Columbia County Community Healthcare Consortium, Inc.

Bylaws/Nominating/Membership Committee

Meeting of January 11, 2016

Participants: Robin Andrews (Chair), Art Koweek, Jeff Rovitz, Scott Thomas, and Claire Parde (Staff)

**The meeting commenced at 2:00 p.m.**

Committee members thanked Robin Andrews for volunteering to Chair the Committee.

**Developing a slate of candidates for nomination to the Board**

The Committee reviewed the list of members with terms ending in April 2016 and each member’s record of attendance at meetings of the Entire Board. Board member participation in Committees and attendance at Committee meetings was also reviewed. Robin will contact a member who has not attended full Board meetings but faithfully attended Committee meetings to determine whether the timing of the Full Board meeting was an issue.

The Committee determined that all existing members would be invited to renew their commitment. This will be accomplished by sending a recommitment letter similar to that sent in prior years. The Committee recommending including language in the recommitment letter about the expectations regarding committee participation and meeting attendance. Claire will revise the letter and send to the Committee for their review and comment.

The Committee acknowledged that Jesse DeGroodt, having lost his seat on the County Board of Supervisors for the Town of Chatham, is no longer the County Board’s liaison to the Consortium as of December 31, 2015. However, his alternate, Sarah Sterling, who has faithfully attended Consortium Board meetings and functions, was appointed to the role at the Board of Supervisor’s organizational meeting on January 4, 2016 for a two-year term ending December 31, 2017.

The Committee also acknowledged that Angella Timothy separated from County service on November 23, 2015. As Angella participated in the Consortium’s Board of Directors as a representative of the Columbia County Department of Health, the Committee agreed that she effectively resigned her position on the Consortium’s Board the same day. The Committee felt it would be appropriate to acknowledge this at the next meeting of the Entire Board. As the position is now considered vacant (and is noted as such on the Consortium’s letterhead), the Committee decided to invite Interim Director Jack Mabb to participate on the Consortium’s Board, pending the Board’s approval. Claire will follow up.

The Committee considered other possible additions to the Network, with representation on the Consortium’s Board. It was decided that we will invite Camphill Ghent to join the Network. This will be initiated by sending a Letter of Interest to Deborah Grace, Camphill Ghent’s Executive Director. Provided she expresses an intent to serve, she will then be asked to supply a resume and complete a Disclosure of Financial Interests, Board Member Profile, Medicaid Fraud Disclosure, and other preliminary paperwork for Committee review.

The Committee discussed other, possible additions to the Board. While it decided that no other additions would be made at this time, the Committee did note that the Board would benefit from presentations made from a managed care company and those involved in DSRIP.

**Developing a slate of candidates for Board Office**

The Committee acknowledged its responsibility to present a slate of candidates for Board Office. The terms of office for all four current officers expire in April 2016. Only the positions of President and Vice-President have term limits (that is, two consecutive two-year terms); both the current President and Vice-President are completing their first terms.

The Committee decided that the standard and best practice is to solicit declarations of interest in serving as an officer of the Board from all Board members whenever the terms of office expire. Therefore, the Committee decided that it would adhere to the following process:

* Contacting the four current officers to gauge their interest in serving in the same capacity for another term
* Contacting the Entire Board to advise them of the interest expressed by current officers and to solicit declarations of interest in serving as an officer
* Reviewing the list of interested members and developing a slate of candidates for office for recommendation to the Entire Board

**Review of by-laws and suggested revisions**

The Committee recognized that the current bylaws dictate that investments are fully insured. This is inconsistent with the investment policy approved by the Board last year. The Committee agreed that a bylaws change is necessary to remedy this inconsistency. Claire and Robin will advise the Executive Committee of this matter when it next meets on January 27th and recommend that a bylaws change is proposed at a subsequent meeting of the Entire Board.

**Board Member Support**

It was suggested and agreed that a list of members with contact information should be distributed annually, as well as a current set of bylaws. This would be most appropriate after the annual meeting.

It was also suggested that a Board Book with the corporate bylaws, personnel policies, and other reference items should be created and made available at all board and committee meetings. Aleshia will compile this.

**Follow up to the Board Retreat**

The Committee reviewed a list of ideas generated at the Board Retreat that might be implemented under the Direction of the Committee. These include, but are not limited to: orienting new board members; drafting a board member agreement; conducting an inventory of board member skills, talents and connections; and meeting the educational needs of members. It was agreed that once current board members are re-elected, a board member profile shall be obtained. Claire will circulate the current board member profile to see how useful it will be for capturing board member talent and skills.

They also discussed doing things that have been outside the traditional purview of the Bylaws/Membership/Nominating Committee but complement its existing activities, such as concerning itself with the structure and function of the Board overall. In practice, this might include conducting an annual board assessment, informing the design and content of Board meeting agendas, and providing guidance about reporting from staff. This slightly expanded role would make the Committee more akin to a Governance Committee and would necessitate meeting more frequently (e.g. quarterly). Robin had distributed a number of articles that helped to clarify the purpose and functions of a Governance Committee. The idea was generally well-received. Robin invited the members to share any additional thoughts on morphing into a Governance Committee with her prior to the Executive meeting of January 27th, when the idea will be shared with that group. To aid everyone, Robin will propose what changes to the bylaws language might be needed to accompany this change.

**The meeting adjourned at 4:30 p.m.**

*Notes prepared and respectfully submitted by Claire Parde, January 19, 2016.*

**Action Items:**

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| **Item**  | **Responsible Party** |
| Contact Board members with poor attendance records | Robin |
| Review/revise recommitment letter and distribute to Committee for comments | Claire |
| Draft letter to officers on their continuance of their roles. Distribute for comments to Committee. | Claire |
| Draft letter to Deborah Grace, Camphill Ghent for interest in board role for review by Robin prior to sending | Claire |
| Invite Jack Mabb, Interim Director for the Columbia County Department of Health, to serve on the Board | Claire |
| Reach out to DSRIP contacts to consider best way they may support the board | Scott |
| Send board member profile to Committee for review and comment | Claire |
| Draft proposal for bylaws to change Bylaws/Membership/Nominating Committee to Governance Committee. Rest of committee to respond prior to Jan 27th. | Robin |
| Propose changes to the current section of the bylaws pertaining to investment to ensure consistency with the investment policy and practice | Claire |
| Follow up on letters sent to board members and officers  | Robin |
| Create a Board Book with bylaws, policies, etc. | Aleshia |
| Distribute a contact list and bylaws to board members in April | Aleshia |