

MEETING AGENDA

Meeting: Special Full Board of Trustees Meeting
Date: March 18, 2024
Time: 8:30 AM
Location: Trust Authority Building, 3745 Community Park Loop, Anchorage
Teleconference: (844) 740-1264 / Meeting No: 2630 078 2428 # / Attendee No: #
<https://alaskamentalhealthtrust.org/>
Trustees: Anita Halterman (Chair), Rhonda Boyles, Kevin Fimon, Brent Fisher,
Agnes Moran, John Morris, John Sturgeon

Monday, March 18, 2024

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8:30	Call to Order – Anita Halterman, Chair Roll Call Announcements Approval of Agenda Ethics Disclosure	
8:35	Welcome / Orientation to Governance Discussion	4
8:45	Governance Discussion	
10:30	Break	
10:45	Governance Discussion (continued)	
12:00	Lunch	
12:45	Governance Discussion (continued) Executive session – (if necessary) <i>In accordance with the Open Meetings Act, AS 44.62.310(c).</i>	
2:30	Break	
2:45	Governance Discussion (continued)	
4:00	Next Steps	
4:30	Adjourn	

Future Meeting Dates

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

(Updated – February 2024)

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|--------------------------------|---------------------------|------------------------|
| • 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 |
| | | |
| • Audit & Risk Committee | April 23, 2025 | (Wed) |
| • Finance Committee | April 23, 2025 | (Wed) |
| • Resource Mgt Committee | April 23, 2025 | (Wed) |
| • Program & Planning Committee | April 24, 2025 | (Thu) |
| • Full Board of Trustees | May 21-22, 2025 | (Wed, Thu) – TBD |

Future Meeting Dates Statutory Advisory Boards (Updated – February 2024)

Alaska Commission on Aging

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

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

- Quarterly Meeting: 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

- Quarterly Meeting: April 16-18, 2024 / 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

- Triannual Meeting: May 30-31, 2024 / Anchorage



To: Anita Halterman, Chair, Board of Trustees
From: Steve Williams, Chief Executive Officer
Date: March 8, 2024
Re: Table of proposed Trust Charter edits for the March 18, 2024 special board meeting

A horizontal sequence of six square boxes, each containing a number from 1 to 6. The boxes are arranged in a row with equal spacing between them, representing the nodes of a linear chain graph.

Column 1: Charter language as currently written.

Column 2: Suggested edits to the charter brought forth by one or more trustees in November 2023. A red asterisk in this column reflects that a Trust advisory board(s) also submitted comments related to an edit.

Column 3: Staff comments related to proposed edits; any revision with a staff comment is highlighted in yellow. These comments are taken directly from the staff memo shared with trustees as a part of the packet for the January 5, 2024 special board meeting on governance. If a row reads “Staff concurs,” that indicates staff had no comment on the proposed edits.

Column 4: This column reflects the discussion during the January 5 special board meeting. If the row reads N/A, there was no discussion. A row that is highlighted in yellow and reads “Apparent trustee consensus,” represents where staff noted trustees’ indication of agreement with staff recommended language during the discussion. A row that is yellow but the field in column 4 is blank, represents where staff noted no indication of trustee agreement, and the item required further discussion.

Column 5: Staff’s recommended language to replace the trustee proposed edit.

Column 6: This column is intentionally blank and will be used to capture trustee direction on each proposed revision.

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CHARTER OF THE BOARD OF TRUSTEES

APPROVED 10/2017	PROPOSED EDITS 11/2023	STAFF COMMENTS	DISCUSSION 1/5/24	STAFF RECOMMENDED FINAL	DIRECTION 3/18/24
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** [Item 12(b)] Additional comments provided by AMHB/ABADA in letter dated 1/3/24, attached.*

Introduction	Introduction			Introduction	
1. The State of Alaska, under AS 47.30.011, has established the Alaska Mental Health Trust Authority to ensure an integrated comprehensive mental health program and administer the trust established under the Alaska Mental Health Enabling Act of 1956. The duties and authority of the board are further described in AS 47.30.036, and AS 37.14.007.	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.	<i>Staff concurs.</i>	N/A	1. The State of Alaska, under 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 are defined in AS 44.25, and AS 37.14.	
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.	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.	<i>Staff concurs.</i>	N/A	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 44.25.210.	
3. This document is intended to interpret and implement the statutory provisions that created the board of trustees.	3. This document is intended to interpret and implement the statutory provisions that created the board of trustees.	<i>Staff concurs.</i>	N/A	3. This document is intended to interpret and implement the statutory provisions that created the board of trustees.	
Role	Role			Role	
4. The role of the board of trustees is to advance the mission of the Alaska Mental Health Trust Authority and Trust Land Office (AMHTA) by working to:	4. The role of the Board of trustees is to advance the mission of the Alaska Mental Health Trust Authority and Trust Land Office (AMHTA) by working to:	<i>Staff concurs.</i>	N/A	4. The role of the Board is to advance the mission of AMHTA by working to:	
(a) Provide for sound governance and fiduciary oversight and direction in achieving the mission of AMHTA;	(a) Provide for sound governance and fiduciary oversight and direction in achieving the mission of AMHTA's mission;	<i>Staff concurs.</i>	N/A	(a) Provide for sound governance and fiduciary oversight and direction in achieving AMHTA's mission;	
(b) Ensure an integrated, comprehensive mental health program for the State of Alaska in partnership with Department of Health and Social Services;	(b) Ensure Provide an integrated, comprehensive mental health program for the State of Alaska in partnership with Department of Health and Social Services and the Department of Family and Community Services;	<i>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. Recommend removal.</i>			
(c) Preserve and protect the trust corpus while maximizing income now and in the future;	(c) Preserve and protect the trust corpus while maximizing income now and in the future;	<i>Staff concurs.</i>	N/A	(b) Preserve and protect the trust corpus while maximizing income now and in the future;	
(d) Manage principal and assets of AMHTA;	(d) Manage AMHTA's principal and assets of AMHTA;	<i>Staff concurs.</i>	N/A	(c) Manage AMHTA's principal and assets;	

CHARTER OF THE BOARD OF TRUSTEES

APPROVED 10/2017	PROPOSED EDITS 11/2023	STAFF COMMENTS	DISCUSSION 1/5/24	STAFF RECOMMENDED FINAL	DIRECTION 3/18/24
(e) Invest income and use assets to fulfill AMHTA’s purpose;	(e) Invest income and use assets to fulfill AMHTA’s purpose; and	Staff concurs.	N/A	(d) Invest income and use assets to fulfill AMHTA’s purpose; and	
(f) Administer Trust assets and mental health trust income account; and	(f) Administer Trust AMHTA assets and mental health trust income account	Staff concurs.	N/A	(e) Administer AMHTA assets and mental health trust income account.	
(g) Engage in philanthropic development.	(g) Engage in philanthropic development.	Staff concurs.	N/A		
Authority	Authority			Authority	
5. The board of trustees has authority to:	5. The board of trustees has authority to:	Staff concurs.	N/A	5. The board of trustees has authority to:	
(a) Select, hire, and provide direction and oversight of the chief executive officer;	(a) Select, hire, supervise , and provide direction and oversight of the chief executive officer (“CEO”);	Staff concurs.	N/A	(a) Select, hire, supervise, and provide direction and oversight of the chief executive officer (“CEO”);	
(b) Retain independent counsel on behalf of AMHTA;	(b) Retain independent counsel on behalf of AMHTA;	Staff concurs.	N/A	(b) Retain independent counsel on behalf of AMHTA;	
(c) Solicit and receive gifts, bequests, and contributions;	(c) Solicit and receive gifts, bequests, and contributions;	Staff concurs.	N/A	(c) Solicit and receive gifts, bequests, and contributions;	
(d) Approve annual budgets and monitor budget performance;	(d) Approve annual budgets and monitor budget performance;	Staff concurs.	N/A	(d) Approve annual budgets and monitor budget performance;	
(e) Establish management principles for AMHTA;	(e) Establish management principles for AMHTA;	Staff concurs.	N/A	(e) Establish management principles for AMHTA;	
(f) Adopt and amend bylaws governing its meetings, selection of officers, proceedings, and other aspects of board procedure;	(f) Adopt and amend bylaws governing its Board meetings, selection of officers, proceedings, and other aspects of Board procedure;	Staff concurs.	N/A	(f) Adopt and amend bylaws governing Board meetings, selection of officers, proceedings, and other aspects of Board procedure;	
(g) Insure or indemnify and protect the board, a member of the board, or an agent or employee of the authority against financial loss and expense; and	(g) Insure or and indemnify and protect the Board, 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	Staff concurs.	N/A	(g) Insure, indemnify and protect the Board, the Board members, agents, and AMHTA employees 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.	(h) Provide for approval of grants as outlined in 20 AAC 40.010 – 40.990.	Staff concurs.	N/A	(h) Provide for approval of grants as outlined in 20 AAC 40.010 – 40.990.	
Duties and Responsibilities	Duties and Responsibilities			Duties and Responsibilities	
		Current language in the proposed edits 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	Apparent trustee consensus.	6. The Board will carry out the following responsibilities with the assistance of the CEO, COO, ED of the TLO, staff and others as required by the Committee.	

CHARTER OF THE BOARD OF TRUSTEES

APPROVED 10/2017	PROPOSED EDITS 11/2023	STAFF COMMENTS	DISCUSSION 1/5/24	STAFF RECOMMENDED FINAL	DIRECTION 3/18/24
		<i>organizations, and/or Trust operations.</i> <i>Recommend including an introductory paragraph to clarify that staff, unless specifically noted otherwise, will lead on the development of deliverables, policies, or other work products described in the charters.</i>			
GOVERNANCE	GOVERNANCE			GOVERNANCE	
6. The board will establish charters setting out the duties and responsibilities of:	6. The Board will establish charters setting out the duties and responsibilities of:	Staff concurs.	N/A	7. The Board will establish charters setting out the duties and responsibilities of:	
(a) board of trustees;	(a) board of trustees;	Staff concurs.	N/A	(a) board of trustees;	
(b) chair, vice chair, and secretary;	(b) chair, vice chair, and secretary;	Staff concurs.	N/A	(b) chair, vice chair, and secretary;	
(c) executive committee;	(c) executive committee;	Staff concurs.	N/A	(c) executive committee;	
(d) finance committee;	(d) finance committee;	Staff concurs.	N/A	(d) finance committee;	
(e) audit and risk committee;	(e) audit and risk committee;	Staff concurs.	N/A	(e) audit and risk committee;	
(f) resource management committee;	(f) resource management committee;	Staff concurs.	N/A	(f) resource management committee;	
(g) program and planning committee; and	(g) program and planning committee; and	Staff concurs.	N/A	(g) program and planning committee; and	
(h) Chief Executive Officer.	(h) Chief Executive Officer.	Staff concurs.	N/A	(h) Chief Executive Officer.	
7. The board will establish governance policies as necessary, including bylaws and other board policies and processes, to ensure effective operation of the affairs of AMHTA.	7. The Board will establish governance policies and procedures as necessary, including By-Laws and other board policies and processes , to ensure effectively operation of the affairs of AMHTA-operate 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.	Staff concurs.	N/A	8. The Board will establish governance policies and procedures as necessary, including By-Laws, to effectively operate 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 board will develop and approve the job description of the chief executive officer.	8. The Board will develop and approve the job description of the CEO chief executive officer.	Staff concurs.	N/A	9. The Board will develop and approve the job description of the CEO.	
9. The board will clearly define board and CEO roles and accountabilities and ensures clarity of authority, responsibility, and process for carrying out functions required to meet the needs of beneficiaries.	9. The board will clearly define Board and CEO roles and accountabilities and ensures clarity of authority, responsibility, and process for carrying out functions required to meet the needs of beneficiaries.	Staff concurs.	N/A	10. The board will clearly define Board and CEO roles for carrying out functions required to meet the needs of beneficiaries.	
10. The board will approve contractual agreements with Department of Natural Resources, Alaska Permanent Fund Corporation, and advisory boards as defined in statute and the settlement agreement.	10. The 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.	Staff concurs.	N/A	11. The Board will approve memorandum of agreements (“MOA” or “MOAs”) with Department of Natural Resources, Alaska Permanent Fund Corporation, and advisory boards as defined in statute and the settlement agreement.	

CHARTER OF THE BOARD OF TRUSTEES

APPROVED 10/2017	PROPOSED EDITS 11/2023	STAFF COMMENTS	DISCUSSION 1/5/24	STAFF RECOMMENDED FINAL	DIRECTION 3/18/24
11. The board will establish a board development program to build skills of trustees.	11. The Board, with the assistance of the CEO and staff , will establish a Board development program to build skills of trustees. <u>The Board Development Program will include policies for trustee recruitment, retention and training.</u>	<i>The board does not make decisions related to trustee retention, that responsibility lies with the individual trustee and/or the Governor and legislature.</i> <i>The process for recruitment is outlined in statute and not necessary to include in a charter.</i>	Apparent trustee consensus.	12. The Board, with the assistance of the CEO and staff, will establish a Board development program to build skills of trustees. The Board Development Program will include policies and processes for trustee orientation and training.	
12. The board will evaluate its performance and effectiveness annually and identify opportunities for continuous improvement.	12. The board will evaluate its performance and effectiveness annually and identify opportunities for continuous improvement.	Staff concurs.	N/A		
BENEFICIARY IMPACT	BENEFICIARY IMPACT			BENEFICIARY IMPACT	
13. The sole purpose of AMHTA is to manage its assets (financial, political, human, etc.) to make a positive difference in the lives of beneficiaries through ensuring the integrated, comprehensive mental health program for the state of Alaska. To that end, the board will:	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:	Staff concurs.	N/A	13. AMHTA's sole purpose is to manage its assets (financial, political, human, etc.) to make a positive difference in the lives of beneficiaries through 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;	(a) Maintain awareness of the needs of beneficiaries;	Staff concurs.	N/A	(a) Maintain awareness of the needs of beneficiaries;	
	<u>(b) Serve as the primary interface for statutory advisory boards; *</u>	<i>This shifts the role and the work of the board from a governance to an operational level.</i> <i>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.</i> <i>Making the board of trustees serve as the primary interface will result in inefficient workflow and confusion for advisory board leadership and staff.</i>	Apparent trustee consensus.		

CHARTER OF THE BOARD OF TRUSTEES

APPROVED 10/2017	PROPOSED EDITS 11/2023	STAFF COMMENTS	DISCUSSION 1/5/24	STAFF RECOMMENDED FINAL	DIRECTION 3/18/24
		Recommend removing 12 (b).			
(b) Invest in programs that are effectively targeted to address those needs, current, future, and preventative;	(c) Invest in programs that are effectively targeted to address those beneficiary needs, current, future, and preventative preventive; and	Staff concurs.	N/A	(b) Invest in programs that effectively target beneficiary needs, current, future, and preventive; and	
(c) Measure the impact of investments to benefit beneficiaries; and	(d) Measure the impact of investments to benefit beneficiaries; ; and	Staff concurs.	N/A	(c) Measure the impact of investments to benefit beneficiaries.	
(d) Serve as community champions for AMHTA and its beneficiaries.	(d) — Serve as community champions for AMHTA and its beneficiaries.	Staff concurs.	N/A		
14. The board will define a clear and compelling mission to focus the organization and align stakeholders and will validate it annually. The following mission statement was adopted in May 2009 and was revalidated in August 2017: The Alaska Mental Health Trust Authority (the Trust) administers the Mental Health Trust to improve the lives of beneficiaries. Trustees have a fiduciary responsibility to protect and enhance trust assets in perpetuity for the beneficiaries. The Trust provides leadership in advocacy, planning, implementing and funding of the Comprehensive Integrated Mental Health Program, and acts as a catalyst for change.	13. The board will define a clear and compelling mission to focus the organization and align stakeholders and will validate it annually. The following mission statement was adopted in May 2009 and was revalidated in August 2017: The Alaska Mental Health Trust Authority (the Trust) administers the Mental Health Trust to improve the lives of beneficiaries. Trustees have a fiduciary responsibility to protect and enhance trust assets in perpetuity for the beneficiaries. The Trust provides leadership in advocacy, planning, implementing and funding of the Comprehensive Integrated Mental Health Program, and acts as a catalyst for change.	Staff concurs.	N/A	14. The board will define a mission to focus the organization and align stakeholders.	
15. The board will define a clear set of guiding principles and will validate them annually. The following guiding principles were adopted in May 2009 and revalidated in August 2017: To improve the lives of Trust beneficiaries, the Trust is committed to: <ul style="list-style-type: none">• 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	14. The board will define a clear set of guiding principles and will validate them annually. The following guiding principles were adopted in May 2009 and revalidated in August 2017: To improve the lives of Trust beneficiaries, the Trust is committed to: <ul style="list-style-type: none">• 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	Staff concurs.	N/A	15. The board will define a clear set of guiding principles.	

CHARTER OF THE BOARD OF TRUSTEES

APPROVED 10/2017	PROPOSED EDITS 11/2023	STAFF COMMENTS	DISCUSSION 1/5/24	STAFF RECOMMENDED FINAL	DIRECTION 3/18/24
<ul style="list-style-type: none"> Provision of reasonably necessary beneficiary services based on ability to pay 	<ul style="list-style-type: none"> Provision of reasonably necessary beneficiary services based on ability to pay 				
ASSET MANAGEMENT	ASSET MANAGEMENT			ASSET MANAGEMENT	
16. The board will follow the prudent investor rule.	15. The board will follow the 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).	Staff concurs.	N/A	16. 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. The board shall contract with the Alaska Permanent Fund Corporation for management of the mental health trust fund [AS 37.14.009]. The board will meet with APFC leadership on an annual basis to review results, forecasts, and issues that could affect future returns.	16. The Board shall contract with the Alaska Permanent Fund Corporation ("APFC") for management of the mental health trust fund [AS 37.14.009]. The Board will meet with APFC leadership on an annual basis to review results, forecasts, and issues that could affect future returns.	Staff concurs.	N/A	17. The Board shall contract with the Alaska Permanent Fund Corporation ("APFC") for management of the mental health trust fund [AS 37.14.009]. The Board will meet with APFC leadership on an annual basis to review results, forecasts, and issues that could affect future returns.	
18. The board will approve asset management policies, including the board's overall asset management philosophy, to ensure effective management, investment, and growth of AMHTA assets. Policies will be reviewed annually.	17. The Board will approve an asset management policies policy statement ("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.	Staff concurs.	N/A	18. The Board will approve an asset management policies policy statement ("AMPS"), including the board's overall asset management philosophy, to provide effective management, investment, and growth of AMHTA assets.	
19. In consultation with the chief financial officer, the board will ensure establishment of a framework or process for managing investment risks related to assets.	18. In consultation with the chief financial officer, the Board will ensure establishment of establish a framework or process for managing investment risks related to AMHTA assets.	Staff concurs.	N/A	19. In consultation with the chief financial officer, the Board will establish a framework or process for managing investment risks related to AMHTA assets.	
20. The board will approve the long term or strategic asset allocation for AMHTA.	19. The Board will approve the long term or strategic asset allocation for AMHTA.	Staff concurs.	N/A	20. The Board will approve the long term or strategic asset allocation for AMHTA.	
21. The board shall provide for the management of non-cash assets. Currently this occurs through contract with the Department of Natural Resources, Trust Land Office (TLO) for the management of approximately 1,000,000 acres of endowment land and management of its investment real estate portfolio [AS 37.14.009].	20. The 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].	Staff concurs.	N/A	21. The 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.	
22. The board of trustees will ensure that the TLO establishes strategic plans for land stewardship, program related investment, and maximizing revenue from its land, and establishing	21. The Board of trustees will ensure that require the TLO to establishes strategic plans for land stewardship, program related investment, and maximizing revenue from its AMHTA's land	Staff concurs.	N/A	22. The Board of trustees will require the TLO to establishes strategic plans for land stewardship, program related investment, and maximizing revenue from its AMHTA's land and resources, and	

CHARTER OF THE BOARD OF TRUSTEES

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criteria and goals for investments in income producing real estate.	and resources , and establishing criteria and goals for investments in income producing real estate.			establishing criteria and goals for investments in income producing real estate.	
FINANCE, AUDIT AND RISK MANAGEMENT	FINANCE, AUDIT AND RISK MANAGEMENT			FINANCE, AUDIT AND RISK MANAGEMENT	
23. The board will ensure that appropriate financial and operational controls and procedures are in place to safeguard assets, ensure adequate financial resources, and provide effective financial oversight and risk management.	22. The Board will ensure that provide 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.	Staff concurs.	N/A	23. The Board will provide appropriate financial and operational controls and procedures to safeguard assets, ensure adequate financial resources, and provide effective financial oversight and risk management.	
24. The board will ensure that audits of these controls and procedures are conducted from time to time by an independent external auditor in order to ensure that the assets are properly accounted for, and that the investments are in accordance with applicable laws and regulations.	23. The Board will ensure that require 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.	Staff concurs.	N/A	24. The Board will require audits of these controls and procedures from time to time by an independent external auditor in order to demonstrate that the assets are properly accounted for, and that the investments are in accordance with applicable laws and regulations.	
25. The board will ensure that annual financial statements of AMHTA are prepared and that these statements are audited by an independent external auditor. It will approve the annual financial statements and audit report.	24. The Board will ensure that require the preparation of 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.	Staff concurs.	N/A	25. The Board will require the preparation of annual financial statements of AMHTA 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	OPERATIONS AND HUMAN RESOURCES			OPERATIONS AND HUMAN RESOURCES	
26. The board will ensure a strong working relationship between board and staff.	26. The board will ensure a strong working relationship between board and staff.	Staff concurs.	N/A		
	25. The Board will establish a Personnel Policy for the effective management of AMHTA.	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.	Apparent trustee consensus.	26. The Board will require there is a personnel policy in place for the effective management of the AMHTA.	
27. The board will employ a chief executive officer [AS 47.30.026], set annual performance targets in writing for the CEO at the beginning of each year, and review and evaluate in writing the CEO's performance in carrying out policies, procedures, and directions of the board annually before the 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.	26. The 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 Board annually before the November trustee meeting CEO's merit anniversary date . The board will ensure that the CEO has clear accountabilities and authority and will balance support for achievement with ensuring accountability for	The current CEO charter calls for the CEO at a minimum to report at each of the four regular board meetings. In addition, the CEO frequently provides pertinent updates at scheduled Committee meetings and through weekly reports to trustees on the Trust/TLO activities.	Apparent trustee consensus.	27. The Board will employ a CEO, set annual performance targets in writing for the CEO at the beginning of each year, and review and evaluate in writing the CEO's performance in carrying out policies, procedures, and directions of the Board annually before the CEO's merit anniversary date. The board will ensure that the CEO has clear accountabilities and authority and will balance support for achievement with ensuring accountability for performance.	

