

**Community-Campus Partnerships for Health  
Board Meeting Minutes  
May 22, 2004 ~ Seattle, WA**

**Present:** Chris Atchison, Cynthia (Cee) Barnes-Boyd, Renee Bayer, Diane Downing, Kaytura Felix-Aaron, Elmer Freeman, Barbara (Bobby) Gottlieb, Ella Greene-Moton Terri Kluzik, Daniel Korin, Dennis William Magill, Richard Redman, Monte Roulier & Douglas Simmons

**Not Present:** Tom O'Toole

**Staff:** Jen Kauper-Brown, Annika Robbins, Sarena Seifer & Rachel Vaughn

<b>BOARD GOVERNANCE</b>
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**Topic: Board Members**

**Discussion:** Returning board members welcomed the new board members (Chris, Cee, Bobby and Dennis) and acknowledged departing board members Paul Freyder and April Vestal for their outstanding contributions.

**Topic: Board Leadership**

**Discussion:** The board recognized the transfer of Douglas from board chair to chair emeritus and the transfer of Elmer from board chair-elect to board chair. Douglas presented Elmer with "The String That Binds Us Together," that has been passed from chair to chair since CCPH's inception. The board discussed the election of the next chair-elect. Three board members interested in the position (Diane, Ella and Renee) and reached consensus that Renee would be nominated as chair-elect.

**Action:** The board unanimously approved Renee as the new chair-elect. Douglas made the motion and Diane and Ella seconded it.

**Topic: Board's Role in Fundraising**

**Discussion:** The board discussed its role in fundraising, drawing on the *Carver Guide on Board Members as Fund-Raisers, Advisers, and Lobbyists* as a resource. The policy governance model makes a distinction between fundraising and grantmaking. Fundraising can be a board activity with clearly defined roles for board members, as long as the board is fulfilling its most important responsibilities first (i.e., developing and monitoring policies). Grantmaking is really a staff activity, but board members can play supportive roles, like writing letters of support, recruiting members and lending their contacts and expertise. It is important that the board not be doing jobs that the staff should be doing. For some board members, being directly involved in fundraising may pose ethical conflicts. For example, a board member who is a federal employee cannot engage in fundraising during on their work time, only during their personal time.

The board agreed that it is important to decide what we want to raise money for: what is our long-term vision and strategy for the use of these funds? A major goal of board involvement in fundraising should be to raise unrestricted funding. The board needs to determine what unrestricted funds would be used for: Scholarships to enable community members to more fully participate in CCPH conferences? Capacity-building programs for communities that are unlikely

to be funded by another source? It will be important to connect with our owners to help determine what the priorities should be. In fact, unrestricted funding could help fund the ability of board members to connect directly with owners. The gap between what we want to accomplish and what we have funds available for was termed "the dream gap." What is CCPH's dream gap? How can unrestricted funds help us to fill the dream gap? The board should be pro-active in answering these questions, and not being reactive to what staff establishes as the means that need to be funded.

National organizations often find it challenging to raise funds from individual donors. Most donors are locally focused. Individual donors may help support local work that CCPH is promoting or directly involved in. For example, what if we tapped into foundations in board members' local communities to collectively contribute to an endowment for national programs that benefit these communities? We need to keep in mind, however, that we have a grants policy that states that CCPH cannot pursue funding for a program that would be better performed by a community-campus partnership. We should look at other national organizations for models of unrestricted fundraising. For example, the American Academy of Pediatric Dentistry has recently launched a major campaign to raise an endowment. They hired a fundraising firm to help develop a prospectus and identify possible corporate donors.

The board agreed that any board involvement in fundraising will require that 100% of the board members make a financial contribution to CCPH beyond paying for their membership and their travel to board meetings. Funders want to know that all board members are financial contributors beyond paying for their membership and travel to board meetings.

Several questions were raised that Sarena responded to:

- Does the UW provide fundraising support for CCPH? Although the CCPH staff have benefited from relationships with the UW development staff and research funding service, we have largely kept CCPH's fundraising efforts separate from the UW to avoid potential conflicts. For example, the UW development office seeks to ensure that individual faculty are not independently pursuing funding from sources that the university as a whole is cultivating. However, CCPH as an independent organization is free to pursue any funding source on its own.
- Do the membership fees cover the cost of serving members? What is the unrestricted fundraising potential from membership fees? If the membership doubled, would it be a significant increase in unrestricted funds? Membership fees currently comprise less than 15% of CCPH's total annual revenue. Membership fees do cover the direct costs of serving members and are a source of unrestricted funding that are currently used for core operational expenses. A possible fundraising role for board members is to recruit more members. Board members are not required or expected to increase membership by any specific number at this time.

