

## HEALTH CARE FOUNDATION OF GREATER KANSAS CITY (HCF)

### Nominating Committee Minutes of Meeting Held Wednesday, September 17, 2014

Location: Pioneer Campus Metropolitan Community College, 2700 E. 18<sup>th</sup> Street, Jonas Board Room, Suite 211, Kansas City, Missouri

**Committee Members Attending:** Alan Flory, Chair; Roberta Austin Coker; Karen Cox, RN, PH.D. (via telephone); Susan Garrett; Jon R. Gray; and Zori Rodriguez

**Committee Members Unable to Attend:** Thomas C. Carignan

**HCF Board Members and staff attending:** Bridget McCandless, M.D., President/CEO; and Tracy Skidgel, Executive Assistant

Chair Flory called the meeting to order at 8:10 a.m. and welcomed everyone. Drafts of the proposed documents to be reviewed were provided.

**Consider Job Officer Descriptions** – Chair Flory led the committee through review of the job descriptions for Board Chair and Board Treasurer. Committee members discussed that the job descriptions will be used to clarify the skills and responsibilities for potential Board officer candidates. Following review the Board Chair and Board Treasurer Job officer descriptions were revised accordingly and copies are attached hereto.

**Consider Nominating Committee Charter** -- Committee members reviewed the proposed Charter and provided their comments. Following discussion and review of the Charter revisions were made. A copy of the revised Nominating Committee Charter is attached hereto.

Committee members discussed how to reach out to Individuals Interested in Board service. Following final approval of the Nominating Committee, the documents will be recommended to the full Board for approval. At a fall Board meeting, the Board will be asked that those with interest approach the Nominations Committee for consideration. Members are welcome to nominate fellow Board members as well.

Committee members discussed the need for continuity in Board leadership. Typically, the progression is serving as Board Vice Chair, then Board Chair and finally Past Board Chair=. Having the progression helps the Chair be fully prepared to take the role when elected. Role is to help support the staff and achieving the mission of the Foundation. The progression from Vice Chair to Chair has not always been followed due to individuals leaving the Board before that officer term would begin.

Discussion followed regarding whether or not the committee would be presenting as a nomination process or would it the committee be recruiting all (Board Chair, Board Vice Chair, Secretary & Treasurer) or just the Vice Chair with the assumption that the service as Board Chair will follow.

Judge Gray would like to see all positions opened at every election cycle. Everyone who has performed in a way that shows leadership should have the opportunity to serve. Chair Flory commented that time remaining on the Board should be a consideration but not an exclusion.

Preference should include: Served in a Board leadership capacity, attention to the diversity over time of the officers, and proven leadership skills. Chair Flory's preference would be that the Chair has served as the Vice Chair previously. However, this also creates restrictions and limitations on serving on the position and could cause hesitation on willingness to serve.

**Discussion Regarding Reaching Out to Individuals Interested In Board Service** -- Names of candidates will be solicited from the Nominating Committee. Board members will be informed of the preferences such as proven leadership on the Board and that attention will be given over time to the diversity of Board leadership/officers.

**Approve & Recommend Timeline** – Committee members reviewed the 2014 & 2015 CAC Election Timeline prepared for CAC, which reflects condensing of the process. The condensed process allowed for the election to occur in December 2015 as opposed to February of the following year. Currently, the application and interview process begins in July and ends in February with the election of new Board members. The process will remain the same for the year 2014. In 2015, it will shorten the board term by two months. The Board will need to realize in that first year the outgoing board members terms will be shortened by two months.

Currently we elect new Board members at the February annual meeting and elect Board officers at that end of that meeting. With the new process the Board will elect officers in February 2015 and again in December 2015.

Judge Gray would like to see the applications deadline and interviews schedule adjusted accordingly. Would like to see applications period shortened and interviews sooner. If concern is over the protracted period we could start earlier in terms of opening applications and conducting interviews earlier. The proposed timeline allows for applications to be submitted from June 1st to July 31st deadline. Dr. McCandless shared that we are trying to avoid the length of time an individual is committed prior to appointment. Trying to compress the timeline for consideration and acknowledging that there are significant mechanics for the extensive work required by the CAC to be able to send recommendations to the Board in November. The Committee approved the proposed revised Timeline for elections in 2015 and the recommendation to shift officer elections to the December 2015 meeting to keep the continuity of having officers in place.

