

**ALASKA MENTAL HEALTH TRUST AUTHORITY
SPECIAL FULL BOARD OF TRUSTEES MEETING
March 18, 2024
8:30 a.m.**

**Hybrid Meeting:
Alaska Mental Health Trust Authority
3745 Community Park Loop, #200
Anchorage, Alaska 99508**

Trustees Present:

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

Trust Staff Present:

Steve Williams
Katie Baldwin-Johnson
Julee Farley
Miri Smith-Coolidge
Michael Baldwin
Allison Biastock
Valette Keller
Kelda Barstad
Luke Lind
Debbie DeLong
Kat Roch
Carrie Predeger
Janie Ferguson
Eliza Muse
Eric Boyer

Trustee Land Office staff present:

Jusdi Warner
Jeff Green
Sarah Morrison
Blain Alfonso

Also participating:

Gene Hickey; John Springsteen; Patrick Reinhart; John Haghayeghi; Stephanie Hopkins;
Jerry Jenkins.

PROCEEDINGS

CALL TO ORDER

CHAIR HALTERMAN called the meeting to order and began with a roll call. She asked for any announcements.

TRUSTEE FISHER stated that he needs to leave the meeting about 9:45, and will return after lunch.

CHAIR HALTERMAN noted that Trustee Fisher will be excused for that time period. She asked for any other announcements. There being none, she continued to the approval of the agenda.

APPROVAL OF THE AGENDA

MOTION: A motion to approve the agenda was made by TRUSTEE FIMON; seconded by TRUSTEE MORRIS.

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 asked for any ethics disclosures. There being none, she moved to the first item of the agenda.

WELCOME/ORIENTATION TO GOVERNANCE DISCUSSION

CHAIR HALTERMAN stated that the intention of today's meeting is for us to determine the trustees' direction on proposed changes to our Trust charters. The dialogue from today's meeting will be used by our counsel to help draft a clean redline version of the charters for use when we ultimately vote up or down each charter revision at a future board meeting. Our intention is to first walk through each charter section by section to determine which edits need to be made so that we can reach agreement. Mr. Hickey will make note of agreed-upon edits for the final redline version of the draft. If there is no immediate agreement on a proposed change, we will move those items into a "parking lot," and we will continue to work through the document. Once we have walked through the charters and we have agreed up/down changes, we will return to the parking lot items for discussion and consideration. She continued to the next item of the agenda.

GOVERNANCE DISCUSSION

CHAIR HALTERMAN began by noting that staff concurred with all of the proposed edits that were made by the Board for the Introduction section, and she asked if there were any objections or discussion on moving forward with the edits in this section. Hearing no discussion or objections, she continued to the Role section of the charter, noting that 4(b) was placed into the parking lot. Seeing and hearing no objections, she stated that the edits in that section would be accepted; and she continued to the Authority section, for any objections to the proposed changes.

TRUSTEE MORRIS noted that the language in 5(g) appears broad and asked if this is standard language.

MR. HICKEY replied that this is standard language that comes from the statutory authority for

the Board, and that will be acceptable whether it be an employee of an agency or under Alaska State law.

CHAIR HALTERMAN asked if anyone online had any objection or desire for discussion on any of these items. Hearing none, she noted that those changes would move forward. She continued to the Duties and Responsibilities section, beginning with the introductory statement, and asked for any objections or discussion.

TRUSTEE FISHER noted that the language in the last paragraph will need to be changed to provide support to trustees; that being the responsibilities of trustees with the staff supporting the development.

CHAIR HALTERMAN asked if there was any other discussion with regard to that additional edit that is being sought.

TRUSTEE MORRIS asked if the bottom of Page 6 should be changed from “committee” to “Board.”

MR. WILLIAMS noted that he was going to add that, along with one other edit that needs to go with that statement: “with the assistance of the CEO, CFO, COO, ED at the TLO, and other staff as required by the Board.”

MR. HICKEY stated that that is language that staff is proposing. He asked if the trustees were fine without the introductory language and sticking to the sections that currently exist.

He continued that No. 6 will read: “The Board will carry out the following responsibilities with the assistance of the CEO, CFO, COO, ED of the TLO, staff, and others as required by the Board.”

MR. WILLIAMS recommended not getting tripped up with the numbering, because when we go through this there are going to be several other changes.

MR. HICKEY noted that there is a second provision there, and asked if the language we just added eliminates that recommendation.

CHAIR HALTERMAN suggested the following: “The Board will carry out the following responsibilities with the assistance of the CEO, CFO, COO, ED of the TLO, staff, and others as required by the Board. Staff, unless specifically noted otherwise, will lead in the development of those deliverables, policies, or other work products that are described within the charters.”

TRUSTEE FISHER stated that he recommended replacing “will lead” with “provide support” to trustees.

TRUSTEE MORRIS stated, as a matter of process, and in the interest of brevity, that the process today was to discuss all of the actual recommended changes and edits. The staff comments are simply there for informational purposes only. He was not sure that this merits this level of discussion.

CHAIR HALTERMAN noted that at the January 5th meeting, staff had an opportunity to weigh

in on the changes, but the Board had not yet had a full opportunity to respond to the staff comments. She continued that she wants to include this new language for consideration just out of courtesy to the staff that have shared an observation that could lead to a more meaningful development of language. She liked Trustee Fisher's adjustment. It is clear that the staff leads our work efforts, but it is at the direction of the Board. This is our opportunity as a board to respond to the staff feedback. She noted that that would be her recommendation unless the Board objects strongly and want to parking lot this for further discussion. Hearing no objections, she accepted those changes, and moved to the Governance section. She noted that we have some discussion that needs to take place regarding Item 11, so she placed it into the parking lot. She asked if there were any objections, other than Item 11, to striking Items 6 through item old 12.

MR. HICKEY stated that that was a recommended change that he had made because the Board of Trustees is already under a requirement to review its policies, procedures, charters.

CHAIR HALTERMAN stated that the consensus in the room is to accept all changes with the exception of Item 11, which has been parking-lotted for further discussion.

TRUSTEE BOYLES noted that 12 is eliminated, but she believes that in management of a board you need to set goals, and this does not establish an environment to do that, because in setting goals, you look back at your performance and review it. She asked if we are eliminating the fact that the Board should have some kind of reminder that we should have goals to keep everybody on a sheet of music for a while.

MR. HICKEY stated that he did not think it eliminated that requirement, and that this is like a long-range-plan-type document. He tended to think that this is going to be something this Board or future boards develop over time, and will be established through policy, decisions, and meetings rather than listing it in a charter, which is just the overall governance of the body itself.

TRUSTEE BOYLES stated that she did not believe that any board will do that work unless it is required of them, or strongly recommended, and she did not see anyplace in our charter where that is recommended.

MR. WILLIAMS noted that a way to get to a middle ground here is eliminating the frequency, and leaving it up to the Board to evaluate its performance and effectiveness to identify opportunities for continuous improvement.

MR. HICKEY stated that, from his perspective, the language is too broad. Getting back to Trustee Boyles' comment, it is better to include goals. You can say that the Board of Trustees will develop a strategic plan, a long-term plan, and establish goals within that plan, as long as the Trust then takes up the work to follow through on that.

CHAIR HALTERMAN stated that she thinks we need to revisit our strategic plan. It should be the duty of the Executive Committee to kick us off on the process and bring meaningful recommendations to the Board. She continued that she does not know how we meet this obligation. Striking the language does not remove the fiduciary obligation. Under our finance charter, it talks about looking for efficiencies and effectiveness related to finances. We have these obligations buried elsewhere. We have to identify what policies exist and then look at them, making recommendations for which need to be edited or changed; but there is a process to go through. We have to get through the governance process, our bylaws. Then we have to start

doing some heavy lifting, which is going to take some commitment from the Board. She asked if there are any other discussions on this. Hearing and seeing none, she moved into the Beneficiary Impact section. Aside from 12(b), she asked for any objections or discussion. She noted that the Asset Management did not appear to have any objections from trustees to the staff-recommended changes in January, but she wanted to make sure that there is an opportunity for discussion. Hearing none, she noted that the only observation she had was to insure that somewhere within our process that we identify training that should be conducted on a yearly basis. With that, she accepted all of the adjustments to the Asset Management section, and moved to the Finance Audit and Risk Management subsection. There was no discussion of any of these items from trustees, and staff concurs with the changes made. Hearing no objection, she continued to the Operations and Human Resources subsection, noting that Items 25 and 26 will be placed into the parking lot. She asked for any objections or discussion regarding any of the recommended edits.

