

**LAKE COUNTY BOARD OF DD/DEEPWOOD
BOARD POLICY**

Reviewed and Adopted by the Board:
Date: January 21, 2023

Signature on File
Elfriede Roman, Superintendent

I. SUBJECT: BOARD BYLAWS

II. PURPOSE

To establish, implement, and disseminate rules which shall govern the authority and conduct of Board business.

III. REFERENCE

Ohio Revised Code: 102.03; 121.22; 305.14; 309.10; 2921.02; 2921.42; 3315.07; 4117.20; 5123.18-5123.19; 5126.02-5126.05.

IV. POLICY

It is the responsibility of the Lake County Board of Developmental Disabilities/Deepwood to plan, develop, provide or contract for comprehensive services to Lake County's developmentally disabled citizens. In order to ensure that this responsibility is fulfilled in an orderly and efficient manner, the Board shall promulgate rules governing its structure and operation. Therefore, all Board business shall be conducted in accordance with approved bylaws, as formally adopted by the Board.

V. DISTRIBUTION

Board Members
All Management Staff
All Staff (Via Department Managers)
LEADD President

VI. REVIEWED

1/23, 1/22, 1/21, 1/19, 1/18, 1/17, 1/16, 1/15, 1/14, 1/13, 1/12, 1/11, 1/10, 1/09, 1/08, 6/07, 1/07, 1/06, 10/05, 1/05, 1/04, 1/03, 9/02, 1/02, 1/01, 1/00, 1/99, 1/98, 1/97, 2/96, 8/94, 2/94, 1/94, 4/93, 1/92, 5/91, 1/91, 7/90

File: A-1.01--A-1.29

LAKE COUNTY BOARD OF DD/DEEPWOOD POLICY AND PROCEDURES

Board Bylaws

Approved by the Board:

January 21, 2023

Effective Date:

Signature on File

Elfriede Roman, Superintendent

1.01 Board Legal Status:

The legislature of the State of Ohio has established in each county throughout the state a board of developmental disabilities. Under the Ohio Revised Code, each such board is empowered to provide for the organization, operation, and evaluation of services to citizens with developmental disabilities of that county. All services provided by such board shall be supported by public funds. The Ohio Revised Code also calls for a state department of developmental disabilities and delineates the responsibilities of this department and of its director.

The Lake County Board of Developmental Disabilities/Deepwood has specific powers to administer, operate or contract for facilities, programs, and services for the benefit of persons with developmental disabilities residing in Lake County, Ohio. The Board has related powers and duties as prescribed by Chapter 5126 and other sections of the Ohio Revised Code, and by other pertinent federal, state, and local legislation and regulations.

1.02 Authority and Limitations of the Board:

The Board has authority only when acting in quorum, in a legally called session, on matters resolved by motion or resolution and duly entered into the public record of Board proceedings. The Board has authority in all matters delegated by the State legislature through statute, court rulings, or administrative rules and regulations.

The Board is specifically forbidden to expend public funds to prepare and distribute material for the purpose of promoting a bond issue or tax levy, or to promote or oppose any candidate for public office.

The Board delegates authority for labor relations, i.e., all matters pertaining to collective bargaining agreements, to the Superintendent and/or designee. The Board shall not engage

directly in collective bargaining, grievance/arbitration, or contract discussions with the employee associations, president, or representative.

1.03 Board Composition and Appointment:

The Board Shall consist of seven (7) members, five (5) of whom shall be appointed by the Board of County Commissioners, and two (2) of whom shall be appointed by the Probate Judge of Lake County. Appointment other than appointment to fill a vacancy shall be made no later than the last day of November of each year.

1.04 Board Member Qualification:

Each member of the Board shall be a resident of Lake County. All Board members shall be citizens of the United States and shall be interested and knowledgeable in the field of developmental disabilities and other allied fields. Of the members appointed by the Board of County Commissioners, at least two (2) shall be immediate family members of persons eligible for services provided by the Board. Whenever possible, one of these shall be an immediate family member of a person eligible for adult services, and the other shall be an immediate family member of a person eligible for services for Early Intervention pre-school or school-age children. Of the two members appointed by the Probate Judge, at least one (1) shall be an immediate family member of a person eligible for residential or supported living services. Both the Board of County Commissioners and the Probate Judge shall appoint under this section, to the maximum extent possible, members who fulfill any applicable requirements of this section for appointment and who also have professional training and experience in business management, finance, law, health care practice, personnel administration, or government service. In addition, the Board's membership shall reflect, as nearly as possible, the composition of Lake County.

The following persons are ineligible to serve as Board members:

- (a) elected public officials, except for a township trustee, township clerk, or those excluded from the definition of public official by section 102.01 (B) of the Revised Code;
- (b) members of the immediate families of other members of the Board;
- (c) Board employees and members of their immediate families;
- (d) an individual who or whose immediate family member is a board member or an employee of an agency licensed or certified by the Ohio Department of DD to provide services to individuals with developmental disabilities;

- (e) an individual who or whose immediate family member is a board member or employee of an agency contracting with the county board that is not licensed or certified by the Ohio Department of DD to provide services to individuals with developmental disabilities unless there is no conflict of interest;
- (f) members of the immediate families of the Lake County Commissioners; and an individual who had been employed by the county board not less than one (1) calendar year before the individual would begin to serve as a member of the Board.

