

# Developmental Disabilities and Special Needs Roundtable

Meeting Notes for Friday, Feb. 7, 2020

**Location:** projectY cowork, 150 Central Park Square, Los Alamos, NM 87544

**Attendees:** Melissa Arias, Doris Roberts, Margi Harrach

1. **Welcome:** The meeting started at 12:47 p.m.

2. **Updates:**

- **Health Council Update** (Margi):
  - Terms: Morrie Pongratz, Lisa Zuhn, Lori Padilla and Margi Harrach have one-year terms on the council. Other members have a two-year term.
  - Vacancies: There are four vacancies on the council. Persons filling the vacancies must be Los Alamos residents and need to be registered as independent or Republican.
  - Officers: Phil Gursky was voted chair and Cat Crall, vice chair.
  - By-laws: Draft will be amended and resubmitted at March meeting for approval. Changes to be made:
    - Add a financial section that can include Article I.D.
    - 10 meetings a year rather than bi-monthly and allow 3 absences without giving notification
    - Annual vote of officers rather than every two years
    - Amend quorum wording to simple majority
    - Clarify meaning of electronic voting
  - A representative from Rep. Ben Ray Lujan's office told us that Lujan's office can help with funding requests and assist in resolving problems. He handed out forms to use when reaching out for assistance. (forms attached)
  - Ashley Ringwood and Christa Hernandez from Department of Health gave a training presentation on the life cycle of health councils. Slides attached. She mentioned that New Mexico health indicator data is available from the Department of Health. <https://ibis.health.state.nm.us/> *New Mexico's* Indicator Based Information System for Public *Health* Data Resource
  - Health Council meeting agenda attached
- **All Individuals First** (Doris):

Doris attended the United Way luncheon for nonprofits in Espanola that provided a lot of information about places we can ask for ready money right now. AIF is in the process of trying to find a maximum 15-passenger handicap accessible bus.

3. **Mandy Marksteiner copywriting agreement details**

- Schedule of topics (associated organizations are GHF Global Hydranencephaly Foundation, AIF All Individuals First, LL Lemonade Living, TGH The Gifted Horse, LAM Los Alamos Makers):
  - March: Survey kickoff, full roundtable article (everyone)
  - April:
  - May:
  - June: awareness month (GHF)
  - July: Golf Tournament Aug. 7 (AIF)
  - Aug: rodeo, fair, stable stroll Aug. 7-9 (LL, TGH, AIF)
  - Sept:
  - Oct: anti-bullying campaign, fall dance, DD employment awareness, Down syndrome awareness month (AIF, LL)
  - Nov: Inclusive Community Initiative (GHF)
  - Dec: AIF craft fair, light parade and luminaria walk (TGH, AIF, LL)
  - Jan:
  - Feb:
- Proclamation for March Developmental Disabilities Awareness Month: We can do this on our own by contacting a county councilor.

4. **Focus Group for county's Health Disparity Gap Analysis** (Margi):

- The special needs focus group is set to meet 5:30 to 7 p.m., Wednesday, Feb. 12 at projectY cowork.

5. **Campus Update** (Melissa):

- Doris shared documentation about recommended structure of nonprofit organization's board of direc-

tors, chief executive officer and executive director. (attached)

- Looking for location to build our campus the way we want it.

**6. Roundtable survey work session (Melissa):**

- Decided to schedule a survey work session 3:15 to 5 p.m., Friday, Feb. 21 at All Individuals First, 2101 Trinity Dr. Suite A-3.

7. The meeting ended at 2:03 p.m.

A survey work session is scheduled for 3:15 to 5 p.m., Friday, Feb. 21 at All Individuals First, 2101 Trinity Dr. Suite A-3.

The next monthly Roundtable meeting is scheduled for 1 p.m., Friday, March 6 at projectY cowork, 149 Central Park Square.

*These notes represent the author's understanding of the items discussed in the referenced meeting. Please notify Margi Harrach of any discrepancies within five (5) working days of receipt of this document.*

# LOS ALAMOS

where discoveries are made

**Los Alamos County Health Council**  
**February 6, 2020 – 12:00p.m.-1:30p.m.**  
**Municipal Building, Room 330**

**Los Alamos County Health Council Members:**

- Morris Pongratz
- Carie Fanning
- Catharyn Crall
- Desaree Jimenez
- Jennifer Bartram
- Kristine Coblenz
- Lisa Zuhn
- Lori Padilla
- Margi Harrach
- Philip Gursky
- Suzanne Canfield
- (Vacant)
- (Vacant)
- (Vacant)
- (Vacant)

Los Alamos County Council  
Liaison:

Katrina Martin

Pete Sheehey

CHC Coordinator – Donna  
Casados/Deni Fell

- I. Welcome/Call to Order (Donna Casados)**
- II. Public Comment**
- III. Approval of Agenda (Donna Casados)**
- IV. Introductions (All)**
- V. CHC Board (Donna Casados)**
  - a. Terms**
  - b. Bylaws**
  - c. Chair and Vice-Chair appointments**
  - d. Ad Hoc Committees**
- VI. DOH Improving the Health of Your Community Training (Ashley Ringwood, Health Promotion Specialist)**
- VII. Round Table – updates/shares (All)**
- VIII. Next Scheduled Meeting: April 2nd at 12:00p.m. in Room 330 at the Municipal Building**
- IX. Announcements/Adjourn Meeting (All)**

## LOS ALAMOS COUNTY HEALTH COUNCIL BYLAWS

### ARTICLE I – MISSION AND PURPOSE

A. The Los Alamos County Health Council shall provide recommendations to the Los Alamos County Council in order to:

1. Address health needs of Los Alamos County;
2. Provide community input into the planning of health policies, services and programs that serve Los Alamos County;
3. Coordinate resources to reduce duplication and increase access and quality of health and related services to Los Alamos County residents; and
4. Ensure comprehensive planning that recognizes needs in underserved areas of Los Alamos County.

B. The Council shall prepare a written report on its activities at least twice per year. The report will be given to the Los Alamos County Director of Community Services who will provide it to the Los Alamos County Council and post publicly.

C. The Los Alamos County Health Coordinator shall serve as the liaison between the health council and any other group or agency, including County Council, the State of New Mexico, and any contractors or other external agencies.

D. The Los Alamos County shall serve as the fiscal agent for any funding procured by the Los Alamos County Health Council and shall administer any contracts awarded to or by the Los Alamos County Health Council.

### ARTICLE II – ORGANIZATIONAL STRUCTURE AND FUNCTION

A. The Los Alamos County Health Council shall:

1. Consist of up to 15 members appointed annually by the Los Alamos County Council in accordance with Resolution No. 19-28 passed December 3, 2019.
2. Prepare a community health plan, updated at regular intervals of every five (5) years, for Los Alamos County and report its community health plan to the Council and to the Director of Community Services.

A. Community Health Plan shall include:

- a. County health assessment and inventory of health resources;
  - b. Identification of health priorities determined through independent, community-based planning processes; and
  - c. Strategies and resources to address health priorities.
3. Monitor health and health care programs and services in order to identify potential gaps and to reduce potential duplication in Los Alamos County;
  4. Collaborate with other entities to develop programs, networks, partnerships and coalitions as necessary to improve health in Los Alamos County;
  5. Advise the Los Alamos County Council regarding health policies that affect health; and
  6. Identify additional public and private resources to improve health in Los Alamos County.

B. The Los Alamos County Health Council Chair and Vice Chair:

#### **RESPONSIBILITIES OF OFFICERS:**

**Chair:** The Chair is responsible for conducting meetings of the Board and with the LACHC Coordinator preparing agendas and organizing committees.

**Vice Chair:** The Vice Chair shall, in the absence of the Chair, assume the duties of the position.

An Officer may be removed by the Board, with cause and with notice, at any meeting of the Board by majority agreement of the other Members.

**Election of Officers:**

Thereafter, all officers shall be elected, every two years, by the LACHC Board Members at the time of the annual meeting (August) of the Board.

**The standard process for the election is:**

1. Each interested member may nominate themselves or have another member nominate them for the open position.
2. Once all nominations are made a motion will be needed to close the nominations.
3. Following that, each nominee may provide information on their background, involvement in LACHC, why they are interested in being an Officer, and any additional details they would like to share.
4. A vote by show of hands will be held. If there is only one nominee a voice vote is acceptable.
5. Majority vote will determine the outcome.

**C. Los Alamos County Health Council Ad Hoc Committees:**

1. Are established by the Council;
2. May consist of both Council members and other individuals important to the work of the committee; and
3. Report back to the Council at regularly scheduled meetings.

**ARTICLE III – MEMBERSHIP**

A. The Los Alamos County Health Council shall consist of up to 15 voting members appointed by the Los Alamos County Council. Appointed individuals shall be representative of Los Alamos County communities and should include, but not be limited to, representatives from the following: County officials, health providers, parenting families, tribal entities, local school administration, public health services, income support services and hospital administration.

B. Each Council member shall serve for a term of up two (2) years, beginning in July of the year in which each member is appointed. Terms will be staggered to the extent possible. No member may serve more than a total of four (4) consecutive years.

C. Membership positions vacated before the end of an appointed term may be filled at the discretion of the Los Alamos County Council. Constituency representation shall be considered in appointing members to fill such vacancies.

D. The Los Alamos County Health Council shall elect a Chairperson and Vice Chairperson, annually. Terms will begin in July of the year for which each officer is elected.

E. No member of the Los Alamos County Health Council may take part in any deliberation or testimony, or vote on any matter in which such a member has a fiduciary interest, either direct or indirect. It is the responsibility of each member to disclose any conflict of interest that may arise. Members shall also comply with all requirements of the County's Code of Conduct, and other applicable ordinances, state laws and regulations.

