Governance Committee Minutes

7/9/2019

Committee Members Present: Bob Gaston, Melanie Kasten-Krause, Tom Weaver, Jerri Elson, Liz Owens, Mary Thompson-Hufford

Absent: Patrick Maynard

OPRA Staff Liaison: Pete Moore, CEO/President

Items to Discuss:

1. General discussion on prioritizing tasks for the committee.
   1. Provide recommendations for changes/amendments to the OPRA Code of Regulations/By-laws over the next 3 board meetings and to have a full presentation of all recommended amendments to the By-laws at the Board Retreat in November for an official vote.
      1. July meeting recommendations:
         1. To incorporate the Nominating Committee and By-laws Committee into this newly formed Governance Committee.
         2. 4.12(a) – Add “call in” as an attendance option for board meetings.
2. Reviewed upcoming district terms that are expiring this calendar year (Districts 1, 4 and 7) and status of at-large seat(s) on the board. We discussed moving forward with elections under the current By-laws and phase in changes as the By-laws are updated/amended. It was also discussed changing the voting process to an electronic format to help with only one vote per membership organization. It was suggested to utilize Survey Monkey with a slate of candidates to include a bio and send the link only to the Chief Executive of the active member organization in that district. Follow-up with Jamie on guidance for at-large member(s) status.
3. Slate of officers – discuss timing and process; Liz has volunteered to work with Sonya to create ballots and gather slate to be presented at the September 25th board meeting to be in compliance with the By-laws (no later than the 45th day preceding the date of the meeting at which Officers are to be elected, unless the Directors specify a later date).
4. Review current District composition: Number and demographic representation of each district and geographic area – Discussion on redistricting to align with DODD. Pete will work with his staff to see how we already align and make suggestions for changes. We also discussed consideration of a total of 3 board members per District to represent small, medium and large provider agencies (this could be total served not just Medicaid services). Consideration on continuation of a District 8 since many providers are operating in multiple counties. We also discussed dues, if we are representing multiple services (not just waiver services) we may wish to consider all revenue but this would need to be looked at by the dues committee to restructure how dues are calculated and impact.
5. Board of Trustee position description – expectations of board of trustee member. We discussed the ongoing/evolution of cultural change within the organization and board. (OPRA represents all members regardless of the services provided) Possibly look at a Tag Line to reflect togetherness.
6. Board self-evaluation for member and for the board – Bob will send this out to board members to be completed prior to the November Board retreat.
7. How to define board and membership engagement and practices to promote engagement
8. Surveys to solicit feedback from board and membership feedback on shaping areas of focus and agendas for subsequent meetings (post annual retreat)
9. How to evaluate a board meeting (reflections/temperature check). Board development and education – identify areas to address.
10. Identify items to address at upcoming annual retreat: Review of mission, vision and values along with strategic plan development. Feedback on shaping areas of focus and agendas for subsequent board meetings (post annual retreat). Review of By-laws and recommended changes to reflect practices of the board.
11. New board member onboarding process and mentoring. Discussed that it would be a great practice to assign new board members a mentor from the board in addition to having a meeting with the President/CEO and Board Chair prior to their first board meeting.
12. Next steps and items to share with OPRA Board at July 24th meeting – send out committee minutes prior to the board meeting. Liz & Mary will send notes to Bob from this meeting to incorporate in minutes.
13. Bob will review notes provided by Melanie and Tom from previous By-laws committee discussions and summarize their recommendations to review at our next meeting.
14. Next OPRA Governance Committee meeting will be August 9th at 10:00am at the OPRA office.