1.05 Written Declaration:

No individual may be appointed or reappointed to the Board unless the individual, before the appointment or reappointment, provides to the appointing authority a written declaration specifying both of the following:

- (a) that no circumstance described in section 1.04 above exists that bars the individual from serving on the Board; and
- (b) whether the individual or an immediate family member of the individual has an ownership interest in or is under contract with an agency contracting with the Board, and, if such an ownership interest or contract exists, the identity of the agency and the nature of the relationship to that agency.

On appointment or reappointment of an individual to the Board, the appointing authority shall provide a copy of the individual's declaration to the Superintendent. The declaration shall be maintained in the Board office and is a public record.

1.06 Term of Office:

In accordance with ORC 5126.0212, all appointments shall be for terms of four years. The membership of a person appointed as a relative of a recipient of services shall not be terminated because the services are no longer received. A member who has served during each of three consecutive terms shall not be reappointed for a subsequent term until two years after ceasing to be a member of the Board, except that a member who has served for ten years or less within three consecutive terms may be reappointed for a subsequent term before becoming ineligible for reappointment for two years. Within sixty days after a vacancy occurs, it shall be filled by the appointing authority for the unexpired term. Any member appointed to fill a vacancy occurring prior to the expiration of the term for which the member's predecessor was appointed shall hold office for the remainder of that term. Appointment other than appointment to fill a vacancy shall be made no later than the last day of November of each year, and the term of office shall commence on the date of the stated annual organization meeting in January.

1.07 Oath of Office:

The following oath of office shall be administered to each Board member at the commencement of his/her term of office by the Board President:

“I (state your name), hereby affirm that I will faithfully execute and discharge the duties and responsibilities of a Lake County Board of Developmental Disabilities/Deepwood Board Member in accordance with the laws and Constitution of the United States and the State of Ohio”. You are now recognized as an official member of this Board.

1.08 Authority and Limitations of Members of the Board:

Because all powers of the Board lie in its action as a group, individual Board members exercise their authority only as they vote to take action at a legal meeting of the Board. The President of the Board shall be the spokesperson on all public matters relating to the County Board. No other Board member has the authority to speak for the Board unless the member is acting in accordance with specific instruction from the Board. The Board shall not be bound in any way by any statement or action on the part of any individual Board member, except when such statement or action is in pursuance of specific instructions from the Board.

No individual Board member has the authority to, nor shall he/she, engage directly in collective bargaining, grievance/arbitration hearing, or contract discussions with the employee associations, president, or representative.

1.09 Board Member Compensation and Expenses:

Board members shall serve without compensation, but shall be reimbursed for necessary expenses incurred in the conduct of Board business, including those incurred within the county of residence.

1.10 New Board Member Orientation:

The Board will provide an orientation program for its newly-appointed members. The primary objectives of this program will be to acquaint new members with the procedures of the Board and with the scope of its responsibilities and to assist them in becoming informed and active Board members.

The Board, the Superintendent, and the administrative staff will assist each newly-appointed Board member in understanding the Board's functions, policies, and procedures. Techniques employed to orient new Board members will include, but are not necessarily limited to, the following:

- (a) Selected reference materials, Board policies, administrative regulations, and other pertinent information will be furnished to each new Board member by the Superintendent;
- (b) Upon being named to the Board by the appointing authority, new members will be invited by the Board President to attend all Board meetings; and,
- (c) The Board President and the Superintendent will provide each new Board member with an opportunity to tour the agency's facilities and meet members of the administrative staff.

1.11 Board Member Development Opportunities:

The Board places a high priority on the importance of a planned and continuing program of in-service education for its members. As provided by law, each Board member shall attend at least four (4) hours of in-service training session/year which is provided by or approved by the Ohio Department of Developmental Disabilities. This training may be conducted by teleconference or other electronic means.

Additionally, Board members are encouraged to participate in such training sessions, conferences, workshops, and conventions as will assist them in their performance as members of the Board, and to subscribe to publications addressed to issues of concern to the Board.

1.12 Board Office Facilities and Services:

For purposes of study, meeting preparation, and committee work, an office with suitable accommodations will be reserved at the Administration Building for the use of Board members. This room will also serve as the Board's library, containing copies of the Board policy manual and official minutes. Secretarial services will be made available to Board members upon request for all official Board business and correspondence.

1.13 Board Member Insurance:

As permitted by law, the Board shall purchase insurance for its members to protect them against liability for injury or damages incurred as a result of carrying out their duties as Board members.

