



*Board of Directors Meeting Minutes*

*September 12, 2011 at 1:00 p.m.*

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**Location:** Teleconference

**Members Present:** Dave Meyer, Alison Stanley, Molly Willenbring, Munir Sewani, Cynthia Lermond, Mark Grabau, and Douglas Smith

**Members Absent:** Jane Lovelle

**Opening:** A meeting of the FMHAC Board of Directors was called to order at 1:06 p.m. on September 12, 2011 by Mark Grabau.

**A. Approval of Agenda**

The agenda was sent to the members via email prior to the meeting. The Board reviewed and approved the agenda for today's meeting.

**B. Approval of Minutes**

The Board reviewed and approved the minutes for the Board of Directors Meeting dated August 2<sup>nd</sup> and 10<sup>th</sup>, 2011.

### C. Open Issues

<i>Agenda Item and Discussion</i>	<i>Action/Outcome</i>	<i>Follow-up</i>
<ul style="list-style-type: none"> <li>• <i>Planning Committee Update/Marketing Dr. Kellerman</i> <ul style="list-style-type: none"> <li>• Alison reported that the Planning Committee met and reviewed 23 submissions from the recent call for papers. Of the submissions, the selected two for the legal track, one for the SO track, one for the MD track, and one for the clinical track.</li> <li>• There was a discussion regarding the room and A/V resources, and it appears the identified presentations can be accommodated for Thursday.</li> <li>• Alison reviewed the attached tasks with the Board members in regard to marketing Dr. Kellerman, encouraging them to think outside the box in reaching out to people who would be interested in attending. Dave requested a form letter to use to approach law schools and legal professionals.</li> <li>• Alison also explained the marketing efforts that Dr. Kellerman’s publicist will engage in to market his talk.</li> </ul> </li> </ul>	<p>All Board members present agreed to engage the marketing tasks outlined by Alison in the attached list.</p>	<p>Molly will forward a template letter to Dave to forward to law schools and legal professionals.</p>
<ul style="list-style-type: none"> <li>• <i>By-Laws Amendments</i> <ul style="list-style-type: none"> <li>• Doug shared findings from his research regarding an Executive Director’s (ED) role in voting on Board matters. By and large, his research suggested that an ED should not vote on his/her compensation, etc. He also explained that there are pros and cons to the ED having a voting role, with the cons including a conflict in roles as the Board is there to set policy and the ED is there to carry out policy. If the ED is voting, s/he is both creating and carrying out policy. He also noted that there isn’t much consensus regarding how to set this arrangement up, it is dependent on what is necessary for the effectiveness of the agency.</li> <li>• <u>Motion</u>: A motion was put forth to amend the By-Laws of the FMHAC to state: <i>“The Executive Director, during the period in which he or she holds the position, shall serve as an ex officio member of the Board of Directors and of each</i></li> </ul> </li> </ul>	<p>The Board voted and approved the amendment.</p>	<p>Cindy and Molly to amend the By-Laws and any other relevant documents</p>

<p><i>standing committee of the FMHAC. Except that the Executive Director shall not participate in any Board of Directors discussions or deliberations concerning the employment status, compensation or discipline for that position.”</i></p>		
<ul style="list-style-type: none"> <li>• <i>Update on Executive Director Evaluation Process</i> <ul style="list-style-type: none"> <li>• Molly and Mark did not have new information on this matter to share at the time of the meeting.</li> </ul> </li> </ul>		<p>Molly will send Jo Linder-Crow’s contact information to Mark to follow-up on this matter.</p>
<ul style="list-style-type: none"> <li>• <i>COMIO Update</i> <ul style="list-style-type: none"> <li>• Molly reported that she and Mark had a meeting with members of COMIO last week. Charlie did research looking at different models of agreements: MOU’s and fiscal sponsorship. He discussed the importance of not mixing finances besides fundraising efforts, making clear lines of demarcation in regard to finances.</li> <li>• Molly discussed the administrative tasks that COMIO would require. Mark discussed how COMIO would be compensating FMHAC for administrative costs with money garnered through COMIO fundraising.</li> <li>• Molly suggested having a 1-year limit on the MOU to allow for a review of whether FMHAC wants to continue in this arrangement. There would be defined ways of terminating the agreement.</li> <li>• There was a discussion regarding the realistic cut for administrative costs. Doug recommended 15%.</li> <li>• Molly and Mark noted that FMHAC will be managing the administrative oversight of the finances related to this arrangement.</li> <li>• Molly and Mark are hopeful the process will move forward.</li> </ul> </li> </ul>		<p>Mark will consult with colleagues in contracts at DMH regarding models of agreements.</p> <p>Molly and Mark will continue to follow-up with COMIO regarding the various agreement models.</p> <p>Molly will disseminate information to the Board regarding the various agreement models.</p> <p>Board members are asked to respond via group email regarding the models. This will be discussed at the next teleconference.</p>

**D. Next Meeting**

The next meeting is scheduled as a teleconference on Friday September 30, 2011 at 2:00 p.m.

**E. Adjournment**

The meeting was adjourned by Mark Grabau at 1:55 p.m.

*Minutes submitted by Cynthia Lermond on September 28, 2011.*