Valleywise Community Health Centers Governing Council

Executive Committee Meeting

October 13, 2022
11:30 a.m.

Agenda

Committee Members	AGENDA - AMENDED
Michelle Barker, DHSc., Committee Chair Scott Jacobson, Committee Vice Chair Joseph Larios, Member Eileen Sullivan, Member Barbara Harding, CEO, FQHC Clinics, Non-Voting Member	**Executive Committee of the Valleywise Community Health Centers Governing Council** **Mission Statement of the Federally Qualified Health Center Clinics** Serve the population of Maricopa County with excellent, comprehensive health and wellness in a culturally respectful environment.

▪ Valleywise Health Medical Center ▪ 2601 East Roosevelt Street ▪ Phoenix, Arizona 85008 ▪

Meeting will be held remotely. Please visit https://valleywisehealth.org/events/valleywise-community-health-centers-governing-councils-executive-committee-meeting-10-13-22/ for further information

Thursday, October 13, 2022
11:30 a.m.

One or more members of the Valleywise Community Health Centers Governing Council's Executive Committee may be in attendance by technological means. Committee members attending by technological means will be announced at the meeting.

Please silence any cell phone, computer, or other sound device to minimize disruption of the meeting.

Call to Order

Roll Call

Call to the Public

This is the time for the public to comment. The Executive Committee may not discuss items that are not specifically identified on the agenda. Therefore, pursuant to A.R.S. § 38-431.01(H), action taken as a result of public comment will be limited to directing staff to study the matter, responding to any criticism, or scheduling a matter for further consideration and decision at a later date.

Agendas are available within 24 hours of each meeting via the Clerk's Office, Valleywise Health Medical Center, 2601 East Roosevelt Street, Phoenix, Arizona 85008, Monday through Friday between the hours of 9:00 a.m. and 4:00 p.m. and on the internet at https://valleywisehealth.org/about/governing-council/. Accommodations for individuals with disabilities, alternative format materials, sign language interpretation, and assistive listening devices are available upon 72 hours advance notice via the Clerk's Office, Valleywise Health Medical Center, 2601 East Roosevelt Street, Phoenix, Arizona 85008, (602) 344-5177. To the extent possible, additional reasonable accommodations will be made available within the time constraints of the request.

ITEMS MAY BE DISCUSSED IN A DIFFERENT SEQUENCE

General Session, Presentation, Discussion and Action:

1. Approval of Consent Agenda: 5 min
   Any matter on the Consent Agenda will be removed from the Consent Agenda and discussed as a regular agenda item upon the request of any voting Committee member.

   a. Minutes:

      i. **Approve** Executive Committee Meeting Minutes dated July 14, 2022

End of Consent Agenda

2. Review Valleywise Community Health Centers Governing Council Members' Attendance 5 min
   a. Attendance logs
      Executive Committee Members

3. Discuss, Review and **Make Recommendations** to the Valleywise Community Health Centers Governing Council to **Retire** Valleywise Community Health Centers Governing Council Excused Absences Policy - 89103 F, and **Approve** Valleywise Community Health Centers Governing Council Members Attendance Expectations Policy - 89104 T 10 min
   Executive Committee Members

4. Discuss and Review Valleywise Community Health Centers Governing Council's Committees' Structure and Effectiveness 20 min
   Executive Committee Members

5. Chair and Committee Member Closing Comments/Announcements 5 min
   Executive Committee Members

6. Review Staff Assignments 5 min
   Cassandra Santos, Assistant Clerk

Old Business:

April 14, 2022
Future agenda item: Discuss development of an outline on the function of a Governing Council member and discuss a candidate commitment form

Explore creating and sending a survey to Valleywise Health patients for recruitment efforts

May 12, 2022
Future agenda item: Develop a succession plan for Governing Council officer roles

Future agenda item: Discuss mentor/mentee roles and expectations

Create an orientation program, orientation policy, and prompts for mentors to discuss during mentorship

Add verbiage to roles and responsibilities on importance of recruiting patients and define the role of members who are patients

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

6. Review Staff Assignments, cont.

Old Business, cont.:

July 14, 2022
Future Governing Council agenda item: Select a Governing Council member to oversee a mentor program

Future Strategic Planning and Outreach agenda item: Review the Strategic Plan

Vice Chairman Jacobson to create a mentorship outline or checklist of mentor/mentee duties

Chairman Barker to reach out to Governing Council members with a concerning number of meeting absences

Staff to draft a revised excused absences policy per committee instruction and suggestion

Adjourn

Valleywise Community Health Centers Governing Council

Executive Committee Meeting

October 13, 2022

Item 1.

