

**ALASKA MENTAL HEALTH TRUST AUTHORITY
SPECIAL FULL BOARD COMMITTEE MEETING
January 5, 2024
9:45 a.m.**

Hybrid Meeting Originating at:
Alaska Mental Health Trust Authority
3745 Community Park Loop, Suite 200
Anchorage, Alaska 99508

Trustees Present:

Anita Halterman, Chair (Virtual)
Brent Fisher
Kevin Fimon
Agnes Moran
John Sturgeon
John Morris (Virtual)
Rhonda Boyles

Trust Staff Present:

Steve Williams
Katie Baldwin-Johnson
Miri Smith-Coolidge
Michael Baldwin
Allison Biastock
Kelda Barstad
Valette Keller
Luke Lind
Debbie DeLong
Kat Roch
Heather Phelps

Trust Land Office staff present:

Jusdi Warner
Sarah Morrison

Also participating:

Gene Hickey; John Springsteen; Diane Fielden; Brenda Moore.

PROCEEDINGS

CALL TO ORDER

CHAIR HALTERMAN called the Special Full Board meeting to order and began with a roll call. She stated that they had a quorum, and asked for any announcements. Hearing none, she asked for a motion to approve the agenda.

APPROVAL OF AGENDA

MOTION: A motion to approve the agenda was made by TRUSTEE MORAN; seconded by TRUSTEE FISHER.

After the roll-call vote, the MOTION was APPROVED. (Trustee Boyles, yes; Trustee Fimon, yes; Trustee Fisher, yes; Trustee Moran, yes; Trustee Morris, yes; Trustee Sturgeon, yes; Chair Halterman, yes.)

ETHICS DISCLOSURES

CHAIR HALTERMAN asked if there were any ethics disclosures. There being none, she moved into the governance discussion. She stated that there was the need to enter into an Executive Session, including Attorney Gene Hickey, initially. She entertained a motion to move into Executive Session.

MOTION: Per AS 44.62.310(c), a motion that the Alaska Mental Health Trust Authority Full Board of Trustees move into Executive Session to receive legal counsel regarding governance documents. No decisions will be made in the Executive Session. The motion was made by TRUSTEE FISHER; seconded by TRUSTEE FIMON.

MR. HICKEY wanted to make sure that it is clear that the statutory citation was AS 44.62.310(c) Section 2, as listed. It involves a personnel matter, and he wanted to make sure that is clear on the record. He stated that the vote on it would be as amended by counsel's comments.

The motion was amended from AS 44.62.310(c) to AS 44.62.310(c)2, pursuant to counsel's comments.

After the roll-call vote, the MOTION was APPROVED. (Trustee Boyles, yes; Trustee Fimon, yes; Trustee Fisher, yes; Trustee Moran, yes; Trustee Morris, yes; Trustee Sturgeon, yes; Chair Halterman, yes.)

CHAIR HALTERMAN stated that they would go into Executive Session with Gene Hickey and the entire board. She reserved the right to call the Trust Land Office executive director and CEO Williams into the session, if needed.

(Executive Session from 9:50 a.m. until 12:05 p.m.)

TRUSTEE FISHER stated that he would read the motion to return from Executive Session.

NOTICE OF RETURN FROM EXECUTIVE SESSION: Trustee Fisher stated, for the record, that he and his fellow trustees and members of the Trust Authority and Trust Land Office are returning to the Full Board of Trustees' Meeting from the Executive

Session. We did not make any decisions during the Executive Session other than to give directions to the counsel.

MR. HICKEY stated that there was no need for a motion to come out of it. It was just the fact that they were out of Executive Session and going back into the public portion of the meeting.

CHAIR HALTERMAN stated that they were in the public portion of the meeting, and that it was time for lunch.

(Lunch break.)

CHAIR HALTERMAN called the meeting back to order to continue the conversation of the governance discussion. She noted that Trustee Morris was back. She continued that they came back out of an Executive Session where there was a private conversation with regard to issues discussed with counsel. This was the time set aside to get staff feedback; the staff responses to the Trust charter revisions.