The board concluded by discussing these options: do we maintain the status quo by having staff engage specific board members if they see a fundraising opportunity, or do we make a deliberate decision to define an explicit fundraising role for the board?

**Action:**

- The board unanimously decided that it wants to have a role in fundraising and will appoint an ad hoc committee to define this role. Cee made the motion and Ella seconded it. Elmer, Bobbie, Ella, Diane, and Kay volunteered to be members of the ad hoc committee, with Ella serving as chair. The ad hoc committee will lead a discussion of the board's purpose and

role in fundraising at the next board meeting, and make recommendations for action at the first board meeting of 2005.

- The next Ends Monitoring Report will discuss the gap between what we have funding to accomplish and what we could accomplish with additional funding.

**Topic: Board's role in CCPH's means**

**Discussion:** Are there ways that the board can voice concerns about the means, for example: concerns about the higher-than-usual cost of this year's CCPH conference and its affect on conference registration (especially community partner participation) concerns about the conference lapse in 2005 and what the implications might be for CCPH's visibility, financial condition? There should be some opportunity for concerns to be expressed. Individual board members – as CCPH owners and consumers – are free to communicate their personal concerns to the CEO. However, the board speaks with one voice through policy. Re: the issue of the conference lapse in 2005, for example, the board might express its concerns through its consideration of the Financial Monitoring Report. The board would need to consider if the situation is a reasonable interpretation of board policy, a violation of board policy? [Sarena explained the rationale for skipping a conference in 2005: we want to get back on the usual spring schedule and a conference in spring 2005 would follow too quickly on the heels of the fall 2004 conference, especially considering our financial situation and decreased staff capacity with the closing of the San Francisco office].

**Topic: Board governance monitoring**

**Discussion:** Board members reflected on the board's implementation of the policy governance model thus far:

- It can be challenging to keep board members on task, as there is tendency to revert back to the old model and old way of doing things.
- The policy governance model has us looking at the bigger issues
- One of the criteria for the next board meeting should be that we can't talk about everything during the meeting. Discussions should be focused on our ends, policy decisions and policy monitoring. The board should not focus on issues that are the responsibility of the staff.
- We need more of a framework to shape our discussions so that the intended outcomes for the discussion are clear and not so open-ended, and so that board members can be sufficiently prepared. There needs to be a balance between informing and coming to a decision. The policy governance model encourages issues to be discussed and there isn't always a decision that has to be made.
- Board meeting discussions are much more reflective now. It feels like real work is being done as opposed to other meetings that have been much more stressful.

**Topic: Frequency and timing of board meetings in 2005**

**Discussion:** The board discussed what the frequency and timing of board meetings should be in 2005. The decision should be based on what work needs to get done during board meetings, with a secondary concern of how to make it happen financially. Board members voiced support for fewer meetings of longer duration.

**Action:**

- The board unanimously decided to have two longer board meetings in 2005. A likely scenario would be ½ day, full day, ½ day.
- Annika will work with the CCPH board and staff to determine the 2005 meeting dates as soon as possible.

**Topic: Agenda items for future board meetings**

**Discussion:** The board generated a list of agenda items for future board meetings, below. Those marked with an \* were felt to be the most important to address at the October 2004 board meeting.

- Monitoring reports\*
- Prioritizing which owners we want to connect with and how\*
- The dream gap and vision for fundraising\* (an update at the next board meeting, with a major focus at the first 2005 board meeting)
- The board's role in strategic planning in the policy governance model\*
- Legal advice about need for contracts with our CEO and the University of Washington
- Strategic directions for CCPH, based on report from staff retreat
- Refining and prioritizing our ends: are the ends defined with enough specificity to determine means and implement a strategic plan?\*

**Action:**

- Elmer, Douglas, Renee and Sarena will develop the agenda for the next board meeting.
- Sarena will look into the possibility of having Carver meet with the board when we are in Atlanta – the issue of the board's role in strategic planning could be the focus of a lunch discussion with Carver, for example.

**Topic: Reflection on the board meeting**

**Discussion:** Board members shared their reflections on the board meeting:

- Prepare better for the next meeting.
- Focus on how we can move CCPH toward accomplishing our ends.
- Work hard to identify and work towards our ends.
- Look through the eyes of owners to better understand and clarify our ends.
- Develop relationships with our owners.
- We need to work on connecting with the owners and understanding who they are, when to connect and how to connect.
- New board members and new eyes help to consider new outcomes.
- We have a strong board and staff, and we are ready to move CCPH forward in a real and dynamic way.
- Focus on strategy and not so much on process.
- We are sorting through leadership and responsibility.
- We have the formidable challenge of defining community. Spend time and self education on why that is so difficult to define.
- There is a tension in the policy governance model between defining a broad and general direction and trying to provide something substantial in the way of specific priorities.
- Learn more about the Carver model; it seems to eliminate the reasons why I leave boards!

