

Minutes

**Valleywise Community Health Centers Governing Council
Executive Committee Meeting
Valleywise Health Medical Center
April 14, 2022
11:30 a.m.**

Voting Members Present: Ryan Winkle, Committee Chair – *participated remotely*
Michelle Barker, DHSc, Committee Vice Chair – *participated remotely*
Joseph Larios, Member – *participated remotely*

Voting Members Absent: Nelly Clotter-Woods, Ph.D., Member

Non-Voting Members Present: Barbara Harding, Chief Executive Officer, Federally Qualified Health Centers Clinics – *participated remotely*

Others/ Guest Presenters: Michael White, M.D., Chief Clinical Officer - *participated remotely*
Ijana Harris, Assistant General Counsel – *participated remotely*
Melanie Talbot, Chief Governance Officer – *participated remotely*

Recorded by: Cassandra Santos, Assistant Clerk – *participated remotely*

Call to Order

Chairman Winkle called the meeting to order at 11:31 a.m.

Roll Call

Ms. Talbot called roll. Following roll call, it was noted that three of the four voting members of the Valleywise Community Health Centers Governing Council's Executive Committee were present which represented a quorum.

For the benefit of all participants, Ms. Talbot announced the committee members participating remotely.

Call to the Public

Chairman Winkle called for public comment.

There were no comments.

General Session, Presentation, Discussion and Action:

1. Approval of Consent Agenda:
 - a. Minutes:
 - i. Approve Executive Committee Meeting Minutes Dated January 13, 2022

MOTION: Mr. Larios moved to approve the consent agenda. Vice Chairman Barker seconded.

VOTE: 3 Ayes: Chairman Winkle, Vice Chairman Barker, Mr. Larios
0 Nays
1 Absent: Dr. Clotter-Woods
Motion passed.

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General Session, Presentation, Discussion and Action, cont.:

2. Discuss Valleywise Community Health Centers Governing Council Membership and Ad Hoc Membership Committee

Chairman Winkle explained that the Ad Hoc Membership Committee was created in July 2020, for the purpose of recruiting Governing Council members. Since its inception, there had been no productive activity and in in years prior, the Executive Committee held the responsibility of membership recruitment.

It was important to focus on membership recruitment, particularly of Valleywise Health Federally Qualified Health Center (FQHC) clinic patients. Health Resources and Services Administration (HRSA) required that at least 51% of members be active consumers of the FQHC clinics.

He recommended dissolution of the Ad Hoc Membership Committee, noting that the aforementioned responsibilities would revert to the Executive Committee. Those responsibilities would be reflected in the revised Executive Committee charter.

Ms. Talbot also mentioned that since the creation of the committee there was inconsistent leadership which prevented the ability to hold meetings.

Chairman Winkle encouraged feedback from committee members regarding dissolution of the Ad Hoc Membership Committee.

The committee agreed to revert membership recruitment responsibilities back to the Executive Committee and dissolve the Ad Hoc Membership Committee.

3. Discuss, Review and Make Recommendations to the Valleywise Community Health Centers Governing Council to Approve a Revised Executive Committee Charter

Ms. Talbot noted when the Ad Hoc Membership Committee was dissolved, the Executive Committee would resume membership recruitment responsibility.

She delineated revisions to the Executive Committee Charter.

Chairman Winkle said the responsibilities within the charter seemed somewhat vague.

Ms. Talbot stated that although responsibilities outlined within committee charters were broad, the Governing Council Bylaws were very specific.

Chairman Winkle mentioned that new members had previously noted the onboard process was as confusing.

Ms. Talbot pointed out that the Governing Council Member Orientation Policy was overseen by the Chief Executive Officer (CEO) of the FQHC clinics with the assistance of the Executive Committee.

Chairman Winkle stated that he had once worked with Ms. Harding to try and standardize the onboarding process.

Ms. Talbot suggested the onboarding process be outlined in addition utilizing the member orientation policy.

Ms. Harding believed it was helpful to clearly define the roles and responsibilities of Governing Council members, so individuals were aware prior to submitting their application. She said one of the challenges had been that new members did not understand their roles and responsibilities.

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General Session, Presentation, Discussion and Action, cont.:

3. Discuss, Review and Make Recommendations to the Valleywise Community Health Centers Governing Council to Approve a Revised Executive Committee Charter, cont.

Chairman Winkle suggested creating a one-page outline that described a member's roles and responsibilities. He referred potential candidates to the Governing Council webpage to get a sense of the mission.

Ms. Talbot said there was a document that outlined roles and responsibilities, which could be shared with the committee. There was also a video produced by the Arizona Association of Community Health Centers (AACHC) available on the Governing Council's webpage about the board member role. She believed the most efficient way for candidates to understand Governing Council participation was to speak with current members about their experience.

Vice Chairman Barker explained that the one-page outline could describe the role of a Governing Council member as well as serve as a membership commitment form. It was a good way to gauge a candidate's initial interest before moving forward.

Ms. Harding recommended further discussion on the roles and responsibilities, the member orientation policy, and the onboarding process.

The committee discussed ideas related to membership recruitment of FQHC clinic patients and the balance of membership and personal life situations.

Ms. Harding said an email to patients may help to promote membership recruitment. The Governing Council was a consumer board, therefore patient experience feedback from members would be helpful to improve services offered at the FQHC clinics.

Vice Chairman Barker suggested sending a short survey to Valleywise Health FQHC clinic patients about their interest in serving as a Governing Council member. The survey could include pre-qualification queries to identify ideal candidates for membership.

