

CHARTER OF THE BOARD OF TRUSTEES

Introduction

1. The State of Alaska, under AS 47.30.011, has established the Alaska Mental Health Trust Authority to ensure an integrated comprehensive mental health program and administer the trust established under the Alaska Mental Health Enabling Act of 1956. The duties and authority of the board are further described in AS 47.30.036, and AS 37.14.007.
2. The board of trustees consists of seven members appointed by the governor and confirmed by the Legislature. Trustees are appointed based on their ability in financial management and investment, land management, or in services for the beneficiaries of the trust. The governor will consider a list of persons prepared by a panel as outlined in AS 47.30.016.
3. This document is intended to interpret and implement the statutory provisions that created the board of trustees.

Role

4. The role of the board of trustees is to advance the mission of the Alaska Mental Health Trust Authority and Trust Land Office (AMHTA) by working to:
 - (a) Provide for sound governance and fiduciary oversight and direction in achieving the mission of AMHTA;
 - (b) Ensure an integrated, comprehensive mental health program for the State of Alaska in partnership with Department of Health ~~and Social Services~~;
 - (c) Preserve and protect the trust corpus while maximizing income now and in the future;
 - (d) Manage principal and assets of AMHTA;
 - (e) Invest income and use assets to fulfill AMHTA's purpose;
 - (f) Administer Trust assets and mental health trust income account; and
 - (g) Engage in philanthropic development.

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Authority

5. The board of trustees has authority to:
 - (a) Select, hire, and provide direction and oversight of the chief executive officer;

Commented [CW2]: Board member note for consideration: Approval for hiring and firing the CEO should require at least 5 Trustees.

- (b) Retain independent counsel on behalf of AMHTA;
- (c) Solicit and receive gifts, bequests, and contributions;
- (d) Approve annual budgets and monitor budget performance;
- (e) Establish management principles for AMHTA;
- (f) Adopt and amend bylaws governing its meetings, selection of officers, proceedings, and other aspects of board procedure;
- (g) Insure or indemnify and protect the board, a member of the board, or an agent or employee of the authority against financial loss and expense; and
- (h) Provide for approval of grants as outlined in 20 AAC 40.010 – 40.990.

Duties and Responsibilities

GOVERNANCE

6. The board will establish charters setting out the duties and responsibilities of:
 - (a) board of trustees;
 - (b) chair, vice chair, and secretary;
 - (c) executive committee;
 - (d) finance committee;
 - (e) audit and risk committee;
 - (f) resource management committee;
 - (g) program and planning committee; and
 - (h) Chief Executive Officer.
7. The board will establish governance policies as necessary, including bylaws and other board policies and processes, to ensure effective operation of the affairs of AMHTA.
8. The board will develop and approve the job description of the chief executive officer.
9. The board will clearly define board and CEO roles and accountabilities and ensures clarity of authority, responsibility, and process for carrying out functions required to meet the needs of beneficiaries.

10. The board will approve contractual agreements with Department of Natural Resources, Alaska Permanent Fund Corporation, and advisory boards as defined in statute and the settlement agreement.
11. The board will establish a board development program to build skills of trustees.
12. The board will evaluate its performance and effectiveness annually and identify opportunities for continuous improvement.

Commented [KVA(3)]: Completed informally, no formal program documented

Commented [KVA(4)]: Recommend removal. APFC removed similar in 2020.

BENEFICIARY IMPACT

13. The sole purpose of AMHTA is to manage its assets (financial, political, human, etc.) to make a positive difference in the lives of beneficiaries through ensuring the integrated, comprehensive mental health program for the state of Alaska. To that end, the board will:
 - (a) Maintain awareness of the needs of beneficiaries;
 - (b) Invest in programs that are effectively targeted to address those needs, current, future, and preventive;
 - (c) Measure the impact of investments to benefit beneficiaries; and
 - (d) Serve as community champions for AMHTA and its beneficiaries.

Commented [CW5]: Board member comment for consideration: How do we measure the impact of investments as to how they benefit beneficiaries? Rigorous metrics to measure performance should be in place and reviewed annually.

14. The board will define a clear and compelling mission to focus the organization and align stakeholders and will validate it annually. The following mission statement was adopted in May 2009 and was revalidated in August 2017:

The Alaska Mental Health Trust Authority (the Trust) administers the Mental Health Trust to improve the lives of beneficiaries. Trustees have a fiduciary responsibility to protect and enhance trust assets in perpetuity for the beneficiaries. The Trust provides leadership in advocacy, planning, implementing and funding of the Comprehensive Integrated Mental Health Program, and acts as a catalyst for change.

Commented [KVA(6)]: How often does this need re-validating? Does there need to be a cycle outside of the charter review?

Commented [CW7R6]: Board member comment for consideration: Annually.

Commented [CW8R6]: Increase transparency of the validation process and ensure a mechanism for tracking completion.

15. The board will define a clear set of guiding principles and will validate them annually. The following guiding principles were adopted in May 2009 and revalidated in August 2017:

To improve the lives of Trust beneficiaries, the Trust is committed to:

- Education of the public and policymakers on beneficiary needs
- Collaboration with consumers and partner advocates
- Maximizing beneficiary input into programs
- Continually improving results for beneficiaries
- Prioritizing services for beneficiaries at risk of institutionalization or needing long-term, intensive care

Commented [KVA(9)]: How often does this need re-validating? Does there need to be a cycle outside of the charter review?

