



MEMORANDUM

TO: Trustees

FROM: Carolyn Jackson, Chair, Nominating Committee **BOARD ACTION REQUIRED**

DATE: August 11, 2022

SUBJECT: Resolution to Approve MHB Officer Duties and Committee Charters

Over the past several months the Executive, Nominating, Personnel, Housing, Finance and Program Committees have all reviewed and unanimously approved the Officer Duties and Committee Charters.

These duties and charters may be found as an attachment to this memorandum.

The attached resolution, if approved, codifies the Saint Louis MHB Officer Duties and Committee Charters.

SAINT LOUIS MHB

APPROVING THE SAINT LOUIS MHB OFFICER DUTIES AND COMMITTEE CHARTERS

RESOLUTION

WHEREAS, MHB's by-laws contain provisions for roles and responsibilities of officers and three standing committees; and

WHEREAS, MHB has formed an additional three ad-hoc committees as a part of its governance; and

WHEREAS, establishing clear duties for officers and charters:

- ensures focus for each working group
- allows member recruitment with a clear purpose
- supports compliance with legal and fiduciary responsibilities,

NOW THEREFORE BE IT RESOLVED:

The City of St. Louis Mental Health Board of Trustees have ratified Officer Duties and Charters for both standing and ad hoc committees.

APPROVED THIS 18th DAY OF AUGUST 2022

Board Chair/Officer Name (printed):	Signature:
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ATTEST:

Board Officer Name (printed):	Signature:
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SAINT LOUIS MHB DUTIES AND RESPONSIBILITIES OF THE OFFICERS OF THE BOARD OF TRUSTEES

The officers of the City of Saint Louis Mental Health Board of Trustees ("Board") shall be a Chair, Vice-Chair, and Secretary/Treasurer.

- The term of these offices is one (1) year
- In the event an officer cannot fulfill their entire term, the Board shall elect a successor to fill the remainder of the term

Each March, the Nominating Committee shall present a slate of candidates for each office. At the April Board meeting, the officers elected in March shall be installed.

The officers shall perform the following duties and responsibilities, including, but not limited to:

- **Chair**
 - Preside at all meetings of the Board
 - Sign any contracts or other instruments the Board has authorized to be executed
 - Shall perform personally or through a designee all duties incident to the office of Chair and such other duties as may be prescribed by the Board from time to time
 - Serve as an authorized check signer for the Board
 - Approve any payments greater than \$10,000.00, including the monthly ACH payment to funded partners
- **Vice Chair**
 - In the absence of the Chair or in the event of the Chair's inability or refusal to act, the Vice-Chair shall perform all the duties of the Chair and when so acting, shall have all the powers of and be subject to all the restrictions upon the Chair
 - Serve as an authorized check signer for the Board
 - In the absence of the Chair, the Vice-Chair may approve any payments greater than \$10,000.00, including the monthly ACH payment to funded partners
- **Secretary/Treasurer**
 - Have charge and custody of and be responsible for all funds and securities of the organization
 - Ensure such banks, trust companies or other depositories shall be selected in accordance with the provisions of Article XI of MHB's By-Laws
 - Keep the minutes of the Board meetings in one or more books provided for that purpose
 - See that all notices are duly given in accordance with the provisions of the By-Laws as required by law
 - Secretary/Treasurer or designee shall post the notice and agendas of all regular and special-called meetings prior to the meeting in accordance with the requirements of the Missouri Sunshine Law (Chapter 610, RSMo.)
 - Shall perform personally or through a designee, all the duties incident to the office of Secretary/Treasurer and such other duties as from time to time may be assigned by the Chair or by the Board
 - Serve as an authorized check signer for the Board
 - In the absence of the Vice Chair, the Secretary/Treasurer may approve any payments greater than \$10,000.00, including the monthly ACH payment to funded partners

Any officer elected or appointed to the Board may be removed upon a two-thirds vote of the Board as an officer – not as a Trustee by the Board whenever in the judgement of the Board, the best interests of the organization would be served. A vacancy in any office due to absence, illness, death, resignation, removal, disqualification, or otherwise of the officer, may be filled by the Board for the unexpired portion of the term.



SAINT LOUIS MHB EXECUTIVE COMMITTEE CHARTER

PURPOSE:

Article VIII of the City of Saint Louis Mental Health Board of Trustees' (Saint Louis MHB) By-laws establishes a standing Executive Committee which shall be comprised of the three elected Board Officers (Chair, Vice-Chair, and Secretary/Treasurer). The duties of the Executive Committee as assigned by the Board of Trustees include but are not limited to studying, reviewing, considering, and acting on litigation, potential litigation, contracts, and fiscal matters. The MHB Executive Committee has the authority to act on behalf of the Board when necessary.

