

# The **Community Advisory** Committee (**CAC**)

## **Minutes of the Meeting Of the Nominating Committee Held June 9, 2015**

On the 9<sup>th</sup> day of June, 2015 at 1:30 p.m., at the Pioneer Campus of Metropolitan Community College, 2700 East 18<sup>th</sup> Street, Jonas Board Room, Suite 211, Kansas City, Missouri, was held a meeting of the Nominating Committee of The Community Advisory Committee (“CAC”), a Missouri not-for-profit corporation.

Committee Members in Attendance: DeeAnn Bowles, Chair, Niki Lee Donawa, Jill Kanatzar, Daniel Shea, and Terry Trafton (via telephone).

Committee Members Unable to Attend: Melissa Berg Harmon, Josephine Njoroge, and Alan Powell, MD

CAC Board Members and Associates in Attendance: Terry Thompson, CAC Board Chair; Mary Jo Moore, Bridget McCandless, MD, HCF President/CEO; and Tracy Skidgel, Manager Administrative Services/Executive Assistant

Chair Bowles called the meeting to order at 1:33 p.m. and thanked everyone for attending.

**Welcome and Introduction of Committee Members** – Committee members introduced themselves.

**Function of Nominating Committee** – Chair Bowles shared that she, Dan Shea and Terry Thompson were on the Nominating Committee last year and can speak to any questions regarding the process. The committee reviewed the document entitled “CAC Sub-Committees” specifically the “Nominating Committee” duties, which included: The committee will review applications and interview potential Board candidates to fill HCF Board vacancies. The committee will provide a pool of recommended nominees to the HCF Board consistent with the provisions of the HCF Bylaws.

**Task of Nominating Committee** – Chair Bowles directed committee members to the Nominating Committee Charter, which was included in their packet. Dr. McCandless shared that per the HCF Bylaws, “The Community Advisory Committee shall nominate a pool of nominees equal in number to at least two, and not more than three, times the number of vacancies to be filled.” Board vacancies are defined as every open seat both external and incumbent. For this slate we will need at least 14 nominees for the 7 vacancies. We are in an extraordinary place in that all Board vacancies are from Missouri and we have the maximum Kansas board members at this time. Thus, the HCF Board will be considering a Bylaws revision and that will also require a CAC Bylaws revision. Dr. McCandless clarified that any CAC

Bylaws revision must go to the Missouri Attorney General for approval. Proposed language states, in part:

4.8 Vacancies. Any vacancies occurring on the Board of Directors are to be filled by The Community Advisory Committee in accordance with the procedure set forth in this Section 4.8. The Community Advisory Committee shall nominate a pool of nominees equal in number to at least two, **or such lesser number of nominees as the Board may determine from time to time**, and not more than three times the number of vacancies to be filled.

The HCF Board will review the proposed language at the June 10, 2015 Board meeting with that being the beginning of the 30 days' notice. If approved, the HCF Board will vote to approve at their August 12, 2015 Board meeting. In the interim, we will need to submit the proposed CAC Bylaws revisions to the Missouri Attorney General and request approval. We do not anticipate any problems with obtaining the Attorney General's approval. Dr. McCandless stated that it is unfair to applicants if we cannot inform applicants in advance that Kansas nominees cannot be considered due to the HCF Board being at the limit for Kansas Board members.

Jill Kanatzar shared that there is a challenge in getting applicants and one reason is the process is so long. The CAC is the first line of recruitment and then the HCF Board. Dr. McCandless shared that some Foundations advertise in the newspaper and we haven't done that to date. If we were to advertise and had a significant increase in the applicants that would add to the time of interviews. Ms. Kanatzar shared that the CAC has always had a manageable amount of applicants. If we were to have a large pool of applicants we could choose to not interview those that were not a good fit. In the past we have notified Nonprofit Connect, Women's Foundation, the Mayor's Task Force, current CAC members can apply for Board consideration, and United Way. The Committee asked CAC members to identify potential board applicants.

Dr. McCandless also suggested that the CAC can contact its appointing authorities, as well as the various chambers, civic councils, etc. and ask if they are aware of any civic leaders that would be good to contact for consideration to apply. Committee members were reminded that the next CAC meeting will be held July 9, 2015 and the Board applications become available July 1<sup>st</sup>. Ms. Kanatzar shared that last year the Board had questions for her regarding the low number of Board applicants and that is one of the reasons we provided the ranking of applicants to the HCF Board for their consideration. It was the best way to provide the CAC Nominating Committee's input to the Board.

**Review Nominating Process Timeline for 2015 Election** – Board applications will be posted on the HCF website July 1, 2015 with the deadline to submit of August 30, 2015. Books containing information on applicants will be prepared and transmitted to the CAC Nominating Committee in September, 2015. The Nominating Committee will interview applicants on October 6<sup>th</sup> and October 8<sup>th</sup> from 10:00 a.m. to 3:00

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p.m. each day. The Nominating Committee will take their recommended slate of nominees to the CAC Board for approval at the November 12, 2015 CAC meeting. The CAC approved slate of nominees will be transferred via email to the HCF Board of Directors in November and the HCF Board will vote on the nominees at their December 9, 2015 Board meeting.

Board members that are terming out include: Albert P. Mauro, Sr., S. Marie McCarther, Ed.D., Kenneth E. Southwick, Ed.D., and Kenneth P. Stremming. Board members that can be re-elected, include: James F. Dockins, Ed.D., FACHE, Alan Flory and Garland Land. Dr. McCandless reminded committee members that Dr. Dockins was elected to the HCF Board at the April 8, 2015 Board meeting to fulfill the unexpired term of Zori Rodriguez. Ms. Rodriguez's term is up and thus Dr. Dockins is already up for re-election.

Revised questions below --

## **2015 Questions for External Board Applicant Interview**

1. Why are you interested in serving on the Board?
2. Share with the Nominating Committee your specific talents, skills, interests or experience(s) that you feel you bring to the Board and the impact they may have. What do you consider your challenges and how do you think they could affect your Board service?
3. Have you read the HCF Guiding Principles? Please explain what principle(s) you feel is or are the most important for the foundation to be successful.
4. What is the key role of the HCF Board in the community?
5. Based on your research, what has been the most impactful act of the HCF Board? Are there areas/issues in which the Board should take a leadership role to promote quality health among the underinsured?
6. *Outside of HCF*, what significant event/program (positive or negative) in the past 5 years has had the most impact on the health system in our area?

## **2015 Questions for Incumbent Board Applicant Interview**

1. Why do you wish to continue serving on the HCF Board?
2. The candidates elected to the Board in December could potentially hold key leadership positions on Board committees in the next 3 years. Share with the Nominating Committee your specific talents, skills, interests or experience(s) that you feel you bring to the Board.
3. What do you feel has been your most significant contribution to the HCF Board?
4. What are you most proud of that the HCF Board has done?
5. Based on your service to date, what challenges do you see facing the Foundation or the health system in general? How can the HCF Board address those challenges?

Dr. McCandless shared that we should have the Missouri/Kansas residency issue resolved prior to the December election. There will need to be more discussion with the board about the size of the slate

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that we bring forward and that will likely be resolved for the 2016 election. Committee members discussed why there were different numbers required in Missouri/Kansas regarding Board seats? Originally designed when the foundations were divided and the dollars were allocated in the 80:20 ratio.

Committee members concurred that there were no concerns regarding the proposed Bylaws changes.

Jill Kanatzar made a motion to adjourn. Niki Donawa seconded the motion. The motion was approved by unanimous voice vote.

Meeting adjourned at 2:10 p.m.