CEO WILLIAMS stated that this was the time which staff were looking forward to having the dialogue with the trustees about the current drafts of the revised charters. Staff has spent a significant amount of time looking, thinking, and having this opportunity for a conversation to understand some of the intent, some of the goals; are there things that need tweaking or fixing from the trustees' perspective; and also, for staff to be able to talk about recommendations; and also sharing and answering any questions that trustees might have about the recommendations. He continued that the goal is to have a collective understanding of what the intent and desires are with the current draft, and possibly coming up with the next iteration of a clean-version draft. He began with the org chart because it represents a typical model of how an organization is structured, particularly like the Trust. It has been around for close to 30 years; with 36 professional staff; with a highly skilled set of trustees in many areas. That combination is representative of a very kind of sophisticated professional organization that allows for effective and efficient management, as well as carrying out the mission and the activities of the organization.

The trustees requested a copy of the org chart.

CEO WILLIAMS stated that the roadmap is the memo, and the goal was to walk through it step by step, item by item. He began with the five different sets of recommendations that were described as universal that cross across different charters, and they were not just isolated to one. He continued that the first general comment was around committee structure -- committees of the whole versus some other committee structure. The current committee charters outline, for all the committees, that the Board is operating with committees of the whole. Recommendations of the current redline version shows the desire to move away from the smaller committee structure. He explained the different scenarios.

MR. HICKEY clarified and made sure that one person could never make a decision that binds the Board.

CEO WILLIAMS stated that, absolutely, no one person speaks for the Board or makes the decision of the Board. The consideration is for a minority number of trustees on a committee, as opposed to having the full voice of the trustees with the opportunity for all trustees to equally

participate, share, and ultimately take action via a vote on the topic. He backed up to pre-2017 when committees of the whole was institutionalized via the charter. That was a point in time when there were trustees making decisions that other trustees were not aware of, or were putting something together to bring back to the Board for adoption. That created a situation of not everyone having the same amount of information equally to understand what was being recommended. He added that it would be helpful for staff to understand what trustees are thinking about the change in committee number and membership.

CHAIR HALTERMAN stated that the main driving force behind the decision to look at the change in the committee structure had to do more with time commitment on behalf of the trustees. The directing decision behind making changes to the committee structure was to allow trustees to free up time and have faith in their fellow trustees that chair committees to bring forth and recommend issues independently. She continued, to have faith in their ability to make those informed decisions. She added that many issues would still rise to the Board level, and we have to go through that process. She envisioned, with the changes to the charters, that a lot of the process will remain the same; but it will give some authority to the committees to go forth with some smaller tasks and not bog down the entire Board in reviewing the smaller requests.

TRUSTEE BOYLES stated that she was the only one on the Board not assigned to any committee. Consequently, she could not and would not support the smaller committee structure. She continued, when that happened, she was quite surprised by it, and was surprised that nobody changed it. She appreciated all the notes. She added that sitting through a committee process and hearing what everyone else hears is an awesome educational process.

TRUSTEE MORAN stated that continuing with committees of the whole is redundant and should be gotten rid of because there is nothing being done in those four days that could not just be done in a regular board meeting. Another reason is that people interested in an issue log in for the board meeting and find that there is no discussion because the discussion all takes place in the program meetings. Even though we adhere to the Open Meetings Act, she did not think they were adhering to the spirit of it because a lot of decisions were buried in the committee meetings that the general public just does not know how to log in to.

TRUSTEE STURGEON stated that he thinks the committee process is pretty important. He specializes in resources, and when it comes to the programs, he does not feel adequate; but he does feel comfortable on the resource side. It allows the Board to have someone that kind of specializes in an area. When he comes to the Board as the committee chair, he can present his opinion that he had a chance to research in his area of expertise, and the same with Planning and Finance. He would not want to get rid of the committees all together. He does not agree with the committee of three because if all were not at the committee meeting, the program would have to be explained all over again, and we would be spending more time doing it. He also agreed with Trustee Moran that it was kind of redundant, but where the work is really done is with a full committee. He is not sure that a committee of three will work.

TRUSTEE FIMON stated that he did not think it necessary that the same number was the same for all. Being the current chair of the Audit Committee, he is not so sure that much that happens with all seven could not happen with three. He added, that is the only committee that he has ever chaired. His point was that he thinks that he would suffer from not learning enough if the Program Committee was not a full seven-member committee. There would be some things he may miss, and he then would be asking all the questions at the Board meeting.