Consent Agenda

Valleywise Community Health Centers Governing Council

Executive Committee Meeting

October 13, 2022

Item 1.a.i.

Minutes:
July 14, 2022

Minutes

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

DRAFT

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.

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.

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.

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.

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.

_____
Cassandra Santos
Assistant Clerk

Valleywise Community Health Centers Governing Council

Executive Committee Meeting

October 13, 2022

Item 2.

Attendance

Valleywise Community Health Centers Governing Council

Executive Committee Meeting

October 13, 2022

Item 2.a.

Attendance Logs

Valleywise Community Health Centers Governing Council Attendance

Name	11/3/21	12/1/21	1/5/22	2/2/22	3/2/22	4/6/22	5/4/22	6/1/22	6/8/22	7/6/22	8/3/22	9/7/22	10/5/22
Barker, DHSc., Michelle	*	*	*	*	*	*	*	*	*	*	*	P	*
Imam, Salina	E	*	*	*	*	*	A	A	E	*	*	P	*
Jacobson, Scott	*	*	*	*	*	*	*	*	*	*	*	P	*
Larios, Joseph	*	*	A	*	*	*	*	*	*	*	A	A	A
McCarty, Liz	*	A	*	*	*	*	*	*	*	*	*	P	*
Messick, Daniel	*	*	*	*	*	*	*	*	*	*	*	P	*
Sullivan, Eileen								*	*	*	*	P	*
Winkle Ryan	*	*	*	*	*	*	*	*	*	*	A	A	*

Legend

* = Participated Telephonically

E = Excused by vote

P = Present

A = Absent

Meeting Canceled

Not a member of council during this time

Off-cycle meeting

Valleywise Community Health Centers Governing Council: Committee Attendance

Executive	11/12/21	12/9/21	1/13/22	2/10/22	3/10/22	4/14/22	5/12/22	6/9/22	7/14/22	8/11/22	9/8/22	10/13/22
Michelle Barker			*			*	*		*			
Scott Jacobson									*			
Joseph Larios			*			*	*		*			
Eilen Sullivan									*			

Finance Committee	11/3/21	12/1/21	1/5/22	2/2/22	3/2/22	4/6/22	5/4/22	6/1/22	7/6/22	8/3/22	9/7/22	10/5/22
Salina Imam	*	*	*	*	*	*	A	A				*
Daniel Messick	*	*	*	*	*	*	*	*				*
Ryan Winkle	*	*	*	*	*	*	*	*				*

Compliance & Quality	11/8/21	12/13/21	1/10/22	2/14/22	3/14/22	4/11/22	5/9/22	6/13/22	7/11/22	8/8/22	9/12/22	10/11/22
Liz McCarty	*			*			*	*		*		
Daniel Messick	*			A			*	*		A		
Eileen Sullivan								*		*		

Strategic Planning & Outreach	11/8/21	12/13/21	1/10/22	2/14/22	3/14/22	4/11/22	5/9/22	6/13/22	7/11/22	8/8/22	9/12/22	10/11/22
Scott Jacobson	*	*		*				*			*	
Joseph Larios	*	*		*				*			A	
Michelle Barker											*	

Legend

* = Participated Telephonically

E = Excused by vote

P = Present

A = Absent

Meeting Canceled/Did not Meet

Not a member of committee during this time

Off-cycle meeting

Valleywise Community Health Centers Governing Council

Executive Committee Meeting

October 13, 2022

Item 3.

Retire
Policy - 89103 F

Valleywise Health Administrative Policy & Procedure

Effective Date: **09/19**

Reviewed Dates: **08/21**

Revision Dates: **00/00**

Policy #: 89103 F

Policy Title: Valleywise Community Health Centers Governing Council Excused Absences

Scope:
- **[ ] District Governance (G)**
- **[ ] System-Wide (S)**
- **[ ] Division (D)**
- **[ ] Multi-Division (MD)**
- **[ ] Department (T)**
- **[ ] Multi-Department (MT)**
- **[X] FQHC (F)**

Purpose:

The Valleywise Community Health Centers Governing Council (VCHCGC) Bylaws require Council members to attend three-fourths (3/4) of Council and Committee meetings in a rolling 12-month period. The VCHCGC Executive Committee reviews attendance of members to ensure members remain in good standing through meeting attendance.

