

Governance Committee

Thursday, July 12, 2018 8:30am – 9:00am Ben Flores, Chair

Agenda

	ORDER OF BUSINESS	RELEVANT ATTACHMENTS	REPORTING	ACTION A = Approval D = Discussion I = Information
١.	Call to Order		Ben Flores	I
11.	Approval of Agenda		Ben Flores	A
111.	Approval of Minutes	• April 26, 2018	Ben Flores	А
IV.	Applications for Membership	None at this time	Sandy Birkman	D/A
V.	Elections 2018	Election timeline	Sandy Birkman	I
VI.	Emeritus Member Review – Irma Cota	Emeritus Member	Ben Flores	D/A
VII.	Membership Satisfaction Survey	Draft Survey & Timeline	Meghan Nousaine	I/D
VIII.	Board Satisfaction Survey	• 2017 Survey	Sandy Birkman	I/D
IX.	Other	Associate Program Update	Meghan Nousaine	I
Х.	Adjournment		Ben Flores	A



Date: July 2, 2018

To: Governance Committee

From: Sandy Birkman, Director of Finance and Operations

MEMORANDUM

Following is the Executive Summary for the Governance Committee meeting materials.

- V. Elections timeline for Board seats.
- VI. Irma Cota has requested Emeritus Member Status. Governance is charged with reviewing her nomination by the Chair to see if she satisfies eligibility requirements.
- VII. The 2018 Membership Satisfaction Survey has undergone revision. The goal of the survey is to establish a more streamlined and internal survey tool. This revised survey will meet this goal by setting geographical distribution response rate goals, benchmarks or baselines for quantitative question sets and a streamlined set of questions resulting in less time impact to responders.
- VIII. The Board Satisfaction Survey utilized in the past is included for any recommendations of changes to utilize for 2018.

CALIFORNIA PRIMARY CARE ASSOCIATION GOVERNANCE COMMITTEE April 26, 2018

Committee Members Present: Ben Flores, Chair, Carl Coan, Debra Farmer, Nik Gupta, Kerry Hydash, Kevin Mattson, Louise McCarthy, Danielle Myers

Guests: Raphael Irving, Chad Vargas, Doreen Bradshaw, Jennifer Hunter, Christine Noguera, Robin Affrime, Melinda Rivera, Edgar Chavez

Staff: Sandy Birkman, Janelle Mollgaard, Carmela Castellano-Garcia, Mike Witte, Emily Shipman, Jodi Samuels, Emili LaBass, Ginger Smith, Kearsten Shepherd, Val Sheehan

I. Call to Order

Ben Flores, called the meeting to order at 8:34am.

II. Approval of Agenda

A motion was made and seconded to approve the agenda. The motion carried. (Myers/Gupta)

III. Approval of Minutes

A motion was made and seconded to approve the minutes of January 18, 2018 as presented. **The motion** carried. (McCarthy/Myers)

IV. Applications for Membership:

I. Families Together of Orange County

A motion was made and seconded to recommend to the Board approval of the membership application for community health membership. **The motion carried.** (McCarthy/Farmer)

II. White Memorial Community Health Center

A motion was made and seconded to recommend to the Board approval of the membership application for community health membership. **The motion carried.** (McCarthy/Gupta)

V. Membership Recruitment and Associate Update

Sheehan reviewed the standard membership recruitment retention practices along with an update on the Associate Program.

VI. Review Emeritus Qualifications

Per a brief discussion verbiage would be changed from "Emeritus Board Member" to "Emeritus Member" on the qualification guidelines.

VII. Membership Satisfaction Survey

Birkman requested staff involvement in redeveloping the questions for the 2018 survey. Birkman will send out questions to committee prior to July meeting.

VIII. Adjournment

Business being concluded, meeting was adjourned at 9:03am.

Respectfully submitted, Janelle Mollgaard, Recording Secretary



Timeline for 2018 Elections Prepared for Governance Committee Meeting July 2018

July 16	Email the call for nominations packet to all delegates
Aug 6	Deadline for nominations
August 31	Verify eligibility of nominees and nominators Confirm willingness to serve Collect candidate statements for slate
Sept 10	Electronic voting to begin
Sept 28	Cut-off date to vote electronically
October 1	Winners announced
October 3	CPCA seats new Board and elects Executive Committee CPCA Ventures seats new Board



July 9, 2018

CPCA Delegates -

It is once again time for CPCA to call upon its Delegates to submit Board of Director nominations for the elections this fall. This is also an opportunity to make any changes to your organizations' official delegates.

