

## Minutes

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

**Voting Members Present:** Michelle Barker, DHSc., Committee Chair – *participated remotely*  
Scott Jacobson, Committee Vice Chair – *participated remotely*  
Nelly Clotter-Woods, Ph.D., Member – *participated remotely*  
Joseph Larios, Member – *participated remotely*  
Eileen Sullivan, Member – *participated remotely*

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

**Others/ Guest Presenters:** Martin Demos, General Counsel - *participated remotely*  
Melanie Talbot, Chief Governance Officer – *participated remotely*

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

### **Call to Order**

Chairman Barker called the meeting to order at 11:33 a.m.

### **Roll Call**

Ms. Talbot called roll. Following roll call, it was noted that all five 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 Barker 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 May 12, 2022

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

**VOTE:** 5 Ayes: Chairman Barker, Vice Chairman Jacobson, Dr. Clotter-Woods, Mr. Larios,  
Ms. Sullivan

0 Nays

**Motion passed.**

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

2. Discuss and Review topics for the September 2022 Valleywise Community Health Centers Governing Council Meeting

Chairman Barker stated that the September 2022 Governing Council Meeting be referred to as an extended retreat style meeting, not a retreat.

The meeting would hopefully be in person, for three hours, to encourage connection and camaraderie amongst members. The goal was similar to the outcome of the Governing Council appreciation dinner where members got to know one another on a personal level.

Chairman Barker listed potential agenda items for the upcoming meeting, which she felt would provide for healthy, meaningful dialogue.

One idea was to engage a presenter to speak about health equity and race equality. She also planned for the Governing Council to participate in an activity to get to know one another better.

During the activity, Chairman Barker would present questions to members for discussion. Questions included what motivates members to serve and what should the focus of work be during the next year. The goal was to remain mission and project driven to make a lasting difference within the community.

Addressing the Federally Qualified Health Center (FQHC) Clinics' Strategic plan would promote meeting objectives that directly supported the mission.

She asked for feedback on the suggested topics.

In addition to a health equity presentation, Vice Chairman Jacobson suggested members discuss their own experiences on that topic. In reference to the strategic plan, which was effective through calendar year (CY) 2023, he believed it was important to talk about key leadership changes, or other organizational situations, that may affect the current plan.

Ms. Harding said depending on Mr. Larios' input, the Governing Council could review the strategic plan at its September meeting, and recommendations for modifications to the plan were an option.

Chairman Barker suggested the Strategic Planning and Outreach Committee review the strategic plan at their next meeting, to determine whether it should be discussed at the Governing Council meeting in September.

Mr. Larios agreed that was a good idea.

He believed an external facilitator could help to support effective dialogue toward applying information into a modified strategic plan. The goal was to incorporate a health equity framework to build upon or craft a future strategic plan.

Chairman Barker noted the importance of the following the strategic plan which tied back to the mission. The mission was an action-based statement that declared purpose and objective, ultimately guided by priorities stated within the strategic plan.

Ms. Harding noted that strategic plan pillars patient volume and growth and financial sustainability were elements associated with oversight of the Finance Committee.

Vice Chairman Jacobson thought it may take longer than three hours to review the strategic plan at the extended meeting.

Chairman Barker agreed that time wouldn't allow for wordsmithing or incorporating modifications. She reiterated the Strategic Planning and Outreach Committee could discuss the plan to decide whether edits were needed.

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

2. Discuss and Review topics for the September 2022 Valleywise Community Health Centers Governing Council Meeting, cont.

Chairman Larios recalled the last retreat which included speakers who discussed their personal or traumatic experiences related to inequity.

He said it would be helpful to look at health inequities from the standpoint of historical and systemic white fragility. He added that the conversation's focus should be placed on the structure and history of white supremacy, in order to understand its ultimate influence on the health inequities of today.

If an external presenter were to facilitate discussion on health equity, Mr. Larios wanted to be sure they included conversation about the white supremacy culture. The goal was to deepen the analysis and discourse around health inequity.

Chairman Barker added that she made notes regarding that suggestion. She said that understanding and defining those concepts would help everyone to be on the same page. She said that meetings were set up with potential speakers and that she would appreciate the meaningful dialogue at the September meeting.

Dr. Clotter-Woods agreed with the discussed topics.

Chairman Barker encouraged members to contact her with further suggestions.

3. Discuss the roles and expectations of Governing Council mentors and mentees

Ms. Talbot presented the Governing Council approve policy regarding new member orientation for reference, which could be modified at any time.

She also referred to an insert from the National Association of Community Health Centers (NACHC) governance guide which spoke about mentorship.

Chairman Barker asked if it was possible to assign a Governing Council member to oversee the mentor program. This included assigning mentors to mentees, maintaining log of assignments, and facilitate periodic check-ins with the mentor and mentee.

