



**Minutes of the Meeting of the Board of Directors
Friday, March 13 - Sunday, March 15, 2015
Arlington, VA**

Friday, March 13, 2015

Board Members Present

Joyce Burland	Lacey Berumen	Carol Caruso
Janet Edelman	Victoria Gonzalez	Jim Hayes
Adrienne Kennedy	Gary Mihelish	Dana Foglesong
Ron Morton	Ralph Nelson	Linda Jensen ¹
Gloria Walker	Marilyn Ricci	Jim Payne

Board Members Absent

Mike Weaver²

Staff Present

Mary Giliberti	Lynne Saunders	David Levy
Susan Gaffney	Ron Honberg	Katrina Gay
Sue Medford	Bob Scott	Darcy Gruttadaro
Emily Cepla		

Others Present

Andrea Hazlitt, *State Presidents Council Chair*
Lori Jarvis-Steinwert, *Executive Directors Council Chair*
Carrie Roach, *Consumer Council Vice-Chair*
Daniel Williams, *Veterans and Military Council Chair*
Lynn Borton, *Consultant*
Jon Hockman, *Facilitator*

Call to Order

The Chair called the regular meeting of the NAMI Board of Directors to order on Friday, March 12, 2015 at 9:00 a.m. in the Large Conference Room of NAMI headquarters, 3803 N. Fairfax Drive, Suite 100, Arlington, Virginia. A quorum was declared present. The meeting's agenda was approved by affirmation.

¹ Arrived late due to meeting on Capitol Hill with Andrew Sperling

² Absent in morning

Consent Agenda

The Chair asked if there were any additions, deletions or questions regarding the proposed Consent Agenda included in the binder. Upon motion by Lacey Berumen, seconded by Jim Hayes, the following items were approved.

1. Minutes, NAMI Board of Directors' meeting, November 14-16, 2014
2. Minutes, NAMI Board of Directors' executive committee meeting, December 22, 2014
3. Minutes, NAMI Board of Directors' executive committee meeting, February 18, 2015
4. Quarterly Reports – contained in **Tab 3** (Quarterly Reports) of the Board binder:
 - a. Executive Director's Report
 - b. Council Reports
5. Committee Reports & Committee Reports of Conference Calls – all Committee reports are contained in the relevant Committee's section of the Board binder.
 - a. Development Committee:
 - i. Minutes, January 8, 2015
 - ii. Minutes, February 12, 2015
 - b. Finance Committee:
 - i. Minutes, November 16, 2014
 - ii. Minutes, February 15, 2015
 - c. Governance Committee:
 - i. Minutes, December 8, 2014
 - ii. Minutes, January 12, 2015
 - iii. Minutes, February 9, 2015
 - d. Personnel Committee:
 - i. Minutes, February 23, 2015
 - e. Planning Committee:
 - i. Minutes, January 26, 2015
 - ii. Minutes, February 23, 2015
 - f. Policy Committee:
 - i. Minutes, December 16, 2014
 - ii. Minutes, January 12, 2015
 - iii. Minutes, February 9, 2015

Board Development/Winter Challenge/Updates

Board President and Chair Jim Payne asked everyone to make introduction to the group. Board members and Council chairs shared both personal and NAMI activities since the last Board Meeting.

Say It Out Loud Presentation

Darcy Gruttadaro, Director, Child and Adolescent Action Center and Emily Cepla, Program Manager, Child and Adolescent Action Center facilitated discussion of the new Say It Out Loud

project and showed the companion video. They also introduced the new Focus on Youth Advisory Group.

Strategic Driver #4: Focus on Youth

Small work group discussion on Strategic Driver #4: Focus on Youth was facilitated by Jon Hockman.

The Board recessed for lunch from 12:00-12:30 p.m.

Strategic Driver #1: Build a Movement

Small work group discussion on Strategic Driver #1: Build a Movement was facilitated by Jon Hockman.