Procedure:

1. Members who are unable to attend a Council or Committee meeting must notify the Assistant Clerk or Chief Governance Officer in writing that they will be unable to attend and the reason.

2. Members who wish to have an absence excused due to extenuating circumstances should submit their request in writing to the Assistant Clerk or the Chief Governance Officer for the Executive Committee's consideration.

3. The VCHCGC Executive Committee reviews all requests and determines if extenuating circumstances warrant the excusal of a member's absence from a Council or Committee meeting.

4. Extenuating circumstances are defined as an unpreventable or unforeseen circumstance including:

- ❑ Involvement in an accident
- ❑ Victim of crime
- ❑ An acute illness
- ❑ Life-threatening illness of a close family member or partner
- ❑ Bereavement of a close family member or partner
- ❑ Acute or on-going serious personal/emotional circumstances
- ❑ Domestic upheaval at the time of the assessment (e.g. fire, burglary, eviction)

The following are examples of what may not normally be considered grounds for extenuating circumstances and any applications citing any of the following are unlikely to be considered by the VCHCGC Executive Committee:

- ❑ Minor illnesses such as a common cold
- ❑ Relationship difficulties
- ❑ Financial difficulties
- ❑ Commuting issues
- ❑ Failure to plan
- ❑ Sporting commitments
- ❑ Weddings/social events
- ❑ Vacation
- ❑ Election/campaigning commitments
- ❑ Paid employment or voluntary work
- ❑ Extenuating circumstances that are continuous and last longer than 3 months

Please note: the above examples are not definitive and are intended only as a guide. In all cases, the VCHCGC Executive Committee has ultimate authority to use its discretion, considering the full circumstances of a case.

5. Members who do not meet their responsibilities by attending meetings, shall be considered not to be in good standing and will be reviewed for removal from the VCHCGC.

Valleywise Health Policy & Procedure - Approval Sheet
(**Before submitting, fill out COMPLETELY**.)

POLICY RESPONSIBLE PARTY: Valleywise Community Health Centers Governing Council

DEVELOPMENT TEAM(S): Barbara Harding, Senior Vice President Ambulatory Services and Chief Executive Officer of the Federally Qualified Health Center Clinics

Policy #: 89103 F

Policy Title: Valleywise Community Health Centers Governing Council Excused Absences

e-Signers: Melanie Talbot, Chief Governance Officer and Board Clerk

Place an X on the right side of applicable description:

New -

Retire - **Reviewed - X**

Revised with Minor Changes -

Revised with Major Changes -

Please list revisions made below: (Other than grammatical changes or name and date changes)

Reviewed and Approved by in Addition to Responsible Party and E-Signer(s):

Committee:	**00/00**
Committee:	**00/00**
Committee:	**00/00**
Reviewed for HR:	**00/00**
Reviewed for EPIC:	**00/00**
Other:	**00/00**
Other:	**00/00**
Other:	**00/00**

Valleywise Community Health Centers Governing Council

Executive Committee Meeting

October 13, 2022

Item 3.

Policy - 89104 T

Valleywise Health Administrative Policy & Procedure

Effective Date: **00/00**

Reviewed Dates: **00/00**

Revision Dates: **00/00**

DRAFT

Policy #: 89104 T

Policy Title: Valleywise Community Health Centers Governing Council Members Attendance Expectations

Scope:
- **[ ] District Governance (G)**
- **[ ] System-Wide (S)**
- **[ ] Division (D)**
- **[ ] Multi-Division (MD)**
- **[x] Department (T)**
- **[ ] Multi-Department (MT)**
- **[x] FQHC (F)**

Purpose:

The purpose of the policy is to help ensure that Valleywise Community Health Centers Governing Council (Governing Council) members contribute their experiences and expertise to the oversight of the Federally Qualified Health Center (FQHCs) Clinics by understanding the importance of attending and participating in Governing Council and committee meetings.

Definitions:

Absence: Failure to attend at least 50% of a Governing Council/committee meeting.

Excused absence: An absence approved by the Executive Committee as an extenuating circumstance that does not count toward a Governing Council member's attendance record.