F. Occurrences of unexcused absences by a Council member for more than two scheduled meetings in a calendar year will render that membership inactive and the corresponding position on the Council will be considered vacated.

#### **ARTICLE IV – MEETINGS**

A. The Los Alamos County Health Council shall meet every other month (February, April, June, August, October, December).

B. All Los Alamos County Health Council meetings shall be open to the public and provide opportunity for public comment of up to 5 minutes by prior request. All Health Council meetings shall be governed by the Open Meetings Act (Section 10-15-1 through 10-14-4, NMSA, 1978).

C. The Chairperson of the Council may call Council meetings electronically.

#### **ARTICLE V – QUORUM, DECISION MAKING AND VOTING**

A. At any Los Alamos County Health Council meeting, a quorum shall consist of greater than 40% of the total membership of the Council.

B. Proxy voting will not be allowed.

C. A winning vote shall constitute a simple majority of the quorum.

D. Electronic voting will be allowed.

#### **ARTICLE VI – ADVOCACY**

A. Political advocacy activity - such as written letters/position papers supporting/opposing law or proposed legislation; testifying or speaking publicly in support/opposition to law or proposed legislation; granting interviews to media or distributing press releases or statements in regard to law or proposed legislation – presented on behalf of or in the name of the Los Alamos County Health Council must have the documented prior support of greater than 50% of voting Council members, and be presented to the Director of Community Services for presentation to the Los Alamos County Council for review, comment and prior approval.

Council Motion and Approval: \_\_\_\_\_

BEN RAY LUJAN  
3RD DISTRICT, NEW MEXICO

WASHINGTON OFFICE  
2231 RAYBURN HOUSE OFFICE BUILDING  
WASHINGTON, D.C. 20515  
PHONE: 202-225-6190  
FAX: 202-226-1928

SANTA FE OFFICE  
1611 CALLE LORCA SUITE A  
SANTA FE, NM 87505  
PHONE: 505-984-8950  
FAX: 505-986-5047



ENERGY AND COMMERCE COMMITTEE  
SUBCOMMITTEE ON COMMUNICATIONS AND TECHNOLOGY  
SUBCOMMITTEE ON HEALTH

Congress of the United States  
House of Representatives  
Washington, DC 20515

Dear Constituent,

Thank you for contacting my Congressional Office regarding your funding request.

To help you with your request, please write my Congressional Office with a letter and provide the following information:

- \* Background information about your organization
- \* Information regarding your specific project
- \* Demographic information on the population you serve

The grant search coordinator will search for federal grant programs, and possibly some foundation programs, that may be a good match for your funding request. Please note that once you have been provided information on grant sources, your organization will have to fill out the grant application.

If you decide to apply for a federal grant, you may ask my Congressional Office for a letter of support for your grant application.

If you have any questions, feel free to contact my district office at (505) 984-8950.

Sincerely,

Ben Ray Luján

Member of Congress (NM-03)

TUCUNCARI OFFICE  
404 W. RT. 66 BLVD.  
TUCUNCARI, NM 88401  
PHONE: 575-461-3023  
FAX: 575-461-3192

GALLUP OFFICE  
110 WEST AZTEC AVE.  
GALLUP, NM 87301  
PHONE: 505-863-0582  
FAX: 505-863-0578

RIO RANCHO OFFICE  
3200 CIVIC CENTER CIRCLE NE  
SUITE 330  
RIO RANCHO, NM 87144  
PHONE: 505-994-0493  
FAX: 505-994-0550

FARMINGTON OFFICE  
800 MUNICIPAL DRIVE  
FARMINGTON, NM 87401  
PHONE: 505-324-1005  
FAX: 505-324-1025

LAS VEGAS OFFICE  
P.O. Box 1368  
Las Vegas, NM 87701  
PHONE: 505-454-3038  
FAX: 505-454-3265  
OFFICE LOCATION:  
NEW MEXICO HIGHLANDS UNIVERSITY  
UNIVERSITY AVENUE LAS VEGAS, NM

| Congressional Grant Search Information Form                                    |  Fill in below |
|--|---|
| Prefix   |   |
| First, Last Name   |   |
| Organization Name  |   |
| County   |   |
| Constituent phone number   |   |
| Constituent mailing address  |   |
| Previous sources of funding:   |   |
| Current sources of funding:  |   |
| Constituent email address  |   |
| Delegation office request is from  |   |
| Subject matter of the grant search   |   |
| How do you intend to use the money, if funds are awarded to your organization? |   |

| Letter of Support (LOS) Information Form                       | Fill in below |
|--|---------------|
| Prefix   |               |
| First, Last Name   |               |
| Organization that is applying for the grant:                   |               |
| County   |               |
| Constituent mailing address                                    |               |
| Day Time Phone   |               |
| Mobile Phone   |               |
| Email  |               |
| Previous sources of funding                                    |               |
| Current sources of funding                                     |               |
| Federal agency you are applying to                             |               |
| Funding Opportunity Title                                      |               |
| Funding Opportunity Number (FON) (e.g. CNCS-GRANTS-071397-798) |               |
| Catalog of Federal Domestic Assistance (CFDA) number           |               |
| Grant application due date                                     |               |
| Agency funding decision date                                   |               |

|  |   |
|--|---|
| <p>How do you intend to use the money, if funds are awarded to your organization</p>   |   |
| <p>Title, name, and address of the official who is to receive the Letter of Support</p>  |   |
| <p>A sample letter of support, an abstract describing your project, or a background/history of your organization<br/>(Attach in email if possible)</p> |   |
| <p>Additional comments</p>   |   |
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BEN RAY LUJAN  
3RD DISTRICT, NEW MEXICO