(A discussion ensued.)

CHAIR HALTERMAN continued that we have Item Nos. 28, 29, 30. She stated 31 is being stricken. She asked if there were objections or further discussion. Hearing none, she moved into Brand and Communications, noting no highlighted sections. She continued that Page 84 will be rephrased to say that “the Board will require comprehensive communication that addresses policy for handling media requests in responding to published media or requests for interview or comment.” She asked if there was any objection from other trustees. Hearing none, she highlighted a few improvements to the communication plan, and asked if there were any concerns or discussion to those recommended changes. After a few clarifications, she continued to the Monitoring and Reporting subsection. She stated that regarding Item Nos. 36, 37, 38, and 39, staff concurred with the changes that are identified in column 2, the proposed edits. She opened it up for dialogue with trustees. Noting that Trustee Fisher was not in the room, she stated that we will move forward the edits under Monitoring and Reporting, and continued into the Board Meeting Practices subsection, noting that there is staff concurrence on these topics. She asked trustees for any dialogue or conversation. Seeing and hearing none, she stated that we should identify the policies of when special meetings should occur because she has struggled with how to pull the Board together to complete work that is outside of the normal work in the boardroom. She explained that four trustees compiling their thoughts to try to raise an issue may expose the Board to an Open Meetings Act violation.

MR. HICKEY replied that typically when you are talking about special meetings, that issue would arise at a time of a meeting that is already in place, which would not trigger an Open Meetings violation. To the extent that somebody requested a special meeting, denied by the Chair, for whatever reason, would not run into an Open Meetings violation of four members asking staff to schedule a special meeting at that point in time. He stated that that would be fine under those circumstances.

CHAIR HALTERMAN thanked Mr. Hickey for the clarity, and stated that regarding Item No. 42, the Board will be supported by staff as the Board requires. She continued that the Board may invite other professionals to attend meetings and provide pertinent information that the Board deems necessary. She recommended that we support these types of actions with some defined policy so that we can memorialize direction for the future. She asked Mr. Hickey to clarify Item No. 45.

MR. HICKEY noted that No. 45, the proxy issue, is a statutory requirement. He explained that

there is no power in the statute that would permit a trustee to give a proxy to a fellow trustee or to someone else to vote for them on a particular item before the Board.

CHAIR HALTERMAN moved forward with the changes within that subsection, and continued into the Review and Amendment of the Charter section, “The Board of Trustees' Executive Committee will review this charter and make any recommended changes to the Board.” If this is an activity that is going to be a function of the Executive Committee, it would seem worth moving that language to the Executive Committee charter, and have it repeated throughout each of the charters.

MR. HICKEY recommended leaving this version in the charter of the Board of Trustees and adding it to the Executive Committee to review the charters, and then making it consistent with the language in the charter of the Board.

CHAIR HALTERMAN asked if there were any objections from anyone in the room on that adjustment. Hearing none, she continued to the Review Amendment of the charter. She noted that she was good with those changes, and asked if there were any objections from trustees or discussion. Hearing none, she moved to the charter of the Chair of the Board. She began with the Introduction section, noting that there are some very minor edits that were made and had the concurrence from the staff. She asked if there was any discussion or observations on those two items. Hearing none, she moved to the Duties and Responsibilities, and asked trustees to weigh in on these sections of revisions, aside from 3(d), 3(f), and 3(i), which will be placed in the parking lot. Hearing none, she stated that this was her role, and added one quick observation: We should add a duty to the Chair that addresses adding individual trustees to councils that are created through the Executive Order process as a role of the Chair, since it is not clearly defined. She highlighted appointing trustees to councils at the request of the Governor's Office as a duty of the Chair.

TRUSTEE MORRIS suggested that we parking-lot that.

TRUSTEE BOYLES stated that she agreed because she did not understand the process well enough right now.

CHAIR HALTERMAN placed that addition into the parking lot. She made a general observation that as a new Chair many of her duties were unclear. She believes there is some opportunity for us to define those roles a little more clearly, either through our process with our governance changes or through policy development. Questions have been raised about the Chair's role from trustees because it is not always clear in the charters. She suggested that it merits some discussion, perhaps by the Executive Committee as they start reviewing policy. We can parking-lot that discussion for further development. She noted that trustee training needs to have a defined policy. She continued that the Executive Committee should engage the CEO in trying to define a training policy, as well as a travel policy.

MR. HICKEY stated that he marked those items as parked.

TRUSTEE BOYLES noted that we are getting a bit myopic about the Chair's duties, but more global about other Board duties. She asked what is appropriate to have in the charter, and to perhaps move some of these things to Policies and Procedures.

MR. HICKEY explained that because we had not seen them anywhere, it is not in the policy, and that the Chair was unaware of those particular requirements. We can go into those policy documents, but the broad view of this is the 5-mile-high look now. The policies are going to have to be gotten to once this work is done, and the Board is just not there yet.

MR. WILLIAMS stated that governance is high-level, and that some of the items we are talking about do not belong in the charter. He suggested perhaps bringing in someone who has experience in organizational consulting and management to do a training on the role of the Board, a governance board, versus the role of staff, including trainings related to specific officer positions. He cautioned to make sure we stay at a high level; that these things should be thought about from an organizational level and the function of a Board and staff.

CHAIR HALTERMAN stated that much of the dialogue will not result necessarily in a governance change, but a deeper conversation that will lead to additional work that needs to be undertaken by the Board at some level, and we need to decide where. She called for a 15-minute break.

(Break)

CHAIR HALTERMAN called the meeting back to order. She noted that we are picking up where we left off under Duties and Responsibilities. She asked if there were any objections to moving items 3(a), (b), (c), (e), (j), and (g) forward, and parking-lotting the remainder for further dialogue. Hearing none, she continued to the Review and Amendment of the charter. She commented that the Chair should identify any issues that warrant governance change to the Executive Committee for a review and presentation to the Full Board. Hearing no objections or discussion, she continued into the Introduction section, and noted that staff concurred with all of the edits that were represented. She asked if trustees had any objections or discussion over the Introduction sections 1, 2, and 3. Hearing and seeing none, she continued to Duties and Responsibilities, and noted that there were no edits to the language in this section. Hearing no objections or discussion, she moved to the Review and Amendment of Charter section, and stated that the same comment that she had about the Executive Committee role applies to No. 5. Hearing no objections to moving forward, she continued to the charter of the Secretary of the Board. She noted that staff appears to have concurred with the edits, and there was no discussion at the January 5th meeting. Hearing no objection or dialogue from the Board, she continued to Duties and Responsibilities. She asked if there were any objections or discussion from the trustees. Hearing none, she continued to the Review of the Charter and Amendment. She noted that she only had the same comment she made on 5, moving that to the Executive Committee charter. After discussion, she recommended, for tracking purposes, to table Item 4(c) for when Trustee Fisher is in the room.

TRUSTEE BOYLES asked Mr. Hickey if the charter is the place for this, or someplace else.

MR. HICKEY replied that it should be memorialized somewhere. But how you go about doing that would be dependent on how the Board wants to proceed. Legally, it is not a requirement

CHAIR HALTERMAN stated that we can pull it out, as long as we have a dialogue and discussion about where it is going to be placed. She stated that she had the same observations regarding removing that to the Executive Committee. She asked if there were any objections or need for dialogue before moving forward. Hearing none, she continued to Introductions on Page

20, and noted that staff concurs. She stated that there was no dialogue or any objection raised at the January 5th Special Board meeting. She asked for any objections or discussion on this. Hearing none, she moved into Role, Section 3(a) and (b). She asked if there were any objections or discussion from trustees moving any of these items forward.

TRUSTEE BOYLES asked when the Board hears about the emergency grant requests.

MR. WILLIAMS stated that the emergency grant process is outlined in our regulations. If we were to receive any emergency grant requests that fell within the criteria of the regulations, and we felt like it was something that we could not address a different way or needed to bring forward, we would bring it forward to the trustees.

MR. LIND noted that in FY08 the Board did a \$40,000 grant to Tanana Chiefs Conference for a flood at the Old Minto Recovery Camp, which was the last time we pulled out an emergency grant.