Commented [CW10R9]: Board member comment for consideration: Annually.

Commented [CW11R9]: Increase transparency of the validation process and ensure a mechanism for tracking completion.

- Useful and timely data for evaluating program results
- Inclusion of early intervention and prevention components in programs
- Provision of reasonably necessary beneficiary services based on ability to pay

ASSET MANAGEMENT

16. The board will follow the ~~prudent-Prudent iInvestor #Rule.~~
17. The board shall contract with the Alaska Permanent Fund Corporation for management of the mental health trust fund [AS 37.14.009]. The board will meet with APFC leadership on an annual basis to review results, forecasts, and issues that could affect future returns.
18. The board will approve asset management policies, including the board's overall asset management philosophy, to ensure effective management, investment, and growth of AMHTA assets. Policies will be reviewed annually.
19. In consultation with the chief financial officer, the board will ensure establishment of a framework or process for managing investment risks related to assets.
20. The board will approve the long term or strategic asset allocation for AMHTA.
21. The board shall provide for the management of non-cash assets. Currently this occurs through contract with the Department of Natural Resources, Trust Land Office (TLO) for the management of approximately 1,000,000 acres of endowment land and management of its investment real estate portfolio [AS 37.14.009].
22. The board of trustees will ensure that the TLO establishes strategic plans for land stewardship, program related investment, and maximizing revenue from its land, and establishing criteria and goals for investments in income producing real estate.

Commented [KVA(12)]: cleanup

Commented [CW13]: Board member comment for consideration: Increase transparency of the validation process and ensure a mechanism for tracking completion.

FINANCE, AUDIT AND RISK MANAGEMENT

23. The board will ensure that appropriate financial and operational controls and procedures are in place to safeguard assets, ensure adequate financial resources, and provide effective financial oversight and risk management.
24. The board will ensure that audits of these controls and procedures are conducted from time to time by an independent external auditor in order to ensure that the assets are properly accounted for, and that the investments are in accordance with applicable laws and regulations.

25. The board will ensure that annual financial statements of AMHTA are prepared and that these statements are audited by an independent external auditor. It will approve the annual financial statements and audit report.

OPERATIONS AND HUMAN RESOURCES

26. The board will ensure a strong working relationship between board and staff.

27. The board will employ a chief executive officer [AS 47.30.026], set annual performance targets in writing for the CEO at the beginning of each year, and review and evaluate in writing the CEO's performance in carrying out policies, procedures, and directions of the board annually before the CEO's merit anniversary date~~November trustee meeting~~. The board will ensure that the CEO has clear accountabilities and authority and will balance support for achievement with ensuring accountability for performance.

28. The board will establish a CEO review policy and a management succession plan.

29. The board may terminate the CEO.

30. The board will ensure that AMHTA establishes a strategic plan for the Trust in which the board will establish clear and explicit goals to achieve the mission. The board will ensure rigorous metrics to measure performance and review annually.

31. The board will ensure that AMHTA has policies and procedures that will promote the attraction, hiring, management, development, and retention of qualified, high-performing, and diverse staff.

BRAND, COMMUNICATIONS AND OUTREACH

32. Working in conjunction with the CEO, the board will ensure a communications policy and processes to guide how the board and individual trustees should communicate with stakeholders including but not limited to:

- (a) AMHTA staff;
- (b) beneficiaries and beneficiary organizations;
- (c) statutory advisory boards and departments;
- (d) service providers;
- (e) prospective partners;
- (f) municipal governments, native corporations, tribes;
- (g) media;
- (h) other external parties; and

Commented [KVA(14): Recommended change

Commented [CW15]: Board member comment for consideration: Align our CEO evaluation dates (either by hire date or by fiscal year) within the charter and the bylaws and ensure that the CEO evaluation is aligned with State requirements

Commented [KVA(16): Practice exists. No written plan is in place.

Commented [KVA(17): Practice exists. No written plan is in place.

Commented [CW18]: Board member addition for consideration.

Commented [KVA(19): Practice exists. No written plan is in place.

(i) the general public.

33. The board will ensure that AMHTA has a comprehensive communications plan.

34. The board will ensure that AMHTA has a clearly established policy for handling media requests and responding to published media or requests for interview or comment.

35. The board will ~~assure~~ ensure that the activities of both the Trust Authority Office and the Trust Land Office are coordinated and focused on protecting the brand of AMHTA.

Commented [KVA(20)]: cleanup

MONITORING AND REPORTING

36. The board, working with the management team, will ~~establish~~ ensure a monitoring and reporting policy ~~is established~~ which sets out its requirements regarding reports the board will receive on a regular basis in order to meet its responsibility for the oversight of the AMHTA.

Commented [KVA(21)]: Practice exists. No written policy is in place.

37. The board will review on a regular basis the policy, procedures and compliance of the board, its committees, the chair, vice chair, and secretary of the board, with the duties and responsibilities set out in their respective charters.

Commented [KVA(22)]: Recommend removal. APFC removed similar in 2020.

38. The board will annually submit to the governor and the Legislative Budget and Audit Committee by September 15 a budget for the next fiscal year, as referenced in AS 47.30.046.

Commented [CW23R22]: Authority for review of documents is within Executive Committee Charter. This is duplicative.

39. The board will review progress against the strategic plan annually and update it periodically, but no less than every three years.