Please note that there are Nine (9) Board of Director positions to fill this election as Kerry Hydash's term is automatically extended one year during her year as Chair per the Bylaws. Eight seats are for three (3) years. The following Director's terms are expiring this year:

Debra Farmer Ben Flores Britta Guerrero Nik Gupta Sherry Hirota Kevin Mattson Tim Rine David B. Vliet

The additional seat to be filled is for a one (1) year term due to the resignation of Jackie Ritacco.

Nominees must be representatives of members in good standing and nominated by a CPCA delegate. Nominees do not need to be a delegate at the time of nomination, but if elected, must be made a delegate to take a seat on the Board. Nominees must also meet the Board adopted Director Qualifications Criteria Policy. You may self-nominate.

As you consider nominating individuals, please keep in mind that the Bylaws state that CPCA will undertake efforts to promote board membership among clinicians, administrators, and community board members so their different perspectives are well represented on the Board. There is also a requirement that at least one-third of the Board represent 330 funded entities.

Attached are:

- 2018 Delegate List
- Role of the Board of Directors
- Board of Directors Job Description
- Director Qualification Criteria Policy
- Current Board of Director roster indicating term expirations
- Candidate Nomination Form

Please submit nominations by Friday, August 6, 2018 to <u>imollgaard@cpca.org</u> or by fax to 916.440.8172 Should you have any questions about the nomination, delegate, or election process, please contact Sandy at 916-440-8170 x 1109 or <u>sbirkman@cpca.org</u> To:Governance CommitteeFrom:Sandy Birkman, Director of Finance & OperationsDate:9/7/12Subject:Emeritus Members

Under the membership category of CPCA's Bylaws is "Emeritus Members".

This category was established to honor and recognize past board members who have contributed their time and expertise to CPCA.

The following guidelines were adopted by the Board for eligibility standards and expectations:

- Emeritus Board Member consideration is limited only to those CPCA Board Members in "good standing" who have demonstrated an "active" involvement in both CPCA Board meetings, CPCA Committee meetings, and other functions over a prolonged period of time.
- 2) Board Members who are being considered for Emeritus status will have served a minimum of at least two terms on the CPCA Board and have chaired at least one Board Committee over that time.
- 3) Individuals wanting consideration of Emeritus status, must ask the Chair to announce their nomination to the Board and the Governance Committee will review their eligibility prior to being put on the agenda for Board consideration.
- 4) Once a Member is elected to Emeritus status, he/she can no longer be considered eligible for future CPCA Board Election. The Emeritus status is for life or until an individual resigns.
- 5) While Emeritus status is typically considered for those at or near retirement, there is no requirement of this.
- 6) Emeritus Board Members may continue to serve and vote on CPCA Board Committees. They may serve as a Committee Chair and in that capacity may bring Committee recommendations in the form of a motion to the full Board for Board consideration.
- Emeritus Board Members will be kept informed about board activities as any other member. Other expectations will be mutually agreed upon between the Emeritus Board Member and the Chair.



Date: June 28, 2018

To: Governance Committee

From: Meghan Nousaine, Assistant Director of Health Center Operations & Kearsten Shepherd,

Deputy Director of Communications & Events

Re: 2018 CPCA Membership Satisfaction Survey

MEMORANDUM

I. Background

In 2016 an internal Membership Team was created to strategize activities to increase engagement and satisfaction among member health centers and consortia. An activity identified in late 2017 was a revision to the Membership Satisfaction survey which is conducted every summer. For the past several years that CPCA has conducted the survey response rates varied, qualitative data often lacked clarity to meaningfully respond too and internal benchmarks were not set.

The goal of the 2018 revised Membership Satisfaction Survey is establish a more streamlined and internal survey tool. This revised survey will meet this goal by setting geographical distribution response rate goals, benchmarks or baselines for quantitative question sets and a streamlined set of questions resulting in less time impact to responders.

In order to inform the revisions staff researched other Primary Care Association's membership satisfaction surveys, general Association satisfaction surveys, and other industry question types in order to establish cross industry benchmarks.

II. Survey Distribution Process

Individually addressed, targeted emails will be sent to all CEOs from an inbox created for Ben Flores, as the Chair of Governance. CPCA staff will be tracking responses as able. However due to the organization name being optional we will not be able to track specific responses but will have a better idea about the spread and regional distribution of responses. Reminders to respond to the survey will only be sent to non-respondents. The survey will be distributed in mid-July, taking into consideration other surveys and membership asks (including the CPCA Salary Survey, Board Survey and Board elections). The survey will remain open for approximately two weeks. Analysis of the responses will be completed in September and shared with the Governance Committee in October. Any CQI initiatives to increase scores where needed will be implemented and tested from November through June. Any revisions that are required will be presented in July of following year for Governance Committee review, unless otherwise directed.