CHAIR HALTERMAN added that she did not think the revisions would in any way limit any trustee from sitting in on any of the committee meetings. If a topic comes up on the agenda, even though they would not be a voting member, there is still the opportunity to sit in and listen to the topic. She has no doubt that if the committee chairs feel an issue needs to go to the Full Board after being at the committee level, and that it is more appropriate to be in front of the Full Board, they would make that recommendation.

TRUSTEE STURGEON asked CEO Williams what precipitated the move to the Full Board system.

CEO WILLIAMS replied, in looking at the history, the memberships of committees was the traditional three, but all of the trustees could join and vote if they wanted to. He reiterated the dynamic described in his opening statement of trustees on previous boards having more information and driving policy with other trustees not knowing. That was the issue. The solution was driven by staff, trustees, and the advisory boards back in 2017 when these charters were originally developed to go to the committee of the whole; the way that they are currently structured in the charters.

TRUSTEE BOYLES asked about the impact on staff time in advertising individual committee meetings as opposed to one committee of the whole in one day.

CEO WILLIAMS replied that the committees are blocked in two days, and typically use two-and-a-half to two days. If we are scheduling smaller committees versus committees of the whole, trustees will know the two days scheduled, and we still have to public-notice them whether it is three members or seven members. The meetings have to be public-noticed, even if the time commitment is not as much. He continued that scheduling meetings is staff time, and he explained that fully.

TRUSTEE STURGEON stated that he was struggling with how this would be saving time. The process now is that there is a presentation at the committee; the committee votes on it; and then it goes to the Full Board. There is not a lot of discussion at the Full Board because it has already been discussed at committee. With a three-person Resource committee, things will have to be discussed two or three times to bring the Full Board up to speed.

MR. HICKEY stated that the time constraint is the major component, and he explained the process.

TRUSTEE FISHER reflected on the committee work done on some of the other boards he was on. The committee work was primarily prep work, and there was no decision-making done in those committee meetings. When the presentation happened with the entire board, a decision could be made without a lot of extra time. He stated that they had a decision-making process in the current charter that includes the committee before it goes to the Full Board, and that maybe is what is tripping it up with regard to the amount of time it takes to do everything. The same discussion could be had in the Full Board meeting if all the prep work is done ahead of time.

The discussion continued on the process.

MR. HICKEY clarified that the committees' role is to make a recommendation to the Full Board,

to get the issue to the Board and to let the Board vote on it at that point in time. And to the extent that the Board gets that vote, the Full Board needs to have all the information available to it as trustees and fiduciaries so those determinations can be made. The Full Board is the ultimate decision-maker, and the committee can only make a recommendation.

CEO WILLIAMS stated that the way the committees are structured -- speaking of Program & Planning -- they have the authority to approve funds for between \$1 and \$500,000 for programs that are approved but not allocated to a grantee. The consideration is needed for how quickly to meet the needs of beneficiary-serving organizations and beneficiaries because the time between the decision-making process is spread out.

MS. WARNER stated that, under the current charters, the committee has approval authority, which saves staff time to only come to the committee and get that approval. The TLO operates more as a business. She continued that there is a lot of overlap on the commercial real estate from the Finance Committee, monitoring those as an investment with the TLO and Resource Committee, who are the asset managers of that.

MS. BALDWIN-JOHNSON stated, from the Program & Planning Committee structure, in terms of opportunities to bring projects forward to trustees, staff relies on the number of those that were covered throughout the year. If the committees were consolidated or we lose that additional time to bring projects forward, there will be more delays in getting the funds out, and also an increase in the number of projects looked at within the Full Board structure. She continued that there is also the programmatic element of the work and a cycle of life of things that needs to be done at certain times in order to meet requirements that are required to be met. She added that committees make motions, pass motions, and make approvals; and the Full Board generally does not reverse the committee decisions, which is an important distinction.

TRUSTEE MORRIS believed that committees of the whole are redundant, and we should move to smaller committees. He agreed with Trustee Moran.

