

## MEETING AGENDA

**Meeting:** Special Full Board of Trustee Meeting  
**Date:** January 5, 2024  
**Time:** 9:45 AM  
**Location:** Trust Authority Building, 3745 Community Park Loop, Anchorage  
**Teleconference:** (844) 740-1264 / Meeting No: 2631 347 6284 # / Attendee No: #  
<https://alaskamentalhealthtrust.org/>  
**Trustees:** Anita Halterman (Chair), Rhonda Boyles, Kevin Fimon, Brent Fisher,  
Agnes Moran, John Morris, John Sturgeon

### Friday, January 5, 2024

Page No.

<b>9:45</b>	<b>Call to Order – Anita Halterman, Chair</b> Roll Call Announcements Approval of Agenda Ethics Disclosure	
<b>9:50</b>	<b>Governance Discussion</b> Executive session – (if necessary) <i>In accordance with the Open Meetings Act, AS 44.62.310(c).</i>	4
	<b>Break</b>	
<b>12:00</b>	<b>Lunch</b>	
<b>12:45</b>	<b>Governance Discussion</b> Executive session – (if necessary) <i>In accordance with the Open Meetings Act, AS 44.62.310(c).</i>	
<b>2:30</b>	<b>Break</b>	
<b>4:00</b>	<b>Adjourn</b>	

## Future Meeting Dates

### Full Board of Trustees / Program & Planning / Resource Management / Audit & Risk / Finance

(Updated – November 2023)

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- Full Board of Trustees                      Jan 31 – Feb 1, 2024                      (Wed, Thu) – Juneau
  
- Audit & Risk Committee                      April 24, 2024                      (Wed)
- Finance Committee                      April 24, 2024                      (Wed)
- Resource Mgt Committee                      April 24, 2024                      (Wed)
- Program & Planning Committee                      April 25, 2024                      (Thu)
- Full Board of Trustees                      May 22-23, 2024                      (Wed, Thu) – Ketchikan
  
- Audit & Risk Committee                      July 30, 2024                      (Tue)
- Finance Committee                      July 30, 2024                      (Tue)
- Resource Mgt Committee                      July 30, 2024                      (Tue)
- Program & Planning Committee                      Jul 31 – Aug 1, 2024 (Wed, Thu)
- Full Board of Trustees                      August 28-29, 2024 (Wed, Thu) – Anchorage
  
- Audit & Risk Committee                      October 16, 2024                      (Wed)
- Finance Committee                      October 16, 2024                      (Wed)
- Resource Mgt Committee                      October 16, 2024                      (Wed)
- Program & Planning Committee                      October 17, 2024                      (Thu)
- Full Board of Trustees                      November 13-14, 2024                      (Wed, Thu) – Anchorage
  
- Audit & Risk Committee                      January 8, **2025**                      (Wed)
- Finance Committee                      January 8, **2025**                      (Wed)
- Resource Mgt Committee                      January 8, **2025**                      (Wed)
- Program & Planning Committee                      January 9, **2025**                      (Thu)
- Full Board of Trustees                      February 5-6, **2025**                      (Wed, Thu) – Juneau

## Future Meeting Dates Statutory Advisory Boards (Updated – December 2023)

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### **Alaska Commission on Aging**

ACOA: <http://dhss.alaska.gov/acoa/Pages/default.aspx>

Executive Director: Jon Haghayeghi, (907) 465-4879, [jon.haghayeghi@alaska.gov](mailto:jon.haghayeghi@alaska.gov)

- Quarterly Meeting: Spring / TBD

### **Alaska Mental Health Board / Advisory Board on Alcoholism and Drug Abuse**

AMHB: <http://dhss.alaska.gov/amhb/Pages/default.aspx>

ABADA: <http://dhss.alaska.gov/abada/Pages/default.aspx>

Acting Executive Director: Stephanie Hopkins, (907) 465-4667, [stephanie.hopkins@alaska.gov](mailto:stephanie.hopkins@alaska.gov)

- Quarterly Meeting: January 10, 2024 / Zoom
- Quarterly Meeting: Spring TBD / Wasilla

### **Governor's Council on Disabilities and Special Education**

GCDSE: <http://dhss.alaska.gov/gcdse/Pages/default.aspx>

Executive Director: Patrick Reinhart, (907)269-8990, [patrick.reinhart@alaska.gov](mailto:patrick.reinhart@alaska.gov)

- Triannual Meeting: February 13-15, 2024 / Juneau

# **Redline Drafts**

# **Governance Charters**

**(provided by Gene Hickey, Senior Assistant Attorney General  
on 10/27/23)**

# CHARTER OF THE BOARD OF TRUSTEES

## Introduction

1. The State of Alaska, under ~~AS 47.30.011~~AS 44.25.210, has established the Alaska Mental Health Trust Authority ("AMHTA") to ensure an integrated comprehensive mental health program and administer the trust established under the Alaska Mental Health Enabling Act of 1956. AMHTA is governed by a Board of Trustees ("Board") and the Board's membership, duties and authority ~~of the board are further described~~ are defined in AS ~~47.30.036~~44.25, 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~~44.25.210.
3. This document is intended to interpret and implement the statutory provisions that created the board of trustees.

## Role

4. The role of the ~~b~~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's mission;
  - (b) ~~Ensure~~Provide an integrated, comprehensive mental health program for the State of Alaska in partnership with Department of Health ~~and the Department of Family and Community Services and Social Services~~;
  - (c) Preserve and protect the trust corpus while maximizing income now and in the future;
  - (d) Manage AMHTA's principal and assets ~~of AMHTA~~;
  - (e) Invest income and use assets to fulfill AMHTA's purpose;
  - (f) Administer ~~Trust~~AMHTA assets and mental health trust income account; and
  - (g) ~~Engage in philanthropic development~~.

## Authority

5. The board of trustees has authority to:

- (a) Select, hire, supervise and provide direction and oversight of the chief executive officer (“CEO”);

- (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~~Board meetings, selection of officers, proceedings, and other aspects of ~~b~~Board procedure;
- (g) Insure ~~or~~and indemnify and protect the board, ~~at~~the Board members, ~~of the board, or an~~ agents, ~~or~~and AMHTA employees ~~of the authority~~ against financial loss and expense while acting within the course and scope of their appointments or employment; and
- (h) Provide for approval of grants as outlined in 20 AAC 40.010 – 40.990.

## Duties and Responsibilities

### GOVERNANCE

6. The ~~b~~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 ~~b~~Board will establish governance policies and procedures as necessary, including By-Laws~~bylaws and other board policies and processes~~, to ensure effectively operation of the AMHTA affairs of AMHTA. The Board will implement, with the assistance of the CEO and staff, a governance manual (“Governance Manual”) that will contain the Board’s By-Laws, Charters, and all other Board adopted policies and procedures.
8. The ~~b~~Board will develop and approve the job description of the ~~CEO~~chief executive officer.

- 9. The board will clearly define ~~b~~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 ~~b~~Board will approve memorandum of agreements (“MOA” or MOAs”)~~contractual agreements~~ with Department of Natural Resources, Alaska Permanent Fund Corporation, and advisory boards as defined in statute and the settlement agreement.
11. The ~~b~~Board, with the assistance of the CEO and staff, will establish a ~~b~~Board development program to build skills of trustees. The Board Development Program will include policies for trustee recruitment, retention and training.
- ~~12. The board will evaluate its performance and effectiveness annually and identify opportunities for continuous improvement.~~

## BENEFICIARY IMPACT

~~13.12.~~ The AMHTA’s 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 an 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) Serve as the primary interface for statutory advisory boards;

~~(b)(c)~~ Invest in programs that are effectively targeted to address those beneficiary needs, current, future, and ~~preventative~~preventive;

~~(e)~~(d) Measure the impact of investments to benefit beneficiaries; and

~~(d) Serve as community champions for AMHTA and its beneficiaries.~~

~~14.13.~~ The board will define a clear and compelling mission to focus the organization and align stakeholders and will ensure that the mission statement remains valid. 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.

~~15.~~ The board will define a clear set of guiding principles, and will ensure that the guiding principles remain valid. 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
- 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 Investor Rule. In managing and investing AMHTA assets, the Board shall comply with AS 37.10.071, statutory and regulatory requirements and the Alaska Mental Health Enabling Act, P.L. 84-830, 70 Stat. 709 (1965).