WASHINGTON OFFICE  
2446 RAYBURN HOUSE OFFICE BUILDING  
WASHINGTON, D.C. 20515  
PHONE: 202-225-6190  
FAX: 202-226-1528

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ENERGY AND COMMERCE COMMITTEE

SUBCOMMITTEE ON COMMUNICATIONS AND TECHNOLOGY

SUBCOMMITTEE ON OVERSIGHT AND INVESTIGATIONS

Congress of the United States  
House of Representatives  
Washington, DC 20515

Dear Constituent,

Thank you for contacting my office and allowing me to be of assistance. In order to support you in resolving your situation, my office must receive the following items:

- Letter detailing the history of the problem and your desired resolution (including contact information for any individuals you have previously worked with on this matter)
- Photocopies of supporting documentation
- Signed Case Authorization and Privacy Release Form (enclosed)

A Constituent Services Representative in my Santa Fe office is prepared to make inquiries on your behalf as soon as you furnish the requested information. Please return the required documentation to the following address:

Congressman Ben R. Luján  
Attn: Constituent Services  
1611 Calle Lorca, Suite A  
Santa Fe, NM 87505

Should you have any questions or comments, please do not hesitate to contact my office at (505) 984-8950. My staff and I look forward to working on this matter on your behalf.

Sincerely,

Rep. Ben Ray Luján  
United States House of Representatives

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P.O. Box 1368  
LAS VEGAS, NM 87701  
PHONE: 505-454-3038  
FAX: 505-454-3265

PRINTED ON RECYCLED PAPER





# U.S. Representative Ben R. Luján

Third Congressional District of New Mexico  
Case Authorization and Privacy Release Form

I hereby request and authorize United States Representative Ben R. Luján and/or members of his staff, to make an inquiry on my behalf in addressing this matter. I further understand that I will save harmless any agencies divulging information pursuant to this release of information, as well as Representative Ben R. Luján and/or any member of his staff in these matters.

*Por lo presente solicito y autorizo al Representante de Los Estados Unidos Ben R. Luján y/o miembros de su personal, hacer una investigación en mi nombre para afrontar este asunto. Además entiendo que evitaremos daños a las agencias, al Representante de Los Estados Unidos Ben R. Luján y/o miembros de su personal por divulgación de información e inconformidad por dar a conocer la información referente a este asunto.*

Name/Nombre Legal \_\_\_\_\_

Address/Domicilio \_\_\_\_\_

City/Ciudad \_\_\_\_\_ NM ZIP Code/Código Postal \_\_\_\_\_

Home Phone/Teléfono de su domicilio \_\_\_\_\_ Cell Phone/Teléfono celular \_\_\_\_\_

Work Phone/Teléfono de su trabajo \_\_\_\_\_ FAX \_\_\_\_\_

Social Security Number/Numero de seguro social \_\_\_\_\_ Other ID # \_\_\_\_\_

Date of Birth/Fecha de nacimiento \_\_\_\_\_

Email Address \_\_\_\_\_

Check here if you would like to receive Congressman Luján's Email Newsletter

In addition to Congressman Luján's office, I have also requested assistance from/ Además de la oficina del Congressman Luján, también he solicitado la asistencia de:

\_\_\_ Governor Michelle Lujan Grisham

\_\_\_ Lt. Governor Howie Morales

\_\_\_ Senator Tom Udall

\_\_\_ Senator Martin Heinrich

\_\_\_ Congresswoman Deb Haaland

\_\_\_ Congresswoman Xochitl Torres Small

\_\_\_ Other (Please Identify): \_\_\_\_\_

**Rep. Ben R. Luján occasionally highlights casework stories. To give permission to Rep. Luján's office to highlight your story in communications (newsletters, speeches, etc.), please initial here:** \_\_\_\_\_

Signature/Firma: \_\_\_\_\_ Date/ Fecha: \_\_\_\_\_

(In order to comply with the provisions of the Privacy Act of 1974, it is necessary that your signature be on file.)

(A fin de cumplir con las disposiciones de la Ley de Privacidad de 1974, es necesario que su firma sea archivada.)

Please attach a typed or clearly written description of the problem and any relevant documentation./ Por favor incluya por escrito un descripción o recuento de lo sucedido y cualquier otra información pertinente.