<b>POLICY MONITORING</b>
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**Topic: Ends Monitoring Report**

**Discussion:** The board discussed the Ends Monitoring Report and made these observations and suggestions:

- The report has continued to improve each time it is presented, in response to board member comments and suggestions.
- The meaning of “partnership” is not clearly articulated in the ends policies or in the report. What makes the partnership authentic, genuine? Do we need to specifically use those terms?

- The report should present more information about the means being used to achieve the ends.
- Community health centers are noticeably missing from the ends policies. Community health centers are often a “front line connection” to the community, and it is important to include them as a focus of CCPH activity. Our ends policies refer to partnerships between communities and higher educational institutions. By “communities” we include community-based organizations, including community health centers.
- What are the incentives for community health centers to work with academic institutions? Community health centers often don’t have the capacity to measure their outcomes, efficiency and effectiveness. They want to take better care of patients and know whether what they are doing is working. They don’t have a large voice or many opportunities for their contributions to be widely described and recognized. They are concerned not only about the provision of primary care, but about making the university a more intimate part of the neighborhood by providing assistance to residents, providing direct services, allowing students to learn about health careers, etc. These are all incentives for community health centers to collaborate with academic institutions.
- Do we think that the ends are defined with enough specificity that when Sarena comes back with an ends report, that there’s enough clarity to implement a strategic plan. Try to refine the ends further. With Sarena’s interpretation (monitoring reports), that is when the board can clarify what they mean in the policy. Sounds like a reactive, after the fact. As the policy is defined now do we comfortable that there is enough specificity around the outcome that this report actually matches with what she’s doing. Not nearly enough has been done around the health disparities ends.
- What, if any, role does the board have in strategic planning? The idea of a “strategic plan” sounds like the means for achieving the ends, which are a staff role. In other words, the board defines the ends, the strategic direction and outcomes, but the specific plan for accomplishing these are determined by the staff. When you look at CCPH’s 5 year strategic plan 2000-2005, much of it is about the means we will pursue to achieve our ends (i.e., frequency and focus of conferences, newsletters, training institutes). However, board members have a wealth of experience, expertise and ideas to share in making decisions about means. Are these roles to be played by taking off their board hats?

**Action:**

- Although the board decided possible changes in the wording of the Ends Policies (i.e., inserting the word “authentic” before community-campus partnerships; substituting the word “communities” with “community-based organizations”), but ultimately decided to leave the wording as the proposed changes might be redundant or restrictive.
- The next Ends Monitoring Report will be more explicit about what we mean by “partnership” and “community.”
- The board unanimously approved the Ends Monitoring Report. Terri moved to approve the report. Renee seconded the motion.

**Topic: Treatment of Staff Monitoring Report**

**Discussion:** This policy is of particular importance given the recent closure of CCPH’s San Francisco office, the transfer of SF responsibilities to Seattle staff, etc. The board raised a number of questions that Sarena responded to:

- What happened to the four San Francisco staff? Two of the SF staff (Piper and Rebecca) continued in full-time positions at the Center for the Health Professions. The other two SF staff (Cathy and Kristina) continued on maternity leave and opted for university severance packages. T
- Is the board liable for staff grievances? Because the staff are employees of the University of Washington and bound by the UW’s staff grievance policies, the CCPH board is not likely to be liable.

**Action:**

- The board unanimously approved the Treatment of Staff Monitoring Report. Douglas made the motion and Chris seconded it.

**Topic: Financial Condition Monitoring Report**

**Discussion:** Sarena discussed being in violation of the financial condition policies by having a deficit at UCSF. A three-year deficit reduction plan is now in place, as described in the monitoring report. Several questions were raised and answered:

- What is our financial relationship with The Network: Toward Unity for Health for the 2004 conference? We are sharing equally in the conference costs, revenue, and any surplus or deficit.
- What is the board's liability for the UCSF deficit? A signed deficit reduction plan is in place between CCPH and UCSF. The board has director's and officer's insurance and so should not be personally liable for repaying the deficit.

**Action:**

- The board unanimously approved the Financial Condition Monitoring Report. Renee made the motion and Ella seconded it.