~~17.~~14. The ~~b~~Board shall contract with the Alaska Permanent Fund Corporation (“APFC”) for management of the mental health trust fund [AS 37.14.009]. The ~~b~~Board will meet with APFC leadership on an annual basis to review results, forecasts, and issues that could affect future returns.

~~18.~~15. The ~~b~~Board will approve an asset management policy ~~statements~~ (“AMPS”), including the board’s overall asset management philosophy, to ~~ensure~~provide effective management, investment, and growth of AMHTA assets. ~~Policies will be reviewed annually.~~

~~19.~~16. In consultation with the chief financial officer, the ~~b~~Board will ~~ensure~~ establish ~~ment of~~ a framework or process for managing investment risks related to AMHTA assets.

~~20.~~17. The ~~b~~Board will approve the long term or strategic asset allocation for AMHTA.

~~21.~~18. The ~~b~~Board shall provide for the management of non-cash assets through coordination with the Trust Land Office (“TLO”) and other advisors approved by the Board. ~~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.~~19. The ~~b~~Board ~~of trustees~~ will ~~ensure~~require that the TLO to establishes strategic plans for land stewardship, program related investment, and maximizing revenue from ~~its~~AMHTA’s land and resources, and ~~establishing~~ criteria and goals for investments in income producing real estate.

## FINANCE, AUDIT AND RISK MANAGEMENT

~~23-20.~~ The ~~b~~Board will ~~ensure~~~~provide 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.

~~24-21.~~ The ~~b~~Board will ~~ensure~~~~require that~~ audits of ~~these~~ controls and procedures ~~are conducted~~ from time to time by an independent external auditor in order to ~~ensure~~~~demonstrate~~ that the assets are properly accounted for, and that the investments are in accordance with applicable laws and regulations.

~~25-22.~~ The ~~b~~Board will ~~ensure~~ require the preparation of ~~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

~~23.~~ The Board will establish a Personnel Policy for the effective management of AMHTA.

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

~~27-24.~~ The ~~b~~Board will employ a ~~CEO~~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 ~~b~~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. The CEO shall report to the Board, on at least a monthly or more frequent basis, with a report identifying the CEO's progress on all tasks assigned to the CEO by the Board. The report shall identify each assignment, the date of the assignment, whether the assignment was completed and if not completed why and when completion is expected.~~

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

~~29-25.~~ The CEO serves at the pleasure of ~~The~~ ~~b~~Board and the Board may terminate the CEO ~~with or without cause~~.

~~30.~~ The ~~b~~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.~~

~~26.~~  
~~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

~~32-27.~~ Working in conjunction with the CEO, the ~~b~~Board will ~~ensure~~develop a communications policy ~~and processes~~ to guide how the ~~b~~Board and individual trustees should communicate with stakeholders including but not limited to:

- ~~(a)~~ AMHTA staff;
- ~~(b)~~ State departments and departments heads;
- ~~(a)~~~~(c)~~ the Legislature;

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- ~~(b)~~(d) \_\_\_\_\_ beneficiaries and beneficiary organizations;
- ~~(e)~~(e) statutory advisory boards ~~and departments~~;
- ~~(d)~~(f) service providers;
- ~~(e)~~(g) prospective partners;
- ~~(f)~~(h) municipal governments, native corporations, tribes;
- ~~(g)~~(i) media;
- ~~(h)~~(j) other external parties; and

(k) the general public.

~~33.28.~~ The ~~b~~Board, with the assistance of the CCO and staff, will ensure that AMHTA develop ~~has~~ a comprehensive communications plan.

~~34.29.~~ The ~~b~~Board will ensure that AMHTA has a clearly established ~~the comprehensive communications plan~~ addresses ~~policy for~~ handling media requests and responding to published media or requests for interview or comment.

~~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.~~

~~The Board will review communications plan regarding beneficiary related issues requiring legislative or public advocacy.~~

## MONITORING AND REPORTING

~~35.30.~~ The ~~b~~Board, with the assistance of the CEO and staff ~~working with the management team,~~ will ~~establish~~ ~~ensure~~ ~~develop~~ a monitoring and reporting policy ~~is established~~ which sets out ~~its~~ ~~the Board's~~ requirements regarding reports the ~~b~~Board will receive on a regular basis in order to meet its responsibility for the oversight of the AMHTA.

~~36.~~ 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.

~~37.31.~~ The ~~b~~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 ~~47-30-04644.25.270.~~

~~38.~~ The board will review progress against the strategic plan annually and update it periodically, but no less than every three years.

## BOARD MEETING PRACTICES

~~39.32.~~ The ~~b~~Board will hold at least four regular board meetings each fiscal year. Committees will meet as necessary to accomplish their responsibilities ~~or as required in the committee charters.~~

~~40.33.~~ Special meetings of the ~~b~~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.

~~41.34.~~ The ~~b~~Board will be supported by staff as ~~the Board requires~~d. The ~~b~~Board may invite other professionals to attend meetings and provide pertinent information as ~~the Board deems deemed~~ necessary.

~~42.35.~~ Reasonable public notice of ~~b~~Board and committee meetings shall be

provided in accordance with AS 44.62.310. Meetings of the ~~b~~Board and its committees are subject to the Open Meetings Act, AS 44.62.310 and 44.62.312.

~~43.36.~~ A quorum at all ~~b~~Board meetings shall consist of four ~~b~~Board members, AS ~~47-39-01644.25.210~~(d). A quorum at committee meetings is a majority of committee members.

~~44.37.~~ No member of the board may designate a proxy.

## Review and Amendment of the Charter

~~38.~~ The ~~board of trustees~~Executive Committee 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.

~~45.39.~~ This charter may be amended at any meeting of the full board.

~~46.40.~~ The ~~b~~Board ~~of trustees~~ adopted this charter on October 27, 2017 and amended it on \_\_\_\_\_.

# CHARTER OF THE CHAIR OF THE BOARD

## Introduction

1. ~~Alaska Law, Section AS 37-13-05044.25.230~~ requires the ~~b~~Board of trustees to elect a chair annually from among its members.
2. The chair may be re-elected to office by vote of the membership of the ~~b~~Board as above. The ~~b~~Board's intention is to allow ~~b~~Board members the opportunity to serve in officer roles in support of ongoing ~~b~~Board development. To that end, no member may serve more than 2 consecutive full terms in the same office except as provided for by ~~a~~the affirmative vote of five ~~b~~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 ~~b~~Board;
  - (b) Preside at the meetings of the ~~b~~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 ~~b~~Board chair may not concurrently serve as chair of any standing committee, except the Executive 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 and coordinate Bboard member requests for information; however, all committee chairs shall have direct communication with the CEO, CFO, COO, CCO, TLO ED and staff as needed to complete committee work as outlined in each committee's charter;
  - (g) Serve as the primary spokesperson for the ~~Bb~~board ~~of Trustees with regard to actions taken by the b~~Board;
  - (h) Act as one of the official spokespersons for AMHTA, together with the CEO and others as directed by the Board, at the request of the chief



~~communications officer;~~

(i) Review and approve travel and other expenses of the members of the ~~b~~Board and CEO of trustees in conformity with a Board approved travel policy or in the absence of a Board approved travel policy, then in conformity with the State's current travel policy; and

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

~~(k)~~(j) Carry out any other duties and responsibilities as assigned by the ~~b~~Board.

## Review and Amendment of the Charter

4. The ~~board of trustees~~Executive Committee 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. This charter may be amended at any meeting of the full board.

~~4.6.~~ The ~~b~~Board of trustees adopted this charter on October 27, 2017 and amended it on \_\_\_\_\_.

# CHARTER OF THE VICE CHAIR OF THE BOARD

## Introduction

1. The ~~b~~By-laws of ~~AMHTA~~~~the Alaska Mental Health Trust Authority~~ establish the vice\_~~ch~~air as an officer of the ~~b~~Board.
2. The vice\_~~ch~~air is elected annually from among its members.
3. The vice\_~~ch~~air may be re\_~~ch~~air elected to office by vote of the membership of the ~~b~~Board as above. The ~~b~~Board's intention is to allow ~~b~~Board members the opportunity to serve in officer roles in support of ongoing ~~b~~Board development. To that end, no member may serve more than 2 consecutive full terms in the same office except as provided for by ~~a~~the affirmative vote of five ~~b~~Board members.