Commented [KVA(24)]: Recommend removal. APFC removed similar in 2020

BOARD MEETING PRACTICES

40. The board will hold at least four regular board meetings each fiscal year. Committees will meet as necessary to accomplish their responsibilities.

41. Special meetings of the board may be held at such time and place as the chair may order; or upon the written request of any four trustees to the chair.

42. The board will be supported by staff as required. The board may invite other professionals to attend meetings and provide pertinent information as deemed necessary.

43. Reasonable public notice of board and committee meetings shall be provided in accordance with AS 44.62.310. Meetings of the board and its committees are subject to the Open Meetings Act, AS 44.62.310 and 44.62.312.

Commented [CW25R24]: Board member comment for consideration: A mechanism is needed for annual strategic plan review and to set the vision of the organization

44. A quorum at all board meetings shall consist of four board members, AS 47.30.016(d). A quorum at committee meetings is a majority of committee members.

45. No member of the board may designate a proxy.

Review and Amendment of the Charter

46. The board of trustees will review this charter at least once every three years and recommend any amendments to the board for approval as necessary to ensure that the charter remains relevant and appropriate.

47. The board of trustees adopted this charter on October 27, 2017.

CHARTER OF THE CHAIR OF THE BOARD

Introduction

1. Alaska Law, Section 37.13.050 requires the board of trustees to elect a chair annually from among its members.
2. The chair may be reelected to office by vote of the membership of the board as above. The board's intention is to allow board members the opportunity to serve in officer roles in support of ongoing board development. To that end, no member may serve more than 2 consecutive terms in the same office except as provided for by a vote of five board members.

Duties and Responsibilities

3. The chair will perform the duties and responsibilities and exercise the powers as specified below:
 - (a) Call all meetings of the board;
 - (b) Preside at the meetings of the board and ensure that such meetings are conducted in an efficient manner and in accordance with AS 44.62.310 and agreed-upon rules of order;
 - (c) Appoint committee chairs and members for standing and ad hoc committees. Standing committees and their chairs will be appointed by the chair after polling the board regarding individual trustee's interest and ability to serve. The board chair may not concurrently serve as chair of any standing committee;
 - (d) Serve as a non-voting ex-officio member of all committees. The chair may be appointed as a voting member of a committee;
 - (e) Coordinate with the chief executive officer (CEO) to ensure board meeting agendas include required matters, and utilize board and staff resources effectively and efficiently;
 - (f) Facilitate effective and open communications between the board and CEO;
 - (g) Serve as the primary spokesperson for the board;
 - (h) Act as one of the official spokespersons for AMHTA, together with the CEO, at the request of the chief communications officer;
 - (i) Review and approve travel and other expenses of the members of the board of trustees;

Commented [CW26]: Board member comment for consideration: Add duties: -Manage board members requests for information. Determine assignments to Boards & Commissions at the request of the Governor.

(j) Review and approve travel and other expenses of the CEO; and

(k) Carry out any other duties and responsibilities as assigned by the board.

Review and Amendment of the Charter

4. The board of trustees will review this charter at least once every three years and recommend any amendments to the board for approval as necessary to ensure that the charter remains relevant and appropriate.
5. The board of trustees adopted this charter on October 27, 2017.

Commented [CW27]: Board member comment for consideration: Add revision tracking for all charters.

CHARTER OF THE VICE CHAIR OF THE BOARD

Introduction

1. The bylaws of the Alaska Mental Health Trust Authority establish the vice chair as an officer of the board.
2. The vice chair is elected annually from among its members.
3. The vice chair may be reelected to office by vote of the membership of the board as above. The board's intention is to allow board members the opportunity to serve in officer roles in support of ongoing board development. To that end, no member may serve more than 2 consecutive terms in the same office except as provided for by a vote of five board members.

Duties and Responsibilities

4. The vice chair will perform the duties and responsibilities and exercise the powers as specified below:
 - (a) Assist in the discharge of the duties of the chair;
 - (b) Assume the duties of the chair when the chair is absent, or when the chair designates the vice chair to act in that capacity;
 - (c) Temporarily act as the chair in the event of death, resignation, removal from office, or permanent disability of the chair, until the election of a new chair;
 - (d) Serve as a member of the executive committee; and
 - (e) Perform other duties and responsibilities as assigned by the board.

Review and Amendment of the Charter

5. The board of trustees will review this charter at least once every three years and make any amendments as necessary to ensure that the charter remains relevant and appropriate.
6. The board of trustees adopted this charter on October 27, 2017.

CHARTER OF THE SECRETARY OF THE BOARD

Introduction

1. The bylaws of the Alaska Mental Health Trust Authority establish the secretary as an officer of the board.
2. The secretary is elected annually from among its members.
3. The secretary may be reelected to office by vote of the membership of the board as above. The board's intention is to allow board members the opportunity to serve in officer roles in support of ongoing board development. To that end, no member may serve more than 2 consecutive terms in the same office except as provided for by a vote of five board members.

Duties and Responsibilities

4. The secretary will perform the duties and responsibilities and exercise the powers as specified below:
 - (a) Assume the duties of the chair when the chair and vice chair are unavailable;
 - (b) ~~Assure~~ Ensure that the records of board proceedings are maintained in accordance with applicable law;
 - (c) Approve a list, prepared by staff, of actions taken by motions at each meeting, items referred to committee for review or action, and directions given to staff for follow-up at future meetings;
 - (d) Serve as a member of the executive committee; and
 - (e) Perform other duties and responsibilities as assigned by the board.

