

January 29, 2025

SOUTHWEST COUNSELING SERVICES BOARD OPERATIONS MANUAL

Duties, responsibilities and authorities should be defined so that all parties within an organization understand their roles and responsibilities in each major function or operation. Those definitions should be available quickly as needed. The purpose of this manual is to provide a starting point for board members to discuss the development of policies, procedures, and workflows, that will define each level of leadership at Southwest Counseling Services. It provides a framework, a listing of areas that are state mandated, and a grouping of common practices that will provide some insights and guide discussion to areas where specific rules are needed. It is provided at the request of the organizational leaders who seek more concrete guidance and clarity in their roles. It is hoped the board's review and customization of this manual will assist in addressing the strategic goals for 2025 which include **"Organizational Alignment/Update Vision & Mission/New Financial Reporting."**

Traditionally, a Board Operating Manual is an elaborate "cheat sheet". It contains a few key pages that gather all the organization's legal requirements and operating practices in a single place and provides short brief answers as compared to longer and more formal policies and procedures. A Board Operating Manual is not a necessary standard, but it does help address key problems most public service boards face. They include:

- Boards can often be pulled into management issues to the neglect of governance policy. The resulting conflicts are wasteful of the valuable resource of board member time.
- Boards document their decisions in meeting minutes, but minutes do not organize key procedures in a way that allows for easy reference. Prior decisions are forgotten, or simply changed without the board even being aware that they exist.
- Managing company work is often awkward and cumbersome. Functions are not their most effective or efficient as board members and staff are not sure of their roles. This slows actions and causes key members to refrain from contribution because of the uncertainty.
- Executive staff have an essential role in execution, but in the absence of clear boundaries, actions can exceed authority.

In each section there are a few sentences in the introduction area that are fundamental explanations of the purpose. These informational items are shown in italics and are not rules. Other elements – those defined by state law - cannot be amended. Those are noted in each section with the state legal citation shown at the end of the requirement in bold letters. The remainder of the provisions, while they may represent best practices, can all be amended to satisfy the local needs and desires of the county and board and should be reviewed by the board, county and executive leadership to assure they reflect the will of the community and are clear in terms of expectations.

There are five key areas of focus for the manual. They include:

1. Purpose Of Community Board And Southwest Counseling Services
2. Board Membership And Structure
3. Relationship Of The Board And County Commission
4. Board And Executive Leaders Roles In Governance
5. Corporate Ethics

I. PURPOSE OF COMMUNITY BOARD AND SOUTHWEST COUNSELING SERVICES.

The purpose of the organization is a key foundational element. It may be worth further consideration that the Wyoming law envisions a broader range of services than the traditional community health center.

A. PURPOSE OF COMMUNITY BOARDS

“The purpose and intent of a community board is to establish, maintain and promote the development of a comprehensive range of services in communities of the state, to provide prevention of, and treatment for individuals affected by mental illness, substance abuse, or developmental disabilities, and to provide shelter and crisis services for victims of family violence and sexual assault. Sweetwater County Commission has established the Board of Southwest Counseling Services as a community board service Sweetwater County.” **WY stat § 35-1-612**

B. PURPOSE OF SOUTHWESTERN COUNSELING SERVICES

- i. The mission of Southwest Counseling Services is to provide comprehensive, integrated mental health and substance abuse services that promote recovery and wellness.
- ii. The vision of Southwest Counseling Services is to be the provider of choice and excellence.
- iii. The values of Southwest Counseling Services Include:
 1. Provide high quality, accessible and cost-effective care
 2. Provide an environment that treats people with respect and dignity.
 3. Provide excellent customer service.
 4. Provide a working environment where employees are engaged and committed to their work.
 5. Provide for continual education, advocacy, and collaboration with community partners.
 6. Provide business practices that are efficient, accountable, and honest.

II. BOARD MEMBERSHIP AND STRUCTURE

While most public service companies have very flexible rules on membership, The membership and structure for a community board is defined and mandated by Wyoming state law. The provisions in this section cannot be amended or changed by the County Commission or any Community Board. The law suggests that a Community board may have authority in specific areas in two or more organizations or two or more counties. If that were to occur, these items would need to reflect the laws that are applicable to those types of boards.