## Duties and Responsibilities

4. The vice\_~~ch~~air 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\_~~ch~~air 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 ~~b~~Board.

## Review and Amendment of the Charter

- ~~5. The Executive Committee 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 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 ~~b~~Board of trustees adopted this charter on October 27, 2017 and amended it on \_\_\_\_\_.

# CHARTER OF THE SECRETARY OF THE BOARD

## Introduction

1. The ~~b~~By-laws of ~~AMHTA~~~~the Alaska Mental Health Trust Authority~~ establish the secretary as an officer of the ~~b~~Board.
2. The secretary is elected annually from among its members.
3. The secretary may be re-elected to office by vote of the membership of the ~~b~~Board as above. The ~~b~~Board's intention is to allow ~~b~~Board members the opportunity to serve in officer roles in support of ongoing ~~b~~Board development. To that end, no member may serve more than 2 consecutive full terms in the same office except as provided for by ~~a~~the affirmative vote of five ~~b~~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)~~(c) Serve as a member of the executive committee; and
  - ~~(e)~~(d) Perform other duties and responsibilities as assigned by the ~~b~~Board.

## Review and Amendment of the Charter

- ~~5. The Executive Committee 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 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. This charter may be amended at any meeting of the full board.
- ~~6-7.~~ The ~~b~~Board of trustees adopted this charter on October 27, 2017 and amended it on \_\_\_\_\_.

# CHARTER OF THE EXECUTIVE COMMITTEE

## Introduction

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

## Role

3. The role of the ~~executive e~~Committee ~~is will be to complete the following activities with the assistance of the CEO, staff and others as the Board deems necessary:~~
  - (a) ~~Ensure development~~Develop and implementation ~~of policies and procedures~~ for governing the AMHTA; ~~and~~
    - (a) ~~and~~
  - (b) Promptly review emergency grant requests as required by 20 AAC 40.260(f).

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## Authorities

4. The ~~e~~Committee will have the authority to conduct any review ~~and take action~~ appropriate to fulfill~~ing~~ its responsibilities.
5. The ~~e~~Committee ~~chair~~ will have direct access to the ~~chief executive officer~~ (CEO), ~~CFO~~chief financial officer, ~~COO, CCO, TLO ED~~ legal counsel, ~~and staff~~ as well as all advisors, consultants and asset managers of AMHTA.

## Operating Procedures

6. The ~~e~~Committee will consist of three board officers: the chair, vice chair, and secretary.
7. ~~The Board chair of the board will act as the chair of the eCommittee. The Committee Chair shall appoint a Committee Secretary to take minutes of the Committee's meetings with the assistance of staff.~~
- 7.8. The ~~e~~Committee will meet at the call of the chair. The ~~e~~Committee chair (~~the chair of the board~~) will prepare and/or approve an agenda in advance of each meeting.
- 8.9. The ~~e~~Committee will be supported by staff as required ~~by the Committee~~. The ~~C~~ommittee may invite other professionals to attend meetings and provide pertinent information as deemed necessary.

~~9-10.~~ Reasonable public notice ~~of board and e~~Committee meetings shall be provided in accordance with AS 44.62.310. Meetings of the ~~board and its e~~Committees are subject to the Open Meetings Act, AS 44.62.310 and 44.62.312.

11. Minutes of eCommittee meetings will be taken and reports of committee actions and meetings will be made to the ~~b~~Board ~~of trustees~~.

~~10-12.~~ The Committee may provide a public comment period at its meetings.

~~11.~~ The committee will assess its performance annually.

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## Duties and Responsibilities

### GOVERNANCE

~~12-13.~~ The eCommittee will carry out the following responsibilities ~~in consultation with CEO and others as required:~~

(a) ~~Ensure~~Review, recommend amendments and implementation changes to AMHTA's By-Laws and charters of governance revisions is completed;

(b) ~~Review governance 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~~ Oversee the creation and timely updating of the Governance Manual; and

(c) ~~Monitor AMHTA's governance practices and suggest amendments or additions to the board for approval~~Perform other duties and responsibilities assigned by the Board.

### GRANT APPROVAL

~~13-14.~~ The ~~executive e~~Committee will promptly review emergency grant requests as required by 20 AAC 40.260(f).

## Review and Amendment of the Charter

15. The ~~board of trustees~~Executive Committee 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.~~

~~14-16.~~ This charter may be amended at any meeting of the full board.

~~15-17.~~ The board of trustees adopted this charter on October 27, 2017 and amended it on \_\_\_\_\_.

# CHARTER OF THE FINANCE COMMITTEE

## Introduction

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

## Role

3. The role of the ~~finance e~~Committee ~~will be~~ to complete the following activities ~~in consultation with the assistance of the chief executive officer (CEO), chief financial officer (CFO), staff, and others as deemed necessary by the~~ Committee:
  - (a) Develop or recommend investment and financial management policies for approval by the ~~b~~Board;
  - (b) ~~Oversee~~ ~~Ensure~~ Oversee the implementation of approved investment and financial management policies on behalf of the ~~b~~Board in accordance with ~~Trust~~AMHTA statutes and regulations and the ~~e~~Committee charter ~~adopted by the board~~;
  - (c) Monitor budget status and investment performance on an ongoing basis;
  - (d) Advise the ~~b~~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 at least~~ every 3 years and recommend reaffirmation or revisions for approval to the ~~b~~Board ~~of trustees~~;
  - (f) Review AMHTA’s MOA with the Department of Revenue ~~as outlined in the MOA or not less than every at least every~~ 3 years and recommend reaffirmation or revisions for approval to the ~~b~~Board ~~of trustees~~; and
  - (g) Provide the ~~e~~Committee’s written input and feedback to the CEO in support of the annual performance evaluation of the chief financial officer. The Committee chair may attend and participate in annual evaluation meeting between the CEO and CFO.

## Authorities

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

5. The Committee chair shall have direct access and may communicate directly with the CEO, CFO, COO, CCO, staff, legal counsel, advisors, consultants and asset managers. ~~will provide the committee, through the CEO, will have access to the CFO, legal counsel, advisors, consultants and asset managers.~~ Written communications between the Committee Chair and these individuals shall be copied to the Board chair.

## Operating Procedures

6. The eCommittee will consist three Board members appointed by the Board chair of a committee of the whole board. ~~The Committee Chair shall appoint a Committee Secretary to take minutes of the Committee's meetings with the assistance of staff.~~
7. The eCommittee will meet at least four times annually, or more frequently by call of the eCommittee chair ~~in consultation with staff.~~ The eCommittee chair will prepare and/or approve an agenda in advance of each meeting.
8. The eCommittee will be supported by staff as required by the Committee. The eCommittee may invite other professionals as ~~it deemed~~ needed necessary, to attend meetings and provide pertinent information.
9. Reasonable public notice of ~~board and eCommittee~~ eCommittee meetings shall be provided in accordance with AS 44.62.310. Meetings ~~of the board and its eCommittees~~ are subject to the Open Meetings Act, AS 44.62.310 and 44.62.312.
10. Minutes of eCommittee meetings will be taken and reports of committee actions and meetings will be made to the ~~bBoard of trustees.~~
- ~~11.~~ The eCommittee ~~may will~~ provide a public comment period at its meetings based upon recommendation by staff early in meetings before taking actions on any decisions as needed.
- ~~12-11.~~
- ~~13.~~ The committee will assess its performance annually.

## Duties and Responsibilities

### FINANCIAL MANAGEMENT

- ~~14-12.~~ The eCommittee will carry out the following responsibilities with respect to the financial oversight of AMHTA with the assistance of the CEO, CFO, COO, staff and others as required by the Committee in consultation with the CEO, CFO, and others as required:
  - (a) ~~Ensure d~~ Development of policies and procedures for investment and financial management;
  - (b) Oversee and Advise the ~~b~~Board on the implementation of approved investment and financial management policies, including the Asset



Management Policy Statement;

- (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 ~~Review~~ the allocation of principal and ~~interest income~~ established in 20 AAC 40.610 ~~remains consistent with~~ and AS 37.14.031(d); and

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

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## Review and Amendment of the Charter

~~13. The Executive Committee 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 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.~~

~~14. This charter may be amended at any meeting of the full board.~~

~~16-15.~~ The board of trustees adopted this charter on October 27, 2017 and amended it on \_\_\_\_\_.