CHARTER OF THE BOARD OF TRUSTEES

APPROVED 10/2017	PROPOSED EDITS 11/2023	STAFF COMMENTS	DISCUSSION 1/5/24	STAFF RECOMMENDED FINAL	DIRECTION 3/18/24
	performance. <u>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.</u>	<i>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.</i> <i>There are other existing reporting mechanisms to address this if needed.</i> <i>Recommend removing the added language.</i>			
28. The board will establish a CEO review policy and a management succession plan.	28. The board will establish a CEO review policy and a management succession plan.	Staff concurs.	N/A		
29. The board may terminate the CEO.	27. <u>The CEO serves at the pleasure of the Board and</u> the Board may terminate the CEO <u>with or without cause.</u>	Staff concurs.	N/A	28. The CEO serves at the pleasure of the Board and the Board may terminate the CEO with or without cause.	
30. The board will ensure that AMHTA establishes a strategic plan for the Trust in which the board will establish clear and explicit goals to achieve the mission. The board will ensure rigorous metrics to measure performance and review annually.	28. The Board will ensure that AMHTA establishes a strategic plan for the Trust. in which the board will establish clear and explicit goals to achieve the mission. The board will ensure rigorous metrics to measure performance and review annually.	Staff concurs.	N/A	29. The Board will ensure that AMHTA establishes a strategic plan for the Trust.	
31. The board will ensure that AMHTA has policies and procedures that will promote the attraction, hiring, management, development, and retention of qualified and diverse staff.	31. The board will ensure that AMHTA has policies and procedures that will promote the attraction, hiring, management, development, and retention of qualified and diverse staff.	Staff concurs.	N/A		
BRAND, COMMUNICATIONS AND OUTREACH	BRAND, COMMUNICATIONS AND OUTREACH			BRAND, COMMUNICATIONS AND OUTREACH	
32. Working in conjunction with the CEO, the board will ensure a communications policy and processes to guide how the board and individual trustees should communicate with stakeholders including but not limited to: (a) AMHTA staff; (b) beneficiaries and beneficiary organizations; (c) statutory advisory boards and departments; (d) service providers; (e) prospective partners; (f) municipal governments, native corporations, tribes;	29. Working in conjunction with the CEO, the Board will ensure <u>develop</u> a communications policy and processes to guide how the Board and individual trustees should communicate with stakeholders including but not limited to: (a) AMHTA staff; (b) <u>State departments and departments heads;</u> (c) <u>the Legislature;</u> (d) beneficiaries and beneficiary organizations; (e) statutory advisory boards and departments; (f) service providers;	Staff concurs.	N/A	30. Working in conjunction with the CEO, the Board will develop a communications policy to guide how the Board and individual trustees should communicate with stakeholders including but not limited to: (a) AMHTA staff; (b) State departments and departments heads; (c) the Legislature; (d) beneficiaries and beneficiary organizations; (e) statutory advisory boards; (f) service providers; (g) prospective partners;	

CHARTER OF THE BOARD OF TRUSTEES

APPROVED 10/2017	PROPOSED EDITS 11/2023	STAFF COMMENTS	DISCUSSION 1/5/24	STAFF RECOMMENDED FINAL	DIRECTION 3/18/24
(g) media; (h) other external parties; and (i) the general public.	(g) prospective partners; (h) municipal governments, native corporations, tribes; (i) media; (j) other external parties; and (k) the general public.			(h) municipal governments, native corporations, tribes; (i) media; (j) other external parties; and (k) the general public.	
33. The board will ensure that AMHTA has a comprehensive communications plan.	30. The Board, with the assistance of the CCO and staff , will ensure that AMHTA has develop a comprehensive communications plan.	Staff concurs.	N/A	31. The Board, with the assistance of the CCO and staff, will develop a comprehensive communications plan.	
34. The board will ensure that AMHTA has a clearly established policy for handling media requests and responding to published media or requests for interview or comment.	31. The 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.	Staff concurs.	N/A	32. The Board will ensure the comprehensive communications plan addresses policy for handling media requests and responding to published media or requests for interview or comment.	
35. The board will assure that the activities of both the Trust Authority Office and the Trust Land Office are coordinated and focused on protecting the brand of AMHTA.	35. The board will assure that the activities of both the Trust Authority Office and the Trust Land Office are coordinated and focused on protecting the brand of AMHTA.	Staff concurs.	N/A		
MONITORING AND REPORTING	MONITORING AND REPORTING			MONITORING AND REPORTING	
36. The board, working with the management team, will establish a monitoring and reporting policy which sets out its requirements regarding reports the board will receive on a regular basis in order to meet its responsibility for the oversight of the AMHTA.	32. The Board, with the assistance of the CEO and staff working with the management team, will establish develop a monitoring and reporting policy which sets out its the Board's requirements regarding reports the Board will receive on a regular basis in order to meet its responsibility for the oversight of the AMHTA.	Staff concurs.	N/A	33. The Board, with the assistance of the CEO and staff working with the management team, will develop a monitoring and reporting policy which sets out its the Board's requirements regarding reports the Board will receive on a regular basis in order to meet its responsibility for the oversight of the AMHTA.	
37. The board will review on a regular basis the policy, procedures and compliance of the board, its committees, the chair, vice chair, and secretary of the board, with the duties and responsibilities set out in their respective charters.	37. The board will review on a regular basis the policy, procedures and compliance of the board, its committees, the chair, vice chair, and secretary of the board, with the duties and responsibilities set out in their respective charters.	Staff concurs.	N/A		
38. The board will annually submit to the governor and the Legislative Budget and Audit Committee by September 15 a budget for the next fiscal year, as referenced in AS 47.30.046.	33. The Board will annually submit to the governor and the Legislative Budget and Audit Committee by September 15 a budget for the next fiscal year, as referenced in AS 47.30.046 44.25.270 .	Staff concurs.	N/A	34. The Board will annually submit to the governor and the Legislative Budget and Audit Committee by September 15 a budget for the next fiscal year, as referenced in AS 44.25.270.	
39. The board will review progress against the strategic plan annually and update it periodically, but no less than every three years.	39. The board will review progress against the strategic plan annually and update it periodically, but no less than every three years.	Staff concurs.	N/A		
BOARD MEETING PRACTICES	BOARD MEETING PRACTICES			BOARD MEETING PRACTICES	
40. The board will hold at least four regular board meetings each fiscal year. Committees will	34. The Board will hold at least four regular board meetings each fiscal year. Committees will meet as necessary to accomplish their	Staff concurs.	N/A	35. The Board will hold at least four regular board meetings each fiscal year. Committees will meet as necessary to accomplish their	

CHARTER OF THE BOARD OF TRUSTEES

APPROVED 10/2017	PROPOSED EDITS 11/2023	STAFF COMMENTS	DISCUSSION 1/5/24	STAFF RECOMMENDED FINAL	DIRECTION 3/18/24
meet as necessary to accomplish their responsibilities.	responsibilities <u>or as required in the committee charters.</u>			responsibilities or as required in the committee charters.	
41. Special meetings of the board may be held at such time and place as the chair may order; or upon the written request of any four trustees to the chair.	35. Special meetings of the Board may be held at such time and place as the chair may order; or upon the written request of any four trustees to the chair.	Staff concurs.	N/A	36. Special meetings of the Board may be held at such time and place as the chair may order; or upon the written request of any four trustees to the chair.	
42. The board will be supported by staff as required. The board may invite other professionals to attend meetings and provide pertinent information as deemed necessary.	36. The Board will be supported by staff as required <u>the Board requires</u> . The Board may invite other professionals to attend meetings and provide pertinent information as deemed <u>the Board deems</u> necessary.	Staff concurs.	N/A	37. The Board will be supported by staff as the Board requires. The Board may invite other professionals to attend meetings and provide pertinent information as the Board deems necessary.	
43. Reasonable public notice of board and committee meetings shall be provided in accordance with AS 44.62.310. Meetings of the board and its committees are subject to the Open Meetings Act, AS 44.62.310 and 44.62.312.	37. Reasonable public notice of Board and committee meetings shall be provided in accordance with AS 44.62.310. Meetings of the Board and its committees are subject to the Open Meetings Act, AS 44.62.310 and 44.62.312.	Staff concurs.	N/A	38. Reasonable public notice of Board and committee meetings shall be provided in accordance with AS 44.62.310. Meetings of the Board and its committees are subject to the Open Meetings Act, AS 44.62.310 and 44.62.312.	
44. A quorum at all board meetings shall consist of four board members, AS 47.30.016(d). A quorum at committee meetings is a majority of committee members.	38. A quorum at all Board meetings shall consist of four Board members, AS 47.30.016 <u>44.25.210</u> (d). A quorum at committee meetings is a majority of committee members.	Staff concurs.	N/A	39. A quorum at all Board meetings shall consist of four Board members, AS 44.25.210(d). A quorum at committee meetings is a majority of committee members.	
45. No member of the board may designate a proxy.	39. No member of the board may designate a proxy.	Staff concurs.	N/A	40. No member of the board may designate a proxy.	
Review and Amendment of the Charter	Review and Amendment of the Charter			Review and Amendment of the Charter	
46. The board of trustees will review this charter at least once every three years and recommend any amendments to the board for approval as necessary to ensure that the charter remains relevant and appropriate.	40. The board of trustees <u>Executive Committee</u> will review this charter at least once every three years and make <u>recommend</u> any amendments <u>to the board for approval</u> as necessary to ensure that the charter remains relevant and appropriate.	Staff concurs.	N/A	41. The Executive Committee will review this charter at least once every three years and recommend any amendments to the board for approval.	
	41. This charter may be amended at any meeting of the full Board.	Staff concurs.	N/A	42. This charter may be amended at any meeting of the full Board.	
47. The board of trustees adopted this charter on October 27, 2017.	42. The Board of trustees adopted this charter on October 27, 2017, <u>and amended it on _____.</u>	Staff concurs.	N/A	43. The Board adopted this charter on October 27, 2017, and amended it on _____.	

CHARTER OF THE CHAIR OF THE BOARD

APPROVED 10/2017	PROPOSED EDITS 11/2023	STAFF COMMENTS	DISCUSSION 1/5/24	STAFF RECOMMENDED FINAL	DIRECTION 3/18/24
Introduction	Introduction			Introduction	
1. Alaska Law, Section 37.13.050 requires the board of trustees to elect a chair annually from among its members.	1. Alaska Law, Section 37.13.050 AS 44.25.230 requires the Board of trustees to elect a chair annually from among its members.	Staff concurs.	N/A	1. AS 44.25.230 requires the Board to elect a chair annually from among its members.	
2. The chair may be reelected to office by vote of the membership of the board as above. The board's intention is to allow board members the opportunity to serve in officer roles in support of ongoing board development. To that end, no member may serve more than 2 consecutive terms in the same office except as provided for by a vote of five board members.	2. The chair may be re-elected to office by vote of the membership of the Board as above. The Board's intention is to allow Board members the opportunity to serve in officer roles in support of ongoing Board development. To that end, no member may serve more than 2 consecutive full terms in the same office except as provided for by a the affirmative vote of five Board members.	Staff concurs.	N/A	2. The chair may be re-elected to office by vote of the membership of the Board as above. The Board's intention is to allow Board members the opportunity to serve in officer roles in support of ongoing Board development. To that end, no member may serve more than 2 consecutive full terms in the same office except as provided for by the affirmative vote of five Board members.	
Duties and Responsibilities	Duties and Responsibilities			Duties and Responsibilities	
3. The chair will perform the duties and responsibilities and exercise the powers as specified below:	3. The chair will perform the duties and responsibilities and exercise the powers as specified below:	Staff concurs.	N/A	3. The chair will perform the duties and responsibilities and exercise the powers as specified below:	
(a) Call all meetings of the board;	(a) Call all meetings of the Board;	Staff concurs.	N/A	(a) Call all meetings of the Board;	
(b) Preside at the meetings of the board and ensure that such meetings are conducted in an efficient manner and in accordance with AS 44.62.310 and agreed-upon rules of order;	(b) Preside at the meetings of the Board and ensure that such meetings are conducted in an efficient manner and in accordance with AS 44.62.310 and agreed-upon rules of order;	Staff concurs.	N/A	(b) Preside at the meetings of the Board and ensure that such meetings are conducted in an efficient manner and in accordance with AS 44.62.310 and agreed-upon rules of order;	
(c) Appoint committee chairs and members for standing and ad hoc committees. Standing committees and their chairs will be appointed by the chair after polling the board regarding individual trustee's interest and ability to serve. The board chair may not concurrently serve as chair of any standing committee;	(c) Appoint committee chairs and members for standing and ad hoc committees. Standing committees and their chairs will be appointed by the chair after polling the board regarding individual trustee's interest and ability to serve. The Board chair may not concurrently serve as chair of any standing committee, except the Executive Committee;	Staff concurs.	N/A	(c) Appoint committee chairs and members for standing and ad hoc committees. Standing committees and their chairs will be appointed by the chair after polling the board regarding individual trustee's interest and ability to serve. The Board chair may not concurrently serve as chair of any standing committee, 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;	(d) Serve as a non-voting ex-officio member of all committees.; The chair may be appointed as a voting member of a committee;	<p><i>Due to Open Meetings Act, making the Chair a voting ex-officio of all committees creates challenges with the board chair communicating with any other member.</i></p> <p><i>If committees are kept at three members, adding a 4th member creates opportunity for voting "ties." Ties mean the motion being considered would not pass.</i></p> <p><i>Recommend Option #1 – Maintain current committee structure as "committees of the whole."</i></p>			

CHARTER OF THE CHAIR OF THE BOARD

APPROVED 10/2017	PROPOSED EDITS 11/2023	STAFF COMMENTS	DISCUSSION 1/5/24	STAFF RECOMMENDED FINAL	DIRECTION 3/18/24
		<i>If necessary, Recommend Option #2 – Keeping the existing language which the chair has the power to serve as a nonvoting, ex-officio member of all committees.</i>			
(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;	(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;	<i>Staff concurs.</i>	N/A	(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;	(f) Facilitate effective and open communications between the board and CEO <u>and coordinate Board 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;</u>	<i>This new language does not seem to belong in the Chair charter.</i> <i>Current charters do not prohibit trustees from reaching out to staff.</i> <i>Such language about trustee and staff communication could be outlined in a Trust communications policy.</i> <i>Recommend removing added language and addressing trustee and staff communication in a Trust communications policy.</i>		(f) Facilitate effective and open communications between the board and CEO and coordinate Board member requests for information.	
(g) Serve as the primary spokesperson for the board;	(g) Serve as the primary spokesperson for the Board <u>of Trustees with regard to actions taken by the Board;</u>	<i>Staff concurs.</i>	N/A	(g) Serve as the primary spokesperson for the Board of Trustees with regard to actions taken by the Board;	
(h) Act as one of the official spokespersons for AMHTA, together with the CEO, at the request of the chief communications officer;	(h) Act as one of the official spokespersons for AMHTA, together with the CEO <u>and others as directed by the Board,</u> at the request of the chief communications officer;	<i>Staff concurs.</i>	N/A	(h) Act as one of the official spokespersons for AMHTA, together with the CEO and others as directed by the Board;	
(i) Review and approve travel and other expenses of the members of the board of trustees;	(i) Review and approve travel and other expenses of the members of the Board of trustees <u>and CEO 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</u>	<i>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.</i> <i>Recommend removing language and continuing to follow the state's travel policy.</i>		(i) Review and approve travel and other expenses of the members of the Board and CEO; and	
(j) Review and approve travel and other expenses of the CEO; and	(j) Review and approve travel and other expenses of the CEO; and	<i>Staff concurs.</i>	N/A		

CHARTER OF THE CHAIR OF THE BOARD

APPROVED 10/2017	PROPOSED EDITS 11/2023	STAFF COMMENTS	DISCUSSION 1/5/24	STAFF RECOMMENDED FINAL	DIRECTION 3/18/24
(k) Carry out any other duties and responsibilities as assigned by the board.	(j) Carry out any other duties and responsibilities as assigned by the Board.	Staff concurs.	N/A	(j) Carry out any other duties and responsibilities as assigned by the Board.	
Review and Amendment of the Charter	Review and Amendment of the Charter			Review and Amendment of the Charter	
4. The board of trustees will review this charter at least once every three years and recommend any amendments to the board for approval as necessary to ensure that the charter remains relevant and appropriate.	4. The board of trustees Executive Committee will review this charter at least once every three years and make recommend any amendments to the board for approval as necessary to ensure that the charter remains relevant and appropriate.	Staff concurs.	N/A	4. The Executive Committee will review this charter at least once every three years and recommend any amendments to the board for approval.	
	5. This charter may be amended at any meeting of the full Board.	Staff concurs.	N/A	5. This charter may be amended at any meeting of the full Board.	
5. The board of trustees adopted this charter on October 27, 2017.	6. The Board of trustees adopted this charter on October 27, 2017 and amended it on _____.	Staff concurs.	N/A	6. The adopted this charter on October 27, 2017 and amended it on _____.	

