

**NORTH CENTRAL COMMUNITY SERVICES PROGRAM BOARD
GOVERNANCE COMMITTEE**

August 19, 2020

12:00 PM

NCHC – Wausau Board Room

(Via conference phone due to Covid19 and recommendation of social distancing)

Present: X Romey Wagner X Ben Bliven
 X Randy Balk

Others: Michael Loy

Call to Order

- Meeting called to order at 12:03 p.m.

Public Comment for Matters Appearing on the Agenda

- No public comment.

Scope of the Governance Committee

- Reviewed Section 5.3 of the NCCSP Bylaws - *A nomination for each of the Board Officers shall be made by the majority agreement of the Governance Committee. The slate of Board Officers from the Governance Committee shall be presented to the Board at the annual meeting. The Chair shall also call for additional nominations from the membership of the Board at the annual meeting of the Board. Vacancies of Board Officers that occur during the year shall be filled upon nomination from the Governance Committee, additional nominations from the floor, and shall be elected by the Board as required in Section 3. Filled vacancies shall serve the remaining term of the member that they replaced.*

Action: Approve Slate of Nominations to Fill Vacating Board Officer Positions

- As of Sept. 4, 2020 Romey Wagner is stepping down from the County Board and is no longer eligible to be a member of the NCCSP Board. The Governance Committee is responsible to select a slate of Officers for Board consideration at the August meeting.
- Eric Anderson, is currently filling the role of Secretary/Treasurer, and is willing to fill the unexpired term of Chair-Elect leaving the Secretary/Treasurer role vacant should the Governance Committee make that recommendation.
- Committee reviewed the list of Board members eligible to fill the role of the Secretary/Treasurer.
- **Motion**/second, Bliven/Balk, to recommend Eric Anderson as Chair-Elect and Kurt Gibbs as Secretary/Treasurer. Motion carried.

Review Board Membership Relative to Board Competencies to Identify Priorities for Candidate Pools and Board Development

- A revised Board Development and Recruitment Matrix was provided. It was suggested this document be updated by each Board member on an annual basis.
- Gaps are identified when less than two members of the Board fulfilling the criteria.
- Review of the current priority index based on the relative absence of current Board competency expertise was discussed and the following priority index was concurred with:
 1. Informatics and Info Systems
 2. Human Resources/Organizational Development
 3. Public Health – Community Health Policy
 4. Fund Development
 5. Faith-Based
 6. Clinical (DD, SNF)
 7. Marketing and Business Development
- A review of the competency risk areas with potential board succession in the coming two years was discussed:
 1. Quality and Patient Safety
 2. Consumer Experience
 3. Marketing and Business Development
 4. Legal or Regulatory
- Committee expressed concern with the current constraint in the number of non-county designated Board members allowed. Given the priority index discussion, several Marathon County Board members were identified to fill the upcoming vacancy by R. Wagner. M. Loy will discuss these recommendations with the Marathon County Administrator for appointment to the Board.
- Committee discussed augmenting the Board with subject matter experts as needs arise particularly in the areas relative to the absence of current Board competency expertise.
- M. Loy to develop a recruitment profile and priority plan that will have a focus on improving Board competency.

Discuss Process for Board's Annual Review of Policy Governance Manual

- Following discussion the committee requested M. Loy to frame a facilitated conversation with the Board, provide suggested changes to the Policy Governance Manual in a 'marked-up' document as well as a detailed memorandum on the Executive Limitations including accountability options i.e. regular reporting mechanisms, audit process, and/or Committee review.

Review Progress on Board's 2019-2020 Development Plan

- Due to the COVID pandemic 'shut down' the event to obtain feedback from stakeholders was not held in May as planned.
- The Board is significantly challenged in developing the Board with its inability to effectively appoint Board members with needed skills and competencies due to the small number (less than half) of the positions not filled by county appointed positions. Bringing in broader community perspectives needs to be addressed.

Discuss Process for Board's Annual Self-Evaluation of Governance

- Continue with the same evaluation tool
 - Add: comment section for each question
 - Add: an assessment question on the value or perceived value of virtual meetings

Review Board Experience Optimizer

- Continue to use this evaluation tool
- Explore adding as a poll feature at the end of the meeting for ease of use/response
- Revise questions to include a scale of 1-5 or 1-10 plus area to comment

Adjourn

- Motion/second, Balk/Bliven, to adjourn the meeting at 1:00 p.m. Motion carried.

Minutes prepared by Debbie Osowski, Executive Assistant to CEO