

BOARD OF DIRECTORS

(Approved, Executive Committee 2/15/2007)

Board of Directors: Description and Role

The Board of Directors is composed of four officers (Chair, First Vice Chair, Second Vice Chair, and Secretary-Treasurer), the Chairperson of the Public Policy Committee, two directors from member state associations, and twenty Directors from regions, and up to three At-Large Directors (elected by the rest of the Board). All persons elected to and sitting on the Board of Directors must be affiliated with National Council voting members, with the exception of At-Large Directors, who need not necessarily be so affiliated.

The Board Officers and the Nominating Committee are elected by the Board at a meeting before, during or no more than 90 days following the annual meeting. Officers are elected for two-year terms (effective July 1, 2003), Nominating Committee members are elected annually. Each nominee for office must be a national Board member. The Nominating Committee is composed of four persons from the Board. No two members of the Nominating Committee shall be from the same region.

The twenty national directors are elected directly by the voting members in each of the ten National Council regions. The Nominating Committee of the National Council Board will direct the process for electing Directors from regions, including communication with regional nominating committees, status updates, and standing as the lead organizer for a region if both seats in a region are open for election at the same time. Directors from regions must be affiliated with a National Council voting member, and may be either a staff person for the member, or a member of its Board. When a Director vacancy occurs in any region, the remaining Director from that region shall convene a regional nominating committee. The regional nominating committee is to be comprised of one member from each state or territory within the region (if possible). Factors for considering potential nominees for Directors from regions should include: the ability and desire of any nominee to fulfill the duties and responsibilities of the Board of Directors and public policy and advocacy responsibilities for Directors as set forth in this document.

National directors are elected for a three-year term and may serve no more than two complete three-year terms in succession. (See Bylaws Article V, Section 2 for specific national director election information.)

The Board of Directors acts as agent for the full National Council with authority to manage and control the property and affairs of the National Council. The Board meets at least twice each year. Each committee will present a report at each Board meeting.

The Executive Committee meets prior to the Board meetings and acts on behalf of the full Board at any time as called by the Chair. The Board shall ratify actions authorized by the Executive Committee. The committee usually meets on a monthly basis by teleconference. The Executive Committee is composed of the four officers, the chairs of the Public Policy, Membership and

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Nominating committees, the chairperson of the State Association section. The Board Chair may also appoint any other Board members or off-board appointees as non-voting members of the Executive Committee. Executive Committee meetings are open to any member of the Board. The full Board is formally invited to participate at every other meeting of the Executive Committee. Teleconferencing expenses will be borne by the National Council. The minutes of Executive Committee meetings are provided to the full Board of Directors.

The Executive Committee provides ongoing evaluation of the President and Chief Executive Officer according to the evaluation system adopted by the Board of Directors. The full Board of Directors evaluates the President and CEO on an annual basis.

Orientation will be provided for all new Board members as to their role at the earliest opportunity during their first Board meeting.

Board of Directors: Duties & Responsibilities

The duties and responsibilities of the Board of Directors are as follows:

1. Determine the vision, mission, goals and policies of the National Council for Community Behavioral Healthcare.
2. Identify areas of interest and/or concern in the field of community behavioral health and to adopt appropriate positions or initiate appropriate actions.
3. Develop legislative action on behalf of community behavioral healthcare providers.
4. Serve in appointed capacities on Board committees and/or task forces in order to enhance the efforts of the National Council.
5. Attend all Board meetings and participate in Board conference calls. Board members are strongly encouraged to attend the annual conference. Expenses for travel, lodging etc. to attend Board meetings, the annual conference, or other meetings on behalf of the National Council are the responsibility of the individual Board member and/or the National Council member organization with whom the Board member is affiliated. However, financial concerns should not inhibit Board member participation in National Council activities. Funds are available as needed for travel and expenses, per request. Teleconferencing expenses will be borne by the National Council.
6. Promote interest in and knowledge of community behavioral health issues and public policy issues affecting our industry.
7. Actively promote membership in the National Council and assist in member recruitment and renewal efforts; communicate with National Council member organizations on a regular basis.

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8. Encourage the Board to be culturally, ethnically, and geographically diverse.
9. Actively seek our members of community boards affiliated with National council voting members for positions on the National Council Board of Directors.
10. Provide oversight of the National Council staff in consultation with the President and Chief Executive Officer. Negotiate contract and salary for the President and Chief Executive Officer.
11. Adhere to the National Council Board of Director's Code of Ethics as attached.

Board of Directors: Directors from Regions

The responsibilities of Directors from regions, in addition to duties and responsibilities as general Board members as listed above, are as follows:

1. Maintain liaison with all members in their respective regions to represent their concerns in Board deliberations.
2. Communicate with members in their respective regions about issues of national importance and engage members in national advocacy and public policy activities.
3. Direct and chair the regional nominating committee in their region, as needed to elect Directors from regions to the National Council Board of Directors.

Board of Directors: Public Policy Guidelines

1. Provide Direction to staff in setting public policy priorities and strategic initiatives.
2. Maintain contact with state associations, legislative network representatives and key state leaders to advance the policy mission of the National Council.
3. Monitor and report to the Public Policy Committee Chair the policy needs and activities of the region and states within the region.
4. Develop and nurture relationships with elected and appointed Federal officials who are involved with, and who can have an impact on community behavioral healthcare issues.

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