Commented [KVA(28)]: cleanup

Commented [KVA(29)]: Practice exists through the committee & board chairs, not Secretary. Recommend removal.

Review and Amendment of the Charter

5. The board of trustees will review this charter at least once every three years and make any amendments as necessary to ensure that the charter remains relevant and appropriate.
6. The board of trustees adopted this charter on October 27, 2017.

CHARTER OF THE EXECUTIVE COMMITTEE

Introduction

1. The board of trustees of the Alaska Mental Health Trust Authority (AMHTA) has established an executive committee (the committee).
2. The board has established this charter which sets out the duties and responsibilities of the committee.

Role

3. The role of the executive committee will be to:
 - (a) Ensure development and implementation of policies for governing the AMHTA; and
 - (b) Promptly review emergency grant requests as required by 20 AAC 40.260(f).

Authorities

4. The committee will have the authority to conduct any review appropriate to fulfilling its responsibilities.
5. The committee will have direct access to the chief executive officer (CEO), chief financial officer, legal counsel, as well as all advisors, consultants and asset managers of AMHTA.

Operating Procedures

6. The committee will consist of three board officers: the chair, vice chair, and secretary.
7. The committee will meet at the call of the chair. The committee chair (the chair of the board) will prepare and/or approve an agenda in advance of each meeting.
8. The committee will be supported by staff as required. The committee may invite other professionals to attend meetings and provide pertinent information as deemed necessary.
9. Reasonable public notice of board and committee meetings shall be provided in accordance with AS 44.62.310. Meetings of the board and its committees are subject to the Open Meetings Act, AS 44.62.310 and 44.62.312.
10. Minutes of committee meetings will be taken and reports of committee actions and meetings will be made to the board of trustees.

11. The committee will assess its performance annually.

Commented [KVA(30): Recommend removal. APFC removed similar in 2020.

Duties and Responsibilities

GOVERNANCE

12. The committee will carry out the following responsibilities in consultation with CEO and others as required:
 - (a) Ensure implementation of governance revisions is completed;
 - (b) Review CEO and committee charters at least once every three years and recommend amendments to the board for approval to ensure that charters remain relevant and appropriate; and
 - (c) Monitor AMHTA's governance practices and suggest amendments or additions to the board for approval.

GRANT APPROVAL

13. The executive committee will promptly review emergency grant requests as required by 20 AAC 40.260(f).

Review and Amendment of the Charter

14. The board of trustees will review this charter at least once every three years and recommend any amendments to the board for approval as necessary to ensure that the charter remains relevant and appropriate.
15. The board of trustees adopted this charter on October 27, 2017.

CHARTER OF THE FINANCE COMMITTEE

Introduction

1. The board of trustees of the Alaska Mental Health Trust Authority (AMHTA) has established a finance committee (the committee) to assist the board in the financial oversight of and strategic financial planning for AMHTA.
2. The board has established this charter which sets out the duties and responsibilities of the committee.

Role

3. The role of the finance committee will be to complete the following activities in consultation with the chief executive officer (CEO), chief financial officer (CFO), and others as necessary:
 - (a) Develop or recommend investment and financial management policies for approval by the board;
 - (b) ~~Oversee~~ Ensure the implementation of approved investment and financial management policies on behalf of the board in accordance with Trust statutes and regulations and the committee charter adopted by the board;
 - (c) Monitor budget status and investment performance on an ongoing basis;
 - (d) Advise the board regarding improving effectiveness and efficiency of financial management activities;
 - (e) Review AMHTA's memorandum of agreement (MOA) with the Alaska Permanent Fund Corporation as outlined in the MOA or not less than every 3 years and recommend reaffirmation or revisions for approval to the board of trustees;
 - (f) Review AMHTA's MOA with the Department of Revenue as outlined in the MOA or not less than every 3 years and recommend reaffirmation or revisions for approval to the board of trustees; and
 - (g) Provide the committee's written input and feedback to the CEO in support of the annual performance evaluation of the chief financial officer.

Commented [KVA(31): cleanup

Commented [KVA(32): Recommended change

Commented [KVA(33): Recommended change

Authorities

4. The committee will have the authority to conduct any review appropriate to fulfilling its responsibilities.

5. ~~The CEO will provide the committee, through the CEO, will have access to the CFO, legal counsel, advisors, consultants and asset managers.~~

Commented [KVA(34): Recommend change to active voice.

Operating Procedures

6. The committee will consist of a committee of the whole board.
7. The committee will meet at least four times annually, or more frequently by call of the committee chair in consultation with staff. The committee chair will prepare and/or approve an agenda in advance of each meeting.
8. The committee will be supported by staff as required. The committee may invite other professionals as deemed necessary, to attend meetings and provide pertinent information.
9. Reasonable public notice of board and committee meetings shall be provided in accordance with AS 44.62.310. Meetings of the board and its committees are subject to the Open Meetings Act, AS 44.62.310 and 44.62.312.
10. Minutes of committee meetings will be taken and reports of committee actions and meetings will be made to the board of trustees.
11. The committee will provide a public comment period based upon recommendation by staff early in meetings ~~before~~ taking actions on any decisions as needed.
12. ~~The committee will assess its performance annually.~~

Commented [CW35]: Board member question: What is the purpose of the public comment period. What is the best time to schedule it? Should we spell this out?