Please sign and return this form to:  
Por favor firme y devuelva este formulario a:

U.S. Representative Ben R. Luján  
1611 Calle Lorca, Suite A  
Santa Fe, NM 87505



**Privacy Release**

**Member of Congress:** \_\_\_\_\_

**Petitioner/Applicant:**

**Name:** \_\_\_\_\_ **Date of Birth:** \_\_\_\_\_

**Alien number (if any):** \_\_\_\_\_ **Country of Birth:** \_\_\_\_\_

**Beneficiary:**

**Name:** \_\_\_\_\_ **Date of Birth:** \_\_\_\_\_

**Alien number (if any):** \_\_\_\_\_ **Country of Birth:** \_\_\_\_\_

**USCIS receipt number or tracking number (no Social Security numbers):** \_\_\_\_\_

**Date of filing:** \_\_\_\_\_

**Place of filing:** \_\_\_\_\_

**Form type(s) – check all that apply:**

- G-639  I-90  I-129  I-129F  I-130  I-131  I-140  I-212  I-290B  I-360
- I-485  I-526  I-539  I-589  I-590  I-600A  I-600  I-601  I-612  I-690
- I-730  I-751  I-765  I-821  I-824  I-829  I-914 (Supplement A, B, or C)
- I-918  I-924  I-929  N-400  N-600  N-565  N-644  Other: \_\_\_\_\_

**Brief description of the issue (if you need more space, attach a separate sheet):**

Staff Member (print): \_\_\_\_\_ Phone: \_\_\_\_\_

Email: \_\_\_\_\_

**Section below to be completed by the person who is the subject of the records:**

I certify, under penalty of perjury, that 1) I provided or authorized all of the information in this privacy release and any document submitted with it; 2) I reviewed and understand all of the information contained in my privacy release and submitted with it; and 3) all of this information is complete, true, and correct.

I, (print your name) \_\_\_\_\_, authorize USCIS to release information contained in my USCIS records as relevant to checking my case status, and to the extent permitted by law, to Senator/Representative \_\_\_\_\_ and the Member's staff.

Signature (sign in ink): \_\_\_\_\_ Date: \_\_\_\_\_

LOS ALAMOS COUNTY



MUNICIPAL BUILDING

# Improving the Health of Your Community

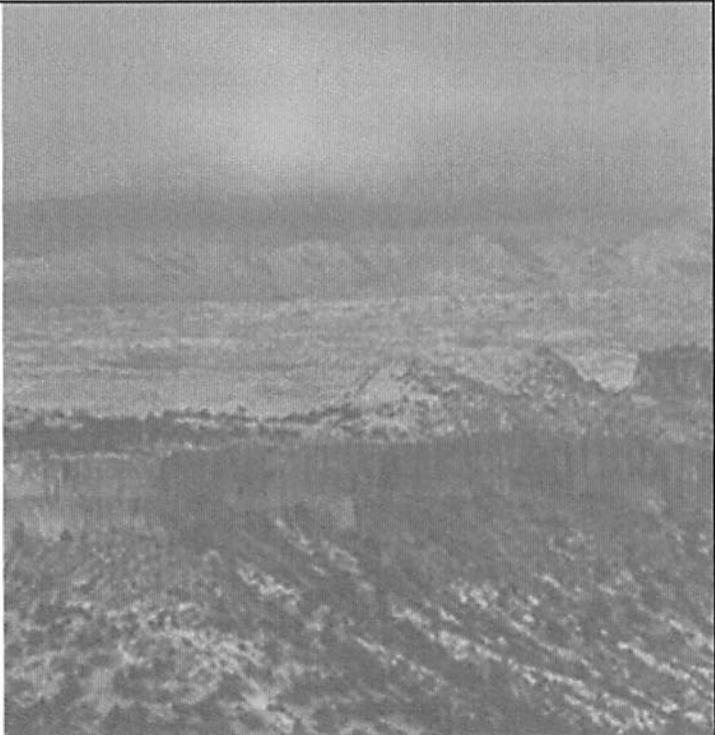
Presented by Ashley Ringwood & Christa Hernandez

The slide features a photograph of the Los Alamos County Municipal Building. The building is a modern, multi-story structure with a prominent entrance. The words "MUNICIPAL BUILDING" are visible above the entrance. To the left of the building, the text "LOS ALAMOS COUNTY" is written vertically. The background of the slide is a textured, light gray color.