MR. HICKEY made everyone aware that even if they go to a smaller committee, the authorizations of that committee would remain the same. He understood the concern that it would only be three board members versus seven authorizing that, but he likened that to the CEO's authority on grants. From a time-savings standpoint, regardless of which way the Board decides with the size of the committees, when advertising the committee meeting, maybe a meeting of the Full Board could be advertised at the conclusion. If it is a committee of the whole and a decision is needed on that particular day, you could move immediately into a Full Board public meeting and vote on that particular issue. That would require an agenda posted in advance. That is a possibility there. He added that every committee size could be a mix.

The discussion continued.

CEO WILLIAMS stated that the public notice of a board meeting and the public notice of the committee meetings are the same exact process. The one thing that is different is that for each regularly scheduled Board meeting, four times a year, there is a public-comment period. There is nothing that says a committee could not have a public -comment period.

CHAIR HALTERMAN asked to move forward to the next section.

CEO WILLIAMS stated the second item in the memo referenced the redline version of the Finance Committee. Staff's recommendation is under role, duties, and responsibilities of each of the charters that it is clear that the work would be done in conjunction with staff. He went through some sample language and noted that it clearly articulates that it is not the governing board's role to develop policies or procedures; that unless there is something very specific, it is the staff doing that under the direction of the Board. The recommendation for No. 2 is at the bottom of Page 47 of the memo, and the formatting needs to be an introductory statement.

A discussion ensued.

CEO WILLIAMS moved to the Executive Committee, which is redundant.

MR. HICKEY agreed, and noted that he did not have an issue with that.

CEO WILLIAMS moved to No. 4, Finance Committee. The new language is committee chairs having the opportunity to attend the annual performance evaluation between the CEO and the identified C-Suite staff: the CFO, COO, and TLO executive director. Currently, the charters have the CEO reaching out to all trustees for input on those three positions and on their performance over the past year with recommendations for improvement or setting goals that they would like to see. The CEO incorporates that feedback into the annual evaluation. He added that that makes sense and is a good thing. Now a chair could potentially be sitting in the evaluation between the CEO, and one of those positions is problematic from his perspective: the CEO is responsible for supervising those positions, and the Board hired the CEO to do that.

TRUSTEE BOYLES agreed with this and was really pleased about implementing an exit interview process because that exit interview is a good place for the committee chair to sit in and pick up on what had occurred.

TRUSTEES STURGEON AND FIMON agreed.

CEO WILLIAMS commented that supervision is not about one time a year. It is about meeting with an individual over the course of a year, and talking about what is driving a person and why they are there. The evaluation builds on that, which is really important.

A discussion followed.

MS. BALDWIN-JOHNSON added that the process of doing a comprehensive, thorough, and fair evaluation means being in tune with your team members and how they work together. We are small, and our leadership team meets regularly; our communication is very strong.

CHAIR HALTERMAN stated that a problem with the process is if an employee at an executive level has the perception that they have to go to the CEO. There is no ability for them to raise the concern above the CEO without feeling that they violated a chain of command. Frankly, the chain of command stops with the Board. There should not be a point in the process where an employee does not feel comfortable coming to the Board with an issue if they feel they are not getting the attention with the issue. That is something that is lacking in the process. She continued that there is a human environment changing rapidly that is beyond our control. She added that it would be nice to know the reasons why key people, especially, leave the organization. It is a critical change, and there is a need to figure out how to get that rub out of

the process.

MS. BALDWIN-JOHNSON pointed out that Valette is the HR representative, and if an employee is not comfortable going to their supervisor, they would approach Valette. This is another mechanism internally where she is both an advocate for the employees, and also is able to help work through issues when they arise. This has worked effectively.

MS. KELLER stated that she does believe that staff comes to her. She could not talk about specifics because of confidentiality, but staff have come to her in a number of instances to share concerns about their supervisor or how to communicate if maybe a trustee has a question or a supervisor was not understanding. She either acts as an advocate, or provides some support directly to them with some suggestions on how they could approach it. She added that it is rare that something comes up that is important enough that she needed to breach that confidentiality, but that is an option, depending on the level of severity.