**Topic: Board Assessment of the CEO**

**Discussion:** How does the board evaluate the CEO? The CEO is evaluated on the basis of progress toward achieving the organization's ends, and adherence to the executive limitations. Several points were made in the discussion:

- By the end of the October board meeting, the board will have reviewed each of the monitoring reports at least once. Perhaps at that meeting, the board could look reflect on the prior year's reports and determine what is working well and what could be improved.
- When we evaluate the CEO it is not a separate process or activity – it is part of examining and taking action on the monitoring reports.
- The CEO is in "violation" of the executive limitations policies in terms of the Financial Monitoring Report. Since the board approved the Financial Monitoring Report with knowledge of this violation, the board has made a decision that they are comfortable with how the financial situation is being dealt with, and thus with the CEO performance in this area.
- We don't have in the schedule how often the Ends Monitoring report is going to be presented. It would be unreasonable to have it presented at each board meeting, because changes in progress toward our ends takes time. If we present an Ends Monitoring Report at every meeting, we run the risk of focusing on the activities being conducted and not necessarily the strategies and outcomes.
- Is there a contract between the CCPH board and the executive director? Other than board meeting minutes that indicate the appointment of Sarena as the executive director, and minutes that indicate favorable reviews of her performance, there is no written contract. Do we need a contract with Sarena?
- How do we ensure a smooth transition when a new CEO is hired? Sarena is a faculty member at the University of Washington, but if she is no longer CEO of CCPH, we have no agreement in place with the University of Washington to have the new CEO be based at UW, be a faculty member, etc. Do we need a contract between the CCPH board and the UW?
- What role does the board play in determining CEO compensation, bonuses, etc? The board does not have a decision making role in the CEO's compensation, since the CEO is an employee of the UW. However, the board can make decisions about bonuses and other non-salary forms of compensation.

- The board does not play a role in determining staff compensation. The board monitoring the treatment of staff policy through the monitoring report on that policy.

**Action:**

- The board unanimously agreed to have the Ends Monitoring Report be presented and discussed once a year. Monte made the motion and Elmer seconded it.
- The CEO's performance will be assessed as each Monitoring Report is assessed and considered, and also through board consideration of the prior year's Monitoring reports.
- Sarena will look into a contract with the UW, gather examples of models that exist involving other nonprofit organizations that are based at universities (Elmer's organization, for example) and report back to the board on her findings.
- Elmer, Monte and Sarena will work on the contract issues described above and bring ideas back for the full board's consideration.

<p style="text-align: center;"><b>DISCUSSION OF ENDS</b></p>
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**Topic: Eliminating Health Disparities - Key Issues and Challenges**

**Discussion:** Kay and Ella each gave brief presentations on the key issues and challenges in eliminating health disparities, from their vantage points at the federal and community levels. A number of points were raised in the discussion:

- How do you do health disparities work – especially when it comes to addressing issues of power, racism, classism – in an inclusive way that does not alienate people? Some people are turned off by these issues, but in time they tend to come around. Be open to listening and hearing. Also, it's important to address these issues internally before attempting to address them in the context of the community.
- The Study Circles guides on dialogues around racism are very well done.
- How do these issues play out in Canada? Are these issues relevant in Canada. Canada's universal health care system is totally different from the United States'. Access to health care is not a big issue, but disparities in the process and outcomes of care are still evident.
- We need to shift the paradigm from caring for and healing individuals to caring for and healing communities.
- What does this discussion mean for CCPH? One of our Ends policies is that "health disparities are reduced through community-campus partnerships." We believe that community-campus partnerships are a mechanism for change. CCPH can approach these issues and challenges from a variety of perspectives. How do we want to affect social change? Other Ends policies speak to increasing resources, changing institutional structures and policies, professional association policies. Do we view ourselves as an advocacy organization?
- How do we know that the means we engage in are helping to eliminate health disparities through community-campus partnerships? For example, how does service-learning and community-based participatory research contribute to eliminating health disparities? Academic institutions are great at producing knowledge, but have less of a track record at solving real world problems. Community-campus partnerships are a way to address real world problems.
- CCPH can add to the models and best practices of community-campus partnerships that are working toward eliminating health disparities.

## DISCUSSION OF OWNERS

### **Topic: Connecting with our Owners**

**Discussion:** This discussion raised more questions than answers:

We need to distinguish between owners and customers. It's our job to understand the difference between the two. Carver gives a number of examples in his publications.

Who are we accountable to? We have a very broad group of owners, including both individuals and organizations.

Who are our legal owners vs. our moral owners?

How are we currently connecting with owners? We probably connect with owners that we don't even know are owners. How can we connect with people that we don't even know exist, or they don't know that CCPH exists?

What kind of feedback are we trying to get from owners? It seems like we get a lot less information from our community partner owners rather than our higher education owners. What do we do about that?

What we do with the information we gather from owners is another question.

We need to develop key talking points about CCPH and questions that board members can use when meeting with owners (see October 2003 meeting minutes)

Who are the owners that we want to target/engage? How can we be more strategic about this?

### **Action:**

- Renee, Tom, Ella, Richard, Chris, and Kay will develop key talking points about CCPH and questions that board members can use when meeting with owners, and a set of recommendations for what groups of owners we should connect with and how.