

Cornerstone Behavioral Healthcare

Section 11. Governing Authority

- A. Responsibility:** Cornerstone Behavioral Healthcare's (CBH's) governing authority has ultimate managerial control and legal responsibility for the organization's operation. CBH's governing authority rests with the controlling interest of its ownership.
- B. Legal Authority to Operate:** CBH will maintain its right to operate legally in the State of Maine.
1. CBH maintains a list of its current officers and is available upon request.
 2. CBH maintains a list of its current owners and is available upon request.
- C. Governance:** CBH has an Advisory Board, and it will comply with Licensing's rules and regulations. The Advisory Board is a collection of individuals who reflect diverse perspectives and make suggestions to the governing authority. CBH has processes in place to design and implement changes that address needs and gaps in care identified by the Advisory Board. Advisory Board rules and regulations are:
1. Composition
 - a. Who – mix of 4-6 individuals with diverse perspectives from the following categories
 - i. Clients
 - ii. Clinical Director
 - iii. Case Management Program managers
 - iv. Outpatient Program manager
 - v. CEO may be on the Advisory Board, but company owner may not
 - vi. Community members and local officials
 - b. Optimum client allocation
 - i. 1 Child case management client from either location
 - ii. 2 Adult case Management clients from Bangor
 - iii. 1 Adult Case Management client from Waterville
 - iv. 1-2 Outpatient clients from either location
 2. Feedback
 - a. CBH does an annual survey that provides feedback directly to the Advisory Board.
 - b. CBH maintains an email that allows clients and other interested community members to provide feedback to CBH (submission@cornerstonebhc.com).
 - c. Leadership will attend the advisory meetings to obtain feedback and advice from Advisory Board.
 3. Conflict of Interest
 - a. The following individuals can serve only when any conflict of interest is disclosed, and such persons must recuse themselves from any matters involving a conflict of interest
 - i. Employee of organization, or a member of their immediate family
 - ii. Employee of entity holding contractual relationship with the organization
 - b. The following individuals cannot serve
 - i. State, federal, or local government employees
 - ii. Anyone with a proprietary interest in the organization
 4. Duration of Membership
 - a. Barring voluntary or involuntary termination, members will serve for two years
 - b. Voluntary termination
 - i. Advisory Board member will provide 30 day written notice of

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resignation to Clinical Director or designee

- c. Involuntary termination- reasons for involuntary termination include, but are not limited to
 - i. Missing two meetings in a row without notice or planned absence
 - ii. Misconduct
 - iii. Conflict of interest not previously disclosed
- 5. Advisory Board
 - a. will meet, at a minimum, on a quarterly basis, as time and weather permit, in person or via videoconference for 60-90 minutes;
 - b. will provide an annual stipend of \$50, for non-CBH employees only;
 - c. will maintain a current record of its membership including the name, address, contact information, position, and term of office of each member;
 - d. will maintain a record of meetings that includes the dates, attendance, and topics discussed;
 - e. records will be made available to DHHS upon request; and
 - f. discussions will be led by Clinical Director or designee.

D. Prohibited: CBH will comply with Licensing’s rules regarding advisory board membership. See advisory boards rules for its operation.

E. Valid License: CBH’s governing authority will ensure that the organization has a current valid license.

F. Responsibilities: CBH’s governing authority is responsible for ensuring that the organization operates within legal and ethical boundaries, achieves its mission and goals, and remains financially sustainable. They also play a crucial role in risk management, compliance, and stakeholder communication. Additionally, the governing authority’s responsibilities, include, but are not limited to, the following:

- 1. Ensuring the organization’s continual compliance and conformity with all relevant laws and regulations, whether federal, state, or local, governing the operation of the organization;
- 2. Approving written policies and procedures required, in consultation with management, developing and implementing a process to review and update the organization’s policies and procedures as needed or at least annually.
 - a. Licensing policies will be reviewed by Policy and Procedure Management (PPM) then will be sent to Policy and Procedure Committee (PPC) to be edited and finalized.
 - b. Personnel Manual (PMs) will be reviewed by PPC then will be sent to CEO and Clinical Director for review and approval;
- 3. Providing financial oversight of the organization;
- 4. Reviewing and accepting the organization’s annual review and annual financial report;
- 5. Reviewing the organization’s licensing survey results and any associated plan of correction;
- 6. Providing physical facilities, staff, equipment, supplies, and other resources to provide licensed services;
- 7. Designating a person to act as administrator, and delegating to the

