Greater Columbia
Accountable Communities of Health
Board of Directors Meeting Minutes

Thursday, October 22nd, 2015, 12:00-2:30PM
Greater Columbia Behavioral Health
101 N. Edison Street, Kennewick, WA 99336

Participants:	In person: Lori Brown, Leslie Stahlnecker, Brian Gibbons, Kevin Bouchey, Robert Martin, Blanche Barajas, Stacey Kellogg (for Madelyn Carlson), Caitlin Safford
Backbone Support:	Dr. Patrick Jones, Eastern WA State University, Facilitator; Blake Rose, PMH; Carol Moser, BFCHA; Aisling Fernandez, BFCHA
Guests:	Lena Nachand, HCA Keith Nagayama, J.D. (by phone)
Special Thanks:	Thank you to Amerigroup WA for providing lunch. Thank you to Fresh Leaf Co. for the lunch buffet. Thank you to Greater Columbia Behavioral Health for letting us use your facility, morning refreshments and call-in capabilities. Thank you to HCA representative Lena Nachand for your support. Thank you Patrick Jones for facilitating the meeting. Thank you Blake for your hard work for the GCACH.
Welcome & Introductions (Patrick Jones)	Meeting began at 12:30PM. Wraps, salad, iced tea, and fruit were available for the directors for lunch. Facilitator Patrick Jones, of Eastern Washington University, thanked everyone for coming to the meeting and asked each person to introduce themselves. Patrick announced that Blake was to be leaving Washington and the GCACH for a new opportunity in Utah.

Bylaws Status (Call in from Keith Nagayama, JD @ 12:10PM)	**Keith Nagayama, J.D.**
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		Background: Keith is an attorney at ChangeLab Solutions who has been providing legal guidance for multiple ACHs in WA State, and he has been editing the Bylaws drafted by Carol and the Bylaws Committee (a committee of the Board). Keith joined the Board meeting by phone to review some of the biggest changes he had made to the Bylaws that needed to be reviewed and have the Board decide upon depending on their vision for the development of the GCACH. The Board had redline copies of the current version of the Bylaws with Keith's edits in front of them for the following discussion and set of decisions:
		
		By-Laws Decisions
		    1. Membership (Article III, Section 2 of current version, pg. 2):
		        a. **Decision Summary: The Board decided that the Leadership Council (LC) will not have formal/statutory membership, but instead the LC will serve an advisory role to the Board of Directors. The Bylaws will mention that there is a permanent advisory body to the Board called the "Leadership Council." The Board will be responsible for setting**

policies around the LC but these policies will be independent of the Bylaws document.

  b. Discussion & Rationale:

    i. Keith Nagayama's advice:

      1. Keith said that the GCACH Board needed to make a decision on whether to make the membership of the LC formal or informal (statutory or not), and this would depend on what type of organization GCACH wants to develop.

      2. You don't have to put anything in Bylaws about what the rights of LC members would be if they are formal members. These rights and responsibilities would be set by policy by the Board.

      3. If the LC had formal membership, the members would have rights and obligations. For example, the Board might ask them to pay a membership fee. Similar to shareholders, these members might have voting rights, could attend an annual meeting, could provide input, could decide if they come to just LC and/or Board meetings depending on rights outlined in Bylaws for LC. The LC would be structurally similar to the Board. The rights and responsibilities of the LC members would need to be spelled out in Bylaws if there is formal membership.

    ii. Board Discussion and Opinions (paraphrasing):

      1. It seems that formal membership makes it a more complicated process to manage

      2. An advisory committee could have a set of policies rather than be structured by Bylaws and this would be easier.

      3. Having the LC as a volunteer-based advisory body would serve the community rather than serve the membership.

      4. We want the Bylaws to be as unrestricted as possible

      5. Discussion around Priority Work Groups

        a. Board member question: Would these groups be appointed by the Board in the future? How do the Bylaws connect to these kinds of committees/groups?

        b. Board member response: Believe that the LC and Priority Groups are there for operations and to do work (i.e. develop and carry out plans). The LC can bring work to Board and Board can give work to LC. The Board has final approval and authority. The Board and LC are very interactive.

        c. **Decision:** Better to call the Priority Groups "working/work groups" rather than "committees"

        d. LC will continue to be made up of volunteers

      6. **Decision**: Keith recommended adding an article to the Bylaws that declares that you want to have a permanent advisory committee called the "Leadership Council." The Board of Directors shall develop policies for the LC. The Board agreed with these suggestions.