Commented [KVA(36): Recommend removal. APFC removed similar in 2020.

Duties and Responsibilities

FINANCIAL MANAGEMENT

13. The committee will carry out the following responsibilities with respect to the financial oversight AMHTA in consultation with the CEO, CFO, Executive Director of the Trust Land Office, and others as required:
- (a) Ensure development of policies for investment and financial management;
- (b) Advise the board on the implementation of approved investment and financial management policies;
- (c) Review ~~administrative agency~~ budgets for the Trust Authority Office and the Trust Land Office and then forward a recommended budget to the board for approval;
- (d) ~~Regularly review whether~~ Ensure the allocation of principal and interest established in 20 AAC 40.610 remains consistent with AS 37.14.031(d); and

Commented [KVA(37): cleanup

Commented [KVA(38): cleanup

(e) Ensure effective succession planning for the CFO position.

Review and Amendment of the Charter

14. The board of trustees will review this charter at least once every three years and make any amendments as necessary to ensure that the charter remains relevant and appropriate.
15. The board of trustees adopted this charter on October 27, 2017.

Commented [KVA(39)]: Practice exists. No written policy is in place.

Commented [CW40R39]: Board member question: What is the Board's role in the CFO hire process -if any?

CHARTER OF THE AUDIT AND RISK COMMITTEE

Introduction

1. The board of trustees of the Alaska Mental Health Trust Authority (AMHTA) has established an audit and risk committee (the committee) to assist the board in managing the annual financial audit process and identifying and addressing organizational risk.
2. The board has established this charter which sets out the duties and responsibilities of the committee.

Role

3. The role of the audit and risk committee will be to complete the following activities in consultation with the chief executive officer (CEO), chief financial officer (CFO), and others as necessary:
 - (a) ~~Develop~~ **Ensure** policies **are in place** for managing the annual financial audit process;
 - (b) Ensure systems are in place to conduct a forward-looking analysis of organizational risk in the areas of finance, human capital, operations, technology, reputation, physical, governance, and management and to address identified risk;
 - (c) Annually review the organization's risk management plan;
 - (d) ~~Monitor~~ **Ensure** the integrity of the financial reporting process and the system of internal controls and procedures regarding finance, accounting, and legal compliance;
 - (e) ~~Review~~ **Ensure** the performance and independence of the AMHTA's external auditors **are consistent with current accounting board standards**;
 - (f) ~~Provide~~ **Ensure** an avenue of communication among external auditors, management, CFO, and the board; and
 - (g) Provide the committee's written input and feedback to the CEO in support of the annual performance evaluation of the CFO.

Commented [KVA(41)]: Cleanup

Commented [KVA(42)]: Practice exists. No written policy is in place.

Commented [CW43]: Board member question: When does the plan get reviewed by the Board?

Commented [CW44]: Board member question: What systems are in place to conduct our forward-looking analysis of the risks that are identified?

Commented [KVA(45)]: Cleanup

Commented [KVA(46)]: Cleanup

Commented [KVA(47)]: Cleanup

Authorities

4. The committee will have the authority to conduct any review appropriate to

fulfilling its responsibilities.

5. The CEO will provide the committee will have direct access to the external auditors as well as, through the CEO, to the CFO, legal counsel, as well as all advisors, consultants and asset managers of the Trust.

Commented [KVA(48)]: Recommend change to active voice

Operating Procedures

6. The committee will consist of a committee of the whole board.
7. The committee will meet as needed to oversee the audit process. The committee chair will prepare and/or approve an agenda in advance of each meeting.
8. The committee will be supported by staff as required. The committee may invite auditors or other professionals as deemed necessary to attend meetings and provide pertinent information.
9. Reasonable public notice of board and committee meetings shall be provided in accordance with AS 44.62.310. Meetings of the board and its committees are subject to the Open Meetings Act, AS 44.62.310 and 44.62.312.
10. Minutes of committee meetings will be taken and reports of committee actions and meetings will be made to the board of trustees.
11. The committee will assess its performance annually.

Commented [KVA(49)]: Recommend removal. APFC removed similar in 2020

Duties and Responsibilities

INTERNAL CONTROLS

12. The committee will carry out the following responsibilities with respect to internal controls in consultation with the CEO, CFO, and others as necessary:
 - (a) Monitor Ensure audit and risk management policies and practices are to ensure that things are carried out according to policy and with adequate controls;
 - (b) Review Ensure AMHTA internal controls and procedures of the Trust Land Office (TLO) are in place from time to time in order to ensure that adequately support the operations of the TLO are performed in a secure and appropriate manner;;
 - (c) Oversee the annual independent audit process, including engaging the independent auditor and receiving all reports and management letters from the auditor;
 - (d) Review the annual audited financial statements prior to filing or distribution of the final report. This review should include discussion with management and

Commented [KVA(50)]: cleanup

Commented [CW51]: Board member questions: What audit & risk policies exist?