CHAIR HALTERMAN stated that what Valette does is amazing, and she wanted to say that on the record. Valette has been an amazing HR resource as she has worked with issues, and she has even called on her. She is very sensitive to the need to keep information confidential. Her concern has nothing to do with Valette's performance; it has to do with the key position not having an ability to redirect in any other manner if they were engaged with the CEO. She added that a CFO, COO, and TLO executive director under the current structure would probably not say much on exit if they had issues with the CEO. It would not be in their best interest to do so. We do not get candid feedback if we do not involve ourselves in the process. There needs to be a process to reflect on the exit of key positions, and to get candid feedback on those exits so they can be responded to; and right now, that does not happen.

TRUSTEE MORRIS followed up and commented that the value of a committee chair attending an annual evaluation would be in listening, not in speaking. He stated that perhaps the language could be edited to say the committee chair "may attend the annual evaluation" between the CEO and CFO, and deleting the "participation in." It is incumbent to send the message that the buck stops with the trustees and not with the CEO. Second, there is an opportunity as trustees to make sure and check on how the relationship between the CEO and key staff members is going both ways. An annual evaluation is a very good way to do that. He continued that the language should read "may attend." It does not read "must" or "shall" attend. If the committee chairs that are responsible for that set of personnel feel comfortable in their understanding of how things are going, they may or may not elect to go to the evaluation. Having the ability to do so both sends a good message and creates an opportunity to gather very good information.

MS. KELLER added that the power dynamic of having the boss's boss sit in on a performance evaluation will not foster an open communication that the trustees are expecting. She continued, that is the same for all employees, not just the C-level. She stated that if her boss sat in on her staff's evaluation, she thinks it would hamper conversation and an open, back-and-forth feedback between the two.

CEO WILLIAMS also reminded trustees that we work within the Department of Revenue, and there are additional resources available to a staff person. They could use the Department HR relationship if there was discomfort.

TRUSTEE FISHER shared a personal experience as the vice president of business development
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for a large community hospital where he worked very closely with physicians. He was specifically hired to do some new things within the organization. A member of the board and the president of the medical staff contacted him and invited him to breakfast to talk about some things. He continued that his boss, the COO of the hospital, was not told of this meeting. He went to the meeting because he was invited. The COO did not like him going to the Board without his permission; and not just his informing him, but without his permission. He stated that care needs to be taken with whatever is put in place. From a cultural standpoint, we need to make sure that everyone feels comfortable coming to a resource within the organization all the way up to the Board level if they want to talk about anything.

CHAIR HALTERMAN appreciated the commentary and agreed. If ever there was an issue with the CEO, no key staff member should ever feel hindered in their ability to approach the Board. She continued that, right now, the structure does not allow that mechanism. She asked CEO Williams to move to the next section.

CEO WILLIAMS stated that No. 5 talked about communication, but not so much about the previous issues talked about. This is about the committee chair having direct access to staff, legal counsel, advisers, consultants, asset managers. Staff understands the need for access. The big concern is making sure there is a mechanism that the CEO and/or the TLO executive director is engaged and aware of what the communication is; the need, the request, or the topic to be able to engage and understand with the trustees what is needed. He thought that between the TLO executive director and the CEO, they have developed, instilled, and instituted that culture.

CHAIR HALTERMAN stated that was just a matter of clarifying the role and not necessarily in response to a particular issue.

A clarifying discussion ensued.

TRUSTEE MORRIS asked Mr. Hickey to clarify the nature of the Mental Health Trust Authority Board. He asked if they are only an advisory board; and if not, what are they.

MR. HICKEY replied that he thought everyone understood that the role of the trustee is that of a fiduciary. The ultimate responsibility of what happens belongs to the Board, and that is who would be responsible if something goes awry.

CHAIR HALTERMAN called a ten-minute break.

(Break.)

CHAIR HALTERMAN asked CEO Williams to address the next comment.

CEO WILLIAMS stated that they were getting ready to wrap up the universal concepts. The bottom of Page 49 talks about the committee chairs having to copy the board chair. It seems that that is not something that is necessary for the charters. He moved to Page 5 of the redline version of the charters, 4(b), talking about the Comp Plan. The current language says “provide,” and the Trust does not provide for a Comp Plan; that is the Department of Health and Family and Community Services. We work collaboratively in the development, but it is their responsibility. He recommended using the word “ensure.”