Extenuating circumstance: A nonrecurring event that is beyond the Governing Council member's control

Meeting: The gathering, in person or through technological devices, of a quorum of the members of the Governing Council or one of its committees at which they discuss, propose, or take legal action.

Member: Member of the Valleywise Community Health Centers Governing Council

Policy:

Serving on the Governing Council requires commitment and dedication to the organization. Members are expected to add regularly scheduled Governing Council meetings and meetings of the committees to which they are members, on their personal calendar to avoid scheduling other meetings during that time.

It is recognized that members may be unable to attend some meetings from time to time. It is incumbent upon members to advise the Governing Council/Committee Chair when they are unable to attend a meeting.

Members need to attend more than 50% of a Governing Council/committee meeting to be counted as present for the meeting.

If a member missed more than 1/4 of Governing Council or committee meetings within a rolling twelve-month period, it is considered a violation of Article III, Section II of the Valleywise Community Health Centers Governing Council Bylaws and is cause for removal from the Governing Council.

Procedure:

1. If a member is unable to attend a Governing Council/committee meeting, they need to notify the Governing Council Chair/Committee Chair with as much notice as possible to ensure that a quorum will be established for said meeting.
    a. Method of contact to notify the Governing Council/Committee Chair is to be determined by the Governing Council/Committee Chair and needs to be made clear during a Governing Council/committee meeting to be reflected in the minutes.

2. Members may be absent from a Governing Council/committee meeting from time to time. Some reasons that are not considered extenuating circumstances:
    a. Vacation
    b. Social events
    c. Commuting issues
    d. Minor illness
    e. Work commitments
    f. Other voluntary work commitments

3. Members that are absent due to an extenuating circumstance may request that the Executive Committee excuse the absence. The following may be considered an extenuating circumstance:
    a. Bereavement of immediate family member or domestic partner
    b. Court or administrative proceeding
    c. Acute illness
    d. Life threatening illness of immediate family member or domestic partner
    e. Victim of a crime

4. To request an excused absence, the member needs to contact the Governing Council Chair, explaining the justification for the absence to be considered an extenuating circumstance.
    a. The Governing Council Chair will ask the member how much information, if any, can be shared with the Executive Committee for its consideration in excusing the absence.
    b. The Governing Council Chair will direct the clerk to add the request for excused absence to the next regularly scheduled Executive Committee meeting agenda.
    c. After that Executive Committee meeting, the Governing Council Chair will notify the member of the outcome.

5. If a member is in jeopardy of breaching the attendance requirements, the the Governing Council Chair will consult with them to discuss the matter.

6. If a member is absent from 1/4 or more of Governing Council or committee meetings, they will be asked to resign. If the member fails to resign, the Governing Council Chair will recommend to the entire Governing Council that the member be removed.

7. The member who is to be removed will be sent a letter via the United States Postal Service (USPS) certified mail, giving the reason for the removal. The letter will include the place, date, and time of the Governing Council meeting when the vote for removal will occur.
    a. During the meeting, the member in question may address the Governing Council or give reasons for their opposition to their removal in a written statement read by the Governing Council Chair at the meeting.

8. A 2/3 majority of the Governing Council is required to remove a member from the Governing Council.
    a. If the member isn't present for the vote, they will be notified via USPS certified mail of the final consideration and action.
    b. If the vote is in favor of removal, the member will be removed immediately from the Governing Council.

References:
Executive Committee charter
Valleywise Community Health Centers Governing Council Bylaws

Valleywise Health Policy & Procedure - Approval Sheet
(**Before submitting, fill out COMPLETELY**.)

POLICY RESPONSIBLE PARTY: Melanie Talbot, Chief Governance Officer and Board Clerk

DEVELOPMENT TEAM(S): Clerk's Office

Policy #: 89104 T

Policy Title: Valleywise Community Health Centers Governing Council Members Attendance Expectations

e-Signers: Melanie Talbot, Chief Governance Officer and Board Clerk

Place an X on the right side of applicable description:

New - X

Retire - **Reviewed -**

Revised with Minor Changes -

Revised with Major Changes -

Please list revisions made below: (Other than grammatical changes or name and date changes)

List associated form(s): (If applicable)

Reviewed and Approved by in Addition to Responsible Party and E-Signer(s):

Committee: Valleywise Community Health Centers Governing Council Executive Committee **00/00**

Committee: **00/00**

Reviewed for EPIC: **00/00**

Other: **00/00**

Other: Valleywise Community Health Centers Governing Council 00/00

Valleywise Community Health Centers Governing Council

Executive Committee Meeting

October 13, 2022

Item 4.