Commented [KVA(52)]: cleanup

Commented [KVA(53)]: Recommend revision to AMHTA, including both TAO and TLO

external auditors of significant issues regarding accounting principles, practices, and judgments;

- (e) Recommend ~~approval~~ acceptance of the audit to the full board;
- (f) In consultation with the CEO, CFO, and the auditors, consider the integrity of the financial reporting processes and controls; discuss significant financial risk exposures and the steps management has taken to monitor, control, and report such exposures; and review significant findings prepared by the external auditors and the chief financial officer together with management's responses;
- (g) ~~Discuss~~ Ensure the board is aware of any significant changes to applicable accounting principles and any items required to be communicated by the auditors;
- (h) ~~Periodically review with the~~ In coordination with the CEO and AMHTA's counsel, ensure the board is aware of any legal matters that could have a significant impact on AMHTA's financial statements, AMHTA's compliance with applicable laws and regulations, and any inquiries received from regulators or governmental agencies;

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Commented [KVA(55)]: Cleanup

EXTERNAL AUDIT

13. The committee will have the following responsibilities with respect to the AMHTA's annual external auditors:
 - (a) Review the external auditors' audit plans;
 - (b) Consider the external auditors' judgments about the quality and appropriateness of the AMHTA's accounting principles as applied in its financial reporting;
 - (c) Discuss with management and the external auditors the quality of the accounting principles and underlying estimates used in the preparation of the Trust's financial statements;
 - (d) Discuss with the external auditors the clarity of the financial disclosure practices used or proposed by the AMHTA;
 - (e) Review the performance and independence of the auditors and periodically recommend to the board of trustees the appointment of the external auditors or approve any discharge of auditors when circumstances warrant; and
 - (f) ~~On an annual basis, review and discuss with the~~ Ensure external auditors have disclosed and mitigated all significant relationships the auditors have with the AMHTA that could impair the auditors' independence.

Review and Amendment of the Charter

14. The board of trustees will review this charter at least once every three years and make any amendments as necessary to ensure that the charter remains relevant and appropriate.
15. The board of trustees adopted this charter on October 27, 2017.

CHARTER OF THE RESOURCE MANAGEMENT COMMITTEE

Introduction

1. The board of trustees of the Alaska Mental Health Trust Authority (AMHTA) has established a resource management committee (the committee) to assist the board in advising the Trust Land Office (TLO) on managing AMHTA's non-cash assets including land and natural resources.
2. The board of trustees has, for greater clarity, established this charter which sets out more specific terms, duties and responsibilities of the resource management committee (RMC).

Role

3. The role of the resource management committee will be to complete the following activities in consultation with the CEO, executive director (ED) of the TLO, and others as necessary:
 - (a) Ensure development of policies for protecting, enhancing, and managing AMHTA's non-cash resources in the best interests of the beneficiaries for approval by the board;
 - (b) Oversee implementation of policies at the direction of and on behalf of the board in accordance with Trust statutes, regulations and the committee charter adopted by the board;
 - (c) In consultation with the CEO and ED of the TLO, ~~ratify~~ review the goals and objectives of the Trust Land Office and ~~forward~~ recommend approval ~~them~~ to the board of trustees ~~for their approval~~;
 - (d) Review AMHTA's memorandum of agreement (MOA) with Department of Natural Resources for management of the TLO as outlined in the MOA or not less than every 3 years and recommend for approval to the board of trustees; and
 - (e) Provide the committee's written input and feedback to the CEO in support of the annual performance evaluation of the ED of the TLO as per the MOU.

Commented [CW56]: Board member question: Does the language in this section lead to AMPS?

Commented [KVA(57)]: Clean up

Authorities

4. The committee will have the authority to conduct any review appropriate to fulfilling its responsibilities.

5. The ~~CEO will provide the~~ committee, ~~through the CEO, will have~~ access to the ED of the TLO, legal counsel, as well as all advisors and consultants of AMHTA.

Commented [KVA(58)]: Recommend revision to active voice.

Operating Procedures

6. The committee will consist of a committee of the whole board.
7. The committee will meet at least four times annually, or more frequently by call of the committee chair in consultation with staff. The committee chair will prepare and/or approve an agenda in advance of each meeting.
8. The committee will be supported by staff as required. The committee may invite other professionals as deemed necessary to attend meetings and provide pertinent information.
9. Reasonable public notice of board and committee meetings shall be provided in accordance with AS 44.62.310. Meetings of the board and its committees are subject to the Open Meetings Act, AS 44.62.310 and 44.62.312.
10. The committee will maintain minutes of committee meetings and periodically report to the board of trustees on significant results of the committee's activities.
11. The committee will provide a public comment period based upon recommendation by staff early in meetings before taking actions on any decisions as needed.
12. The committee will assess its performance annually.

Commented [CW59]: Board member question: What qualifies as significant?

Commented [KVA(60)]: Recommend removal. APFC removed similar in 2020.

Duties and Responsibilities

PLANNING

13. The committee will ~~provide support to~~ ensure the ED of the TLO ~~in~~ establishing the policies of the TLO.
14. Review and provide input for revising the resource management strategy not less than every three years.

Commented [KVA(61)]: cleanup

TRUST LAND MANAGEMENT

15. The committee will carry out the responsibilities below with respect to management of AMHTA lands through the authority of the TLO:
 - (a) Ensure that AMHTA land is managed in the best interest of the beneficiaries of the Trust so as to ensure that the overall value of the Trust's assets not be diminished through management actions or disposals;

- (b) Focus on maximizing and diversifying revenue, both principal revenue and income, in the management of Trust lands; and
- (c) Work with the ED of the TLO to report the TLO's efforts and results in this regard at regular intervals established by the board.

Commented [CW62]: Board member comment for consideration: Consider adding a new 15 (d) to require the TLO ED to seek beneficiary support and agency support for resource development projects.

