



The Harris Center for Mental Health and IDD  
9401 Southwest Freeway Houston, TX 77074  
Board Room# 109

**Board Planning Workshop**  
May 23, 2023  
11:00 am

**I. DECLARATION OF QUORUM**

**II. PUBLIC COMMENTS**

**III. REVIEW AND TAKE ACTION**

- A. Bylaws of the Board of Trustees of the Harris Center for Mental Health and Intellectual Developmental Disabilities  
*(EXHIBIT B-1 Kendra Thomas/Shaukat Zakaria)*

**IV. REVIEW AND COMMENT**

- A. FY 23 Strategic Plan Update  
*(Wayne Young)*
- B. Jail Operations  
*(Wayne Young/Board of Trustees)*
- C. Community Partnerships  
*(Wayne Young/Board of Trustees)*
- D. FY24 Budget Assumptions Discussion  
*(Vanessa McKeown)*
- E. Structure for Clinical Operation/Financial KPIs by Clinic  
*(Wayne Young)*
- F. Board Committee Structure and Time Allocation  
*(Board of Trustees)*
- G. Integrated Care Discussion (FQHC Designation)  
*(Wayne Young)*
- H. Facilities/Capital Planning Discussion  
*(Carrie Rys/ Todd McCorquodale)*

**V. EXECUTIVE SESSION**

• **As authorized by §551.071 of the Texas Government Code, the Board of Trustees reserves the right to adjourn into Executive Session at anytime during the course of this meeting to seek legal advice from its attorney about any matters listed on the agenda.**

• **Pursuant to Tex. Government Code §551.074, Discussion regarding the Mid Year Performance Evaluation of the Chief Executive Officer. S. Zakaria, Board Chair**

• **In accordance Section 551.074 of the Texas Government Code, deliberations about the evaluation and duties of the Harris Center Board of Trustees. S. Zakaria, Board Chair**

- VI. RECONVENE INTO OPEN SESSION
- VII. CONSIDER AND TAKE ACTION AS A RESULT OF THE EXECUTIVE SESSION
- VIII. ADJOURN

*Veronica Franco*

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Veronica Franco, Board Liaison  
Shaukat Zakaria, Chair, Board of Trustees  
The Harris Center for Mental Health and IDD



# **EXHIBIT B-1**

Status **Pending** PolicyStat ID **13141066**



Origination 03/1976  
 Last Approved N/A  
 Effective Upon Approval  
 Last Revised 05/2023  
 Next Review 1 year after approval

Owner Demetria Martin:  
 Mgr  
 Area ByLaws

## Bylaws of the Board of Trustees of the Harris Center for Mental Health and Intellectual Developmental Disabilities

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### 1. Name

The name of the organization (hereinafter referred to as the "Board") is **BOARD OF TRUSTEES FOR THE HARRIS CENTER FOR MENTAL HEALTH AND INTELLECTUAL DEVELOPMENTAL DISABILITIES (hereinafter the "Agency")**.

### 2. Office

The Principal office of the Board shall be located at 9401 Southwest Freeway, Houston, Texas. The location of such principal office may be changed from time to time by the Board.

### 3. Activities

The Board shall govern the operation of the Agency as a community mental health and intellectual disability center that provides mental health and intellectual disability services to persons in Harris County, Texas, in accordance with chapter 534 of the Texas Health and Safety Code, rules and regulations promulgated by the Texas Department of Health Services thereunder, and applicable federal laws. In that connection, the Board shall also ensure that the Agency acts in partnership with the Harris County Commissioner's Court, Harris Health, and other local agencies in Harris County, for the purpose of providing mental health and intellectual disability services to the people of Harris County, Texas, in the most productive and efficient manner possible.

## 4. Trustees

The members of the Board shall consist of nine (9) trustees who are residents of and qualified voters in Harris County, Texas. Such trustees shall be appointed by the Harris County Commissioners Court for terms of two years from the date of their appointment or until their successors are appointed. The Harris County Commissioners Court shall appoint trustees so that at least three vacancies on the Board should occur each year.

The Harris County Commissioners Court shall appoint a local county sheriff to serve as an ex officio nonvoting member of the Board for the duration of the sheriff's term in office. An ex-officio nonvoting member shall have all rights and privileges of being board a member except voting.

A trustee may resign from the Board at any time, submitting his resignation in writing to the Commissioners Court with notification to the Chairman or Secretary of the Board. If a vacancy shall occur on the Board by reason of death, resignation, or otherwise, the Board shall request the Harris County Commissioners Court to appoint a successor or successors for the unexpired term or terms. A trustee may be re-appointed to the Board by the Harris County Commissioners Court at the expiration of his/her term of office.

## 5. Meetings of the Board

### 1. Procedure

**Robert's Rules of Order** shall govern the procedure at meetings unless notified by standing or special rules of the Board or by a majority vote of a quorum present at a particular meeting.