CHARTER OF THE VICE CHAIR OF THE BOARD

APPROVED 10/2017	PROPOSED EDITS 11/2023	STAFF COMMENTS	DISCUSSION 1/5/24	STAFF RECOMMENDED FINAL	DIRECTION 3/18/24
Introduction	Introduction			Introduction	
1. The bylaws of the Alaska Mental Health Trust Authority establish the vice chair as an officer of the board.	1. The By-laws of the Alaska Mental Health Trust Authority AMHTA establish the vice- chair as an officer of the Board.	Staff concurs.	N/A	1. The By-laws of AMHTA establish the vice-chair as an officer of the Board.	
2. The vice chair is elected annually from among its members.	2. The vice- chair is elected annually from among its members.	Staff concurs.	N/A	2. The vice- chair is elected annually from among its members.	
3. The vice chair may be reelected to office by vote of the membership of the board as above. The board's intention is to allow board members the opportunity to serve in officer roles in support of ongoing board development. To that end, no member may serve more than 2 consecutive terms in the same office except as provided for by a vote of five board members.	3. The vice-chair may be re-elected to office by vote of the membership of the Board as above. The Board's intention is to allow Board members the opportunity to serve in officer roles in support of ongoing Board development. To that end, no member may serve more than 2 consecutive full terms in the same office except as provided for by a the affirmative vote of five Board members.	Staff concurs.	N/A	3. The vice-chair may be re-elected to office by vote of the membership of the Board as above. The Board's intention is to allow Board members the opportunity to serve in officer roles in support of ongoing Board development. To that end, no member may serve more than 2 consecutive full terms in the same office except as provided for by the affirmative vote of five Board members.	
Duties and Responsibilities	Duties and Responsibilities			Duties and Responsibilities	
4. The vice chair will perform the duties and responsibilities and exercise the powers as specified below:	4. The vice chair will perform the duties and responsibilities and exercise the powers as specified below:	Staff concurs.	N/A	4. The vice chair will perform the duties and responsibilities and exercise the powers as specified below:	
(a) Assist in the discharge of the duties of the chair;	(a) Assist in the discharge of the duties of the chair;	Staff concurs.	N/A	(a) Assist in the discharge of the duties of the chair;	
(b) Assume the duties of the chair when the chair is absent, or when the chair designates the vice chair to act in that capacity;	(b) Assume the duties of the chair when the chair is absent, or when the chair designates the vice chair to act in that capacity;	Staff concurs.	N/A	(b) Assume the duties of the chair when the chair is absent, or when the chair designates the vice chair to act in that capacity;	
(c) Temporarily act as the chair in the event of death, resignation, removal from office, or permanent disability of the chair, until the election of a new chair;	(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;	Staff concurs.	N/A	(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	(d) Serve as a member of the executive committee; and	Staff concurs.	N/A	(d) Serve as a member of the executive committee; and	
(e) Perform other duties and responsibilities as assigned by the board.	(e) Perform other duties and responsibilities as assigned by the Board.	Staff concurs.	N/A	(e) Perform other duties and responsibilities as assigned by the Board.	
Review and Amendment of the Charter	Review and Amendment of the Charter			Review and Amendment of the Charter	
5. The board of trustees will review this charter at least once every three years and make any amendments as necessary to ensure that the charter remains relevant and appropriate.	5. The board of trustees Executive Committee will review this charter at least once every three years and make recommend any amendments to the board for approval as necessary to ensure that the charter remains relevant and appropriate.	Staff concurs.	N/A	5. The Executive Committee will review this charter at least once every three years and recommend any amendments to the board for approval.	
	6. This charter may be amended at any meeting of the full Board.	Staff concurs.	N/A	6. This charter may be amended at any meeting of the full Board.	
6. The board of trustees adopted this charter on October 27, 2017.	7. The Board of trustees adopted this charter on October 27, 2017 and amended it on _____.	Staff concurs.	N/A	7. The Board of trustees adopted this charter on October 27, 2017 and amended it on _____.	

CHARTER OF THE SECRETARY OF THE BOARD

APPROVED 10/2017	PROPOSED EDITS 11/2023	STAFF COMMENTS	DISCUSSION 1/5/24	STAFF RECOMMENDED FINAL	DIRECTION 3/18/24
Introduction	Introduction			Introduction	
1. The bylaws of the Alaska Mental Health Trust Authority establish the secretary as an officer of the board.	1. The By-laws of the Alaska Mental Health Trust Authority AMHTA establish the secretary as an officer of the Board.	Staff concurs.	N/A	1. The By-laws of AMHTA establish the secretary as an officer of the Board.	
2. The secretary is elected annually from among its members.	2. The secretary is elected annually from among its members.	Staff concurs.	N/A	2. The secretary is elected annually from among its members.	
3. The secretary may be reelected to office by vote of the membership of the board as above. The board's intention is to allow board members the opportunity to serve in officer roles in support of ongoing board development. To that end, no member may serve more than 2 consecutive terms in the same office except as provided for by a vote of five board members.	3. The secretary may be re-elected to office by vote of the membership of the Board as above. The Board's intention is to allow Board members the opportunity to serve in officer roles in support of ongoing Board development. To that end, no member may serve more than 2 consecutive full terms in the same office except as provided for by a the affirmative vote of five Board members.	Staff concurs.	N/A	3. The secretary may be re-elected to office by vote of the membership of the Board as above. The Board's intention is to allow Board members the opportunity to serve in officer roles in support of ongoing Board development. To that end, no member may serve more than 2 consecutive full terms in the same office except as provided for by the affirmative vote of five Board members.	
Duties and Responsibilities	Duties and Responsibilities			Duties and Responsibilities	
4. The secretary will perform the duties and responsibilities and exercise the powers as specified below:	4. The secretary will perform the duties and responsibilities and exercise the powers as specified below:	Staff concurs.	N/A	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;	(a) Assume the duties of the chair when the chair and vice-chair are unavailable;	Staff concurs.	N/A	(a) Assume the duties of the chair when the chair and vice-chair are unavailable;	
(b) Assure that the records of board proceedings are maintained in accordance with applicable law;	(b) Assure Ensure that the records of board proceedings are maintained in accordance with applicable law;	Staff concurs.	N/A	(b) 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;	(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;	Staff concurs.	N/A		
(d) Serve as a member of the executive committee; and	(c) Serve as a member of the executive committee; and	Staff concurs.	N/A	(c) Serve as a member of the executive committee; and	
(e) Perform other duties and responsibilities as assigned by the board.	(d) Perform other duties and responsibilities as assigned by the Board.	Staff concurs.	N/A	(d) Perform other duties and responsibilities as assigned by the Board.	
Review and Amendment of the Charter	Review and Amendment of the Charter			Review and Amendment of the Charter	
5. The board of trustees will review this charter at least once every three years and make any amendments as necessary to ensure that the charter remains relevant and appropriate.	5. The board of trustees Executive Committee will review this charter at least once every three years and make recommend any amendments to the board for approval as necessary to ensure that the charter remains relevant and appropriate.	Staff concurs.	N/A	5. The Executive Committee will review this charter at least once every three years and recommend any amendments to the board for approval.	
	6. This charter may be amended at any meeting of the full Board.	Staff concurs.	N/A	6. This charter may be amended at any meeting of the full Board.	
6. The board of trustees adopted this charter on October 27, 2017.	7. The Board of trustees adopted this charter on October 27, 2017 and amended it on _____.	Staff concurs.	N/A	7. The Board of trustees adopted this charter on October 27, 2017 and amended it on _____.	

CHARTER OF THE EXECUTIVE COMMITTEE

APPROVED 10/2017	PROPOSED EDITS 11/2023	STAFF COMMENTS	DISCUSSION 1/5/24	STAFF RECOMMENDED FINAL	DIRECTION 3/18/24
Introduction	Introduction			Introduction	
1. The board of trustees of the Alaska Mental Health Trust Authority (AMHTA) has established an executive committee (the committee).	1. The AMHTA Board of trustees of the Alaska Mental Health Trust Authority (AMHTA) has established an executive committee (the “Committee”).	Staff concurs.	N/A	1. The AMHTA Board has established an executive committee (“Committee”).	
2. The board has established this charter which sets out the duties and responsibilities of the committee.	2. The Board has established this charter which sets out the duties and responsibilities of the Committee.	Staff concurs.	N/A	2. The Board has established this charter which sets out the duties and responsibilities of the Committee.	
Role	Role			Role	
3. The role of the executive committee will be to:	3. The role of the executive Committee will be to is to complete the following activities with the assistance of the CEO, staff and others as the Board deems necessary:	Staff concurs.	N/A	3. The role of the Committee is to complete the following activities with the assistance of the CEO, staff and others as the Board deems necessary:	
(a) Ensure development and implementation of policies for governing the AMHTA; and	(a) Develop and implementation policies and procedures for governing the AMHTA; and	Staff concurs.	N/A	(a) Develop and implementation policies and procedures for governing the AMHTA; and	
(b) Promptly review emergency grant requests as required by 20 AAC 40.260(f).	(b) Promptly review emergency grant requests as required by 20 AAC 40.260(f).	Staff concurs.	N/A	(b) Promptly review emergency grant requests as required by 20 AAC 40.260(f).	
Authorities	Authorities			Authorities	
4. The committee will have the authority to conduct any review appropriate to fulfilling its responsibilities.	4. The Committee will have the authority to conduct any review and take action appropriate to fulfill its responsibilities.	Staff concurs.	N/A	4. The Committee will have the authority to conduct any review and take action appropriate to fulfill its responsibilities.	
5. The committee will have direct access to the chief executive officer (CEO), chief financial officer, legal counsel, as well as all advisors, consultants and asset managers of AMHTA.	5. The Committee chair will have direct access to the chief executive officer (CEO), chief financial officer, CEO, CFO, COO, CCO, TLO ED, legal counsel, and staff as well as all advisors, consultants and asset managers of AMHTA.	<i>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.</i> <i>Currently, Committee chairs have access to leadership and other staff through and/or in coordination with the CEO and/or the ED of the TLO when related to TLO activities. However, the proposed new language in the charters would permit the Committee Chair direct access to leadership and other staff</i>		5. The Committee chair will have direct access to the CEO, CFO, COO, CCO, TLO ED, legal counsel, and staff as well as all advisors, consultants and asset managers of AMHTA, and all communication will be coordinated through the CEO and ED of the TLO when applicable.	

CHARTER OF THE EXECUTIVE COMMITTEE

APPROVED 10/2017	PROPOSED EDITS 11/2023	STAFF COMMENTS	DISCUSSION 1/5/24	STAFF RECOMMENDED FINAL	DIRECTION 3/18/24
		<i>without coordination with the CEO or TLO ED.</i> <i>Recommend 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.</i>			
Operating Procedures	Operating Procedures			Operating Procedures	
6. The committee will consist of three board officers: the chair, vice chair, and secretary.	6. The Committee will consist of three board officers: the chair, vice chair, and secretary.	Staff concurs.	N/A	6. The Committee will consist of three board officers: the chair, vice chair, and secretary.	
	7. The Board chair will act as the chair of the Committee. The Committee Chair shall appoint a Committee Secretary to take minutes of the Committee's meetings with the assistance of staff.	<i>Remove language about a committee secretary. Minutes are already taken by a contracted court reporter.</i>	<i>Apparent trustee consensus.</i>	7. The Board chair will act as the chair of the Committee.	
7. The committee will meet at the call of the chair. The committee chair (the chair of the board) will prepare and/or approve an agenda in advance of each meeting.	8. The Committee will meet at the call of the chair. The Committee chair (the chair of the board) will prepare and/or approve an agenda in advance of each meeting.	Staff concurs.	N/A	8. The Committee will meet at the call of the chair. The Committee chair will prepare and/or approve an agenda in advance of each meeting.	
8. The committee will be supported by staff as required. The committee may invite other professionals to attend meetings and provide pertinent information as deemed necessary.	9. The Committee will be supported by staff as required by the Committee . The Committee may invite other professionals to attend meetings and provide pertinent information as deemed necessary.	Staff concurs.	N/A	9. The Committee will be supported by staff as required by the Committee. The Committee may invite other professionals to attend meetings and provide pertinent information as deemed necessary.	
9. Reasonable public notice of board and committee meetings shall be provided in accordance with AS 44.62.310. Meetings of the board and its committees are subject to the Open Meetings Act, AS 44.62.310 and 44.62.312.	10. Reasonable public notice of board and Committee meetings shall be provided in accordance with AS 44.62.310. Meetings of the board and its Committees are subject to the Open Meetings Act, AS 44.62.310 and 44.62.312.	Staff concurs.	N/A	10. Reasonable public notice of Committee meetings shall be provided in accordance with AS 44.62.310. Meetings of the Committee are subject to the Open Meetings Act, AS 44.62.310 and 44.62.312.	
10. Minutes of committee meetings will be taken and reports of committee actions and meetings will be made to the board of trustees.	11. Minutes of Committee meetings will be taken and reports of committee actions and meetings will be made to the Board of trustees.	Staff concurs.	N/A	11. Minutes of Committee meetings will be taken and reports of committee actions and meetings will be made to the Board of trustees.	
11. The committee will assess its performance annually.	11. The committee will assess its performance annually.	Staff concurs.	N/A		
Duties and Responsibilities	Duties and Responsibilities			Duties and Responsibilities	
		<i>Current language in the proposed edits 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</i>	<i>Apparent trustee consensus.</i>	12. The Committee will carry out the following responsibilities with the assistance of the CEO, COO, ED of the TLO, staff and others as required by the Committee.	

CHARTER OF THE EXECUTIVE COMMITTEE

APPROVED 10/2017	PROPOSED EDITS 11/2023	STAFF COMMENTS	DISCUSSION 1/5/24	STAFF RECOMMENDED FINAL	DIRECTION 3/18/24
		<i>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.</i> <i>Recommend including an introductory paragraph to clarify that staff, unless specifically noted otherwise, will lead on the development of deliverables, policies, or other work products described in the charters.</i>			
GOVERNANCE	GOVERNANCE			GOVERNANCE	
12. The committee will carry out the following responsibilities in consultation with CEO and others as required:	13. The Committee will carry out the following responsibilities in consultation with CEO and others as required:	Staff concurs.	N/A		
(a) Ensure implementation of governance revisions is completed;	(a) Ensure implementation of governance revisions is completed Review, recommend amendments and implement changes to AMHTA's By-Laws and charters;	<i>Per Article XI of the Bylaws, amendment to the bylaws requires 5 affirmative votes. The Executive Committee alone cannot change Bylaws.</i> <i>Including charters in this item aligns the Committee duties with the review section of all of the charters.</i>	Apparent trustee consensus.	(a) Conduct a governance review of AMHTA's By-Laws and charters once every three years and recommend any amendments to the Board for approval.	
(b) Review CEO and committee charters at least once every three years and recommend amendments to the board for approval to ensure that charters remain relevant and appropriate; and	(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	Staff concurs.	N/A	(b) 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.	(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.	Staff concurs.	N/A	(c) Perform other duties and responsibilities assigned by the Board.	
GRANT APPROVAL	GRANT APPROVAL			GRANT APPROVAL	
13. The executive committee will promptly review emergency grant requests as required by 20 AAC 40.260(f).	14. The executive Committee will promptly review emergency grant requests as required by 20 AAC 40.260(f).	Staff concurs.	N/A	13. The Committee will promptly review emergency grant requests as required by 20 AAC 40.260(f).	

CHARTER OF THE EXECUTIVE COMMITTEE

APPROVED 10/2017	PROPOSED EDITS 11/2023	STAFF COMMENTS	DISCUSSION 1/5/24	STAFF RECOMMENDED FINAL	DIRECTION 3/18/24
Review and Amendment of the Charter	Review and Amendment of the Charter			Review and Amendment of the Charter	
14. The board of trustees will review this charter at least once every three years and recommend any amendments to the board for approval as necessary to ensure that the charter remains relevant and appropriate.	15. The board of trustees Committee will review this charter at least once every three years and make recommend any amendments <u>to the Board for approval</u> as necessary to ensure that the charter remains relevant and appropriate.	Staff concurs.	N/A	14. The Committee will review this charter at least once every three years and recommend any amendments to the Board for approval.	
	16. This charter may be amended at any meeting of the full Board.	Staff concurs.	N/A	15. This charter may be amended at any meeting of the full Board.	
15. The board of trustees adopted this charter on October 27, 2017.	17. The board of trustees adopted this charter on October 27, 2017 and amended it on _____.	Staff concurs.	N/A	16. The board of trustees adopted this charter on October 27, 2017, and amended it on _____.	

CHARTER OF THE FINANCE COMMITTEE

APPROVED 10/2017	PROPOSED EDITS 11/2023	STAFF COMMENTS	DISCUSSION 1/5/24	STAFF RECOMMENDED FINAL	DIRECTION 3/18/24
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** [Item 6] Additional comments provided by AMHB/ABADA and GCDSE in their respective letters dated 1/3/24, attached.*

Introduction	Introduction			Introduction	
1. The board of trustees of the Alaska Mental Health Trust Authority (AMHTA) has established a finance committee (the committee) to assist the board in the financial oversight of and strategic financial planning for AMHTA.	1. The AMHTA Board of trustees of the Alaska Mental Health Trust Authority (AMHTA) has established a finance committee (the “Committee”) to assist the Board in the financial oversight of and strategic financial planning for AMHTA.	Staff concurs.	N/A	1. The AMHTA Board has established a finance committee (“Committee”) to assist the Board in the financial oversight of and strategic financial planning for AMHTA.	
2. The board has established this charter which sets out the duties and responsibilities of the committee.	2. The Board has established this charter which sets out the duties and responsibilities of the Committee.	Staff concurs.	N/A	2. The Board has established this charter which sets out the duties and responsibilities of the Committee.	
Role	Role			Role	
3. The role of the finance committee will be to complete the following activities in consultation with the chief executive officer (CEO), chief financial officer (CFO), and others as necessary:	3. The role of the finance Committee will be <u>is</u> to complete the following activities in consultation with the <u>assistance of the</u> chief executive officer CEO, chief financial officer CFO, <u>staff</u> , and others as <u>deemed</u> necessary <u>by the Committee</u> :	Staff concurs.	N/A	3. The role of the Committee is to complete the following activities with the assistance of the CEO, CFO, staff, and others as deemed necessary by the Committee:	
(a) Develop or recommend investment and financial management policies for approval by the board;	(a) Develop or recommend investment and financial management policies for approval by the Board;	Staff concurs.	N/A	(a) Develop or recommend investment and financial management policies for approval by the Board;	
(b) Oversee the implementation of approved investment and financial management policies on behalf of the board in accordance with Trust statutes and regulations and the committee charter adopted by the board;	(b) Oversee the implementation of approved investment and financial management policies on behalf of the Board in accordance with Trust AMHTA statutes and regulations and the Committee charter adopted by the board ;	Staff concurs.	N/A	(b) Oversee the implementation of approved investment and financial management policies on behalf of the Board in accordance with AMHTA statutes and regulations and the Committee charter;	
(c) Monitor budget status and investment performance on an ongoing basis;	(c) Monitor budget status and investment performance on an ongoing basis;	Staff concurs.	N/A	(c) Monitor budget status and investment performance on an ongoing basis;	
(d) Advise the board regarding improving effectiveness and efficiency of financial management activities;	(d) Advise the Board regarding improving effectiveness and efficiency of financial management activities;	Staff concurs.	N/A	(d) Advise the Board regarding improving effectiveness and efficiency of financial management activities;	
(e) Review AMHTA’s memorandum of agreement (MOA) with the Alaska Permanent Fund Corporation as outlined in the MOA or not less than every 3 years and recommend for approval to the board of trustees;	(e) Review AMHTA’s memorandum of agreement MOA with the Alaska Permanent Fund Corporation as outlined in the MOA or not less than <u>at least</u> every 3 years and recommend <u>reaffirmation or revisions</u> for approval to the Board of trustees;	Staff concurs.	N/A	(e) Review AMHTA’s MOA with the Alaska Permanent Fund Corporation at least every 3 years and recommend reaffirmation or revisions for approval to the Board;	
(f) Review AMHTA’s MOA with the Department of Revenue as outlined in the MOA or not less than every 3 years and recommend for approval to the board of trustees; and	(f) Review AMHTA’s MOA with the Department of Revenue as outlined in the MOA or not less than <u>at least</u> every 3 years and recommend <u>reaffirmation or revisions</u> for approval to the Board of trustees; and	Staff concurs.	N/A	(f) Review AMHTA’s MOA with the Department of Revenue at least every 3 years and recommend reaffirmation or revisions for approval to the Board; and	

CHARTER OF THE FINANCE COMMITTEE

APPROVED 10/2017	PROPOSED EDITS 11/2023	STAFF COMMENTS	DISCUSSION 1/5/24	STAFF RECOMMENDED FINAL	DIRECTION 3/18/24
(g) Provide the committee’s written input and feedback to the CEO in support of the annual performance evaluation of the chief financial officer.	(g) Provide the Committee’s written input and feedback to the CEO in support of the annual performance evaluation of the chief financial officer CFO. The Committee chair may attend and participate in annual evaluation meeting between the CEO and CFO.	Performance review meetings of staff are a CEO function. 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. Recommend removing the proposed language.		(g) Provide the Committee’s written input and feedback to the CEO in support of the annual performance evaluation of the CFO.	
Authorities	Authorities			Authorities	
4. The committee will have the authority to conduct any review appropriate to fulfilling its responsibilities.	4. The committee will have the authority to conduct any review and take any action appropriate to fulfilling its responsibilities.	Staff concurs.		4. The committee will have the authority to conduct any review and take any action appropriate to fulfilling its responsibilities.	
5. The committee, through the CEO, will have access to the CFO, legal counsel, advisors, consultants and asset managers.	5. The committee, through the CEO, will have access to the CFO Committee chair shall have direct access and may communicate directly with the CEO, CFO, COO, CCO, staff, legal counsel, advisors, consultants and asset managers. Written communications between the Committee Chair and these individuals shall be copied to the Board chair.	<i>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.</i> <i>Currently, Committee chairs have access to leadership and other staff through and/or in coordination with the CEO and/or the ED of the TLO when related to TLO activities. 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.</i> <i>Recommend the language be revised so any committee chair’s direct communication to all staff, legal counsel, advisors, consultants,</i>		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, and all communication will be coordinated through the CEO and ED of the TLO when applicable.	