Ms. Talbot said she believed that was possible, however, the Governing Council would need to take action to assign an individual member to serve in that role.

Ms. Harding believed the responsibility would not require too much work. The responsibility could also stay within the purview of the Executive Committee.

Vice Chairman Jacobson commented that long-tenured Governing Council members would likely have an advantage since they had greater knowledge of overall members.

Ms. Talbot recalled that Mr. Larios suggested a checklist of prompts for mentors to discuss during the mentorship process, at the last Executive Committee meeting.

The committee discussed mentorship and ways to engage new members during a mentorship process.

Ms. Harding referred to the essential documents on the Governing Council webpages a good reference. She said that mentorship was team building and included more than a simple checklist.

The committee spoke about different considerations and standards that supported the mentor and mentee relationship. They discussed examples and experiences that occurred during the mentorship process, either as a mentor or mentee.

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

3. Discuss the roles and expectations of Governing Council mentors and mentees, cont.

Mr. Larios listed best practices to consider when tending to the engagement of new members.

First, he said it was helpful to understand what a new member was excited to learn about. Second, it was important to uncover what challenged them or what they struggled with. Finally, creating a sense of belonging for the member was another important metric of engagement.

The committee spoke about various ways to support mentorship and belonging.

It was determined Vice Chairman Jacobson would create an informal draft outline to use as a guideline during the mentorship process.

The item would be reviewed at the next Executive Committee meeting.

Afterward, the Governing Council would then select a member to oversee the mentorship program.

4. Discuss future Executive Committee Meeting Schedule

The committee discussed meeting schedule options, including meeting frequency.

It was determined they continue to meet quarterly at the same regularly scheduled meeting day and time.

5. Review Valleywise Community Health Centers Governing Council Members' Attendance
- a. Attendance logs
  - b. Approve Salina Imam's request for excused absence due to extenuating circumstances for the following date/meeting:
    - June 8, 2022 Valleywise Community Health Centers Governing Council meeting

Governing Council members' attendance logs were discussed.

Ms. Talbot noted that attendance was calculated on a 12-month rolling basis. 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.

There was concern for the number of absences that Ms. Imam accumulated to date.

Chairman Barker requested that off cycle meetings outside of regularly scheduled meetings be shaded in the attendance logs.

She would also reach out to Ms. Imam regarding her number of meeting absences overall.

Ms. Imam's request for excuse excused absence due to extenuating circumstances was presented and the information was discussed.

Chairman Barker thought it was important to consider a member's privacy when they were requesting an excused absence.

Ms. Talbot referred to the Governing Council excused absences policy which dictated that a member request excuse for absence in writing. The policy included examples of extenuating circumstances.

The committee discussed various parts within the policy.

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

5. Review Valleywise Community Health Centers Governing Council Members' Attendance, cont.

Chairman Barker asked about the current practice to ensure a member's privacy was considered when discussing requests for excused absences. She asked if it was necessary to publicly disclose the reason a member was absent.

Ms. Talbot explained that absences were considered on a case by case basis. The Executive Committee determined how to process with requests for excused absences while still maintaining confidentiality.

The committee agreed there would be one point of contact to accept the requests for excused absences. The point of contact would ask the member if they were comfortable sharing the provided information.

Ms. Talbot stated she would incorporate the suggestions into a modified draft policy. The draft would be presented at the next committee meeting for consideration.

**MOTION:** Vice Chairman Jacobson moved to approve Salina Imam's request for excused absence due to extenuating circumstances for the June 8, 2022 Valleywise Community Health Centers Governing Council meeting. Mr. Larios seconded.

**VOTE:** 5 Ayes: Chairman Barker, Vice Chairman Jacobson, Dr. Clotter-Woods, Mr. Larios,  
Ms. Sullivan  
0 Nays  
**Motion passed.**

6. Executive Committee Members Closing Comments/Announcements

Ms. Sullivan commented that remote meetings provided an easier way for members to attend, however, in person meetings assured more effective and interactive participation.

Chairman Barker agreed.

7. Review Staff Assignments

Ms. Talbot reviewed staff assignments and follow up requests stemming from the meeting. She recapped old business from April and May 2022.

**Adjourn**

**MOTION:** Vice Chairman Jacobson moved to adjourn the July 14, 2022 Valleywise Community Health Centers Governing Council's Executive Committee meeting. Ms. Sullivan seconded.

**VOTE:** 5 Ayes: Chairman Barker, Vice Chairman Jacobson, Dr. Clotter-Woods, Mr. Larios,  
Ms. Sullivan  
0 Nays  
**Motion passed.**

Meeting adjourned at 12:59 p.m.