  2. Discussion about **definition of "Sector"** (Article V: Definitions, pg. 4 of current Bylaws draft):

    a. Keith advised that there needs to be a definition of what a *Sector* means to the GCACH.

    b. Keith said that there is no need to list out every sector that you can think of that could possibly be added in the future. For now, list the current/approved sectors in the Bylaws, but give yourself flexibility to add sectors in the future.

    c. Sectors need to be in Bylaws rather in policy. Because you want to have a single representative of each sector on the board.

      i. Board will set a list of current sectors. Then the Board will derive an actual representative for that sector from the Board.

    d. Keith wants guidance from group on what the representation of the board needs to be to represent everyone within the community for the GCACH.

    e. Carol: An earlier version of the Bylaws did list the sectors currently on the board, but it was taken out because it was perceived as being too constraining.

      i. Keith suggested adding that list back in to the Bylaws, not as a permanent list, but as a way to characterize and

define what *sector* means for the Board. Keith will propose language for the next version of the Bylaws document and the Board will reflect on that.

  f. This discussion focused on the sectors of the Board not on the sectors of the Leadership Council.

3. Discussion about **definition of "Executive Committee"** (Article V: Definitions, pg. 4 of current Bylaws draft):
  a. As you can see in the track changes, Keith suggested changing "one (1) at Large Member from the **Leadership Council**" to "one (1) at Large Member from the **Board.**" The reason is because committees of board can only consist of Board members.
  b. **Decision**: The Board agreed to this change in the Bylaws

4. Discussion around **format of Board meetings** in Article XI: Board of Directors- Duties and Principles. Pg. 6 of current draft.
  a. Article XI, Section 8.3: Meetings need to be in person except action can be taken by the board without a meeting if there is unanimous consent. Keith took out wording permitting online meetings, which are not permitted by law.
  b. Article XI, Section 7.4: Meetings by phone are lawful given certain criteria. See exact wording in the Bylaws: *Meetings by Telephone. Members of the Board or any committee designated by the Board may participate in a meeting of such Board or committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.*

5. Discussion about **Officers**:
  a. Keith wants the Board to consider titles of officers in terms of conforming to RCW for nonprofit status. The mandatory offices are President, Vice President, Treasurer and Secretary. The Bylaws committee had stated a preference in the Bylaws to have a Chair, Vice Chair, Treasurer and Secretary but there was no mention of President or Vice President.
  b. Keith said that other nonprofits have a Chair, V Chair, Treasurer and Secretary at the Board level. Then they also have a President and a Vice President are at the staff level as a way to comply with the law.
  c. **Decision**: Boards prefers to have an Executive Director at the Staff level rather than President, and President/Vice President at Board level. Feeling that Executive Director is the more appropriate title for a nonprofit at the staff level.

6. Discussion about **Quorum in Article VI: Board of Directors- Duties and Principles, Section 7.8**:
  a. Keith edited the Bylaws to say that the Board needs to have a quorum (a simple majority of Directors) when the board is going to vote and take action on a business item. You could continue with meeting, but you cannot vote if you don't have a quorum.
  b. **Decision**: It's fine the way it's worded now.

7. Request for the specific RCW used for this document:
  a. See Title 24, chapter 24.03 that pertains to nonprofit (WA nonprofit corporation act)

8. Question: Do the Bylaws have to be completed in time for application for ACH designation for 2016? Response from Carol & Lena: we need to show progress on bylaws but they do not need to be finalized.

9. Question: If and when GCACH incorporates, then who signs the documentation? Response: The formation board will sign if the GCACH decides to become a nonprofit.

10. Discussion around the **financial** aspects of the GCACH.
  a. Carol wanted to make sure Board understands financial obligations we would have as a nonprofit, whether or not we're meeting the test of the HCA in terms of how pass-through funding is transacted.
  b. Keith: Duty of Board of Directors is to oversee the budget, make sure that the organization is moving in the right direction in terms of the overall financial picture. There are two key components: 1. The Board is planning to outsource management duties to the backbone organization (Benton Franklin Community Health Alliance (BFCHA)). 2. If there are Medicaid Waiver dollars, then the Board may choose to outsource the administration of these funds to the backbone or to another organization with expertise in administering dollars on that scale (hire staff or contract).
  c. Board decides on expectations of these groups (can be in a formal policy) and based on these general principles, have a contract with these organizations. Does not need to be in bylaws, but have policies in the future to work with these