Committees' Structure and Effectiveness

Valleywise Health

Chief Governance Officer
2601 East Roosevelt Street • Phoenix • AZ• 85008
Phone: (602) 344-5177 • Fax: (602) 655-9337

DATE: October 13, 2022

TO: Executive Committee

FROM: Melanie Talbot, Chief Governance Officer and Board Clerk

SUBJECT: Committees Structure and Effectiveness

One of the responsibilities of the Executive Committee is to periodically review the Governing Council's standing committees' structures and effectiveness. Since it has been approximately three years since the last review, now would be a good time to complete the review again.

Enclosed for your review are the Governing Council members' committee assignments and charters for the Governing Council's standing committees.

Valleywise Community Health Centers Governing Council

Executive Committee Meeting

October 13, 2022

Item 4.

Committees' Structure and Effectiveness - Committee Assignments

Governing Council and Committees

GC (9)	FC (7)	EC (5)	CQC (9)	SPOC (6)
Michelle Barker - Chair	_____ - Chair	Michelle Barker - Chair	Eileen Sullivan – Chair	Joseph Larios - Chair
Scott Jacobson - Vice Chair	Daniel Messick - Vice Chair	Scott Jacobson - Vice Chair	Daniel Messick - Vice Chair	Scott Jacobson - Vice Chair
_____ - Treasurer	Salina Imam	Joseph Larios	Liz McCarty	Michelle Barker
Salina Imam	Ryan Winkle	Eileen Sullivan	Barbara Harding	Barbara Harding
Joseph Larios	Barbara Harding	Barbara Harding	LT Slaughter	Runjhun Nanchal
Liz McCarty	Claire Agnew		Christina Smarik Snyder	Christie Blanda
Daniel Messick	Matthew Meier		Nelson Silva-Craig	
Eileen Sullivan	Christie Markos		Crystal Garcia	
Ryan Winkle			Sandra Yuh	
Mary Rose Wilcox				

Valleywise Community Health Centers Governing Council

Executive Committee Meeting

October 13, 2022

Item 4.

Committees' Structure and Effectiveness -
Executive Committee Charter

Valleywise Community Health Centers Governing Council
Executive Committee Charter

Purpose

The purpose of the Executive Committee (Committee) of the Valleywise Community Health Centers Governing Council (Governing Council) is to ensure the Governing Council carries out its due-diligence function related to Governing Council member recruitment and retention, the healthy development and operation of the Governing Council, its committees, and performance of the individual Governing Council member by equipping them with the proper tools and motivation to carry out his or her responsibilities.

Membership

Membership shall consist of the Governing Council Chair, Governing Council Vice Chair, Governing Council Treasurer, the Governing Council's standing committee chairs, and a member at large. The Chief Executive Officer of the Federally Qualified Health Center (FQHC) Clinics is an ex officio non-voting member of the Committee.

Responsibilities

1. Identify and actively recruit potential candidates for Governing Council membership. This includes seeking community assistance (which may include local civic, religious and community organizations) in identifying persons interested.

2. Maintain an awareness of the needs of the Governing Council when recruiting prospective candidates, including but not limited to user status, area of expertise, race, and ethnicity.

3. Develop the criteria for qualifications of potential candidates for Governing Council membership.

4. Conduct appropriate inquiries into the qualifications of interested candidates for Governing Council membership.

5. Along with the CEO, oversee the new Governing Council member orientation program as defined in policy 89102 F, Valleywise Community Health Centers Governing Council Member Orientation.

Approved: 10/14
Revised: 12/17, 09/20, 05/22

6. Promote ongoing Governing Council member development, continuing education, and governance training.

7. Promote retention of existing Governing Council members.

8. Ensure Governing Council members have clearly defined roles and responsibilities.

9. Ensure Governing Council Officers have clearly defined roles and responsibilities.

10. Ensure a healthy Governing Council culture exists.

11. Establish a formal written succession plan for Governing Council Officers and Committee Chairs.

12. Determine if extenuating circumstances as defined in policy 89103 F, Excused Absences, warrant the excusal of a Governing Council member's absence from a Governing Council or Committee meeting.

13. Make recommendations to the Valleywise Community Health Centers Governing Council regarding the removal of a Governing Council member.