Recruitment for officer positions will begin at the October Board meeting with the announcement to the full Board that applications will be received through October 31st. The committee will propose interview questions through email and then have interviews on November 12<sup>th</sup>.

In the interim we will begin working on the interview questions and distribute via email for consideration. Our goal will be to begin interviews in early November. Chair Flory stated that he wanted to be close by mid to late January for selection of the slate of officers.

**Next meeting of the Nominating Committee: Wednesday, November 12, 2014 at 9:00 a.m.** Committee members discussed the process that would be followed if a Nominating Committee member would like to apply for a Board officer position. Obviously a Nominating Committee member would not be allowed to speak for themselves and would need to recuse themselves during discussion for that office. However, they can participate in other officer discussions.

We are looking to provide the Board with video of the full CAC interviews this year to have more rapid turnaround. The transcripts were very lengthy and added to the time needed to prepare the books for Board members. Judge Gray understood the labor intensive aspect of applications but asked why if we are trying to compress we still have two whole months in the beginning to accept applications? Dr. McCandless replied that it provides us with sufficient time to get enough applications. This year we received them sporadically over the 2 months for a total of 17.

Dr. McCandless suggested we try these changes and then review and improve for the next election cycle based on the 2015 schedule. Judge Gray commented that all the shrink comes on the Board not the CAC. It was done intentionally as the CAC's work was very labor intensive.

Zori Rodriguez made a motion to approve the 2015 Election timeline. Roberta Austin Coker seconded the motion. The motion was approved with Jon Gray being the only No vote.

Meeting adjourned at 9:45 a.m.

## **Board Chair**

The Chair is elected at the annual meeting of the Health Care Foundation Board of Directors to hold office for a one-year term, or until a successor is elected and qualified, and is eligible for re-election for one additional consecutive one-year term.

## **Has General Responsibilities**

The Chair is responsible for ensuring that the Board of Directors and its members:

- are aware of and fulfill their governance responsibilities
- comply with applicable laws and bylaws
- conduct board business effectively and efficiently
- are accountable for their performance. (see note 1)

In order to fulfill these responsibilities, and subject to the organization's bylaws, the Chair presides over meetings, proposes policies and practices, sits on various committees, monitors the performance of Directors and Officers, proposes the creation of committees; appoints members to such committees subject to Board ratification; and performs other duties as the need arises and/or as defined in the bylaws.

## **Accountability**

The Chair is accountable to the Board of Directors or Members as specified in the bylaws. The Chair may delegate specific duties to the President/CEO, Board members and/or committees as appropriate; however, the accountability for them remains with the Chair.

## **Specific Duties**

### **Meetings**

The Chair ensures that an agenda is planned for board meetings. This may involve periodic meetings with committee chairpersons and the President/CEO to draft annual and meeting agendas and reporting schedules.

The Chair presides over meetings of the Board of Directors. In this capacity, the Chair:

- chairs meetings according to accepted rules of order for the purposes of
  - encouraging all members to participate in discussion;
  - arriving at decisions in an orderly, timely and democratic manner;
- votes as prescribed in the bylaws.

The Chair may be asked to represent the Foundation on other occasions in conjunction with the President/CEO

## **Board Committees**

The Chair serves as an ex-officio member of board committees specified in the bylaws. In this capacity, the Chair's role is

- to serve as a voting member of the committee (if specified in the bylaws);
- to negotiate reporting schedules;
- to identify problems and assist the committee chairperson to resolve them, and if necessary, to bring them to the attention of the Board of Directors.

## **Board-Staff Relations**

The Chair is the primary liaison between the Board and the CEO. In this capacity, the Chair:

- meets periodically with the President/CEO;
- ensures that annual performance reviews of the President/CEO are conducted;
- participates in the hiring and initiates and leads the evaluation of the President/CEO.
- Helps to maintain appropriate relations between the Board and staff

## **Delegation**

Depending upon the organization's needs and its bylaws, the Chair may establish or propose the establishment of committees of the Board, and may assign tasks and delegate responsibilities to board committees and/or directors.