Chairman Winkle agreed, noting that sending an email or survey would bring awareness to the patients that the Governing Council existed and would encourage patients to apply.

Mr. Larios agreed and believed the onboarding process should come from a health care perspective. He spoke about his patient experience and said that he would have appreciated a more patient-centered onboarding approach linked to his role as a member

Ms. Harding recommended that the committee meet before the next scheduled quarterly meeting to continue the conversation, as well as discuss the development of a succession plan for officer roles.

The committee agreed to meet on May 12, 2022.

Ms. Talbot reiterated the topics of discussion for that meeting including the process for membership recruitment, development of an outline describing the functions of a Governing Council member, a candidate commitment attestation form, officer and member roles and responsibilities, member orientation policy, and a succession plan for officers.

In addition, the committee would discuss the onboarding process related to members who were FQHC clinic patients

Ms. Harding would explore the possibility of sending an email survey to FQHC clinic patients to expand membership recruitment.

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General Session, Presentation, Discussion and Action, cont.:

3. Discuss, Review and Make Recommendations to the Valleywise Community Health Centers Governing Council to Approve a Revised Executive Committee Charter, cont.

MOTION: Chairman Winkle moved to make recommendations to the Valleywise Community Health Centers Governing Council to approve a revised Executive Committee Charter. Vice Chairman Barker seconded.

VOTE: 3 Ayes: Chairman Winkle, Vice Chairman Barker, Mr. Larios
0 Nays
1 Absent: Dr. Clotter-Woods
Motion passed.

4. Discuss Valleywise Community Health Centers Governing Council's Officer Candidates for Fiscal Year 2023

Chairman Winkle stated that Dr. Clotter-Woods expressed interest in serving as treasurer for fiscal year (FY) 2023.

Ms. Talbot said there were no nominations nor confirmed interest in members willing to serve as Chairman or Vice Chairman for FY 2023. She highlighted the Governing Council Bylaws Section III: Elections, which outlined next steps to prepare for the election process.

Ms. Harding mentioned she spoke with Vice Chairman Barker regarding her interest in serving as Chairman.

Vice Chairman Barker confirmed her willingness to serve.

Chairman Winkle said Mr. Messick and Ms. Imam mentioned they were not willing to serve in an officer role. He reiterated the importance of developing a succession plan for officer roles.

Mr. Larios voiced his willingness to serve as Vice Chairman.

Chairman Winkle and Vice Chairman Barker would also extend the proposal to Mr. Jacobson and Ms. McCarty inquire about their interest in serving in an officer role for FY 2023.

5. Discuss in-person and virtual meeting options for Valleywise Community Health Centers Governing Council and its Committees for Fiscal Year 2023

Chairman Winkle said he reached out to Governing Council members and most said they preferred virtual meetings; however, quarterly in-person meetings could bring about a sense of comradery.

The committee agreed to proceed with quarterly in-person meetings, if feasible.

Ms. Talbot explained that Governing Council members were polled quarterly regarding their preference of virtual or in-person meetings. If the majority preferred the virtual option, then meetings would remain remote.

6. Discuss the Purpose, Agenda, Budget, Location and Timing for a Future Valleywise Community Health Centers Governing Council Retreat

The committee elaborated on topics of discussion for the Governing Council meeting, formerly known as a retreat.

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General Session, Presentation, Discussion and Action, cont.:

6. Discuss the Purpose, Agenda, Budget, Location and Timing for a Future Valleywise Community Health Centers Governing Council Retreat, cont.

The committee agreed that the September 2022 Governing Council meeting would be extended and serve as a retreat. A future agenda item would be added to identify up to five topics of discussion during the meeting.

Ms. Harding would survey Governing Council members finalize select items for that agenda.

7. Review Valleywise Community Health Centers Governing Council Members' Attendance
 - a. Attendance logs

Governing Council members' attendance logs were briefly discussed.

Vice Chairman Barker asked whether absences for special meetings outside of regularly scheduled monthly meetings were counted.

Ms. Talbot noted that attendance was calculated on a 12-month rolling basis per Governing Council Bylaws. Members were required to attend a minimum of 3/4 regularly scheduled meetings with the option to request an excuse for absence based on an extenuating circumstances per Governing Council policy.

8. Discuss Valleywise Community Health Centers Governing Council's Appreciation Dinner

Ms. Harding said that the Governing Council appreciation dinner was paused for two years due to the COVID-19 pandemic. She asked for feedback regarding plans to restore the event for 2022.

The committee was in support of staff planning an appreciation dinner for the Governing Council.

Ms. Talbot noted that the current FY budget included available funds to use toward an appreciation dinner.

Ms. Harding would proceed with planning the event.

9. Executive Committee Members Closing Comments/Announcements

There were no closing comments or announcements.

10. Review Staff Assignments

Ms. Talbot recapped topics to be discussed at the May 12, 2022 committee meeting, which included identification of topics to be placed on the September, 2022 Governing Council meeting agenda.

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Adjourn

MOTION: Chairman Winkle moved to adjourn the April 14, 2022 Valleywise Community Health Centers Governing Council's Executive Committee meeting. Mr. Larios seconded.

VOTE: 3 Ayes: Chairman Winkle, Vice Chairman Barker, Mr. Larios
0 Nays
1 Absent: Dr. Clotter-Woods
Motion passed.

Meeting adjourned at 12:42 p.m.

Cassandra Santos
Assistant Clerk