CHARTER OF THE FINANCE COMMITTEE

APPROVED 10/2017	PROPOSED EDITS 11/2023	STAFF COMMENTS	DISCUSSION 1/5/24	STAFF RECOMMENDED FINAL	DIRECTION 3/18/24
		<p>and asset managers be coordinated through the CEO and TLO ED when applicable.</p> <p>---</p> <p>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.</p> <p>Furthermore, copying the board chair on all correspondence puts members at risk of violating the open meetings act.</p> <p>Recommend removing the requirement to copy the chair on all correspondence and keeping the current charter language.</p>			
Operating Procedures	Operating Procedures			Operating Procedures	
6. The committee will consist of a committee of the whole board.	6. The Committee will consist of a committee of the whole board three Board members 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. *	<p>Needs larger conversation about committees of the whole.</p> <p>Remove language about a committee secretary. Minutes are already taken by a contracted court reporter.</p>	Apparent trustee consensus re: committee secretary.		
7. The committee will meet at least four times annually, or more frequently by call of the committee chair in consultation with staff. The committee chair will prepare and/or approve an agenda in advance of each meeting.	7. The Committee will meet at least four times annually, or more frequently by call of the Committee chair in consultation with staff. The Committee chair will prepare and/or approve an agenda in advance of each meeting.	Staff concurs.	N/A	7. The Committee will meet at least four times annually, or more frequently by call of the Committee chair in consultation with staff. The Committee chair will prepare and/or approve an agenda in advance of each meeting.	
8. The committee will be supported by staff as required. The committee may invite other professionals as deemed necessary, to attend meetings and provide pertinent information.	8. The Committee will be supported by staff as required by the Committee . The Committee may invite other professionals as deemed it	Staff concurs.	N/A	8. The Committee will be supported by staff as required by the Committee. The Committee may invite other professionals it deems necessary,	

CHARTER OF THE FINANCE COMMITTEE

APPROVED 10/2017	PROPOSED EDITS 11/2023	STAFF COMMENTS	DISCUSSION 1/5/24	STAFF RECOMMENDED FINAL	DIRECTION 3/18/24
	deems necessary, to attend meetings and provide pertinent information.			to attend meetings and provide pertinent information.	
9. Reasonable public notice of board and committee meetings shall be provided in accordance with AS 44.62.310. Meetings of the board and its committees are subject to the Open Meetings Act, AS 44.62.310 and 44.62.312.	9. Reasonable public notice of board and Committee meetings shall be provided in accordance with AS 44.62.310. Meetings of the board and its Committee are subject to the Open Meetings Act, AS 44.62.310 and 44.62.312.	Staff concurs.	N/A	9. Reasonable public notice of Committee meetings shall be provided in accordance with AS 44.62.310. Meetings of the Committee are subject to the Open Meetings Act, AS 44.62.310 and 44.62.312.	
10. Minutes of committee meetings will be taken and reports of committee actions and meetings will be made to the board of trustees.	10. Minutes of Committee meetings will be taken and reports of committee actions and meetings will be made to the Board of trustees.	Staff concurs.	N/A	10. Minutes of Committee meetings will be taken and reports of committee actions and meetings will be made to the Board of trustees.	
11. The committee will provide a public comment period based upon recommendation by staff early in meetings before taking actions on any decisions as needed.	11. The Committee 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.	Staff concurs.	N/A	11. The Committee may provide a public comment period at its meetings.	
12. The committee will assess its performance annually.	12. The committee will assess its performance annually.	Staff concurs.	N/A		
Duties and Responsibilities	Duties and Responsibilities			Duties and Responsibilities	
FINANCIAL MANAGEMENT	FINANCIAL MANAGEMENT			FINANCIAL MANAGEMENT	
13. The committee will carry out the following responsibilities with respect to the financial oversight AMHTA in consultation with the CEO, CFO, and others as required:	12. The Committee will carry out the following responsibilities with respect to the financial oversight of AMHTA in consultation with the assistance of the CEO, CFO, COO, staff and others as required by the Committee:	<i>The TLO ED is not included. This appears to be an oversight.</i>	<i>Apparent trustee consensus.</i>	12. The Committee will carry out the following responsibilities with respect to the financial oversight of AMHTA with the assistance of the CEO, CFO, COO, TLO ED, staff and others as required by the Committee:	
(a) Ensure development of policies for investment and financial management;	(a) Ensure development of Develop policies and procedures for investment and financial management;	Staff concurs.	N/A	(a) Develop policies and procedures for investment and financial management;	
(b) Advise the board on the implementation of approved investment and financial management policies;	(b) Oversee and advise the Board on the implementation of approved investment and financial management policies, including the Asset Management Policy Statement;	Staff concurs.	N/A	(b) Oversee and advise the Board on the implementation of approved investment and financial management policies, including the Asset Management Policy Statement;	
(c) Review administrative budgets for the Trust Authority Office and the Trust Land Office and then forward a recommended budget to the board for approval;	(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; and	Staff concurs.	N/A	(c) Review agency budgets for the Trust Authority Office and the Trust Land Office and then forward a recommended budget to the Board for approval; and	
(d) Regularly review whether the allocation of principal and interest established in 20 AAC 40.610 remains consistent with AS 37.14.031(d); and	(d) Regularly review whether Review the allocation of principal and interest income established in 20 AAC 40.610 remains consistent with and AS 37.14.031(d).	Staff concurs.	N/A	(d) Review the allocation of principal and income established in 20 AAC 40.610 and AS 37.14.031(d).	
(e) Ensure effective succession planning for the CFO position.	(e) Ensure effective succession planning for the CFO position.	Staff concurs.	N/A		
		<i>There is revised language in the RMC Charter making it a duty of the committee to assist the Finance Committee in defining a CRE</i>	<i>Apparent trustee consensus.</i>	13. Assist the Resource Management Committee to define a commercial real estate investment policy and procedure, and review as needed.	

CHARTER OF THE FINANCE COMMITTEE

APPROVED 10/2017	PROPOSED EDITS 11/2023	STAFF COMMENTS	DISCUSSION 1/5/24	STAFF RECOMMENDED FINAL	DIRECTION 3/18/24
		investment policy and procedure. Recommend adding similar here.			
Review and Amendment of the Charter	Review and Amendment of the Charter			Review and Amendment of the Charter	
14. The board of trustees will review this charter at least once every three years and make any amendments as necessary to ensure that the charter remains relevant and appropriate.	13. The board of trustees Executive Committee will review this charter at least once every three years and make recommend any amendments to the board for approval as necessary to ensure that the charter remains relevant and appropriate.	Staff concurs.	N/A	14. The Executive Committee will review this charter at least once every three years and recommend any amendments to the board for approval.	
	14. This charter may be amended at any meeting of the full Board.	Staff concurs.	N/A	15. This charter may be amended at any meeting of the full Board.	
15. The board of trustees adopted this charter on October 27, 2017.	15. The board of trustees adopted this charter on October 27, 2017 and amended it on _____.	Staff concurs.	N/A	16. The board of trustees adopted this charter on October 27, 2017 and amended it on _____.	

CHARTER OF THE AUDIT AND RISK COMMITTEE

APPROVED 10/2017	PROPOSED EDITS 11/2023	STAFF COMMENTS	DISCUSSION 1/5/24	STAFF RECOMMENDED FINAL	DIRECTION 3/18/24
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* [Item 6] Additional comments provided by AMHB/ABADA and GCDSE in their respective letters dated 1/3/24, attached.

Introduction	Introduction			Introduction	
1. The board of trustees of the Alaska Mental Health Trust Authority (AMHTA) has established an audit and risk committee (the committee) to assist the board in managing the annual financial audit process and identifying and addressing organizational risk.	1. The AMHTA Board of trustees of the Alaska Mental Health Trust Authority (AMHTA) has established an audit and risk committee (the “Committee”) to assist the Board in managing the annual financial audit process and identifying and addressing organizational risk.	Staff concurs.	N/A	1. The AMHTA Board has established an audit and risk committee (“Committee”) to assist the Board in managing the annual financial audit process and identifying and addressing organizational risk.	
2. The board has established this charter which sets out the duties and responsibilities of the committee.	2. The Board has established this charter which sets out the duties and responsibilities of the Committee.	Staff concurs.	N/A	2. The Board has established this charter which sets out the duties and responsibilities of the Committee.	
Role	Role			Role	
3. The role of the audit and risk committee will be to complete the following activities in consultation with the chief executive officer (CEO), chief financial officer (CFO), and others as necessary:	3. The role of the audit and risk Committee will be is 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 :	Staff concurs.	N/A	3. The role of the Committee is to complete the following activities with the assistance of the CEO, CFO, staff, and others as deemed necessary by the Committee:	
(a) Develop policies for managing the annual financial audit process;	(a) Develop policies and procedures for managing the annual financial audit process;	Staff concurs.	N/A	(a) Develop policies and procedures for managing the annual financial audit process;	
(b) Ensure systems are in place to conduct a forward-looking analysis of organizational risk in the areas of finance, human capital, operations, technology, reputation, physical, governance, and management and to address identified risk;	(b) Ensure systems are in place to conduct a forward-looking Analysis of organizational risk in the areas of finance, human capital, operations, technology, reputation, physical, governance, and management and to address identified risk;	Staff concurs.	N/A	(b) 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;	(c) Annually review the organization’s risk management plan and make recommendations to the Board for modifications ;	Staff concurs.	N/A	(c) Annually review the organization’s risk management plan and make recommendations to the Board for modifications;	
(d) Monitor the integrity of the financial reporting process and the system of internal controls and procedures regarding finance, accounting, and legal compliance;	(d) Monitor 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 ;	Staff concurs.	N/A	(d) 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 the performance and independence of the AMHTA's external auditors;	(e) Review the performance and independence of the AMHTA's external auditors for compliance with generally accepted are consistent with current accounting board standards ;	Staff concurs.	N/A	(e) 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 an avenue of communication among external auditors, management, CFO, and the board; and	(f) Provide an avenue Develop a line of communication among external auditors, the Committee, CEO, management, CFO, and the Board; and	Staff concurs.	N/A	(f) Develop a line of communication among external auditors, the Committee, CEO, CFO, and the Board; and	

CHARTER OF THE AUDIT AND RISK COMMITTEE

APPROVED 10/2017	PROPOSED EDITS 11/2023	STAFF COMMENTS	DISCUSSION 1/5/24	STAFF RECOMMENDED FINAL	DIRECTION 3/18/24
(g) Provide the committee’s written input and feedback to the CEO in support of the annual performance evaluation of the CFO.	(g) Provide the Committee’s written input and feedback to the CEO in support of the annual performance evaluation of the CFO. <u>The Committee chair may attend and participate in annual evaluation meeting between the CEO and CFO.</u>	<i>Performance review meetings of staff are a CEO function. 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.</i> <i>Recommend removing the proposed language.</i>		(g) Provide the Committee’s written input and feedback to the CEO in support of the annual performance evaluation of the CFO.	
Authorities	Authorities			Authorities	
4. The committee will have the authority to conduct any review appropriate to fulfilling its responsibilities.	4. The committee will have the authority to conduct any review <u>and take action</u> appropriate to fulfilling its responsibilities.	<i>Staff concurs.</i>	N/A	4. The committee will have the authority to conduct any review and take action appropriate to fulfilling its responsibilities.	
5. 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.	5. The Committee will <u>chair shall</u> have direct access <u>and may communicate directly with the CEO, CFO, COO, CCO, staff, legal counsel, advisors, consultants, external auditors and asset managers</u> 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. <u>Written communications between the Committee Chair and these individuals shall be copied to the Board chair.</u>	<i>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.</i> <i>Currently, Committee chairs have access to leadership and other staff through and/or in coordination with the CEO and/or the ED of the TLO when related to TLO activities. 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.</i> <i>Recommend the language be revised so any committee chair’s direct communication to all staff, legal counsel, advisors, consultants,</i>		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, and all communication will be coordinated through the CEO and ED of the TLO when applicable.	

CHARTER OF THE AUDIT AND RISK COMMITTEE

APPROVED 10/2017	PROPOSED EDITS 11/2023	STAFF COMMENTS	DISCUSSION 1/5/24	STAFF RECOMMENDED FINAL	DIRECTION 3/18/24
		<p>and asset managers be coordinated through the CEO and TLO ED when applicable.</p> <p>---</p> <p>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.</p> <p>Furthermore, copying the board chair on all correspondence puts members at risk of violating the open meetings act.</p> <p>Recommend removing the requirement to copy the chair on all correspondence and keeping the current charter language.</p>			
Operating Procedures	Operating Procedures			Operating Procedures	
6. The committee will consist of a committee of the whole board.	6. The committee will consist of a committee of the whole board three Board members 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. *	<p>Needs larger conversation about committees of the whole.</p> <p>Remove language about a committee secretary. Minutes are already taken by a contracted court reporter.</p>	Apparent trustee consensus re: committee secretary.		
7. The committee will meet as needed to oversee the audit process. The committee chair will prepare and/or approve an agenda in advance of each meeting.	7. The Committee will meet as needed to oversee the audit process. The Committee chair will prepare and/or approve an agenda in advance of each meeting.	Staff concurs.	N/A	7. The Committee will meet as needed to oversee the audit process. The Committee chair will prepare and/or approve an agenda in advance of each meeting.	
8. The committee will be supported by staff as required. The committee may invite auditors or other professionals as deemed necessary to attend meetings and provide pertinent information.	8. The Committee will be supported by staff as required by the Committee . The Committee may invite auditors or other professionals as deemed it deems necessary to attend meetings and provide pertinent information.	Staff concurs.	N/A	8. The Committee will be supported by staff as required by the Committee. The Committee may invite auditors or other professionals as it deems necessary to attend meetings and provide pertinent information.	

CHARTER OF THE AUDIT AND RISK COMMITTEE

APPROVED 10/2017	PROPOSED EDITS 11/2023	STAFF COMMENTS	DISCUSSION 1/5/24	STAFF RECOMMENDED FINAL	DIRECTION 3/18/24
9. Reasonable public notice of board and committee meetings shall be provided in accordance with AS 44.62.310. Meetings of the board and its committees are subject to the Open Meetings Act, AS 44.62.310 and 44.62.312.	9. Reasonable public notice of board and Committee meetings shall be provided in accordance with AS 44.62.310. Meetings of the board and its Committee are subject to the Open Meetings Act, AS 44.62.310 and 44.62.312.	Staff concurs.	N/A	9. Reasonable public notice of Committee meetings shall be provided in accordance with AS 44.62.310. Meetings of the Committee are subject to the Open Meetings Act, AS 44.62.310 and 44.62.312.	
10. Minutes of committee meetings will be taken and reports of committee actions and meetings will be made to the board of trustees.	10. Minutes of Committee meetings will be taken and reports of Committee actions and meetings will be made to the Board of trustees.	Staff concurs.	N/A	10. Minutes of Committee meetings will be taken and reports of Committee actions and meetings will be made to the Board.	
	11. The Committee may provide a public comment period at its meetings.	Staff concurs.	N/A	11. The Committee may provide a public comment period at its meetings.	
11. The committee will assess its performance annually.	11. The committee will assess its performance annually.	Staff concurs.	N/A		
Duties and Responsibilities	Duties and Responsibilities			Duties and Responsibilities	
		<i>Current language in the proposed edits 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.</i> <i>Recommend including an introductory paragraph to clarify that staff, unless specifically noted otherwise, will lead on the development of deliverables, policies, or other work products described in the charters.</i> <i>Also the TLO ED is not included. This appears to be an oversight.</i>	Apparent trustee consensus.	12. The Committee will carry out the following responsibilities with the assistance of the CEO, COO, ED of the TLO, staff and others as required by the Committee.	
INTERNAL CONTROLS	INTERNAL CONTROLS			INTERNAL CONTROLS	
12. The committee will carry out the following responsibilities with respect to internal controls in consultation with the CEO, CFO, and others as necessary:	12. The committee will carry out the following responsibilities with respect to AMHTA's internal controls in consultation with the assistance of the				

CHARTER OF THE AUDIT AND RISK COMMITTEE

APPROVED 10/2017	PROPOSED EDITS 11/2023	STAFF COMMENTS	DISCUSSION 1/5/24	STAFF RECOMMENDED FINAL	DIRECTION 3/18/24
	CEO, CFO, <u>COO, staff</u> and others as necessary required by the Committee:				
(a) Monitor audit and risk management policies and practices to ensure that things are carried out according to policy and with adequate controls;	(a) Monitor Develop and implement audit and risk management policies and practices to ensure that things are carried out according to policy and procedures with adequate appropriate controls ;	Staff concurs.	N/A	13. Develop and implement audit and risk management policies and procedures with appropriate controls;	
(b) Review internal controls and procedures of the Trust Land Office (TLO) from time to time in order to ensure that the operations of the TLO are performed in a secure and appropriate manner;	(b) Review internal controls and procedures of the Trust Land Office (TLO) from time to time in order to ensure that the operations of the TLO are performed in a secure and appropriate manner;	Staff concurs.	N/A		
(c) Oversee the annual independent audit process, including engaging the independent auditor and receiving all reports and management letters from the auditor;	(c) Oversee the annual independent audit process, including engaging the independent auditor and receiving all reports and management letters from the auditor;	Staff concurs.	N/A	14. 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;	(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;	Staff concurs.	N/A	15. 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 of the audit to the full board;	(e) Recommend approval acceptance of the audit to the full Board;	Staff concurs.	N/A	16. Recommend acceptance of the audit to the 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;	(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;	Staff concurs.	N/A	17. 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 any significant changes to applicable accounting principles and any items required to be communicated by the auditors;	(g) Discuss Advise the Board of any significant changes to applicable accounting principles and any items required to be communicated by the auditors;	Staff concurs.	N/A	18. Advise the Board of any significant changes to applicable accounting principles and any items required to be communicated by the auditors;	
(h) Periodically review with the AMHTA's counsel 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;	(g) 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;	Staff concurs.	N/A	19. 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;	

CHARTER OF THE AUDIT AND RISK COMMITTEE

APPROVED 10/2017	PROPOSED EDITS 11/2023	STAFF COMMENTS	DISCUSSION 1/5/24	STAFF RECOMMENDED FINAL	DIRECTION 3/18/24
EXTERNAL AUDIT	EXTERNAL AUDIT			EXTERNAL AUDIT	
13. The committee will have the following responsibilities with respect to the AMHTA's annual external auditors:	13. 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:	Moved to item 12.			
(a) Review the external auditors' audit plans;	(a) Review the external auditors' audit plans;	Staff concurs.	N/A	20. 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;	(b) Consider the external auditors' judgments about the quality and appropriateness of the AMHTA's accounting principles as applied in its financial reporting;	Staff concurs.	N/A	21. 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;	(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;	Staff concurs.	N/A	22. 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;	(d) Discuss with the external auditors the clarity of the financial disclosure practices used or proposed by the AMHTA;	Staff concurs.	N/A	23. Discuss with the external auditors the clarity of the financial disclosure practices used or proposed by the AMHTA;	
(e) Review the performance and independence of the auditors and periodically recommend to the board of trustees the appointment of the external auditors or approve any discharge of auditors when circumstances warrant; and	(e) Review the performance and independence of the auditors and periodically recommend to the Board of trustees the appointment of the external auditors or approve any discharge of auditors when circumstances warrant; and	Staff concurs.	N/A	24. Review the performance and independence of the auditors and periodically recommend to the Board the appointment of external auditors or approve any discharge of auditors when circumstances warrant; and	
(f) On an annual basis, review and discuss with the external auditors all significant relationships the auditors have with the AMHTA that could impair the auditors' independence.	(f) On an annual basis, review and discuss with the Require external auditors have disclosed and mitigated to disclose all significant relationships the auditors have with the AMHTA that could impair the auditors' independence.	Staff concurs.	N/A	25. Require external auditors to disclose all significant relationships the auditors have with the AMHTA that could impair the auditors' independence.	
Review and Amendment of the Charter	Review and Amendment of the Charter			Review and Amendment of the Charter	
14. The board of trustees will review this charter at least once every three years and make any amendments as necessary to ensure that the charter remains relevant and appropriate.	14. The board of trustees Executive Committee will review this charter at least once every three years and make recommend any amendments to the board for approval as necessary to ensure that the charter remains relevant and appropriate.	Staff concurs.	N/A	26. The Executive Committee will review this charter at least once every three years and recommend any amendments to the board for approval.	
	15. This charter may be amended at any meeting of the full Board.	Staff concurs.	N/A	27. This charter may be amended at any meeting of the full Board.	
15. The board of trustees adopted this charter on October 27, 2017.	16. The board of trustees adopted this charter on October 27, 2017 and amended it on _____.	Staff concurs.	N/A	28. The board of trustees adopted this charter on October 27, 2017 and amended it on _____.	