### 2. Quorum

A majority of the existing membership of the Board at any meeting shall constitute a quorum for the transaction of business and each member present at any meeting shall be entitled to one vote on any matter brought before said meeting and there shall be no absentee voting by any member of the Board under any conditions; provided, however, that a member may participate in and vote at a meeting by video conference call, if done in accordance with the Texas Open Meetings Act, Tex. Gov't Code. Sec.551.127. The nonvoting ex-officio board member shall not be included in the count for the purpose of establishing a quorum.

### 3. Election of Officers

The Board shall annually elect officers at its regularly scheduled meeting each January, or as necessary to fill vacancies in officer positions.

### 4. Vacancies; Resignation of Officers If a vacancy of an officer position shall occur because of resignation, death, or otherwise, the Board shall immediately vote to elect a trustee to fill the officer position until the next annual elections in January. A Trustee resigning from an officer position shall provide a letter of resignation to the Commissioner's Court, the Board Chair and Secretary of the Board that includes the effective date of the Trustee's resignation and a statement that the Trustee is resigning from an officer position. An officer's resignation takes effect on the later effective date or future event specified in the letter of resignation or on the date the Board Chair and Secretary receives the notice if no specific event or date indicated in the letter of resignation.

### 5. Regular Meetings

Regular meetings of the Board shall be held monthly in Harris County, Texas at a place and time designated by the Board. Board meetings are open to the public and recorded to the extent required and in accordance with the Open Meetings Law.

**6. Special Meetings**

Special meetings of the Board may be called by the Chairperson, the Vice- Chairperson (when performing the duties of the Chairperson), or by vote of the Board.

**7. Emergency Meetings and Subject Added to Agenda**

Emergency meetings of the Board may be held, and an emergency item added to an already posted agenda, if done in accordance with the Texas Open Meetings Act, Tex. Gov't Code. Sec. 551.045.

**8. Notice of Meetings**

Written notice of the time, place, and agenda of each regular or special meeting must be posted in a place readily accessible to the general public at all times, no later than seventy-two (72) hours before the scheduled time of the meeting, as required under the Texas Open Meetings Act, Tex. Gov't Code, chapter 551, subchapter C.

It shall be the duty of the Chairperson, the Secretary of the Board, or an approved designee to timely notify the members of the Board of all meetings and any supplemental subject being added to an agenda.

Pursuant to the Texas Open Meetings Act, Tex. Gov't Code Sec. 551.045, notice of an emergency meeting or the supplemental notice of an emergency item added to an agenda shall be posted for at least two (2) hours before the meeting is convened. Notice of an emergency meeting or an emergency item must clearly identify the emergency or urgent public necessity for call the meeting or for adding the item to the agenda of a previously scheduled meeting.

**9. Order of Business**

Generally, the order of business will be as follows:

1. Declaration of a quorum
2. Public Comments
3. Approval of Minutes
4. Chief Executive Officer's report
5. Consent Agenda, including consideration and action on recommendations of Board Committees
6. Items for separate Board consideration and action, as required
7. Review and Comment
8. Board Chair's Report
9. Executive Session
10. Reconvene into Open Session
11. Consider and Take Action on Executive Session items

12. Information
13. Adjournment

#### 10. **Public Comments**

Every citizens shall be permitted two (2) minutes for public comments at each Board meeting. Time for public comment may be extended by motion. Citizens wishing to appear before the Board during the comment section shall complete a form provided by the Agency for that purpose.

#### 11. **Board Committees**

The Board shall convene committees as it deems appropriate. The Board shall convene committees as it deems appropriate. The Board shall maintain as standing committees a Program, Resource, Quality, Governance, and Audit Committee.

##### a. The role of each of the committees shall be as follows:

1. Program Committee – oversees all Agency patient/consumer services and programs and related matters.
2. Resource Committee – oversees all matters pertaining and/or related to financial resources, personnel, facilities, and capital assets of the Agency.
3. Quality Committee – oversees all Agency quality, effectiveness and outcome related matters.
4. Governance Committee – reviews and recommends all Board policies and procedures, Board operations, Nominations for officers, and the Board development plan.
5. Audit Committee – adheres to the investment policy and oversees all Agency audit and compliance activities, both financial and programmatic, from internal or external sources.

##### b. **Resource, Program, Quality and Governance Committee Appointments**

Membership on the Board Program, Resource, Quality and Governance Committees, including the Chair of each such committee, shall be by appointment of the Board Chair. Each committee shall be composed of no less than three (3) Board members and no more than five (5). Each member of the Board shall be assigned to one or more committees. The Chair of the Board shall be an ex-officio member of each of these committees. As a general rule, each committee shall meet at a regular time and day per month, although the exact day and time may be varied from time to time to accommodate Board member schedules and Agency business considerations. Each committee member shall notify the committee chair, or his/her designee, at least 24 hours in advance if he/she is unable to attend a specific meeting due to schedule conflicts or other reason.

