**COLUMBIA COUNTY COMMUNITY HEALTHCARE CONSORTIUM, INC.**

**GENERAL MEETING NOTES**

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| **Committee: Corporate Compliance** | | **Date: January 21, 2015** |
| **Attending Members: Tam Mustapha, Tina Sharpe, Robin Andrews, Lisa Thomas, Michael Cole, Claire Parde and Linda Tripp** | | **Facilitator: Tam Mustapha** |
| **Absent Members:** | | **Scribe: Lisa Thomas** |
| **TOPIC DISCUSSED** | **DISCUSSION SUMMARY** | **DECISION MADE AND/OR ACTION TO BE TAKEN,**  **BY WHOM AND WHEN DUE** |
| Training on Conflict of Interest Policy and Disclosure of Interest Form | Claire and Lisa drafted a set of PowerPoint slides for the training, which were reviewed by the Committee. It was decided that the purpose of the training should be limited to the following: (1) to familiarize Directors with key terms and concepts from the conflict of interest policy; (2) to raise awareness about the Directors’ Duty to Disclose; and, (3) to provide guidance on the completion of the new Disclosure of Interests Form. When defining key terms and concepts, it was agreed that we should emphasize that interests are about personal financial gain and not philosophical or political differences. We should also emphasize the difference between interests (persistent) and conflicts (situational).  It was decided that the training should include concrete examples of interests and conflicts to illustrate key points and stimulate discussion. It was also decided that the Disclosure of Interest Form will be sent out to the Board with the meeting reminder, agenda and materials with the request that Board members review and complete the form prior to the training. During the training, Board members will be asked if they had questions that arose when they attempted to complete the form. They will also be provided with an additional copy to reference, complete and submit. | Claire and Lisa made the suggested revisions and sent the slides to Robin for review, as she has volunteered to give the training on February 4th at 2:30pm. |
| Policy and Procedures for disclosing and evaluating interests | It was discussed that Chairs should be made aware of potential interests. Additionally, chairs should inquire, during any action, whether a Director has an interest that might preclude his/her participation in the action. If an interest is disclosed, that person should recuse him/herself. If there is a persistent question about whether a conflict exists, it should then be referred to the Corporate Compliance Committee, which has the authority, as per policy, to make that determination.  It is felt that the role of the Corporate Compliance Committee should be to provide training, education and confirmation that Disclosure of Interest Forms are completed. Our current policy, however, requires a greater role, which may prove cumbersome. The Committee discussed possibly revisiting the policy after the training is completed. |  |
| Materials shared | Claire provided each member with a “Guide to Non-for-Profit Governance 2014.” |  |
| Grant applications | It was discussed that there should be a conversation about grant applications to see if others are applying for the same grant as the Consortium. Claire does not seek the permission of the Board to apply for grants, though the Board is generally aware of her intentions, but she does seek explicit approval to sign substantial contracts. |  |
| Disclosure of Interests Form | It was suggested to add a revision date to the form.  The Committee still needs to make a determination about the Independence of one Director, but needs additional information to do so. This will be gathered on the new form at the training on 2/4. | Claire will add the revision date to the form before it is sent out to the Board. |
| Next Meeting | Date and Time: **March 18th at 2:30 p.m.** |  |