1

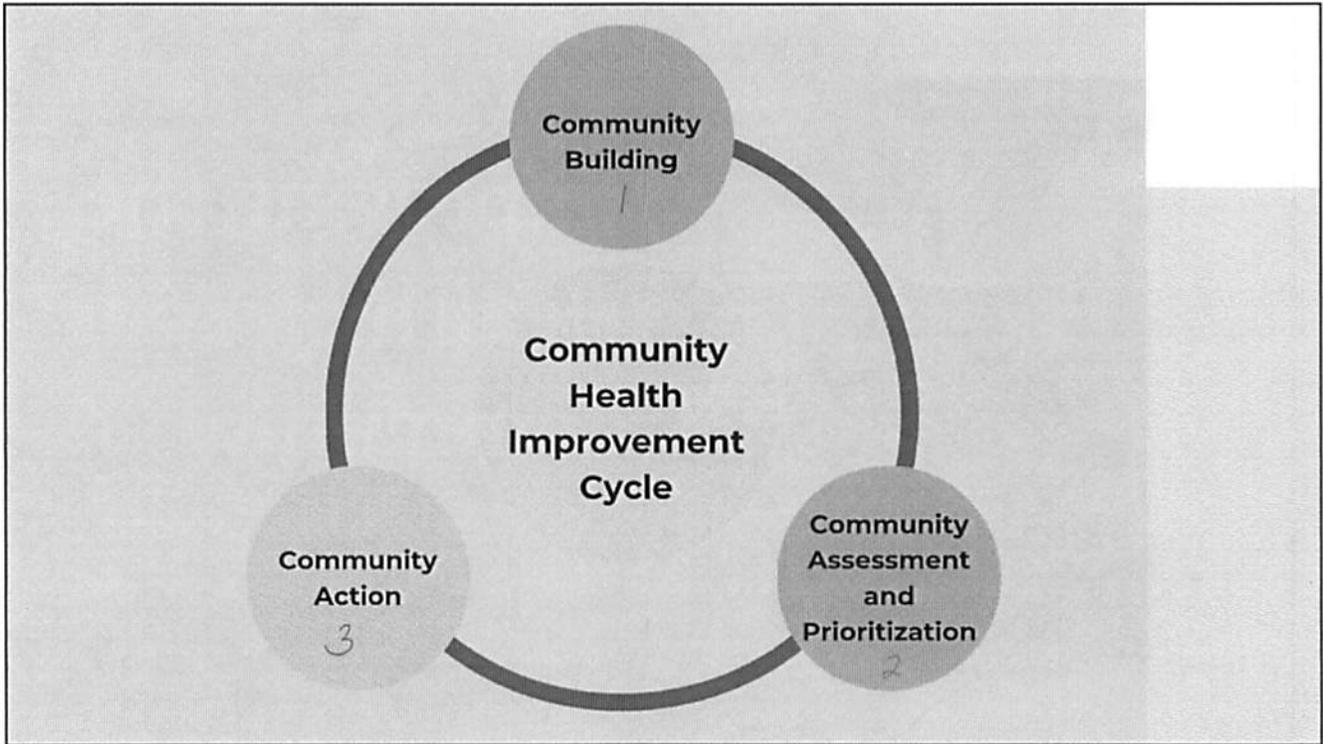
## Training Objectives

- Describe various approaches to community health improvement
- Identify the core components of a community health improvement process
- Explain how a community health council utilizes the community health improvement process