# CHARTER OF THE AUDIT AND RISK COMMITTEE

## Introduction

1. The ~~AMHTA~~ ~~Board of trustees of the Alaska Mental Health Trust Authority (AMHTA)~~ has established an audit and risk committee (the “~~e~~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 ~~e~~Committee.

## Role

3. The role of the ~~audit and risk e~~Committee ~~will be~~ is to complete the following activities ~~with the assistance of the in consultation with the chief executive officer (CEO), chief financial officer (CFO), staff, and others as deemed necessary by the Committee:~~
  - (a) ~~Develop~~ ~~Ensure~~ ~~Develop~~ policies ~~and procedures are in place~~ for managing the annual financial audit process;
  - (b) ~~Ensure systems are in place to conduct a forward looking a~~ 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 ~~and make recommendations to the Board for modifications;~~
  - (d) ~~Monitor~~ ~~Ensure~~ ~~Review~~ the integrity of the financial reporting process and the system of internal controls and procedures regarding finance, accounting, and legal compliance ~~and make recommendations to the Board for modifications;~~
  - (e) ~~Review~~ ~~Ensure~~ ~~Review~~ the performance and independence of the AMHTA’s external auditors ~~for compliance with generally accepted are consistent with current accounting board standards;~~
  - (f) ~~Provide~~ ~~Ensure~~ ~~Develop a line - an avenue~~ of communication among external auditors, ~~the Committee, CEO, 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. ~~The Committee chair may attend and participate in annual evaluation meeting between the CEO and CFO.~~

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## Authorities

4. The committee will have the authority to conduct any review and take action appropriate to fulfilling its responsibilities.
5. ~~The Committee chair shall have direct access and may communicate directly with the CEO, CFO, COO, CCO, staff, legal counsel, advisors, consultants, external auditors and asset managers 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. Written communications between the Committee Chair and these individuals shall be copied to the Board chair.~~

## Operating Procedures

- ~~16. The committee will consist of three Board members appointed by the Board Chair, a committee of the whole board. The Committee Chair shall appoint a Committee Secretary to take minutes of the Committee's meetings with the assistance of staff.~~
- ~~6. —~~
- ~~7.6. The eCommittee will meet as needed to oversee the audit process. The eCommittee chair will prepare and/or approve an agenda in advance of each meeting.~~
- ~~8.7. The eCommittee will be supported by staff as required by the Committee. The eCommittee may invite auditors or other professionals as it deems necessary to attend meetings and provide pertinent information.~~
- ~~9.8. Reasonable public notice of board and eCommittee meetings shall be provided in accordance with AS 44.62.310. Meetings of the board and its eCommittees are subject to the Open Meetings Act, AS 44.62.310 and 44.62.312.~~
- ~~9. Minutes of eCommittee meetings will be taken and reports of eCommittee actions and meetings will be made to the Board of trustees.~~
- ~~10. The Committee may provide a public comment period at its meetings.~~
- ~~11. The committee will assess its performance annually.~~

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## Duties and Responsibilities

### INTERNAL CONTROLS

~~12.11.~~ The committee will carry out the following responsibilities with respect to AMHTA's internal controls with the assistance of the CEO, CFO, COO, staff and others as required by the Committee in consultation with the CEO, CFO, and others as necessary:

- (a) ~~Monitor~~ Ensure ~~Develop and implement~~ audit and risk management policies and ~~practices~~ procedures are to ensure that things are carried out according to policy and with adequate ~~appropriate~~ 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 t that 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

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

- (e) Recommend ~~approval-acceptance~~ of the audit to the full ~~b~~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~~ ~~Advise~~ ~~the bBoard 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;

## EXTERNAL AUDIT

~~13-12.~~ The committee will have the following responsibilities with respect to the AMHTA's annual external auditors with the assistance of the CEO, CFO, COO, staff and others as required by the Committee:

- (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 ~~b~~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~~ ~~Require~~ external auditors ~~have to disclose and mitigated~~ all significant relationships the auditors have with ~~the~~ AMHTA that could impair the auditors' independence.

## Review and Amendment of the Charter

- ~~13. The Executive Committee 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 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.~~
14. This charter may be amended at any meeting of the full Board.
15. The board of trustees adopted this charter on October 27, 2017 and amended it on \_\_\_\_\_.

# CHARTER OF THE RESOURCE MANAGEMENT COMMITTEE

## Introduction

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

## Role

3. The role of the ~~resource management e~~Committee ~~will be~~ to complete the following activities ~~with the assistance of in consultation with~~ the CEO, ~~executive director (ED)~~ of the TLO, ~~staff,~~ and others as ~~deemed necessary by the~~ Committee:
  - (a) ~~Ensure d~~Development of policies ~~and procedures~~ for protecting, enhancing, and managing AMHTA's ~~a~~Non-cash ~~resources/Assets~~ in the best interests of the beneficiaries for approval by the ~~b~~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;~~
  - ~~(e)~~(b) ~~In consultation with the CEO and ED of the TLO, ratify r~~Review the goals and objectives of the Trust Land Office ~~with the assistance of the CEO and ED of the TLO and staff as the Committee deems necessary and forward recommend approval them~~ of those goals and objectives to the ~~b~~Board for ~~approval of trustees for their approval;~~
  - ~~(d)~~(c) \_\_\_\_\_ 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 at least once~~ every 3 years and recommend ~~reaffirmation or revisions for approval~~ to the ~~b~~Board ~~of trustees;~~ and
  - ~~(e)~~(d) \_\_\_\_\_ Provide the ~~e~~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. ~~The Committee chair may attend and participate in annual evaluation meeting between the CEO and ED of the TLO.~~



## Authorities

4. The eCommittee will have the authority to conduct any review and take any action appropriate to fulfilling its responsibilities.

5. The Committee chair shall have direct access and may communicate directly with the CEO, ED of the TLO, CFO, COO, CCO, staff, legal counsel, advisors, and consultants, 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. Trustees may direct the CEO or TLO Executive Director to inform them on a particular topic. Goal of coordinated information sharing and information access. Written communications between the Committee Chair and these individuals shall be copied to the Board chair.

## Operating Procedures

6. The eCommittee will consist of three Board members appointed by the Board chair. a committee of the whole board. The Committee Chair shall appoint a Committee Secretary to take minutes of the Committee's meetings with the assistance of staff.
7. The eCommittee will meet at least four times annually, or more frequently by call of the eCommittee chair, in consultation with staff. The committee chair will prepare and/or approve an agenda in advance of each meeting.
8. The eCommittee will be supported by staff as required by the Committee. The eCommittee may invite other professionals it as deemed necessary to attend meetings and provide pertinent information.
9. Reasonable public notice of board and eCommittee meetings shall be provided in accordance with AS 44.62.310. Meetings of the board and its eCommittees are subject to the Open Meetings Act, AS 44.62.310 and 44.62.312.

10. Minutes of eCommittee meetings will be taken and reports of eCommittee actions and meetings will be made to the bBoard of trustees.

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 eCommittee will may provide a public comment period at its meetings based upon recommendation by staff early in meetings before taking actions on any decisions as needed.

12. The committee will assess its performance annually.

## Duties and Responsibilities

12. The Committee will carry out the following responsibilities with the assistance of the CEO, COO, staff and others as required by the Committee.

### PLANNING

- 13. The ~~e~~Committee will ~~provide support to ensure~~ oversee the establishment and development of policies and procedures by the ED of the TLO with respect to AMHTA's Non-cash Assets ~~in establishing the policies of the TLO.~~
- 14. Review and provide input for revising the resource management strategy at least once not less than every three years and provide reaffirmation or revisions for Board approval.

**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)~~ 15. 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)~~ 16. Focus on maximizing and diversifying revenue, both principal revenue and income, in the management of Trust AMHTA lands; and
  - ~~(e)~~ 17. Work with the ED of the TLO to report the TLO's efforts and results to the Board in this
  - ~~(d) regard at regular intervals established by the board.~~

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**COMMERCIAL REAL ESTATE INVESTMENTS**

- ~~16. The committee will carry out the following responsibilities with respect to the real estate investments:~~
  - ~~(e)~~ 18. Assist the Finance Committee to Define a commercial real estate investment policy and strategy procedure, and review annually as needed; and
  - ~~(f)~~ 19. Monitor commercial real estate investment activities and performance, and report to the bBoard.