CHAIR HALTERMAN continued to Role, and moving 3(a) and (b), as written. She asked if there were any objections or discussion. Hearing none, those edits will remain as suggested. She continued to the Authorities section with Item 5 highlighted, which will be placed in the parking lot for further discussion. Otherwise, we only have Item 4, which appears to have both staff and trustee consensus. She asked if there were any objections or discussion to moving the edits in Item 4. Hearing none, she stated that we will move that one forward and place Item No. 5 in the parking lot. She continued to Operating Procedures. Hearing no discussion or objections, she continued to minutes of the committee meetings, which will be taken, and reports of the committee actions and meetings will be made to the Board of Trustees. That is true of every committee, and she did not know if this is duplicated in each.

MR. HICKEY stated that it is in the Finance Committee, so it is probably in all.

CHAIR HALTERMAN asked trustees if there were any questions, observations, or dialogue that they would like to make on any of the changes other than Item 7, which is going to be placed in the parking lot.

MR. WILLIAMS stated that the staff is recommending that you do not need to have the committee secretary take minutes of the committee meeting with the assistance of staff because we have a court reporter who creates the minutes, and then those get presented to the trustees for approval at the subsequent meetings.

MR. HICKEY stated that he believed that was approved in the last meeting agenda.

CHAIR HALTERMAN noted that we can actually not parking lot No. 7.

MR. HICKEY replied that that was correct.

TRUSTEE BOYLES asked, since we changed the structure of our committees from committee of the whole to different committees, if that creates a different conversation about the role of a secretary.

MR. HICKEY answered that it should not. A court reporter would still record the meetings, so

there is still a report of the minutes.

CHAIR HALTERMAN noted that it has been a carry-over piece of language that has been there all along for a role that has been non-existent of the secretary. The secretary, as long as I have been on the Board, has never taken the minutes because we have a court reporter. The court reporter gives us both verbatims and our minutes for our approval when we come back to the Board.

TRUSTEE BOYLES stated that she understood that. But, we have the committee, and all committees, including the whole, does all the work of every committee. If we change that structure from the whole Board acting as a committee, especially in Planning & Programming, then that will change the role of secretary. She asked if she is the only one that remembered that.

CHAIR HALTERMAN responded that we tabled the discussion on committees of the whole. But Trustee Boyles raises a good point. If we change the structure of the committee of the whole in any way for any of our independent committees, it may pose some obstacles for our secretary who is not at all of our meetings.

MR. HICKEY stated that that is accurate. If we do change size, there will still be a requirement for the committee to maintain minutes of the meetings. There will not be an appointed secretary.

TRUSTEE BOYLES asked if we would always have the court reporters.

MR. HICKEY stated that that is correct.

CHAIR HALTERMAN stated that, unless there is further discussion, we are ready to move forward Items 6, 7, 8, 9, 10, 11, and striking the old 11 language in the second column, with the edits that have been recommended on the staff final version being made to No. 7. She continued to the Duties and Responsibilities subsection, adding that she would just add "CFO" to the staff recommendations. She asked trustees for objections or discussion.

MR. HICKEY asked if we are going to include the same two sentences that was approved in the prior introductory paragraphs in the charter.

CHAIR HALTERMAN replied yes. She asked if there were any objections from the trustees. Hearing none, she moved into Governance. She asked trustees, aside from 13(a), which will be parking-lotted, if there were any objections or discussions. Hearing none, she stated that those edits moved forward, and continued into Grant Approval. She noted that Item No. 13 is the only item that falls within the Grant Approval subsection, with a minor edit within that section. Seeing no objections or a need for discussion, she moved that edit forward, and continued to the Review and Amendment charter on Page 23. She asked for any objections or dialogue over those amendments or edits. Seeing none, she moved to the Finance Committee charter. We have staff concurrence, and there was no dialogue or discussion on January 5th. She asked for any discussion aside from the parking-lotted items. Hearing none, she continued to the Role section, noting that 3(g) will be placed in the parking lot. Seeing no objections or the need for dialogue, she continued into the Authority section, noting that No. 5 is to be put in the parking lot. Seeing no objections, she stated that No. 5 is tabled, and continued to Operating Procedures, stating that Item 6 needs to have a deeper conversation about the committee's goals.

MR. WILLIAMS stated that he thought Item 6 is similar to what we discussed in the Executive Committee, just for efficiencies, that there will not be an appointed secretary to take the minutes.

MR. HICKEY noted that it has to be parked for the committee-of-the-whole issue. The secretary issue is going to be a universal change made throughout all of the charters.

CHAIR HALTERMAN asked if there were objections to Items 7, 8, 9, 10, 11, and the stricken No. 12. She noted that Item No. 9 should be included in all of them.

MR. HICKEY agreed.

CHAIR HALTERMAN noted no objections in the room, and moved on to Page 27, Duties and Responsibilities, Financial Management. She asked if trustees are willing to move forward the edits on 13(a), (b), (c), (d), (e). Hearing no objections, she moved forward to Review and Amendment of the charter, noting the same language recommended with regard to moving the Executive Committee assignment out of this charter and referencing the role of the committee in identifying the issues and bringing them forward. She asked for objections or further discussion. She noted that we are finished with the Finance Committee charter, and called a lunch break.

(Lunch break.)

CHAIR HALTERMAN called the meeting back to order and confirmed that John Sturgeon was online. She turned the floor over to Steve Williams to introduce Eliza Muse, our new Evaluation and Planning Officer.

MR. WILLIAMS stated that Eliza joined us at the end of January to fill the role of Autumn Vea. She comes to us from the Department of Health, Division of Public Health. Eliza has a long history of working within the Division of Public Health and in public health-related areas, as well as in data and evaluation. One of the big parts of her job will be continuing the work we do with the Department of Health and Family and Community Services on the Comprehensive Integrated Mental Health Program Plan.

MS. MUSE stated that she is happy to be at the Trust. She was born in Juneau, Alaska; went away to school, but came back to Alaska. She has lived in Anchorage since 2011, and is raising her family here. She came from Public Health and brings that evaluation brain to the work. She is excited to do the great work that Autumn started, and is looking forward to being part of this great organization and supporting the Board.

CHAIR HALTERMAN thanked Eliza and Steve. She continued to the Audit and Risk Committee of the charter. Beginning at the Introduction section, staff had concurred with the edits that had been recommended by the Board. We did not have discussion on January 5th for either Items 1 or 2. She paused to see if trustees had any objections or dialogue. Noting that she had no comments either, she continued into the Role section of the charter, noting that 3(g) is being placed in the parking lot. She asked for dialogue or objections. She noted one minor edit, that practices are consistent with current accounting board standards.

TRUSTEE FIMON stated that the Generally Accepted Accounting Principles is what was there, and then we had an adjustment that BDO brought forward about GASB. We probably should not reference the acronym. He stated that he would say “accounting principles,” as that is pretty

straightforward.

CHAIR HALTERMAN asked, with the consideration of that one adjustment, other than Item 3(g), if there is any need for a discussion or any objections to any of the changes.

TRUSTEE FIMON stated that he had no objection, but looked for clarification at 3(a) under Role, develop policies, and the term “and procedures” that got put in there. He asked where that came from.

MR. WILLIAMS responded that this also falls under that sort of general purview which is in consultation with or the support of the CFO and the CEO, or any related staff that were needed to develop those sorts of procedures.

MR. HICKEY stated that he is sure he added in “procedures,” because not everything is going to be a policy. The Board may approve other items that do not necessarily get put in as what he deems “policy.” He stated that procedure could be anything that is not adopted formally as an actual policy. If you want the staff to create a report, it's not necessarily a policy; but it may be a procedure that you have in place. He stated that he did not want to limit the committee solely to looking at policies.

TRUSTEE FIMON asked how that protects the Board.

MR. HICKEY responded that the committee is hopefully not going to adopt improper procedure. The issue is more of, one, you're not required to adopt policies and procedures; but if you do adopt them, they should be in proper form and function.

CHAIR HALTERMAN asked if there was any further conversation in the room about any of these edits. She asked if the Board was good with adopting the edits. Hearing no objection or discussion, she moved to the Authority section, pointing out highlighted Item No. 5, which she placed in the parking lot, because there was no trustee consensus reached on January 5th. Item 4 is the only item that we are looking at moving forward with staff concurrence. She asked if there were any objections to moving those edits forward. Hearing none, she continued on to Operating Procedures, noting that Item 6 will be placed in the parking lot.

TRUSTEE FIMON noted that this is getting put into the parking lot because of the whole conversation of the committees-of-the-whole and the issue potentially of the secretary.