CHARTER OF THE RESOURCE MANAGEMENT COMMITTEE

APPROVED 10/2017	PROPOSED EDITS 11/2023	STAFF COMMENTS	DISCUSSION 1/5/24	STAFF RECOMMENDED FINAL	DIRECTION 3/18/24
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** [Item 6] Additional comments provided by AMHB/ABADA and GCDSE in their respective letters dated 1/3/24, attached.*

Introduction	Introduction			Introduction	
1. The board of trustees of the Alaska Mental Health Trust Authority (AMHTA) has established a resource management committee (the committee) to assist the board in advising the Trust Land Office (TLO) on managing AMHTA's non-cash assets including land and natural resources.	1. The Board of trustees of the Alaska Mental Health Trust Authority (AMHTA) has established a resource management committee (the "Committee") to assist the Board in advising the Trust Land Office (TLO) on managing AMHTA's non-cash assets including land, commercial real estate and natural resources ("Non-Cash Assets").	Staff concurs.	N/A	1. The Board has established a resource management committee ("Committee") to assist the Board in advising the Trust Land Office (TLO) on managing AMHTA's land, commercial real estate and natural resources ("Non-Cash Assets").	
2. The board of trustees has, for greater clarity, established this charter which sets out more specific terms, duties and responsibilities of the resource management committee (RMC).	2. The 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 Committee (RMC).	Staff concurs.	N/A	2. The Board has established this charter which sets out the duties and responsibilities of the Committee.	
Role	Role			Role	
3. The role of the resource management committee will be to complete the following activities in consultation with the CEO, executive director (ED) of the TLO, and others as necessary:	3. The role of the resource management Committee will be is to complete the following activities in consultation with the assistance of the CEO, executive director ED of the TLO, <u>staff</u> , and others as deemed necessary by the Committee :	Staff concurs.	N/A	3. The role of the Committee is to complete the following activities with the assistance of the CEO, ED of the TLO, staff, and others as deemed necessary by the Committee:	
(a) Ensure development of policies for protecting, enhancing, and managing AMHTA's non-cash resources in the best interests of the beneficiaries for approval by the board;	(a) Ensure development of Develop policies and procedures for protecting, enhancing, and managing AMHTA's Non-cash resources Assets in the best interests of the beneficiaries for approval by the Board;	Staff concurs.	N/A	(a) Develop policies and procedures for protecting, enhancing, and managing AMHTA's Non-cash resources Assets in the best interests of the beneficiaries for approval by the Board;	
(b) Oversee implementation of policies at the direction of and on behalf of the board in accordance with Trust statutes, regulations and the committee charter adopted by the board;	(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;	Staff concurs.	N/A		
(c) In consultation with the CEO and ED of the TLO, ratify the goals and objectives of the Trust Land Office and forward them to the board of trustees for their approval;	(b) In consultation with the CEO and ED of the TLO, ratify Review the goals and objectives of the Trust Land Office with the assistance of the CEO, ED of the TLO, and staff as the Committee deems necessary and forward them recommend approval of those goals and objectives to the Board of trustees for their approval;	Staff concurs.	N/A	(b) Review the goals and objectives of the Trust Land Office with the assistance of the CEO, ED of the TLO, and staff as the Committee deems necessary and forward them recommend approval of those goals and objectives to the Board;	
(d) Review AMHTA's memorandum of agreement (MOA) with Department of Natural Resources for management of the TLO as outlined in the MOA or not less than every 3 years and recommend for approval to the board of trustees; and	(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 for approval reaffirmation or revisions to the Board of trustees; and	Staff concurs.	N/A	(c) Review AMHTA's MOA with Department of Natural Resources for management of the TLO as outlined in the MOA at least once every 3 years and recommend reaffirmation or revisions to the Board; and	

CHARTER OF THE RESOURCE MANAGEMENT COMMITTEE

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(e) Provide the committee’s written input and feedback to the CEO in support of the annual performance evaluation of the ED of the TLO as per the MOU.	(d) Provide the Committee’s written input and feedback to the CEO in support of the annual performance evaluation of the ED of the TLO as per the MOU. <u>The Committee chair may attend and participate in annual evaluation meeting between the CEO and ED of the TLO.</u>	<i>Performance review meetings of staff are a CEO function. 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.</i> <i>Recommend removing the proposed language.</i>		(d) Provide the Committee’s written input and feedback to the CEO in support of the annual performance evaluation of the ED of the TLO as per the MOU.	
Authorities	Authorities			Authorities	
4. The committee will have the authority to conduct any review appropriate to fulfilling its responsibilities.	4. The Committee will have the authority to conduct any review <u>and take any action</u> appropriate to fulfilling its responsibilities.	<i>Staff concurs.</i>	N/A	4. The Committee will have the authority to conduct any review and take any action appropriate to fulfill its responsibilities.	
5. 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.	5. 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 <u>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. Written communications between the Committee Chair and these individuals shall be copied to the Board chair.</u>	<i>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.</i> <i>Currently, Committee chairs have access to leadership and other staff through and/or in coordination with the CEO and/or the ED of the TLO when related to TLO activities. 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.</i> <i>Recommend the language be revised so any committee chair’s direct communication to all staff, legal counsel, advisors, consultants,</i>		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, and all communication will be coordinated through the CEO and ED of the TLO when applicable.	

CHARTER OF THE RESOURCE MANAGEMENT COMMITTEE

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		<p>and asset managers be coordinated through the CEO and TLO ED when applicable.</p> <p>---</p> <p>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.</p> <p>Furthermore, copying the board chair on all correspondence puts members at risk of violating the open meetings act.</p> <p>Recommend removing the requirement to copy the chair on all correspondence and keeping the current charter language.</p>			
Operating Procedures	Operating Procedures			Operating Procedures	
6. The committee will consist of a committee of the whole board.	6. The Committee will consist of a committee of the whole board three Board members 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. *	<p>Needs larger conversation about committees of the whole.</p> <p>Remove language about a committee secretary. Minutes are already taken by a contracted court reporter.</p>	Apparent trustee consensus re: committee secretary.		
7. The committee will meet at least four times annually, or more frequently by call of the committee chair in consultation with staff. The committee chair will prepare and/or approve an agenda in advance of each meeting.	7. The Committee will meet at least four times annually, or more frequently by call of the Committee chair in consultation with staff . The committee chair will prepare and/or approve an agenda in advance of each meeting.	Staff concurs.	N/A	7. The Committee will meet at least four times annually, or more frequently by call of the Committee chair. The committee chair will prepare and/or approve an agenda in advance of each meeting.	
8. The committee will be supported by staff as required. The committee may invite other professionals as deemed necessary to attend meetings and provide pertinent information.	8. The Committee will be supported by staff as required by the Committee . The Committee may invite other professionals as deemed it	Staff concurs.	N/A	8. The Committee will be supported by staff as required by the Committee. The Committee may invite other professionals it deems necessary	

CHARTER OF THE RESOURCE MANAGEMENT COMMITTEE

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	deems necessary to attend meetings and provide pertinent information.			to attend meetings and provide pertinent information.	
9. Reasonable public notice of board and committee meetings shall be provided in accordance with AS 44.62.310. Meetings of the board and its committees are subject to the Open Meetings Act, AS 44.62.310 and 44.62.312.	9. Reasonable public notice of board and Committee meetings shall be provided in accordance with AS 44.62.310. Meetings of the board and its Committee are subject to the Open Meetings Act, AS 44.62.310 and 44.62.312.	<i>Staff concurs.</i>	N/A	9. Reasonable public notice of Committee meetings shall be provided in accordance with AS 44.62.310. Meetings of the Committee are subject to the Open Meetings Act, AS 44.62.310 and 44.62.312.	
10. The committee will maintain minutes of committee meetings and periodically report to the board of trustees on significant results of the committee's activities.	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. Minutes of Committee meetings will be taken and reports of Committee actions and meetings will be made to the Board.	<i>Staff concurs.</i>	N/A	10. Minutes of Committee meetings will be taken and reports of Committee actions and meetings will be made to the Board.	
11. The committee will provide a public comment period based upon recommendation by staff early in meetings before taking actions on any decisions as needed.	11. The Committee 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.	<i>Staff concurs.</i>	N/A	11. The Committee may provide a public comment period at its meetings.	
12. The committee will assess its performance annually.	12. The committee will assess its performance annually.	<i>Staff concurs.</i>	N/A		
Duties and Responsibilities	Duties and Responsibilities			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.	<i>The TLO ED is not included. This appears to be an oversight.</i>	<i>Apparent trustee consensus.</i>	12. The Committee will carry out the following responsibilities with the assistance of the CEO, COO, ED of the TLO, staff and others as required by the Committee.	
PLANNING	PLANNING			PLANNING	
13. The committee will provide support to the ED of the TLO in establishing the policies of the TLO.	13. The Committee will provide support to oversee the establishment and development of policies and procedures by the ED of the TLO in establishing the policies of the TLO with respect to AMHTA's Non-cash Assets.	<i>Staff concurs.</i>	N/A	13. The Committee will oversee the establishment and development of policies and procedures by the ED of the TLO-with respect to AMHTA's Non-cash Assets.	
14. Review and provide input for revising the resource management strategy not less than every three years.	14. Review and provide input for revising the resource management strategy not less than at least once every three years and provide reaffirmation or revisions for Board approval.	<i>Staff concurs.</i>	N/A	14. Review and provide input for revising the resource management strategy at least once every three years and provide reaffirmation or revisions for Board approval.	
TRUST LAND MANAGEMENT	TRUST LAND MANAGEMENT			TRUST LAND MANAGEMENT	
15. The committee will carry out the responsibilities below with respect to management of AMTHA lands through the authority of the TLO:	15. The committee will carry out the responsibilities below with respect to management of AMTHA lands through the authority of the TLO:	<i>Staff concurs.</i>	N/A		
(a) Ensure that AMHTA land is managed in the best interest of the beneficiaries of the Trust so as to ensure that the overall value of the Trust's assets not be diminished through management actions or disposals;	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;	<i>Staff concurs.</i>	N/A	15. Ensure that AMHTA land is managed in the best interest of the beneficiaries of the Trust;	

CHARTER OF THE RESOURCE MANAGEMENT COMMITTEE

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(b) Focus on maximizing and diversifying revenue, both principal revenue and income, in the management of Trust lands; and	16. Focus on maximizing and diversifying revenue, both principal revenue and income, in the management of Trust AMHTA lands; and	<i>Staff concurs.</i>	N/A	16. Focus on maximizing and diversifying revenue, both principal revenue and income, in the management of Trust AMHTA lands; and	
(c) Work with the ED of the TLO to report the TLO's efforts and results in this regard at regular intervals established by the board.	17. Work with the ED of the TLO to report the TLO's efforts and results <u>to the Board</u> in this regard at regular intervals established by the board.	<i>Staff concurs.</i>	N/A	17. Work with the ED of the TLO to report the TLO's efforts and results to the Board.	
REAL ESTATE INVESTMENTS	COMMERCIAL REAL ESTATE INVESTMENTS			COMMERCIAL REAL ESTATE INVESTMENTS	
16. The committee will carry out the following responsibilities with respect to the real estate investments:	16. The committee will carry out the following responsibilities with respect to the real estate investments:	<i>Staff concurs.</i>	N/A		
(a) Define a real estate investment policy and strategy, and review annually; and	18. <u>Assist the Finance Committee to</u> define a <u>commercial</u> real estate investment policy and <u>strategy procedure</u> , and review <u>annually as needed</u> ; and	<i>Recommend updating this language to reflect current CRE-related documents</i>	<i>Apparent trustee consensus.</i>	18. Assist the Finance Committee to define commercial real estate investment management guidelines, and review as needed; and	
(b) Monitor investment activities and performance, and report to the board.	19. Monitor <u>commercial real estate</u> investment activities and performance, and report to the Board.	<i>While the TLO manages the CRE properties, the management of the investment activities falls under the purview of the Finance Committee. Recommend removing the word "investment."</i>	<i>Apparent trustee consensus.</i>	19. Monitor commercial real estate activities and performance, and report to the Board.	
FINANCIAL	FINANCIAL			FINANCIAL	
17. The committee will carry out the following financial responsibilities:	17. The committee will carry out the following financial responsibilities:	<i>Staff concurs.</i>	N/A		
(a) Review and consult, as delegated by the board, disposals with an annual lease rental more than \$50,000 and not to exceed \$500,000; and disposals with sale revenues more than \$250,000 and less than \$1,000,000. This authority includes disposals that could produce revenues in the form of royalties that exceed this revenue limit if the disposal is an extension or expansion of an existing lease that has previously been subject to the consultation process, so long as any expansion or addition to that lease does not exceed 25% of the original lease acreage; and	20. Review and consult, as delegated by the Board, disposals with an annual lease rental more than \$50,000 and not to exceed \$500,000; and disposals with sale revenues more than \$250,000 and less than \$1,000,000. This authority includes disposals that could produce revenues in the form of royalties that exceed this revenue limit if the disposal is an extension or expansion of an existing lease that has previously been subject to the consultation process, so long as any expansion or addition to that lease does not exceed 25% of the original lease acreage; and	<i>Staff concurs.</i>	N/A	20. Review and consult, as delegated by the Board, disposals with an annual lease rental more than \$50,000 and not to exceed \$500,000; and disposals with sale revenues more than \$250,000 and less than \$1,000,000. This authority includes disposals that could produce revenues in the form of royalties that exceed this revenue limit if the disposal is an extension or expansion of an existing lease that has previously been subject to the consultation process, so long as any expansion or addition to that lease does not exceed 25% of the original lease acreage; and	
(b) Approve project-specific expenditures from the principal, budget reserves or the facility maintenance account between \$50,000 and \$100,000.	21. Approve project-specific expenditures from the principal, budget reserves or the facility maintenance account between \$50,000 and \$100,000.	<i>Staff concurs.</i>	N/A	21. Approve project-specific expenditures from the principal, budget reserves or the facility maintenance account between \$50,000 and \$100,000.	
FINANCE, ACCOUNTING AND AUDIT	FINANCE, ACCOUNTING AND AUDIT			FINANCE, ACCOUNTING AND AUDIT	
18. The committee will work with the ED of the TLO to assure that appropriate financial and operational controls and procedures are put in	22. The Committee will work with the ED of the TLO to assure that <u>develop and implement</u> appropriate financial and operational controls and	<i>Staff concurs.</i>	N/A	22. The Committee will work with the ED of the TLO to develop and implement appropriate financial and operational controls and procedures	

CHARTER OF THE RESOURCE MANAGEMENT COMMITTEE

APPROVED 10/2017	PROPOSED EDITS 11/2023	STAFF COMMENTS	DISCUSSION 1/5/24	STAFF RECOMMENDED FINAL	DIRECTION 3/18/24
place to safeguard AMHTA assets. The committee will coordinate with the CEO and ED of the TLO to prepare any necessary management response to any issues of significant concern related to the TLO on the part of the external auditor.	procedures are put in place to safeguard AMHTA's Non-Cash Assets. The Committee 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.			are put in place to safeguard AMHTA's Non-Cash Assets. The Committee 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	COMMUNICATIONS			COMMUNICATIONS	
19. The committee will:		Staff concurs.	N/A		
(a) Ensure that TLO activities support the mission of AMHTA.	(a) — Ensure that TLO activities support the mission of AMHTA.	Staff concurs.	N/A		
(b) Review communications plan regarding resource management related issues requiring legislative or public advocacy.	23. The Committee will review the AMHTA communications plan regarding resource management related issues requiring legislative or public advocacy and make recommendations to the Board for appropriate amendments.	Staff concurs.	N/A	23. The Committee will 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	Review and Amendment of the Charter			Review and Amendment of the Charter	
20. The board of trustees will review this charter at least once every three years and make any amendments as necessary to ensure that the charter remains relevant and appropriate.	24. The board of trustees Executive Committee will review this charter at least once every three years and make recommend any amendments to the board for approval as necessary to ensure that the charter remains relevant and appropriate.	Staff concurs.	N/A	24. The Executive Committee will review this charter at least once every three years and recommend any amendments to the board for approval.	
	25. This charter may be amended at any meeting of the full Board.	Staff concurs.	N/A	25. This charter may be amended at any meeting of the full Board.	
21. The board of trustees adopted this charter on October 27, 2017.	26. The board of trustees adopted this charter on October 27, 2017 and amended it on _____.	Staff concurs.	N/A	26. The board of trustees adopted this charter on October 27, 2017 and amended it on _____.	

CHARTER OF THE PROGRAM AND PLANNING COMMITTEE

APPROVED 10/2017	PROPOSED EDITS 11/2023	STAFF COMMENTS	DISCUSSION 1/5/24	STAFF RECOMMENDED FINAL	DIRECTION 3/18/24
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* [Item 6] Additional comments provided by AMHB/ABADA and GCDSE in their respective letters dated 1/3/24, attached.

Introduction	Introduction			Introduction	
1. The board of trustees of the Alaska Mental Health Trust Authority (AMHTA) has established a program and planning committee (the committee) to assist the board in the program and planning oversight of the AMHTA.	1. The Board of trustees of the Alaska Mental Health Trust Authority (AMHTA) has established a program and planning committee (the "Committee") to assist the Board in managing the program and planning oversight of the AMHTA.	Staff concurs.	N/A	1. The Board has established a program and planning committee ("Committee") to assist the Board in managing the program and planning oversight of the AMHTA.	
2. The board has established this charter which sets out the duties and responsibilities of the committee.	2. The Board has established this charter which sets out the duties and responsibilities of the Committee.	Staff concurs.	N/A	2. The Board has established this charter which sets out the duties and responsibilities of the Committee.	
Role	Role			Role	
3. The role of the program and planning committee will be to complete the following activities in consultation with the chief executive officer (CEO), executive director of mental health policy and programs, and others as necessary:	3. The role of the program and planning Committee will be to complete the following activities, in consultation with with the assistance of the chief executive officer CEO, executive director of mental health policy and programs COO, staff and others as the Committee deems necessary:	Staff concurs.	N/A	3. The role of the Committee will be to complete the following activities, with the assistance of the CEO, COO, staff and others as the Committee deems necessary:	
(a) Ensure development of program policies to meet needs and improve the circumstances of beneficiaries; and recommend to the board for approval;	(a) Ensure development of Develop program policies and procedures to meet address the needs and improve the circumstances of beneficiaries and recommend those policies and procedures to the Board for approval;	Staff concurs.	N/A	(a) Develop program policies and procedures to address the needs and improve the circumstances of beneficiaries and recommend those policies and procedures to the Board for approval;	
(b) Oversee implementation of plans at the direction of and on behalf of the board in accordance with AMHTA statutes and regulations and the committee charter adopted by the board;	(b) Oversee implementation of AMHTA programs and plans at the direction of and on behalf of the Board in accordance with AMHTA statutes, and regulations and the committee this charter adopted by the board ;	Staff concurs.	N/A	(b) Oversee implementation of AMHTA programs and plans at the direction of and on behalf of the Board in accordance with AMHTA statutes, and regulations and this charter;	
(c) Work with the executive director of mental health policy and programs to identify and forecast the status and needs of beneficiaries;	(c) Work directly with the executive director of mental health policy and programs COO, staff and others to identify and forecast the status and needs of beneficiaries;	Staff concurs.	N/A	(c) Work directly with the COO, staff and others 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;	(d) Review program policies and plans to meet needs and improve circumstances of beneficiaries; and recommends to the board for approval as appropriate;	Staff concurs.	N/A		
(e) Evaluate the implementation of approved policies and plans affecting beneficiaries;	(d) Evaluate the implementation of approved policies Review the programs and plans affecting beneficiaries and recommend necessary changes and improvements ;	Staff concurs.	N/A	(d) Review the programs and plans affecting beneficiaries and recommend necessary changes and improvements;	
(f) Assure that the Trust Authority Office is working with the Department of Health and Social Services to complete and review status of /	(e) Assure that Oversee the Trust Authority Office is working Office's work with the Department of Health and Social Services	Staff concurs.	N/A	(e) Oversee the Trust Authority Office's work with the Department of Health and the Department of Family and Community Services	

CHARTER OF THE PROGRAM AND PLANNING COMMITTEE

APPROVED 10/2017	PROPOSED EDITS 11/2023	STAFF COMMENTS	DISCUSSION 1/5/24	STAFF RECOMMENDED FINAL	DIRECTION 3/18/24
monitor status and outcomes annually update the comprehensive integrated mental health program;	Department of Health and the Department of Family and Community Services to complete and review status of / monitor status and outcomes to annually update the comprehensive integrated mental health program;			and review outcomes to annually update the comprehensive integrated mental health program;	
(g) Serve as the primary interface for statutory advisory boards;	(g) — Serve as the primary interface for statutory advisory boards;	Staff concurs.	N/A		
(h) Review AMHTA’s memoranda of agreement with statutory advisory boards as outlined in the MOAs or not less than every 3 years and recommends for approval to the board of trustees; and	(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 recommend reaffirmation or revisions for approval to the Board of trustees; and	Staff concurs.	N/A	(f) Review AMHTA’s MOAs with statutory advisory boards at least once every 3 years and recommend reaffirmation or revisions to the Board; and	
(i) Provide the committee’s written input and feedback to the CEO in support of the annual performance evaluation of executive director of mental health policy and programs.	(g) Provide the Committee’s written input and feedback to the CEO in support of the annual performance evaluation of the executive director of mental health policy and programs COO. The Committee chair may attend and participate in annual evaluation meeting between the CEO and COO.	<i>Performance review meetings of staff are a CEO function. 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.</i> <i>Recommend removing the proposed language.</i>		(g) Provide the Committee’s written input and feedback to the CEO in support of the annual performance evaluation of the COO.	
Authorities	Authorities			Authorities	
4. The committee will have the authority to conduct any review appropriate to fulfilling its responsibilities.	4. The Committee will have the authority to conduct any review and take action appropriate to fulfilling its responsibilities.	Staff concurs.	N/A	4. The Committee will have the authority to conduct any review and take action appropriate to fulfilling its responsibilities.	
5. The committee, through the CEO, will have access to the executive director of mental health policy and programs, legal counsel, as well as all advisors and consultants of AMHTA.	5. The Committee chair shall have direct access and may communicate directly with the, through the CEO, will have access to the executive director of mental health policy and programs, legal counsel, as well as all advisors and consultants of AMHTA COO, CFO, CCO, staff, legal counsel, advisors, and consultants.	<i>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.</i> <i>Currently, Committee chairs have access to leadership and other staff through and/or in coordination with</i>		5. The Committee chair shall have direct access and may communicate directly with the, CEO, COO, CFO, CCO, staff, legal counsel, advisors, and consultants, and all communication will be coordinated through the CEO and ED of the TLO when applicable.	