At 2:00 p.m., the Board recessed for “Dessert Break with Staff” and reconvened at 2:30 p.m. for closure of the Strategic Driver #1: Build a Movement work group discussion that ended at 3:00.

Review of Board Members’ Conflict of Interest Disclosures

Upon motion by Carol Caruso, seconded by Lacey Berumen and approved by the Board, the Board moved into executive session to review the conflict of interest disclosures of all members and hold related discussion; updates were noted.

The Board came out of executive session at 3:15 p.m.

President’s Report

Board president and Chair Jim Payne provided a brief report on his activities during the last quarter. Among the highlights addressed were: work with the Governance Committee on the re-affiliation agreements; regular communications Mary and other staff; secured a \$2500 grant; initiated exploration for a partnership with the National School Board Association.

Executive Director’s Report

Mary Gilberti, executive director, provided her regular quarterly report and the NAMI Dashboard. Among the highlights addressed were: financial update, Development update, IT updates, NAMI signature programs, Communications, Governance/Operations, Center for Excellence, NAMI Walks, Convention, Public Policy and State Legislative Report. She reported that the initial rollout of the partnership with AKA is going well. A copy of her full report is on file in the NAMI office.

Council Reports

Chairs of the advisory councils reported on their activities and areas of interest/concern. Carrie Roach reported for the Consumer Council; Andrea Hazlitt reported for the State Presidents Council; and Daniel Williams reported for the Veterans and Military Council. Copies of Councils' full reports are on file in the NAMI office.

The Board recessed for the evening at 5:30 p.m.



**Minutes of the Meeting of the Board of Directors
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Saturday, March 14, 2015

The following Committee met between 9:00 a.m. - 10:30 a.m.:

- Governance Committee

The following Committees met between 10:45 a.m. - 12:15 p.m.:

- Personnel Committee
- Development Committee

The following Committees met between 1:15 p.m. - 2:45 p.m.:

- Audit Committee
- Convention Committee

The following Committees met between 3:00 p.m. - 4:30 p.m.:

- Planning Committee
- Finance Committee

The Policy Committee met between 4:45 - 6:15 p.m.

The Board recessed for the evening at 6:15 p.m.



**Minutes of the Meeting of the Board of Directors
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Sunday, March 15, 2015

Board Members Present

Lacey Berumen	Carol Caruso	Janet Edelman
Victoria Gonzalez	Jim Hayes	Marilyn Ricci
Linda Jensen	Adrienne Kennedy	Gary Mihelish
Ron Morton	Ralph Nelson	Jim Payne
Gloria Walker	Mike Weaver	Joyce Burland

Board Members Absent

Dana Foglesong³

Staff Present

Mary Giliberti	Lynne Saunders	David Levy
Ron Honberg	Susan Gaffney	Sue Medford
Chuck Harmon	Liz Smith	Bob Scott

Others Present

Andrea Hazlitt, *State Presidents Council Chair*
Lori Jarvis-Steinwert, *Executive Directors Council Chair*
Carrie Roach, *Consumer Council Vice-Chair*
Daniel Williams, *Veterans and Military Council Chair*
Lynn Borton, *Consultant*

The Board convened at 10:00 a.m. in the Large Conference Room of NAMI headquarters, 3803 N. Fairfax Drive, Suite 100, Arlington, Virginia with a quorum present. The Board went into Executive Session: Executive Director Evaluation.

The Board reconvened at 11:05 a.m. for Committee Recommendations for Board Action

Personnel Committee

The following motions were made by the Personnel Committee for Board action and, following discussion, were placed on the Consent Agenda without objection:

Motion 01-3/15/2015

Approve 2015 ED evaluation criteria

MOTION FROM COMMITTEE, REQUIRES NO SECOND

³ With permission

MOVE TO CONSENT AGENDA.