CHAIR HALTERMAN stated that that was her understanding. She asked if trustees are good with Item Nos. 7 and 8 at the bottom of Page 31; Item Nos. 9, 10, and 11 on Page 32. Hearing no objections, she moved into Duties and Responsibilities. On January 5th, there was a concurrent trustee consensus with the staff-recommended changes.

TRUSTEE FISHER noted that we already approved these.

MR. WILLIAMS stated that Trustee Fisher hit it on the head when he wordsmithed this in the section for the Board of Trustees, and this is the place where we are just going to take that language and copy and insert it.

CHAIR HALTERMAN asked if everybody in the room was good with that. Hearing no

objections, she moved to Internal Controls, noting that, aside from 12, staff concurred with the proposed edits.

TRUSTEE MORRIS asked why Section (b) was deleted in its entirety.

MR. HICKEY explained that his redline did not have that stricken.

CHAIR HALTERMAN stated that her memory is that we combined the two into one new (a). She continued that Item 12 is parking-lotted. She asked if there were any other changes, discussion, or objections to continuing on and accepting the edits. Hearing none, she moved into the External Audit subsection.

MR. WILLIAMS asked if we are putting in the parking lot on Page 34 the top row where the staff comment is moved to Item 12.

CHAIR HALTERMAN stated that we can make that change, and then the rest had no changes. She then moved on to the Review and Amendment of the charter section, stating the same comments that she had made on the Executive Committee provisions being removed. She asked if there were any comments, observations, or questions from trustees. Hearing none, she moved into the charter of the Resource Management Committee. Starting with Introductions, staff concurred with all of the proposed edits. She asked trustees if there was a need for dialogue over any of the introduction section's revisions or a need to object and place any of those items in the parking lot. Hearing none, she moved into the Role section, and noted that the new 3(d) on Page 36 will be placed in the parking lot. She asked if there were any objections or discussion. Seeing none, she moved to Authorities. Item No. 5 will be placed in the parking lot. She asked if there were any objections to moving forward with the edits under Item 4. Seeing none, she moved into Operating Procedures. Item 6 includes some staff comments related to both the committee structure, the committee secretary. We discussed some of the edits, and we know that committee structure will be discussed later. She asked if there was any objection to removing the language about committee secretary.

MR. HICKEY remarked that he believed that entire section should be parked.

CHAIR HALTERMAN stated that we will park 6. Regarding the 7, 8, 9, 10, 11, and 12 edits, no objections were noted by staff. She asked for any objections or dialogue on any of the items from 7 through 12. Hearing none, those moved forward. She continued into Duties and Responsibilities, noting that Item 12 was highlighted. There was apparent trustee consensus around the staff-recommended language changes on January 5th. She then asked if trustees were ready to move forward with the recommended changes on No. 12.

MR. WILLIAMS stated that we have talked about this earlier, but he noticed that the CFO was not in here when we discussed that earlier. He noted that staff will make sure that the appropriate C-level leadership are included in all of these things.

CHAIR HALTERMAN stated that Gene Hickey will be making sure that the language is captured for all of those sections so that it is consistent, and she continued into Planning. She noted that there are no highlighted sections here, and asked for discussion or objections to moving Items 13 and 14 forward with the edits that are proposed in the second column. Hearing none, she continued to Trust Land Management.

TRUSTEE MORRIS stated on 16 in the second column, focus on maximizing and diversifying revenue; those goals are often usually exclusive. To maximize revenue would mean you pick your single best-returning investment. Diversifying revenue would mean you pick a portfolio of things to reduce your risk. You cannot do both.

MR. HICKEY responded that we can make it “and/or.”

TRUSTEE MORRIS stated that that sounds great.

CHAIR HALTERMAN stated that she is good with that change, and asked if trustees objected to that edit. Hearing no objections, she moved into the Real Estate Investment section, which is being changed to Commercial Real Estate Investments. Aside from the highlighted items 18 and 19, which will be moved to the parking lot, she asked if there were any objections to the removal of the language in 16.

TRUSTEE FIMON asked if we actually need to move 18 and 19 to the parking lot, or if we are just confirming that those are changes where we already had consensus, and we are changing the title.

CHAIR HALTERMAN asked if any trustees are ready to move all of them without further discussion. She noted that staff did not concur, and thinks some conversation needs to happen.

MR. HICKEY stated that it was his understanding that this was discussed at the January 5th meeting, and that there was apparent agreement on it.

TRUSTEE MORRIS stated that he would like to call attention to some conflicting or confusing language. On Page 27, No. 13, it is a new item, under Financial Management charter of the Finance Committee. He stated that he would really like to see some clarity on which committees will take the lead on that.

CHAIR HALTERMAN noted that there is some overlap between both committees.

MR. HICKEY agreed with Trustee Morris that if the Board is going to assign the duty, that it should be assigned to one; either the Resource Management Committee or the Finance Committee.

TRUSTEE MORRIS stated that we should be mindful of those two sections. At the same instance, it does not fit our process conveniently, and he suggested that it be parking-lotted.

CHAIR HALTERMAN noted that 15(b) should be placed in the parking lot so that we can determine which committee will own that responsibility.

TRUSTEE MORRIS asked for 16(a) and 16(b) to be in the parking lot on Page 27.

CHAIR HALTERMAN stated that the only thing we have concurrence on is the language under 16 itself. She asked trustees if they concurred with striking that language. Acknowledging the consensus in the room, she stated that 16(a) and (b), 18 and 19 to be moved into the parking lot. She then moved into the Financial subsection, noting that staff concurred with all of the proposed

edits. She asked if there were any objections to moving forward with the edits, or if there was any discussion.

TRUSTEE MORRIS stated under No. 17(b), he did not know what the facility maintenance account is.

MR. WILLIAMS stated that he would have to go back to check whether that is the TADA account or the Central Facilities Fund.

MS. WARNER stated that it is actually neither. It is basically giving the approval to the ED to expend 50 to 100,000 on projects from the budget. If we go beyond that, we have to come to trustees for approval.

TRUSTEE MORRIS asked what we do with project-specific expenditures less than \$50,000.

CHAIR HALTERMAN stated that we can strike the 50,000 and just say up to 100,000 to clean it up. She asked if that would be okay.

TRUSTEE FIMON stated that we should parking-lot it and discuss what it is.

CHAIR HALTERMAN stated that we are going to place it in the parking lot. We will parking-lot (b) and return to Item 17 and 17(a). 17, we are striking the introductory language, and there were no edits to 17(a). She asked if the Board was good with those remaining as is. Hearing no objections, she noted that 17(b) is now in the parking lot for further discussion later. She continued into the Finance, Account and Audit subsection, noting that staff concurred with all the proposed edits. She asked trustees if there were any objections, or the need for any additional dialogue before we move forward with the edits in this subsection. Hearing none, she then moved into the Communications subsection of the charter. She noted that 19(a) and (b) have no items identified for the parking lot. Hearing no objections, she moved into the Review and Amendment of the charter. She stated that the same comments made on the other charters apply here. She had no other discussion items on this. Hearing no objections or additional discussion, she moved to the charter of the Program & Planning Committee. She stated that we will leave the introduction section, and we have not identified any items for the parking lot. It appears we have staff concurrence. There was no discussion on January 5th by trustees, and no objections were noted at that time. Hearing no objection or discussion, she moved into the Role section. She pointed out that the new 3(g) is the only item that has been identified for the parking lot. Every other section appears to have staff concurrence. There was no discussion raised by trustees during the January 5th meeting; no observations or objections to any of the language changes.

TRUSTEE MORRIS stated that in looking through the Role section, there is no line item for review of the efficacy of our grants in the programs that we fund. There is an allusion to it in the reporting section to follow where we review the status of the Comprehensive Integrated Mental Health Program and Planning efforts, but there is no requirement to report that to the Board as a whole. It is a critical component to formalize a requirement to measure our outcomes of what we are doing and to report that to the Board and to the public. He added that it is important for us to review the results of the money that we give out to the public; not just to the State of Alaska. In fact, he believed that it is less important to review how well the money does that we give back to the State of Alaska Government rather than out to the public. He was troubled that in one of the

early last summer meetings when we had a report on the Comprehensive Integrated Mental Health Program, they were unable to tell us how we had trended over the years for many key metrics. We really need to take this opportunity to shine a light on the need to measure what we are doing.

MR. WILLIAMS stated that we can definitely add some sort of annual reporting requirement related to the Authority Grants. He recommended keeping the MHTAAR. As far as the Comprehensive Mental Health Program Plan, we definitely can continue to work on and provide those updated reports. Again, the Comp Plan is the responsibility of the Department of Health and Family and Community Services. We can work with them to get more of a trajectory of the outcomes of programs that they are funding and how they are impacting the long-range trajectory of those indicators.