If a Board member is made a defendant in any legal proceeding pertaining to any act performed in good faith in his/her official capacity as a member of the Board, the Board shall furnish legal counsel to represent and defend the member. If such representation is not provided as part of the Board's insurance coverage, the prosecuting attorney, as the Board's legal adviser, shall provide legal counsel to defend the member.

1.14 Board Member Ethics:

All Board business shall be conducted in such a manner that consumers, parents, staff, and the general public will be reasonably assured that ethical procedures have been followed. Specifically, neither the Board, nor any of its members shall:

- 1.14.01 Seek special privileges for personal gain;
- 1.14.02 Personally assume unauthorized authority;
- 1.14.03 Criticize Board employees publicly;
- 1.14.04 Disclose confidential information;
- 1.14.05 Place the interest of any group or faction above the interest of the entire program; or,
- 1.14.06 Consider any complaint by an employee or against an employee that is not first submitted to the Superintendent.

1.15 Board Member Conflict of Interest:

In order to avoid placing any Board member in a position where personal and public interests conflict, and to avoid appearances of conflict of interest even though such conflict may not exist, no Board member shall:

- 1.15.01 be employed, in any capacity, for compensation by the Board;
- 1.15.02 have, directly or indirectly, any pecuniary interest in any contract with the Board;
- 1.15.03 vote on any matter before the Board concerning a contract agency of which he/she or a member of his/her immediate family is also a board member or employee;
- 1.15.04 during his/her term of office or within one year thereafter, occupy any position of profit in the prosecution of a public contract authorized by him/her or by the Board during his/her term of office, and not let by competitive bidding, or let by competitive bidding in which his/hers is not the lowest and best bid; or,
- 1.15.05 have an interest in the profits or benefits of a public contract which is not let by competitive bidding when required by law, and which involves more than one hundred fifty dollars.

In accordance with O.R.C. 4117.20, no Board member who is a member of the same local, state, national, or international organization as the employee organization with which the Board is bargaining or who has an interest in the outcome of the bargaining, which interest is in conflict with the interest of the Board, shall participate on behalf of the Board in the collective bargaining process except that the person may, where entitled, vote on the ratification of an agreement.

Membership of a person on, or employment of a person by, a County Board of DD/Deepwood should not affect the eligibility of any member of his/her family for services

provided by the Board or by an entity under contract with the Board. Therefore, all direct service contracts will be reviewed separately by the Ethics Council of the Board to ensure no conflict of interest. The Ethics Council will consist of three Board members who will not have any interest in any direct services contract while the member serves on the Ethics Council.

Any further questions relating to the existence of a conflict of interest shall be submitted to the local prosecuting attorney and the Ohio Ethics Commission for resolution.

1.16 Unexpired Term Fulfillment (Vacancies):

A vacancy on the Board may be caused by death, term expiration, nonresidence, resignation, or removal from office. Within sixty (60) days after a vacancy occurs, it shall be filled by the appointing authority for the unexpired term. The Board may recommend to the appointing authority any person whom it deems qualified to fill any existing vacancy.

1.17 Removal:

Subject to the provisions of Chapter 5126 of the Revised Code, an appointing authority shall remove a member of the Board for any of the following reasons:

- (1) Neglect of duty;
- (2) Misconduct;
- (3) Malfeasance;
- (4) Ineligibility to serve on the county board pursuant to Section 5126.029 of the Revised Code;
- (5) Failure to attend at least four hours of in-service training session each year;
- (6) Failure to attend within one year four regularly scheduled board meetings;
- (7) Failure to attend within one year two regularly scheduled board meetings, if the member gave no prior notice of the member's absence;
- (8) Consistently poor performance on the county board, as demonstrated by

documentation that the president of the county board provides to the appointing authority and the appointing authority determines is convincing evidence.

The removal provisions of sections (6) and (7) of this section do not apply to absences from special meetings or work sessions.

An appointing authority shall not remove a member of the Board by reason of sections (5), (6), or (7) above if the director of the Ohio Department of DD waives the requirement that the member be removed. The director may issue the waiver only if the appointing authority requests that the director issue the waiver and provides the director evidence that is satisfactory to the director that the member's absences from the in-service training sessions or regularly scheduled board meetings are due to a serious health problem of the member or a member of the member's immediate family. The director's decision on whether to issue the waiver is final and not subject to appeal.

The Board may pass a resolution urging the appointing authority to request that the director issue the waiver. The member whose absences from the sessions or meetings are at issue may not vote on the resolution. The appointing authority may request the waiver regardless of whether the Board adopts the resolution.

Procedure for Removal:

If there are grounds for the mandatory removal of a member of the Board as set forth above, the Board shall supply the board member and the member's appointing authority with written notice of the grounds.

An appointing authority shall afford a member of the Board an opportunity for a hearing on the member's proposed removal in accordance with procedures the appointing authority shall establish, unless the appointing authority requested that the director of the Ohio Department of DD waive the mandatory removal and the director refused to issue the waiver. The appointing authority shall hold the hearing if the member requests the hearing not later than thirty (30) days after the date that the Board sends the member the notice specified above.