Commented [CW63]: Board member comment for consideration: define intervals.

REAL ESTATE INVESTMENTS

- 16. The committee will carry out the following responsibilities with respect to the real estate investments:
 - (a) Define a real estate investment policy and strategy, and review annually; and
 - (b) Monitor investment activities and performance, and report to the board.

Commented [CW64]: Board member question: Didn't the role of the TLO change with the hiring of Harvest Capital as a contract advisor in response to the Legislative Audit? If so, this section should be revised to reflect those changes.

Commented [KVA(65)]: This seems to contradict the current process. The AMPS specifies that the Finance Committee considers the overall financial performance of Trust assets including real estate and natural resources managed by the TLO; per AMPS, the RMC provides oversight and strategic planning for the land, natural resource assets, and associated improvements.

Commented [KVA(66)]: Contradiction - currently going through CFO and Finance Committee.

FINANCIAL

- 17. The committee will carry out the following financial responsibilities:
 - (a) Review and consult, as delegated by the board, disposals with an annual lease rental more than \$50,000 and not to exceed \$500,000; and disposals with sale revenues more than \$250,000 and less than \$1,000,000. This authority includes disposals that could produce revenues in the form of royalties that exceed this revenue limit if the disposal is an extension or expansion of an existing lease that has previously been subject to the consultation process, so long as any expansion or addition to that lease does not exceed 25% of the original lease acreage; and
 - (b) Approve project-specific expenditures from the principal, budget reserves or the facility maintenance account between \$50,000 and \$100,000.

FINANCE, ACCOUNTING AND AUDIT

- 18. The committee will work with the ED of the TLO to assure/ensure that appropriate financial and operational controls and procedures are put in place to safeguard AMHTA assets. The committee will coordinate with the CEO and ED of the TLO to prepare any necessary management response to any issues of significant concern related to the TLO on the part of the external auditor.

Commented [KVA(67)]: cleanup

COMMUNICATIONS

- 19. The committee will:
 - (a) Ensure that TLO activities support the mission of AMHTA.
 - (b) Review communications plan regarding resource management related issues requiring legislative or public advocacy.

Review and Amendment of the Charter

20. The board of trustees will review this charter at least once every three years and make any amendments as necessary to ensure that the charter remains relevant and appropriate.
21. The board of trustees adopted this charter on October 27, 2017.

CHARTER OF THE PROGRAM AND PLANNING COMMITTEE

Introduction

1. The board of trustees of the Alaska Mental Health Trust Authority (AMHTA) has established a program and planning committee (the committee) to assist the board in the program and planning oversight of the AMHTA.
2. The board has established this charter which sets out the duties and responsibilities of the committee.

Role

3. The role of the program and planning committee will be to complete the following activities in consultation with the chief executive officer (CEO), Chief Operating Officer (COO) ~~executive director of mental health policy and programs~~, and others as necessary:
 - (a) Ensure development of program policies to meet needs and improve the circumstances of beneficiaries; and recommend to the board for approval;
 - (b) Oversee implementation of plans at the direction of and on behalf of the board in accordance with AMHTA statutes and regulations and the committee charter adopted by the board;
 - (c) Work with the COO ~~executive director of mental health policy and programs~~ to identify and forecast the status and needs of beneficiaries;
 - (d) Review program policies and plans to meet needs and improve circumstances of beneficiaries; and recommends to the board for approval as appropriate;
 - (e) Evaluate the implementation of approved policies and plans affecting beneficiaries;
 - (f) ~~Assure~~ Ensure that the Trust Authority Office is working with the Department of Health ~~and Social Services~~ to complete and review status of / monitor status and outcomes annually update the comprehensive integrated mental health program;
 - (g) Serve as the primary interface for statutory advisory boards;
 - (h) Review AMHTA's memoranda of agreement with statutory advisory boards as outlined in the MOAs or not less than every 3 years and recommends for approval to the board of trustees; and

Commented [KVA(68)]: cleanup

Commented [KVA(69)]: Practice exists with budget development process, focus areas and other priority areas.

Commented [KVA(70)]: Practice exists with focus area strategies and Comp plan.

Commented [KVA(71)]: cleanup

Commented [CW72]: Trustee comment for consideration: How does this happen? Where are the policies found? Is this referring to changes to policies and plans? Clarify language.

Commented [KVA(73)]: Redundant with 3(a)

Commented [CW74]: Trustee comment for consideration: Should this document identify HOW the evaluation is done and based on which criteria?

Commented [KVA(75)]: cleanup

Commented [KVA(76)]: cleanup

Commented [KVA(77)]: Contradiction of current practice: happens at full board level. Recommend moving to full board charter.

Commented [CW78]: Trustee comment for consideration: How/when should these reviews happen? What additional language is needed to ensure that expectations are clear and completion is tracked.

- (i) Provide the committee's written input and feedback to the CEO in support of the annual performance evaluation of ~~the COO executive director of mental health policy and programs~~.

Commented [KVA(79)]: cleanup

Commented [CW80]: Board member comment for consideration: What is the process for gathering and providing this feedback? Timing? What clarifying language is needed?

Authorities

4. The committee will have the authority to conduct any review appropriate to fulfilling its responsibilities.
5. The committee, through the CEO, will have access to the ~~COO executive director of mental health policy and programs~~, legal counsel, as well as all advisors and consultants of AMHTA.