III. Survey Benchmarks

Our sample size for this survey is one response from all Member Organizations and Consortia (N = 161 organizations and 16 consortia). Our target benchmark response rate is 30% with geographical spread which mimics our CHC distribution, analyzed by consortia attribution. Thus a benchmark response rate (n) of 48 organizations and 5 consortia.

IV. Survey Tool

By responding to all required questions each responding organization can opt in to our response incentive. The response incentive identified for 2018 is entry into a raffle to win a complimentary 2018 CPCA Annual Conference registration valued at \$750.

NEW 2018 SURVEY	PREVIOUS SURVEY TOOL
20 SUCCINCT (NO MULTI-PRONG) QUESTIONS	Over 40 Questions
A RESPONSE INCENTIVE	No Response Incentive
OPTIONAL CHC IDENTIFIER AND REQUIRED	No Optional Identifier
GEOGRAPHICAL IDENTIFIER	
7 MINUTES ESTIMATED AVERAGE RESPONSE TIME	15 minutes Average Response Time
NEW QUESTIONS RELATED TO VALUE & ENGAGEMENT	No Questions Related to Strategic Plan
SKIP LOGIC ALLOWING FOR EASIER RESPONSE	No Skip Logic

V. Relevant Attachments

2018 Membership Satisfaction Survey Tool

Please note that although this attachment shows the survey tool as a PDF Form, the survey will be conducted using the online survey platform, Survey Monkey.

2018 Membership Satisfaction Survey Tool

Please Note: Individual responses to the survey will not be shared publicly. All publicly shared data will be aggregated and unidentified.

DEMOGRAPHICS

1. I am a (Community Health Center or Clinic or Consortia) (**Required**): (*Skip Pattern: If CHC go to RAC question (#2). If RAC go to Org Question (#3)*)

2. Which Regional Area Consortia does your CHC belong too? (Options – select all that apply/list all) (**Required**):

3. Organization Name (Optional):

4. Are you the CEO of your CHC or designated by your CEO to respond to this survey on behalf of your entire organization? (Options: Yes/No) (**Required**)

(Skip Pattern: If no, lead to the end of the survey and asks that survey be answered only once by each organization)

NET PROMOTER & ENGAGEMENT

5. How likely is it that you would recommend CPCA membership to a friend or colleague? (Options: 1 being not at all likely – 10 being extremely likely) (**Required**)

6. With which of the following CPCA services does your organization engage? (Options: select all that apply) (Optional)

Options:

- Addressing Reimbursement Issues
- Committees
- Conferences (Annual, Billing Managers, CFO, Quality Care, Region IX Clinical Excellence)
- Legislative policy analysis/advocacy
- Peer Networks
- Regulatory Support
- Technical Assistance (via direct phone calls or emails with staff)
- Trainings (webinars & in-person)
- Website Resources & Email Communications
- Other (Please add comment)

BOARD OF DIRECTORS

7. Has anyone at your organization ever served on the CPCA Board of Directors? (Yes/No) (**Required**)

Skip pattern (if no, go to interested in engaging question, if yes, skip to question 9)

8. Is your organization interested in becoming more engaged with our Board of Directors? (Yes/No) (Optional)

9. Please rate your organization's agreement with the following statement: The leadership provided by the CPCA Board of Directors is effective. (Options: 5 – Strongly Agree, 4 – Agree, 3 – Neutral, 2 – Disagree, 1 – Strongly Disagree, 0 – Don't know) (**Required**)

VALUE OF MEMBERSHIP

10. Please rate your organization's agreement with the following statement: The breadth and depth of services and the support provided by CPCA are of high value to my organization. . (Options: 5 – Strongly Agree, 4 – Agree, 3 – Neutral, 2 – Disagree, 1 – Strongly Disagree, 0 – Don't know) (**Required**)

11. What are the top three reasons your organization is a member of CPCA? (Options: Addressing Reimbursement Issues, Committees, Conferences, Legislative policy analysis/advocacy, Peer Networks, Regulatory Support, Technical Assistance, Trainings, Website Resources & Email Communications, Other (Please add comment)) (**Required**)