14. Periodically, review the Governing Council's committees' structures and effectiveness.

15. At least every three (3) years review the Governing Council Bylaws and Mission statement and make recommendations to the Governing Council for suggested revisions.

16. At least every three (3) years review the Executive Committee Charter and make recommendations to the Governing Council for suggested revisions.

17. Ensure that annual compliance training is provided and that Governing Council members submit a signed attestation.

Meetings

Meetings will be held quarterly. Additional meetings can be scheduled at the discretion of the Committee Chair.

Meeting Procedures

1. The Committee Chair will facilitate all meetings. The Committee Vice Chair will facilitate meetings in the Chair's absence.

2. Committee members must attend in person or, when circumstances dictate, telephonically or by other technological means. A quorum shall consist of a majority of the voting Committee members, which is necessary for the Committee to meet and to take action.

3. Minutes shall be recorded and maintained for each Committee meeting in compliance with Arizona Open Meeting Law and shall contain all actions taken by the Committee. Minutes recorded or maintained for Executive Session discussions, however, will be kept confidential pursuant to A.R.S. § 38-431.03.

4. The Committee will report its actions to the Governing Council at the next regularly scheduled Governing Council meeting.

Valleywise Community Health Centers Governing Council

Executive Committee Meeting

October 13, 2022

Item 4.

Committees' Structure and Effectiveness - Compliance and Quality Committee Charter

Valleywise Community Health Centers Governing Council
Compliance and Quality Committee Charter

Purpose

The purpose of the Compliance and Quality Committee (Committee) of the Valleywise Community Health Centers Governing Council (Governing Council) is to: (1) ensure the quality of care provided at the Valleywise Health Federally Qualified Health Center (FQHC) Clinics; (2) ensure patient safety and satisfaction provided throughout the Valleywise Health FQHC Clinics; (3) ensure compliance with Health Resources & Services Administration's (HRSA) Program requirements.

Membership

The Committee shall consist of a Chair, a Vice Chair, and no more than three (3) additional Governing Council members. A voting member of the Governing Council will serve as the Committee Chair. The Committee Chair will recommend, and the Committee will appoint a Vice Chair. The Chief Executive Officer of the FQHC Clinics is an ex-officio, non-voting member of the Committee. In addition, the following Valleywise Health staff members will serve on the Committee as non-voting members: FQHC Medical Director, FQHC Quality Medical Director, Vice President of Quality Management, Ambulatory Director of Nursing, and Chief Compliance Officer. In accordance with the Governing Council Bylaws, voting members are appointed by the Governing Council. The Governing Council shall seek voting members preferably with knowledge in the area of quality/health care services. Voting members shall serve for a four (4) year term.

Responsibilities

In conjunction with Valleywise Health staff, the Committee will:

1. Review and make recommendation to the Governing Council to acknowledge receipt of a community needs assessment for the FQHC Clinics service area at least once every three (3) years.
    - Review patient survey questions for conducting community needs assessment

2. Review and make recommendations to the Governing Council for any additional health services to offer in order to meet the health needs of the patient population served by the FQHC clinics.
    - Community needs assessment
    - Annual UDS report

3. Review and make recommendations to the Governing Council to approve a Quality Improvement/Quality Assurance (QI/QA) Plan for the FQHC Clinics at least every two (2) years.

4. Ensure that QI/QA data, including patient satisfaction, patient grievance and patient safety, is shared with the Governing Council at least quarterly.
    - Review monthly quality metrics
        - Review action plans for improvement
    - Review annual patient grievances and complaints report
    - Review quarterly patient satisfaction report
        - Review action plans for improvement
    - Review annual HRSA national/state UDS comparison data

5. Ensure written quality of care audit procedures are in place and audit is shared with the Governing Council annually.
    - Review annual quality of care audit for the FQHC clinics

6. Submit timely, accurate, and complete UDS reports.
    - Review and make recommendations to the Governing Council to accept annual UDS report submitted to HRSA

7. Annually review data-based reports on: patient service utilization; trends and patterns in the patient population; and overall health center performance including achievement of FQHC clinics objectives; and efficiency and effectiveness of the FQHC clinics, for oversight by the Governing Council.
    - Community needs assessment
    - Annual UDS report

8. Annually evaluate the operations of the FQHC clinics including compliance with applicable federal requirements, performance expectations such as financial and patient volumes, patterns of health service utilization.
    - Review and make recommendations to the Governing Council to approve an annual compliance work plan for the FQHC clinics
    - Review and make recommendations to the Governing Council to approve an annual internal audit work plan for the FQHC clinics
    - Review quarterly compliance work plan updates
    - Review quarterly internal audit work plan updates
    - Review FQHC clinics staff annual compliance education training results
    - Review monthly quality metrics
    - Review quarterly patient satisfaction report

9. At least every three (3) years review the Committee Charter and make recommendations for suggested revisions to the Governing Council.