CHARTER OF THE PROGRAM AND PLANNING COMMITTEE

APPROVED 10/2017	PROPOSED EDITS 11/2023	STAFF COMMENTS	DISCUSSION 1/5/24	STAFF RECOMMENDED FINAL	DIRECTION 3/18/24
		<i>the CEO and/or the ED of the TLO when related to TLO activities. 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.</i> <i>Recommend 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.</i>			
Operating Procedures	Operating Procedures			Operating Procedures	
6. The committee will consist of a committee of the whole board.	6. The committee will consist of a committee of the whole board three Board members 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. *	<i>Needs larger conversation about committees of the whole.</i> <i>Remove language about a committee secretary. Minutes are already taken by a contracted court reporter.</i>	<i>Apparent trustee consensus re: committee secretary.</i>		
7. The committee will meet at least four times annually, or more frequently by call of the committee chair in consultation with staff. The committee chair will prepare and/or approve an agenda in advance of each meeting.	7. The Committee will meet at least four times annually, or more frequently by call of the Committee chair in consultation with staff . The Committee chair will prepare and/or approve an agenda in advance of each meeting.	<i>Staff concurs.</i>	<i>N/A</i>	7. The Committee will meet at least four times annually, or more frequently by call of the Committee chair. The Committee chair will prepare and/or approve an agenda in advance of each meeting.	
8. The committee will be supported by staff as required. The committee may invite other professionals as deemed necessary, to attend meetings and provide pertinent information.	8. The Committee will be supported by staff as required by the Committee . The Committee may invite other professionals as deemed it deems necessary, to attend meetings and provide pertinent information.	<i>Staff concurs.</i>	<i>N/A</i>	8. The Committee will be supported by staff as required. The Committee may invite other professionals as it deems necessary, to attend meetings and provide pertinent information.	
9. Reasonable public notice of board and committee meetings shall be provided in accordance with AS 44.62.310. Meetings of the board and its committees are subject to the Open Meetings Act, AS 44.62.310 and 44.62.312.	9. Reasonable public notice of board and Committee meetings shall be provided in accordance with AS 44.62.310. Meetings of the board and its Committee are subject to the Open Meetings Act, AS 44.62.310 and 44.62.312.	<i>Staff concurs.</i>	<i>N/A</i>	9. Reasonable public notice of Committee meetings shall be provided in accordance with AS 44.62.310. Meetings of the Committee are subject to the Open Meetings Act, AS 44.62.310 and 44.62.312.	
10. Minutes of committee meetings will be taken and reports of committee actions and meetings will be made to the board of trustees.	10. Minutes of Committee meetings will be taken and reports of Committee actions and meetings will be made to the Board of trustees .	<i>Staff concurs.</i>	<i>N/A</i>	10. Minutes of Committee meetings will be taken and reports of Committee actions and meetings will be made to the Board.	
11. The committee will assess its performance annually.	11. The committee will assess its performance annually.	<i>Staff concurs.</i>	<i>N/A</i>		

CHARTER OF THE PROGRAM AND PLANNING COMMITTEE

APPROVED 10/2017	PROPOSED EDITS 11/2023	STAFF COMMENTS	DISCUSSION 1/5/24	STAFF RECOMMENDED FINAL	DIRECTION 3/18/24
12. The committee will provide a public comment period based upon recommendation by staff early in meetings before taking actions on any decisions as needed.	12. The Committee 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.	Staff concurs.	N/A	12. The Committee may provide a public comment period at its meetings.	
Duties and Responsibilities	Duties and Responsibilities			Duties and Responsibilities	
	13. The Committee will carry out the following responsibilities below with respect to the program operations of the Trust Authority and will execute them in consultation with the CEO and COO executive director of mental health policy and programs with the assistance of the CEO, COO, staff and others as required by the Committee.	Staff concurs.	N/A	13. The Committee will carry out the following responsibilities with the assistance of the CEO, COO, staff and others as required by the Committee.	
REPORTING	REPORTING			REPORTING	
13. The committee will carry out the responsibilities below with respect to the program operations of the Trust Authority and will execute them in consultation with the CEO and executive director of mental health policy and programs:		Staff concurs.	N/A		
(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;	(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;	Staff concurs.	N/A		
(b) Review the performance of Mental Health Trust Authority Authorized Receipts (MHTAAR) and authority grant funded projects annually; and	14. Review the performance of Mental Health Trust Authority Authorized Receipts (MHTAAR) and authority grant funded projects annually; and	Staff concurs.	N/A	14. Review the performance of Mental Health Trust Authority Authorized Receipts (MHTAAR) and authority grant funded projects annually; and	
(c) Review the status of the comprehensive integrated mental health program and planning efforts.	15. Review the status of the comprehensive integrated mental health program and planning efforts.	Staff concurs.	N/A	15. Review the status of the comprehensive integrated mental health program and planning efforts.	
PLANNING	PLANNING			PLANNING	
14. The committee will have the responsibilities below with respect to the AMHTA's strategic planning and program development and will execute them in consultation with the CEO and executive director of mental health policy and programs:	14. The committee will have the responsibilities below with respect to the AMHTA's strategic planning and program development and will execute them in consultation with the CEO and executive director of mental health policy and programs:	Staff concurs.	N/A		
(a) Review program related policies or initiatives including the State of Alaska's comprehensive integrated mental health program plan;	16. Review program related policies or initiatives including the State of Alaska's comprehensive integrated mental health program plan;	Staff concurs.	N/A	16. Review program related policies or initiatives including the State of Alaska's comprehensive integrated mental health program plan;	
(b) On an annual basis, review and monitor the development of the Trust Authority's budget related process and recommendations; and	17. On an annual basis, review and monitor the development of the Trust Authority's budget related process and recommendations; and	Staff concurs.	N/A	17. On an annual basis, review and monitor the development of the Trust Authority's budget related process and recommendations; and	

CHARTER OF THE PROGRAM AND PLANNING COMMITTEE

APPROVED 10/2017	PROPOSED EDITS 11/2023	STAFF COMMENTS	DISCUSSION 1/5/24	STAFF RECOMMENDED FINAL	DIRECTION 3/18/24
(c) Invite statutory advisors, key stakeholders, and relevant content experts to participate in discussions and planning activities.	18. Invite statutory advisors, key stakeholders, and relevant content experts to participate in discussions and planning activities.	Staff concurs.	N/A	18. Invite statutory advisors, key stakeholders, and relevant content experts to participate in discussions and planning activities.	
FINANCIAL	FINANCIAL			FINANCIAL	
15. Allocate grant funds previously approved by the full board but not allocated to a specific grantee up to \$500,000.	19. Allocate grant funds previously approved by the full board but not allocated to a specific grantee up to between \$100,000 and \$500,000.	Need to make sure this aligns with the final CEO authorities.			
16. As delegated by the board, approve changes of intent for MHTAAR grants involving the carry-over from one state fiscal year to another.	20. As delegated by the Board, approve changes of intent for MHTAAR grants involving the carry-over from one state fiscal year to another.	Staff concurs.	N/A	20. As delegated by the Board, approve changes of intent for MHTAAR grants involving the carry-over from one state fiscal year to another.	
COMMUNICATION	COMMUNICATION				
17. Review communications plan regarding beneficiary related issues requiring legislative or public advocacy.	17. Review communications plan regarding beneficiary related issues requiring legislative or public advocacy.	Staff concurs.	N/A		
Review and Amendment of the Charter	Review and Amendment of the Charter			Review and Amendment of the Charter	
18. The board of trustees will review this charter at least once every three years and make any amendments as necessary to ensure that the charter remains relevant and appropriate.	21. The board of trustees Executive Committee will review this charter at least once every three years and make recommend any amendments to the board for approval as necessary to ensure that the charter remains relevant and appropriate.	Staff concurs.	N/A	21. The Executive Committee will review this charter at least once every three years and recommend any amendments to the board for approval.	
	22. This charter may be amended at any meeting of the full Board.	Staff concurs.	N/A	22. This charter may be amended at any meeting of the full Board.	
19. The board of trustees adopted this charter on October 27, 2017.	23. The board of trustees adopted this charter on October 27, 2017 and amended it on _____.	Staff concurs.	N/A	23. The board of trustees adopted this charter on October 27, 2017 and amended it on _____.	

CHARTER OF THE CHIEF EXECUTIVE OFFICER

APPROVED 3/2023	PROPOSED EDITS 11/2023	STAFF COMMENTS	DISCUSSION 1/5/24	STAFF RECOMMENDED FINAL	DIRECTION 3/18/24
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**[Item 10] Additional comments provided by AMHB/ABADA and GCDSE in their respective letters dated 1/3/24, and by ACoA in their letter dated 1/4/24. See attached.*

Introduction	Introduction			Introduction	
1. Alaska Law, AS 47.30.026(b), requires the board of trustees of the Alaska Mental Health Trust Authority (AMHTA) to employ a chief executive officer (CEO) and set the minimum salary for that position.	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.	Staff concurs.	N/A	1. Alaska Law, AS 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 bylaws state that the CEO will be the chief executive officer of the corporation and serve at the pleasure of the board of trustees. They set out, in general terms, the duties of the CEO.	2. The AMHTA's By-laws state that the CEO will be the chief executive officer of the corporation and serve at the pleasure of the Board of trustees. They The By-laws set out, in general terms, the duties of the CEO.	Staff concurs.	N/A	2. AMHTA's By-laws state that the CEO will be the chief executive officer of the corporation and serve at the pleasure of the Board. The By-laws set out, in general terms, the duties of the CEO.	
Duties and Responsibilities	Duties and Responsibilities			Duties and Responsibilities	
3. The board has approved a position description that is filed with the State of Alaska, incorporated by referenced and attached hereto, that describes the accountabilities, characteristics, and minimum qualifications expected of the CEO.	3. The Board has approved a position description that is filed with the State of Alaska, incorporated by reference and attached hereto, that describes the accountabilities, characteristics, and minimum qualifications expected of the CEO.	Staff concurs.	N/A	3. The Board has approved a position description that is filed with the State of Alaska, incorporated by reference and attached hereto, that describes the accountabilities, characteristics, and minimum qualifications expected of the CEO.	
4. The board has, for greater clarity, established this charter to set out the following specific authorities of the CEO.	4. The board has, for greater clarity, established this charter to set out the following specific authorities of the CEO. The CEO shall keep the Board members informed of all material matters affecting AMHTA.	Staff concurs.	N/A	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.	<p><i>This language will result in the trustees receiving a bulk of information that is pertinent to the internal, day-to-day operations of the Trust/TLO, and not necessarily at a level that requires a governance board's review and attention.</i></p> <p><i>It is the role of the CEO and their leadership to bring pertinent information to the attention of trustees.</i></p> <p><i>Recommend replacing "reports" with "relevant and appropriate information," and "within 5 days of receipt of the reports" to "in a timely manner."</i></p>		5. The CEO shall provide the Board members with copies of all relevant and appropriate information received by the AMHTA and/or the CEO from the TLO, outside consultants, advisors, auditors and others in a timely manner.	

CHARTER OF THE CHIEF EXECUTIVE OFFICER

APPROVED 3/2023	PROPOSED EDITS 11/2023	STAFF COMMENTS	DISCUSSION 1/5/24	STAFF RECOMMENDED FINAL	DIRECTION 3/18/24
	<p>6. 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.</p>	<p>Under item #4, the CEO is already required to keep the Board informed on all material matters.</p> <p>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.</p> <p>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.</p> <p>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.</p> <p>Recommend removing this item.</p>			
	<p>7. Act as one of the official spokespersons for AMHTA when so designated by the Board.</p>	<p>This new language greatly constrains the responsiveness of the CEO, and the Trust, particularly when it comes to media and other timely requests.</p> <p>The CEO is the prime spokesperson for any organization. And as such, should have the experience and ability to determine when consultation with the board chair or board of trustees is warranted.</p>	<p>Apparent trustee consensus.</p>	<p>7. Act as one of the official spokespersons for AMHTA.</p>	

CHARTER OF THE CHIEF EXECUTIVE OFFICER

APPROVED 3/2023	PROPOSED EDITS 11/2023	STAFF COMMENTS	DISCUSSION 1/5/24	STAFF RECOMMENDED FINAL	DIRECTION 3/18/24
		<p><i>As written, this new language would not align with the traditional role of a CEO.</i></p> <p><i>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.</i></p>			
Authorities	Authorities			Authorities	
5. The CEO is required to report to the board of trustees, at each of the four regularly scheduled meetings per year, on the major program activities and status of the progress against the budget	8. The CEO is required to report to the Board 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.	<i>Special full board meetings are scheduled for a very narrow and specific purpose. Requiring a full CEO report at these is not reasonable. Recommend removing that language.</i>		8. The CEO is required to report to the Board, at each of the four regularly scheduled meetings per year, on the major program activities and status of the progress against the budget.	
6. The CEO is responsible for developing and executing a legislative program on an annual basis and timely reporting its progress to the trustees.	9. The CEO is responsible for developing and executing a legislative program on an annual basis and timely reporting its progress to the trustees Board .	<i>Staff concurs.</i>	N/A	9. The CEO is responsible for developing and executing a legislative program on an annual basis and timely reporting its progress to the Board.	
7. The board delegates approval authority to the CEO to allocate authority grant funds of up to \$100,000 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 \$100,000.00 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 \$100,000 approval or multiple approvals not to exceed in sum \$100,000 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.	10. The board delegates approval authority to the CEO to allocate authority grant funds of up to \$100,000 \$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 \$100,000 \$25,000 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 \$100,000 \$25,000 approval or multiple approvals not to exceed in sum \$100,000 \$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. *	<p><i>Reducing the CEO grant approval authority from \$100,000 per agency per fiscal year to \$25,000 per agency per fiscal year 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.</i></p> <p><i>Trustees receive a quarterly report of all grants and authority grant expenditures the CEO approved under his/her authority.</i></p> <p><i>There has been no indication from trustees to staff that the current approval process is not working as intended.</i></p>			

CHARTER OF THE CHIEF EXECUTIVE OFFICER

APPROVED 3/2023	PROPOSED EDITS 11/2023	STAFF COMMENTS	DISCUSSION 1/5/24	STAFF RECOMMENDED FINAL	DIRECTION 3/18/24
<p>The CEO shall not delegate the authority granted herein to any other individual or employee.</p> <p>Quarterly summary reports of all CEO approved items will be provided to trustees and a standing item will be placed on the next scheduled Program and Planning agenda following the report for any trustee discussion.</p>	<p>The CEO shall not delegate the authority granted herein to any other individual or employee. <u>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.</u></p> <p>Quarterly summary reports of all CEO approved items will be provided to trustees <u>the Board</u> and a standing item will be placed on the next scheduled Program and Planning agenda following the report for any trustee discussion.</p>	<p><i>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.</i></p> <ul style="list-style-type: none">• Significant increase in committee work for trustees, slowing our grantmaking ability• Constrain the Trust’s ability to get grant funds out to beneficiary-serving organizations• Inefficiencies and operational challenges for State procurements or other programmatic activities• Increased staff time spent on grant preparation for board action• Reduced staff time spent focused on focus area and initiative systems change work outside grantmaking <p><i>Recommend maintaining the current CEO grant approval authority of \$100,000 and the related language in the current charter.</i></p> <p>----</p> <p><i>Adding a new requirement that the CEO provide at least 30 days advance written notice of any grant the CEO intends to award raises the foundational question: what is the trustees’ intent and goal for this new requirement?</i></p> <p><i>The CEO is hired by the board and is responsible for the day-to-day operations of the Trust and for</i></p>			

CHARTER OF THE CHIEF EXECUTIVE OFFICER

APPROVED 3/2023	PROPOSED EDITS 11/2023	STAFF COMMENTS	DISCUSSION 1/5/24	STAFF RECOMMENDED FINAL	DIRECTION 3/18/24
		<p><i>executing other board delegations of authority.</i></p> <p><i>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.</i></p> <p><i>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.</i></p> <p><i>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.</i></p> <p><i>This would be an unnecessary and inefficient use of the CEO's and a governance board's time and resources.</i></p> <p><i>Below are some examples of operational impacts:</i></p> <ul style="list-style-type: none"><i>- Increased trustee time reviewing grants intended for award under the CEO's delegated authority</i><i>- Increased risk for trustee violations of the Open Meetings Act</i><i>- Increased need for a Special Program and Planning Committee meeting should a trustee(s) raise concerns about grant(s) the CEO intends to approve</i><i>- Delayed grant awards - Avoidable unintended impacts on beneficiary serving organizations</i>			

CHARTER OF THE CHIEF EXECUTIVE OFFICER

APPROVED 3/2023	PROPOSED EDITS 11/2023	STAFF COMMENTS	DISCUSSION 1/5/24	STAFF RECOMMENDED FINAL	DIRECTION 3/18/24
		<p>- Avoidable distraction of the CEO's focus on executing leadership to forward the mission and activities of the organization</p> <p>Recommend removing this language and 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>			
8. The board delegates authority to the CEO to receive consultations on behalf of AMHTA from the Trust Land Office (TLO) as required by law regarding projects with projected total sale revenue below \$250,000, or projected annual total land or mineral lease or easement rental below \$50,000, and to quarterly report such consultations to the board.	11. 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.	Staff concurs.	N/A	11. The board delegates authority to the CEO to receive consultations on behalf of AMHTA from the Trust Land Office (TLO) as required by law regarding projects with projected total sale revenue below \$250,000, or projected annual total land or mineral lease or easement rental below \$50,000, and to quarterly report such consultations to the board.	
9. The board delegates authority to the CEO to approve project specific expenditures by the TLO from the principal, budget reserves or the facility 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.	12. 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.	Staff concurs.	N/A	12. 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.	
10. The CEO has authority to raise issues to the board at any board or committee meeting.	13. The CEO has authority to raise issues to the board at any board or committee meeting.	Staff concurs.	N/A	13. The CEO has authority to raise issues to the board at any board or committee meeting.	
11. The CEO may delegate duties to staff except as specifically prohibited by herein.	14. The CEO may delegate duties to staff except as specifically prohibited by herein.	Staff concurs.	N/A	14. The CEO may delegate duties to staff except as specifically prohibited by herein.	
12. The CEO will actively consult with the board and receive their consent to the employment or termination of the following key roles: executive director of mental health policy and programs, executive director of the TLO, and chief financial officer.	15. The CEO will actively consult with the board and receive their consent to the employment or termination of the following key roles: executive director of mental health policy and programs, executive director of the TLO, and chief financial officer COO, ED of the TLO, and CFO. The CEO shall provide the Board with all terms and conditions of employment offers for the above listed positions as part of the consultation.	<p>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 they must operate within.</p> <p>This shifts the role and the work of the board from a governance to an operational level.</p> <p>Under the current charter, the CEO consults with the board of trustees</p>	Apparent trustee consensus.	15. The CEO will actively consult with the board and receive their consent to the employment or termination of the following key roles: COO, ED of the TLO, and CFO.	

