

**Community-Campus Partnerships for Health Board Retreat Minutes  
September 27-28, 2002  
Flint, Michigan**

**Present:** Tom O'Toole, Diane Downing, Ella Greene-Moton, Renee Bayer, Paul Freyder, Douglas Simmons, Kaytura Felix-Aaron, Richard Redman, Daniel Korin, and Monte Roulier

**Not present:** Elmer Freeman, Terri Kluzik, Roz Lasker and April Vestal

**Staff:** Cathy Immanuel, Stacy Holmes, Annika Robbins, Sarena Seifer and Rachel Vaughn

**Topic: Ground rules for the meeting**

- Listen to understand and be open to changing your mind
- Everyone gets a chance to be heard, make your own voice heard
- Stay focused on outcomes/tasks
- Majority votes move ideas forward
- All agree to support board majority position (including absent members)

**Topic: Policy governance “blitz” process**

**Discussion:** The board divided into 3 small groups, each charged with reviewing a specific set of template board policies. For each policy, the groups considered:

- Do we want to include this piece?
- Do we want to delete, change, add a piece?
- Are we comfortable with the “reasonable interpretation?” rule?

The full board deliberated on each proposed policy and then voted on it.

**Action:** The following new policies were adopted by unanimous vote and will be sent to board members and posted on the CCPH web site by staff.

- Governance Process policies: global governance commitment, governing style, board job description, agenda planning, chairperson’s role, board member’s code of conduct, board committee principles, board committee structure and cost of governance.
- Board-Management Linkage policies: Global governance-management, connection, unity of control, accountability of the executive director, delegation to the executive director, monitoring executive director performance.
- Executive Limitations: Global executive constraint, treatment of consumers, treatment of staff, financial planning/budgeting, financial condition and activities, emergency executive director succession, asset protection, compensation and benefits, communication and support to the board, ends focus on grants or contracts.

A conference call will be scheduled with the 4 absent board members to bring them up to speed on the new policies, answer their questions, etc.

**Topic: CCPH bylaws and articles of incorporation**

**Discussion:** The board agreed that the newly adopted policies may now pose conflicts with our previously established bylaws and articles of incorporation. However, since decisions about organizational owners and ends may also impact on these existing policies, it doesn’t make sense to make changes to them until after the January 2003 board meeting. It would be a good idea for several board members to be familiar with the bylaws and articles of incorporation at the January 2003 meeting, and who could serve afterwards on an ad hoc committee to draft revisions.

**Action:** Kay, Ella, Daniel and Monte offered to review the bylaws and articles of incorporation prior to the January 2003 board meeting. Staff will also ask one of the

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board members unable to attend the retreat to join them. Staff will send them copies of the bylaws and articles of incorporation, and schedule conference calls as needed.

**Topic: Board recruitment and orientation**

**Discussion:** The board agreed it is unlikely that we will undertake another round of new board member recruitment in 2003 since no board members are expected to resign or not renew their terms. Since the board development committee has been disbanded, there was some concern that the “organizational memory” of the board recruitment and orientation process would be lost.

**Action:** Staff will pull together past board meeting minutes and materials pertaining to board recruitment and orientation to ensure it is readily available when needed in the future.

**Topic: Agenda for next board meeting – January 16-19, 2003 in Chapel Hill, NC**

**Discussion:** The board identified these topics for the next board meeting agenda:

- Increase understanding of monitoring process
- Explore ownership issue
- Establish ends policy (at minimum, a temporary “plug”)
- Establish process for unforeseen emergency vacancies of the chief governance officer (CGO) or CGO-elect
- Discuss possible executive limitations policy re: honoraria received while representing CCPH should be paid to CCPH.
- Financial monitoring report
- Election of new CGO-elect
- Community meetings and site visits in North Carolina should be designed to explore the ownership issue.

**Action:**

- Tom O’Toole as CGO, Douglas Simmons as CGO-elect, Sarena Seifer as executive director, Monte Roulier as “internal policy governance consultant” and Robert Redman as local host will work together to develop the detailed agenda.
- Board members should consider serving in the CGO-elect position before the next board meeting!