If a member of the Board requests a hearing within the time required, the appointing authority may not remove the member from the Board before the conclusion of the hearing.

A member of the Board who is removed is ineligible for reappointment to the Board for not less than one year. The appointing authority shall specify the time during which the member is ineligible for reappointment. If the member is removed under section (5) above, the Board shall specify the training the member must complete before being eligible for reappointment.

1.18 Resignation:

Any member wishing to resign from the Board shall notify the Board President, in writing, of this intent. The Board President shall submit this written notice to the appointing authority for official action.

1.19 Annual Organizational Meeting:

The Board shall hold an organizational meeting no later than the thirty-first day of January of each year and shall elect its officers, which shall include a President, a Vice-President, and a Recording Secretary. The Board may also elect any other officers it deems necessary or expedient in order to conduct its business. Officers shall be elected by members of the Board by roll call vote.

New officers shall take office as part of organizational meeting business. Each officer shall serve for one year, or until the successor of each is elected. No member shall hold more than one office.

At the annual organizational meeting, the Board shall fix the time and place for holding regular meetings, adopt Board Bylaws, and approve an Annual Action Plan.

1.20 Duties of Officers of the Board:

Duties of the Board officers shall be prescribed by action of the Board and shall follow the accepted practice as outlined in Roberts Rules of Order Revised.

1.20.01 President

The duties of the Board President shall be to:

- (a) preside at all meetings of the Board and be responsible for their orderly conduct;
- (b) appoint members to Board committees and Ethics Council;
- (c) perform such other duties as may be prescribed by law, state regulations, or action of the Board.
- (d) to represent the Board as spokesperson on all public matters. If this function is delegated, it must be in writing.

The President shall have the right, as other Board members have, to offer resolutions, to make and second motions, to discuss questions, and to vote. The Board President may also serve as a member of any Board committees, except the nominating committee.

The Board President shall on behalf of the Board be authorized to approve all leave requests of the Superintendent pursuant to his/her contract. The Superintendent agrees to notify the Board President in advance of use of leave and shall at least on an annual basis reconcile with the Board President all use of leave and remaining balances that accrue pursuant to his/her contract. The Board President may designate another board member to perform this function whenever the president is unable to perform this function. The Board President shall also be in charge of other matters that

the Board must perform related to the Superintendent's contract as agreed to within that contract.

In emergency or critical situations, the Board President shall further be authorized, until Board Committee or full Board action can be obtained, to give operating instructions or direction to the Superintendent. The Board President shall endeavor to inform the appropriate Board Committee or full Board of such action at his/her earliest convenience, but no later than the next full Board meeting. No other Board member may independently give operating instructions or direction to the Superintendent, or any other Administrator, since the Board's role is to act as a policy-making body.

1.20.02 Vice President

The duties of the Board Vice-President shall be to:

- (a) preside at Board meetings in the absence of the President;
- (b) perform all other duties of the President in his/her absence;
- (c) perform all duties of the Recording Secretary in his/her absence;
- (d) assist the President as assigned;
- (e) perform such other duties as may be prescribed by law, state regulation, or action of the Board.

1.20.03 Recording Secretary

The duties of the Board Recording Secretary shall be to:

- (a) assure a complete and correct written record of all meetings of the Board; including a complete statement of approved expenditures and resolutions acted upon; providing each board member with such minutes.
- (b) conduct the correspondence of the Board, to the extent requested by the Board President;
- (c) assist the President as assigned;
- (d) perform such other duties as may be prescribed by law, state regulation, or action of the Board.
- (e) file a certified copy of the Board minutes in the office of the Superintendent as a repository.

1.20.04 Executive Committee

The officers of the Board shall comprise the Board Executive Committee. Meetings of the Executive Committee will be called and scheduled, on an as-needed basis, by the Board President to review emergency issues and/or address conflicting recommendations from other Board committees.

1.21 Board Meetings:

The Board shall comply with all provisions of Ohio's Open Meetings Law—Revised Code Section 121.22. In the event any of the Board's policies exceed the requirements of O.R.C. 121.22, the Board shall attempt to comply with such policies but failure to comply shall not affect in any way the validity of any actions taken by the Board.

(a) Regular Meeting

The Board shall meet in such manner and at such times as prescribed by rules adopted by the Board, but the Board shall meet at least ten times annually in regular scheduled sessions in accordance with Section 121.22 of the Revised Code, not including inservice training sessions. Date, time, and place of regular meetings shall be decided annually at the organizational meeting. A majority of the Board constitutes a quorum. The Board shall adopt rules for the conduct of its business and a record shall be kept of Board proceedings, which shall be open for public inspection. A regular meeting of the Board may be changed by the Superintendent with the knowledge and approval of the President, by the President, or by a quorum of the Board.