Commented [KVA(81)]: cleanup

Operating Procedures

6. The committee will consist of a committee of the whole board.
7. The committee will meet at least four times annually, or more frequently by call of the committee chair in consultation with staff. The committee chair will prepare and/or approve an agenda in advance of each meeting.
8. The committee will be supported by staff as required. The committee may invite other professionals as deemed necessary, to attend meetings and provide pertinent information.
9. Reasonable public notice of board and committee meetings shall be provided in accordance with AS 44.62.310. Meetings of the board and its committees are subject to the Open Meetings Act, AS 44.62.310 and 44.62.312.
10. Minutes of committee meetings will be taken and reports of committee actions and meetings will be made to the board of trustees.
11. ~~The committee will assess its performance annually.~~
12. The committee will provide a public comment period based upon recommendation by staff early in meetings before taking actions on any decisions as needed.

Commented [KVA(82)]: Recommend removal. APFC removed similar in 2020

Duties and Responsibilities

REPORTING

13. The committee will carry out the responsibilities below with respect to the program operations of the Trust Authority and will execute them in consultation with the CEO and ~~COO executive director of mental health policy and programs~~:

Commented [KVA(83)]: cleanup

- (a) Review the status of the Trust Authority’s mission, corporate goals, objectives and performance measures, and annual report to the Office of Management and Budget;
- (b) Review the performance of Mental Health Trust Authority Authorized Receipts (MHTAAR) and authority grant funded projects annually; and
- (c) Review the status of the comprehensive integrated mental health program and planning efforts.

Commented [KVA(84)]: Unsure what this refers to. Leftover from APFC? Recommend removal.

PLANNING

- 14. The committee will have the responsibilities below with respect to the AMHTA's strategic planning and program development and will execute them in consultation with the CEO and ~~COO executive director of mental health policy and programs~~:
 - (a) Review program related policies or initiatives including the State of Alaska’s comprehensive integrated mental health program plan;
 - (b) On an annual basis, review and monitor the development of the Trust Authority’s budget related process and recommendations; and
 - (c) Invite statutory advisors, key stakeholders, and relevant content experts to participate in discussions and planning activities.

Commented [KVA(85)]: cleanup

FINANCIAL

- 15. Allocate grant funds previously approved by the full board but not allocated to a specific grantee up to \$500,000.
- 16. As delegated by the board, approve changes of intent for MHTAAR grants involving the carry-over from one state fiscal year to another.

COMMUNICATION

- 17. Review communications plan regarding beneficiary related issues requiring legislative or public advocacy.

Commented [KVA(86)]: In practice, at the full board level. Recommend moving to the full board charter.

Review and Amendment of the Charter

- 18. The board of trustees will review this charter at least once every three years and make any amendments as necessary to ensure that the charter remains relevant and appropriate.
- 19. The board of trustees adopted this charter on October 27, 2017.

CHARTER OF THE CHIEF EXECUTIVE OFFICER

Introduction

1. Alaska Law, AS 47.30.026(b), requires the board of trustees of the Alaska Mental Health Trust Authority (AMHTA) to employ a chief executive officer (CEO) and set the minimum salary for that position.
2. The bylaws state that the CEO will be the chief executive officer of the corporation and serve at the pleasure of the board of trustees. They set out, in general terms, the duties of the CEO.

Duties and Responsibilities

3. The board has approved a position description that is filed with the State of Alaska, incorporated by referenced and attached hereto, that describes the accountabilities, characteristics, and minimum qualifications expected of the CEO.
4. The board has, for greater clarity, established this charter to set out the following specific authorities of the CEO.

Authorities

5. The CEO is required to report to the board of trustees, at each of the four regularly scheduled meetings per year, on the major program activities and status of the progress against the budget
6. The CEO is responsible for developing and executing a legislative program on an annual basis and timely reporting its progress to the trustees.
7. The board delegates approval authority to the CEO to allocate grants previously approved by the full board but not allocated to a specific grantee up to \$100,000. A summary of all grants approved by the CEO will be provided to both the program and planning committee and to the full board quarterly.
8. The board delegates authority to the CEO to receive consultations on behalf of AMHTA from the Trust Land Office (TLO) as required by law regarding projects with projected total sale revenue below \$250,000, or projected annual total land or mineral lease or easement rental below \$50,000, and to quarterly report such consultations to the board.
9. The board delegates authority to the CEO to approve project specific expenditures by the TLO from the principal, budget reserves or the facility

Commented [KVA(87): Add section about being a primary spokesperson for AMHTA? cross reference CEO job description

Commented [KVA(88): Been updated 3/2/23

maintenance account below \$50,000 per approval with a cumulative maximum of \$100,000 per year, and to quarterly report such approvals to the board.

10. The CEO has authority to raise issues to the board at any board or committee meeting.

11. The CEO may delegate duties to staff.

Commented [KVA(89)]: Updated 3/2/23

12. The CEO will actively consult with the board and receive their consent to the employment or termination of the following key roles: chief operating officer~~executive director of mental health policy and programs~~, executive director of the TLO, and chief financial officer.

Commented [KVA(90)]: cleanup

Review and Amendment of the Charter

13. The board of trustees will review this charter at least once every three years and recommend any amendments to the board for approval as necessary to ensure that the charter remains relevant and appropriate.

14. The board of trustees adopted this charter on October 27, 2017.