TRUSTEE MORRIS noted that he would love to see something in our charter that formalizes that we are going to measure what our money is buying us.

TRUSTEE FISHER stated that when he read this, it includes the Authority Grants in the reporting and the review process for performance review. It just says MHTAAR and Authority Grant-funded projects annually. The question becomes how do we measure them. And that's a little more detailed thing because it does not need to be in that policy; it was covered in No. 13(b).

MR. HICKEY suggested maybe adding “develop reporting requirements to track Authority Grant-funded projects.” That should get Trustee Morris where he wants to be.

CHAIR HALTERMAN asked Trustee Morris if that was good for him.

TRUSTEE MORRIS requested to add in the reporting requirement to the Board in both: Review the performance of MHTAAR and Authority Grant-funded projects annually, and report on this performance to the Board and public, at least, annually.

MR. WILLIAMS noted that we currently do that, but it is good to make sure it is clear.

CHAIR HALTERMAN agreed that it is done, but having it in the charter just memorializes it.

TRUSTEE MORRIS asked if it would be amenable to the Board to doing something similar to No. 15 where we have an annual report on the Comp Plan.

CHAIR HALTERMAN asked Trustee Morris to hold that until the next subsection. Under Reporting, we have an adjustment being made to 13(b). She asked Mr. Hickey to read the final language one final time so that we can get consensus.

MR. HICKEY stated that the new language would read in its entirety: Review the performance of Mental Health Trust Authority Authorized Receipts, MHTAAR, and Authority Grant-funded projects annually; develop reporting requirements to track performance of Authority Grant-funded projects; and report on the performance of the grants to the Board and public on an annual basis.

CHAIR HALTERMAN stated that, because we have made changes, and she wanted to

specifically insure that we have everybody's agreement before we move on, that 13, 13(a), and 13(c) are all up for consideration for moving forward with no additional edits if there are no objections or any additional conversation that needs to occur.

TRUSTEE MORRIS asked what was the conclusion of adding the similar reporting requirement in 13(c) and the new No. 15.

MR. HICKEY responded that we were just doing 13(a) and (b) first.

CHAIR HALTERMAN asked, for 15, if Trustee Morris is recommending that we incorporate similar language about reporting to the Board and the public.

TRUSTEE MORRIS answered that if we have a similar reporting for the Comp Plan, MHTAAR and our grants, we will have covered it.

MR. WILLIAMS stated the reporting requirements of MHTAAR and Authority Grants are within our control. The reporting requirements for the Comp Plan is the responsibility of the Department. What we try to do is more than once in a calendar year have the Department come in and provide an update on the Comp Plan, which I think we want to continue to pursue.

CHAIR HALTERMAN stated that instead of having us develop a report that's not within our purview, we should incorporate language that regular reports from the Department should be made to the Board

MR. HICKEY stated that he believed the problem is that you cannot compel the Department to provide those reports. I think what Steve is saying is to the extent that the Trust has the ability to influence that report, that you do that on an annual basis, and will continue to provide that input and feedback.

MR. WILLIAMS suggested that item 13(c) in the far left and the language in 15 on the far right, "review the status of the Comprehensive Integrated Mental Health Program Planning efforts," covers that in that we will continue to try and engage with the Department to come and do that for the trustees. But, at a minimum, we can do that from our perspective on what is going on with the Comp Plan.

MR. HICKEY asked if it would assist if we added in the language: Make recommendations to the Department as to any means necessary.

TRUSTEE MORRIS noted that he is for leaving it the way it is and continuing on.

CHAIR HALTERMAN stated that she agreed primarily because it is not a role that we can assume. It is the Department's role. We should receive feedback. Maybe not on a schedule, but we do receive feedback presentations on the Comp Plan.

TRUSTEE MORRIS noted that the Board should know how well we have accomplished all the things we are measuring on the Comprehensive Plan, and report those to the public. He thinks that we are already doing that, because he's been in a meeting where we had a presentation on how we did on the Comprehensive Plan. He would have liked to have had more to it, but there is already a meeting. He is very happy with adding in the changes to the language to 13(b) and 14,

which, to CEO Williams' point, is directly in our purview and makes the most sense for us to be the most robust in our policies and procedures and how we deal with it.

CHAIR HALTERMAN asked for anything further before we consider moving these forward. Hearing none, she moved into the Planning section.

MS. KELLER noted that we skipped the first part of this charter. We skipped ahead to 13.

CHAIR HALTERMAN apologized for skipping that section of her notes. She continued to the Authorities section, noting one highlighted item, Item 5, that is going to be placed in the parking lot as there was no consensus. She asked if trustees were okay with moving the language in 4 forward. Hearing no objections or need for discussion, she moved into Operating Procedures. Item 6 includes staff comments related to both committee structure and committee secretary. We discussed many of these edits already, and the committee structure will be discussed later. She asked for any objections to removing language about the committee secretary from this charter. Hearing no objections, she noted that she was focusing on just 6. Because there was staff feedback, we will have to parking-lot the item. She asked if trustees were okay with removing the role of the secretary, because minutes are already taken by our court reporter.

MR. FISHER stated that he thought this is a duplicate of what is in other areas. He thought trustees were going to discuss the entire thing, but we were not going to cut anything out.

(The discussion ensued.)

MR. HICKEY stated that Trustee Fisher was gone when we had this conversation, but basically each charter will require a committee to keep minutes of its meetings, and because the court reporter is here handling that particular task, there was a discussion that there was no need for appointing any secretary at the time. There would just be a committee requirement that minutes be kept, and they would be reported to the Full Board, regardless if it was committee of the whole or a smaller committee.

MR. FISHER stated that he was fine with that.

CHAIR HALTERMAN noted that the language about the secretary, but leaving the rest of it for discussion later. Moving on, Item Nos. 7, 8, 9, 10, 11, and 12, ending on Page 44, there appears to be staff consensus over the changes that were recommended by the Board in November. In January, there was no objection and no dialogue over any of the changes. She asked the Board if there is a need to parking-lot any of these items; any objection to moving them forward with the edits, or a need for any additional discussion. She noted that it looks like we have consensus in the room that these are good edits to move forward. She continued on to Duties and Responsibilities. We have the one item that is the unnumbered item in column 1, the new No. 13 in the proposed edits in November of 2023 commentary. We had staff concurrence on the language. In January, when we had discussion at the Special Board Meeting, there was no objection from the Board, and we did not hear from any trustees with any dialogue. She asked if there were any objections to moving this edit forward as proposed, or if there is a need for dialogue or to parking-lot the item.

MR. HICKEY asked if we are adding in the CFO on this one, as well.

MR. WILLIAMS answered yes, and again, staff will make sure we get the appropriate C-suite acronyms in the document.

CHAIR HALTERMAN asked if there was any objection or discussion needed. Hearing no objections, she continued into Planning. In the Planning section, we do not have any identified highlights. We have 14(a), (b), and (c) with proposed edits in the second column, removing the old 14, and renumbering these sections. She asked for any objection to moving these edits forward, or for dialogue. Hearing none, she moved into the Financial subsection. She continued, in this subsection, there is a staff note that raised awareness;, but otherwise the staff concurred with the proposed edits, and the one staff comment is that we need to make sure that this aligns with the final CEO authorities. We will need to cross-reference this particular provision when we finalize the CEO charter. She did not believe it warranted being parking-lotted, but she wanted to make sure the Board does not lose sight of any changes that might need to be made to a different charter. She asked if there were any other questions, observations, objections, or discussion that needs to occur over these edits or proposed edits under 15 and 16 in the first column, and then 19 and 20.

TRUSTEE FIMON stated that based off of what we maybe do have in the CEO charter, that 15 probably does need to be in the parking lot.

CHAIR HALTERMAN stated that it needs to line up to the Authority.

TRUSTEE FIMON stated that he thought it just goes there until we solve for all of it.

MR. HICKEY stated that once you finalize the CEO charter, this will just be made consistent with that particular charter. It will be more of a drafting issue than a coming-back-to-it issue.

CHAIR HALTERMAN noted that as long as we insure that we do not miss any changes and make sure that they marry up so that the Authorities are consistent, we are okay. It will be an edit that Mr. Hickey will have to be looking for as we finalize the CEO charter. She continued that if there are no other questions, observations, or discussion for Item Nos. 15 and 16 under Financial, we are good to move those forward. We will move past the Financial to the Communications subsection. Trustees have recommended removing this subsection; staff concurred with that edit. She asked if anyone objects to the removal of 17, and for any discussion or other objections. She asked who is tasked with the review of our communications plan.