(b) Special Meeting

“Special meeting” means a meeting which is neither a regular meeting nor an adjournment of a regular (or special) meeting to another time or day to consider items specifically stated on the original agenda of such regular (or special) meeting. No other business than that listed in the notification may be conducted at special meetings. A special meeting of the Board may be called by the Board President, by the Superintendent with knowledge and approval of the Board President, or by any two Board members, by serving notice in writing of the date and place of such meeting upon each member of the Board at least twenty-four hours prior to the date of such a meeting. In the event the Board President declares an emergency requiring immediate official action, less than two days' notice may be given.

(c) Ethics Council

Ethics Council meetings will be held on an as needed basis as determined by the Committee members. These meetings will be public to encourage appropriate participation of those involved in direct service contracts being reviewed. Ethics Council meeting procedures will follow Board meeting procedures outlined below. Special Ethics Council meetings may be held if necessary.

1.22 Board Meeting Procedures:

In order that each meeting of the Board be conducted in an orderly manner, and to encourage the appropriate participation and involvement of parents, staff, consumers, and

the general public, all regular and special meetings of the Board will be conducted in accordance with the procedures outlined herein.

1.22.01 Notification of Board or Committee Meetings

The Board shall utilize the following notification procedures to ensure that any interested party may determine the time and place of all regular meetings and the time, place, and purpose of all special meetings.

1.22.01.01 Notification of Regular Meetings

The Superintendent shall, no later than twenty-four (24) hours before the time of a regular meeting, cause to be posted an announcement of the meeting, including its time and place. Notices shall be posted at all LCBDD/Deepwood facilities in conspicuous places in areas accessible to the public during usual business hours.

Notice of all regular meetings of the Board shall be sent routinely to each of the county's two newspapers (News Herald and Plain Dealer) so as to provide at least twenty-four (24) hour notice. Notice shall also be sent to any other news medium, organization, or person which has requested such advance notification.

1.22.01.02 Notification of Special Meetings

Except in the event of an emergency requiring immediate official action, a special meeting shall not be held unless at least twenty-four (24) hours advance notice of the time and place of such special meeting is given to news media requesting such advance notification. The notice shall also state the purpose(s) of the special meeting. Inclusion of the agenda with the notice shall meet this requirement. As in the case of regular meetings, notice of special meetings shall be given routinely to each of the county's two newspapers (News Herald and Plain Dealer).

In the event of an emergency requiring immediate official action, a special meeting may be held without giving twenty-four (24) hours advance notification thereof to the requesting news media. The Superintendent, on behalf of the Board President, shall immediately give oral or written communication, or both, of the time, place, and purpose of such special meeting to the news media that have requested it. The notice of any such special meeting shall state the general nature of the emergency requiring official action.

1.22.01.03 Requests for Advance Notification of Meetings

Any news medium organization may, upon written request, to the Superintendent, receive advance notice of all regular and special meetings of the Board.

Additionally, any person may, upon request, and payment of a reasonable fee, receive reasonable advance notification of any regular or special meeting of the Board at which a specific type of public business is to be discussed. Such requests shall be filed, in writing, with the Superintendent and shall be valid for a twelve-month period. Written requests must specify: The nature of the request, the name (and addressee) of the news medium or person requesting advance notification, and the address(es) and telephone number(s) at which the specified party can be reached.

The Superintendent/designee shall maintain a record of the date and manner, and time if pertinent under these rules, of all actions taken with regard to notices and notifications and shall retain copies of proofs of publication of any notifications or notices published thereunder.

1.22.02 Agenda and Order of Business

The Superintendent shall prepare and deliver a copy of the agenda to the members of the Board and to the media three days prior to any regular Board meeting. Such agenda is subject to change. The Superintendent in consultation with the Board President shall prepare a final agenda for each meeting of the Board.

Any item(s) of business to be placed on the agenda and considered for Board action requires the affirmative approval of at least two (2) Board members by and through the appropriate Board Committee(s), or proceed to Public Session from Executive Session of the full Board.

The Board will follow the order of business established by the agenda, except if it votes to rearrange the order for the convenience of visitors or individuals appearing before the Board, or to expedite Board business. Items of business not on the agenda may be discussed and acted upon only by the affirmative vote of a majority of the full Board.

1.22.03 Quorum and Voting

A majority of the Board constitutes a quorum. Four of seven members of the Board are a majority and a legal quorum for the transaction of Board business.

All Board business shall be conducted by a voice vote asking those in favor of a Resolution to collectively answer "AYE", those against to collectively answer "NAY", and to ask if any Board members Abstain. The result of this vote shall be duly recorded as passed or not passed, into the official record of Board business. Upon request of any Board member, a roll call vote shall be taken and recorded in the official record of Board business. For passage, all actions will require an affirmative vote by a majority of those present and voting. Exceptions are those actions which, by law or by official Board action, require either a majority or two-thirds affirmative vote of full Board membership for action. Nothing in this Board's Policies and Bylaws shall prevent a reading of a Resolution by caption rather than a reading of the full Resolution or Motion.