To ensure a quorum and facilitate the business of the Board committees:

1. The Board Chair shall appoint at least one Board member to serve as an alternate member of each committee on an on-going basis. The alternate member will have voting status on the committee for which he/she has been appointed as an alternate in the event a quorum of the standing members is not available for a given meeting. The alternates are encouraged to attend and participate in their committee's discussion on a

regular basis. The Board Chair shall also have the authority to appoint additional alternate members with voting status for any committee on an ad hoc basis, if the same is necessary to achieve a quorum at any given meeting.

2. Alternatively, the Chairs of the Program, Resource, Quality and Governance Committees may designate Board members present at any given Committee meeting as voting members of the Committee. Members of the Audit Committee may serve on the Audit Committee only in accordance with subsection (c).
3. In addition, the Board Chair shall serve as an ex-officio member of the Program, Resource, Quality, Governance and Audit Committees and shall be included for purposes of determining the existence of a quorum. The Board Chair may also vote on any matter before the committee for which a vote is taken.

**c. Audit Committee Appointments**

The Audit Committee may be comprised of up to seven (7) members, including a minimum of four (4) Board members, approved by the Board of Trustees at the next regular meeting of the Board following Board Officer elections. The Audit Committee may also include outside members, approved in the same manner. The members of the Audit

Committee shall meet the independence and experience requirements as established by the Board of Trustees with at least two members having basic knowledge about financial statements (i.e., "financial literacy").

The Officers of the Board will collaborate with the Chief Executive Officer in recommending Board members for Board consideration and approval. Members shall be recommended based on:

1. Interest and willingness to serve
2. Expertise as it pertains to the Committee carrying out its charge
3. Diversity of the Committee

The chair of the Audit Committee shall be selected by the Board Chair from amongst those Board members on the committee. The various members shall serve for two-year terms, staggered to assure continuity. An individual may serve additional terms on the Committee should the member and the Board so desire. Additional members or replacement members to fill vacancies shall be recommended under the same policy and approved at the next regular Board meeting following their recommendation.

## 6. Powers and Duties of the Board

The Board shall have such powers and authority and perform such duties as shall be conferred upon it by state law, including Tex. Health & Safety Code, Chapter 534, as it may be amended, consistent with the creation of The Harris Center for Mental Health & IDD (formerly known as the Mental Health and



Mental Retardation Authority of Harris County) by the Harris County Commissioners Court.

1. **Attendance**

If a Trustee intends to be absent from a Board Meeting, Board Committee Meeting or a Special Call Meeting, he/she shall provide notice of his/her absence by submitting written notice to the Secretary of the Board, the Chair of the Board or the Chief Executive Officer (CEO) prior to the meeting being convened.

2. **Attendance Records**

Attendance records of all members of the Board of Trustees for all regular Board meetings, Board Committee meetings and Special Call meetings shall be maintained in the office of the CEO. Complete and cumulative attendance records of all members of the Board for all regular Board meetings, Board committee meetings and Special Call Meeting for each six month attendance period (January through June and July through December) shall be forwarded by the office of the CEO to the Commissioner's Court within fifteen (15) days of the end of each attendance period.

## 7. Officers of the Board

The officers of the Board shall consist of a Chair, one or more Vice Chairs, and a Secretary, who shall be elected annually by the Board and shall hold office until their successors have been elected and qualified. In the event of the absence or disability of any officer of the Board, the Board may delegate such officer's powers and duties, for the time being, to any other officer or member of the Board.

1. **Duties of the Chair**

The Chair shall preside at all meetings of the Board. He/she shall be the chief executive of the Board and shall perform all duties commonly incident to his/her office and such other duties as the Board shall designate from time to time.

2. **Duties of the Vice Chair**

The Vice Chair shall be vested with all the powers and shall perform all of the duties of the Chair, in case of the absence or disability of the Chair and, in addition, shall have such powers and perform such duties as the Board may from time to time determine.

3. **Duties of the Secretary**

The Secretary shall ensure that accurate minutes are kept of all meetings of the Board, shall perform all of the duties commonly incident to his/her office, and shall perform such other duties and have such other powers as the Board shall designate from time to time.

## 8. Communicating with the Board

1. The Board shall have the right and duty to be fully informed on all matters which influence its obligations as trustees. Nothing herein shall be construed to prevent the Board from informing itself as it deems proper. The Board shall at all times be free to seek and receive information to ensure its policies and directives are effectuated.

Individual Board members may also seek and receive information from the Chief Executive Officer ("CEO") and with the express prior consent of the CEO, seek and receive the information from specified staff members. In no event, however, may individual Board members direct staff in the performance of their duties.