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**FINANCIAL**

- ~~17. The committee will carry out the following financial responsibilities:~~
  - ~~(g)~~(a) Review and consult, as delegated by the bBoard, 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
  - ~~(h)~~(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

~~18-15.~~ The eCommittee will work with the ED of the TLO to ~~assure ensure to develop and implement that~~ appropriate financial and operational controls ~~and procedures are put in place~~ to safeguard AMHTA's ~~Non-Cash~~ ~~a~~Assets. The eCommittee will coordinate with the CEO and ED of the TLO, ~~as required by the Committee~~, to prepare any necessary management response to any issues of significant concern related to the TLO on the part of the external auditor.

## COMMUNICATIONS

~~19-16.~~ The eCommittee will:

~~(i) Ensure that TLO activities support the mission of AMHTA.~~

~~(j)(c)~~ Review ~~the AMHTA~~ communications plan regarding resource management related issues requiring legislative or public advocacy ~~and make recommendations to the Board for appropriate amendments.~~

## Review and Amendment of the Charter

~~17. The Executive Committee 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.~~

~~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.~~

~~18. This charter may be amended at any meeting of the full ~~b~~Board.~~

~~21-19.~~ The ~~b~~Board ~~of trustees~~ adopted this charter on October 27, 2017 ~~and amended it on \_\_\_\_\_.~~

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# CHARTER OF THE PROGRAM AND PLANNING COMMITTEE

## Introduction

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

## Role

3. ~~The role of the program and planning e~~Committee will be to complete the following activities, with the assistance of the in consultation with the chief executive officer (CEO), Chief Operating Officer (COO), staff and others as the Committee, executive director of mental health policy and programs, and others as deems necessary:
  - (a) ~~Ensure d~~Development of program policies and procedures to ~~meet~~address the needs and improve the circumstances of beneficiaries; ~~review the program policies;~~ and recommend those policies and procedures to the ~~b~~Board for approval;
  - (b) Oversee implementation of AMHTA programs and plans at the direction of and on behalf of the ~~b~~Board in accordance with AMHTA statutes, ~~and~~ regulations and ~~the committee~~this charter adopted by the board;
  - (c) Work directly with the COO, staff and others ~~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)(d) Review Evaluate the implementation of approved the programs and policies and plans affecting beneficiaries and recommend necessary changes and improvements;
  - (f)(e) ~~Assure Ensure that Oversee~~ the Trust Authority Office's ~~is working~~ with the Department of Health and the Department of Family and Community Services and Social Services to complete and review ~~status of / monitor~~ status and outcomes to annually update the comprehensive integrated mental health program;

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(g) Serve as the primary interface for statutory advisory boards;

(h)(f) Review AMHTA's ~~memoranda of agreement~~ MOAs with statutory advisory boards ~~as outlined in the MOAs or not less than~~ at least once every 3 years and recommends reaffirmation or revisions for approval to the ~~b~~Board of ~~trustees~~; and

~~(4)~~ Provide the eCommittee'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~~. The Committee chair may attend and participate in annual evaluation meeting between the CEO and COO.

## Authorities

~~4.3.~~ The eCommittee will have the authority to conduct any review and take action appropriate to fulfilling its responsibilities.

~~5.4.~~ The eCommittee chair shall have direct access and may communicate directly with the, through the CEO, will have access to the COO, CFO, CCO, staff, legal counsel, advisors, and consultants, executive director of mental health policy and programs, legal counsel, as well as all advisors and consultants of AMHTA.

## Operating Procedures

~~5.~~ The committee will consist of three Board members ~~a committee of the whole board appointed by the Board chair. The Committee Chair shall appoint a Committee Secretary to take minutes of the Committee's meetings with the assistance of staff.~~

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~~6.5.~~

~~7.6.~~ The eCommittee will meet at least four times annually, or more frequently by call of the eCommittee chair ~~in consultation with staff~~. The eCommittee chair will prepare and/or approve an agenda in advance of each meeting.

~~8.7.~~ The eCommittee will be supported by staff as required by the Committee. The eCommittee may invite other professionals as it deemed necessary, to attend meetings and provide pertinent information.

~~9.8.~~ Reasonable public notice of ~~board and~~ committee meetings shall be provided in accordance with AS 44.62.310. Meetings of the ~~board and its eCommittees~~ are subject to the Open Meetings Act, AS 44.62.310 and 44.62.312.

~~10.9.~~ Minutes of eCommittee meetings will be taken and reports of eCommittee actions and meetings will be made to the ~~board of trustees~~.

~~11.~~ The committee will assess its performance annually.

~~12.10.~~ The committee will may provide a public comment at its meetings, period based upon recommendation by staff early in meetings before taking actions on any decisions as needed.

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## Duties and Responsibilities

**REPORTING**

11. The eCommittee will carry out the following responsibilities ~~below with respect to the program operations of the~~ with the assistance of the CEO, COO, staff and others as required by the Committee. ~~Trust Authority and will execute them in consultation with the CEO and COO executive director of mental health policy and programs:~~

13. REPORTING

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~~(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)~~(a) Review the performance of Mental Health Trust Authority Authorized Receipts (MHTAAR) and authority grant funded projects annually; and

~~(c)~~(b) Review the status of the comprehensive integrated mental health program and planning efforts.

## PLANNING

~~14.12. 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)~~ ~~12.~~ Review program related policies or initiatives including the State of Alaska's comprehensive integrated mental health program plan;

~~(b)~~(a) On an annual basis, review and monitor the development of the Trust Authority's budget related process and recommendations; and

~~(c)~~(b) Invite statutory advisors, key stakeholders, and relevant content experts to participate in discussions and planning activities.

## FINANCIAL

~~15.13. Allocate grant funds previously approved by the full board but not allocated to a specific grantee up to between \$100,000 and \$500,000.~~

~~16.14. 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.~~

## Review and Amendment of the Charter

~~15. The Executive Committee 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.~~

~~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.~~

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16. This charter may be amended at any meeting of the full Board.

~~19-17.~~ The board of trustees adopted this charter on October 27, 2017 and amended it on \_\_\_\_\_.

# CHARTER OF THE CHIEF EXECUTIVE OFFICER

## Introduction

1. Alaska Law, AS ~~47.30.026~~44.25.230(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 AMHTA's b~~By-laws state that the CEO will be the chief executive officer of the corporation and serve at the pleasure of the ~~b~~Board of trustees. ~~They~~ By-laws set out, in general terms, the duties of the CEO.

## Duties and Responsibilities

- ~~3.~~ The bBoard has approved a position description that is filed with the State of Alaska, incorporated by reference ~~d~~ and attached hereto, that describes the accountabilities, characteristics, and minimum qualifications expected of the CEO.
- ~~4.~~ The CEO shall keep the Board members informed of all material matters affecting AMHTA.
- ~~5.~~ The CEO shall provide the Board members with copies of all reports received by the AMHTA and/or the CEO from the TLO, outside consultants, advisors, auditors and others within 5 days of receipt of the reports.
- ~~1. 6.~~ The board has, for greater clarity, established this charter to set out the following specific authorities of the CEO. The CEO shall report to the Board, on at least a monthly or more frequent basis, with a report identifying the CEO's progress on all tasks assigned to the CEO by the Board. The report shall identify each assignment, the date of the assignment, whether the assignment was completed and if not completed why and when completion is expected.
- ~~7.~~ Act as one of the official spokespersons for AMHTA when so designated by the Board, together with the chair, at the request of the chief communications officer.

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## Authorities

- ~~4.6.~~ The CEO is required to report to the bBoard of trustees, at each of the four regularly scheduled meetings per year and any special meetings, on the major program activities and status of the progress against the budget.
- ~~5.7.~~ The CEO is responsible for developing and executing a legislative program on an annual basis and timely reporting its progress to the ~~trustees~~Board.