Where a quorum is present, several members' refusal to vote is not sufficient, even if a majority, to defeat the action of those actually voting. Members present, including the president, are obligated to vote, unless they wish to be regarded as assenting to the decision of the voluble majority. EXCEPTION: if a Board member does not vote because of a conflict of interest, the absence of a vote cannot be counted as affirmative.

1.22.04 Minutes

The minutes of the meetings of the Lake County Board of Developmental Disabilities/Deepwood shall constitute the written, official record of Board proceedings.

Minutes of each meeting shall include:

- (a) The nature of the meeting (regular or special);
- (b) The date, time and place of the meeting;
- (c) The names of members present;
- (d) The status of members not present (excused or unexcused);
- (e) A complete record of all official actions taken by the Board;
- (f) Items of significant information bearing on actions taken by the Board; and,
- (g) A record of adjournment.

For each item of business, the secretary shall record the Resolution or Motion, the names of the members making and seconding the Resolution or Motion, and whether the Resolution or Motion passed or did not pass.

The secretary of the Board shall record in the Minutes the vote, by name, of each member for each Resolution or Motion.

For meetings which include an executive session in accordance with R.C. 121.22, the minutes need only reflect the general subject matter of discussion during executive session.

A complete and accurate set of minutes of each meeting shall be prepared and signed by the Board Secretary. These minutes shall then be submitted to the Board for official approval. Following their approval at the subsequent meeting, the minutes will be signed by the Board President.

The official minutes will be kept in the Board office. The Superintendent will, after the minutes have been approved by the Board, make them available, within a reasonable period of time, to interested citizens upon request during normal business hours.

1.22.05 Public Participation at Board Meetings

All regular and special meetings of the Board and Ethics Council and Board Committees shall be open to the public.

The agenda for each full Board meeting open to the public may, but need not, at the Board's discretion, include an opportunity for members of the public to address the Board concerning any subject which lies within the Board's jurisdiction. In the event such an opportunity is provided, the following guidelines shall be observed:

- 1) The number of speakers at each monthly meeting will be limited to the first five (5) people who sign-up prior to the commencement of the meeting.
- 2) Each speaker will be given no more than three (3) minutes to present their comments to the Lake County Board of DD/Deepwood.
- 3) Each person addressing the Board shall state his/her name and relationship to the Agency.
- 4) Personally directed comments or allegations will not be permitted. Comments are to be directed to the Board as a whole and may not be

directed to any individual member of the Board or to the administrative staff. Comments and/or complaints regarding an individual Board employee shall not be made publicly, but must be submitted in writing to the Superintendent for consideration. Comments shall be limited to issues relevant to the operation of the Agency.

- 5) Any speaker who fails to comply with any of these guidelines, or whose address is abusive, offensive, redundant, immaterial, or impertinent is out-of-order and will be deemed to have waived the privilege of addressing the Board. A speaker may be found out-of-order by the President, or upon motion of any member of the Board, seconded, and approved by the majority of Board members present. Upon being found out-of-order, a speaker must immediately cease speaking and resume their seat. Failure to do so will result in the speaker being escorted out of the meeting.

1.22.06 News Media Services at Board Meetings

The Board believes that one of its primary responsibilities is to keep the public informed of its actions. Consequently, representatives of the local news media shall be welcome to attend all regular and special meetings of the Board.

A copy of the agenda will be sent in advance of all Board meetings to media representatives who request it in accordance with Board Bylaw 1.21.01.03. Copies of the agenda shall also be available to those in attendance at each Board meeting.

Taping and broadcasting of Board meetings by representatives of the news media shall be permitted, provided such activity: does not interfere with the conduct of the meeting; is made known to the Board and all those in attendance; and is limited to use for professional purposes of reporting on Board proceedings.

News media representatives who are unable to attend a Board meeting shall, upon request, be provided with summary information on Board actions.

1.22.07 Reporting Board Meeting Business

The Superintendent shall, on behalf of the Board, institute and maintain appropriate procedures for the dissemination of information to staff, parents, and the general public concerning items of Board business. Methods utilized may include, but are not limited to, news releases, written summaries of Board meeting actions, and periodic newsletters.

1.23 Executive Session:

The full Board or any Board Committee may meet in closed, or executive, session only as part of a regular or special meeting. The Board may invite any person(s) to attend all or part of an executive session. The Board may not close an executive session to any Board or Committee member unless it shall be for the purpose of considering a recommendation of removal to the appointing authority pursuant to R.C. 5126.022. Nor shall the Superintendent be excluded from any executive session unless the purpose of the session is to consider matters directly affecting his/her retention or compensation. Board members who are subject to the provisions of O.R.C. 4117.20(A) shall be excused from Executive Session for discussion of collective bargaining. Executive sessions may be held for the sole purpose of the consideration of any of the following matters (the following paragraphs are taken substantially from Section 121.22(G) of the Ohio Revised Code):

1.23.01 To consider the appointment, employment, dismissal, discipline, promotion, demotion, or compensation of a public employee or official, or the investigation of charges or complaints against a public employee, official, licensee, or regulated individual, unless the public employee, official, licensee, or regulated individual requests a public hearing. Except as otherwise provided by law, no public body shall hold an executive session for the discipline of an elected official for conduct related to the performance of the elected official's official duties or for the elected official's removal from office. If a public body holds an executive session pursuant to division 1.22.01 of this section, the motion and vote to hold that executive session shall state which one or more of the approved purposes listed in division 1.22.01 of this section are the purposes for which the executive session is to be held, but need not include the name of any person to be considered at the meeting.