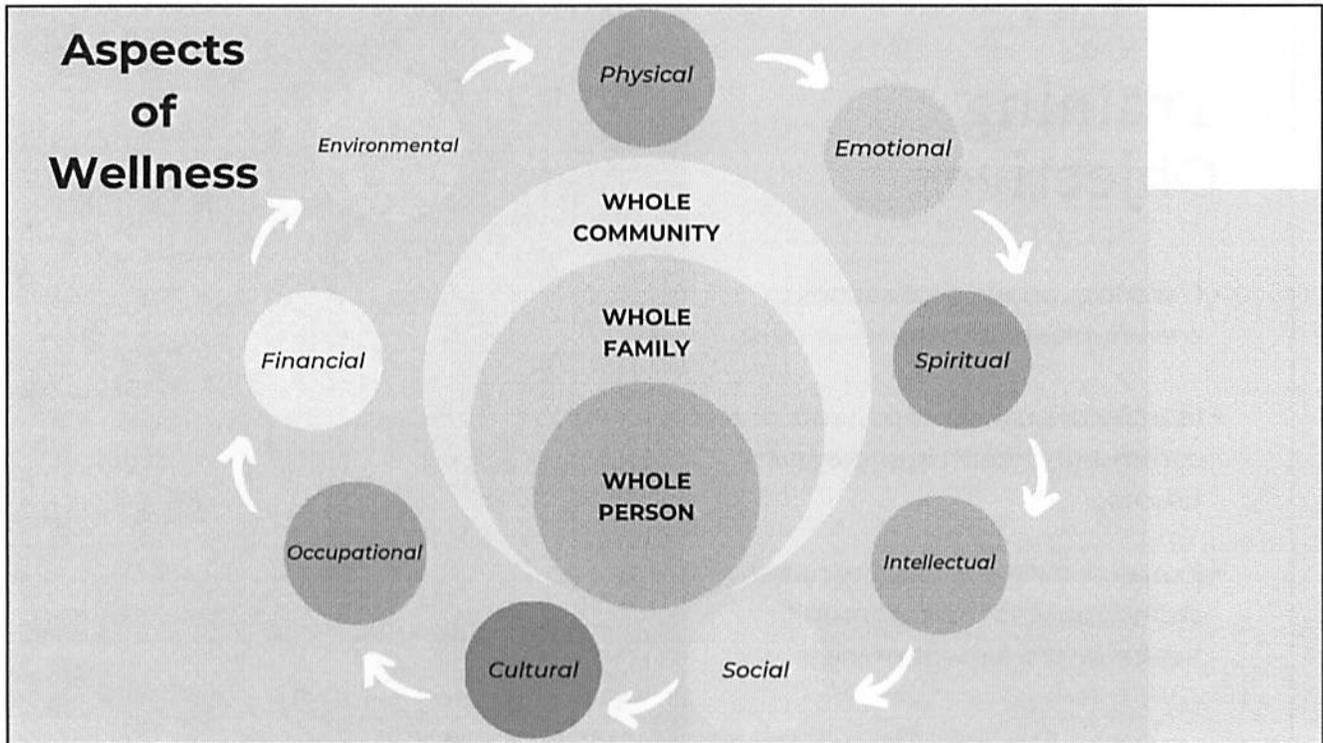


The slide is divided into two main sections. On the left, there is a white background with the title "Training Objectives" and a bulleted list of three objectives. On the right, there is a large, textured image of a mountain range, likely the Jemez Mountains in New Mexico. The mountains are rugged and covered in sparse vegetation. The overall design is clean and professional.

2



3



4



**COMMUNITY BUILDING**

5

## Foundational Elements of Community Building



6

# Community Assessment & Prioritization

*Develop a community health profile*

- Community assessment
- Identify resources & needs
- Analyze issues
- Establish priorities

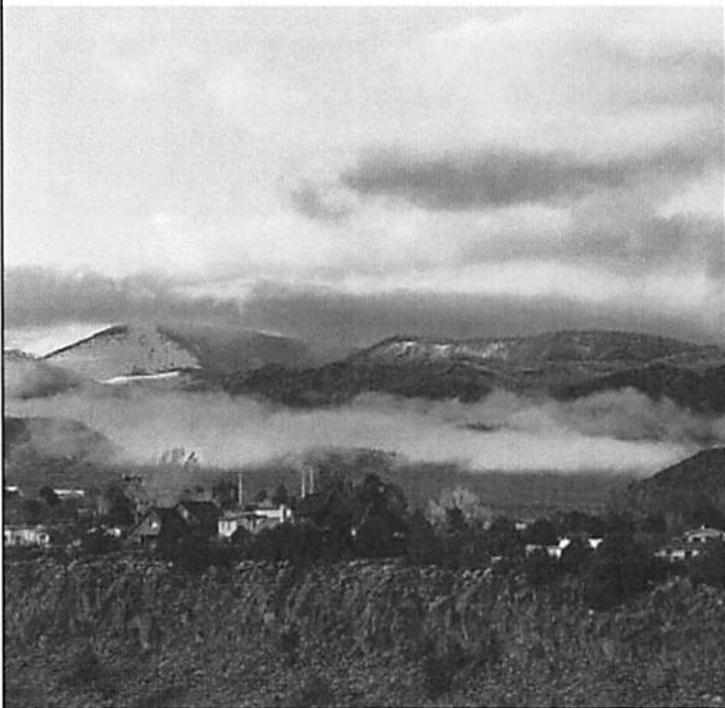


9



**COMMUNITY ACTION**

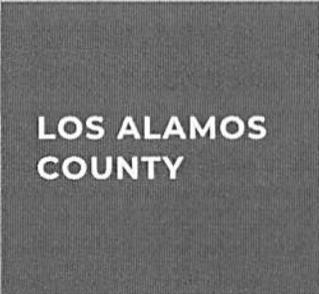
10



### Community Action Process

- Operational planning process
- Evidence-Based approaches
- Strategy fits the community
- Program/initiative implementation
- Evaluation

11



LOS ALAMOS  
COUNTY

"There is no power for  
change greater than a  
community  
discovering what it  
cares about."

Margaret J. Wheatley

12

**53-8-25.1. Duties of directors.**

A director shall perform his duties as a director including his duties as a member of any committee of the board upon which the director may serve, in good faith, in a manner the director believes to be in or not opposed to the best interests of the corporation and with such care as an ordinarily prudent person would use under similar circumstances in a like position. In performing such duties, a director shall be entitled to rely on factual information, opinions, reports or statements including financial statements and other financial data in each case prepared or presented by:

A. one or more officers or employees of the corporation whom the director reasonably believes to be reliable and competent in the matters presented;

B. counsel, public accountants or other persons as to matters which the director reasonably believes to be within such persons' professional or expert competence; or

C. a committee of the board upon which the director does not serve, duly designated in accordance with a provision of the articles of incorporation or the bylaws as to matters within its designated authority, which committee the director reasonably believes to merit confidence, but the director shall not be considered to be acting in good faith if the director has knowledge concerning the matter in question that would cause such reliance to be unwarranted.