MR. HICKEY answered that it is policy that the Board will develop after we finish this. There is no reason to keep it in the charter itself.

CHAIR HALTERMAN stated that as long as we are clear that there is still a policy that exists and that we will revisit that policy when we need to, and that striking that language does not eliminate the obligation for us to do so. She asked for any other discussion. Hearing none, she noted that this is not contentious. She continued to the Review and Amendment of the charter. She noted no objections to the revision of the proposed edits from November. She asked trustees if they want to have any further dialogue. Hearing none, she moved those edits forward, and called for a quick break.

(Break.)

CHAIR HALTERMAN upon return from break stated that she wanted to move to the charter of the CEO. For the Introduction section, we had no highlighted sections. It appears we have staff concurrence with the proposed Board edits that have been recommended. Hearing no objections or further discussion, we can move those edits forward. She continued into the Duties and Responsibilities subsection. In this section, Item Nos. 5, 6, and 7 are highlighted.

TRUSTEE MORRIS stated No. 3, in both columns, far left and the second column, we are incorporating a reference and attached hereto the job description of the CEO. He asked if we should add that job description so it may be amended from time to time.

MR. HICKEY replied that it is fine like it is. The Board can change the job description at its will when it desires to do so.

CHAIR HALTERMAN stated that she would not recommend adding an additional requirement that likely will fall by the wayside. If there is a need to update a position description, it should be brought forward. We do not need to put in a schedule to do it. It should be done at any time that any trustee identifies an area where they believe we need to update to that position description.

TRUSTEE MORRIS noted that it sounds like we can change it whenever we want, whether we put additional language in here or not.

MR. HICKEY responded that that is accurate. It just means a position description as of the date of this charter has been approved.

CHAIR HALTERMAN noted that we do have a current position description for our CEO. It has been shared with trustees. If there are recommendations for improvements, she highly recommended talking to her about that. We can incorporate them at any time at any Board meeting if we see the need. With that, 5, 6, and 7 are parking-lotted.

MR. WILLIAMS asked if No. 7 on Page 47 is parking-lotted regarding acting as one of the official spokespersons for the Board of the Trust.

CHAIR HALTERMAN stated that it looks like we may have resolved 7.

MR. WILLIAMS thought we did that on January 5.

CHAIR HALTERMAN stated that we did appear to reach some consensus on 7. She pulled that one aside for just a moment, just to make sure that there are not additional requests for conversation since this is a highlighted item. She added that 5 and 6, for sure, will be parking-lotted.

TRUSTEE FIMON added, when it says staff comments, this new language greatly constrains the responsiveness of the CEO. He asked what that meant.

MR. WILLIAMS responded, as designated by the Board. The new language says “act as one of the official spokespersons for the Trust.”

TRUSTEE FIMON interjected, it turned into the one on the right, and the staff's okay with that now and we said we were okay with it.

MR. WILLIAM responded yes to both.

TRUSTEE FIMON stated that he did not need to parking-lot it.

CHAIR HALTERMAN responded that we can remove that language and move to the staff-recommended language, which is to act as one of the official spokespersons of the Trust, which she was okay with. Hearing no objections, she moved Item No. 7 into the group of considered edits to move forward, and not parking-lot that item. Items 5 and 6, for sure, will be parking-lotted. She asked for any discussion or objections to moving Item Nos. 3 and 4, and the new No. 7 forward. Hearing none, she continued into the Authority section. She asked for any objections or discussion regarding Item No. 6, the new No. 9, Item No. 8. She noted that she had a question about Item 6: Since the legislative program is developed and executed on an annual basis, she asked if it is part of that advocacy meeting process.

MR. WILLIAMS answered that is the work we do with our statutory advisory boards, and the work we do with all trustees and staff internally as we look forward to an upcoming legislative session.

CHAIR HALTERMAN asked if that process is a written policy.

MR. WILLIAMS noted that he would have to go back and look at our policies and procedures to see if it is actually written down specifically; but it is the process that we have followed working with the advisory boards for several years.

CHAIR HALTERMAN thanked him for the clarity. She asked if there were any other questions, comments, rebuttal, or objections to moving Items 6, 8, 9, 10, and 11 forward. Hearing no objections, those items moved forward. She stated that next is the Review and Amendment of the charter. She noted that Item No. 13 should be moved to the Executive Committee. Hearing no objections, that charter moved forward. She called for a 15-minute break.

(Break.)

CHAIR HALTERMAN called the meeting back to order, and turned the floor over to CEO Williams for his slide presentation.

MR. WILLIAMS stated that he would begin with information requested by trustees on January 5th. It is official data about what we have for committee structures which might be helpful for context as we move into those efforts. When we met in January, there were discussions about maintaining committees of the whole; the pros and cons; are there other alternatives; do all the committees have to have the same membership; or could you have some alternatives to membership on different committees. The slide on Page 54 of the packet, the top option, is the current structure; the proposed structure that was discussed in January that trustees are still discussing is the second row. Also, are alternative structures that speak to membership and whether all committees need to be full membership, smaller membership, and what that looks like. These are the options that staff came away with, looking at what is needed for each committee; the annual cycle of what each committee does; the level of import that happens at

each committee; the decisions that each committee ends up making throughout the State fiscal year; and also considering what we heard the trustees discuss very deliberately, are there ways to create efficiency to reduce trustee time or to spread out trustee time as the Board needs to consider various items throughout the calendar year. He continued that one thing that is important from a staff perspective, as trustees continue this conversation, is to make sure that the ability for the Land Office and what they do with the noncash assets and the Trust Authority Office's ability to be responsive to funding requests from grantees or potential grantees throughout the calendar year to maintain the maximum flexibility and nimbleness to carry out their functions. One thing that we did not get to chat about in depth was some discussion around making sure that the public is aware of the actions or the items that the Board or a committee is considering. The way we do this consistently is that we public-notice meetings through the State system, and on our website. When packets and information are ready, it is e-mailed out to the listserv. We communicate that information to our advisory boards and our professional associations when we have an upcoming committee or Board meeting. All of those scheduled meetings are in every committee, Board meeting, and Special Board meeting packet. On the agendas, for committees, we are listing things that are coming up for approval. At a committee meeting, it lists out what the approvals are that are going to be in front of that committee in that particular meeting. Then if a committee takes action that requires Board action following, when we develop our Board packets, we include that committee information as additional information so that trustees, staff, and the public can look back to see what had happened at the committee meeting. He noted that there is always room for improvement. Starting with Page 56 in the Board packet, he moved to CEO Authority that has been designated by the trustees. This initial slide provides some context for how we get to delegation of authority in terms of approvals. The pie on the left represents the FY23 approved budget by the trustees. The blue section, the \$23.8 million, are funds that the trustees have specifically allocated in the budget. The 11.6 million, the green slice, are funds that the trustees have approved but are not approved to a specific entity, what we often refer to as the buckets. This is to show trustees where the money was approved for expenditure in FY23. It gets broken out into a variety of areas that then get expended over the course of a State fiscal year. The next slide looks at the actual approvals from those unallocated sections. Orange represents grants from unallocated budget lines that were approved by the trustees; actions that came back to the trustees because the level of requests was either at a committee level of authority or the Board level of authority. In FY23, the Board approved about \$5.3 million from those unallocated buckets. The blue represents the grants approved by the CEO's authority. For FY23, the CEO approved \$4.1 million of Trust funding that had been previously approved by the trustees, but not approved to a specific entity, of up to \$100,000. The green shows the total budget for FY23. Continuing to the next slide on Page 58 shows a breakdown of how the funding was approved over the course of FY23: 52 grants for \$8.8 million is the amount of funding to specific entities within the State Departments or Divisions that was approved by the trustees; 35 grants for \$9.3 million is trustee-approved Authority Grants; and 109 grants for \$4.1 million grants approved by the CEO over FY23.

MR. HICKEY asked, from a historical perspective, when the CEO started getting delegated authority to approve grants; because looking at Title 44 and Title 37, there does not seem to be any delegation of grant approval in any of those sections. He asked if there was a previous legal opinion that came out that said that the Board had authority to delegate its authority to the CEO, or how it actually came about.