1.23.02 To consider the purchase of property for public purposes, or for the sale of property at competitive bidding, if premature disclosure of information would give an unfair competitive or bargaining advantage to a person whose personal, private interest is adverse to the general public interest. No member of a public body shall use division 1.22.02 of this section as a subterfuge for providing covert information to prospective buyers or sellers. A purchase or sale of public property is void if the seller or buyer of the public property has received covert information from a member of a public body that has not been disclosed to the general public in sufficient time for other prospective buyers and sellers to prepare and submit offers.

If the minutes of the public body show that all meetings and deliberations of the public body have been conducted in compliance with this section, any instrument executed by the public body purporting to convey, lease, or

otherwise dispose of any right, title, or interest in any public property shall be conclusively presumed to have been executed in compliance with this section insofar as title or other interest of any bona fide purchasers, lessees, or transferees of the property is concerned.

- 1.23.03 To confer with an attorney for the Board, concerning disputes involving the Board which are the subject of pending or imminent court action;
- 1.23.04 To prepare for or review negotiations or bargaining sessions with the employee associations; to review other specific matters pertaining to labor relations, as presented by the Superintendent, or legal counsel;
- 1.23.05 To discuss matters required to be kept confidential by federal law, regulations, or state statutes; or
- 1.23.06 To discuss details relative to the security arrangements and emergency response protocols for a public body or a public office, if disclosure of the matters could reasonably be expected to jeopardize the security of the public body or public office.

No formal action of any kind may be taken by the Board during an executive session. Such sessions are to be used solely for the discussion of the sensitive matters outlined above.

The minutes of the regular or special meeting will reflect that an executive session was held, and will specify the general subject matter of the session.

1.24 Board Committees:

The Board may authorize the establishment of advisory committees as it finds necessary to study operations in specific areas and to make recommendations for Board action.

The following rules will govern the appointment and function of all Board advisory committees:

- 1.24.01 Committees will be established through action of the Board;
- 1.24.02 The Chairperson of each committee and the Board members serving on each committee shall be appointed annually by the Board President;
- 1.24.03 The Chairperson of each committee shall be a member of the Board;
- 1.24.04 No more than three (3) Board members may serve on any one committee;
- 1.24.05 Committees may consist in part of non-members of the Board. The Committee chairperson shall annually appoint non-members;
- 1.24.06 The Superintendent shall serve as an ex-officio member of all Board committees;

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- 1.24.07 All committee appointments shall be for a one-year period;
- 1.24.08 Committees may be dissolved at any time by a majority affirmative vote of the full Board;
- 1.24.09 Committees shall function in advisory capacity only. Committees shall have general responsibilities to study, investigate, consult, and make recommendations to the Board and/or the Superintendent regarding specific areas but have no authority to take official action on matters under their consideration.

The Board has established the following standing advisory committees. All Committees must have a quorum of two members, including Committee Chair or designee, in order to pursue Committee business or adopt any action. Committees may meet in closed, executive sessions pursuant only to Section 1.22 of the Board By-Laws. Committee designations and functions include but are not limited to:

Finance and Transportation

Committee which reviews and approves annual Operating and Capital Budgets and individual expenditures in excess of \$25,000. It reviews the projection of future revenue sources and expenses required to meet the needs of agency programs in an orderly manner. Committee also oversees the transportation needs of the agency ensuring the safety and comfort of all transported consumers.

Personnel, Policy, Education, Health, Legislation and Long-Range Planning

Committee which reviews and makes determinations on all proposals regarding: personnel changes, benefits, education/training, health, terms and conditions of employment; Board policy additions, revisions, implementation. Also reviews legislative changes and their impact on the Board, reviews the annual plan and objectives, monitors new programs and needed development and maintains awareness on short- and long-term needs and issues facing the Board in the future.

Additional advisory committees may be established as deemed necessary by an affirmative vote of a majority of the full Board.

In addition to advisory committees, (such as Residential Services Advisory Council), ad hoc committees, (such as the Nominating Committee), may be established as deemed necessary by the Board President. The Board President reserves the right to appoint all members of any such ad hoc committees, including 169 Board appointment to the Deepwood Foundation Board of Trustees.

The Board shall also establish an Ethics Council which shall review all direct services contracts brought before the Board for approval. They shall review and make recommendations based on financial considerations and whether there are any preferential treatment or unfair advantage issues in regards to contracts presented.

