

**Community-Campus Partnerships for Health Board Meeting Minutes**  
**January 17-18, 2003**  
**Chapel Hill, North Carolina**

**Present:** Diane Downing, Kaytura Felix-Aaron, Ella Greene-Moton, Elmer Freeman Paul Freyder, Terri Kluzik, Daniel Korin, Richard Redman, Monte Roulier, Douglas Simmons, and April Vestal

**Not present:** Tom O'Toole and Renee Bayer

**Staff:** Piper Krauel, Christina Hamilton, Stacy Holmes, Cathy Immanuel, Kristina Riemer, Annika Robbins, Sarena Seifer and Rachel Vaughn

**Topic: Operating agreements and assumptions for the board's first meeting using the policy governance model**

**Discussion:** The board reviewed the policy governance model and the essential roles that only the board can perform, which include: defining the organizational owners, developing policies (i.e. ends and means) and monitoring policies. The board also considered the differences between debate and dialogue, and different patterns of group dynamics.

**Action:** The board agreed on the following:

- Before jumping into the discussion of a particular topic, first decide: is it a board issue?
- The board speaks with one voice through policy
- The board holds self accountable for adhering to the policy governance model
- The board uses a dialogue process
- Board members bring and use the policy notebook as a working document
- Policy decisions are made by majority vote
- "Majority" is defined by those who are present at the meeting with an understanding that those not present will support the positions of those present. (Again, the board speaks with one voice through policy).

**Topic: Renewing board terms**

**Discussion:** Based on our current by-laws, three board members are finishing the first of two three-year terms, and are eligible to renew their terms: Tom O'Toole, Renee Bayer, and Douglas Simmons. All three wish to renew.

**Action:** The board voted unanimously to renew the board terms of Tom, Renee, and Douglas.

**Topic: Continuity of board members during the transition to full implementation of the policy governance model**

**Discussion:** Board members discussed their desire to have some continuity in board members during the transition to full implementation of the policy governance model. Because of concerns that founding members of the CCPH board would be completing their terms this year or next year, the board decided to extend everyone's board term by one year. This is intended as a one-time only term extension.

**Action:**

- The board approved the continuity policy, with a vote of 9 "yes" and 2 "abstain." Diane made the motion and Ella seconded it. As a result, each board member's term will be extended by one year.

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**Topic: Officer elections**

**Discussion:** Elmer expressed his interest in serving as the board's next Chief Governance Officer (CGO)-elect. A question arose on whether or not CCPH's officer positions fulfill the laws of Washington and California for non-profit organizations, i.e., we don't have a treasurer position.

**Action:**

- The board unanimously approved Elmer as the new CGO-elect and Douglas as the new CGO effective at the April 2003 board meeting. Terri made the motion and Diane seconded it.
- Sarena will investigate the question of whether having only CGO and CGO-elect officer positions are in conflict with Washington State or California laws governing non-profit organizations.

**Topic: Emergency CGO succession policy**

**Discussion:** The board discussed a draft governance policy to deal with the issue of an emergency CGO succession.

**Action:** The board unanimously approved the policy. Paul made the motion and Monte seconded it.

**Topic: Executive director conflict of interest policy**

**Discussion:** The board discussed a draft executive limitations policy to deal with the issue of honoraria paid to the Executive Director while representing CCPH.

**Action:** The board unanimously approved the policy. Diane made the motion and Terri seconded it.

**Topic: Fiscal monitoring report**

**Discussion:** The board discussed Sarena's first fiscal monitoring report based on the policy governance model. Sarena explained that the budget is continually updated based on reality and estimates for the future. It was clarified that the board's role in fiscal monitoring is to monitor fiscal responsibility. If the budget is consistent with the organization's ends and is within the executive limitations, the board should be satisfied. There was some discussion about whether a detailed budget even needed to be presented to the board under the policy governance model. Having the detailed numbers handy can cause board members to inadvertently focus on budget details that detract from the purpose of fiscal monitoring.

**Action:**

- The board unanimously approved the fiscal monitoring report. Paul made the motion and Diane seconded it.
- The board agreed that a detailed budget need not be included in the fiscal monitoring report. The board also suggested that the next report could be even briefer with no extraneous details.

**Topic: Community panel discussion**

**Discussion:** Consistent with the board's goal to "connect with the organization's owners" and explore issues related to the organization's ends, the meeting included a panel discussion about the ways in which a public university fulfills its service mission. Moderated by board member Richard Redman, the panelists included:

- Ned Brooks, on faculty at the Department of Health Policy and Administration in the School of Public Health, UNC-Chapel Hill
- Margaret Pollard, member of Chatham County Board of Commissioners.

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- Lynn Blanchard, director of the Carolina Center for Public Service and a Clinical Assistant Professor in the Dept. of Health Behavior and Health Education at UNC-Chapel Hill.
- Geni Eng, professor in the dept. of Health Behavior and Health Education in the School of Public Health at UNC-Chapel Hill.
- Jimmy Wallace, second-year Master's student in Public Health at UNC School of Public Health's Dept. of Health Behavior and Health Education.
- Diane Calleson., CCPH fellow and Assistant Professor in the Dept. of Family Medicine and the Public Health Leadership Program.