CHARTER OF THE CHIEF EXECUTIVE OFFICER

APPROVED 3/2023	PROPOSED EDITS 11/2023	STAFF COMMENTS	DISCUSSION 1/5/24	STAFF RECOMMENDED FINAL	DIRECTION 3/18/24
		<p>on the process and selection for these positions. This is done prior to completing the final hiring paperwork.</p> <p>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.</p> <p>Recommend removing the new language and keeping personnel management with staff.</p>			
Review and Amendment of the Charter	Review and Amendment of the Charter			Review and Amendment of the Charter	
13. The board of trustees will review this charter at least once every three years and recommend any amendments to the board for approval as necessary to ensure that the charter remains relevant and appropriate.	16. The board of trustees Executive Committee will review this charter at least once every three years and make recommend any amendments to the board for approval as necessary to ensure that the charter remains relevant and appropriate.	Staff concurs.	N/A	16. The Executive Committee will review this charter at least once every three years and recommend any amendments to the board for approval.	
	17. This charter may be amended at any meeting of the full Board.	Staff concurs.	N/A	17. This charter may be amended at any meeting of the full Board.	
14. The board of trustees adopted this charter on March 2, 2023.	18. The board of trustees adopted this charter on October 27, 2017 and amended it on _____.	Staff concurs.	N/A	18. The board of trustees adopted this charter on October 27, 2017 and amended it on _____.	

Trust

Alaska Mental Health
Trust Authority



Special Board Meeting Proposed Changes to Committee Structure & CEO Approval Authorities

*Slide deck includes information requested by trustees during the January 5, 2024 special board meeting.

March 18, 2024

Committee Structure Options

	Executive	Finance	Program and Planning	Resource Management	Audit and Risk
Current structure	Officers (Chair, Vice Chair, Sec.)	Committees of the Whole – 7 members ea.			
Trustee-Proposed Structure (Nov. 2023)	Officers (Chair, Vice Chair, Sec.)	4 members - 3 members selected by Board Chair, plus Board Chair is voting member	4 members - 3 members selected by Board Chair, plus Board Chair is voting member	4 members - 3 members selected by Board Chair, plus Board Chair is voting member	4 members - 3 members selected by Board Chair, plus Board Chair is voting member
Alternative #1	Officers (Chair, Vice Chair, Sec.)	7 members	7 members	7 members	5 members
Alternative #2	Officers (Chair, Vice Chair, Sec.)	5 members	5 members	5 members	5 members
Alternative #3	Officers (Chair, Vice Chair, Sec.)	5 members	5 members	5 members	3 members
Alternative #4	Officers (Chair, Vice Chair, Sec.)	Dissolve all committees except the Executive Committee (required by regulation) and hold 6-8 board meetings a year. Staff does not recommend fewer than 6 trustee meetings a year for continuity of operations.			

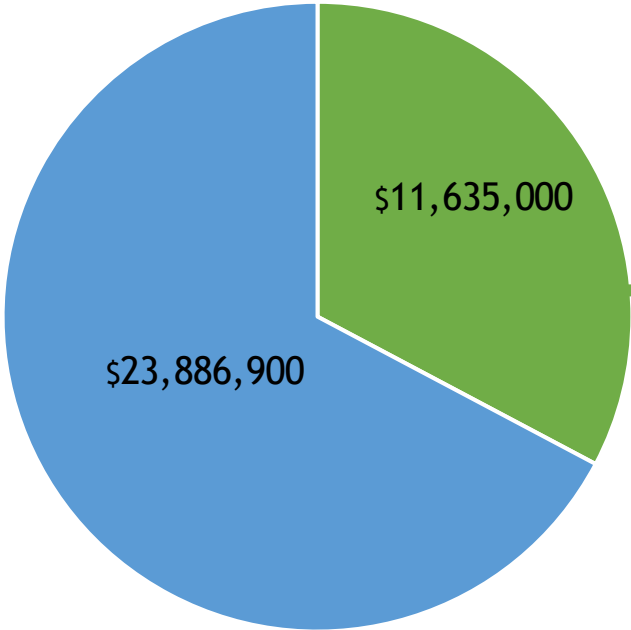
Additional Considerations

- Voting rights for smaller committees?
- If committees have 3 members, should committee approval authority be reduced?
- Committee scheduling challenges
- Administrative/ workload changes for staff in committee and full board meeting prep
- Potentially longer board meetings

CEO Approval Authority

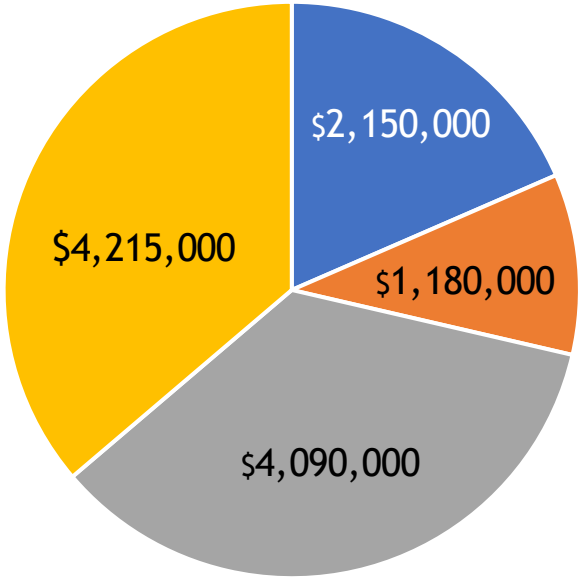
FY23 Approved Budget

Total FY23 Budget:
\$35,521,900



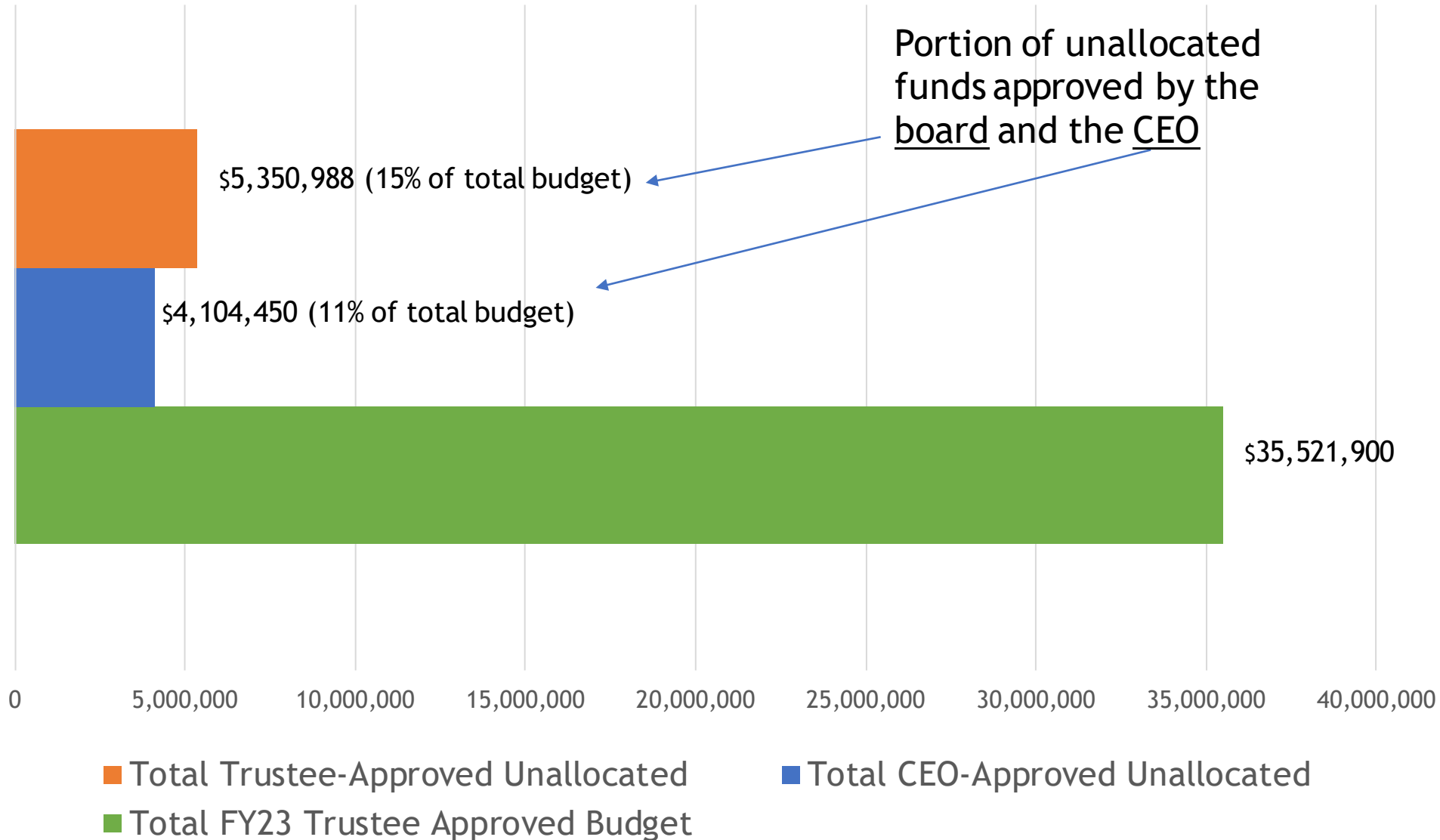
- Trustee-Approved Unallocated
- Allocated

FY23 Trustee-Approved Unallocated
\$11,635,000

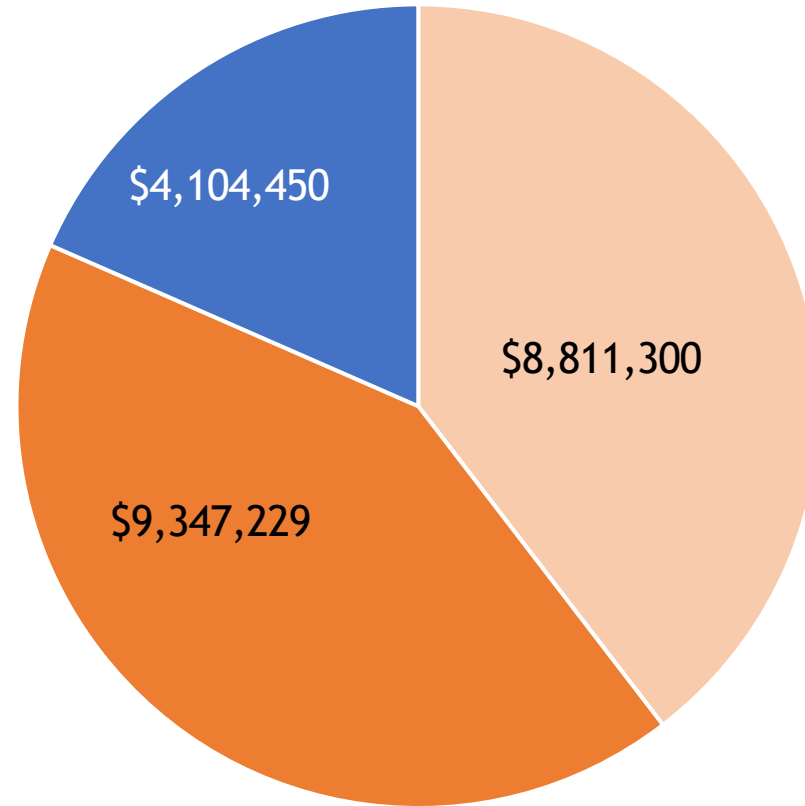


- Partnership Grants
- Non-Focus Area Unallocated
- Focus/Priority Area Unallocated
- Crisis Continuum of Care Unallocated

FY23 Approvals from Unallocated Authority Grant Budget Lines



Total Grants Approved in FY23

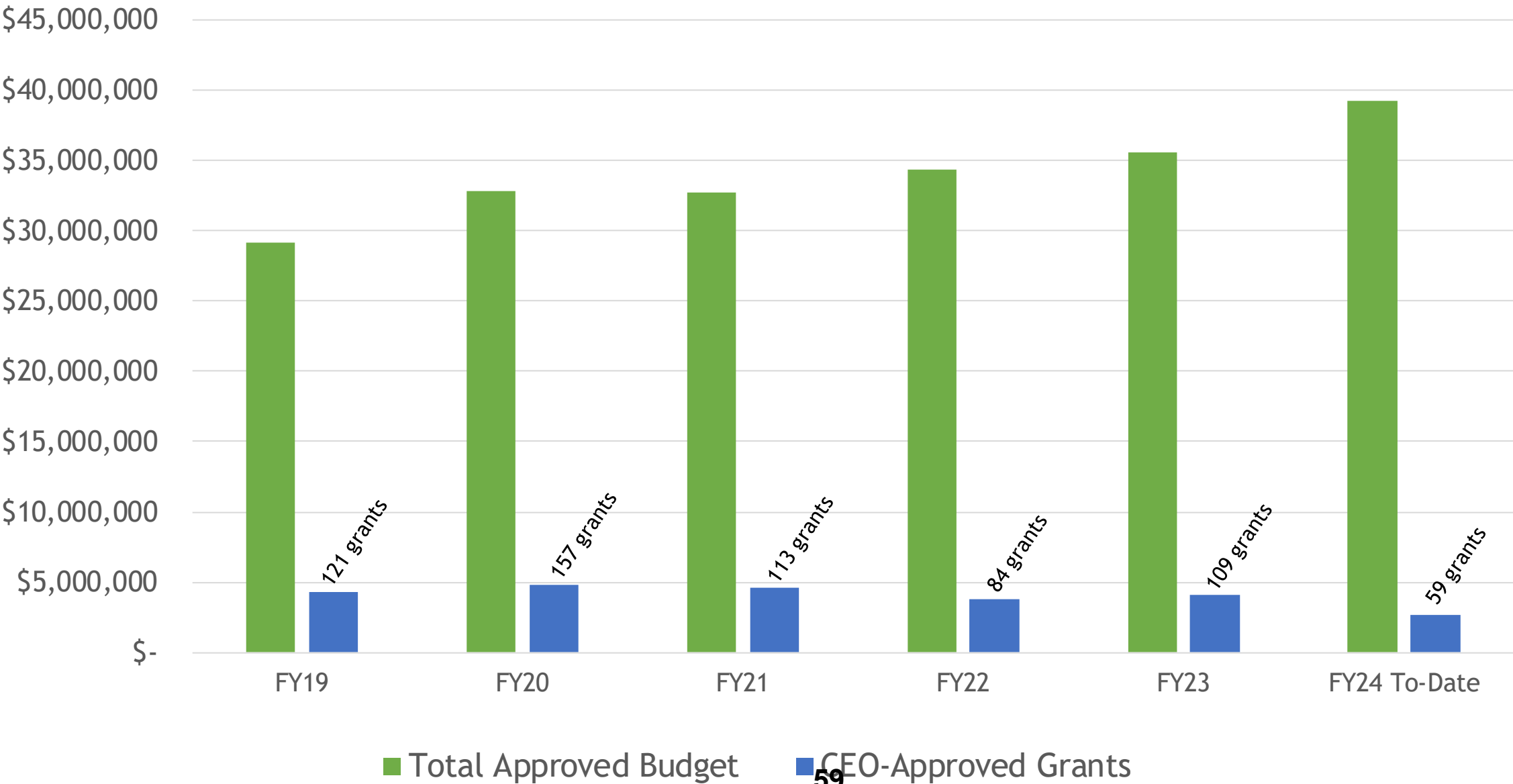


Trustee-Approved MHTAAR Grants

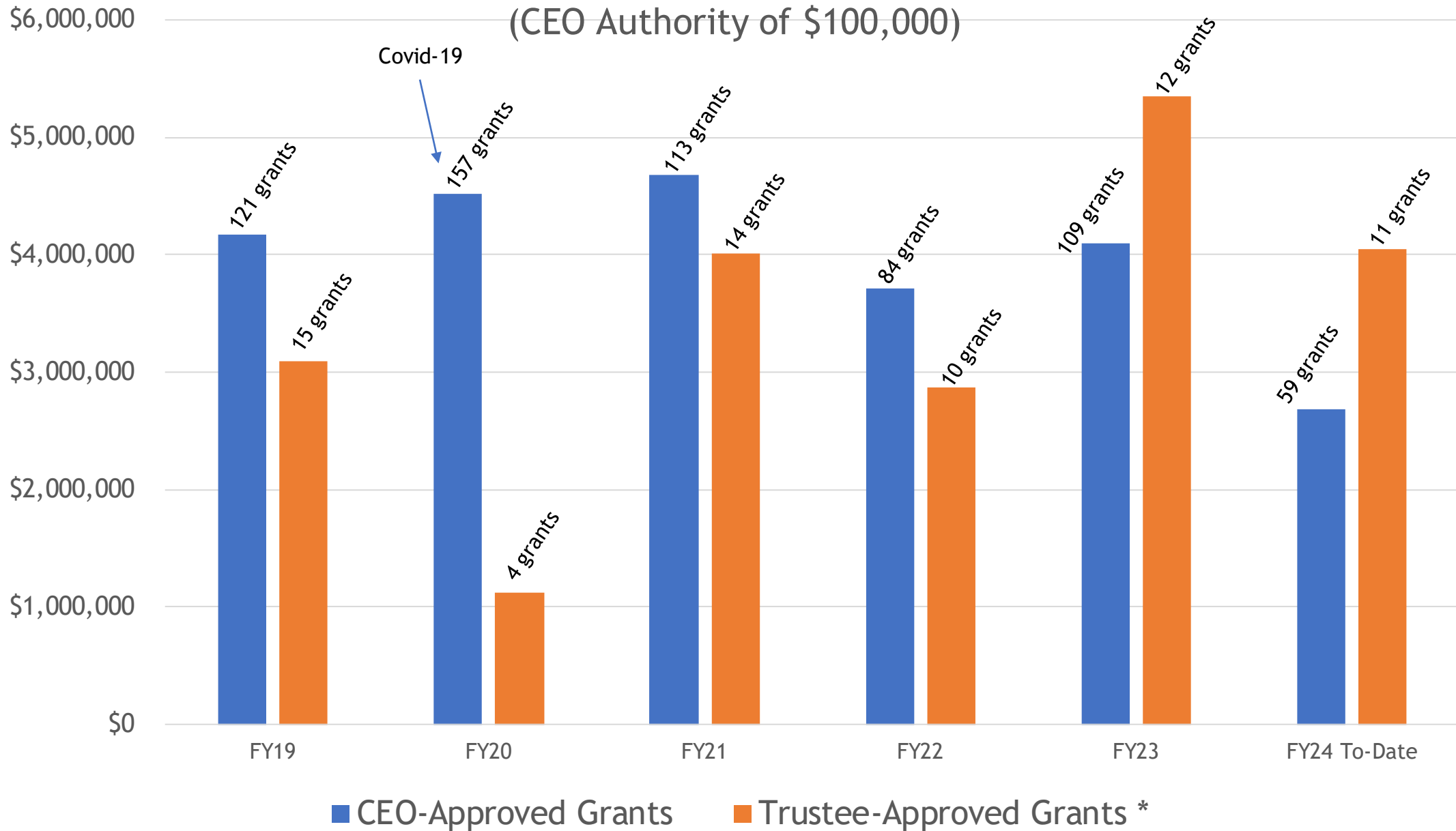
Trustee-Approved Authority Grants

CEO-Approved Authority Grants

Total Trustee-Approved Budget and CEO-Approved Authority Grants (\$100K)