12. Which programs/services that CPCA currently provides does your organization find most valuable (Open comment box).

 Are there any areas in which CPCA can improve your membership satisfaction and/or engagement? (Options: Yes / No)
 Skip pattern (if no, go to question 14, if yes, go to question 15)

14. Please describe areas in which CPCA can improve your membership satisfaction and/or engagement. (Open comment box) (Optional)

15. If you have any additional comments regarding your organization's satisfaction and engagement with CPCA, please share them here. (Open comment box) (Optional)

SURVEY PROCESS QUESTIONS

Was this survey too long? (Options: Yes/No) (Optional)
Was this survey easy to understand? (Options: Yes/No) (Optional)
Would you like to be entered into the raffle to receive a free CPCA 2018 Annual Conference registration (valued at: \$XXX). (Options: Yes/No) (Optional)
Skip pattern (if yes to go name/email, if no, go to end of survey)

Name: Email:

Exit this survey

2017 Board Self-Assessment Survey

Please indicate how much you agree or disagree with these aspects of board membership using the scale of (SA)Strongly Agree, (A)Agree, (D)Disagree, (SD) Strongly Disagree and (NS) Not Sure N/A.

Strategic Planning

	SA	Α	D	SD	NS	N/A
1. Provides all board members with copies of the mission statement, bylaws, strategic plan, and all other important documents of the organization.	0	0	0	0	0	0
2. Board periodically reviews bylaws, articles of incorporation, mission and policies.	0	0	0	0	0	0
3. Has a vision of how the organization should evolve over the next 3, 5, or 10 years.	0	0	0	0	0	0
4. Board identifies and considers external trends and influences impacting the organization and members.	0	0	\bigcirc	0	0	0
5. Annually reviews progress toward the long-range goals and modifies the strategic plan.	0	0	0	0	0	0
6. Operates from opportunity to opportunity rather than crisis to crisis.	0	0	0	0	С	\circ

Comments

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Due super and Convisor						
Program and Services						
			D	CD	NC	NI / A
	SA	Α	D	SD	NS	N/A
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			1 1	1 1	()	
7. The board or a committee periodically	1. 1	1	1 J.	A	1	N. 2
7. The board of a committee periodically				\sim	\sim	

7. The board or a committee periodically reviews the complete portfolio of programs

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	SA	Α	D	SD	NS	N/A
and services; improving what needs						
improving, eliminating ineffective						
programs, and recommending new						
programs and services.						
Comments						

Budgeting, Finances

	SA	Α	D	SD	NS	N/A
8. Board adopts and follows an annual budget.	0	0	0	0	\bigcirc	\bigcirc
9. Assures the recommended reserve and investment strategy is yielding appropriate results.	0	0	0	0	0	Ō
10. Receives quarterly financial reports which are understandable, accurate and timely.	0	0	0	0	0	0
11. Requires an annual audit and considers the recommendations made in the independent auditor's report and management letter, with resulting changes as appropriate.	0	0	0	0	0	0

Comments

Staffing	SA	A	D	SD	NS	N/A

12. Board delegates enough policy and operating authority for the CEO/President to lead and manage the organization.

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	SA	Α	D	SD	NS	N/A
13. Regularly assesses the CEO/President's performance and compensation in a fair and systematic way, related to the goals in the strategic plan.						
14. Gives direction to staff only through the chief executive.	0	0	0	0	0	0
15. Understands the communication/feedback loop when approached with staff who have an issue.	0	0	0	0	0	0
Comments		1				-

Risk Management - Protection

	SA	A	D	SD	NS	N/A
16. Board understands its responsibility for protecting the organization and acts accordingly.	0	0	0	0	0	0
17. Understand the legal principles of Duty of Care, Duty of Obedience and Duty of Loyalty.	0	0	0	0	\bigcirc	0
18. Ensures adequate insurance overages for the organization and avoids risk.	\bigcirc	0	0	0	0	0

