



NAMI Board of Directors Meeting Minutes -APPROVED
Thursday, September 24, 2020 | 6:00pm-8:00pm ET
via Zoom

2020-21 Board Members Present:

Shirley Holloway, President, (22)
Joyce Campbell, 1st Vice-Pres. (21)
Charma Dudley, 2nd Vice-Pres. (22)
Dave Stafford, Treasurer (21)
Carrie Roach, Secretary (22)
Carlos Larrauri (23)
Connie Mom-Chhing (23)
Jim Reiser (22)

Lisa Carchedi (22)
Lisa Dixon (23)
Micah Pearson (23)
Steve Pitman (21)
Tracy Plouck (22)
Vanessa Fernandes (21)
Vanessa Price (23)
*Adrienne Kennedy (20), IPP *ex officio*

Council Chairs Present:

Brenda Scott, ED Council
Jeremiah Rainville, Peer Leadership Council
Kay Jewell, State Presidents' Council
Nadine Lewis, SMVF Council

Board Members Absent:

Stacey Owens (21) (*excused*)

Key Staff Members Present:

Daniel H. Gillison, Jr., CEO, ex officio
David Levy, CFO
Angela Kimball, Nat'l Director, Adv & Pub Policy
Annette Gantt, Nat'l Director, Field Adv
Karen Gerndt, Nat'l Director, Info., Supt & Educ

Lisa Lewis, CHRO, Human Resources
Monica Villalta, Nat'l Dir. of Inclusion & Div. Off
Sean Stickle, Director, IT
Teri Brister, Nat'l Director, Res & Qual Ass
Ken Duckworth, CMO

- I. Meeting called to order by Holloway at 6:16pm ET with quorum established by Roach
- II. Agenda approval called for by Holloway, motion made by Pitman, 2nd by Campbell, motion carried
- III. Consent Agenda approval called for by Holloway, motion made by Pearson, 2nd by Dudley, motion carried (see attachment)
- IV. Q2 Board Meeting, Election of Officers and Annual Meeting Minutes approval called for by Holloway, motion by Pitman, 2nd by Mom-Chhing, motion carried (see attachment)
 - A. 2020.07.08, 14 Minutes of Q2 Board Meeting Minutes – APPROVED
 - B. 2020.07.17 Minutes - Board of Directors' Meeting Minutes - Election of Officers – APPROVED
 - C. 2020.07.18 NAMI Annual Business Meeting Minutes with 2019-2020 Treasurers Report on FY2019 - APPROVED
 - D. 2020.08.13 – Executive Committee Minutes - APPROVED
 - E. 2020.09.14 – Executive Committee Minutes – DRAFT

- V. Conflict of Interest: Staff, Board Members, and Officers (Stanley Jutkowitz, Esq., Seyfarth Shaw, LLP) presentation by legal counsel, questions addressed, recommendation for best practices to be put into procedures and carried forward. (see attached slide deck, NOTE: Secretary removed draft reference in footnote 65573811v.3)

A. Revised Board OPPs Section 2.6, Conflict of Interest Policy, received from legal counsel approval called for by Holloway, motion by Campbell, 2nd by Pitman, motion carried. (see attachment)

- VI. CEO et al Report by Daniel H. Gillison, Jr. and staff (see attachment)
 - A. Finance and Convention 2020 Summary was presented by David Levy (pages 1-13)
 - B. Field Advancement was presented by Annette Gantt verbally
 - C. Technology, Education, and Support was presented by Karen Gerndt verbally
 - D. Research & Quality Assurance was presented by Teri Brister and Ken Duckworth (pages 14-17)
 - E. Advocacy & Public Policy was presented by Angela Kimball verbally
 - F. Strategic Alliance & Development was presented by Katrina Gay & Amy Hutchinson (page 18)
 - G. Salesforce was presented by Sean Stickle verbally
 - H. Human Resources was presented by Lisa Lewis (pages 19-22)
 - I. Diversity, Equity and Inclusion was presented by Monica Villalta verbally
 - J. Convention Overview was given by Dan verbally
 - K. A Wrap up was given by Dan

- VII. Announcement of facilitated discussion on Racism and Mental Illness on October 9 at 5:00–8:00pm ET - (Holloway/Gillison)

VIII. ACTION ITEMS

- A. Committee Definitions in Bod OPPs Section 5.3.2 vote called for by Holloway, motion out of Board Policy & Governance Committee carried.

Advisory Council chairs may elect to participate on the committee in an ex officio, non-voting capacity.

- B. Immediate Past President Definition in BoD OPPs Section 4.1.2 vote called for by Holloway, motion out of Board Policy & Governance Committee carried.

The Immediate Past-President

- remains a member in good standing with NAMI
- serves by appointment of the President and CEO, and is not voted on by the membership
- will serve for a term of one year, beginning on the first day of the NAMI Board calendar year immediately following their term as President after elections are conducted
- serves as advisor to the President and assists the Executive Committee where needed

- ensures the successful onboarding of the President and Executive Committee members
- assists with special projects as assigned

C. Termination of NAMI Antelope Valley called for by Holloway, Motion to approve the termination of NAMI Antelope Valley made by Campbell, 2nd by Pearson, motion carried unanimously with some discussion. (see attachments 1) Draft Termination Letter; 2) Termination Checklist; 3) Copy of Email Message dated March 19, 2019 from Gaffney to Jean Harris re NAV)

IX. Governance Issues

A. For Information Only - GLAC letter of response being drafted within Board Policy & Governance Committee (see attachment)

B. For Information Only - NAMI Colorado alleged conflict of interest toward NAMI Arapahoe Douglas County (AD-CO)

1. The Board Policy & Governance Committee recommend bringing the action of due diligence and a letter of response regarding said conflict of interest. During its September 16th, 2020 meeting, the Board Policy & Governance Committee made a motion to request that the Executive Committee refer to legal counsel the allegation of NAMI CO towards NAMI AD-CO of the potential and alleged conflict of interest, copyright, or other forms of infringement. Motion so moved by Campbell, seconded by Roach. Motion carried unanimously (per DRAFT minutes) (see attachment: NAMI CO - Copy of Email Messages re AD-CO and COI)

X. Final comments and announcements called for by Holloway – Gillison made final comments and thanked the Board and Staff. Refer to CEO Report (attachment).

XI. Adjournment called for by Holloway, meeting adjourned at 9:04pm ET

NEXT Quarterly Board Meeting: December 3 and 4, 2020 from 6:00-8:00pm ET each night [5:00-7:00pm CT, 4:00-6:00pm MT, 3:00-5:00pm PT, 2:00-4:00pm AKT]

Respectfully Submitted,

Carrie Roach, NAMI 2020-2021 Secretary
September 24th, 2020