MR. HICKEY stated that they were trying to eliminate that word. He talked about the dilemma they have with the language. The statute specifically says “ensure,” and his concern is that the Trust does not have control of that entire process. He does not like “ensure” from a legal standpoint. He does not like to guarantee anything.

TRUSTEE MORRIS stated that we should make sure we have positive affirmation and discussion on each of these items as we go through them.

MR. HICKEY stated that no one was voting on a particular change or incorporating or not incorporating a comment; it was just a discussion.

CEO WILLIAMS moved to the second row on Page 9 that talks about the development program regarding trustee recruitment. The key thing is retention, and then training. Staff recommended the need to drop “retention,” which is based on forces of the individual outside the realm. He then moved to the interface between the statutory advisory boards and the Board of Trustees being the primary interface. The only commentary was about the operational aspect that the Trust Authority staff is the interface with the advisory boards on a day-to-day or weekly basis; and making sure that the advisory boards engage with the trustees, at least on a quarterly basis in the current structure, which is formal presentations at the board meetings. He moved on to Page 12, and the conversation going back to making sure that the staff are involved in the development of and working with the trustees to ensure that there is a personnel policy in place. The current language will be established by the Board. The suggestion is that the work identified is that staff will take the lead working with the Board to ensure that these things are developed -- without saying the word “ensure.” He moved to new language into the charters. He continued that there were a couple of other places where there was additional language where additional reporting needs to be made to the Board from the CEO. The reasoning in the bullets in the center column explains the recommendation for removing the added language and does not reference the additional staff time. He was getting down into the weeds, and if there is additional reporting that needs to happen, it could be talked about, and we can come up with other solutions rather than having it codified in a charter.

TRUSTEE BOYLES talked about the Board having annual goals, to take some time and see what is critical to them, and what would come forward in that process. That process has not been done. As a Board member, she would like to have more discussion on that based on establishing where the Mental Health Trust expects to be going in the next year or two. That exercise has not ever been done. Maybe the Board will see to it and agree that those goals align with what was asked to be done and what the staff does on an annual basis. Many of them may change annually.

TRUSTEE FISHER stated that this came up because there was a feeling among a number of trustees that whether a request was made at a board meeting, committee meeting, or just communication between a committee chair and whoever was contacted at the C-Suite, that the information was not being traced and the progress was not being tracked and reported on. So much time would go by without the completion of a question or something that needed to be done as far as the committee work. The idea was to put something someplace that says this stuff needs regular tracking. There is a need for a centralized place where those questions get identified. They are certainly in the minutes, but they are not pulled out and then tracked so that the people know that they are getting it.

MS. BALDWIN-JOHNSON responded that based on feedback received from trustees, meeting staff have implemented a new process where they internally log specific asks of staff that come forward in these meetings so that they track the date, the ask, the request, and when it needs to be provided. She stated that they utilize the minutes and verbatims to help with that. Usually, we are really good about tracing questions, and we try to be responsive so that information can be provided. She continued that this was a recommendation from Trustee Boyles that there needs to be a mechanism for looking and tracking that.

CEO WILLIAMS stated that they actually did a brief presentation on that for trustees.

MS. BALDWIN-JOHNSON added that staff discussed that that be included in any new trustee orientation so new trustees are aware that exists, and they would be able to see that.

CEO WILLIAMS stated that the next item was under the charter for the chair of the board. It speaks to the chair being a voting member of all committees.

MR. HICKEY asked if the committee structure does change from committee of the whole to whatever number the Board ultimately decides to go to, there was still the issue of the board chair. If it was less than committee of the whole, being an ex-officio member versus voting or not voting. He stated, that is a good point raised in the comments, and that issue needs to be thought about.

CEO WILLIAMS moved on to Packet Page 17, Item 3(i), adding language to create a board-approved travel policy. The trustees are considered State employees and follow the State travel policy. The recommendation is to remove the language “Board-approved travel policy.”

