

GOVERNANCE COMMITTEE MEETING MINUTES

June 11, 2020

Teleconference 1 415 655 0002 / Access Code 479 493 525#

MEMBERS PRESENT:

Jessica Carter Peer, Committee Chair
Sanford N. Cohen, MD, Board Member
Diane Champion, Board Member
Donna Clarke, Board Member

MEMBERS ABSENT:

None

OTHERS PRESENT:

Genny White, Board Office Coordinator
Tracy Pyles, Senior Managing Attorney
Mary A. McGillicuddy, General Counsel, Administrative Sponsor
James Humphrey, Board Counsel
George Knott, Board Counsel

The Governance Committee Meeting was called to order at 9:00 a.m. by Jessica Carter Peer, Committee Chair.

PUBLIC INPUT STATEMENT

Jessica Carter Peer acknowledged the Public Input Statement.

GOVERNANCE COMMITTEE MEETING MINUTES

Jessica Carter Peer asked for approval of the March 12, 2020 Governance Committee Meeting Minutes.

A motion was made by Donna Clarke to approve the June 12, 2020 Governance Committee Meeting Minutes.

The motion was seconded by Diane Champion and carried with no opposition.

BOARD EVALUATION TOOL

The Board Annual Evaluation Tool was the main agenda for the Committee's consideration.

The Work Plan adopted by the Governance Committee includes overseeing an annual evaluation of the performance of the Board and its committees in achieving its governance goals and objectives.

Before the Committee began its review and discussion about the annual evaluation, the Committee reviewed some of the possible improvement ideas communicated over the past months to ensure the Board of Directors is comfortable the survey will provide the opportunity for Board Members to express those ideas, including: adjusting the number of Board Members on various committees; adding Community Members to various committees; creating new committees; and evaluating individual Board Member attendance at Medical Executive Committee meetings.

Genny White then shared information with the Committee about a simple-to-use electronic survey tool, known as Survey Monkey, which is available to the Board, at no cost, to facilitate our 2020 Board Evaluation. The Committee reviewed the various ways questions can be posed and have the ability to comment and further explain the Board Member's response. The electronic tool would collate all the information and produce statistics automatically.

The survey will need to be completed in one sitting and cannot be paused. So that Board Members are fully prepared to answer on line before they sign on, the questions will be provided to Board Members ahead of time. Alternatively, if Board Members prefer to write their answers on a document, Board Members could provide the Board Office with responses on paper to input the survey responses on the Board Member's behalf.

Committee Members were in agreement that the Survey Monkey tool was a good and efficient approach for conducting the survey at this time.

The Committee then discussed the content of the evaluation and agreed to focus this year's assessment on the governance structure and related topics. Jessica Carter Peer provided the Committee a working draft evaluation document with the goal to develop neutral statements which will help yield many opinions and ideas for improvement.

The Committee reviewed the draft document and agreed it was a good initial tool to circulate as an evaluation to Board Members. After a thoughtful discussion, the Committee modified the evaluation to explain the evaluation is a preliminary tool

used to gather initial feedback from the Board of Directors and that the information gathered using this tool is considered work-in-progress and not a final report. The Committee also agreed that after the Board Members complete the survey they will receive a call from the Board Office to interview them and collect their feedback about the survey tool and the evaluation.

Dr. Sanford Cohen moved to distribute the evaluation to the Board of Directors via the Survey Monkey tool together with an explanation that the Governance Committee would like to test this survey method and will be following-up with each Board Member to collect feedback about the effectiveness of the survey and the tool.

Diane Champion seconded the motion. The motion passed unanimously.

NEXT REGULAR MEETING

The next Governance Committee Meeting will be held on October 19, 2020, at 1:00 p.m. with location and virtual mode to be determined.

ADJOURNMENT

The Governance Committee Meeting adjourned at 9:33 a.m. by Jessica Carter Peer, Committee Chair.

Minutes were recorded by Josephine Desibia

Signed by: **Jessica Carter Peer**

Date: **10/19/20**