2. The channel of staff communication to and from the Board shall be through the CEO, except that the Internal Auditor, Chief Financial Officer or Chief Compliance Officer may communicate directly with the Board as their fiduciary obligations may require. The Board and its committees may also communicate directly with staff at called meetings.
3. All proposals for consideration by the Board shall be presented by staff to the CEO in sufficient time for review and inclusion in the published agenda materials. The CEO shall consider such proposals and make recommendation thereon in the agenda prepared for a Board committee or monthly Board meeting. Except in the case of an emergency, proposals not received by the CEO within the time prescribed shall be automatically deferred until the next meeting of the Board. The final Board agenda must be approved by the CEO and the Chair.
4. All Board members shall have Harris Center email accounts. Members of the Board shall use The Harris Center email accounts for all Board-related electronic communications. All electronic communications regarding public business shall be limited to emails only.

## 9. Board Training Requirements: The Responsibility of Governance

### 1. New Board Member Training

Before a member of a Board of Trustees commence service on the Board, the member shall attend at least one training session administered by The Harris Center's professional staff to receive information as required by Ch. 534 of the Tex. Health & Safety Code relating to:

- a. The enabling legislation that created the community center;
- b. The programs the community center operates;
- c. The results of the most recent formal audit of the community center;
- d. The requirements of the Texas Open Meetings Act, Tex. Gov't Code, Ch. 551, and Texas Public Information Act, Tex. Gov't Code, Ch. 552;
- e. The requirements of conflict of interest laws and other laws relating to public officials; and,
- f. Any ethics policies adopted by the community center.

### 2. Annual Board Training

Each Board member shall participate in an annual training program administered by the professional staff of The Harris Center, including The Harris Center's legal counsel which shall cover subjects as provided for in statute and regulation.

### 3. Training Development

The Board of Trustees shall establish an advisory committee to identify subjects for training. The advisory committee shall include representatives of advocates for persons with mental illness or an intellectual disability and representatives of the Board's Governance Committee.

## 10. Amendments

These Bylaws and these Policies may be amended at any meeting of the Board by two-thirds (2/3) vote of the trustees present, provided that notice of the proposed amendment or amendments shall have

been given in the notice of such meeting. Notice of proposed amendments shall be given to the trustees at least seven (7) days prior to the meeting.

## 11. Statutory Requirements

The foregoing provisions of these Bylaws notwithstanding, neither the Board nor any committee shall be formed, convened, or appointed, exercise any power, authority, prerogative, or assume any duty or responsibility which is contrary to the Texas Health and Safety Code, Chapter 534, or any other provision of the laws and Constitution of the State of Texas.

## 12. Effective Administration of the Agency

1. The Board of Trustees, as a body, is responsible for governance of the Agency through the adoption and enforcement of Agency policy, and the performance of duties and obligations as required by law. Individual Board members have no authority except when acting as part of the Board in a duly called meeting or as a Board officer, performing the specific duties of the position to which he or she has been elected.
2. The CEO is responsible for the day to day operation of the Agency, including the employment, training, evaluation, and supervision of all personnel necessary to administer the Agency's programs and services.

## 13. Trustee

A Trustee may be censured by the Board and/or his or her removal recommended to the Harris County Commissioners Court for conduct which is contrary to the policies of the Agency or is against the best interests of the Agency. Actions considered not to be in the best interest of the Agency include, but are not limited to the following:

1. Failure to abide by the laws of the United States, the State of Texas, county and municipal authorities; and
2. Serious violations of the Agency's bylaws, policies, or employee guidelines.

## 14. Chief Executive Officer (CEO)

The Board of Trustees shall conduct an annual written performance evaluation of the CEO. The Board of Trustees shall consider the CEO job description, annual goals and objectives and any other relevant factors identified and approved by the Board. The CEO performance evaluation period shall begin in September and conclude in November each year. The steps for the Chief Executive Officer performance appraisal process is as follows:

- a. In September, the Board of Trustees shall review the Performance Appraisal Process by disseminating the appraisal tool to all Trustees and the self-evaluation tool to the Chief Executive Officer.
- b. In October, the Board of Trustees shall convene an Executive session to discuss the appraisal and review the CEO written self-evaluation.

- c. In November, the Board of Trustees shall convene an Executive session and finalize the results and recommendations for the CEO performance appraisal. The Board of Trustees shall meet with the CEO to discuss the results of the appraisal process and the resulting Board decisions and recommendations.

## Approval Signatures

Step Description	Approver	Date
Management of Board Approval	Christopher Webb: Audit	Pending
CEO Approval	Wayne Young: Exec	05/2023
Legal Review	Kendra Thomas: Counsel	05/2023
Initial Legal Review	Shannon Fleming: Counsel	05/2023
Initial Assignment	Demetria Martin: Mgr	05/2023