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administrator sufficient authority to fulfill their responsibilities;

8. Completing an annual written evaluation of the performance of the administrator;
9. Overseeing the implementation of the organization's quality improvement program; and
10. Providing written notification to the Department within two business days after the organization receives notice of any legal proceedings related to the provision of services outlined in this rule or the continued operation of the organization, whether brought against the organization or against the organization's personnel. Legal proceedings include, but are not limited to, bankruptcy, civil rights complaints, professional licensing body adjudications or sanctions, lawsuits, and alleged criminal activities by personnel that have implications for the programmatic or fiscal integrity of the organization or the safety of its clients.

G. Conflict of Interest Policy: A conflict of interest occurs when an individual or entity is in a position where their personal interests or affiliations could potentially compromise their ability to act impartially or in the best interests of the organization.

1. The following persons are prohibited from serving on our advisory board:
 - a. An employee of the State or federal government that has regulatory oversight of the organization; or
 - b. Any individual with a proprietary interest in the organization.
2. The following persons may serve on our advisory board only when any conflict of interest is disclosed, and such persons must recuse themselves from any matters involving a conflict of interest:
 - a. Family of an employee; and
 - b. Any employee of an entity holding a contractual relationship with the organization.
3. Full disclosure, by notice in writing, shall be made by the interested parties to the full advisory board in all conflicts of interest.
4. The advisory board will review the conflicts to determine if an individual will have to recuse themselves.
5. If an advisory member recuses themselves from a board issue, then they can't vote for that issue.

H. Closure: CBH will notify the appropriate department(s) at DHHS, in writing, of its intent to close no later than one business day after the governing body has made the decision to close, and CBH will provide a copy of all policies and procedures. A closure may be a program or service, office, or the agency as a whole.

I. Closure Policy and Plan:

1. CBH will provide clients with a written notice of closure at least 30 calendar days prior to close of business date unless an emergency exists. The written notice of closure will include, at a minimum:
 - a. The reason for the closure.
 - b. The effective date of the closure; and
 - c. The name and address of administrative staff responsible for the closure oversight.
2. The roles and responsibilities of the organization's staff:
 - a. Executive Team will be responsible for all closures for the organization.

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- b. Clinical leadership will be responsible for the smooth transition of services for clients and staff affected by the closure.
3. Identified staff, administrative and clinical, will assist in the process of transitioning clients and winding down operations for the closure.
4. Funding for closure will come from current operations and capital reserves.
5. CBH will identify clients that are directly impacted by the closure of the service.
6. CBH will reach out to other organizations and providers to see what other services are available.
7. CBH will take into consideration the need, choice, and best interest of each client in terms of quality, services, and location. Clients will be offered options for comparable care and support to make a smooth transition for continuity of care.
8. CBH will continue to provide assessments, treatment, and medication management to clients up until the day of closure and will provide referrals and support to clients that need additional transitional help after the closure.
9. CBH will work with clients and their new provider(s) to obtain a Release of Information (ROI) and provide client records when requested.
10. CBH will follow federal and state laws for disposing of drugs and biologicals. CBH's policy prohibits maintaining drugs by providers. However, if the situation arose where drugs were left in the office; CBH would document the med type and the prescriber. The program manager would reach out to the prescriber to request that they retrieve them within 48 hours. If this is not possible and there is no way to get the medications returned, CBH will document the name(s) of the medication(s), date of disposal, location of disposal, and staff that disposed. Medications will be brought to the local police station medication disposal box and disposed. In the Medication Assisted Treatment (MAT)/Medication for Opioid Use Disorder (MOUD) Service, it is possible that urine samples may be present. Biological samples will be properly disposed of. If medication is delivered by a pharmacy, the pharmacy will be called to retrieve it.
11. CBH uses secure electronic health records. These records will be retained for the legal required duration and provided to clients or their provider with a valid ROI.

Frank Willard

CEO

09/09/2025

Date