMHC Board of Directors Self Assessment Tool 2010	Sample of the previous Board Self Assessment Tool	3
CNMHC Intro to Roberts Rules of Order and Parliamentary Procedures	Guide for Roberts Rules of Order and Parliamentary Procedure with Motions charts and guide	6