Comments

Leadership Development and Governing Body						
	SA	A	D	SD	NS	N/A
19. Conducts a thorough orientation for all board members.	\bigcirc	\bigcirc	\bigcirc	\bigcirc	\bigcirc	\bigcirc
20. Board size is ideal for the organization.	\bigcirc	\bigcirc	\bigcirc	0	\bigcirc	0
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	SA	Α	D	SD	NS	N/A	
21. There is an effective process for identifying and orienting new leaders.	\bigcirc	\bigcirc	\bigcirc	0	\bigcirc	\bigcirc	
22. Promotes respect for new ideas and people among board and staff.	0	0	0	0	0	0	
23. Respects confidentiality of all board meetings and materials.	0	0	0	0	0	0	
24. There is sufficient leadership rotation and limitation on terms.	0	0	0	0	0	0	
25. Defers to the President/CEO in matters requiring a spokesperson for the organization.	0	0	0	0	0	0	
26. Board members have adequate opportunities to discuss issues and ask questions.	0	0	0	0	0	0	
27. Convenes and adjourns meetings on time.	\bigcirc	\bigcirc	\bigcirc	\bigcirc	\bigcirc	\bigcirc	
28. Sticks to the prepared agenda.	\bigcirc	\bigcirc	0	\bigcirc	0	\bigcirc	
29. Works for consensus rather than fighting for a majority.	0	0	0	0	0	0	
30. Follows a businesslike system of parliamentary rules.	\bigcirc	\bigcirc	\bigcirc	\bigcirc	0	\bigcirc	
31. Board minutes are accurate, timely and easy to understand.	0	0	0	0	0	\bigcirc	
32. Confines all discussion to policy issues and avoids management issues.	0	0	0	0	0	0	
33. Allows/encourages all board members to participate in discussion.	\bigcirc	\bigcirc	0	0	0	0	

Comments

Individual Board Members



	SA	Α	D	SD	NS	N/A
34. Avoids conflicts of interest and discloses to the board in a timely manner any possible conflicts?						
35. Attend at least 50% of all board meetings and attend committee meetings?	0	0	0	0	\bigcirc	\bigcirc
36. Come to meetings prepared to discuss agenda items and stay engaged in the discussions?	0	Ō	0	0	0	0
37. See themselves as part of a team effort?	\bigcirc	\bigcirc	\bigcirc	\bigcirc	\bigcirc	\bigcirc
38. Act as advocates for the organization?	\bigcirc	\bigcirc	\bigcirc	\bigcirc	0	\bigcirc
39. Know their responsibility as trustees of the organization and role as a board member?	0	0	0	0	0	0
40. Represent the broad interest of the organization and all constituents, not special interests?	0	0	0	0	0	0
Comments						

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Standing Committees and Task Forces

	SA	Α	D	SD	NS	N/A
41. Committee structure and activities contribute to board productivity and advance the mission and goals?	0	0	0	0	0	0
42. Committees have a stated purpose (mission/descriptions)?	\bigcirc	0	0	Ó	0	0
43. Board does not redo committee work inside board meetings?	\bigcirc	0	0	0	0	\bigcirc

Comments

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Executive Committee

	SA	Α	D	SD	NS	N/A
44. Has the board delegated appropriate responsibilities to this committee?	0	0	0	0	0	0
45. Does the Executive Committee make the Board's work more efficient?	0	0	0	0	0	0
46. Are the Executive Committee's actions presented to the board and ratified?	0	0	0	0	0	0
47. Does the CEO make effective use of this committee as a sounding board for emerging issues and sensitive matters?	0	0	0	0	0	0

Comments

Overall

48. Board members find serving to be a satisfying and rewarding experience?

49. Provide any comments below, (they will be treated

SA	Α	D	SD	NS	N/A
0	0	0	0	0	0
0	\bigcirc	\bigcirc	0	\bigcirc	0

Comments

with confidence)

At the request of the Governance Committee participation is being tracked. This is due to receiving a historically low participation rate. Sandy Birkman will be the person who sees the names, in order to follow up with those who have not completed the survey in a timely manner. Please provide your name below.





Date: June 28, 2018

- To: Governance Committee
- From: Meghan Nousaine, Assistant Director of Health Center Operations
- Re: Associate Program Updates: First Quarter 2018

MEMORANDUM

I. Background

This committee has requested a quarterly update of approved Associate Program applications. The Associate Program went into effect on April 1, 2018. The new fee-based program is open to individuals, as well as public and private entities, that wish to actively engage with CPCA. The internal Membership Team oversees the application review process for this program.

Associate Category Type	Name of Associate
Public/Government	None
Corporate	MedPoint
Not-For-Profit	None
Individual	Judy Waterman, Financial Consultant
	John Frana, Consultant
	Josih Hostetler, Faculty at Western University CDM
	Marisa K. Watanabe, Faculty at Western University CDM
	Jenny Sun Tjahjono, DMD, Faculty at Western University CDM
	Bobbie Wunsch, Founder and Partner, Pacific Health Consulting Group
Student	None

II. Quarter 1 - Approved Applications by Category (April 1, 2018 – June 28, 2018)