Motion 02-3/15/2015

Approve 2015 Board Self-Assessment

MOTION FROM COMMITTEE, REQUIRES NO SECOND
MOVE TO CONSENT AGENDA

Finance Committee

The following motions were made by the Finance Committee for Board action and, following discussion, were placed on the Consent Agenda without objection:

Motion 03-3/15/2015

*NAMI REBALANCE ITS INVESTMENT PORTFOLIO FROM ITS CURRENT CONSERVATIVE
MODERATE RISK PROFILE TO MORGAN STANLEY'S MODERATE RISK PROFILE*

MOTION FROM COMMITTEE, REQUIRES NO SECOND
MOVE TO CONSENT AGENDA.

Motion 04-3/15/2015

APPROVE CONTRACT BETWEEN NAMI AND DONOR DIGITAL.

MOTION FROM COMMITTEE, REQUIRES NO SECOND
MOVE TO CONSENT AGENDA.

Governance Committee

The following motions were made by the Governance Committee and, following discussion, were placed on the Consent Agenda without objection:

Motion 05-3/15/2015

APPROVE REVISIONS, AS AMENDED, TO SECTION 4.2 AND 6.1 OF THE BOARD OPERATING POLICIES AND PROCEDURES.

MOTION FROM COMMITTEE, REQUIRES NO SECOND
MOVE TO CONSENT AGENDA.

Motion 06-3/15/2015

APPROVE THE ENDORSEMENT OF NAMI BLACK HAWK COUNTY (IA), NAMI CENTRAL IOWA, NAMI GREATER DES MOINES (IA), NAMI JOHNSON COUNTY (IA), AND NAMI CAPE ANN FOR RE-AFFILIATION. AFTER ADRIENNE KENNEDY AND ANDREA HAZLITT RECUSED THEMSELVES,

APPROVE THE ENDORSEMENT OF NAMI AUSTIN (TX), NAMI DALLAS (TX) AND NAMI EL PASO (TX) FOR RE-AFFILIATION.

MOTION FROM COMMITTEE, REQUIRES NO SECOND
MOVE TO CONSENT AGENDA.

Motion 07-3/15/2015

APPROVE THE ADDENDUM AND ATTESTATION DOCUMENTS AND REMOVE THE UNINCORPORATED AFFILIATE AGREEMENT FROM THE BOARD OPERATING POLICIES AND PROCEDURES.

COMMITTEE MOTION, NO SECONDED REQUIRED.
MOVE TO CONSENT AGENDA

Motion 08-3/15/2015

APPROVE THE RECOMMENDATION FOR 2015 RE-AFFILIATION TARGETS

MOTION FROM COMMITTEE, REQUIRES NO SECOND
MOVE TO CONSENT AGENDA.

Motion 09-3/15/2015

APPROVE BYLAWS AMENDMENTS: ARTICLE V - DIRECTORS MEETINGS, SECTION 4. QUORUM AND SECTION 6; ARTICLE IX - INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES AND AGENTS, SECTION 1; AND ARTICLE X - NOTICE OF TIME AND PLACE OF MEETINGS, SECTION 1.

COMMITTEE MOTION, NO SECONDED REQUIRED.
MOVE TO CONSENT AGENDA.

Planning Committee

The following motions were made by the Governance Committee and, following discussion, were placed on the Consent Agenda without objection:

Motion 10-3/15/2015

APPROVE STRATEGIC DRIVER #2 – LEVERAGE TECHNOLOGY

COMMITTEE MOTION, NO SECONDED REQUIRED.
MOVE TO CONSENT AGENDA.

Motion 11-3/15/2015

APPROVE STRATEGIC DRIVER #5 STRENGTHEN THE ORGANIZATION

COMMITTEE MOTION, NO SECONDED REQUIRED.
MOVE TO CONSENT AGENDA.

Upon motion by Carol Caruso, seconded by Jim Hayes, the Board unanimously approved the consent agenda with 15 members present.