Meetings

Meetings will be held quarterly. Additional meetings can be scheduled at the discretion of the Committee Chair.

Meeting Procedures

1. The Committee Chair will facilitate all meetings. The Committee Vice Chair will facilitate meetings in the Chair's absence.

2. Committee members must attend in person or, when circumstances dictate, telephonically. A quorum shall consist of a majority of the voting Committee members, which is necessary for the Committee to meet and to take action.

3. Minutes shall be recorded and maintained for each Committee meeting in compliance with Arizona Open Meeting Law and shall contain all actions taken by the Committee. Minutes recorded or maintained for Executive Session discussions, however, will be kept confidential pursuant to A.R.S. § 38-431.03.

4. The Committee will report its actions to the Governing Council at the next regularly scheduled Governing Council meeting.

Valleywise Community Health Centers Governing Council

Executive Committee Meeting

October 13, 2022

Item 4.

Committees' Structure and Effectiveness –
Finance Committee Charter

Valleywise Community Health Centers Governing Council
Finance Committee Charter

Purpose

The purpose of the Finance Committee (Committee) of the Valleywise Community Health Centers Governing Council (Governing Council) is to: (1) recommend an annual operating budget for the Valleywise Health Federally Qualified Health Center (FQHC) Clinics; (2) provide oversight of the financial performance of the Valleywise Health FQHC Clinics; and (3) review the annual audit performed by an independent, external auditor.

Membership

The Committee shall consist of a Chair, who is the Treasurer of the Governing Council, a Vice Chair, and no more than three (3) additional Governing Council members. The Committee Chair will recommend, and the Committee will appoint a Vice Chair. The Chief Executive Officer of the FQHC Clinics is an ex-officio, non-voting member of the Committee. In addition, the following Valleywise Health staff members will serve on the Committee as non-voting members: Chief Financial Officer, Vice President of Financial Services, and Director of Financial Planning and Decision Support. In accordance with the Governing Council Bylaws, voting members are appointed by the Governing Council. The Governing Council shall seek voting members preferably with knowledge in the area of accounting, finance, or business. Voting members shall serve for a four (4) year term.

Responsibilities

In conjunction with Valleywise Health staff, the Committee will:

1. Review and make recommendations to the Governing Council to approve additional health services to offer in order to meet the health needs of the patient population served by the FQHC Clinics.
    - Review quarterly referral report

2. Review, evaluate, and make recommendations to the Governing Council to approve a sliding fee discount program for the FQHC Clinics at least every three (3) years. Evaluation should include the effectiveness of the sliding fee discount program in reducing financial barriers to care, and the rate which patients within each discount category are accessing services.
    - Review monthly financial performance and payor mix information

3. Annually review and make recommendations to the Governing Council to approve a sliding fee discount schedule for the FQHC Clinics based on the most recent Federal Poverty Guidelines.
    - Review annual Federal Poverty Guidelines
    - Review monthly financial performance and payor mix information
    - Review sliding fee discount program

4. Track the financial performance of the FQHC Clinics, including identification of trends or conditions that may warrant action to maintain financial stability.
    - Review monthly financial performance and payor mix information
    - Review annual fiscal year audit

5. Review and make recommendations to the Governing Council to accept the annual fiscal year audit of the District, which includes certain financial information about the FQHC Clinics.
    - Review annual fiscal year audit

6. Maintain control over, and accountability for, all funds, in order to adequately safeguard and ensure that they are used solely for authorized purposes.
    - Review monthly financial performance and payor mix information
    - Review quarterly Governing Council department budget
    - Review quarterly capital expenditures report
    - Review quarterly Health Resources and Services Administration (HRSA) grant funding awards and uses report
    - Annual review of fiscal year audit

7. Review and make recommendations to the Governing Council to approve an annual operating and capital budget for the FQHC Clinics to be incorporated into the District's annual budget.
    - Review annual operating budget
    - Review annual capital budget