ROLES AND RESPONSIBILITIES:

The Executive Committee shall meet at the call of the MHB Board of Trustees, the Board Chair or Officer, or MHB Leadership Staff to review, develop, assess, and provide advice and insight as requested regarding the following:

- **Litigation or potential litigation**
- **Urgent circumstance contracting**
- **Unplanned fiscal matters**
- **Business needing immediate action**

COMMITTEE COMPOSITION:

The membership of the Executive Committee is limited to the duly elected MHB Officer Slate which is voted on annually by the full Board of Trustees at their March meeting.

STAFF TO THE COMMITTEE:

Executive Director, MHB Legal Counsel

SAINT LOUIS MHB NOMINATING COMMITTEE CHARTER

PURPOSE:

Article VIII of the City of Saint Louis Mental Health Board of Trustees' (Saint Louis MHB) By-laws establishes a standing Nominating Committee which shall be comprised of three MHB Trustees. The Board Chair shall be an ex-officio member of the Nominating Committee. The duties of the Nominating Committee include reviewing, studying, and ultimately nominating persons to serve as Officers of the Board of Trustees and to solicit and screen nominees as potential Trustees to serve the Saint Louis MHB.

ROLES AND RESPONSIBILITIES:

The Nominating Committee shall meet at the call of the Board Chair or Officer, or the Executive Director to review, develop, assess, and provide advice and insight as requested regarding the following:

- **Annual Officer Slate:** Each February, the Nominating Committee shall convene to determine the MHB Officer Slate for the upcoming year. The annual term of Officers is from the April meeting until the next April meeting. The nominated slate is voted on at the March Trustee meeting.
- **Board Composition:** Per its by-laws, the Saint Louis MHB Board of Trustees must have a minimum of nine (9) members to a maximum of 15. At least half cannot be providers of health services, one must be a physician, no more than a third can represent public or private entities involved in the provision of services as detailed in Section 205.975, RSMo., 2004. Additionally, at least a third shall represent consumers of psychiatric services or the families receiving such services. Finally, the by-laws stipulate the overall Trustee composition shall reflect the residents of the City of St. Louis with respect to employment, race, age, sex, and geography.
- **Board Vacancies:** The Nominating Committee shall meet to plan, review and commit to nominations to fill vacancies that adhere to the composition requirements stated above.

COMMITTEE COMPOSITION:

The membership of the Nominating Committee shall include a minimum of three Trustees appointed annually by the Board Chair each January.

STAFF TO THE COMMITTEE:

Executive Director, MHB Legal Counsel



SAINT LOUIS MHB PERSONNEL COMMITTEE CHARTER

PURPOSE:

Article VIII of the City of Saint Louis Mental Health Board of Trustees' (Saint Louis MHB) By-laws establishes a standing Personnel Committee which shall be comprised of not less than three MHB Trustees appointed by the Board Chair. Per the by-laws, the duties of the Personnel Committee include reviewing, studying, and considering personnel matters and matters affecting the staffing of the Saint Louis MHB.

ROLES AND RESPONSIBILITIES:

The Personnel Committee shall meet at least twice annually at the call of the Board Chair, a Board Officer, or the MHB Executive Director to review, develop, assess, and provide advice and insight as requested, regarding the following:

- **Review personnel policies**—bi-annually review and ensure that personnel policies comply with applicable laws, regulations, ethical guidelines, and minimize organizational risk and exposure; ensure the policies are also reviewed bi-annually by legal counsel.
- **Evaluate performance of the Executive Director**—coordinate an annual formal written performance assessment of the Executive Director and present the findings to the full Board. Based on the performance assessment, the Committee will determine when performance-based salary increases are merited and present their recommendations to the Board. Additionally, the Committee may recommend changes in compensation and benefits for the Executive Director.
- **Organizational staffing needs**—conduct periodic review of staffing structure and organizational needs as needed.
- **Job descriptions**—review and approve all job descriptions, including periodic revisions.
- **Compensation review**—bi-annually review the compensation plan (salary ranges and fringe benefits) developed by the Executive Director ensuring that the plan aligns with organizational values, as well as verifying that the plan is realistic relative to the organization's overall budget and resources; ensure that MHB salaries are comparable to and competitive with those paid for similar jobs in the external market; present recommendations for changes to the Finance Committee for review prior to presentation to the full Board for approval.
- **Sensitive personnel matters**—the Committee will follow the process outlined in the Employee Handbook to address and resolve grievances brought to its attention.
- **Review reports of alleged harassment and/or sexual harassment**—the Committee shall serve as the body with the authority to review and address allegations of harassment and/or sexual harassment made by MHB employees, following the process outlined in the Employee Handbook.
- **Review employee suggestions and/or complaints following unsatisfactory response from the Executive Director**—in the event an employee is unsatisfied with the resolution of a suggestion and/or complaint presented to the Executive Director, the employee may submit the suggestion and/or complaint to the Personnel Committee for further review and consideration per the process outlined in the Employee Handbook.
- **Perform such other functions as the Board shall designate from time to time**

COMMITTEE COMPOSITION:

The membership of the Personnel Committee shall include at least three Trustees, appointed by the Board Chair. Committee members shall be appointed for staggered one-year terms and may be re-appointed for three consecutive one-year terms. The Board Chair shall serve in an ex-officio capacity. As per the Saint Louis MHB By-laws, additional or replacement members must be voted in by a majority of Trustees.