The Board must make decisions in a timely manner in order to ensure adequate care for consumers. It is within the power of the Board to delegate the function of the above committees to the Superintendent. The Board shall empower the Superintendent of the Board to make decisions and bind the Board with regards to short-term emergency responses or financial commitment of less than Twenty-Five Thousand Dollars (\$25,000). Notification of the appropriate committee for their review will be made as soon as their next meeting and any discrepancies shall be resolved at the next regular Board meeting.

1.25 Board Legal Adviser:

The prosecuting attorney shall serve as the legal adviser to the Board. The Board may require written opinions or instructions from the prosecuting attorney on legal matters connected with its official duties. The prosecuting attorney shall prosecute and defend all suits and actions which the Board directs or to which it is a party. The Board may only employ other counsel or attorney with the written permission of the County Prosecutor or as provided by statute, court rulings, or State of Ohio administrative rules and regulations.

1.26 Board Policy Development and Adoption:

The adoption, revision, or repeal of Board policies is solely the responsibility of the Board. Policies, including the Board's bylaws, will be adopted, amended, or repealed only by the affirmative vote of a majority of those Board members present and voting when such action has been scheduled on the agenda of a regular or special meeting.

The Superintendent and Administrative Policy Review Committee shall be responsible for preliminary development of all policy proposals. Except in an emergency situation, policy drafts shall be submitted to the Board's Personnel, Policy, Education, and Health Committee for review prior to their submission to the full Board for action.

Unless otherwise specified, all policies and policy revisions shall be effective upon the date of their adoption by the Board and will supersede all previous policies in that area. Unless otherwise specified, the repeal of a policy becomes effective on the date the Board takes such action.

Copies of the Board's policy manual shall be kept in the Superintendent's office and the Board office and will be open to inspection by interested citizens, within a reasonable period of time, upon request during normal business hours.

1.27 Board Policy Format:

Policies adopted by the Board shall include:

- A. Purpose: A brief statement of policy objective.

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B. Reference:
If appropriate, citation of applicable statute, administrative rules and regulations, or standards of appropriate regulatory or licensure agencies.

C. Policy:
The Board herein adopts the definition of policy as promulgated by the Ohio School Boards Association: "...a definite course of action or method of action selected to guide and determine present and future direction..."

Board policies are statements which prescribe in general terms the organization and programs of the Lake County Board of DD/Deepwood. They create a framework within which the Superintendent and his/her staff can discharge their assigned duties. They tell what is wanted and what is expected. Policy is an expression of the goals and objectives of the agency. Rules, regulations, and administrative procedures are tools which the administration uses to implement and enforce these policies.

The difference between policy and procedures is the vital dividing line between the board function and the executive function. Policy can originate outside the agency, but administrative procedures originate internally.

A third area which provides the administration with additional latitude is administrative regulations. When there is no Board policy to cover a specific subject, the Superintendent shall be empowered to give direction through the establishment of administrative regulations until appropriate policy can be considered.

D. Distribution:
Identification of those persons or groups affected by the policy and/or responsible for its implementation.

E. Date of Board Adoption

1.28 Board Policy Implementation and Dissemination:

The Board delegates to the Superintendent the function of specifying the detailed procedures necessary to implement the policies adopted by the Board. These administrative procedures need not be approved by the Board except as required by law, or in cases where strong community attitudes or probable staff or parental reaction make it necessary or advisable for such procedures to be formally approved by the Board. In such cases, the Board's approval of administrative procedures will be accomplished in the same manner as Board adoption of policies.

When appropriate, the Board will review procedures developed by the administration to implement policy, but it will revise or veto such procedures only when, in the Board's judgment, they are inconsistent with Board-adopted policies.

Administrative procedures will be properly coded and included in the Board's policy manual. Those officially approved by the Board will be so marked; all others will be signed by the Superintendent and indicate effective date. The Superintendent shall devise appropriate means for disseminating Board policies and administrative procedures to those persons or groups directly affected.

1.29 Board-Staff Communications:

The Board wishes to maintain effective, open lines of communication between itself and agency staff. The basic channel of communication will be through the Superintendent and/or designee.

1.29.01 Staff Communications to the Board

All communications or reports to the Board or to any of its subcommittees from staff members will be submitted through the Superintendent and/or designee. This procedure does not deny the right of any employee to appeal to the Board administrative decisions on important matters, provided that the Superintendent has been notified of the forthcoming appeal and that the appeal is processed in accordance with existing Board policies and applicable contract provisions regarding complaints and grievances. Staff members are also reminded that Board meetings are public meetings. As such, they provide an excellent opportunity to observe firsthand the Board's deliberations on issues of staff concern.

1.29.02 Board Communications to Staff

All official Board communications, policies and directives of staff interest and concern will be communicated to staff members through the Superintendent and/or designee. The Superintendent will develop and maintain appropriate methods for keeping staff members fully informed of the Board's concerns and actions.