**Topic: Defining CCPH's owners**

**Discussion:** The board discussed the questions of "who owns CCPH" and "who is CCPH accountable to?" It was clarified that the answers to these questions would not be used as a public definition, but for internal purposes. Important terms were defined:

- Owners were defined as having to be respectful of the organization and have an input on "why it exists"
- Customers were defined as those "making demands on treatment and services of CCPH".
- Stakeholders were defined (according to policy governance model) as those that consist of everyone involved, consumers, owners, etc.
- Legal owners were defined as non-profit owners who aren't "paying stockholders"
- Moral owners were defined as those who have a belief in the good of the organization.

Board members were asked to complete this statement, "The CCPH board is accountable to \_\_\_\_\_" and then share their answers in the group. Answers included:

The CCPH board is accountable to:

- Members and supporters of public health partnerships.
- People who actively support community-campus partnerships as a strategy to improve health, in member or non-member partnerships.
- Organizations with an interest in or has potential to be interested in community-campus partnerships.
- Communities, organizations, groups serving the community.
- Community organizations and academic institutions concerned with promoting community-campus partnerships for health.
- Community members.
- Partnerships and potential partnerships.

A working definition was created from the variety of ideas, "The CCPH board is accountable to all individuals and organizations [members, academic institutions, partnerships, community-based organizations] committed to or interested in advancing community-campus partnerships to improve health. Members are both customers and can play an ownership role."

**Action:** The board unanimously adopted this working definition of ownership: "CCPH ownership is defined as all individuals and organizations committed to or interested in advancing community-campus partnerships to improve health." Paul made the motion and Ella seconded it.

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**Topic: Defining CCPH's ends**

**Discussion:** In turning to the definition of CCPH's ends, it was again clarified that the definition would not be used as a public definition, but only for internal purposes. The board reviewed the policy governance approach to determining ends, which states that a board should constantly be striving to be informed in discussing ends. The difference between ends and strategic planning was defined as "the board is concerned with ends and the staff is concerned with strategic planning." The discussion began with the question, "What is this organization for? Why does it exist?" Board members shared their answers:

- To serve as an educational resource for community-campus partnerships for community, institutions and organizations.
- To serve as a convener for our "owners" interested in community-campus partnerships.
- To provide forums, information and opportunities for community and campuses to build partnerships to improve health.
- To influence health professions education on the values of partnerships.
- To improve community-campus relationships improving health.
- To increase the number of health professional educators using community-campus partnerships as a strategy to educate health professionals.
- To foster, promote, and research community-campus partnerships as a strategy for improving health professional education and health in communities.
- To enable higher educational institutions to be more responsive and accountable to the needs and assets of communities.
- To advance community-campus partnerships to increase civic engagement of students.
- To advance community-campus partnerships through information sharing, networking, technical assistance and education.
- There is knowledgeable evidence based community-campus partnerships projects.
- Institutional and public policies support community-campus partnerships.
- Health professionals are better prepared to improve the health of communities or service to communities.
- Community-based participatory research and service learning is prevalent in health professions education.

In a large group and in small groups, the board used the statements above to construct possible ends statements.

**Action:** The board unanimously agreed on a final working definition of ends (see next page). Paul made the motion and Ella seconded it. The group agreed that having (a), (b) beneath a numbered end does not imply that the numbered end is more important. It only means that the board has decided to "move further in" in defining the end. That said, there was some discussion about the fact that end #4 below did not have (a), (b), but end #1 did. Why are we able to "move further in" on the end that concerns higher educational institutions, but not the end that concerns communities? How can we better characterize, understand and respond to communities that engage, or seek to engage, in community-campus partnerships?

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ENDS: Community-campus partnerships that improve the health of communities.

1. Higher educational institutions engage in community-campus partnerships
  - a. Institutions commit resources
  - b. Institutions include effective reward systems for individuals
2. Resources are available to build and maintain community-campus partnerships
  - a. Funding for partnerships is available
  - b. Educational resources for partnerships are available
3. Comprehensive knowledge about the nature and outcomes of community-campus partnerships
4. Communities engage in community-campus partnerships
5. Institutional, organizational and governmental policies support community-campus partnerships

**Topic: Agenda for the year ahead**

**Discussion:** Board members were asked to suggest agenda items for the coming year based on completing this statement: "Types of resources, questions, information, or groups to link with....."

- Link to regional partners
- Link to other Kellogg grants
- Link to other national groups working in similar or related areas
- Start an email discussion on board listserv around the question of "do we have the right mix (institutional/community) of board members?"
- Think about what we, as board members, can fill in on the community "end" (#4 above) based on our experience with communities
- The monitoring report that includes evidence on all ends
- Any additional environmental information to help the board work on our ends

**Topic: Agenda for the next board meeting**

**Discussion:** Suggested agenda items include:

- Pick up on ends discussion
- Fiscal monitoring report
- Have more time to discuss ownership linkage
- First try on an ends monitoring report

**Topic: Meeting reflection**

**Discussion:** The board reflected on what worked and what needed to be changed about this board meeting. Ideas of what worked:

- Monte's great facilitation!
- Dialogue opportunities (rather than readings)
- Staff contributions, small group work

Ideas of what could be changed:

- Mixing the composition of the small groups
- Having more small groups
- Having a reflection on the panel the day afterwards
- Having time to talk about policy governance concepts for those who needed clarification
- Reinforcing policy governance concepts as the work is being done

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- Exploring the policy governance definition of community vs. the board's definition  
Considering where the panel or guests is placed in the agenda (i.e., not at the end of the day, when it is too difficult to have a real discussion)
- Setting goals of what we want to learn from the panelists