6-8. The board delegates approval authority to the CEO to allocate authority grant funds of up to \$~~100~~25,000 from budget lines previously approved by the board, but undesignated to specific entities. The CEO's authority is limited to approval of a total of \$~~100~~25,000.00 per agency per state fiscal year. Agency means a sole proprietorship, limited liability company, limited partnership, partnership and any other entity in which the agency owns more than 50 percent of the voting power directly or indirectly through one or more other subsidiaries of the specified agency. The CEO may approve a single agency to receive one \$~~100~~25,000 approval or multiple approvals not to exceed in sum \$~~100~~25,000 per state fiscal year in CEO approved authority grant funds, regardless of the budget lines previously approved by the board of trustees, but undesignated to specific entities. These allocations may take the form of grant awards, procurements following state processes, or other programmatic activities.

The CEO shall not delegate the authority granted herein to any other individual or employee. The CEO shall provide the Board members with at least 30 days advance written notice of any grant the CEO intends to award. The notice shall include the name of the Grantee, the amount of the grant award, the purpose of the grant and how AMHTA will monitor the grant and track its performance. A grant awarded without this notice shall not be valid.

Quarterly summary reports of all CEO approved items will be provided to ~~trustees the Board~~ and a standing item will be placed on the next scheduled Program and Planning agenda following the report for any trustee discussion.

7-9. 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.

8-10. The board delegates authority to the CEO to approve project specific expenditures by the TLO from the principal, budget reserves or the facility 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.

9-11. The CEO has authority to raise issues to the board at any board or committee meeting.

~~10-12.~~ The CEO may delegate duties to staff except as specifically prohibited by herein.

~~11-13.~~ 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 COO, executive director of mental health policy and programs, ED executive director of the TLO, and CFO, chief financial officer. The CEO shall provide the Board with all terms and conditions of employment offers for the above listed positions as part of the consultation.

## Review and Amendment of the Charter

~~14.~~ The ~~board of trustees~~ Executive Committee 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.~~ This charter may be amended at any meeting of the full ~~b~~Board.

~~16.~~ The ~~b~~Board ~~of trustees~~ adopted this charter on October 27, 2017 ~~and amended it on \_\_\_\_\_.~~

## MEMO

**To:** Board of Trustees  
**From:** Steve Williams, CEO  
**Date:** December 28, 2023  
**Re:** Staff responses to proposed Trust Charter revisions

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### Introduction

Thank you for the opportunity to provide feedback on the current recommended revisions to the Trust's Charters. Trust staff hopes the information in this memo is helpful, and recognizes it was developed without an understanding of the intent and goals of the trustees' revisions. So, we look forward to a comprehensive discussion with trustees at the upcoming Special Board meeting to share this analysis in greater depth, and more importantly, to dialogue with trustees to understand the intent and goals underlying some of the proposed revisions. Like trustees, the staff's goal is for the revised charters to align with governance best practices, meet the needs of trustees and staff (as a body and organization), and prevent unintended detrimental impacts to organizational operations so the mission and work of the Trust can be carried out in an efficient and effective manner.

### Background

Upon receipt of the trustees' proposed revisions, Trust staff spent significant time analyzing them. This work involved team meetings and individual work of the Trust's CEO, TLO ED, CFO, COO, CCO, Grants Administrator Manager, and Administrative Manager. Our analysis was grounded on (1) alignment with governance best practices, (2) impacts to the organizational operations, and resulting effects on community partners, and (3) the beneficiaries the Trust serves.

What follows are two sections reflecting staff comments, questions, concerns, and recommendations related to proposed revisions that were considered substantive.

Section 1) "General Comments" - those that are applicable to more than an individual charter.

Section 2) A table that breaks down the individual charters, with comments and recommendations related to specific proposed revisions.

There are other technical edits identified by staff which we can help address as the final version of the updated charters are drafted.

## General Comments

- 1) **Committees of the Whole:** The draft charters propose reducing the Finance, Audit and Risk, Resource Management, and Program and Planning committees' size to three members. (**Note:** with the exception of the Executive Committee, the Trust has always had committee structure where all trustees have the authority to take action (vote) on committee decisions).

Trust staff look forward to understanding the context and goal of this revision. At this time, Trust staff recommend that the board maintain the current committee membership as "committees of the whole" for the following reasons:

- a) Spreads committee membership equally amongst all trustees
  - b) Ensures all trustees have awareness, input and the opportunity to take action (vote) on all core aspects and business of the Trust (financial, land/resource development, and beneficiary related topics)
    - i) Committees of three means a minority of the board is making substantive decisions on behalf of the board on grant funding, the Trust's financial position, and land/resource development activities that require board consultation or approval.
      - Related, committees of three would have a quorum of two, meaning 1 of the 7 members could make a decision on behalf of the whole board. (i.e. a decision to not fund a grant)
    - ii) Avoids the possibility of a "tie vote" which would be a failing vote – this is of particular concern since the proposed charters add the Board Chair as a voting member of each committee of three.
    - iii) Allows for more efficient board meetings because all members have full and equal awareness of matters considered by committees prior to action at board meetings.
  - c) Mitigates risk of inadvertent violations of the Open Meetings Act
    - i) Trustee communications outside of committee meetings.
    - ii) CEO meetings with trustees for guidance and/or direction.
  - d) Maintains operational efficiencies with coordination and execution of committee communication, scheduling of meetings, and work.
- 2) **Language clarifying Board v. Staff responsibility:** While staff believe it is the board's intent is to remain and operate at a governance level (30,000 ft), current language in the draft charter revisions could be more specific for greater clarity of board, committee, committee chair and staff roles and responsibilities. This would ensure the board and committees would work in consultation and with the assistance of staff to avoid developing and/or setting policy without a thorough understanding of operational impacts and potential unintended consequences on beneficiaries, beneficiary-serving organizations, and/or Trust operations.

Staff recommends including an introductory paragraph under the "Role" and "Duties and Responsibilities" sections of the charters of the Board of Trustees, and the Finance, Audit and Risk, Resource Management, and Program and Planning committees to clarify that staff, unless specifically noted otherwise, will lead on the development of deliverables, policies, or other work products described in the charters. Sample language could be "The Board / Committee in consultation and with the assistance of staff will ensure the development of..."

- 3) **New language adding the requirement that a Committee Secretary take minutes:** Under the “Operating Procedures” of each committee charter there is new language adding a responsibility to appoint a committee secretary, and that the secretary take minutes with the assistance of staff. This addition would create confusion and adds an additional layer of bureaucracy that creates inefficiencies and opportunities for conflicting information. Currently, there is a court reporter at each committee meeting that takes minutes. The minutes are then included in the subsequent committee meeting packets for review and approval by trustees as the official minutes of the meeting.

Staff recommends removing the proposed language. However, if the language is kept, Trust staff recommends the revised language, “The committee chair will ensure that minutes are taken of each committee meeting.”

- 4) **New language permitting the Board Committee Chair’s attendance of the annual performance evaluation meeting between the CEO and staff (CFO, COO, TLO ED):** In the Charters for the Finance, (CFO), Audit and Risk (CFO), Resource Management (TLO ED), and Program and Planning (COO) committees, new language permits the respective Committee Chair to participate in the performance evaluation meetings between the CEO and respective senior staff member. This is not best practice. Performance review meetings are a CEO function; the CEO is hired by and reports to the board and staff report to the CEO. If a Committee Chair were to participate in such an evaluation meeting a triangular power dynamic would then exist, stifling authentic reflection and conversation about the employee’s performance. The current charters require the CEO to solicit feedback from all trustees, not just the committee chair, on the performance of the CFO, COO and TLO ED as part of their annual evaluation, which is incorporated into their overall evaluation.

Staff recommends removing the proposed language and keeping the current committee charters’ language.

- 5) **New language regarding Committees Chair communication**

- a) **New language permits Committee Chair direct access to all staff, legal counsel, advisors, consultants, and asset managers:** It is understood that ultimately the CEO and staff work for the board of trustees and as such there may be instances when direct communication between trustees and individual staff is needed, but those should be limited to non-material inquiries or requests related to honorarium, travel or other related non-material agency issues.

Currently, Committee chairs have access to leadership and other staff through and/or in coordination with the CEO and/or the Executive Director of the TLO when related to TLO activities. This has been and is the practice with no known issues to date. However, the proposed new language in the charters would permit the Committee Chair direct access to leadership and other staff without coordination with the CEO or TLO ED.

This is not best practice. The CEO is hired by and reports to the board, and staff report to the CEO. Permitting a committee chair direct access to staff without coordinating with the CEO or the TLO ED when related to TLO activities would create leadership and management confusion



for staff as well as potentially place staff in an uncomfortable position for how to respond to a Chair's direct request for information. The direct request would create confusion regarding supervisory authority and could conflict with current workload priorities. Furthermore, the requested information may be something that the CEO, other Trust staff leadership and/or potentially other trustees are not aware of and could create unintended issues thereafter.

