**Columbia County Community Healthcare Consortium, Inc.**

**Minutes of the Governance Committee meeting of January 17, 2018**

**Attending by Phone:** Robin Andrews (Chair), Jeff Rovitz, Scott Thomas, Laurie Scott, and Claire Parde

**Discussion Summary:**

**Candidates for Officers of the Board**

Robin advised the group that she received very few replies to her inquiry about Officer roles. While there is sufficient interest in the role of VP, no one has expressed an interest in serving as Treasurer. The Committee thought that this may be because people tend to overestimate the skills required of the person filling the role. The Treasurer must also report at every Board meeting, typically chairs the Budget and Finance Committee meeting, and, of course, attends the Executive Committee meetings. Targeted outreach to a couple of board members will be conducted over the course of the next few days to see if anyone can be induced to throw their hat in the ring.

The group agreed that it will return to the topic of Officers at its next meeting in March. At that time, the Committee will vote to nominate each person by role, so that the minutes will reflect Robin Andrews recused herself from a vote on the Office of President, which she seeks.

The group discussed staggering the terms of the President and Vice President, to avoid both terms expiring in the same year and provide continuity on the Executive Committee.

**Request to Recommit**

Claire will update and circulate the letter that has been used to ask board members to renew their terms. Following Committee approval, this will be sent with a near-term deadline for a response.

**Resignation**

Robin reported that Onat Sanchez-Schwartz has resigned from the board, citing additional work duties that prohibit his ongoing involvement. Claire suggested that she meet with Onat to gauge his impressions of the board and its function, determine what, if any, value he derived from participation and also what value he hoped to extract but did not, and discuss ways in which the Consortium may continue to have a relationship with Camphill Ghent. He will also be asked to recommend suitable candidates from Camphill Copake and/or Triform.

**Staggered Terms**

It was noted that 15 of 20 board members have terms expiring in 2018, while the remaining 5 have terms expiring in 2019. This puts us out of compliance with our bylaws, which state that one-half of the Board must be elected every other year. To “rebalance” the board, the group agreed to designate 5 members slated for election in April 2018 who will serve for one year only. Scott, Jeff and Laurie all agreed to do so. Michael Cole and Jack Mabb will also be asked to serve for one year terms.

The group agreed that it will advise the Board at the February meeting that it will be offering 5 candidates for 1 year terms and 10 for 2 year terms.

**Bylaws Review**

Robin reminded the group that it conducts a review of the bylaws on an annual basis. Robin pledged to distribute the bylaws via email and requested that people comment on them by a near-term deadline.

**Date for April Board meeting**

Claire indicated that she could not attend the April Board Meeting were it to be scheduled on the first Wednesday of that month, as it typically is, but she is loath to miss it as the audit review will occur at that time. The group agreed to change the April board meeting to the second Wednesday, April 11th, provided the auditor, Carol Hausmann, could attend on that day. When this is confirmed, the board and committee meeting calendar will be updated and distributed to all members.

**Board education**

Claire indicated that she identified two speakers for board meetings. One is Dr. Esselstyn, of the Rip Van Winkle Foundation. The other is Kathy Preston, of the Health Plan Association of New York. They will speak in April and June.

***Next meeting: Wednesday, March 28, 2018 at 1:00 p.m.***

*Notes prepared and respectfully submitted by Claire Parde, January 19, 2018*