MR. WILLIAMS stated, just for historical context, that he was presenting the Authorities that were approved by the Board starting in 2017. Prior to 2017, there were designated approval

authorities by the Board to the CEO at different levels, and he did not know when that first happened. There had been one delegation up to an amount for certain types of grants, and then there was a subsequent delegation to the CEO, and this is actually the third. He asked Lucas Lind to clarify.

MR. LIND answered when the first charters were created starting in 2017, so fiscal year '19 is the first full year. Before that, it was allocated just through different memos. Focus areas were up to 50,000; partnerships were lesser amounts. But charters, starting in 2017, is the first time it was codified.

MR. HICKEY stated that his question is a little more basic: Where is the authority?

MR. WILLIAMS replied, from the Board.

MR. HICKEY understood that the Board is delegating. His question was: Where did that authority authorizing the Board to do that come from? He stated that when he looked at the statutory provisions for AMHTA, the Board approves funds out of the budget, which is their fiduciary responsibility. He asked how did that come about and what was it based upon to provide that authority. He asked if it is in statute, or a regulation. He asked where it originated.

MR. WILLIAMS asked if Luke had any history.

MR. LIND answered no, that he could look at the statute.

MR. HICKEY replied that he did that, and that is why he asked the question. He continued that when he looked at the statute, it provides three things that the CEO can do, but it does not list the awarding of grants. He stated that there is no provision that says that a Board can delegate that authority. He continued that when he looks at these issues, he is looking for the power of the body to provide that particular person or position to make those authorized expenditures. He noted that the reality is that the Board is still responsible from a fiduciary standpoint for the expenditure of the funds. He was trying to find out, historically, where that originated.

MR. WILLIAMS replied that Mr. Hickey has the history.

MR. HICKEY stated, so we are just not sure, and that is all he had.

MR. WILLIAMS continued that Page 59 shows the history going back to after the current charters were approved, which shows a picture of what the trustee-approved budget was for each of the fiscal years to follow, what was approved at the CEO level of up to \$100,000. And then above each of the blue bars are the number of grants that were provided or awarded. March of 2023 is when the trustees reviewed the current CEO charter, and some changes were made at the recommendation of trustees and counsel for clarity and more specificity. Page 60 is the amount of Authority Grant funding that was approved by the CEO and the trustees, with the current authority of up to \$500,000; the CEO is in blue; the trustees is in orange. The orange only reflects Authority Grants where they were coming from an unallocated bucket, so it required additional trustee approval, either at the committee level or at the Full Board level. That does not include all of the Authority Grant funding that trustees approved in the signed budget that was presented at the end of August, beginning of September. The number of grants is less than the number of grants that the CEO approves; but they are of a higher value. When the charters

were generated and the limits were set, it was to make sure that there was a certain level at which the trustees need to have the authority to look at what is being requested, and to make the final decision on approval or not. In FY20 COVID-19 is highlighted there. Page 61 gives a breakdown of the CEO approvals by different sort of grant ranges over the course of time. Blue is CEO approvals up to \$25,000; orange is CEO approvals between 25 and 50; gray is between 50 and 75; and yellow is between 75 and 100. This is over the history of the CEO's authorities as outlined in the charters approved in 2017. He stated that it is important to note that there is some variability here. It is not going to be consistent from year to year, as the charts show. One year it could be more approvals at the 50- to \$75,000 range than there would be maybe at the 75- to \$100,000 range. He believes that allows for the Trust to be nimble and responsive; to have sort of the range that is up to \$100,000 so that if there is a need that comes to us, we can respond to that at an administrative level, if it is appropriate. Page 62 shows the number of approved Authority Grants that trustees currently have with the current CEO Authority of up to \$100,000. The gray bar shows the hypothetical. If the reduction of the CEO Authority was \$25,000, this is the impact that it would have for the number of grants that would come to trustees, the Program & Planning Committee. Currently, the trustees have approved 11 grants under a CEO Authority of \$100,000. If the CEO only had a \$25,000 approval level, that would jump up to 50 grants that need to be approved by the trustees. Each grant that trustees have sat through when staff brought grant approvals runs anywhere from 15 to 20 minutes in a meeting. And, depending on trustee questions and dialogue, it can take a little bit longer. This is a way of looking at the amount of time required before a committee meeting; and it would also have an impact on our responsiveness and the ability to get money out to the community. Going back to the question of what happened to the other \$3 million of approved, unallocated Authority Grant funding, trustees can see that that unused money could creep up over the course of time if there aren't opportunities to get the money out on the street on the basis that is less than what's scheduled for committee or Board meetings.

TRUSTEE MORAN stated that right now we are meeting eight months out of 12, roughly, between committee meetings and Board meetings, which means that if we were to move to this new structure or lower the amount, the level of CEO-approved grants, there really would only be four months out of the year that this would be an issue. She noted that eight months out of the year there would be some sort of either committee meeting or a Board meeting allowing the ability to approve these grants.

MR. WILLIAMS answered that is correct.

TRUSTEE MORAN continued that she works on a grant cycle where she usually only has one or two opportunities a year to submit for grants. She stated that if she had eight months of the year to submit for grants, that she would be very happy with that, and that this doesn't seem like an onerous deal to her. It requires an educational change for our grantees and in their planning process; but people adapt.

MR. WILLIAMS acknowledged that Trustee Moran is absolutely right, but he countered with why not make it an opportunity four months out of the year. He pointed out that the Trust is viewed as a responsive, nimble funder by our partners out in the community, and for not having to wait for scheduled periods of time, if needed, at certain levels of funding. He thought that the cap at \$100,000 and anything above makes absolute sense. But he asked if the Board of Trustees needs to be approving \$50,000 grants.

CHAIR HALTERMAN stated that she does not know that that is a question that needs to be answered.

MR. WILLIAMS noted that it is a thought-provoking question.

TRUSTEE BOYLES stated that having grant applications come in at specific times regardless of the size, instead of having 12 months a year or eight months of the year we receive grant proposals, if we said every quarter at this point a grant could be applied for, we lose our nimbleness. We certainly would change our reputation. She does not know what the industry standard is, how frequently other philanthropic organizations receive grants, but that would mean if we receive 125 or 130 grant applications, we would have one long meeting approving grants if we got them on a quarterly basis.

MR. WILLIAMS continued that the other consideration for trustees, if that is a direction they go, what potentially is being sacrificed, because there is only so much time in a day, and there are only so many days. The Trust is much more than just a funder. We talked about getting updates from the Departments on the Comprehensive Integrated Mental Health Program Plan; we talked about getting the advisory funding, including direction from our statutory advisory boards. We think about other opportunities to bring education to trustees related to beneficiary-related issues such as the tribal health system or other beneficiary health conditions that might be impacting their lives that are having impacts on the system. The point is that the Trust is so much more than a funder in that regard, and as we think about committee time and how to use trustees' time in the most effective way, there may be a cost associated that is not funding related.

TRUSTEE STURGEON noted that one thing that is not in here is that we have, like, 150 grants that we approve a year, whether it is the CEO or the Trust. To intelligently make a decision on these grants, that takes some time, too. He suspects that the Trust would make a decision, and we would have to get some homework and recommendations by staff. But going over 120 different grants and intelligently voting on them would be quite a test for the Board.

MR. WILLIAMS stated that the preparation for a committee meeting would increase, for sure. He pointed out that whether it is \$25,000 or \$100,000 or \$500,000, we try to match the level of detail and substance from not only the grantee, but from our own internal review and preparation to the Board and to the CEO. Trustee Sturgeon has noted many times during trustee comments about the amount of time and energy it takes to prepare packets. This would add to that preparation, for sure. But if that is the direction that the trustees want staff to go, we can do it. There will be a cost to that, as well, which is what other activities of the staff will have to be reduced or re-prioritized because we are churning out additional materials for packets for trustee review, as well. He noted that we are only talking about the staff, but we will bring our partners along to be able to make sure that they are available for questions of our trustees before decisions are made. So there is potentially an additional impact externally by our partners in preparation for these things.

TRUSTEE FIMON asked how often grant applications are received.

MR. LIND responded that there are two months a year that we do not as a staff review them: August, because we have our budgetary meetings going on; and the beginning of January, because of holidays. Although we do still accept them, we send out notifications that there will be a delay.