Staff recommends the language be revised so any committee chair's direct communication to all staff, legal counsel, advisors, consultants, and asset managers be coordinated through the CEO and TLO ED when applicable, and that the CEO is copied and the TLO ED is copied when applicable on electronic communications.

b) **New language requiring that any written communication between Committee Chairs and all staff, legal counsel, advisors, consultants, and asset managers copy the Board Chair.**

Inherently, Committee Chairs are responsible for keeping their Board Chair apprised of any pertinent information. Committee Chairs are typically subject matter experts, and committee staff benefit from the ability to have prompt communication without the need to explain an issue at length before it comes before the committee or the full board for consideration. Furthermore, copying the board chair on all correspondence puts members at risk of violating the open meetings act.

Staff recommends removing the requirement to copy the chair on all correspondence and keeping the current charter language.

**Comments to Specific Charter Revisions**

Trustee Proposed Charter Revisions	Staff Comments	Staff Recommendations
<b><i>Charter of the Board of Trustees</i></b>		
<p><b>Packet page 5</b></p> <p>4 (b) – Shifts the responsibility for the development of the Comprehensive Mental Health Program Plan (comp plan) from the State Dept. of Health and Dept. of Family and Community Services to the Board of Trustees.</p>	<ul style="list-style-type: none"> <li>Per statute, the State leads on the development of the Comp Plan, and coordinates with the Trust. As written, the charter shifts that responsibility to the Trust.</li> </ul>	<p>Recommend revising the current language to “ensure AMHTA staff partner with the with the Departments of Health and Family and Community Services in the development of the State’s Comprehensive Integrated Mental Health Program Plan”.</p>
<p><b>Packet page 9</b></p> <p>11) – Adds a responsibility that the board develop a program re: trustee recruitment, retention and training.</p>	<ul style="list-style-type: none"> <li>The board does not make decisions related to trustee retention, that responsibility lies with the individual trustee and/or the Governor and legislature.</li> <li>The process for recruitment is outlined in statute and not necessary to include in a charter.</li> </ul>	<p>Recommend revising the last sentence of #11 to read:</p> <p>“The Board Development Program will include policy and process for trustee orientation and training.”</p>
<p><b>Packet page 9</b></p> <p>12 (b) – Makes the board of trustees the primary interface for the statutory advisory boards:</p> <ul style="list-style-type: none"> <li>Alaska Mental Health Board/Advisory Board for Alcohol and Drug Abuse</li> <li>Governor’s Council on Disabilities and Special Education</li> <li>Alaska Commission on Aging</li> </ul>	<ul style="list-style-type: none"> <li>This shifts the role and the work of the board from a governance to an operational level.</li> <li>The advisory boards engage with the board of trustees at least quarterly at regular full board meetings, the role of primary interface with the advisory boards is best kept at a staff level. Trust staff engages regularly with the boards through various standing and individual meetings and through regular Trust staff designee participation in the advisory board’s respective board meetings.</li> <li>Making the board of trustees serve as the primary interface will result in inefficient workflow and confusion for advisory board leadership and staff.</li> </ul>	<p>Recommend removing 12 (b).</p>

<p><b>Packet page 12</b></p> <p>23) – Adds language that “the board will establish a Personnel Policy...”.</p>	<ul style="list-style-type: none"> <li>• Human resources is an operational and staff function, less so the role of a governance board. Personnel management at the Trust follows State of Alaska human resource policies and internal policies approved by the board.</li> </ul>	<p>Recommend language such as “The Board will ensure there is a personnel policy in place for the effective management of the AMHTA.”</p>
<p><b>Packet page 12</b></p> <p>24) – Adds language requiring the CEO to report to the board at least monthly on “all tasks assigned” – “The report shall identify each assignment, the date of the assignment, whether the assignment was completed and if not completed why and when completion is expected.”</p>	<ul style="list-style-type: none"> <li>• The current CEO charter calls for the CEO at a minimum to report at each of the four regular board meetings.</li> <li>• In addition, the CEO frequently provides pertinent updates at scheduled Committee meetings and through weekly reports to trustees on the Trust/TLO activities.</li> <li>• The benefits of an additional detailed monthly report to the trustees appears not to outweigh the cost of reduced focus on leadership and activities that forward the mission and activities of the Trust.</li> <li>• There are other existing reporting mechanisms to address this if needed.</li> </ul>	<p>Recommend removing the added language.</p>
<p><b><i>Charter of the Chair of the Board</i></b></p>		
<p><b>Packet page 16</b></p> <p>3 (d) – Makes Chair a voting ex-officio member of all committees</p>	<ul style="list-style-type: none"> <li>• Due to Open Meetings Act, creates challenges with the board chair communicating with any other member.</li> </ul> <p>If committees are kept at three members, adding a 4<sup>th</sup> member creates opportunity for voting “ties.” Ties mean the motion being considered would not pass.</p>	<p>Recommend Option #1 – Maintain current committee structure as “committees of the whole”</p> <p>If necessary Recommend Option #2 – Keeping the existing language which the chair has the power to serve as a non-voting, ex-officio member of all committees.</p>
<p><b>Packet page 16</b></p> <p>3 (f) – Adds language providing direct access between all committee chairs and all Trust staff to complete committee work.</p>	<ul style="list-style-type: none"> <li>• This new language does not seem to belong in the Chair charter.</li> <li>• Current charters do not prohibit trustees from reaching out to staff.</li> <li>• Such language about trustee and staff communication could be</li> </ul>	<p>Recommend removing added language and addressing trustee and staff communication in a Trust communications policy.</p>

	outlined in a Trust communications policy.	
<b>Packet page 17</b> 3 (i) – Adds language creating a “Board approved travel policy”.	<ul style="list-style-type: none"> <li>The new language seems to create an exemption to existing SOA policy. Staff has questions about the authority to create a separate policy outside the existing SOA travel policy that trustees and employees follow.</li> </ul>	Recommend removing language and continuing to follow the state’s travel policy.
<b>Charters for the Vice Chair or Secretary - no comments aside from those addressed in Section 1: General Comments</b>		
<b>Charter of the Executive Committee</b>		
<b>Packet page 21</b> 13 (a) – Revises language from ensuring that governance revisions are completed to stating the committee has the duty and responsibility “to review, recommend amendments and implement changes to By-Laws and Charters.”	<ul style="list-style-type: none"> <li>Per Article XI of the Bylaws, amendment to the bylaws requires 5 affirmative votes. The Executive Committee alone cannot change Bylaws.</li> </ul>	Recommend replacing draft language with “the Executive Committee will conduct a governance review and recommend any amendments of the charters once every three years.”
<b>Charter of the Finance Committee</b>		
<b>Packet page 24</b> 12) – Designates specific staff (CEO, COO, CFO) to assist with financial oversight.	<ul style="list-style-type: none"> <li>The TLO manages non-cash assets including management of the commercial real estate investments.</li> </ul>	Recommend adding the TLO ED to the list of staff who assist the committee in financial oversight.
<b>Packet pages 24-25</b> *Staff Recommend a new item under “Duties and Responsibilities”	<ul style="list-style-type: none"> <li>There is revised language in the RMC Charter making it a duty of the committee to assist the Finance Committee in defining a CRE investment policy and procedure.</li> </ul>	<p>Recommend updating the Finance Committee Charter to reflect that it has a duty to define and review CRE Investment Management Guidelines.</p> <p>Suggested language could be “Define commercial real estate investment management guidelines and review as needed.”</p>

