Columbia County Community Healthcare Consortium, Inc.

Bylaws/Nominating/Membership Committee

Meeting of March 29, 2016

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

**The meeting commenced at 9:00 a.m.**

Robin welcomed the group and particularly new member, John Thompson.

***Update on the slate of candidates for nomination to the Board***

Robin advised the group that all members with expiring terms who had been invited to renew their commitment to the Board had done so. Scott Thomas announced that he will be leaving ReEntry in May to join the Mental Health Association. He would be happy to continue serving on behalf of ReEntry until that time and, thereafter, would like to continue serving on the Board in another capacity (e.g. as a consumer or another representative of MHA). The Committee was very enthused about his willingness to stay engaged with the Consortium.

Robin reported that Camphill Ghent has agreed to join the Network and will be represented on the Board by Nancy Benz, Camphill’s Community Relations Officer. Robin and Claire are scheduled to conduct an orientation with Nancy at her office on April 1st.

**Jeff Rovitz made a motion to approve the slate of candidates. Scott Thomas seconded, all approved, and the motion carried.**

***Update on the slate of candidates for nomination as Officers of the Board***

Robin reported that Beth Schuster, Theresa Lux and Linda Tripp all indicated their willingness to continue serving in the roles of President, Vice President, and Secretary, respectively. It has been more challenging to find a person willing to assume the role of Treasurer. There were no volunteers in response to the letter sent by the Committee earlier in the year. Thereafter, members of the Budget and Finance Committee were approached, but declined. Similarly, some members of the Executive Committee were asked to consider the option but declined. Robin indicated her willingness to serve in this capacity, provided there were no concerns on the part of Executive Committee members (there were none) or her fellow members on Bylaws/Nominating/Membership. Robin indicated that she would, if elected Treasurer, also serve as the Chair of the Budget and Finance Committee, would continue her role as Chair of the Bylaws/Nominating/Membership Committee (soon to be Governance), and would resign from the Corporate Compliance Committee. No concerns were expressed by the Committee members, who expressed their gratitude to Robin for her volunteerism.

**Scott Thomas made a motion to approve Beth Schuster, Theresa Lux, Robin Andrews and Linda Tripp as candidates for the Offices of President, Vice President, Treasurer, and Secretary, respectively. Jeff Rovitz seconded the motion, Robin abstained from the vote, all others approved, and the motion carried.**

***Composition of the Board***

Robin initiated a discussion about the composition of the Board. She noted that the difficulty in securing a commitment for the role of Treasurer underscores the challenges of succession planning, particularly on a board when so many members have such limited “bandwidth” due to their significant professional responsibilities.

The Committee agreed that while many Directors serve on the Board as part of their job duties with the agencies and organizations that are network members, this does not preclude soliciting the participation of people that are selected for their particular talents, skills, and ability to serve, rather than affiliation.

The interests of Board members were also discussed. The group recognized that while some are most interested in the direct services that are offered by the Consortium, others are most interested in the multidisciplinary approach to health system integration that is a fundamental charge of the agency. The Committee encouraged Claire to do more to emphasize this role and function. Claire indicated that she will incorporate this message in her remarks to the Board during the Annual Meeting.

***Activities to follow the annual meeting***

The Committee agreed that all members should receive the bylaws and a current membership list after the annual meeting. After some discussion, it was also agreed that the members would be sent a questionnaire to complete to assist the Committee in making an inventory of the Board. This questionnaire will resemble the Prospective Board Member Profile with a few minor revisions.

The group also agreed that in the future, prospective board members should submit a short bio and resume, and complete an application for board service. This application must be developed.

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

The Committee reviewed a change to the bylaws pertaining to investments that had already been considered by the Executive Committee. The Committee approved of the revision, which will be presented to the Entire Board at its meeting in June.

The group also reviewed suggested changes to the section of the bylaws pertaining to the current Bylaws/Nominating/Membership Committee that would affect a name change to Governance and also outline the new committee’s functions. Additional suggestions for revision were made during the meeting. The text will be updated and circulated for Committee review prior to submission to the Entire Board.

**The meeting adjourned at 10:15 a.m.**

*Notes prepared and respectfully submitted by Claire Parde, April 2, 2016.*