TRUSTEE BOYLES stated that we do get a pretty comprehensive grant report periodically on what has gone out; the big, large and whatever. I would say this to my peers on this -- what I think is a pretty strong and good Trust, board of directors -- we have a fiduciary responsibility, but my business acumen was you can spend a whole lot of time managing pennies and nickels and dimes, and overlook the dollars. She commented that she does not want us to get to the point where we are myopically managing the Trust. Tweaking is fine; that is our fiduciary responsibility. But if we take it down to where it is myopically managed and we spend our time doing that, we are going to be missing what we are all sitting here for, which is what the beneficiaries need. Our economy in Alaska is not as healthy as it could be, and that affects our beneficiaries.

CHAIR HALTERMAN stated if we are putting aside grants in August and January, it really only leaves two months of a year that may become an issue. We would be as responsive to most of the grant requests if the authority were to change in all but two of the months, is what I am kind of surmising from the conversation.

MR. LIND clarified, if grant approvals are 12 months of the year, there are 10 months of the year that we are reviewing new ones that come. If there are grants in process, the CEO is still going to be signing grants for the Board of Trustees. There is an approval window every month of the year, which is the new letters of interest that come in where we are reviewing those as a program staff 10 months of the year.

TRUSTEE MORAN stated that she would like clarifications from Mr. Hickey at some point that if we have the strong legal grant, even by letting this go, would we be allocating this responsibility to staff.

CHAIR HALTERMAN stated that she thinks that may be a conversation for the parking lot.

MR. HICKEY agreed that that would be appropriate.

CHAIR HALTERMAN asked Trustee Moran not to forget her thought. Right now, we are receiving information. We can have that dialogue when we get to those parking-lotted items.

TRUSTEE MORAN added, \$25,000 might not be the correct number. I am not advocating for that. But then we need to change the structure of our meeting where it does not have to be that we allocate the same amount of time for every grant under 100,000 that we allocate for those over. You can have some sort of consent-like calendar for those, where we get the information and we pull them out if we want. I think there are other ways to be doing this if, in fact, we decide to go forward this way. Just because we have always operated with a structure does not mean it is the best structure going forward.

CHAIR HALTERMAN agreed with Trustee Moran's commentary and added that if we decide to make a change, we should consider the consequence to any charter changes that may be impacted. For instance, if we decided to drop down to the 25,000 level, would that warrant us having to call the Program & Planning Committee together more often to address these types of issues so that we do not have gaps that leave our beneficiary-facing organizations without the needed funds in those periods where the Board is currently operating. Those are considerations

that we have to think about as we make our way through the parking lot. But, for right now, we are receiving information, and we will have to dive into those conversations when we get into the parking lot. She asked if there was anything further from trustees.

MS. BALDWIN-JOHNSON added that a historical piece to this is that when we had transitions with our CEO at the time back in 2017, Greg Jones was stepping in as CEO at the time, there was quite a bit of discussion amongst our trustees about some of the frustration of spending so much time on smaller projects and really some thoughtful dialogue around wanting to be focused on those bigger initiatives to have a bigger impact. That is when that adjustment was made at that time.

CHAIR HALTERMAN noted that that was helpful context. She turned the floor back to Steve Williams.

MR. WILLIAMS noted that that was the last slide, and stated that this was to provide additional information and context as we continue the conversation on levels of authority at the CEO level, committee work, and Board level.

CHAIR HALTERMAN pointed out that there are some additional documents in our packet, and those are the advisory board letters that have been incorporated into the spreadsheets. There are asterisks noting sections where the advisory boards have weighed in. What Mr. Williams and staff did was they took the areas that were addressed in the letters and noted them on our governance changes so that we could consider this feedback as we work through. One important observation is that while our advisory boards are advisers, these are not their governance documents. They participated in the helping of the development of them in 2017, but these are the trustees' governance documents. She noted the feedback we've received, but any changes that we make really need to be trustee-driven; not necessarily the result of that feedback. We have to carefully consider each of the changes we make; and considering the feedback that we receive, we should be able to make our way through that process. She asked Mr. Williams and Ms. Baldwin-Johnson if they had anything to add.

MR. WILLIAMS stated that these documents are the Board of Trustees' documents, the documents of the Authority. He noted that he is glad to hear that the trustees are considering this information from our advisory boards. He stated that it is extremely important, and advised trustees to consider the information carefully. Ultimately, it is the seven-member Board's decision.

CHAIR HALTERMAN turned to the parking-lotted items, unless there is anything further.

MR. WILLIAMS noted that was just the final context for the slides. He noted that the Trust has grown since 1994; he came onboard in 2005. He did not recall what the trustee-approved budget was back in 2005; but it has not gotten smaller; it has only grown. As trustees are thinking about authorities and structure and focus of the Board, as organizations grow, we start to refocus and rethink the best timing that took place on the governing board. In his opinion, it was about the conversation that occurred not just in 2017, but also the times that it happened before.

CHAIR HALTERMAN asked Mr. Lind to read the emergency granting process that currently exists to the trustees so we can hear what the language currently is.

MR. LIND cited the Emergency Grants language.

CHAIR HALTERMAN noted that 2008 was the last time we had an emergency request.

MR. LIND responded that followed these procedures.

CHAIR HALTERMAN asked if the Board decides to move forward with the reduction to the CEO Authority, if there is latitude for us to put these issues in front of the Executive Committee as opposed to a Program & Planning Committee to look through that process and revise our regulations. She understood that it would take a public comment period and it would take time, but maybe that could be a course of action to try to resolve any impact it would have on the Full Board.

MR. HICKEY stated that it would depend on whether or not the application met the definition of emergency under the regulation. You are typically not going to have a Trust-created emergency because you are not meeting. He did not think that would qualify. It would still have to be the Executive Committee under the emergency grant requirements. The applicant would have to meet the definition as proposed in the actual regulation.

CHAIR HALTERMAN asked if there would be an opportunity for us to redefine so that we did not miss those four months and be able to encompass them and bring them to the Executive Committee. She always thought that there was a space and a role where the Executive Committee might be able to weigh in if the Board made decisions through use of the Authority, or if there were changes there.

MR. HICKEY answered that the Board can amend regulations anytime. However, that process is complicated and takes time. He stated that he was not sure that is an effective use of the regulation when you have procedures that you have identified within your charter. It probably is a discussion to be raised for another day.

CHAIR HALTERMAN noted that it was just a question for future discussion after the Board is done with the parking-lotted items.

MR. WILLIAMS stated that knowing this is going to be a future discussion, he would strongly encourage that whatever the CEO's authority is up to and then what follows is going to be a trustee action, that it happens at a Program & Planning Committee level, or the Board level. Her continued that Executive Committees are not used to substitute the work of a Board, typically.

CHAIR HALTERMAN stated that she would agree that if we were to make changes and delegate the authority, the first place to look is whether or not our Program & Planning Committee can absorb that kind of a workload. Those are considerations we are going to need to make as we move forward through these changes. But they are not the only considerations we need to make; there will be a number of them. She tabled further discussion and turned attention to the parking-lotted items.

MR. WILLIAMS suggested going into a brief Executive Session before going through the parking-lotted items.

MR. HICKEY asked if we can go off the record for a minute.

CHAIR HALTERMAN called for a five-minute break.

(Break.)

CHAIR HALTERMAN called the meeting back and entertained a motion to move into Executive Session.

MOTION: Per AS 44.62.310(c) (1), (c) (2), a motion that the Alaska Mental Health Trust Authority Full Board of Trustees move into Executive Session to discuss matters that may tend to prejudice the character or reputation of individual employees. No decisions will be made in the Executive Session. The motion was made by TRUSTEE FISHER; seconded by TRUSTEE MORRIS.

After the roll-call vote, the MOTION was APPROVED. (Trustee Moran, no; Trustee Sturgeon, yes; Trustee Morris, yes; Trustee Boyles, yes; Trustee Fimon, yes; Trustee Fisher, yes; Chair Halterman, yes).

CHAIR HALTERMAN stated that Jusdi Warner, Steve Williams, and Gene Hickey will stay in the room, and the entire Board of Trustees.

(Executive Session from 3:57 p.m. until 4:29 p.m.)

CHAIR HALTERMAN entertained a motion to come out of the Executive Session.

NOTICE OF RETURN FROM EXECUTIVE SESSION: For the record, myself, my 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. The motion was made by TRUSTEE FISHER.

CHAIR HALTERMAN called for a motion to adjourn.

MOTION: A motion to adjourn the Special Full Board of Trustees' Meeting was made by TRUSTEE STURGEON; seconded by TRUSTEE FIMON.

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

CHAIR HALTERMAN stated that the meeting was adjourned.

(AMHTA Special Full Board of Trustees meeting adjourned at 4:31 p.m.)