A. MEMBERSHIP

- i. A community or joint board shall consist of not more than nine (9) members. **WY stat § 35-1-616**
- ii. The members of a community board shall be appointed by the county commissioners. **WY stat § 35-1-616**
- iii. Members of community boards shall serve for rotating terms of four (4) years. Of the members first appointed, one-third (1/3) shall be appointed for two (2) years, one-third (1/3) for three (3) years and one-third (1/3) for four (4) years. No member shall serve more than two (2) consecutive terms. **WY stat § 35-1-616**
- iv. A member of a community board may be removed by the appointing authority for neglect of duty, misconduct or malfeasance in office after receiving a written statement of charges and an opportunity to be heard. **WY stat § 35-1-616**
- v. Vacancies shall be filled for unexpired terms in the same manner as original appointments. **WY stat § 35-1-616**
- vi. The members of a community board may receive per diem compensation and may be allowed necessary and actual expenses to be audited and paid in the same manner as other expenses of the county. **WY stat § 35-1-616**

B. MEETINGS AND OFFICERS

- i. A majority of the board constitutes a quorum. All actions of the board shall be approved by a majority of those present at the meeting. **WY stat § 35-1-617**
- ii. The board shall elect from its members a chairman to preside at meetings, a secretary to maintain the records and a finance officer who shall file with the board a bond with an approved

corporate surety in the penal sum designated by the board. **WY stat § 35-1-617**

C. OPERATING COMMITTEES

The board can establish and staff as many committees as it deems effective to insure its guidance. There are no state or county mandates applicable to this and the recommendations noted can be modified for the specific needs and practice of the company. Many public service organizations include some or all the following:

- i. **Executive Committee:** Acts on behalf of the board between meetings, usually made up of the board officers. Sets the agenda for board meetings and ensures implementation of board decisions. This committee often acts as the group that evaluates executive leadership of the organization, and manages conflicts between staff, community members, or county commissioners that are critical to the company.
- ii. **Finance Committee:** Oversees financial planning, budgeting, and reporting. Responsible for ensuring the organization's financial health and integrity and integrity of financial reporting by working closely with external auditors. Their oversight includes assuring the compliance with laws and regulations and internal controls. It works with the leaders of the company on decisions concerning which grants to seek and recommends those for board approval.
- iii. **Program/Services Committee:** Oversees planning and implementation of programs and services and ensures they align with the organization's mission and goals. This group works with leadership to establish and monitor quality metrics and assure payer guidelines for certification are met.
- iv. **Human Resources/Personnel Committee:** Manages policies related to human resources, including hiring and evaluating the executive director, and overseeing personnel policies.

III. RELATIONSHIP OF THE BOARD AND COUNTY COMMISSION

This relationship is almost exclusively controlled by state law. The one area that remains vague is the timing for the delivery of a comprehensive plan to the county commissioners. This most

likely should coincide with internal board planning sessions and be either annually or at the beginning of each strategic plan.

A. GENERAL PROVISIONS

- i.** The Community board is an agency of the county and assets and resources of the organization are also owned by the county. **WY Stat 35-1-615**
- ii.** The county which establishes or agrees to establish a community board, or community boards may appropriate funds for human services programs. (There is no mandatory amount or type of assets that the county must provide). **WY Stat 35-1-615**
- iii.** The Board of Directors of Southwest Counseling Services has duty to the county commissions to (i) Review and evaluate human services programs operating within its jurisdiction; (ii) Submit to the commissioners for the county of which it is an agency a comprehensive plan for the establishment, development and promotion of human services programs; (iii) Ensure that the human services programs which are authorized by the county commissioners and funded by the county are executed and maintained; and (4) Insure that clients are charged fees for services promulgated by the division. **WY Stat 35-1-619**
- iv.** As a general rule for guidance the board has the responsibility to plan and monitor direction for the organization and the executive leaders has the authority to execute under that plan with some levels of freedom.

IV. BOARD AND EXECUTIVE LEADER ROLES IN GOVERNANCE

The most common areas of conflict between organizational executives and public service boards exist in the domain of the boundaries and authorities each should have. In general, board members should not engage in daily management, but only in planning functions and in the monitoring of the execution of those elements that have been planned. Most common practice in these areas includes the following.

A. STRATEGIC DIRECTION:

- i. The board should set the mission, vision, and long-term goals of the organization with input from people they deem valuable to the function.
- ii. The board will assist the executive leadership through attendance at committee meetings in the development of annual and strategic plans. Once the executive leaders have developed this framework and received the approval of the executive committee of the board, the full board will vote to approve the annual or strategic plan. The plan is then prepared for presentation to the county commissioners.
- iii. Once the comprehensive plan is approved by the county commissioners, the board should ensure that the organization adheres to its mission and is moving toward its goals.
- iv. The executive leaders is responsible for executing the strategies and policies set by the board and ensuring alignment with the organization's mission and goals.