STAFF TO THE COMMITTEE:

Executive Director, MHB Legal Counsel



SAINT LOUIS MHB HOUSING COMMITTEE CHARTER

PURPOSE:

The City of Saint Louis Mental Health Board of Trustees' (Saint Louis MHB) Housing Committee is an ad-hoc committee formed to oversee the administration of the Board's Permanent Supportive Housing (PSH) Fund established from the Community Mental Health Fund. The PSH Fund is made available primarily through forgivable loans for rehab or new build of PSH units for persons with serious behavioral health conditions in need of permanent housing and supportive services to stabilize their behavioral health conditions.

ROLES AND RESPONSIBILITIES:

The Housing Committee meets on an 'as-needed' basis to review submitted letters of intent and to determine whether these initial proposals should move on to a full application. They will reconvene after an application is received to review, discuss, and vote on whether to bring the project to a full Trustee vote at an upcoming Board meeting. They may also meet to discuss issues surrounding any previously funded projects to ensure each is fulfilling its obligations with respect to signed covenants.

COMMITTEE COMPOSITION:

The current configuration of the MHB Housing Committee includes three (3) Trustees and three (3) community volunteers with specific expertise.

STAFF TO THE COMMITTEE:

Executive Director, Director of Operations, and MHB Legal Counsel



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SAINT LOUIS MHB FINANCE—INVESTMENT COMMITTEE CHARTER

PURPOSE:

The City of Saint Louis Mental Health Board of Trustees' (Saint Louis MHB) Finance Committee is an ad-hoc committee formed to oversee the financial well-being of MHB, ensuring good stewardship of public funds and investments made to the community.

ROLES AND RESPONSIBILITIES:

- Review quarterly financials.
- Discuss and approve any cost-of-living adjustments (COLA) for the next Fiscal Year Grant Allocations and staff.
- Mid-year review of Net Position in anticipation of budget season.
- Review the calendar year Investment Management report.
- Discuss and approve parameters of upcoming FY Budget.
- Review and approve the next Fiscal Year Budget to be placed before full Board at their June meeting.
- Review and approve the Unaudited Year-End Financials.
- Review and approve any changes to MHB's Accounting Policies and Practices prior to the audit each fiscal year.
- Discuss and approve parameters of upcoming Audit.
- Review and approve the Audit to be placed before the full Board at their November meeting.

COMMITTEE COMPOSITION:

The current configuration of the MHB Finance Committee includes three (3) Trustees, one of which is the Secretary/Treasurer.

STAFF TO THE COMMITTEE:

Executive Director, Deputy Director, Director of Operations, Controller, and Legal Counsel



SAINT LOUIS MHB PROGRAM COMMITTEE CHARTER

PURPOSE:

The City of St. Louis Mental Health Board of Trustees' (Saint Louis MHB) Program Committee is an ad hoc committee formed to provide guidance, advisement, and oversight to support the successful implementation and continuous quality improvement of MHB's community investment strategy and approach.

ROLES AND RESPONSIBILITIES:

Based upon MHB's mission and purpose, and in particular the programmatic work relevant to MHB's Board of Trustees, the Committee shall:

- Maintain ongoing strategic dialogue with and between MHB staff and the full Board of Trustees, including over the course of a year a review of:
 - Any new initiatives or explorations
 - Any unsolicited requests for funding and/or those funding requests received outside of MHB's established grant cycles or application processes
 - Any substantive shift in strategy for community investment and/or grant making
 - The performance of MHB's community investments, including the Community Mental Health Fund, Community Children's Services Fund, federal grants, and any other local, state, or national foundation grant made to community organizations
 - The progress and evaluation of funding partnerships and initiatives over time, including investment management partnerships
- Support a periodic review of MHB's structure and process for grant making and the investment of tax revenues for the purposes of fulfilling MHB's mission and purpose
- Serve as a sounding board for MHB staff and provide specific advice and/or guidance as requested

COMMITTEE COMPOSITION:

The membership of the Committee will be comprised of at least three and no more than five members, three of which shall be MHB Trustees recommended by the Nominating Committee. Committee membership may also be expanded to include other community members with specific subject matter expertise and experience as desired by MHB staff and Trustees. A Chair will be appointed by the Board Chair for two, one-year renewable terms.

STAFF TO THE COMMITTEE:

Executive Director and Deputy Director