<b>Charter of the Audit and Risk Committee</b>		
<b>Packet page 29</b> 11) – Designates specific staff (CEO, COO, CFO) to assist with responsibilities related to internal controls.	<ul style="list-style-type: none"> <li>The TLO manages non-cash assets including commercial real estate investments.</li> </ul>	Recommend adding the TLO ED to the list of staff who assist the committee in financial oversight.
<b>Packet page 30</b> 12) – Designates specific staff (CEO, COO, CFO) to assist with responsibilities related to external controls.	<ul style="list-style-type: none"> <li>The TLO manages non-cash assets including commercial real estate investments.</li> <li>The TLO ED was not included in the list, this appears to be an oversight.</li> </ul>	Recommend adding the TLO ED to the list of staff who assist the committee in financial oversight.
<b>Charter of the Resource Management Committee</b>		
<b>Packet page 34</b> 12) – New language naming staff charged with supporting the committee in meeting its responsibilities.	<ul style="list-style-type: none"> <li>The TLO ED is not named. This appears to be an oversight.</li> </ul>	Recommend adding the TLO ED to the named staff in this section.
<b>Packet page 35</b> 18) – Current language states “commercial real estate investment policy and procedure”	<ul style="list-style-type: none"> <li>Recommend updating this language to reflect current CRE-related documents</li> </ul>	Recommend removing “commercial real estate investment policy and procedure” and replacing it with “CRE Investment Management Guidelines”.  This reflects the document recently developed and any policy-related work is already captured in the trustee-approved Resource Management Strategy (RMS) and the Asset Management Policy Statement (AMPS).
<b>Packet page 35</b> 19) – Adds language requiring the board to monitor CRE investment activities.	<ul style="list-style-type: none"> <li>While the TLO manages the CRE properties, the management of the investment activities falls under the purview of the Finance Committee.</li> </ul>	Recommend removing the word “investment” so the revised language reads: “Monitor commercial real estate activities and performance....”
<b>Charter of the Program and Planning Committee – no comments aside from those addressed in Section 1: General Comments</b>		
<b>Charter of the CEO</b>		
<b>Packet page 43</b> 5) – Adds new language requiring CEO to provide all reports received by the Trust or CEO from the TLO,	<ul style="list-style-type: none"> <li>This language will result in the trustees receiving a bulk of information that is pertinent to the internal, day-to-day</li> </ul>	Recommend replacing “reports” with “relevant and appropriate information”

<p>consultants, advisors, auditors, and others within 5 days.</p>	<p>operations of the Trust/TLO, and not necessarily at a level that requires a governance board’s review and attention.</p> <ul style="list-style-type: none"> <li>• It is the role of the CEO and their leadership to bring pertinent information to the attention of trustees.</li> </ul>	<p>Recommend replacing the language “within 5 days of receipt of the reports” to “in a timely manner.”</p>
<p><b>Packet page 43</b></p> <p>6) – Adds new language requiring the CEO to “report to the Board on at least a monthly or more frequent basis, with a report identifying the CEO’s progress on all task assigned”</p>	<ul style="list-style-type: none"> <li>• Under #4 in the CEO Charter, he/she is already required to keep the Board informed on all material matters.</li> <li>• The CEO currently provides a weekly report to trustees via email and presents an update to the board at each regular full board meeting and often at committee meetings, and often has direct engagement with the board chair and trustees on material matters.</li> <li>• This level of administrative or detailed operational language should not be in a Charter document. Rather these types of expectations should be discussed and set between a board and the CEO separately.</li> <li>• A monthly or more frequent basis for reporting on all tasks assigned would be an inefficient use of the CEO’s and other staff resource time and bandwidth, reducing focus on leadership and activities that forward the mission of the Trust.</li> </ul>	<p>Recommend removing this language.</p>
<p><b>Packet page 43</b></p> <p>7) Adds new language stating that the CEO can only act as the official spokesperson of the Trust when designated by the board.</p>	<ul style="list-style-type: none"> <li>• This new language greatly constrains the responsiveness of the CEO, and the Trust, particularly when it comes to media and other timely requests.</li> <li>• The CEO is the prime spokesperson for any organization. And as such, should have the experience and ability to determine when consultation with</li> </ul>	<p>Recommend revising language to “Act as one of the official spokespersons for the AMHTA.”</p>

	<p>the board chair or board of trustees is warranted.</p> <ul style="list-style-type: none"> <li>• As written, this new language would not align with the traditional role of a CEO.</li> <li>• This language would create operational inefficiencies and challenges and significantly impact the Trust’s ability to respond to requests from media, lawmakers, partners and others who engage with the CEO.</li> </ul>	
<p><b>Packet page 44</b></p> <p>8) – Reduces the CEO grant approval authority from \$100,000 per agency per fiscal year to \$25,000 per agency per fiscal year.</p>	<p>This is a significant change from the current CEO grant approval authority. This authority was thoroughly reviewed and updated by trust staff, legal counsel, and trustees and subsequently approved by the board of trustees in March 2023.</p> <p>Trustees receive a quarterly report of all grants and authority grant expenditures the CEO approved under his/her authority.</p> <p>There has been no indication from trustees to staff that the current approval process is not working as intended.</p> <p>If this change were adopted, it would have a significant impact on Trust beneficiaries and beneficiary-serving partners, trustees’ time, and the work of Trust staff. Below are some of those impacts, additional information and impacts will be presented at the Special Board meeting.</p> <ul style="list-style-type: none"> <li>• Significant increase in committee work for trustees, slowing our grantmaking ability</li> <li>• Constrain the Trust’s ability to get grant funds out to beneficiary-serving organizations</li> <li>• Inefficiencies and operational challenges for State procurements or other programmatic activities</li> </ul>	<p>Recommend maintaining the current CEO grant approval authority of \$100,000 and the related language in the current charter.</p>

	<ul style="list-style-type: none"> <li>• Increased staff time spent on grant preparation for board action</li> <li>• Reduced staff time spent focused on focus area and initiative systems change work outside grantmaking</li> </ul>	
<p><b>Packet page 44</b></p> <p>8) – Adds a new requirement that the CEO provide at least 30 days advance written notice of any grant the CEO intends to award and states that the notice must include the name of the Grantee, the amount of the grant award, the purpose of the grant and how staff will monitor the grant and track its performance. A grant awarded without this notice shall be invalid.</p>	<ul style="list-style-type: none"> <li>• The foundational comment is a question, what is the trustees’ intent and goal for this new requirement?  The CEO is hired by the board and is responsible for the day-to-day operations of the Trust and for executing other board delegations of authority.  As such, the CEO has a trustee-approved budget and charter as well as on-going trustee guidance and direction from which to carry their responsibilities and forward the work of the Trust.</li> <li>• This change would be an additional bureaucratic layer to an existing thorough grant approval process. Again, shifting the role and work of the board from a governance to an operational level.</li> <li>• This could raise the question as to whether the CEO has the actual authority to exercise their judgement to execute the grantmaking authority delegated by the board.</li> <li>• This would be an unnecessary and inefficient use of the CEO’s and a governance board’s time and resources.</li> <li>• Below are some examples of operational impacts: <ul style="list-style-type: none"> <li>- Increased trustee time reviewing grants intended for award under the CEO’s delegated authority</li> </ul> </li> </ul>	<p>Recommend removing this language.</p> <p>Recommend maintaining the current language that “Quarterly summary reports of all CEO approved items will be provided to trustees and a standing item placed on the next scheduled Program and Planning agenda following the report for any trustee discussion.”</p>



	<ul style="list-style-type: none"> <li>- Increased risk for trustee violations of the Open Meetings Act</li> <li>- Increased need for a Special Program and Planning Committee meeting should a trustee(s) raise concerns about grant(s) the CEO intends to approve</li> <li>- Delayed grant awards</li> <li>- Avoidable unintended impacts on beneficiary serving organizations</li> <li>- Avoidable distraction of the CEO's focus on executing leadership to forward the mission and activities of the organization</li> </ul>	
<p><b>Packet page 44</b></p> <p>13) Adds a new requirement that the CEO provide the Board with all terms and conditions of employment offers for the COO, TLO ED, and CFO.</p>	<ul style="list-style-type: none"> <li>• The CEO is hired by the board and is responsible for the day-to-day operations of the Trust. The CEO has a trustee-approved agency budget that he/she must operate within.</li> <li>• This shifts the role and the work of the board from a governance to an operational level.</li> <li>• Under the current charter, the CEO consults with the board of trustees on the process and selection for these positions. This is done prior to completing the final hiring paperwork.</li> <li>• All Trust employees of the State of Alaska, so terms and conditions of employment are largely standard. This new requirement could lead to unintended or unnecessary tension amongst trustees or trustee (s) and/or the CEO – for example: one trustee thinks an offered salary is too low and one thinks it is too high.</li> </ul>	<p>Recommend removing the new language and keeping personnel management with staff.</p>