**53-8-25.2. Liability of directors.**

No director of the corporation shall be personally liable to the corporation or its members for monetary damages for breach of fiduciary duty as a director unless:

A. the director has breached or failed to perform the duties of the director's office in compliance with Section 53-8-25.1 NMSA 1978; and

B. the breach or failure to perform constitutes willful misconduct or recklessness.

The provisions of this section shall, however, only eliminate the liability of a director for action taken as a director or any failure to take action as a director at meetings of the board of directors or of a committee of the board of directors or by virtue of action of the directors without a meeting pursuant to Section 53-8-97 NMSA 1978, on or after the date when the provisions of this section become effective.

**53-8-25.3. Nonprofit corporations; boards of directors; liability; immunity.**

A. Except as otherwise provided in this section, no member of a board of directors of a nonprofit corporation as defined in the Nonprofit Corporation Act [Chapter 53, Article 8 NMSA 1978] shall be held personally liable for any damages resulting from:

(1) any negligent act or omission of an employee of that nonprofit corporation;

(2) any negligent act or omission of another director of that nonprofit corporation; or

(3) any action taken as a director or any failure to take any action as a director unless:

(a) the director has breached or failed to perform the duties of the director's office; and

(b) the breach or failure to perform constitutes willful misconduct or recklessness.

B. The immunity provided in Subsection A of this section shall not extend to acts or omissions of directors of nonprofit corporations that constitute willful misconduct or recklessness personal to the director. The immunity is limited to actions taken as a director at meetings of the board of directors or a committee of the board of directors or by action of the directors without a meeting pursuant to Section 53-8-97 NMSA 1978.

C. A nonprofit corporation shall not transfer assets in order to avoid claims against corporate assets resulting from a judgment against the corporation. If a director votes to do so, the immunity provided by this section shall have no force or effect as to that director.

In December 2015, the [Nonprofit Ethicist](#) weighed in on the question of executive directors serving as board members of the nonprofits they lead. In short, the Nonprofit Ethicist didn't like it.

And in fact, neither does BoardSource. However, there are some considerations to be explored to fully answer this question. First, it is possible for individuals to serve as board members with or without voting rights. A misconception persists in the field that "ex officio" (Latin: "from the office") board positions always carry a vote with them. But in reality, ex officio board members may serve either with or without vote. BoardSource's [2015 Leading with Intent report](#) indicates that 50 percent of chief executives are not currently members of their boards, with 38 percent of our sample serving as ex officio, nonvoting members of the board. We also found that 12 percent of respondents include chief executives as voting members of the board, with this practice being more common among large organizations (21 percent of organizations with budgets of \$10M or more).

In the case of nonprofit chief executives, BoardSource's position is that they should be ex officio, nonvoting members of the board.

Taking each in turn, **ex officio status** makes sense for nonprofit chief executives because these professionals are closest to the strategy, execution, and day-to-day decision making around the work fulfilling the nonprofit's mission. Hard-wiring the office of the chief executive as a board member via the organization's bylaws is an intentional way to include uniquely meaningful input into board meeting deliberations that wouldn't otherwise be available.

That said, BoardSource also recommends **nonvoting status** (BoardSource [Leading Practice 7](#)) for chief executives, unless not permitted by law. For example, in California, the concept of nonvoting board members is prohibited. A 2015 revision to the California Nonprofit Corporation Law states that "[a] person who does not have authority to vote as a member of the governing body of the corporation, is not a director...regardless of title." So be sure to check your state laws first.

Where allowed, we embrace nonvoting status in recognition of the fact that actual or perceived conflicts of interest may naturally come along with the pairing of this position with board member status. The Nonprofit Ethicist cited one of these – the potential for inflated executive compensation – but in fact there are many such challenges that might arise. For example, this situation may blur the distinction between the board's responsibilities and the chief executive's responsibilities.

Not all nonprofits embrace our recommended leading practice of ex officio, nonvoting status for chief executives. The [Leading with Intent](#) data confirm that. However, even without this practice formally embraced, there are things that nonprofits can do to balance the need for chief executive input without triggering conflicts of interest. Whatever the chief executive's official status, their insights into the daily operations of the organization are essential to board decision making.

The founder can serve on both the Board (management) and staff (execution), but it is poor practice. First off, if the staff position is paid (e.g. CEO), then they are not an independent board member. As Nicole correctly notes, they cannot vote on their own salary. Secondly, in any organization, non-prof or private, the staff should not be exerting excessive influence on the board. By having a CEO as a board member, this puts that principle at risk.

I have seen a CEO/President serve as a board member (non-Chairman) in new (less than 3 years old) foundations. In those situations, it is just to get the organization launched and steady.

Under absolutely no circumstances should one person be both the Chairman of the Board and the CEO. If the founder wants to play an active role, I recommend they be the Chairman.