MR. HICKEY stated that he did not think that the State travel policy had been adopted as a policy and, as a board, they are not required to. One of the things to remember is that they may be part of the Department of Revenue; but the AMHTA is an independent public corporation and not an actual part of the Department. The Board could adopt their own travel policy, if they wanted, and they ought to adopt something so there is no confusion as to what policy actually applies. He added that a policy that affects the entire organization could be adopted.

CHAIR HALTERMAN opened up the possibility that trustees could adopt the State policy, which is what they had been doing. A travel policy was never adopted, or any policy related to what rules to follow in the boardroom. Typically, Robert’s Rules were followed, but we never officially took action as a board to adopt that process. She noted that they do have some flexibility.

MR. HICKEY clarified that the bylaws do adopt Robert’s Rules. The problem with the bylaws is that it does not say what edition of Robert’s Rules applies. The appropriate edition that is applicable needs to be reflected because there have been significant changes over the years as to what happens under certain circumstances. He stated that the reason they did not do any changes to the bylaws here is because whatever happens within the charter affects the bylaws. The bylaws changes will come once these documents get finalized so that they are current.

CEO WILLIAMS moved to the charter of the Finance Committee. It designates specific staff to assist with financial oversight. The recommendation is that the TLO executive director be added to that list, which makes sense given the commercial real estate and other land work that

happens. He moved to the add of a new item under “duties and responsibilities” relating to the RNC charter, making it the duty of the committee to assist the Finance Committee in defining the CRE, and we want to make sure that it reciprocates so that there is similar language in the Finance Committee charter that is in the RNC charter. In the charter of the Audit & Risk Committee, the recommendation is to add the TLO executive director into the identified place stated in the charter. He continued to the Resource Management Committee charter and stated that the TLO executive director is not named. We identified this as an oversight, and recommend that the trustees include it. The current language in No. 18 states “commercial real estate investment policy and procedure.” We want to make sure that this language actually reflects the current related documents. The procedure is being replaced with the CRE Investment Management Guidelines, which reflects the work done over the last year and then presented to the trustees. Then, No. 19, the recommendation is removing the word “investment,” and the revised language would read: Monitor commercial real estate activities and performance, so on and so forth. This makes sure the correct language is being used. He stated that there are no recommendations or comments on the charter of the Program & Planning Committee. He moved to the charter of the CEO and began with No. 5 which added new language requiring the CEO to provide all reports by the Trust or the CEO from the TLO, consultants, advisers, auditors and others within five days. He asked what were reports. He stated that he understands the intent behind this, and recommended that it be removed altogether.

MR. HICKEY stated that this needs to be defined. Coming up with a definition from the trustees’ perspective of what kind of reports they are looking for.

CHAIR HALTERMAN stated that none of the trustees would have known to ask for reports they did not know existed. We cannot revise the process if we are not aware. She continued that it would be worth the effort of going through what reports exist, which ones are provided to the trustees, and which ones they would like on a regular basis.

CEO WILLIAMS replied that that could be worked on to come up with the ones in the trustees’ interest. He stated that there are some reports received that, for confidentiality reasons, are maintained in that space because they could have implications for work at the TLO and TAO.

MS. WARNER stated that context should be provided. If reports are provided, there may be other associated details that should go with that report, context provided; and that report should not be read, interpreted, or analyzed without context.

CEO WILLIAMS noted the five-day time frame that we would like revisited. He stated that he would be happy to work with the trustees to make sure the reports provided by the CEO hit the mark on what is needed. He added that the CEO is already reporting quarterly. He moved to Page 43 of Packet No. 7, adding new language stating that the CEO can only act as an official spokesperson of the Trust when designated by the Board. The CEO of any organization is the primary spokesperson for that organization. The recommendation is to revise the language appropriately to reflect that. He moved to Page 44 which spoke to the reduction of the CEO’s approval authority from \$100,000 per agency per fiscal year down to \$25,000 per agency per fiscal year. The recommendation is to maintain what is currently in the CEO charter which was reviewed, revised, and clarified back in March. The trustees and staff spent a significant amount of time working through that.

TRUSTEE BOYLES talked about a flow chart that showed the grant process and how many

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were released in the lower increments. She asked for that to be re-sent to the trustees.