8. Annually review data-based reports on: patient service utilization; trends and patterns in the patient population; and overall health center performance including achievement of FQHC Clinics objectives; and efficiency and effectiveness of the FQHC Clinics, for oversight by the Governing Council.
    - Review monthly FQHC Clinics' operational dashboard – financial section
    - Review monthly financial performance and payor mix information
    - Review quarterly referral report

9. Annually evaluate the operations of the FQHC Clinics including compliance with applicable federal requirements, performance expectations such as financial and patient volumes, patterns of health service utilization.
    - Review monthly FQHC Clinics' operational dashboard – financial section
    - Review monthly financial performance and payor mix information
    - Review quarterly referral report

Meetings

Meetings will be held monthly. Additional meetings can be scheduled at the discretion of the Committee Chair.

Meeting Procedures

1. The Committee Chair will facilitate all meetings. The Committee Vice Chair will facilitate meetings in the Chair's absence.

2. Committee members must attend in person or when circumstances dictate, telephonically. A quorum shall consist of a majority of the voting Committee members, which is necessary for the Committee to meet and take legal action.

3. Minutes shall be recorded and maintained for each Committee meeting in compliance with Arizona Open Meeting Law and shall contain all actions taken by the Committee. Minutes recorded or maintained for Executive Session discussions, however, will be kept confidential pursuant to A.R.S. § 38-431-03.

4. The Committee will report its actions to the Governing Council at the next regularly scheduled Governing Council meeting.

Valleywise Community Health Centers Governing Council

Executive Committee Meeting

October 13, 2022

Item 4.

Committees' Structure and Effectiveness – Strategic Planning and Outreach Committee Charter

Valleywise Community Health Centers Governing Council
Strategic Planning and Outreach Committee Charter

Purpose

The purpose of the Strategic Planning and Outreach Committee (Committee) of the Valleywise Community Health Centers Governing Council (Governing Council) is to identify, develop, and implement strategic planning and outreach initiatives to identify Valleywise Health Federally Qualified Health Centers (FQHC) Clinics health equity priorities to address health care needs in Maricopa County.

Membership

The Committee shall consist of a Chair, a Vice Chair and no more than three (3) additional Governing Council members. A voting member of the Governing Council will serve as the Committee Chair. The committee Chair will recommend, and the Committee will appoint a Vice Chair. The Chief Executive Officer of the FQHC Clinics is an ex-officio, non-voting member of the Committee. In addition, the following Valleywise Health staff members will serve on the Committee as non-voting members: Vice President of Marketing and Communications, Vice President of Strategic Planning and Business Development, and Director of FQHC Operations. In accordance with the Governing Council Bylaws, voting members are appointed by the Governing Council. The Governing Council shall seek voting members preferably with knowledge in the area of community affairs, and social services. Voting members shall serve for a four (4) year term.

Responsibilities

In conjunction with Valleywise Health staff, the Committee will:

1. Conduct and approve a long-range, strategic plan at least once every three (3) years that identifies FQHC clinic priorities and addresses financial management and capital expenditure needs, that is consistent with the District's facility, strategic, business, financial and capital plans.

2. At least every three (3) years review the Committee Charter and make recommendation for suggested revisions to the Governing Council.

Meetings

Meetings will be held as needed. Additional meetings can be scheduled at the discretion of the Committee Chair.

Meeting Procedures

1. The Committee Chair will facilitate all meetings. The Committee Vice Chair will facilitate meetings in the Chair's absence.

2. Committee members must attend in person or, when circumstances dictate, telephonically. A quorum shall consist of a majority of the voting Committee members, which is necessary for the Committee to meet and to take action.

2. Minutes shall be recorded and maintained for each Committee meeting in compliance with Arizona Open Meeting Law and shall contain all actions taken by the Committee. Minutes recorded or maintained for Executive Session discussions, however, will be kept confidential pursuant to A.R.S. § 38-431.03.

3. The Committee will report its actions to the Council at the next regularly scheduled Governing Council meeting.

Valleywise Community Health Centers Governing Council

Executive Committee Meeting

October 13, 2022

Item 5.

Closing Comments and Announcements (No Handout)

Valleywise Community Health Centers Governing Council

Executive Committee Meeting

October 13, 2022

Item 6.

Staff Assignments
(No Handout)