## **Note 1**

*This document uses the word "ensure" to convey the intent that accountability for the specified responsibilities lies with the Board Chair but it is not necessarily the Board Chair who carries out the activity. Indeed, we expect that many of these responsibilities will be delegated to board committees, staff, or others including experts retained for a specific purpose. The word "ensure" is not intended to imply any additional source of legal duties beyond those that are required by law.*

## **Considerations**

- *The nominee has proven leadership on the board*
- *Acts as a consensus builder*
- *Works well with staff and other board members*
- *Able to effectively facilitate meetings*
- *Able to make the personal commitment to devote the time necessary to perform the responsibilities of Chair*

## **Board Treasurer**

The Treasurer is elected at the annual meeting of the Health Care Foundation Board of Directors to hold office for a one-year term, or until a successor is elected and qualified, and is eligible for re-election for one additional consecutive one-year term.

### **Requirements:**

1. Financial knowledge of the organization.
2. Personal commitment to devote the time necessary to perform the responsibilities of Treasurer.
3. Understanding of financial accounting for nonprofit organizations.

### **Responsibilities: As set forth in the Bylaws**

The Treasurer shall:

1. Be the principal financial officer of the Corporation
2. Keep an account of the financial transactions and condition of the Corporation
3. Be responsible for and have the custody of all of the funds, securities, evidences of indebtedness and other personal property of the Corporation
4. Provide a full and accurate accounting of all receipts and disbursements and books belonging to the Corporation
5. Deposit all monies and valuable assets in the name and credit of the Corporation into such depositories as may be designated by the Board
6. Render to the Board whenever the Board shall require it, as well as at all regular meetings, an accounting of the financial transactions and condition of the Corporation; and
7. Perform all other duties incident to the office of Treasurer and as from time to time may be assigned to the Treasurer by the Board and/or the President and Chief Executive Officer.

Subject to the approval of the Board, the Treasurer may delegate any duties to one or more assistants or others as may be deemed appropriate.

## **NOMINATING COMMITTEE CHARTER**

### **Purpose:**

The Board of Directors has established a Nominating Committee whose purpose is to seek and nominate qualified candidates for election for office of the Board of Directors.

### **Membership:**

The Nominating Committee will consist of a minimum of three members of the Board of Directors. The members of the Nominating Committee will be elected by and serve at the discretion of the Board of Directors.

### **Candidate Nomination & Appointment Requirements:**

The Nominating Committee believes that it is in the best interest of the Board of Directors to nominate highly qualified candidates to serve as officers of the Board of Directors. The Nominating Committee will seek candidates for election that possess the integrity, leadership skills and competency required to direct and oversee the Foundation's management in the best interests of its partners, employees, and most importantly the communities it serves.

A candidate must be willing to regularly attend Committee and Board of Director's meetings, to participate in Board of Director's development programs, to develop a strong understanding of the community and the business of the Foundation, to contribute his or her time and knowledge to the Board and to be prepared to exercise his or her duties with skill and care.

In addition, each candidate should have an understanding of all governance concepts and the legal duties of a director of a public charity.

### **Responsibilities:**

The responsibilities of the Nominating Committee shall include:

1. Developing a pool of potential officer candidates for consideration in advance of the annual Board of Directors meeting. Individual Directors may contact the Nominating Committee Chair, the Chairman of the Board or the Board Secretary when proposing a nominee.
2. Following the guidelines and criteria for the screening of directorial candidates as outlined in the Nomination and Appointment policy above and Selection Process below.
3. Recommending nominees to the full Board of Directors.

Selection Process:

1. Names of candidates for election to the Board of Directors will be solicited by the Nominating Committee. Candidates suggested will be considered as described in "Responsibilities" above.
2. Candidates viewed by the Committee as potentially qualified will be contacted to determine interest in being considered to serve as an officer on the Board of Directors and, if interested, will be interviewed and qualifications established.
3. If successful, the Committee will make a formal recommendation to the Board of Directors.

Meetings and Reports:

Meetings of the Nominating Committee will be held at the pleasure of the Chair of the Nominating Committee and prior to the Board's annual preparation of its slate for consideration at the annual meeting. The committee will recommend qualified candidates for election as officers to the Board of Directors to be elected at the Annual Meeting. The Nominating Committee shall provide the Board of Directors with a report of the committee's activities and proceedings, as appropriate. The Nominating Committee will maintain written minutes of its meetings, which will be filed with the minutes of the meetings of the Board of Directors.