MS. BALDWIN-JOHNSON clarified that on the grant process there were some graphs that showed the CEO-approved numbers compared to trustee-approved numbers, and we will pull that together.

A discussion and clarification ensued.

CEO WILLIAMS moved to Page 44, which is related to the CEO authority with brand-new language related to providing trustees 30 days' advanced written notice of any grant the CEO intends to award, with some information that needs to be included; and that without this notice, the grant becomes invalid.

CHAIR HALTERMAN stated that she had requested the change, and it had nothing to do with CEO Williams. She reflected on some historical perspectives and talked about risk. She added that more dialogue is needed on this one.

CEO WILLIAMS moved to Page 57, Packet Page 44, which adds the requirement that the CEO provide the Board with the terms and conditions of employment offers for the stated C-suite positions. The CEO operates within parameters, a budget established by the trustees, and is hired by the trustees to hire staff. Currently, the CEO comes to the trustees to advise them on the offer that will be made for any of those positions. It is recommended to keep that personnel stuff within the CEO, and his or her judgment to hire. He stated that he was finished, and he appreciated the trustees, the dialogue, and the trustees hanging in and getting through the document.

CHAIR HALTERMAN stated that her vision is that Mr. Hickey, CEO Williams and she have a meeting in follow-up from today, and work on getting that cleaned up, with the revised version readied for the end of January. The hope is to have a clean public version to present to the advisory boards and others, and to allow them the opportunity to weigh in on the more cleaned-up version of this document.

MR. HICKEY wanted to make sure that everyone understood that it will be difficult to present the cleaned-up version because there was no vote taken on any of these changes, and he sensed some disagreement on certain changes. What is needed is to get the document for review, and at the January board meeting to vote however you want to do it. The Board of Trustees needs to weigh in on which changes they want to move forward. His recommendation is to walk through each charter, vote up or down for the change, get it cleaned up; and then the ones that need additional work, we will work on those additions and try to get them finalized.

A discussion continued.

CHAIR HALTERMAN asked about the possibility of pulling together a special meeting to go over this with trustees before the January meeting to have a closer final version by the end of the month.

The discussion continued.

TRUSTEE BOYLES suggested that after February 1st they have nothing until April 24th, and

maybe a meeting in March could be a work session allocated to all of this.

CHAIR HALTERMAN asked for the will of the Board.

TRUSTEE FISHER was in favor of moving through in a reasonable manner of time and not delaying it.

TRUSTEE STURGEON agreed, and reminded them that if it was stretched out too far there could possibly be two more board members at the end of April.

TRUSTEE FIMON stated that a part of him was not fired up about carrying this down and doing it in Juneau. He did not like March either, but suggested something early in February.

TRUSTEE MORRIS stated that he thought governance work is some of the most important work being done, and to continue moving forward with all due speed.

The discussion continued.

CEO WILLIAMS clarified that they would not be talking about the larger issues like committee structure or CEO authorities, but this would be about the run-through to clean the things up with a general sense of what everyone was saying, getting those together, and voting those up and down.

TRUSTEE BOYLES stated on record that she was adamantly opposed to taking housekeeping governance work into the Capital when there is an opportunity to really talk to legislators and senators about what the Mental Health Trust does.

CHAIR HALTERMAN appreciated the comment and added that the time would be devoted to board work while in Juneau, and we will just make time for governance work while there. An agenda will be crafted that makes good use of two hours that does not interfere with committees and will not interfere with the other work that needs to be done while in Juneau. She asked for anything further. There being nothing, she entertained a motion for adjournment.

MOTION: A motion to adjourn the meeting was made by TRUSTEE MORRIS; seconded by TRUSTEE MORAN.

After the roll-call vote, the MOTION was APPROVED. (Trustee Boyles, yes; Trustee Fimon, yes; Trustee Fisher, yes; Trustee Moran, yes; Trustee Morris, yes; Trustee Sturgeon, yes.)

CHAIR HALTERMAN adjourned the meeting and thanked everyone for their time and attention.

CEO WILLIAMS thanked Trustees Halterman and Morris for hanging in there.

(AMHTA Special Full Board meeting adjourned at 4:08 p.m.)