	organizations that will handle finances.
	d. Keith says Finance section of bylaws is fine. Article 6, Section 1.1: Keith added language about the management of the day to day operations.
	11. Keith added a conflict of interest policy added to Bylaws. He also added a section on insurance. There was already language about indemnification in bylaws
	12. Keith pointed out that Article 9 has a description of backbone organization.
	13. Follow-up: Keith will create an updated version.
	14. Recommendation to read the draft bylaws for other edits not discussed during the meeting.
Director's Report	Carol shared a Director's Report that highlighted the recent activities of the ACH.
	1. Blake and Carol attended a week-long summit in Vancouver, British Columbia on the Collective Impact Model. Carol described the CIM an innovative way of making decisions in a complex environment. Uses a broad membership base, with working committees, work groups and a steering committee at the top level (the Board of Directors in the GCACH). There are five conditions that create Collective Impact: Common Agenda (common goals and priorities across the region), Shared Measurement (we know if we're moving the needle), Mutually Reinforcing Activities (have coordination across projects, the sectors and counties are doing the same thing at the same time, consistently applying programs across the GCACH), Continuous Communication (important when a lot is happening in a complex environment so robust communication networks are being developed internally and externally), and Backbone Support (Benton Franklin Health Alliance moves this work forward rather than relying on volunteering). The HCA hopes that the GCACH can use this model. It's a transformational model to tackle very big social problems.
	2. AIM Committee (Analytics, Interoperability and Measurement Committee) met just before this GCACH meeting and they received a preliminary set of 7 measures from 52 measures (Common Measure Set) required is primarily clinical in nature. These 7 measures were identified by the HCA for the first wave of integration into the Providence Core dashboard and this set will be used as the starter set for the GCACH dashboard. More measures will be added as it is an iterative process and the measures need to be consistent with our priorities as an ACH>
	3. Medicaid Waiver: Now that Washington has submitted its Medicaid Transformation Waiver application, negotiations with the federal review team will extend over several months. During this period, the HCA will continue conversations with their partners, stakeholders, tribes, and the public that will inform the details.
	a. The key risk to the Medicaid Waiver is that if the GCACH cannot demonstrate success, then the Federal Government pulls the waiver at the end of the trial period.
	4. Bylaws: See "Bylaws Status (Call in from Keith Nagayama, JD @ 12:10PM)" section above for detailed discussion
	5. ACH Readiness Proposal Status. The goal is to submit for ACH designation by November 20, 2015. We need to show progress, not necessarily that the documents are finalized. The Bylaws are in good shape. The weakest area so far is the financial area.
	6. Communications Plan: Indira Pintak from Mashreq Media LLC has been contracted to develop a preliminary communications framework document that will be reviewed by the Board of Directors at the October 22nd meeting, and will be presented for adoption in November. Indira has been a member of the Communications Committee for several months. Because of the need for more external communications between the community and the ACH, Indira will be developing our website, newsletter, and e-mail bulletin to keep everyone informed.
	a. Indira shared the draft plan for external communications: Consistent key messages that need to be conveyed, key priorities, adoption of collective impact model, GCACH brand identity unique from other ACHs in the state. Electronic newsletters, social media, possibly a launch event, later utilize members who are experts in key priorities regionally or statewide. Later-media training and people who will speak on ACH and ID key speaking engagements for them to raise GCACH brand ID. Logo in the works. Coming out in a week or two. Start formalizing what our look and feel will be.
	i. Rhonda Hauff and Caitlin Safford volunteered to join the Communications Committee
	b. Aisling asked the Board about the effectiveness of using Outlook appointments for internal communications and received positive feedback for using that tool.

2016 Budget Discussion (Carol Moser)	Carol described the budget for the GCACH for 2016. ACHs around WA State are proposing to the HCA that the funding be bumped up from $220,000 to $350,000 per year. Comments from Board: 1. The GCACH is more than the coordinating entity for the Waiver. Grant writing might be another facet. There may be other grant opportunities than the 1115 waiver. The Board has a strong group of individuals that would be able to make strong letters of support to get grants. 2. Rhonda- it takes a lot of coordinating to keep this many organizations going in the same direction – more than just two people. That's why it should become a 501c3. If we don't have sufficient staff then it falls on the whole board. If we have the grant writer that would serve all of us even if it only lasts for 3 years. 3. Need to add legal cost of a 501c3 to budget 4. **Recommendation** that BFCHA proceeds with this budget and BFCHA will meet with its Board and report that the GCACH Board approves this budget.
Election of Officers Discussion	Caitlin and Martin volunteered to create a process for nominations of officers for the Board of Directors and they will report back in November.
Leadership Council Updates (Patrick)	The Leadership Council broke out into four Priority Groups and worked on a set of structured questions. The Care Coordination Workgroup is the largest group, followed by the Healthy Youth and Equitable Communities Workgroup (formerly called Education Workgroup), the Behavioral Health Workgroup and the Obesity/Diabetes Workgroup. At the next Leadership Council meeting on November 19th, the Priority Workgroups will meet for almost all of the time (e.g. if there are 3 hours to meet, the Priority Groups will meet for 2.5 hours).
Adjournment	The meeting was adjourned at 2:30PM.

Announcements:	MARK YOUR CALENDARS for the next GCACH meeting: TUESDAY, December 15th, 2015
	   o Location: Greater Columbia Behavioral Health, 101 N Edison St, Kennewick
	   o Time: Leadership Council: 9-11:30; Governing Board: 12-2:30 (working lunch)
	2016 dates will be decided upon soon