B. FINANCIAL OVERSIGHT

- i. It is the boards' role to ensure the financial health and integrity of the organization by approving budgets, monitoring finances, ensuring adequate internal controls, guaranteeing that money is spent as intended by the donor, and overseeing audits. The key function in managing this is to ensure the budget is generally within reasonable variances.
- ii. The budget will be prepared by executive leaders of the organization based on the rules and regulations of payers, historical trends and factors, and the strategic plan of the organization. Portions of the budget and strategic planning will need to be done concurrently.
- iii. The finance committee will oversee the development of the budget, contribute thoughts and recommendations as needed, and when the budget is completed, approve it for board review.
- iv. The board will approve or amend the budget. A summary of it will be provided to the county commissioners in the comprehensive plan.

- v. The executive leader should manage the organization's finances, including budgeting, accounting, and financial reporting. They are responsible to ensure that resources are used effectively and transparently.
- vi. The board will receive regular financial reports indicating the variance and explaining the variances that will likely occur because of inaccuracies in planning or changing circumstances. Where appropriate the executive team may recommend changes, The board may request a rebudget or approve expansions or reductions as circumstances exist.
- vii. In it not the responsibility of the board to approve or investigate individual expenses outside of the review of budget variances. The executive leaders of the company shall have the authority to approve and spend amounts under \$2500 without the approval or review of the board. Expenditures above that level require review and approval of the board before the expenditure is made.
- viii. In addition to budgeting and monitoring, the finance committee of the board should review and approve. any grant applications made by the company prior to their submission and assure they are aligned with the strategic and comprehensive plan of the company and that they are within the organization's capabilities. These matters are usually investigated in detail by the finance committee and reported to the full board for approval.

C. HUMAN RESOURCES

- i. The board has a responsibility to ensure that the number of employees and their compensation is fair and equitable and meet federal and state regulatory and legal standards, including all department of labor standards. The board should approve staff size and composition during budgeting and should approve individual additions during the year.
- ii. The Human Resources / Personnel Committee of the board will approve changes to the employee manual and the job classification and compensation plan and present them to the whole board for approval.
- iii. Board members should be particularly watchful of becoming involved in grievances or individual complaints or of involvement

in human resource related matters beyond those noted above. The board must maintain alignment in all these matters with the executive leaders and should avoid any appearance of conflict.

- iv. The executive leaders hire, supervises, and develops staff. It is their role to foster a positive work environment and ensures that staff are motivated and aligned with the organization's goals.
- v. One area where the board has full detailed control of HR decisions is in the selection and management of the job of executive leader. The board has full responsibility to (1) Appoint a director whose qualifications meet the standards fixed by the division; (ii) Prescribe the director's duties and fix his compensation; **WY Stat 35-1-618**
- vi. The Human resources/ personnel committee should develop a succession plan for the key leaders of the organization.

D. OTHER DUTIES OF THE BOARD AND EXECUTIVE LEADERS

- i. The board acts as the public face of the organization, building relationships with stakeholders, donors, volunteers, and the community at large.
- ii. The board should (i.) Make rules or regulations relating to the operation of services and facilities under the board's supervision, (ii) Contract for facilities or support services; (iii) accept donations of money or property; and (iv) expend funds for the purposes and programs of the community board, including necessary capital construction, as authorized by the county commissioners. **WY Stat 35-1-618**
- iii. The executive leader should oversee the daily operations of the organization, including program execution, administrative functions, and staff management.
- iv. The executive leaders should provide the board with accurate and timely information to make informed decisions work closely with the board chair to set meeting agendas and ensure effective governance. A regular portion of each meeting should be some element of education which should include discussions of quality standards and operations of programs, and changes in the state and economic conditions that will affect the organization

- v. The board should approve policies that manage the company at a high level and assure safety and effective treatment. Many of these are mandated by payers in establishing reimbursable service standards. In addition to clinical standards, these functions would include policies for governance, finance, human resources, and ethics.

V. CORPORATE ETHICS

Each board should have its own sections in this category that might include:

- *Code of ethics*
- *Whistleblower policy*
- *Confidentiality*
- *Conflict of interest*