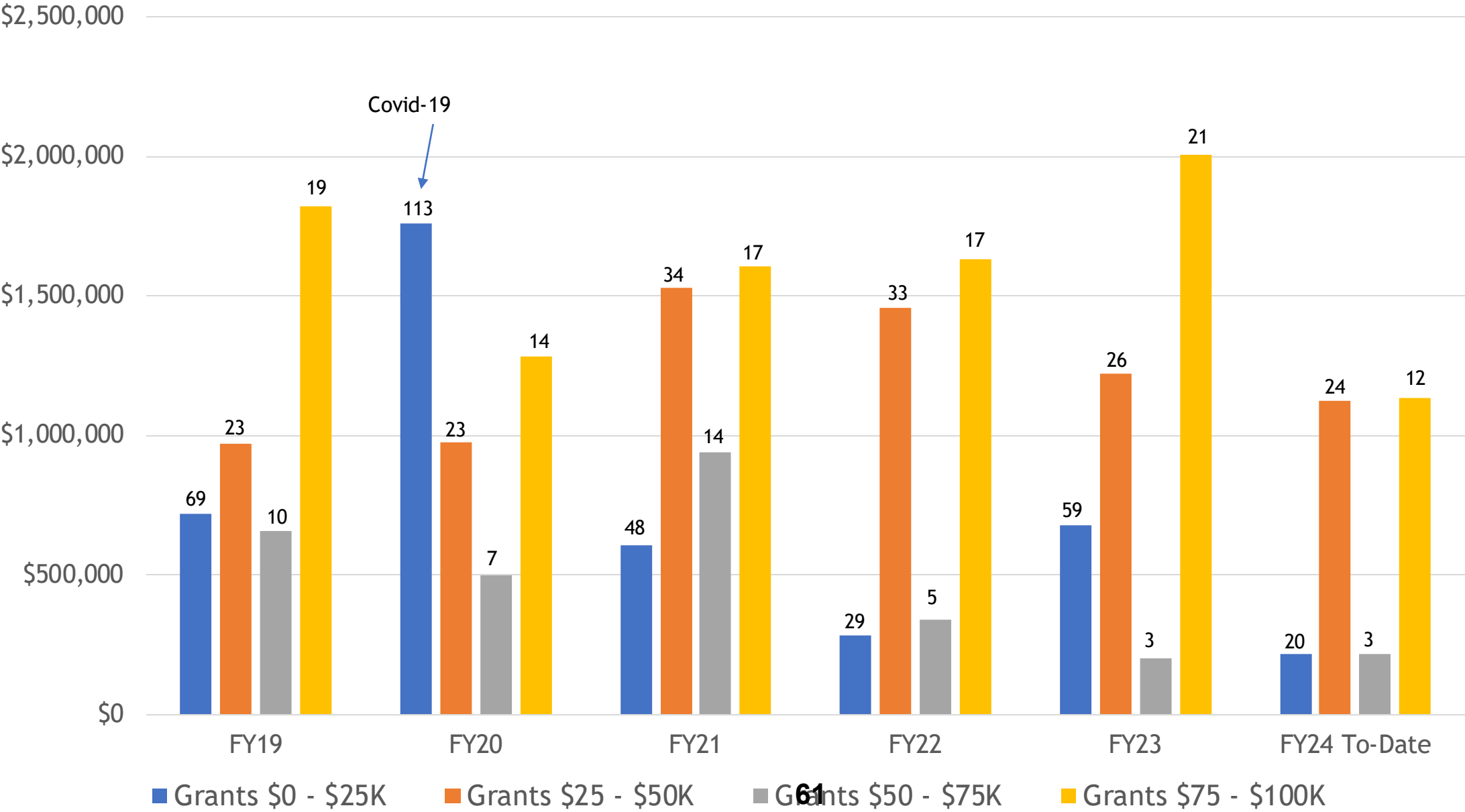


Amount of Authority Grant Funding Approved by CEO and Trustees (CEO Authority of \$100,000)

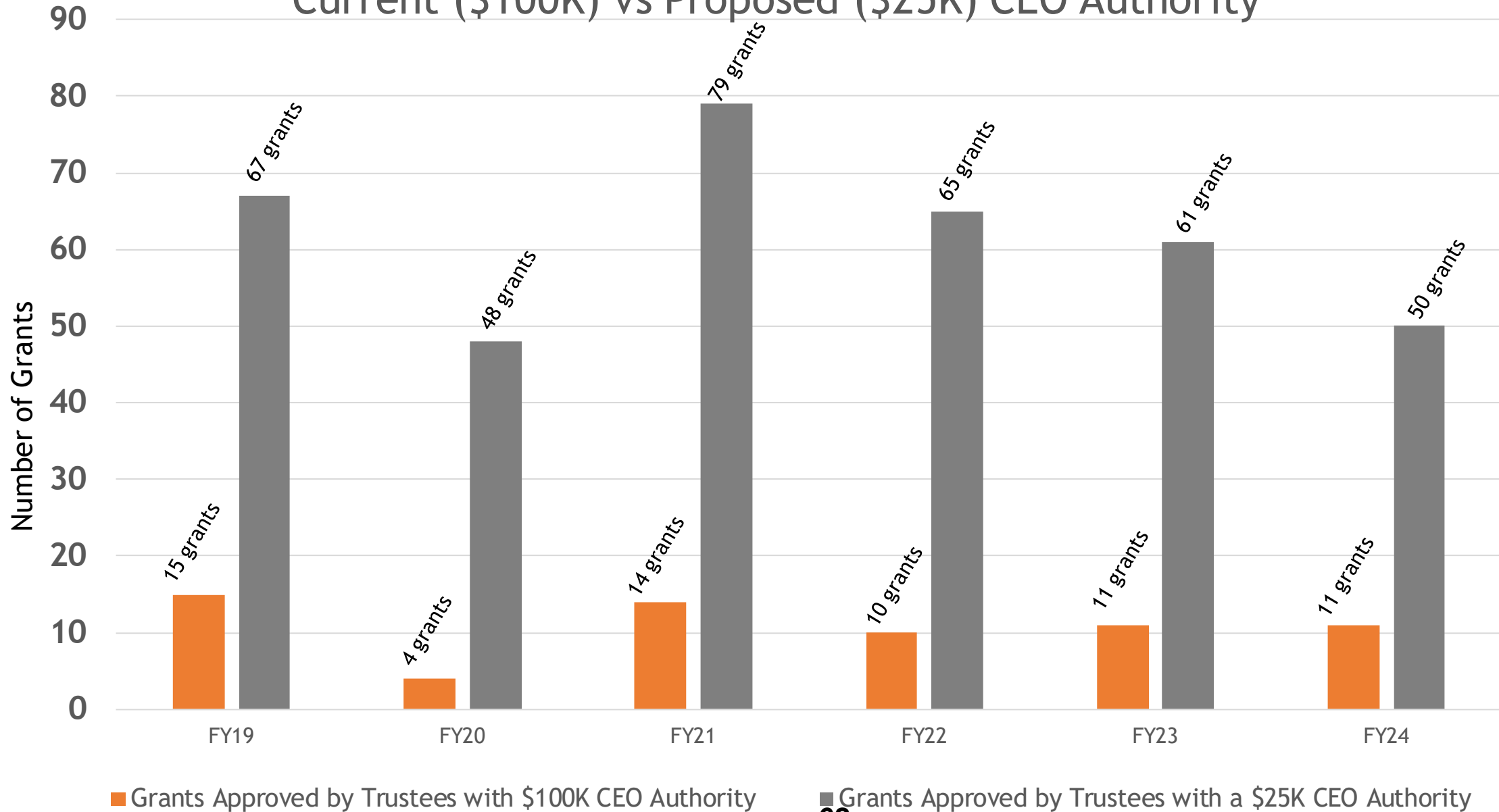


60
*Grants approved by Trustees that are not named in the annual budget

Amount of CEO-Approved Authority Grants (by size)



Number of Trustee-Approved Authority Grants, Current (\$100K) vs Proposed (\$25K) CEO Authority



Additional Documents

MEMO

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

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
<i>Charter of the Board of Trustees</i>		
Packet page 5 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.	<ul style="list-style-type: none"> 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. 	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”.
Packet page 9 11) – Adds a responsibility that the board develop a program re: trustee recruitment, retention and training.	<ul style="list-style-type: none"> The board does not make decisions related to trustee retention, that responsibility lies with the individual trustee and/or the Governor and legislature. The process for recruitment is outlined in statute and not necessary to include in a charter. 	Recommend revising the last sentence of #11 to read: “The Board Development Program will include policy and process for trustee orientation and training.”
Packet page 9 12 (b) – Makes the board of trustees the primary interface for the statutory advisory boards: <ul style="list-style-type: none"> Alaska Mental Health Board/Advisory Board for Alcohol and Drug Abuse Governor’s Council on Disabilities and Special Education Alaska Commission on Aging 	<ul style="list-style-type: none"> This shifts the role and the work of the board from a governance to an operational level. 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. Making the board of trustees serve as the primary interface will result in inefficient workflow and confusion for advisory board leadership and staff. 	Recommend removing 12 (b).

<p>Packet page 12</p> <p>23) – Adds language that “the board will establish a Personnel Policy...”.</p>	<ul style="list-style-type: none"> 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. 	<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>Packet page 12</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"> The current CEO charter calls for the CEO at a minimum to report at each of the four regular board meetings. In addition, the CEO frequently provides pertinent updates at scheduled Committee meetings and through weekly reports to trustees on the Trust/TLO activities. 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. There are other existing reporting mechanisms to address this if needed. 	<p>Recommend removing the added language.</p>
<p>Charter of the Chair of the Board</p>		
<p>Packet page 16</p> <p>3 (d) – Makes Chair a voting ex-officio member of all committees</p>	<ul style="list-style-type: none"> Due to Open Meetings Act, creates challenges with the board chair communicating with any other member. <p>If committees are kept at three members, adding a 4th 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>Packet page 16</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"> This new language does not seem to belong in the Chair charter. Current charters do not prohibit trustees from reaching out to staff. Such language about trustee and staff communication could be 	<p>Recommend removing added language and addressing trustee and staff communication in a Trust communications policy.</p>

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

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

consultants, advisors, auditors, and others within 5 days.	<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"> It is the role of the CEO and their leadership to bring pertinent information to the attention of trustees. 	Recommend replacing the language "within 5 days of receipt of the reports" to "in a timely manner."
Packet page 43 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"	<ul style="list-style-type: none"> Under #4 in the CEO Charter, he/she is already required to keep the Board informed on all material matters. 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. 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. 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. 	Recommend removing this language.
Packet page 43 7) Adds new language stating that the CEO can only act as the official spokesperson of the Trust when designated by the board.	<ul style="list-style-type: none"> This new language greatly constrains the responsiveness of the CEO, and the Trust, particularly when it comes to media and other timely requests. The CEO is the prime spokesperson for any organization. And as such, should have the experience and ability to determine when consultation with 	Recommend revising language to "Act as one of the official spokespersons for the AMHTA."

	<p>the board chair or board of trustees is warranted.</p> <ul style="list-style-type: none"> • As written, this new language would not align with the traditional role of a CEO. • 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. 	
<p>Packet page 44</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"> • Significant increase in committee work for trustees, slowing our grantmaking ability • Constrain the Trust's ability to get grant funds out to beneficiary-serving organizations • Inefficiencies and operational challenges for State procurements or other programmatic activities 	<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"> Increased staff time spent on grant preparation for board action Reduced staff time spent focused on focus area and initiative systems change work outside grantmaking 	
<p>Packet page 44</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"> The foundational comment is a question, what is the trustees' intent and goal for this new requirement? <p>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.</p> <p>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.</p> <ul style="list-style-type: none"> 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. 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. This would be an unnecessary and inefficient use of the CEO's and a governance board's time and resources. Below are some examples of operational impacts: <ul style="list-style-type: none"> Increased trustee time reviewing grants intended for award under the CEO's delegated authority 	<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"> - Increased risk for trustee violations of the Open Meetings Act - Increased need for a Special Program and Planning Committee meeting should a trustee(s) raise concerns about grant(s) the CEO intends to approve - Delayed grant awards - Avoidable unintended impacts on beneficiary serving organizations - Avoidable distraction of the CEO's focus on executing leadership to forward the mission and activities of the organization 	
<p>Packet page 44</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"> • 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. • This shifts the role and the work of the board from a governance to an operational level. • 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. • 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. 	<p>Recommend removing the new language and keeping personnel management with staff.</p>



THE STATE
of ALASKA
GOVERNOR MIKE DUNLEAVY

Department of Health

SENIOR AND DISABILITY SERVICES
Governor's Council on Disabilities
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January 3, 2024

Board of Trustees
Alaska Mental Health Trust Authority
3745 Community Park Loop
Anchorage, Alaska 99508

Re: Recommendations for the Trust Governance Document Changes

Dear Chair Halterman and Trustees,

On behalf of the Governor's Council on Disabilities and Special Education (Council) I provide these comments and recommendations concerning the Trust Governance document changes being considered to update the operation and organizational structure of the Alaska Mental Health Trust Authority (Trust). I would like to note that I received the documents under consideration only late last week. My understanding is that you plan to address these changes in a special meeting of the Trust this Friday, January 5, which I am unable to attend as I will be travelling. This is a brief period for the beneficiary boards to respond. I would also like to note that the charter documents that you want to change were developed over a several month period back in 2017 by the Trustees, together with the beneficiary boards and Trust professional staff. Having been one of the people involved, I can say it truly was an open and positive experience for everyone.

Recommendation 1: Slow your process down and open the discussion to all the beneficiary boards and professional trust staff for input. I do not understand the reasoning for pushing something through so quickly, and without more input from the advisory boards and Trust professional staff. With only a quick look at your proposed changes, I believe there is the potential for all kinds of unintended consequences. I fear that the Trustees will get mired down in lower-level decision-making processes, which is better managed by staff, versus the big picture/ big ticket items like the Trust's investment portfolio, and large resource development projects that improve the principal balance of the Trust and the amount available for grantmaking.

Recommendation 2: Do not lower the threshold for CEO decision making on authority grants from \$100,000 to \$25,000. I can recall the discussion on what was a good cutoff point for CEO decision making vs Trustee level decisions seven years ago. After discussion between trustees, advisory board reps and staff, \$50,000 was the level that was agreed upon by the Trust, which was increased to \$100,000 in 2023. The higher level is appropriate, given the need to move expeditiously at times, as was the case during the Covid Epidemic. Trustees overseeing a half billion-dollar investment portfolio is significant, and as such you are often dealing with numbers that are in the hundreds of thousands and even millions of dollars. Do you really want to lower yourself into the weeds of lower dollar level decisions on short-term grants? Changing the CEO charter to a much lower number is likely to require more of your time—time that can be spent on long-term investment strategies and planning decisions. In addition to leaving the \$100,000 level in place for the CEO to approve grants, you might want to enhance the CEO charter to include a specific process for an applicant to appeal to the Trustees, at a later date, a CEO decision not to make a specific grant.

Recommendation 3: Keep the current committee structure. This relates to your discussion of having smaller committees of Trustees rather than committees of the whole. This was also a hot topic discussion back in 2017, primarily because a smaller group of Trustees (sometimes 1-2 members) were making decisions about large and small sums of money, without the benefit of full board involvement, or not having all the information to make informed decisions on behalf of beneficiaries. Trustees, especially those that did not agree with the Chair at the time, were left out of major decisions. If I am recalling correctly, this issue and overreach into the daily operations of the Trust office, were the primary reason that the Governor removed the Chair and one other. Committees of the whole ensure that all Trustees are involved and fully informed of all major decisions and can publicly weigh in on them. It was a very deliberate decision back then to create the “committees of the whole” structure, which, given the distrust that was apparent back then, was the right answer. In an ideal world, I would say that smaller committees for a large board are preferable, but with only seven members, why change it? I have watched and admired how well the current structure works now and how each of you provide input all major decisions. This is good thing. Why fix something that is not broke?

Thank you again for allowing me to provide this brief input on this especially critical issue. Again, the Council stands ready to assist in anyway we can.

Respectfully,

Patrick Reinhart

Patrick Reinhart
Executive Director, GCDSE

cc. Jena Crafton, Chair, GCDSE
Steve Williams, CEO, Alaska Mental Health Trust Authority



THE STATE
of **ALASKA**
GOVERNOR MIKE DUNLEAVY

Department of Health

ALASKA MENTAL HEALTH BOARD
ADVISORY BOARD ON ALCOHOLISM
AND DRUG ABUSE

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January 3, 2024

Board of Trustees
Alaska Mental Health Trust Authority
3745 Community Park Loop
Anchorage, AK 99508

Re: Governance Discussion

Dear Trustees,

Thank you for the opportunity to share the perspective of the Alaska Mental Health Board and the Advisory Board on Alcoholism and Drug Abuse on the Alaska Mental Health Trust Authority's Governance Discussion.

As statutory advisors to the Trust, our role is to ensure that Trustees are equipped to make well-informed decisions encompassing mental health, substance use disorders, and the intersections of the two across Trust beneficiary groups.

The Boards have enjoyed a long and productive relationship with the Trust, and value our opportunities to speak to the Trustees in quarterly presentations. The Boards have been similarly privileged to receive regular support from Trust staff, which has been critical in the continuity of efforts for our Boards, especially during challenging times. Trust staff attend and present at our meetings, are on a first-name basis with our board members, and routinely participate in hiring panels for Board staff. Trust Program Officers are frequently consulted for subject matter expertise, historical knowledge, and administrative support, and are critical components in our office's operations.

While we appreciate efforts to enhance the relationship with Trustees, we propose **removing** the designation of "*primary interface for statutory advisory boards*" from the Trustee charter (packet page 9, section 12b) and continuing the beneficial staff-to-staff collaborations.

The Boards would like to offer caution **against** the proposed *revision of committee structure* throughout the charters. The existing committee of the whole structure has

proven effective and ensures that all Trustees are educated on all areas the Trust presides over. Participation in all committees ensures all Trustees are operating with the same information, which decreases the amount of orientation (and time) at full-board meetings. Given the substantial impact that committee-approved awards of up to \$500,000 has on beneficiaries' lives, decisions should reflect diverse perspectives, and not be reliant on a one or two individuals. Diverse and comprehensive deliberation leads to outcomes that encompass a broad range of viewpoints, ensuring robust decision-making processes.

Finally, the Boards recommend that the proposed changes to the *Charter of the CEO* be **rescinded and reevaluated** with stakeholder input. The pace of change in our world demands agility, and the Trust has historically been swift in response. Restricting the CEO's authority may hinder the Trust's ability to respond as rapidly as it did during the COVID-19 pandemic. The CEO of the Trust has successfully awarded grants, responded to legislative inquiries, and managed a staff in such an effective manner that the recent changes in critical leadership positions did not result in a decrease in productivity.

The proposed decrease in funding authority would add several hours, if not days to the work of committees and the full board, which will decrease the public participation in a critical process. The suggested alterations in funding authority would unnecessarily prolong decision-making processes, impeding public participation. Reporting requirements could cause confusion and delays in essential funding for behavioral health services. These changes would burden not only the Trust but also the advisory boards and other reliant entities. We express full confidence in the Trust's staff and leadership and advocate for a charter that reflects their competencies and successes.

We thank you for your consideration and look forward to continuing our shared efforts on behalf of Alaskans.

Sincerely,



James Savage, Chair
Alaska Mental Health Board



Renee Schofield, Chair
Advisory Board on Alcoholism and
Drug Abuse



THE STATE
of **ALASKA**
GOVERNOR MICHAEL J. DUNLEAVY

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January 4, 2024

Trustees,

As the Executive Director of the Alaska Commission on Aging, I write to voice my respect for the current and past decisions of the trustees regarding the charter. I do, however, agree with the Alaska Mental Health Trust Authority Trustees' previous decision to maintain the operational authority affirmed last year for the CEO (\$100,000). Given the size of the Trust, this level of autonomy is essential for efficient management.

This delegation of authority not only streamlines processes but also reflects a trust in the expertise and judgment of the Trust's leadership. Philosophically, this approach aligns with the principles of responsible governance and fiduciary duty, where strategic oversight is balanced with operational autonomy.

Allowing the operations team to have the flexibility to manage smaller-scale financial decisions without requiring board demonstrates a respectful understanding of organizational dynamics. It acknowledges that empowering those closest to the day-to-day operations with decision-making authority leads to more agile and responsive management. This, in turn, enhances the Trust's ability to fulfill its mission more effectively.

We believe that such a level of trust and autonomy is crucial for the smooth functioning of any organization, especially one as vital as the Alaska Mental Health Trust Authority. It is a testament to the confidence we have in the Trustees and the leadership to make prudent decisions that align with the Trust's goals and values.

Thank you for your continued dedication to the welfare of Alaskan beneficiaries.

Sincerely,

A handwritten signature in black ink, appearing to read "Jon Haghayeghi".

Jon Haghayeghi