1. 2015 ED Evaluation Criteria
2. 2015 Board Self-Assessment
3. Rebalance Investment Portfolio
4. Contract between NAMI and Donor Digital
5. Revisions to Section 4.2 and 6.1 of the Board Operating Policies and Procedures
6. El Paso Re-Affiliation Recommendation*
7. Addendum and Attestation documents and Remove the Unincorporated Affiliate Agreement from the Board Operating Policies and Procedures
8. 2015 Re-Affiliation Targets
9. Bylaws Amendments
10. Strategic Driver #2 Leverage Technology
11. Strategic Driver #5 Strengthen the Organization

* Motion #6 - The NAMI Austin, Dallas and El Paso Endorsements for Re-Affiliation were removed from the consent agenda group above. Adrienne Kennedy and Andrea Hazlitt recused themselves and left the room due to the potential of a conflict of interest given those NAMI Affiliates up for consideration are in their home state. The Board unanimously approved Motion #6 of the consent agenda. .

Committee of the Whole – Committee Reports

Policy Committee Report

Committee Chair Mike Weaver presented the Committee report. Committee had a presentation by Paolo Delvecchio and Keris Myrick, SAMHSA – Q&A following presentation. Other Committee discussion included: Update on Language Workgroup; Child, Youth Adults Report (Darcy Gruttadardo); NAMI on Campus (Darcy); Federal Report (Andrew); Parity Report (Ron) Committee's written report is on file in the NAMI office.

Convention Committee Report

Committee Chair Ron Morton presented the Committee report. Committee discussion included: discussion and selection of convention awards; evening event at convention, workshop

application process, and board member travel to convention. The Committee's written report is on file in the NAMI office.

Audit Committee Report

Committee Chair Ralph Nelson presented the Committee report. Darrin Rogers, of Rogers & Company, presented the draft of NAMI's 2014 audit. The auditors will complete their review and issue a final audit in the next two weeks. Committee discussed scheduling a special Board Meeting in late April to approve both the final audit and Form 990 that Darrin Rogers is currently working on.

Development Committee Report

Committee Chair Carol Caruso presented the Committee report. Committee discussion included: Staff Update (Chuck & Emily); Research Event on October 8 at the National Museum of Women in the Arts during MIAW; Fundraising at the state and local levels. The Committee's written report is on file in the NAMI office.

Finance Committee Report

Committee Chair Gary Mihelish presented the Committee report. Committee heard presentation by Al Bozzo of Morgan Stanley on NAMI Investments. Committee discussion included: Next step to review NAMI's investment policy to ensure that it provides NAMI with the highest returns at the lowest risk while taking into account changing market conditions; Rebalancing NAMI's investment portfolio; Contract with Donor Digital; and review of January 2015 Financial Statements. The Committee's written report is on file in the NAMI office.

Governance Committee Report

Committee Chair Janet Edelman presented the Committee report. Committee discussion included: Board election update; Outstanding NAMI State Organization (NAMI Massachusetts) and NAMI Affiliate (NAMI Western Nevada) Awards selections; Board Operating Policies and Procedures revisions; 8 NAMI Affiliate Re-Affiliation recommendation; Affiliation Agreements; Re-Affiliation Targets Recommendations. The Committee's written report is on file in the NAMI office.

Personnel Committee Report

Committee Chair Marilyn Ricci presented the Committee report. Committee discussion included: 2015 ED evaluation criteria and the 2015 Board Self-Assessment. The Committee's written report is on file in the NAMI office.

Planning Committee Report

Committee Chair Lacey Berumen presented the Committee report. Committee discussion included: strategic drivers #2 Leverage Technology; #5 Strengthen the Organization;

Membership Survey; and Workgroup to explore Education/Communications subcommittee. The Committee's written report is on file in the NAMI office.

It was announced that the next Board meeting will be held at the NAMI Convention in San Francisco on July 5 – July 9.

There being no further business, the meeting was adjourned at 12:52 p.m.

Respectfully submitted,

 

Dana Foglesong, Secretary
NAMI Board of Directors 2014 - 2015

Jim Payne, President
NAMI Board of Directors 2014 - 2015

Approved by the Board of Directors on July 5, 2015

Full text of approved motions are included in the March Board Binder.